

IMPORTANT NOTICE

THIS OFFERING IS AVAILABLE ONLY TO INVESTORS WHO ARE EITHER (i) BOTH (1) QUALIFIED INSTITUTIONAL BUYERS (“**QIBs**”) WITHIN THE MEANING OF RULE 144A (“**RULE 144A**”) UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”) AND (2) QUALIFIED PURCHASERS (“**QPs**”) (AS DEFINED IN SECTION 2(A)(51)(A) OF THE U.S. INVESTMENT COMPANY ACT OF 1940, AS AMENDED (THE “**INVESTMENT COMPANY ACT**”)) OR (ii) BOTH (1) NON-U.S. RESIDENTS (AS DEFINED FOR PURPOSES OF THE INVESTMENT COMPANY ACT) AND (2) NON-U.S. PERSONS PURCHASING THE SECURITIES OUTSIDE THE UNITED STATES IN RELIANCE ON REGULATION S (“**REGULATION S**”) UNDER THE SECURITIES ACT.

IMPORTANT: You must read the following before continuing. The following applies to the Prospectus (the “**Prospectus**”) following this page and you are therefore advised to read this page whether received by email, accessed from an internet page or otherwise received as a result of electronic communication, and you are therefore advised to read this page carefully before reading, accessing or making any other use of the Prospectus. In reading, accessing or making any other use of the Prospectus, you agree to be bound by the following terms and conditions and each of the restrictions set out in the Prospectus, including any modifications to them from time to time each time you receive any information from the Issuer or the Initial Purchasers, as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE OR A SOLICITATION OF AN OFFER TO BUY THE SECURITIES IN THE UNITED STATES OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR ANY OTHER JURISDICTION, AND THE SECURITIES MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS SUCH TERMS ARE DEFINED IN REGULATION S UNDER THE SECURITIES ACT), EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS. THE ISSUER HAS NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE INVESTMENT COMPANY ACT.

THE FOLLOWING PROSPECTUS MAY NOT BE FORWARDED OR DISTRIBUTED, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. IF YOU HAVE GAINED ACCESS TO THIS TRANSMISSION CONTRARY TO ANY OF THE FOREGOING RESTRICTIONS, YOU ARE NOT AUTHORIZED AND WILL NOT BE ABLE TO PURCHASE ANY OF THE NOTES DESCRIBED IN THE ATTACHED DOCUMENT.

CONFIRMATION OF YOUR REPRESENTATION: In order to be eligible to view the Prospectus or make an investment decision with respect to the securities, investors must be either (1) both QIBs and QPs or (2) both non-U.S. residents (as defined for purposes of the Investment Company Act) and non-U.S. persons (within the meaning of Regulation S under the Securities Act) purchasing the securities outside the United States in reliance on Regulation S. The Prospectus is being sent at your request. By accepting the e-mail and accessing the Prospectus, you shall be deemed to have represented to us that:

- 1) you consent to delivery of such Prospectus by electronic transmission, and
- 2) either:
 - a. you and any customers you represent are both QIBs and QPs; or
 - b. the e-mail address that you gave to us and to which the Prospectus has been delivered is not located in the United States, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States or the District of Columbia.

Prospective purchasers that are both QIBs and QPs are hereby notified that the seller of the securities may be relying on the exemption from the provisions of Section 5 of the Securities Act pursuant to Rule 144A.

You are reminded that the Prospectus has been delivered to you on the basis that you are a person into whose possession the Prospectus may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located, and you may not, nor are you authorized to, deliver the Prospectus to any other person. You will not transmit the attached Prospectus (or any copy of it or part thereof) or disclose, whether orally or in writing, any of its contents to any other person except with the consent of the Initial Purchasers.

The materials relating to this offering do not constitute, and may not be used in connection with, an offer or solicitation in any place where such offers or solicitations are not permitted by law.

The Prospectus has not been approved by an authorized person in the United Kingdom for the purposes of section 21 of the Financial Services and Markets Act 2000 (the “**FSMA**”) and is for distribution only to persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Financial Promotion Order**”), (ii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Financial Promotion Order, (iii) are outside the United Kingdom or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “**relevant persons**”). The Prospectus is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Prospectus relates is available only to relevant persons and will be engaged in only with relevant persons.

No person may communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of the securities other than in circumstances in which section 21(1) of the FSMA does not apply to us.

The Prospectus has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of the Issuer nor the Initial Purchasers nor any person who controls them nor any director, officer, employee or agent of them or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the Prospectus distributed to you in electronic format and the hard copy version available to you on request from the Initial Purchasers.

The distribution of the Prospectus in certain jurisdictions may be restricted by law. Persons into whose possession the Prospectus comes are required by the Issuer and the Initial Purchasers to inform themselves about, and to observe, any such restrictions.



PROSUS N.V.

Issue of

€500,000,000 1.539% Senior Notes due 2028

€500,000,000 2.031% Senior Notes due 2032

under its U.S.\$6,000,000,000 Global Medium Term Note Program

Prosus N.V., a public company with limited liability (*naamloze vennootschap*) incorporated under the laws of the Netherlands, is a holding company with subsidiaries operating a global consumer internet group across a variety of platforms and geographies and one of the largest technology investors in the world (the “**Issuer**”), and is offering €500,000,000 aggregate principal amount of its 1.539% Senior Notes due 2028 (the “**2028 Notes**”) and €500,000,000 aggregate principal amount of its 2.031% Senior Notes due 2032 (the “**2032 Notes**”) and, together with the 2028 Notes, the “**Notes**”) under its U.S.\$6,000,000,000 Global Medium Term Note Program (the “**Program**”).

The 2028 Notes will mature on August 3, 2028 and the 2032 Notes will mature on August 3, 2032 (each, a “**Maturity Date**”). The Issuer will pay interest on each series of Notes annually in arrears on August 3 of each year, commencing on August 3, 2021.

Prior to the Par Call Date (as defined herein) applicable to any series of Notes, the Notes of such series may be redeemed, in whole or in part, at the option of the Issuer at a make-whole premium, plus accrued but unpaid interest to (but excluding) the redemption date and any Additional Amounts (as defined herein), as further described under “*Terms and Conditions of the Notes*” in this drawdown prospectus. On or after the applicable Par Call Date, the Notes of the relevant series will be redeemable, in whole or in part, at the option of the Issuer, at a price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued but unpaid interest to (but excluding) the redemption date and any Additional Amounts.

Upon the occurrence of certain change of control events, each holder of Notes may require the Issuer to repurchase all or a portion of its Notes at a purchase price in cash equal to 101% of the principal amount of, plus accrued and unpaid interest to (but excluding) the date of purchase on, the Notes to be repurchased. The Notes will be issued in registered form in denominations of €100,000 and integral multiples of €1,000 in excess thereof. The Notes will initially be represented by global notes deposited with the common safekeeper (the “**Common Safekeeper**”) under the New Safekeeping Structure (the “**NSS**”) for Euroclear Bank SA/NV (“**Euroclear**”) and Clearstream Banking, S.A. (“**Clearstream, Luxembourg**”) and registered in the name of the Common Safekeeper or its nominee. Beneficial interests in the global notes will be shown on, and transfers thereof will be effected only through, records maintained by Euroclear and/or Clearstream, Luxembourg. Except as described herein, notes in definitive form will not be issued. The Notes are intended to be held in a manner which will allow Eurosystem (as defined below) eligibility. This means that the Notes are intended upon issue to be deposited with the Common Safekeeper for Euroclear and Clearstream, Luxembourg and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intraday credit operations by the central banking system for the euro (the “**Eurosystem**”) either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria. For a more detailed description of the Notes, see “**Terms and Conditions of the Notes**” herein.

The Notes will constitute direct, unconditional, unsecured and unsubordinated general obligations of the Issuer. The Notes will rank *pari passu* among themselves, without any preference of one over the other by reason of priority of date of issue or otherwise and at least equally with all other present and future unsecured and unsubordinated general obligations of the Issuer from time to time outstanding (save to the extent that laws affecting creditors’ rights generally in a bankruptcy, winding up, administration or other insolvency procedure may give preference to any of such other obligations). Application has been made to the Irish Stock Exchange Plc trading as Euronext Dublin (“**Euronext Dublin**”) for the Notes to be admitted to its official list (the “**Official List**”) and to trading on the regulated market thereof. Euronext Dublin is a regulated market for the purposes of Directive 2014/65/EU on markets in financial instruments (as amended, “**MiFID II**”).

The price for the 2028 Notes is 100.000% and the price for the 2032 Notes is 100.000%, each plus accrued interest, if any, from (and including) August 3, 2020 (the “Issue Date”).

Investing in the Notes involves a high degree of risk. See “Risk Factors” beginning on page 4.

This Prospectus (the “**Prospectus**”) has been approved by the Central Bank of Ireland (the “**Central Bank**”), as the competent authority under Regulation (EU) 2017/1129, as amended or superseded (the “**Prospectus Regulation**”). The Central Bank has only approved this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such an approval should not be considered as an endorsement of the Issuer that is the subject of the Prospectus nor as an endorsement of the quality of the Notes. Investors should make their own assessment as to the suitability of investing in the Notes. Furthermore, such approval relates only to Notes which are to be admitted to trading on a regulated market for the purposes of the Prospectus Regulation and/or which are to be offered to the public in any Member State of the European Economic Area (“**EEA**”) or the United Kingdom. Application has been made to Euronext Dublin for the Notes to be admitted to the Official List and trading on the regulated market of Euronext Dublin. References in this Prospectus to the Notes being “**listed**” (and all related references) shall mean that the Notes have been admitted to the Official List and trading on the regulated market of Euronext Dublin. **This Prospectus is valid for a period of twelve months from the date of approval. Following the publication of this Prospectus, a supplement may be prepared by us and approved by the Central Bank of Ireland in accordance with Article 23 of the Prospectus Regulation in the event of any significant new factor, material mistake or inaccuracy relating to information included in this Prospectus that is capable of affecting the assessment of the Notes, except that such supplement will not be required when the validity of the Prospectus expires on July 28, 2021.**

The Notes are expected to be rated BBB– by S&P Global Ratings Europe Limited (“**S&P**”) and Baa3 by Moody’s Investors Service Limited or any other registered Moody’s branch (“**Moody’s**”) and, together with S&P, the “**Rating Agencies**”). Each of the Rating Agencies is established in the EU or in the United Kingdom and is registered under Regulation (EU) No 1060/2009, as amended (the “**CRA Regulation**”). As such, each of the Rating Agencies is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (at <https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>) in accordance with the CRA Regulation. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

The Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or any state securities laws, and are being offered and sold within the United States only to persons who are both reasonably believed to be (1) “qualified institutional buyers” (“**QIBs**”), as defined in Rule 144A under the Securities Act (“**Rule 144A**”) and (2) Qualified Purchasers (“**QPs**”) (as defined in Section 2(a)(51)(A) of the Investment Company Act), and outside the United States to persons who are both (1) non-U.S. residents (as defined for purposes of the Investment Company Act) and (2) non-U.S. persons in reliance on Regulation S under the Securities Act (“**Regulation S**”) by the initial purchasers listed in the section of this Prospectus entitled “*Plan of Distribution*” (the “**Initial Purchasers**”), subject to their acceptance and right to reject orders in whole or in part. The Issuer has not been, and will not be, registered under the Investment Company Act. **Prospective purchasers are hereby notified that the seller of any Note may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A thereunder.**

The Notes will initially be represented by global notes in registered form (the “**Global Notes**”), one or more of which will be issued in respect of any Notes (“**Rule 144A Notes**”) offered and sold to persons who are both QIBs and QPs (the “**Rule 144A Global Note**”) or which will be issued in respect of any Notes (“**Regulation S Notes**”) offered and sold to persons who are both non-U.S. residents (as defined for purposes of the Investment Company Act) and non-U.S. persons in reliance on Regulation S (the “**Regulation S Global Note**”) and will be deposited with the Common Safekeeper for Euroclear and Clearstream, Luxembourg and registered in the name of the Common Safekeeper or its nominee.

For a description of certain restrictions on transfers of the Notes, see “*Subscription and Sale*” in the base prospectus dated July 13, 2020 (the “**Base Prospectus**”) and “*Plan of Distribution*” and “*Transfer Restrictions*” below. It is expected that delivery of beneficial interests in the Notes will be made through Euroclear and Clearstream, Luxembourg, on or about August 3, 2020, against payment therefor in immediately available funds.

Joint Global Coordinators and Bookrunners

BofA Securities

BNP PARIBAS

Citigroup

Morgan Stanley

The date of this Prospectus is July 29, 2020

NOTICE TO INVESTORS

This Prospectus comprises a prospectus for the purposes of Article 16 of Commission Delegated Regulation (EU) 2019/980 (supplementing the Prospectus Regulation).

This Prospectus is to be read in conjunction with all documents which are deemed to be incorporated herein by reference (see “*Documents Incorporated by Reference*”). This Prospectus shall be read and construed on the basis that such documents are incorporated in, and form part of, this Prospectus.

This Prospectus is prepared in connection with the U.S.\$6,000,000,000 Global Medium Term Note Program (the “*Program*”) established by the Issuer as described in the Base Prospectus. Terms defined in the Base Prospectus have the same meaning when used in this Prospectus.

The Issuer, having made all reasonable enquiries, confirms that: (a) this Prospectus (including the information incorporated herein by reference) contains all information that in its view is material in the context of the issuance and offering of the Notes (or beneficial interests therein), (b) the information contained or incorporated by reference in this Prospectus is true and accurate in all material respects and is not misleading, (c) any opinions, predictions or intentions expressed in this Prospectus (or any of the documents incorporated herein by reference) on the part of the Issuer are honestly held or made by the Issuer and are not misleading in any material respects, and there are no other facts the omission of which would make this Prospectus or any of such information or the expression of any such opinions, predictions or intentions misleading in any material respect, and (d) all reasonable enquiries have been made by the Issuer to ascertain such facts and to verify the accuracy of all such information and statements.

The Issuer accepts responsibility for the information contained in this Prospectus. To the best of the knowledge of the Issuer, the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

No person is or has been authorized by the Issuer to give any information or to make any representation not contained in or not consistent with this Prospectus or any other information supplied in connection with the Notes and, if given or made, such information or representation must not be relied upon as having been authorized by the Issuer or any of the Initial Purchasers.

Neither this Prospectus nor any other information supplied in connection with the Notes (i) is intended to provide the basis of any credit or other evaluation or (ii) should be considered as a recommendation by the Issuer or any of the Initial Purchasers that any recipient of this Prospectus or any other information supplied in connection with the Notes should purchase any Notes. Each investor contemplating purchasing any Notes should determine for itself the relevance of the information contained or incorporated in this Prospectus and make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer based upon such investigation as it deems necessary. Neither this Prospectus nor any other information supplied in connection with the Notes constitutes an offer or invitation by or on behalf of the Issuer or any of the Initial Purchasers to any person to subscribe for or to purchase any Notes.

Neither the delivery of this Prospectus nor the offering, sale or delivery of the Notes shall in any circumstances imply that the information contained herein concerning the Issuer is correct at any time subsequent to the date hereof or that any other information supplied in connection with the Notes is correct as of any time subsequent to the date indicated in the document containing the same. The Initial Purchasers expressly do not undertake to review the financial condition or affairs of the Issuer during the life of the Notes or to advise any investor in the Notes of any information coming to their attention.

The distribution of this Prospectus and the offer or sale of Notes may be restricted by law in certain jurisdictions. The Issuer and the Initial Purchasers do not represent that this Prospectus may be lawfully distributed, or that the Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer which is intended to permit a public offering of the Notes or distribution of this Prospectus in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither (i) this Prospectus nor (ii) any advertisement or other offering material, may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Prospectus or any Notes may come must

inform themselves about, and observe, any such restrictions on the distribution of this Prospectus and the offering and sale of Notes. In particular, there are restrictions on the distribution of this Prospectus and the offer or sale of Notes in the United States, EEA, United Kingdom, Australia, Canada, the People’s Republic of China, France, Hong Kong, Malaysia, Japan, Singapore, South Africa, South Korea, Switzerland, Taiwan and United Arab Emirates (including the Dubai International Financial Centre); see “*Subscription and Sale*” in the Base Prospectus and “*Plan of Distribution*” herein.

In making an investment decision, investors must rely on their own examination of the Issuer and the terms of the Notes, including the merits and risks involved. The Notes have not been approved or disapproved by the United States Securities and Exchange Commission or any other securities commission or other regulatory authority in the United States and, other than the approvals of the Central Bank of Ireland described herein, have not been approved or disapproved by any other securities commission or other regulatory authority in any other jurisdiction, nor has any such authority (other than the Central Bank of Ireland to the extent described herein) approved this Prospectus or confirmed the accuracy or determined the adequacy of the information contained in this Prospectus. Any representation to the contrary is unlawful.

None of the Initial Purchasers or the Issuer makes any representation to any investor in the Notes regarding the legality of its investment under any applicable laws. Any investor in the Notes should be able to bear the economic risk of an investment in the Notes for an indefinite period of time.

The Notes may not be a suitable investment for all investors. Each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should consider, either on its own or with the help of its financial and other professional advisers, whether it:

- (a) has sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes and the information contained or incorporated by reference in this Prospectus;
- (b) has access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact the Notes will have on its overall investment portfolio;
- (c) has sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes, including where the currency for principal or interest payments is different from the potential investor’s currency;
- (d) understands thoroughly the terms of the Notes and is familiar with the behavior of financial markets; and
- (e) is able to evaluate possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Legal investment considerations may restrict certain investments. The investment activities of certain investors are subject to investment laws and regulations, or to review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (1) the Notes are legal investments for it, (2) the Notes can be used as collateral for various types of borrowing and (3) other restrictions apply to its purchase or pledge of any Notes. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of Notes under any applicable risk-based capital or similar rules.

GENERAL INFORMATION

IMPORTANT: *You must read the following before continuing.* The following applies to this Prospectus. You are therefore advised to read this carefully before reading, accessing or making any other use of this Prospectus. In accessing this Prospectus, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information.

This Prospectus does not constitute an offer of any securities other than those to which it relates or an offer to sell, or solicitation of an offer to buy, to any person in any jurisdiction where such an offer or solicitation would be unlawful.

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED STATES

The Notes have not been and will not be registered under the Securities Act, or any state securities laws, and can only be offered and sold within the United States to persons who are either (i) both reasonably believed to be

(1) QIBs within the meaning of Rule 144A and (2) QPs (as defined in Section 2(a)(51)(A) of the Investment Company Act) and (ii) outside the United States to persons who are both (1) non-U.S. residents (as defined for purposes of the Investment Company Act) and (2) non-U.S. persons in reliance on Regulation S. Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Notes or determined if this Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The Notes are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Securities Act and the applicable state securities laws pursuant to registration or exemption therefrom. As a prospective purchaser, you should be aware that you may be required to bear the financial risks of this investment for an indefinite period of time. Please refer to the section in this Prospectus entitled “*Transfer Restrictions*”.

PROHIBITION OF SALES TO EEA AND U.K. RETAIL INVESTORS

The Notes shall not be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA or in the U.K. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive 2016/97/EU (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently no key information document required by Regulation (EU) No. 1286/2014 (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the U.K. has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the U.K. may be unlawful under the PRIIPs Regulation.

Each Initial Purchaser has represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Prospectus to any retail investor in the EEA or in the U.K. For the purposes of this provision:

- a) the expression “**retail investor**” means a person who is one (or more) of the following: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Insurance Distribution Directive, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation; and
- b) the expression an “**offer**” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

In connection with the issue of the Notes, Citigroup Global Markets Limited (the “**Stabilizing Manager(s)**”) (or person(s) acting on behalf of the Stabilizing Manager) may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail; however, stabilization may not necessarily occur. Any stabilization action may begin on or after the date on which adequate public disclosure of the final terms of the offer of the relevant tranche of Notes is made and, if begun, may cease at any time, but it must end no later than the earlier of 30 days after the Issue Date of the relevant tranche of Notes and 60 days after the date of the allotment of the relevant tranche of Notes. Any stabilization action or over-allotment must be conducted by the Stabilizing Manager(s) (or person(s) acting on behalf of the Stabilizing Manager(s)) in accordance with all applicable laws and rules.

MIFID II product governance / Professional investors and eligible counterparties only target market—Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MIFID II**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

NOTICE TO CANADIAN INVESTORS

The Notes may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 *Prospectus Exemptions* or subsection 73.3(1) of the *Securities Act* (Ontario), and are permitted clients, as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*. Any resale of the Notes must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws. Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this Prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal adviser. Pursuant to section 3A.3 of National Instrument 33-105 *Underwriting Conflicts* ("NI 33-105"), the Initial Purchasers are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with the offering.

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THIS OFFERING IS AVAILABLE ONLY TO INVESTORS WHO ARE EITHER (i) BOTH REASONABLY BELIEVED TO BE (1) QIBs, WITHIN THE MEANING OF RULE 144A AND (2) QPs (AS DEFINED IN SECTION 2(A)(51)(A) OF THE INVESTMENT COMPANY ACT) OR (ii) BOTH (1) NON-U.S. RESIDENTS (AS DEFINED FOR PURPOSES OF THE INVESTMENT COMPANY ACT) AND (2) NON-U.S. PERSONS OUTSIDE OF THE UNITED STATES IN ACCORDANCE WITH REGULATION S.

This Prospectus is being provided to persons who are both reasonably believed to be (1) QIBs and (2) QPs in the United States and to certain prospective investors outside the United States for use solely in connection with the offering of the Notes. Its use for any other purpose is not authorized. This Prospectus may not be copied or reproduced in whole or in part, nor may it be distributed or any of its contents be disclosed to any person other than the prospective investors to whom it is being provided. The information in this Prospectus supersedes the information in the Base Prospectus to the extent inconsistent with the information in the Base Prospectus.

No action has been taken by the Initial Purchasers, the Issuer or any other person that would permit an offering of the Notes or the circulation or distribution of this Prospectus or any offering material in relation to the Issuer or its affiliates or the Notes in any country or jurisdiction where action for that purpose is required.

The laws of certain jurisdictions may restrict the distribution of this Prospectus and the offer and sale of the Notes. None of the Issuer, the Initial Purchasers or their respective representatives are making any representation to any offeree or any purchaser of the Notes regarding the legality of any investment in the Notes by such offeree or any purchaser under applicable legal investment or similar laws or regulations. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Prospectus nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Prospectus or any Notes may come must inform themselves about, and observe, any such restrictions on the distribution of this Prospectus and the offering and sale of the Notes. In particular, there are restrictions on the distribution of this Prospectus and the offer or sale of the Notes in the United States, the EEA, the United Kingdom and South Africa.

For a further description of certain restrictions on the offering and sale of the Notes and the distribution of the Prospectus, see "*Plan of Distribution*", "*Notice to Investors*" and "*Transfer Restrictions*" in this Prospectus and "*Subscription and Sale*" in the Base Prospectus. No dealer, salesperson or other person has been authorized to give any information or to make any representation not contained in this Prospectus, and, if given or made, such information or representation must not be relied upon as having been authorized by the Issuer, any of its affiliates or the Initial Purchasers. Neither the delivery of this Prospectus nor any sale made under it will, under any circumstances, create any implication that there has been no change in the affairs of the Issuer since the date of this Prospectus or that the information contained in this Prospectus is correct as of any time subsequent to that date.

By receiving this Prospectus, investors acknowledge that they have had an opportunity to request for review, and have received, all additional information they deem necessary to verify the accuracy and completeness of the information contained in this Prospectus. See "*Information Incorporated by Reference*" and "*General Information—Documents on Display*" in the Base Prospectus. Investors also acknowledge that they have not relied on the Initial Purchasers in

connection with their investigation of the accuracy of this information or their decision on whether to invest in the Notes. The contents of this Prospectus are not to be considered as legal, business or tax advice. Prospective investors should consult their own counsel, accountants and other advisers as to legal, tax, business, financial and related aspects of a purchase of the Notes.

In making an investment decision, investors must rely on their own examination of the Issuer, its affiliates, the terms of the offering of the Notes and the merits and risks involved. This offering is being made in reliance on exemptions from registration under the Securities Act for an offer and sale of securities that does not involve a public offering. By purchasing the Notes, investors are deemed to have made the acknowledgments, representations, warranties and agreements set forth under “*Transfer Restrictions*”. The Initial Purchasers reserve the right to withdraw this offering of Notes at any time and to reject any commitment to purchase the Notes, in whole or in part. The Initial Purchasers also reserve the right to allot less than the full amount of Notes sought by investors. The Initial Purchasers and certain related entities may acquire a portion of the Notes for their own account.

The Notes will be issued in fully registered form and only in denominations of €100,000 and integral multiples of €1,000 in excess thereof. The Notes will be issued initially in fully registered form as beneficial interests in the Global Notes. The Global Notes will be deposited with the Common Safekeeper for Euroclear and Clearstream, Luxembourg and registered in the name of the Common Safekeeper or its nominee.

The information set out in the sections of this Prospectus describing clearing and settlement arrangements is subject to any change or reinterpretation of the rules, regulations and procedures of Euroclear and Clearstream, Luxembourg as currently in effect. The information in such sections concerning these clearing and settlement arrangements has been obtained from sources that the Issuer believes to be reliable. This information has been accurately reproduced and as far as the Issuer is aware, and are able to ascertain from published information, no facts have been omitted which would render the reproduced information inaccurate or misleading. The Issuer accepts responsibility only for the correct extraction and reproduction of such information, but not for the accuracy of such information. If you wish to use the facilities of any clearing system you should confirm the applicability of the rules, regulations and procedures of the relevant clearing system. The Issuer will not be responsible or liable for any aspect of the records relating to, or payments made on account of, book-entry interests held through the facilities of any clearing system or for maintaining, supervising or reviewing any records, relating to such book-entry interests.

To purchase the Notes, investors must comply with all applicable laws and regulations in force in any jurisdiction in which investors purchase, offer or sell the Notes or possess or distribute this Prospectus. Investors must also obtain any consent, approval or permission required for investors to purchase, offer or sell any of the Notes under the laws and regulations in force in any jurisdiction to which investors are subject or in which investors make a purchase, offer or sale. None of the Issuer, its affiliates or the Initial Purchasers will have responsibility therefor.

You acknowledge and agree that the Initial Purchasers make no representation or warranty, express or implied, as to the accuracy or completeness of such information, and nothing contained in this Prospectus is, or shall be relied upon as, a promise or representation by the Initial Purchasers. This Prospectus contains summaries believed to be accurate with respect to certain documents, but reference is made to the actual documents for complete information. All such summaries are qualified in their entirety by such reference.

The Bank of New York Mellon SA/NV, Dublin Branch is acting solely in its capacity as listing agent for the Issuer (and not on its own behalf) in connection with the application for admission of the Notes to the Official List of Euronext Dublin and trading on the regulated market thereof.

Certain Definitions

In this Prospectus, unless otherwise specified, references to a “**Member State**” are to a Member State of the European Union, references to “**Prospectus Regulation**” are to Regulation (EU) 2017/1129, references to the “**United Kingdom**” are to the United Kingdom of Great Britain and Northern Ireland, references to “**EU**” are to the European Union, references to “**U.S.\$**”, “**\$**”, “**U.S. dollars**”, “**dollars**” or “**Dollars**” are to United States dollars, references to “**EUR**”, “**€**” or “**Euro**” are to the currency introduced at the start of the third stage of European economic and monetary union, and as defined in Article 2 of Council Regulation (EC) No 974/98 of May 3, 1998 on the introduction of the euro, as amended, and references to a “**fiscal year**” or “**FY**” are to the 12-month period ended on March 31 of the quoted year.

In this Prospectus, unless otherwise indicated and as the context requires, references to the “**Group**”, “**we**”, “**us**” or “**our**” refer to the Issuer as well as to its businesses that are held as consolidated subsidiaries, associated companies and joint ventures and, for the avoidance of doubt, references to any of the above relating to periods prior to September 11, 2019 refer to Naspers (including us as a subsidiary of Naspers (the “**Naspers Group**”)).

ENFORCEABILITY OF CIVIL LIABILITIES

The ability of Noteholders in certain jurisdictions other than the Netherlands, in particular the United States, to bring an action against the Issuer may be limited under applicable laws and regulations. At the date of this Prospectus, the Issuer is incorporated under the laws of the Netherlands and all Directors, and most of our employees, are citizens or residents of countries other than the United States. Most of the assets of such persons and most of our assets are located outside the United States. As a result, it may be impossible or difficult for investors to effect service of process within the United States upon such persons or the Issuer or to enforce against them in United States courts a judgment obtained in such courts. In addition, in the Netherlands, there is doubt as to the enforceability of original actions or actions for enforcement based solely on the federal or state securities laws of the United States or judgments of United States courts, including judgments based on the civil liability provisions of the United States federal or state securities laws.

As at the date of this Prospectus, the United States and the Netherlands do not have a treaty providing for the reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. Consequently, a final and conclusive judgment rendered by a court in the United States, whether or not predicated solely upon United States securities laws, would not automatically be recognized or enforceable in the Netherlands. However, if a person has obtained a final judgment without possibility of appeal for the payment of money rendered by a court in the United States, which is enforceable in the United States, and files his or her claim with the competent Dutch court, the Dutch court will generally recognize and give effect to such foreign judgment insofar as it finds that: (i) the jurisdiction of the United States court has been based on a ground of jurisdiction that is generally acceptable according to international standards; (ii) the judgment by the United States court was rendered in legal proceedings that comply with the standards of the proper administration of justice that includes sufficient safeguards (*behoorlijke rechtspleging*); (iii) the judgment by the United States court not contrary to the Dutch public policy (*openbare orde*) and (iv) the judgment by the United States court is not incompatible with a decision rendered between the same parties by a Dutch court, or with a previous decision rendered between the same parties by a foreign court in a dispute that concerns the same subject and is based on the same cause, provided that the previous decision qualifies for acknowledgement in the Netherlands. Even if such foreign judgment is given binding effect, a claim based thereon may, however, still be rejected if the foreign judgment is not or no longer formally enforceable.

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OVERVIEW OF THE OFFERING

The following sets out certain information relating to the offering of the Notes, including the principal provisions of the terms and conditions thereof. The following is indicative only, does not purport to be complete and is qualified in its entirety by the more detailed information appearing elsewhere in this Prospectus and the Base Prospectus. See, in particular, “Terms and Conditions of the Notes”.

Issuer.....	Prosus N.V.
Securities	€500,000,000 aggregate principal amount of Senior Notes due 2028 (the “2028 Notes”). €500,000,000 aggregate principal amount of Senior Notes due 2032 (the “2032 Notes”).
Interest	1.539% per annum for the 2028 Notes. 2.031% per annum for the 2032 Notes.
Interest Payment Dates	August 3 of each year, commencing on August 3, 2021.
Maturity Date.....	August 3, 2028 for the 2028 Notes. August 3, 2032 for the 2032 Notes.
Use of Proceeds	The net proceeds of the offering of the Notes will be used for general corporate purposes, which could include future acquisitions.
Issue Date.....	August 3, 2020.
Issue Price.....	100.000%, plus accrued interest, if any, from the Issue Date for the 2028 Notes. 100.000%, plus accrued interest, if any, from the Issue Date for the 2032 Notes.
Denomination, Form and Registration.....	The Notes will be issued in fully registered form and only in denominations of €100,000 and integral multiples of €1,000 in excess thereof. The Notes will initially be represented by Global Notes in registered form, deposited with the Common Safekeeper for Euroclear Bank SA/NV (“Euroclear”) and Clearstream Banking, S.A. (“Clearstream, Luxembourg”) and registered in the name of the Common Safekeeper or its nominee. See “Book-Entry Clearance Systems”.
Status of the Notes	The Notes will constitute direct, unconditional, unsecured and unsubordinated general obligations of the Issuer. The Notes will rank <i>pari passu</i> among themselves, without any preference of one over the other by reason of priority of date of issue or otherwise and at least equally with all other present and future unsecured and unsubordinated general obligations of the Issuer from time to time outstanding (save to the extent that laws affecting creditors’ rights generally in a bankruptcy, winding up, administration or other insolvency procedure may give preference to any of such other obligations).
Optional Redemption.....	Prior to the Par Call Date (as defined herein) applicable to any series of Notes, some or all of the Notes of such series may be redeemed, in whole or in part, at the option of the Issuer at a make-whole premium, plus accrued but unpaid interest to (but excluding) the redemption date and any Additional Amounts. On or after the applicable Par Call Date, the relevant Notes of the relevant series will be redeemable, in whole or in part, at the option of the Issuer, at a price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued but unpaid interest to (but excluding) the redemption date and any Additional

Amounts. See Condition 6(c) under “*Terms and Conditions of the Notes*” (the “**Conditions**”).

Optional Redemption for

Tax Reasons

The Notes may be redeemed at the option of the Issuer in whole, but not in part, at a redemption price equal to 100% of the principal amount of the Notes then outstanding plus accrued and unpaid interest, if any, to (but excluding) the date fixed by the Issuer for redemption and all additional amounts, if any, then due and which will become due on such date as a result of the redemption:

- (i) in the event that as a result of a change in law in the Relevant Taxing Jurisdiction, the Issuer is obliged to pay additional amounts as described in Condition 14 in respect of any present or future tax, duty or charge of whatever nature imposed or levied by or on behalf of the Relevant Taxing Jurisdiction or any political subdivision or any authority thereof or therein having the power to tax; or
- (ii) upon the occurrence of certain other changes in the treatment of the relevant Notes for taxation purposes as described in Condition 6(b),

in each case provided that the Issuer cannot avoid the foregoing by taking measures reasonably available to it.

Additional Amounts.....

All payments in respect of the Notes will be made without withholding or deduction for or on account of taxes levied in any Relevant Taxing Jurisdiction unless such withholding or deduction is required by law.

In the event payments are subject to withholding or deduction of tax, subject to certain exceptions, the Issuer will pay such Additional Amounts as will result in receipt by holders of the amount that would have been received in the absence of such withholding or deduction.

Taxation

For certain material U.S. federal income tax consequences and certain material Dutch tax consequences, see “*Taxation*”.

Option of Noteholders to Repayment upon a Change of Control.....

As described in Condition 7, upon the occurrence of a Change of Control, each holder of the Notes will have the right to require the Issuer to purchase all or a portion of such holder’s Notes which have not otherwise been declared due for early redemption at a price of 101% of the principal amount of such Notes, plus accrued and unpaid interest, if any, to (but excluding) the date of purchase.

Negative Pledge

The Conditions contain a negative pledge provision as described in Condition 8.

Events of Default.....

The events or circumstances described in Condition 9 shall be acceleration events in relation to the Notes.

Discharge.....

The Issuer shall be discharged from any and all obligations in respect of the Fiscal and Paying Agency Agreement (except for certain obligations) as described in Condition 10.

Substitution, Consolidation, Merger and Sale of Assets.....

Subject to Condition 11, the Issuer, without the consent of the Noteholders, may consolidate with, or merge into, or sell, transfer, lease or convey all or substantially all of their respective assets to, any Person.

Listing and Admission to Trading	Application has been made by the Issuer for the Notes to be admitted to trading on Euronext Dublin’s regulated market with effect on or about August 3, 2020.
Eurosystem Eligibility	The Notes are intended to be held in a manner which will allow Eurosystem eligibility. This means that the Notes are intended upon issue to be deposited with the Common Safekeeper for Euroclear or Clearstream, Luxembourg and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.
Selling Restrictions	The Notes have not been and will not be registered under the Securities Act or any state securities laws and, subject to certain exceptions, may not be offered or sold directly or indirectly within the United States or to or for the benefit of U.S. persons. In addition, there are certain restrictions on the offer, sale and transfer of the Notes in the EEA or in the U.K. and such other restrictions as may be required in connection with the offer and sale of the Notes. See “ <i>Transfer Restrictions</i> ”.
Risk Factors	There are certain factors that may affect the Issuer’s ability to fulfil its obligations under the Notes. See “ <i>Risk Factors</i> ” for a discussion of certain factors to be considered in connection with an investment in the Notes.
Regulation S Notes Security Codes ..	ISIN: XS2211183244 for the 2028 Notes. Common Code: 221118324 ISIN: XS2211183756 for the 2032 Notes. Common Code: 221118375
Rule 144A Notes Security Codes	ISIN: XS2211114942 for the 2028 Notes. Common Code: 221111494 ISIN: XS2211115329 for the 2032 Notes. Common Code: 221111532
Expected Ratings	S&P: BBB– Moody’s: Baa3 A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.
Fiscal and Paying Agent and Transfer Agent	Citibank, N.A., London Branch, whose address is Citigroup Centre, Canada Square, Canary Wharf, London, E14 5LB, United Kingdom.
Governing Law	The Notes and the Fiscal and Paying Agency Agreement will be governed by, and construed in accordance with, the laws of the State of New York.

RISK FACTORS

*Prospective investors in the Notes should consider carefully the information contained in this Prospectus and the documents which are incorporated herein by reference and in particular should consider all the risks inherent in making such an investment, including the information under the heading “Risk Factors” on pages 4 to 33 (inclusive) of the Base Prospectus (the “**Program Risk Factors**”), before making a decision to invest. In investing in the Notes, investors assume the risk that we may become insolvent or otherwise be unable to make all payments due in respect of the Notes. There is a wide range of factors which individually or together could result in us becoming unable to make all payments due in respect of the Notes. It is not possible to identify all such factors or to determine with certainty which factors are most likely to occur, as we may not be aware of all relevant factors and certain factors which we currently deem not to be material may become material as a result of the occurrence of events outside our control. We have identified in the Program Risk Factors a number of factors which could materially adversely affect our business and ability to make payments due under the Notes. In addition, factors which are material for the purpose of assessing the market risks associated with the Notes are also described in the Program Risk Factors.*

The Program Risk Factors are incorporated by reference into this Prospectus and for these purposes references in the Program Risk Factors to “Notes” shall be construed as references to the Notes described in this Prospectus. The revisions to the Program Risk Factors made in this Prospectus are only relevant in the context of the Notes described in this Prospectus.

In addition, for purposes of the Notes, the Program Risk Factors shall be deemed to be supplemented as follows (with corresponding changes deemed to be made elsewhere in the Base Prospectus).

The newly enacted national security laws and regulations in Hong Kong may materially impact Tencent's Hong Kong and international operations.

On June 30, 2020, the National People’s Congress Standing Committee of the People’s Republic of China (the “**PRC**”) passed The Law of the PRC on Safeguarding National Security in the Hong Kong Special Administrative Region (the “**National Security Law**”). As the National Security Law is newly enacted, uncertainties exist in relation to its interpretation, implementation and enforcement. In addition, there is a risk that the National Security Law may trigger sanctions or other forms of penalties by foreign governments, which may in turn result in economic and other hardships for companies with operations in Hong Kong. Tencent has local operations in Hong Kong, with various teams based in Hong Kong supporting our international businesses. It is difficult to predict the overall impact that the National Security Law may have at this stage and it is possible that full implementation and enforcement of the new law may have a material adverse impact on Tencent's Hong Kong and international operations.

You may not be able to enforce judgments against us and our directors and officers that are obtained in courts of the United States.

The Issuer is incorporated in the Netherlands under Book 2 of the Dutch Civil Code. Most of our directors and executive officers reside outside the United States. Substantially all our assets and those of our directors and executive officers are located outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon us or our directors or executive officers, or to enforce against such persons judgments of the United States courts based upon the civil liability provisions of the federal securities laws or other laws of the United States or any of its states. It also may not be possible for investors to effect service of process within any other countries outside of the Netherlands, upon us or our directors or executive officers, or to enforce against such persons judgments of the courts of such countries based upon the civil liability provisions of the laws of such countries without the intervention and leave of a competent Netherlands court. See “*Enforceability of Civil Liabilities*”.

Eurosystem eligibility and eligibility for the ECB corporate sector purchase program may not be achieved.

The Notes are intended to be held in a manner which will allow the Notes to be recognized as eligible collateral for Eurosystem monetary policy and intra-day credit operations (“**Eurosystem eligibility**”). Such Eurosystem eligibility recognition will depend upon the European Central Bank (“**ECB**”) being satisfied that Eurosystem eligibility criteria have been met. Should the ECB determine that the Notes satisfy Eurosystem eligibility criteria, the ECB may at any time during the life of the Notes change its Eurosystem eligibility criteria and/or determine that the Notes no longer satisfy Eurosystem eligibility criteria, whether as a result of a downgrade or withdrawal of one or more of the credit ratings of the Notes,

failure to list the Notes on an acceptable market or otherwise. We have no obligation to maintain Eurosystem eligibility or meet Eurosystem eligibility criteria either upon issue or at any or all times during the life of the Notes.

If the Notes would become subject to a withholding tax on interest in the Netherlands, the Notes may be redeemed prior to their stated maturity.

As of January 1, 2021 a new withholding tax of 21.7% on interest payments will become effective in the Netherlands. The new withholding tax will generally apply to interest payments made by an entity tax resident in the Netherlands, like the Issuer, to a “related entity” tax resident in a “listed jurisdiction”.

For these purposes, a jurisdiction is considered a listed jurisdiction (a “**Listed Jurisdiction**”), if it is listed in the yearly updated Dutch Regulation on low-taxing jurisdictions and non-cooperative jurisdictions for tax purposes (*Regeling laagbelastende staten en niet-coöperatieve rechtsgebieden voor belastingdoeleinden*) which includes (i) jurisdictions with a corporation tax on business profits with a general statutory rate of less than 9% or (ii) jurisdictions that are included in the EU list of non-cooperative jurisdictions.

For the fiscal year of 2020, the following 21 jurisdictions qualify as Listed Jurisdictions: American Samoa, Anguilla, Bahamas, Bahrain, Barbados, Bermuda, the British Virgin Islands, the Cayman Islands, Fiji, Guam, Guernsey, Isle of Man, Jersey, Oman, Samoa, Trinidad and Tobago, Turkmenistan, Turks and Caicos Islands, Vanuatu, the United Arab Emirates and the U.S. Virgin Islands.

Generally, an entity is considered a *related entity* if (i) such entity has a Qualifying Interest (as defined below) in the Issuer, (ii) the Issuer has a Qualifying Interest in such entity, or (iii) a third party has a Qualifying Interest in both the Issuer and such entity.

The term “**Qualifying Interest**” means a directly or indirectly held interest—either individually or jointly as part of a collaborating group (*samenwerkende groep*)—that enables the holder of such interest to exercise a decisive influence over on the decisions that can determine the activities of the entity in which the interest is held.

The new withholding tax may also apply in situations where artificial structures are put in place where the main purpose or one of the main purposes to avoid the Dutch withholding tax, for example, where an interest payment to a Listed Jurisdiction is artificially routed via an intermediate entity in a non-Listed Jurisdiction.

In practice, the Issuer may not always be able to assess whether a Noteholder is related to the Issuer or located in a Listed Jurisdiction. The parliamentary history is unclear as to the Issuer’s responsibilities to determine the absence of affiliation in respect of notes issued in the market, like the Notes.

If the Notes become subject to the new withholding tax on interest, which becomes effective as of January 1, 2021, as a result of which the Issuer would become obliged to pay additional amounts as provided for in Condition 14 (*Additional Amounts*) of the “*Terms and Conditions of the Notes*”, the Issuer may redeem the Notes, in whole but not in part, at its option under Condition 6(b) (*Redemption for Tax Reasons*) of the “*Terms and Conditions of the Notes*”.

If the Notes are redeemed at the option of the Issuer, an investor may not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider their reinvestment risk in light of other investments available at that time. Potential investors are advised to seek their own professional advice in relation to the new Dutch withholding tax on interest payments effective as of January 1, 2021.

RECENT DEVELOPMENTS

Substantially Concurrent USD Notes Offering

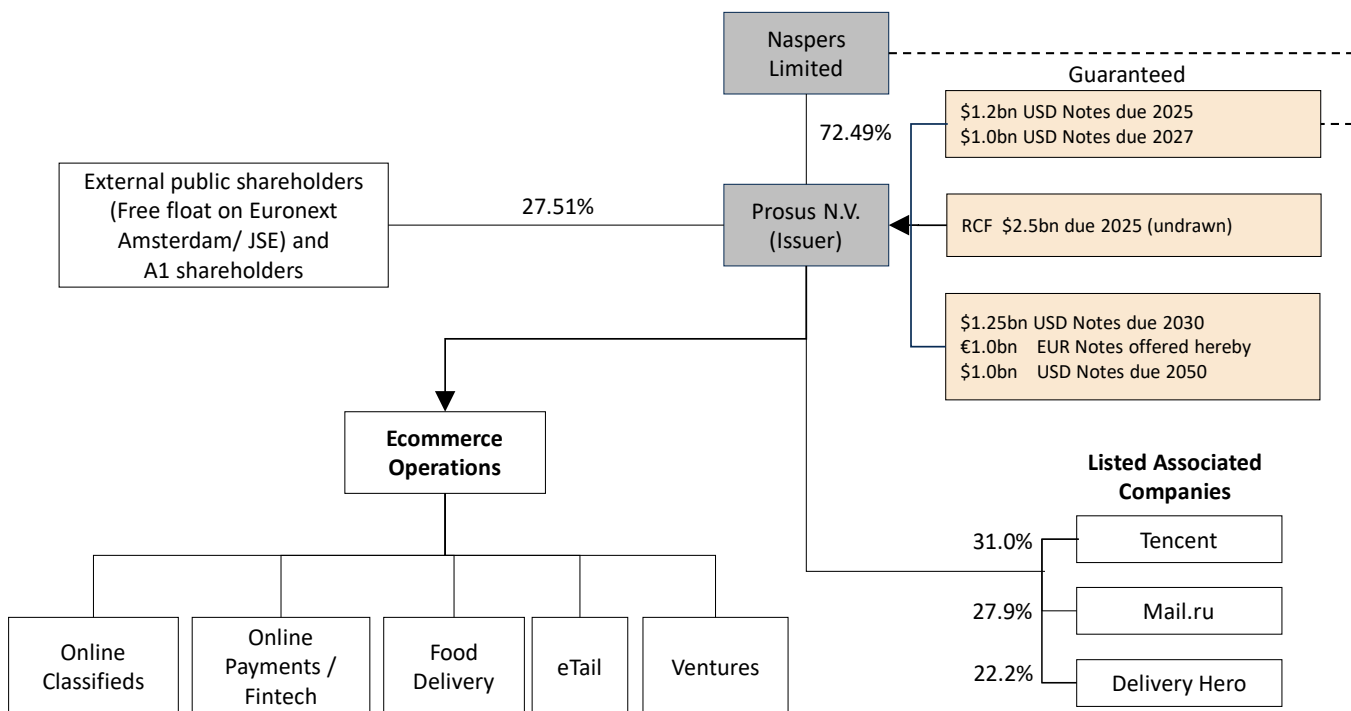
On July 27, 2020, we priced an offering of \$1.0 billion unsecured 4.027% senior notes due 2050, denominated in U.S. dollars (the “USD Notes”). The USD Notes were offered pursuant to a separate drawdown prospectus. The offering of the USD Notes is expected to settle on August 3, 2020, subject to customary closing conditions. The net proceeds from the offering of the USD Notes will be used for general corporate purposes. The USD Notes will be senior unsecured obligations of Prosus N.V. that rank *pari passu* with all other unsecured senior debt obligations of Prosus N.V., including the Notes offered hereby. This offering of Notes is not contingent upon the completion of the offering of USD Notes and our offering of USD Notes is not contingent upon this offering.

CJEU Ruling

On July 16, 2020, the Court of Justice of the European Union (“CJEU”) issued a ruling that, among other things, invalidated the privacy shield framework for transfers of personal data from the European Union to the United States. We are assessing the impact of the CJEU’s ruling for our operations and awaiting further guidance from the relevant EU data protection authorities in order to implement appropriate compliance measures.

Current Organizational Structure

The diagram below depicts, in simplified form, the legal structure of our company and certain of our significant subsidiaries, associated companies and joint ventures as at the date of this Prospectus, after giving effect to the issuance of the Notes and the substantially concurrent offering of the USD Notes. Various intermediate holding companies have been omitted for presentation purposes.



USE OF PROCEEDS

We will incur various expenses in connection with the issuance of the Notes, including underwriting fees, legal counsel fees, rating agency fees and listing expenses. The net proceeds of the offering of the Notes, expected to be approximately €94,054,000, will be used for general corporate purposes, which could include future acquisitions.

CAPITALIZATION

The following table sets forth our consolidated cash and cash equivalents, capitalization and indebtedness as at March 31, 2020, on an actual basis and as adjusted to give effect to the offering contemplated hereby and the substantially concurrent offering of USD Notes (but not the application of the use of proceeds thereof).

You should read this table in conjunction with “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”, “*Use of Proceeds*”, “*Terms and Conditions of the Notes*” included in this Prospectus and “*Additional Information—Material Agreements*”, our Annual Consolidated Financial Statements, the related notes and the other financial information in the Base Prospectus.

	As of March 31, 2020	
	Actual	As Adjusted
	(U.S.\$ in millions)	
	Unaudited	
Total cash and cash equivalents (including short-term investments)⁽¹⁾	8,054	10,212
Short-term debt:		
Other loans.....	21	21
Capitalized leases.....	42	42
Overdraft.....	32	32
	95	95
Total short-term debt		
Long-term debt:		
Revolving Credit Facility ⁽²⁾	—	—
5.500% Notes due 2025.....	1,200	1,200
4.850% Notes due 2027.....	1,000	1,000
3.680% Notes due 2030.....	1,250	1,250
Unamortized loan costs.....	(18)	(18)
Notes offered hereby ⁽³⁾	—	1,175
USD Notes ⁽⁴⁾	—	1,000
Other loans.....	96	96
Capitalized leases.....	184	184
	3,712	5,887
Total long-term debt		
Total debt	3,807	5,982
Share capital and premium.....	606	606
Other reserves	(1,922)	(1,922)
Retained earnings.....	30,416	30,416
	29,100	29,100
Total shareholders’ funds (excluding non-controlling interests)		
Total capitalization⁽⁵⁾	32,907	35,082

- (1) Short-term investments include term deposits with financial institutions with an initial maturity in excess of three months, but less than one year.
- (2) Our Revolving Credit Facility provides, among other things, for up to U.S.\$2.5 billion of borrowing availability in U.S. dollars, or the U.S. dollar equivalent of any other currency which is readily available and freely convertible into U.S. dollars and has been approved by the lenders under the Revolving Credit Facility. As at March 31, 2020, we did not have any amounts outstanding under our Revolving Credit Facility. Any drawings under the Revolving Credit Facility will rank *pari passu* with the Notes offered hereby. See “*Additional Information—Material Agreements*” in the Base Prospectus for more information.
- (3) €1.0 billion equivalent based on an exchange rate of €1.000 to U.S.\$1.175.
- (4) On July 27, 2020, we priced an offering of \$1.0 billion unsecured 4.027% senior notes due 2050, denominated in U.S. dollars. The USD Notes were offered pursuant to a separate drawdown prospectus. The offering of the USD notes is expected to settle on August 3, 2020, subject to customary closing conditions. This offering of Notes is not contingent upon the completion of the offering of USD Notes and our offering of USD Notes is not contingent upon this offering. See “*Recent Developments—Substantially Concurrent USD Notes Offering*”.

- (5) Total capitalization includes total short-term debt, total long-term debt and total shareholders' funds (excluding non-controlling interests).

DOCUMENTS INCORPORATED BY REFERENCE

This Prospectus incorporates by reference certain sections of the Base Prospectus (which, as used in this section entitled “Documents Incorporated by Reference”, excludes any supplement thereto) relating to our U.S.\$6,000,000,000 Global Medium Term Note Program, which has previously been published and has been filed with the Central Bank of Ireland. The following sections of the Base Prospectus shall be incorporated in, and form part of, this Prospectus:

	Base Prospectus page references (inclusive)
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Capitalized terms used herein but not otherwise defined shall have the meaning assigned to them in the Base Prospectus.

A copy of the Base Prospectus, sections of which specified in the table above are incorporated by reference in this Prospectus, is available on our website at <https://www.prosus.com/getattachment/89ee271a-5859-4ce8-930c-898f6425bc3f/Prosus-NVGMTN-Base-Prospectus-July-2020.pdf> (such website is not, and should not be deemed to, constitute a part of, or be incorporated into, this Prospectus). A copy of the Base Prospectus is also available on the website of Euronext Dublin at www.ise.ie (such website is not, and should not be deemed to, constitute a part of, or be incorporated into, this Prospectus). On issuance of the Notes, a copy of this Prospectus will be published on the website of Euronext Dublin (www.ise.ie) (such website is not, and should not be deemed to, constitute a part of, or be incorporated into, this Prospectus).

Following the publication of this Prospectus, a supplement may be prepared by us and approved by the Central Bank of Ireland in accordance with Article 23 of the Prospectus Regulation in the event of any significant new factor, material mistake or inaccuracy relating to information included in this Prospectus that is capable of affecting the assessment of the Notes. Statements contained in any such supplement (or contained in any document incorporated by reference therein) shall, to the extent applicable (whether expressly, by implication or otherwise), be deemed to modify or supersede statements contained in this Prospectus or in a document which is incorporated by reference in this Prospectus. Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Prospectus.

Where only parts of a document are being incorporated by reference, the non-incorporated parts of that document are either not applicable to an investor in the Notes or are covered elsewhere in this Prospectus.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion contains an analysis of our audited annual consolidated financial statements as of, and for, the year ended March 31, 2020, including the comparative information as of, and for, the year ended March 31, 2019, and the related notes thereto (the “**Annual Consolidated Financial Statements**”), as well as our audited combined carve-out financial statements as of, and for, each of the years ended March 31, 2019, and 2018, included in our audited combined carve-out financial statements as of, and for, each of the years ended March 31, 2019, 2018 and 2017 and the related notes thereto (the “**Annual Combined Carve-out Financial Statements**” and, together with the Annual Consolidated Financial Statements, the “**Financial Statements**”). The following discussion should be read in conjunction with the Annual Consolidated Financial Statements and the Annual Combined Carve-out Financial Statements and notes thereto in the Base Prospectus and incorporated by reference into the Prospectus. The financial statements have been prepared in accordance with IFRS as described in “Principal Accounting Policies—IFRS Compliance” in the Base Prospectus incorporated by reference herein. This discussion includes forward-looking statements that involve risks and uncertainties. Actual results could differ materially from those anticipated in the forward-looking statements as a result of numerous factors, including the risks discussed in “Risk Factors” in this Prospectus and the Base Prospectus. Except as otherwise specified, all FY 2019 information in this section has been derived from the Annual Consolidated Financial Statements. See “Presentation of Financial and Other Information” in the Base Prospectus for more information.

We provide non-IFRS financial measures (“**Non-IFRS Measures**”) and other information because we believe that they provide investors with additional information to measure our operating performance. Our use of Non-IFRS Measures may vary from the use of other companies in our industry. The measures used should not be considered as an alternative to net income (loss), revenue or any other performance measure derived in accordance with IFRS or to net cash inflow (outflow) from operating activities as a measure of liquidity. The Non-IFRS Measures have limitations as analytical tools and should not be considered in isolation or as substitutes for analysis of our results as reported under IFRS. They may exclude or include amounts that are included or excluded, as applicable, in the calculation of the most directly comparable measures in accordance with IFRS. Their usefulness is therefore subject to limitations, which are described below. In particular, other companies in the industry may define the Non-IFRS Measures used herein differently than we do. In those cases, it may be difficult to compare the performance of those entities to our performance based on these similarly named Non-IFRS Measures. In addition, the exclusion of certain items from Non-IFRS Measures does not imply that these items are necessarily non-recurring. From time to time, we may exclude additional items if we believe doing so would result in more transparent and comparable disclosure. See “Presentation of Financial and Other Information” in the Base Prospectus for more information.

All information included in the section “—Comparison of Results of Operations for the year ended March 31, 2020 and the year ended March 31, 2019” below has been extracted from the Annual Consolidated Financial Statements. All information included in the section “—Comparison of Results of Operations for the year ended March 31, 2019 and the year ended March 31, 2018” below has been extracted from the Annual Combined Carve-out Financial Statements. As a result, the FY 2019 information in the section “—Comparison of Results of Operations for the year ended March 31, 2020 and the year ended March 31, 2019” may not be directly comparable to the FY 2019 information included in the section “—Comparison of Results of Operations for the year ended March 31, 2019 and the year ended March 31, 2018”.

In tables presenting the income statement, summary of statement of cash flows, summary of statement of financial position and other information as of, and for, each of the years ended March 31, 2020, 2019 and 2018 in this Prospectus, the information in the columns labelled “Consolidated Financial Year” has been derived from the Annual Consolidated Financial Statements and the information in the columns labelled “Combined Financial Year” has been derived from Annual Combined Carve-out Financial Statements.

Overview

We are a global consumer internet group operating across a variety of platforms and geographies, and are also one of the largest technology investors in the world. Our businesses and investments serve more than 1.5 billion users in over 80 markets. Our consumer internet services span the core focus segments of Classifieds, Payments and Fintech as well as Food Delivery, plus other online businesses including Etail. We aim to build leading companies that create value by empowering people and enriching communities. We have grown by investing in, acquiring and building leading companies. We typically focus on large consumer trends where we try to identify changes early, invest in and adapt

proven business models for the high-growth markets we are focusing on, and leverage our skills and local knowledge and position to build businesses that have scale and benefit from local network effects. We believe that our platforms offer customers fast, intuitive and secure environments in which to communicate and conduct transactions. We focus on several markets that we believe present above-average growth opportunities (when compared to mature markets) due to their economic growth, scalability and fast-growing, mobile internet penetration levels. Our businesses and investments primarily operate in China, India, Russia, Central and Eastern Europe, North America, Latin America, Southeast Asia, the Middle East and Africa. We have developed strong brands in these markets, and believe that those global and local brands are an important way for our businesses to differentiate themselves from their competitors, thereby driving organic traffic through consumer word-of-mouth.

Our businesses and investments are organized around the following segments: Ecommerce (which comprises our interests in Classifieds, Payments and Fintech, Food Delivery, Etail and other Ecommerce (including Ventures)), Social and Internet Platforms (which comprises our interests in Tencent and Mail.ru Group) and Corporate (relating to our Group-level corporate services and treasury function).

Significant Factors Affecting Our Results of Operations

We believe that the following factors have had and will continue to have a material effect on our results of operations and financial condition. Because many of these factors are beyond our control and certain of these factors have historically been volatile, past performance is not necessarily indicative of future performance and it is difficult to predict future performance. In addition, important factors that could cause our actual results of operations or financial condition to differ materially from those expressed or implied below include, but are not limited to, the factors indicated in “*Risk Factors*” in this Prospectus and the Base Prospectus.

Our results are impacted by the operational performance of our associated companies and joint ventures

Our investments in associated companies and joint ventures account for a significant majority of our non-current assets (FY 2020: 84%, FY 2019: 86%). Our investments in associated companies and joint ventures have been accounted for under the equity method for purposes of the Annual Consolidated Financial Statements. However, for our segmental reporting, we proportionately consolidate our share of the results of our associated companies and joint ventures in our reportable segments, which management considers to be more reflective of the economic value of these investments. Proportionate consolidation is a method of accounting whereby our share of each of the income and expenses of associated companies and joint ventures is combined line by line with similar items in our operating segments. Revenue and trading profit/(loss) in our segmental review are presented on an economic-interest basis and are accordingly not directly comparable to our consolidated or combined revenue and trading profit figures. See “*Selected Financial and Other Information—Non-IFRS Financial Measures and APMs*” in the Base Prospectus for our segmental revenue and trading profit on an economic-interest basis for the periods under review.

Our segmental results are significantly impacted by the operational performance of our investments in associated companies and joint ventures. Our ownership stake in Tencent in particular accounted for 77%, 79% and 78% of our revenue from continuing operations on an economic-interest basis and 120%, 116% and 122% of our trading profit from continuing operations on an economic-interest basis for FY 2018 (on a combined basis), FY 2019 and FY 2020 (each on a consolidated basis), respectively. Tencent’s operational performance is impacted by various factors, including its ability to increase the engagement and monetization of its user base, ability to develop, acquire and license content and applications, ability to maintain relationships with strategic partners, ability to innovate and compete effectively and regulatory developments affecting the internet and telecommunications industries. Changes in Tencent’s results would in turn have a significant impact on our results. For example, Tencent’s revenues increased by RMB64 billion, or 21%, from RMB313 billion in the year ended December 31, 2018 to RMB377 billion in the year ended December 31, 2019. As a result of this increase, our share of Tencent’s revenue grew by 16% from U.S.\$14,457 million in FY 2019 to U.S.\$16,779 million in FY 2020 and, consequently, our total revenue on an economic-interest basis grew by 17% from U.S.\$18,340 million in FY 2019 to U.S.\$21,455 million in FY 2020. Similarly, Tencent’s net profit for the year increased by RMB16 billion, or 20%, from RMB80 billion in the year ended December 31, 2018 to RMB96 billion in the year ended December 31, 2019. As a result of this increase, our share of Tencent’s trading profit grew by 17% from U.S.\$3,929 million in FY 2019 to U.S.\$4,601 million in FY 2020 and, consequently, our total trading profit on an economic-interest basis grew by 12% from U.S.\$3,377 million in FY 2019 to U.S.\$3,777 million in FY 2020.

Currency fluctuations

Our reporting currency is the U.S. dollar. We operate in countries and markets across the world and the financial performance of our businesses are translated from their functional currencies to U.S. dollars, resulting in significant exposure to foreign exchange volatility, primarily with respect to the Hong Kong Dollar (and indirectly the Chinese Yuan Renminbi, owing to our interest in Tencent), Euro, Brazilian Real, Russian Ruble, Indian Rupee, Polish Zloty and Romanian Lei. Fluctuations in these currencies against the U.S. dollar: (i) have in the past affected, and could in the future affect, our revenue, operating costs and general business and financial condition; and (ii) affect the comparability of our performance between financial periods. For example, the weakening of the aforementioned currencies against the U.S. dollar negatively affected our year-on-year trading profit performance by U.S.\$125 million or 4% in FY 2020 (consolidated basis), negatively by U.S.\$48 million or 2% in FY 2019 (combined basis) and positively by U.S.\$103 million or 5% in FY 2018 (combined basis).

We have limited transactional foreign exchange exposure as part of our normal operating activities as most of our businesses operate as local businesses with revenue and expenses denominated in local currency. Where our revenue is denominated in local currencies, a depreciation of the local currency against the U.S. dollar would adversely affect our earnings and our ability to meet our cash obligations. Many of our operations are in countries or regions where the local currency has fluctuated considerably against the U.S. dollar in recent years. Management is responsible for hedging the net position in the major foreign currencies by using forward exchange contracts. We generally seek to cover forward 100% of firm commitments in foreign currency for a minimum of one year. See “*Currency Policies*” below.

While our local businesses do not face material foreign exchange risk, we are reliant on cash extractions from our subsidiaries and associate investments to meet our central cash obligations, which include interest payments on U.S. dollar- and Euro- denominated debt. In this regard we are most sensitive to a devaluation in the Chinese Yuan Renminbi (the functional currency of Tencent’s subsidiaries in the PRC), the Hong Kong Dollar (owing to our interest in and annual dividend from Tencent), the Russian Ruble, the Polish Zloty and the Romanian Lei. As of March 31, 2020, 90% of our net cash reserves, including short-term investments, and 93% of our debt obligations, were denominated in U.S. dollars and 2% of our net cash reserves, including short-term investments, and 25% of our debt obligations, including the impact of the cross-currency swap related to our 5.500% Notes due 2025, were denominated in Euro.

The following table sets out historic exchange rates relative to the U.S. dollar of our main currencies.

Exchange rate	FY 2020		FY 2019		FY 2018	
	At year-end	Average	At year-end	Average	At year-end	Average
Euro.....	1.1031	1.1103	1.1218	1.1537	1.2323	1.1786
Chinese Yuan Renminbi.....	0.1412	0.1433	0.1490	0.1485	0.1594	0.1517
Brazilian Real.....	0.1921	0.2398	0.2548	0.2622	0.3026	0.3097
Indian Rupee	0.0133	0.0141	0.0145	0.0143	0.0154	0.0155
Polish Zloty.....	0.2420	0.2569	0.2606	0.2684	0.2922	0.2794
Russian Ruble.....	0.0127	0.0152	0.0152	0.0153	0.0175	0.0173

Significant acquisitions, disposals and investments

Our strategy is to increase our revenue and profits through organic growth, supported by further acquisitions as opportunities arise. Significant acquisitions and disposals by us can affect the comparability of our financial results between reporting periods. For example, in the year ended March 31, 2020, we contributed our investment in Netrepreneur Connections Enterprises Inc. (“**Sulit**”) as well as cash with an aggregate value of U.S.\$56 million for a 12% effective interest in Carousell Private Limited (“**Carousell**”), we invested U.S.\$320 million in cash and contributed a portion of our investment in subsidiaries India Used Car Group B.V. and Poland Used Car Group B.V. for an additional interest in Frontier Car Group, and in October 2019 we concluded the merger of Dante International Korlátolt Felelősségű Társaság (eMAG Hungary) with the operations of Ed Group Vagyonkezelő Korlátolt Felelősségű Társaság (“**Extreme Digital**”), for cash of U.S.\$1 million and an aggregate value of U.S.\$13 million. In addition, we exchanged our 43% effective interest in MakeMyTrip Limited for a 5.6% interest in Trip.com Group Limited (formerly Ctrip.com International Limited) (“**Trip.com**”) and realized a profit of U.S.\$599 million on such exchange. In FY 2019, we realized a gain on a disposal of U.S.\$1.60 billion in connection with the sale of our 12% effective interest (11% fully diluted) in Flipkart Limited, which had been accounted for as an investment in an associate. Additionally, in FY 2018, we disposed of approximately 6% of our interest in our associate, Tencent Holdings Limited, resulting in a dilution gain of U.S.\$9.1 billion recognized in dilution gains/(losses) on equity-accounted investments following the transaction, resulting in a cumulative net dilution

gain of U.S.\$8.98 billion for the year on our investment in Tencent. In addition, in FY 2018 we acquired a 23% effective interest (22% fully diluted) in Delivery Hero SE for an aggregate investment of U.S.\$1.30 billion, which is accounted for as an investment in an associate. In the aggregate, we invested U.S.\$865 million in acquisitions in FY 2020, compared to U.S.\$1.4 billion in FY 2019 (on a combined basis FY 2019: U.S.\$1.40 billion and FY 2018: U.S.\$1.98 billion), and realized a total of U.S.\$109 million in disposals in FY 2020, compared to U.S.\$1,821 million in FY 2019 (on a combined basis FY 2019: U.S.\$1.99 billion and FY 2018: U.S.\$9.90 billion). For an overview of the various significant acquisitions and disposals in FY 2020, FY 2019 and FY 2018, see note 2 of the Annual Combined Carve-out Financial Statements and note 3 of the Annual Consolidated Financial Statements.

Marketing and technological development expenses

Marketing expenses are one of the most significant cost items for us, particularly for the Classifieds, Payments and Fintech, and Food Delivery businesses. In markets where operations are ramping up or where the businesses are attaining or defending leading positions, we invest heavily in marketing. We also incur significant technological development expenses to improve our platforms to provide users with a more efficient and easier experience for user retention. We also facilitate users to communicate with each other and, through word-of-mouth marketing in the online communities, drive organic growth in the business.

In the Classifieds business, marketing spend is significant where brand awareness is being driven, specifically in less mature markets. Creating brand awareness increases users, both customers and sellers, of the platforms, which ultimately improves the number of paying listers on the platforms. Prior to FY 2018, significant marketing spend was incurred in the U.S. as letgo drove market share as well as in less established markets including Turkey. In FY 2018 and subsequent years, marketing spend was reduced significantly as the business focused on product improvement and user retention.

In FY 2018 through to FY 2020, the Payments and Fintech, as well as the Classifieds businesses, increased spend on the development of their platforms. In the Classifieds business, machine learning and artificial intelligence are being applied to enhance the user experience, coupled with investing in mobile apps for trading consumer goods. Supporting these initiatives, the Classifieds business is investing in a standardized platform that is able to provide users with a localized experience, which is expected to contribute to user retention. The Payments and Fintech business has been investing in innovative technology, developed in-house as well as through investments and strategic partnerships, that empowers consumers and merchants to buy and sell online more efficiently, as well as extending the reach of financial services, which is ultimately expected to increase the number of transactions processed.

In the Food Delivery business, brand awareness is an important driver of performance in terms of the number of orders, gross merchandise value and the number of restaurants that sign up to participate on the food delivery platforms. Increasing brand awareness through marketing initiatives and incentives such as discount coupons increases the number of orders placed, which in turn positively impacts revenue performance. In markets where there is a high share of satisfied customers, marketing expenses typically decline as a large number of orders are generated from existing customers or from new customers referred to the platforms by existing customers through word-of-mouth marketing. In markets that are ramping up, such as Latin America, marketing spend is increased to drive order volumes and expand the customer base.

Gross merchandise value (“GMV”) in the Etail and Food Delivery businesses

GMV is a significant revenue driver in the Etail and Food Delivery businesses. See “*Presentation of Financial and Other Information—Certain Operational Metrics*” in the Base Prospectus.

In the Etail business, GMV represents the value of all successfully closed transactions between users on the platform. GMV provides a measure of the overall volume of transactions through the Etail platform, both through first-party and third-party transactions. A large and active user base provides a sizable platform for users to interact via our platforms and assists with user acquisition and retention. In the periods under review, eMAG saw organic growth in GMV, especially in its core markets of Romania, Hungary and Bulgaria, of 18% (nominal growth of 12%) in FY 2020, 21% (nominal growth of 15%) in FY 2019, and 32% (nominal growth of 41%) in FY 2018.

In the Food Delivery business, the number of orders placed and their frequency are key elements underpinning GMV. In addition, average customer basket sizes, or value of average customer basket, also impacts GMV. General economic conditions that prevail in specific markets impact average basket size, with less developed markets typically showing smaller basket sizes. The quality of food and menu options also influence basket size. Cumulative annualized

GMV for our Food Delivery business, excluding Delivery Hero's German operations, grew by 76% in FY 2020 compared to FY 2019 and 65% in FY 2019 compared to FY 2018, including Delivery Hero's German operations. This represented aggregate growth of the Delivery Hero, Swiggy and iFood businesses. Similarly, cumulative annualized order volumes grew by 102% in FY 2020 and 100% in FY 2019 compared to FY 2018. Growth in FY 2020 was driven largely by iFood and Swiggy. iFood's order volumes and GMV grew by 103% and 81%, respectively, in FY 2020 compared to FY 2019. Additionally, Delivery Hero and Swiggy's order volumes grew by 80% and 145%, respectively, during the year compared to FY 2019. Growth in FY 2019 was driven primarily by iFood and Swiggy. iFood's order volumes and GMV grew by 107% and 84%, respectively, compared to FY 2018. Additionally, Delivery Hero's order volumes grew by 49% during the year compared to FY 2018. Growth in FY 2018 was driven primarily by Delivery Hero, whose order volumes grew by 47%, and iFood, whose order volumes grew by 116% year-on-year. iFood, in particular, grew GMV by 111% year-on-year in FY 2018. This growth is underpinned by increasing order volumes, average take rates and customer retention, making iFood the leading food delivery platform in Latin America. In Brazil, iFood saw the number of restaurants and order numbers more than doubling year-on-year.

Average monthly paying listers in the Classifieds business

The number of users of our internet platforms and mobile and communication services has a significant impact on our operating results. This is particularly important for the Classifieds business. Listing revenue is generated through advertising by listers on our platforms. Accordingly, the average monthly paying listers is a significant driver. A large and active user base provides a sizable platform for users to interact via the various services that the Classifieds businesses offer. This assists with user acquisition and retention. A large user base coupled with offerings that improve visibility of item listings such that items have a better chance of standing out and selling faster increases the number of average monthly paying listers. In March 2020, average monthly paying listers reached 3.4 million representing 22% growth compared to 2.8 million average monthly paying listers in March 2019. This growth in average monthly paying listers was particularly driven by Avito in Russia, which grew by 25% year-on-year in FY 2020, and OLX Poland, which grew by 18% year-on-year in FY 2020. This growth was largely driven by increased investments by us to enhance service and product offerings in these businesses. See "*Presentation of Financial and Other Information—Certain Operational Metrics*" in the Base Prospectus.

Total payments value in the Payments and Fintech business

Revenue in the Payments and Fintech business is generated through fees charged for processing transactions based primarily on the volume of transactions processed through the payment platforms offered by us. The payments technology provides a link between the merchant's website to its processing network and the merchant's account, enabling merchants to accept online credit or debit card payments. The volume of transactions is dependent upon, among other things, consumer spending patterns as well as the adoption of digital payment methods by both merchant and consumer. In March 2020, transactions increased by 30%, reaching 1.2 billion compared to 0.9 billion in the prior year, excluding Wibmo. In FY 2020, payment volumes processed grew 26% (29% in local currency) to U.S.\$37.9 billion compared to U.S.\$30.1 billion for FY 2019, excluding Wibmo. See "*Presentation of Financial and Other Information—Certain Operational Metrics*" in the Base Prospectus.

Seasonal trends

Our overall business experiences some seasonality. Certain of our major subsidiaries experience variations in business or economic activity depending on the season and around the occurrence of major events. More than half of our revenue on an economic-interest basis is generated in the second half of the fiscal year, and therefore growth rates in the first and second quarter may not be reflective of our annual growth. The Etail businesses experience stronger results during winter, specifically around religious holidays like Christmas. Other religious holidays, like Diwali, have a significant impact on travel businesses. In addition, sales events such as Black Friday for eMAG have also resulted in significant increases in revenue. The Classifieds business follows similar trends as Etail. Within the Etail businesses, 39% of revenue was earned in the first half of the fiscal year in FY 2020 (FY 2019: 56%, FY 2018: 44%). In FY 2019, the first half of the fiscal year included revenue from Flipkart, which was disposed of in August 2018. Within the Classifieds businesses, 46% of revenue was earned in the first half of the fiscal year in FY 2020 (FY 2019: 46%, FY 2018: 46%). The payment platforms also track similar seasonal trends, with around 46% of revenue being earned in the first half of the fiscal year in FY 2020 (FY 2019: 48%, FY 2018: 43%). In the Food Delivery business, seasonality impacts the numbers of orders placed. Typically, colder seasons with less daylight hours increase the likelihood of orders being placed. Further, religious practices, such as observing the fast by Muslims during the month of Ramadan, have historically resulted in fewer food orders being placed. In addition, marketing activities and the pace of expansion into new cities and

regions also increase order volumes, which may cause variances in the seasonal trends in this segment, especially during the early development phase of the businesses. In FY 2020, 41% (FY:2019: 48%, FY 2018: 33%) of revenue from the Food Delivery business was earned in the first half of the year.

Impact of the COVID-19 global pandemic

The outbreak of the novel strain of the coronavirus identified in late 2019 (“COVID-19”) and the responses thereto has had a material impact on our employees, businesses, operations and communities, as well as the economy at large.

At the end of the financial year, particularly during the last two weeks of March 2020, many of the markets and countries in which we operate saw the imposition of lockdown measures in response to COVID-19. In accordance with such lockdown measures, and to support the health and wellbeing of our employees, customers, users, partners and communities, we made modifications to our business practices, including office closures, the imposition of significant limitations on employee work locations, and cancellation of physical participation in meetings, events, and conferences. We also took steps to contribute to relief efforts in our communities. For example, in April 2020, we donated INR100crore (U.S.\$13 million) to the Indian government’s response to the COVID-19 crisis via the Prime Minister’s Citizen Assistance and Relief in Emergency Situations Fund.

COVID-19 lockdowns in many of our markets negatively impacted our Classifieds segment, which saw a decline in average weekly traffic volumes of approximately 30% compared to pre-COVID-19 levels and the closure of many of its inspection centers. The business responded by supporting its partners with initiatives like extended listing durations and discounted or free listing fees, as did many of our peers. We have since seen a pick-up in traffic volumes in our main markets, which are now generally at or above the pre-COVID-19 levels. While pricing is now largely back to pre-COVID-19 levels, there is a time lag in terms of revenue impact. We expect revenue and trading profit in FY2021 to be negatively impacted. The reduced profitability is also expected to have a negative impact on dividend flows from our profitable Classifieds businesses to the Issuer for FY2021.

The lockdown affected our Food Delivery business from mid-March 2020. In areas where our businesses have been able to operate, such as Brazil, growth has been strong and customer acquisition costs have fallen, while businesses have been investing to support restaurants and delivery partners. In India, Swiggy has and continues to be impacted by lockdown restrictions. While there are signs of improvement, a full recovery is unlikely until there is an improvement in the COVID-19 outlook and the return of migrant workers to the big cities to support restaurant supply. In the meantime, Swiggy has been adding new categories like groceries and dairy to its delivery offering, to broaden its ecosystem.

In our Payments and Fintech segment, while the initial impact in India (which represented more than 50% of FY 2020 transaction volumes for the segment) was meaningful, activity levels have recovered to pre-COVID-19 levels fueled by strong growth in e-commerce and the shift to digital payments. Europe and Latin America continued growing strongly throughout the pandemic given the large move to e-commerce merchants.

In eTail, eMAG has seen accelerated growth as e-commerce increased in its key markets of Romania and Hungary.

The Group believes it is well-placed to face the challenges of the COVID-19 pandemic, having a strong balance sheet with substantial net cash and sufficient liquidity. The Group reported US\$4.5 billion in net cash as at March 31, 2020 (cash and cash equivalents, including short-term investments, net of interest-bearing debt (excluding capitalized lease liabilities)) and has a US\$2.5 billion undrawn revolving credit facility. In addition, although COVID-19 has, and will likely continue to, impact on profitability, growth in our ecommerce portfolio has led to improved profitability and cash flows in a number of the Group’s businesses, including its Etail and core Payments businesses.

The Group believes it has sufficient liquidity to operate its businesses and that it has the ability to continue investing in its businesses and other opportunities that may arise during this period. In addition, all of our businesses have contingency plans in place. The Group assesses potential impacts and supports its businesses as they take market-specific actions as needed. The ultimate impact of COVID-19 is difficult to predict and will vary by sector and geography, but the Group believes it has the teams, the resources and the experience required to address the challenges and achieve long-term growth in the markets it serves.

Discussion of Principal Operating Results Items

Revenue from contracts with customers

In the year ended March 31, 2020, our revenue comprised of online sales of goods revenue (46%), classifieds listings revenue (23%), payment transaction commissions and fees revenue (11%), mobile and other content revenue (5%), food delivery revenue (9%), advertising revenue (3%) and other revenue (3%). In FY 2019, our consolidated revenue comprised of online sales of goods revenue (45%), classifieds listings revenue (23%), payment transaction commissions and fees revenue (12%), mobile and other content revenue (6%), food delivery revenue (6%), advertising revenue (4%) and other revenue (4%). The following provides a brief description of our revenue types:

- ***online sales of goods revenue*** includes revenue earned from our online general retail, fashion and other Etail trading platforms as well as revenue from the sale of goods on our Classifieds platforms. Online sales of goods revenue is primarily generated by the eMAG businesses in the Etail segment, as well as Dubizzle (which was merged with Emerging Markets Property Group on April 26, 2020, as described under “— Revenue” below) and OLX India, the Classifieds businesses operating in the car sales verticals.
- ***classifieds listings revenue*** includes revenue earned from listings of goods and services placed on our online general, automotive and retail classifieds platforms.
- ***payment transactions and commissions fees*** includes fees for facilitating transactions on our facilitation and payments platforms, as well as fees from the extension of credit facilities.
- ***mobile and other content revenue*** includes revenues earned from the provision of online mobile app-based services and content, ticketing and logistics services.
- ***food delivery revenue*** includes revenues earned from online food ordering and delivery platforms.
- ***advertising revenue*** includes revenue for advertisements placed on our internet platforms.
- ***other revenue*** primarily includes travel-package revenue and commissions thereon and fees and commissions earned from online-comparison shopping platforms.

Costs of providing services and sale of goods

The cost of providing services and sale of goods included costs of providing services and sale of goods, costs of goods sold, marketing costs and staff costs.

The following provides a brief description of our various costs of providing services and sale of goods:

- ***platform/website hosting and warehousing costs*** include the costs of maintaining and hosting the online platforms and applications on which we host our online businesses, as well as the warehousing costs associated with the online Etail businesses.
- ***marketing costs*** include costs related to specific advertising and promotional campaigns for targeted products and services, mainly in the Food Delivery business.
- ***payment facilitation transaction costs*** include the costs associated with the facilitation of payment and credit facilities.

Selling, general and administration expenses

These costs include fixed overhead costs, such as: (i) general business and brand advertising and marketing, information system and public relations; (ii) staff and other costs related to the various businesses as well as from our support functions like finance and accounting, human resources, etc.; and (iii) amortization and depreciation costs assigned to selling, general and administrative expenses.

Other gains/(losses)—net

Included in other gains/(losses)—net are: (i) profits and losses on any sales of assets; (ii) the fair-value adjustment of financial instruments; (iii) impairment losses of goodwill and other intangible assets, property, plant and equipment and other assets; (iv) compensation received from third parties for impaired, lost or stolen property, plant and equipment; and (v) dividends received on investments.

Share of equity-accounted results

These include results from investments in our associated companies and joint ventures, which are accounted for under the equity method. Associated companies are those companies in which we exercise significant influence but which we do not control or jointly control. Associated companies and joint ventures principally comprise Tencent, Mail.ru and Delivery Hero, in which, as of March 31, 2020 we held 31.0%, 27.9% and 21.2% interests, respectively. See “*Presentation of Financial and Other Information—Non-IFRS Financial Measures and APMs—Economic interest*” in the Base Prospectus for more information.

Dilution gains/(losses) on equity-accounted investments

These include the gains/(losses) recognized on the decrease in our shareholding in associated companies and joint ventures. The decreases arise through partial disposals of shareholdings in associates or joint ventures where we retain significant influence in the investee, the investee has undertaken funding rounds in which we do not participate or if the investee issues shares in terms of their employee share incentive schemes.

Gains on acquisitions and disposals

Gains on acquisitions and disposals arise on the sale of investments or where we lose control of a subsidiary. In addition, the remeasurements of contingent consideration or previously held interests are also recognized in gains on acquisitions and disposals. Acquisition-related costs are offset against these gains.

Comparison of Results of Operations for the year ended March 31, 2020 and the year ended March 31, 2019

The following discussion and analysis of our results of operations for the year ended March 31, 2020, including relevant comparative financial information for the year ended March 31, 2019, should be read in conjunction with, and is qualified in its entirety by reference to the Annual Consolidated Financial Statements, including the notes thereto, as well as the sections headed “*Presentation of Financial and Other Information*”, “*Selected Financial and Other Information*” and “*Business*” in the Base Prospectus.

The following table sets forth our results of operations for the year ended March 31, 2020 and the year ended March 31, 2019, which have been derived from the Annual Consolidated Financial Statements.

	Consolidated Fiscal Year		
	2020	2019	% Change
	<i>(U.S.\$ in millions)</i>		
Revenue from contracts with customers	3,330	2,655	25%
Operating expenses			
Cost of providing services and sale of goods	(2,177)	(1,600)	36%
Selling, general and administration expenses.....	(1,762)	(1,437)	23%
Other gains/(losses)—net	16	(40)	140%
Total operating expenses	<u>(3,923)</u>	<u>(3,077)</u>	<u>27%</u>
Operating loss	(593)	(422)	41%
Interest income	201	265	(24)%
Interest expense	(223)	(200)	12%
Other finance income—net	114	114	-
Share of equity-accounted results.....	3,930	3,409	15%
Impairment of equity-accounted investments	(21)	(88)	76%
Dilution losses on equity-accounted investments.....	(52)	(182)	71%
Net gains on acquisitions and disposals	<u>434</u>	<u>1,610</u>	<u>(73)%</u>

Profit before taxation	3,790	4,506	(16)%
Taxation	(75)	(258)	(71)%
Profit from continuing operations	3,715	4,248	(13)%
Loss from discontinued operations.....	—	(738)	(100)%
Profit for the year	3,715	3,510	6%
Attributable to:			
Equity holders of the Group.....	3,824	3,581	7%
Non-controlling interests	(109)	(71)	54%

Revenue

Our total revenue increased by U.S.\$675 million, or 25%, from U.S.\$2,655 million in the year ended March 31, 2019 to U.S.\$3,330 million in the year ended March 31, 2020, primarily due to Classifieds, Food Delivery, Payments and Fintech and, to a lesser extent, Etail. This increase was partially offset by the Travel business (Tek Travel Private Limited (“TBO”), which was disposed of during the year ended March 31, 2019).

We operate in countries and markets across the world, resulting in significant exposure to foreign exchange volatility. This can have an impact on reported revenues and costs as they are generally denominated in local currency. The financial performance of our businesses is accounted for in the combined Group in their respective functional currencies and translated to U.S. dollars. The weakening of certain currencies against the U.S. dollar in the year ended March 31, 2020 negatively affected our year-on-year performance by U.S.\$155 million, or 6%, through the translation impact, specifically in the Classifieds, Payments and Fintech, Food Delivery and Etail businesses. Revenue growth expressed in local currency, excluding acquisitions and disposals, of 26% was achieved in the year ended March 31, 2020.

Online sales of goods revenue represented 46% and 45% of our total revenue in the year ended March 31, 2020 and the year ended March 31, 2019, respectively.

The table below presents revenue by type for the periods indicated.

	Consolidated Fiscal Year		
	2020	2019	% Change
	<i>(U.S.\$ in millions, except %s)</i>		
Revenue from contracts with customers by revenue type			
Online sales of goods revenue.....	1,539	1,193	29%
Classifieds listings revenue	772	606	27%
Payment transaction commissions and fees	380	309	23%
Mobile and other content revenue	173	159	9%
Food delivery revenue.....	310	159	95%
Travel package revenue and commissions	-	27	(100)%
Advertising revenue	91	100	(9)%
Comparison shopping commissions and fees.....	22	45	(51)%
Other revenue	43	57	(25)%
Total consolidated revenue from contracts with customers	3,330	2,655	25%

The following table sets out our revenue by geographic market for the year ended March 31, 2019 and the year ended March 31, 2020, as well as each line item expressed as a percentage of total consolidated revenue for the period.

	Consolidated Fiscal Year			
	2020		2019	
	<i>(U.S. \$ in millions, except %s)</i>			
Asia	341	10%	215	8%
Europe	2,187	66%	1,895	71%
Latin America	624	19%	423	16%
Africa	36	1%	31	1%
Other	142	4%	91	3%
Total consolidated revenue from contracts with customers	3,330	100%	2,655	100%

The following table and discussion sets out our segmental revenue on an economic-interest basis for the periods indicated. For further information, see “Presentation of Financial and Other Information” in the Base Prospectus.

	Consolidated Fiscal Year		
	2020	2019	Growth in local currency⁽¹⁾
	<i>(U.S.\$ in millions, except %s)</i>		
Segmental revenue (economic interest)			
Ecommerce comprising:			
—Classifieds	1,281	857	37%
—Payments and Fintech.....	428	360	21%
—Food Delivery.....	751	377	105%
—Etail	1,363	1,529	16%
—Travel	146	234	8%
—Other.....	297	239	23%
Total Ecommerce	4,266	3,596	33%
Social and Internet Platforms comprising:			
—Tencent.....	16,779	14,457	21%
—Mail.ru.....	410	287	26%
Total Social and Internet Platforms	17,189	14,744	21%
Total from continuing operations	21,455	18,340	23%
—Total from discontinued operations ⁽²⁾	—	644	(100)%
Total segmental revenue (economic interest).....	21,455	18,984	23%

(1) Represents change in local currency, excluding acquisitions and disposals. See “Presentation of Financial and Other Information—Non-IFRS Financial Measures and APMs” in the Base Prospectus for more information.

(2) Discontinued operations relate to the Group’s sub-Saharan Video-Entertainment business which we disposed of in September 2018 and which was subsequently listed and distributed by Naspers Limited to its shareholders in an unbundling transaction in February 2019.

Ecommerce segmental revenue

Total revenue in the Ecommerce segment on an economic-interest basis increased by U.S.\$670 million, or 19%, from U.S.\$3,596 million in the year ended March 31, 2019 to U.S.\$4,266 million in the year ended March 31, 2020. In local currency, excluding acquisitions and disposals, revenue grew by 33%. This was led by contributions from Classifieds, Payments and Fintech, Food Delivery and Etail as discussed further below. Various currency weaknesses relative to the U.S. dollar had a negative U.S.\$179 million, or 5%, effect on the U.S. dollar reported revenue. Our associate and joint venture investments contributed U.S.\$936 million to Ecommerce revenue in the year ended March 31, 2020, compared to U.S.\$941 million in the year ended March 31, 2019. The decrease of U.S.\$5 million, or 1%, was primarily due to the disposal of Flipkart during FY 2019, resulting in a decreased contribution from the Etail business. This was partially offset by the strong growth performance from Delivery Hero and Swiggy in Food Delivery. See “Presentation of Financial and Other Information” in the Base Prospectus for more information.

Revenue in the Classifieds business increased by U.S.\$424 million, or 49%, from U.S.\$857 million in the year ended March 31, 2019 to U.S.\$1,281 million in the year ended March 31, 2020. In local currency, excluding acquisitions and disposals, revenue grew by 37%. Our Classifieds business is one of the fastest growing classifieds business globally. Convenient transactions revenue (which represents revenue generated from the various verticals, including motors, in our Classifieds businesses) was U.S.\$393 million in FY 2020 compared to U.S.\$103 million in the prior year, growing 282% (164% in local currency, excluding acquisitions and disposals) and contributing 31% of overall Classifieds’ revenue for the year. We are investing to improve the value proposition for our customers by deepening relationships with our partners and the breadth of our offering in autos. Larger markets in Russia and Europe continue to drive growth, with strength in autos and real estate verticals, where leading market positions combine with operational execution to drive monetization

and successful financial outcomes. In Russia, Avito has maintained good momentum recording revenues of RUB25.7 billion, or year-on-year growth of 22% (22% in local currency, excluding acquisitions and disposals). Poland remains the cornerstone of our European business, growing revenues 16% (21% in local currency, excluding acquisitions and disposals) to U.S.\$185 million in FY 2020 compared to FY 2019. Autos, real estate and business services all performed above expectation. In the convenient transactions business, CashMyCar in India grew revenue 229% in local currency, excluding acquisitions and disposals, to U.S.\$78 million in FY 2020 compared to FY 2019, by expanding to over 70 inspection centers with more than 21,000 transactions at the end of the period. OLX Brazil, our joint venture with Adevinta, has improved its financial performance with year-on-year revenue growth of 20%, due to vertical strength. Competition in general classifieds has increased steadily. In FY 2020, we continued to invest to expand our ecosystem and offering, while anchoring our competitive advantage where possible. This has allowed us to enhance our localized footprint. In December 2019, Classifieds increased its shareholding to a majority stake in Frontier Car Group, enabling commercial synergies and a presence in ten developing countries globally, including India, Indonesia and Mexico, with more than 500 inspection centers and approximately 112,000 transactions for the financial year. In Russia, the acquisition of MaxPoster in January 2020 (focused on providing business solutions to car dealers) deepens the product offerings across the autos category.

Revenue in the Payments and Fintech business increased by U.S.\$68 million, or 19%, from U.S.\$360 million in the year ended March 31, 2019 to U.S.\$428 million in the year ended March 31, 2020. In local currency, excluding acquisitions and disposals, revenue grew by 21%. The growth came on the back of 26% (29% in local currency) growth in the volumes processed in the payments business. Processed volumes reached U.S.\$37.9 billion, driven by 30% growth in the number of transactions processed. The Payments business in India continued to be the growth engine, with the total value of transactions processed growing 30% (32% in local currency). In FY 2020, the value of India's processed transactions was U.S.\$19.4 billion, which made up 51% of the total value of transactions processed by PayU. Structural shifts to digital payments in India, our ability to increase conversion rates for enterprise merchants, and our ability to enter new segments such as billing and small/medium-sized businesses, have been the main drivers of this growth at market rates. In July 2019, we acquired Wibmo (a payment security leader) and created closer partnerships with leading banks to reduce transaction failures and further strengthen our relationship with merchants. In line with PayU's mission to build a world without financial borders, we have been expanding credit for underbanked people in India. We started building an in-house credit business two years ago and organically scaled this to over U.S.\$10 million of monthly issuances. To scale our credit business in India, in December 2019, we invested an additional U.S.\$163 million in PaySense to obtain a controlling interest, which furthers PayU's goal of building a strong credit franchise in India. While we believe the expansion of our credit business over time offers significant potential, we believe it is important that we build the loan book slowly and methodically with acceptable loss rates. We have temporarily paused much of our efforts in this business due to the onset of COVID-19 and resulting global pandemic.

Revenue in the Food Delivery business increased by U.S.\$374 million, or 99%, from U.S.\$377 million in the year ended March 31, 2019 to U.S.\$751 million in the year ended March 31, 2020. In local currency, excluding acquisitions and disposals, revenue grew by 105%. During FY 2020, the Food Delivery segment grew rapidly and is now one of the fastest growing platforms globally producing cumulative annualized GMV growth of 76% year-on-year. In Latin America, iFood posted solid revenue growth of 94% (113% in local currency, excluding acquisitions and disposals), as a result of continued product innovation and the growth of its logistics business. iFood remains the clear leader in Brazil and holds competitive positions in Mexico and Colombia. In March 2020, iFood Brazil supported a network of approximately 160,000 active restaurants and processed 31 million orders, compared to 17 million in the same month last year. Over the past 18 months, iFood Brazil has ramped up its own-delivery business, and 1P orders now account for over 30% of orders and exceed the total volume of the nearest 1P competitor. In India, Swiggy's revenue grew 182% year on year, driven by rapid expansion into new cities. Swiggy now operates in over 520 cities and supports more than 160,000 enabled restaurant partners, up from 85,000 a year ago. We invested an additional U.S.\$100 million in Swiggy in February 2020 to support its business growth, increasing our already substantial commitment in India. For the year ended December 31, 2019, Delivery Hero reported strong segmental revenue growth of 109% and order volume growth of 80%. GMV grew 66% year on year in constant currency to €7.4 billion, primarily due to faster delivery times, efficiencies in customer acquisitions and increased order frequency, on the back of investing in product improvements and technology. Delivery Hero engaged in strategic M&A and portfolio consolidation during the year. In December, it announced the acquisition of shares in South Korean Woowa Brothers Corp. and the incorporation of a joint venture to consolidate their footprint in the region. In April 2019, Delivery Hero also restructured its German operations, disposing of its food-delivery business to Takeaway.com N.V. (now Just Eat Takeaway.com N.V.) and one of its affiliates (together, "**Just Eat Takeaway.com**") for cash and an equity stake in Just Eat Takeaway.com.

Revenue in the Etail business decreased by U.S.\$166 million, or 11%, from U.S.\$1,529 million in the year ended March 31, 2019 to U.S.\$1,363 million in the year ended March 31, 2020. In local currency, excluding acquisitions and disposals, revenue grew by 16%. We disposed of our interest in equity-accounted online retailer Flipkart during FY 2019 and, accordingly, the results for the year ended March 31, 2019 include Flipkart's results for the period while the year ended March 31, 2020 do not include any contribution from Flipkart. eMAG, our leading business-to-consumer (B2C) platform in Central and Eastern Europe, continued to outpace market growth and improve its economics over the review period. Organic revenue growth reached 16% in FY 2020 compared to FY 2019. eMAG's core market, Romania realized 17% GMV growth in local currency. Performance was particularly strong across the 3P marketplace, which grew 26% in local currency, compared to the prior year period. In Hungary, eMAG's second-largest market, the business delivered GMV growth of 25% in local currency. Both the retail and marketplace businesses contributed meaningfully to eMAG Hungary's results.

Revenue in the Travel business decreased by U.S.\$88 million, or 38%, from U.S.\$234 million in the year ended March 31, 2019 to U.S.\$146 million in the year ended March 31, 2020. In local currency, excluding acquisitions and disposals, revenue grew by 8%. In April 2019, we announced the exchange of our 43% interest in MakeMyTrip, our equity-accounted online travel investment in India, for a 5.6% interest in Trip.com. The transaction closed at the end of August 2019. Our share of MakeMyTrip's reported revenues for FY 2020, up to the date of disposal, amounted to U.S.\$146 million, up 8% (measured in local currency, adjusted for acquisitions and disposals). We include eight months of results for MakeMyTrip in our segmental results for the year ended March 31, 2020, representing our share of its results for the period up to disposal and a catch-up of the lag period applied in reporting its results. After the Trip.com transaction, our Travel segment will cease to exist and will not be reported on after FY 2020. The investment in Trip.com is accounted for at fair value through other comprehensive income.

The other Ecommerce businesses primarily comprised the Movile mobile content business, the investments in the Naspers Ventures associates and the Buscapé online-comparison shopping business (our interest in which was sold on October 23, 2019). Revenue in the other Ecommerce businesses increased by U.S.\$58 million, or 24%, from U.S.\$239 million in the year ended March 31, 2019 to U.S.\$297 million in the year ended March 31, 2020. In local currency, excluding acquisitions and disposals, revenue grew by 23%. Movile's mobile content business in Brazil recorded revenue growth of 22% in local currency, excluding acquisitions and disposals. The Naspers Ventures associates business saw positive revenue growth of 44% in local currency, excluding acquisitions and disposals, primarily as a result of the performance of SimilarWeb and Udemy. Buscapé recorded revenue growth of 8% in local currency, excluding acquisitions and disposals. In October 2019, we concluded a transaction to dispose of Buscapé.

Social and Internet Platforms segmental revenue

On an economic-interest basis, total revenue from the Social and Internet Platforms segment increased by U.S.\$2,445 million, or 17%, from U.S.\$14,744 million in the year ended March 31, 2019 to U.S.\$17,189 million in the year ended March 31, 2020. In local currency, excluding acquisitions and disposals, revenue grew by 21% during the period.

Our share of Tencent's revenue grew from U.S.\$14,457 million in the year ended March 31, 2019 to U.S.\$16,779 million in the year ended March 31, 2020. In local currency, our share of Tencent's revenue grew by 21% during the period. Tencent's revenues for the year ended December 31, 2019 were RMB377 billion, up 21% year on year. Revenues from value-added services increased 13% to RMB200 billion, with online games revenues growing 10% to RMB115 billion and social networks revenues rising 17% to RMB85 billion. Revenues from fintech and business services increased 39% to RMB101 billion, and revenues from the online advertising business rose 18% to RMB68 billion. Tencent continued to lead in China with nine out of the top 20 mobile apps. Combined monthly active users (MAU) of Weixin and WeChat increased 6% year on year to 1.16 billion. The Weixin Mini Program ecosystem became increasingly vibrant, with an annual transaction volume of over RMB800 billion. With enhanced chat and friend recommendation features, as well as expanded entertainment use cases via Mini Programs, QQ's popularity with the younger generation continues to increase. However, QQ smart devices MAU declined 7.5% year on year to 647 million as Tencent proactively cleaned up spamming and bot accounts. China's online games market recovered in 2019 after in-game monetization license approvals resumed in December 2018. Tencent extended its leadership in this market. It has also made significant breakthroughs in self-developed games for international markets, with five of the top 10 international mobile games. Tencent's international revenue rose to 23% of total online games revenue in the fourth quarter of 2019. Tencent currently operates the largest mobile payment platform in China by daily average users (DAU). The average number of daily commercial payments transactions exceeded 1 billion in the fourth quarter of 2019 as Tencent deepened penetration among offline merchants. In cloud, Tencent currently has over 1 million paying customers and continues to outgrow peers with increasing scale and

higher operating efficiency. Despite the challenging economic and regulatory environment, Tencent achieved robust advertising revenue growth by progressively realizing the long-term potential of Weixin Moments and expanding its mobile ad network. Tencent video subscriptions exceeded the 100 million milestone in 2019. Music subscription growth accelerated as it benefited from the pay-for-streaming model.

Our share of Mail.ru's revenue grew from U.S.\$287 million in the year ended March 31, 2019 to U.S.\$410 million in the year ended March 31, 2020. In local currency, our share of Mail.ru's revenue grew by 26% during the period. For the year ended December 31, 2019, Mail.ru's revenues grew 22% to RUB87.1 billion. Advertising revenue rose 23% to RUB36.5 billion. This was driven by continued user and user engagement growth, increased inventory of video advertisements and contextual targeting advertisements, and technology advancements in its advertising platforms. Online games revenue grew 20% to RUB28 billion. International revenues accounted for 68% of total online games revenue. Mail.ru also took steps towards building social ecommerce and online-to-offline (O2O) verticals. An AliExpress Russia joint venture between Mail.ru, Alibaba, MegaFon and Russian Direct Investment Fund was launched in October 2019. This integrates Mail.ru's cross-border ecommerce platform, Pandao, with Alibaba's AliExpress and Tmall services in Russia. In December 2019, Sberbank and Mail.ru formed a Russian O2O services platform joint venture focusing on food technology and mobility. Mail.ru contributed its food-delivery business, Delivery Club, and a 29.67% stake in Citymobil, Russia's second-largest taxi application, to the new entity. In its results for the nine months ended September 30, 2019, Mail.ru announced it had changed its estimates on the lifespan of in-game virtual items purchased by game players. As a result of Mail.ru refining its estimate of the period of satisfaction (based on its data on patterns of how such items are consumed by paying players), it has adjusted its revenue recognition in this regard prospectively. The impact of this change was an increase in revenue of RUB13.0 billion. Accordingly, we have recognized U.S.\$56 million, being our share of this adjustment, in these results.

Operating Expenses

Costs of Providing Services and Sale of Goods

The costs of providing services and sale of goods increased by U.S.\$577 million, or 36%, from U.S.\$1,600 million for the year ended March 31, 2019 to U.S.\$2,177 million for the year ended March 31, 2020. Costs of providing services and sales of goods as a percentage of revenue increased from 60% in the year ended March 31, 2019 to 65% in the year ended March 31, 2020. With the growth of our Classified's convenient transactions business, the costs of providing services and sales of goods includes the full cost of the items sold compared to the inclusion of take-rates only that are used in traditional classifieds businesses.

Platform/website hosting and warehousing costs increased by U.S.\$523 million, from U.S.\$1,299 million in the year ended March 31, 2019 to U.S.\$1,822 million in the year ended March 31, 2020. This increase primarily related to warehousing and logistic costs at eMAG, which increased due to the continued warehouse migration and continued improvements to its supply chain and platform. Further, following the merger of the eMAG Hungary operations with Extreme Digital, platform and website costs increased further. In addition, website hosting costs in the Classifieds business increased as it continued to expand their global platform across regions as well as through the acquisition of the Frontier Car Group and Aasaanjobs. iFood in our Food Delivery business undertook activities to improve their platform and website to enhance their offering and customer and merchant experience.

Payment facilitation transaction costs increased by U.S.\$57 million from U.S.\$201 million in the year ended March 31, 2019 to U.S.\$258 million in the year ended March 31, 2020. The increase primarily related to the Payments and Fintech business, particularly in India, where the increased transaction volumes with merchants resulted in increased transaction processing costs.

Marketing costs targeted to specific campaigns to promote services increased by U.S.\$5 million from U.S.\$83 million in the year ended March 31, 2019 to U.S.\$88 million in the year ended March 31, 2020. These costs were primarily incurred by iFood in support of its investment strategy to capture a larger food market opportunity.

Selling, General and Administrative Costs

Selling, general and administrative costs increased by U.S.\$325 million, or 23%, from U.S.\$1,437 million in the year ended March 31, 2019 to U.S.\$1,762 million in the year ended March 31, 2020. Selling, general and administrative costs as a percentage of revenue decreased from 54% in the year ended March 31, 2019 to 53% in the year ended March 31, 2020.

Marketing costs decreased by U.S.\$3 million from U.S.\$221 million in the year ended March 31, 2019 to U.S.\$218 million in the year ended March 31, 2020, primarily due to the disposal of our online comparison shopping business, BuscaPé, during the year. Certain businesses scaled back on marketing within the Classifieds segment, while others in the Payments and Fintech business, specifically in India, increased their marketing spend in pursuit of their strategic growth objectives. In addition, with the merger of eMAG Hungary and Extreme Digital, marketing costs in the Etail segment increased significantly.

Staff costs increased by U.S.\$233 million, or 30%, from U.S.\$772 million in the year ended March 31, 2019 to U.S.\$1,005 million in the year ended March 31, 2020, primarily due to an increase in permanent staff as well as increased salaries, wages and bonuses resulting from annual increases. Total permanent staff increased from 15,078 at March 31, 2019 to 20,524 at March 31, 2020. Staff increased particularly in Classifieds and Payments and Fintech segments as the businesses build out their offerings as well as through acquisitions of classifieds verticals and payment solutions. Further, iFood increased staffing as the business continues to scale and includes 1P employees as this part of the business has expanded. Retention option expenses increased by U.S.\$50 million as a result of acquisitions of businesses during the year, specifically in the Classifieds and Payments and Fintech businesses. Share-based compensation costs increased by U.S.\$40 million due to changes in valuation assumptions, including share prices and volatility, as well as the impacts of allocations made and vesting of options. In addition, following our listing, share incentive schemes holding Naspers shares received Prosus shares pursuant to the listing terms and conditions. This was accounted for as a modification and resulted in an additional charge of U.S.\$27 million.

Depreciation and Amortization

Depreciation and amortization in selling, general and administration expenses increased by U.S.\$63 million, or 53%, from U.S.\$120 million in the year ended March 31, 2019 to U.S.\$183 million in the year ended March 31, 2020.

Depreciation and amortization as a percentage of revenue increased to 6% in the year ended March 31, 2020, compared to 5% in the year ended March 31, 2019. Amortization expenses for other intangible assets increased by U.S.\$8 million, or 8%, from U.S.\$95 million in the year ended March 31, 2019 to U.S.\$103 million for the year ended March 31, 2020. Depreciation expenses increased by U.S.\$55 million, or 220%, from U.S.\$25 million in the year ended March 31, 2019 to U.S.\$80 million in year ended March 31, 2020. The increase in depreciation expenses primarily related to the capitalization of leases, in terms of IFRS 16 *Leases*, which were previously classified as operating leases. These capitalized leases related primarily to the eMAG warehouses and Classified's and Payments and Fintech office buildings.

Other Gains/(Losses)—Net

Other gains/(losses)—net amounted to a net gain of U.S.\$16 million in the year ended March 31, 2020 compared to a net loss of U.S.\$40 million in the year ended March 31, 2019. Other gains/(losses)—net primarily in the year ended March 31, 2019 related primarily to a loss on a convertible note that we held in an investee, that we decided that we would not exercise due to the financial performance of the investee. Other gains/(losses)—net in year ended March 31, 2020 related primarily to a gain realized on the loss of significant influence in associated companies.

Operating Loss

Operating loss increased by U.S.\$171 million, or 41%, from a loss of U.S.\$422 million in the year ended March 31, 2019 to a loss of U.S.\$593 million in the year ended March 31, 2020. This was a result of the combined effects of the factors described above.

Trading Profit

The following table and discussion sets out our segmental trading profit on an economic-interest basis for the periods indicated. For further information, see “*Presentation of Financial and Other Information*” in the Base Prospectus.

	Consolidated Fiscal Year		
	2020	2019	Growth in local currency⁽¹⁾
Segmental trading profit from continuing operations (economic interest)			<i>(U.S.\$ in millions, except %s)</i>

Ecommerce comprising:			
—Classifieds	34	(6)	1,100%
—Payments and Fintech.....	(67)	(43)	(32)%
—Food Delivery.....	(624)	(171)	(215)%
—Etail	(20)	(101)	48%
—Travel ⁽²⁾	(22)	(37)	21%
—Other and eliminations	(219)	(217)	(2)%
Total Ecommerce	(918)	(575)	(65)%
Social and Internet Platforms comprising:			
—Tencent.....	4,601	3,929	22%
—Mail.ru.....	98	23	87%
Total Social and Internet Platforms	4,699	3,952	22%
Corporate services	(4)	—	(100)%
Trading profit from continuing operations (economic interest)	3,777	3,377	16%
Trading loss from discontinued operations (economic interest).....	—	(154)	—
Total segmental trading profit (economic interest)	3,777	3,223	16%

(1) Represents change in local currency, excluding acquisitions and disposals. See “*Presentation of Financial and Other Information—Non-IFRS Financial Measures and APMs*” in the Base Prospectus for more information.

(2) For FY 2020, includes eight months of results for MakeMyTrip, representing our share of its results for the period up to disposal and a catch-up of the lag period applied in reporting its results. After the Trip.com transaction, our Travel segment will cease to exist and will not be reported on after FY 2020.

Ecommerce segmental trading profit

Total trading loss in the Ecommerce segment on an economic-interest basis increased by U.S.\$343 million, or 60%, from U.S.\$575 million in the year ended March 31, 2019 to U.S.\$918 million in the year ended March 31, 2020. In local currency, excluding acquisitions and disposals, total trading loss in the Ecommerce segment increased by 65%. Various currency strengths relative to the U.S. dollar increased U.S. dollar reported trading loss by U.S.\$46 million, or 8%. Our associate and joint venture investments contributed U.S.\$501 million to Ecommerce trading losses in the year ended March 31, 2020, compared to U.S.\$269 million in the year ended March 31, 2019. The increased contribution reflects increased trading losses from Delivery Hero and Swiggy in Food Delivery, which were partially offset by the positive impact of the disposal of Flipkart during FY 2019.

The increase in the trading loss during the period was primarily driven by us investing more in the Food Delivery business to grow our online food delivery capabilities.

The trading profit in the Classifieds business increased by U.S.\$40 million, or 667%, from a trading loss of U.S.\$6 million in the year ended March 31, 2019 to a trading profit of U.S.\$34 million in the year ended March 31, 2020. In local currency, excluding acquisitions and disposals, trading profit increased by 1,100%. Trading profits in the Classifieds business were driven by strong revenue growth in listings and margin improvement. In convenient transactions, we are investing to improve the value proposition for our customers by deepening our relationships with our partners and the breadth of our offering in autos. This investment was offset by the performance of Avito in Russia and OLX Poland. Avito delivered a trading profit margin of 51% in FY 2020, with automotive and real estate revenue growing 38% and 21% year on year, respectively. Poland remains the cornerstone of our European business, recording a trading profit margin of 58%. Autos, real estate and business services all performed above management’s expectations.

The trading loss in the Payments and Fintech business increased by U.S.\$24 million, or 56%, from U.S.\$43 million in the year ended March 31, 2019 to U.S.\$67 million in the year ended March 31, 2020. In local currency, excluding acquisitions and disposals, trading losses increased by 32%. To scale the business further, strengthen its position outside of India and increase our footprint in growth markets, we have undertaken both consolidation and geographical expansion initiatives. As we continue to scale the core PSP offering of the business through these initiatives, we continued investing in, and integrating acquisitions into our portfolio businesses, particularly in the credit business, which has had a short-term impact on profitability.

The trading loss in the Food Delivery business increased by U.S.\$453 million, or 265%, from U.S.\$171 million in the year ended March 31, 2019 to U.S.\$624 million in the year ended March 31, 2020. In local currency, excluding acquisitions and disposals, trading losses increased by 215%. This reflects the continued investments in growth made by the respective businesses. The opportunity in this market is allowing us to invest in product and technology innovation, including logistics, convenience and grocery delivery, cloud kitchens and private brands.

The trading loss in the Etail business decreased by U.S.\$81 million, or 80%, from U.S.\$101 million in the year ended March 31, 2019 to U.S.\$20 million in the year ended March 31, 2020. In local currency, excluding acquisitions and disposals, trading losses decreased by 48%. We disposed of our interest in equity-accounted online retailer Flipkart during FY 2019 and, accordingly, the disposal of Flipkart contributed to the decreased trading losses in the year ended March 31, 2020. Both the retail and marketplace businesses contributed meaningfully to eMAG's overall results, with performance across the 3P marketplace growing 26% in local currency.

The trading loss in the Travel business decreased by U.S.\$15 million, or 41%, from U.S.\$37 million in the year ended March 31, 2019 to U.S.\$22 million in the year ended March 31, 2020. In local currency, excluding acquisitions and disposals, trading losses decreased by 21%. The impact of the disposal of the TBO business was offset by the improved performance by MakeMyTrip.

The other Ecommerce businesses primarily comprised the Movile mobile content business, the investments in the Naspers Ventures associates and the Buscapé online-comparison shopping business. The trading loss in the other Ecommerce businesses increased by U.S.\$2 million, or 1%, from U.S.\$217 million in the year ended March 31, 2019 to U.S.\$219 million in the year ended March 31, 2020. In local currency, excluding acquisitions and disposals, trading losses increased by 2%. Movile's trading losses remained stable in local currency, excluding acquisitions and disposals, with monetization in a number of new mobile focused ecommerce opportunities starting to gain traction. The Naspers Ventures associates business's trading losses decreased by 11% in local currency, excluding acquisitions and disposals, which was primarily due to improved performance by SimilarWeb in the year ended March 31, 2020. Buscapé's trading losses in the year ended March 31, 2020 declined by 38%, in local currency, excluding acquisitions and disposals.

For further information and a reconciliation of trading profit to the nearest IFRS measure, see "*Presentation of Financial and Other Information—Non-IFRS Financial Measures and APMs*", "*Selected Financial and Other Information—Non-IFRS Financial Measures and APMs*" and "*Selected Financial and Other Information—Summary Segmental Data*" in the Base Prospectus.

Social and Internet Platforms segmental trading profit

Trading profit in the Social and Internet Platforms segment increased by U.S.\$747 million, or 19%, from U.S.\$3,952 million in the year ended March 31, 2019 to U.S.\$4,699 million in the year ended March 31, 2020. In local currency, excluding acquisitions and disposals, trading profit grew by 22% during the period.

Tencent's revenue growth resulted in our share of its trading profit growing by 17% from U.S.\$3,929 million in the year ended March 31, 2019 to U.S.\$4,601 million in the year ended March 31, 2020. In local currency, excluding acquisitions and disposals, our share in Tencent's trading profit grew by 22% during the period. For the year ended December 31, 2019, Tencent non-GAAP profit attributable to shareholders (Tencent's measure of normalized performance) reached RMB94 billion, an increase of 22% compared to the previous year. This increase was primarily due to increased revenues.

Mail.ru's revenue growth resulted in our share of its trading profit increasing by U.S.\$75 million from U.S.\$23 million in the year ended March 31, 2019 to U.S.\$98 million in the year ended March 31, 2020. In local currency, excluding acquisitions and disposals, our share of Mail.ru's trading profit increased by 87% during the period. This improvement is largely as a result of increased revenues, which, as further described under "*—Revenue*" above, includes the impact of a once-off adjustment related to a change in estimate of the lifespan of in-game virtual items purchased by game players.

Finance Income/(Costs), Net

Net finance income decreased by U.S.\$87 million from an income of U.S.\$179 million in the year ended March 31, 2020 to an income of U.S.\$92 million in the year ended March 31, 2020. Net interest income decreased by U.S.\$87 million from net interest income of U.S.\$65 million in the year ended March 31, 2019 to net interest expense of U.S.\$22 million in the year ended March 31, 2020. Interest expense increased by U.S.\$23 million, or 12%, from U.S.\$200 million in the

year ended March 31, 2019 to U.S.\$223 million in the year ended March 31, 2020, which includes a U.S.\$16 million charge related to the early redemption of our 6.00% Senior Notes due 2020 by exercising the make-whole call option. Interest income decreased by U.S.\$64 million, or 24%, from U.S.\$265 million in the year ended March 31, 2019 to U.S.\$201 million in the year ended March 31, 2020, due to a drop in U.S.\$ interest rates and lower average cash balances. Interest expense relates primarily to interest on the publicly traded bonds. Interest income includes interest earned on bank accounts and short-term investments.

Other finance income of U.S.\$114 million was stable for the year ended March 31, 2019 and the year ended March 31, 2020. The remeasurement gain of written put option liabilities amounted to U.S.\$53 million for both FY 2020 and FY 2019. Foreign exchange differences related to the foreign exchange impacts on the translation of assets and liabilities as well as forward exchange contracts and the cross-currency interest rate swap remained stable at a gain of U.S.\$61 million.

Share of Equity-Accounted Results

Our equity-accounted results in equity-accounted companies increased by U.S.\$521 million, or 15%, from U.S.\$3,409 million in the year ended March 31, 2019 to U.S.\$3,930 million in the year ended March 31, 2020. This growth was driven by Tencent, Mail.ru and Delivery Hero, which reported improved profitability during the period. Delivery Hero's improved profitability resulted from gains recognized on the disposal of its investments during the period. The disposal of Flipkart in August 2018 further supported the growth as losses were recognized for only part of the prior period, with no losses reported in the year ended March 31, 2020. This growth was partly offset by increased losses from Swiggy, as their results were reported for the full year to March 31, 2020.

Our equity-accounted results in Tencent increased by U.S.\$482 million, or 13%, from U.S.\$3.696 million in the year ended March 31, 2019 to U.S.\$4,178 million in the year ended March 31, 2020.

Our equity-accounted results in Mail.ru increased by U.S.\$83 million from U.S.\$35 million loss in the year ended March 31, 2019 to U.S.\$48 million profit in the year ended March 31, 2020.

Dilution gains/(losses) on Equity-Accounted Investments

Dilution losses of U.S.\$52 million were recorded during the year ended March 31, 2020 compared to dilution losses of U.S.\$182 million in the year ended March 31, 2019. The dilution losses in the year ended March 31, 2020, comprised dilutions mainly related to Tencent (U.S.\$111 million loss), Delivery Hero (U.S.\$75 million gain) and BYJU's (U.S.\$13 million loss), which arose from shares issued by share incentive schemes of equity-accounted investments to their employees which resulted in the dilution of our interest in these equity-accounted investments as well as funding rounds in which we did not participate.

Net gains on Acquisitions and Disposals

Gains on acquisitions and disposals of U.S.\$434 million were recognized in the year ended March 31, 2020, compared to U.S.\$1,610 million in the year ended March 31, 2019. In the year ended March 31, 2020, a profit on the sale of investments of U.S.\$447 million was recognized. This related primarily to the contribution of our MakeMyTrip investment in exchange for an interest in Trip.com (formerly Ctrip) (U.S.\$599 million gain), the disposal of our investment in Sulit (U.S.\$26 million gain) as part of the Carousell transaction, offset partly by a loss of U.S.\$178 million related primarily to the realization of foreign exchange translation reserves on the disposal of our investment in BuscaPé.

Gains on loss of control transactions recognized of U.S.\$17 million in the year ended March 31, 2020 related to our investment in In Loco, where we did not participate in a funding round resulting in us losing control in the investment.

Acquisition- and disposal-related costs increased from U.S.\$18 million in the year ended March 31, 2019 to U.S.\$85 million in the year ended March 31, 2020. The increase primarily relates to stamp duties incurred in Hong Kong to restructure Ming He as part of our reorganization pursuant to the listing of the company as well as transaction costs incurred in respect thereof.

Taxation

Taxes decreased by U.S.\$183 million from U.S.\$258 million in the year ended March 31, 2019 to U.S.\$75 million in the year ended March 31, 2020. Current tax expense decreased by U.S.\$162 million, primarily due to the prior period inclusion of U.S.\$177 million tax payable related to the disposal of our investment in Flipkart, which was partly offset by

the improved profitability of certain of the businesses, in particular Avito, as well as certain of the Payments and Fintech businesses. In addition, deferred tax income increased by U.S.\$21 million from U.S.\$6 million in the year ended March 31, 2019 to U.S.\$27 million in the year ended March 31, 2020. The balance primarily relates to Avito and Payments and Fintech which reduced their deferred tax liabilities.

Profit from discontinued operations

On September 28, 2018, we disposed of our sub-Saharan Video-Entertainment business, which was subsequently listed and distributed by the Naspers Group to its shareholders in an unbundling transaction in February 2019. These businesses contributed a loss of U.S.\$147 million. A loss of U.S.\$591 million was recognized on the disposal.

Profit for the year

As a result of the foregoing factors, net profit from continuing operations decreased by U.S.\$533 million, or 13%, from U.S.\$4,248 million during the year ended March 31, 2019 to U.S.\$3,715 million in the year ended March 31, 2020.

Core Headline Earnings

Core headline earnings increased by U.S.\$267 million, or 9%, from U.S.\$3,090 million during the year ended March 31, 2019 to U.S.\$3,357 million in the year ended March 31, 2020. In local currency, excluding acquisitions and disposals, core headline earnings increased by 13%. The increase was primarily due to the contribution of Tencent, partially offset by increased investment in Food Delivery. For further information and a reconciliation of core headline earnings, see “*Presentation of Financial and Other Information—Non-IFRS Financial Measures and APMs*” and “*Selected Financial and Other Information—Non-IFRS Financial Measures and APMs*” in the Base Prospectus.

Non-Controlling Interests

Net losses attributable to non-controlling interests increased by U.S.\$38 million from a loss of U.S.\$71 million in the year ended March 31, 2019 to a loss of U.S.\$109 million in the year ended March 31, 2020. Losses attributable to non-controlling interests primarily relate to iFood (U.S.\$113 million loss) and letgo (U.S.\$13 million loss) and various other investments. These losses were partially offset by profits attributable to various non-controlling interests. The year ended March 31, 2019 included U.S.\$16 million profits attributable to the Avito non-controlling interest and losses of U.S.\$15 million attributable to the MultiChoice Africa non-controlling interest. Following the acquisition of the non-controlling interests in Avito and the disposal of the Video-Entertainment business in FY 2019, no non-controlling interests related to these investments were recognized in the current period.

Comparison of Results of Operations for FY 2019 and FY 2018

The following discussion and analysis of our results of operations for FY 2019 and FY 2018 has been derived from, should be read in conjunction with, and is qualified in its entirety by reference to the Annual Combined Carve-out Financial Statements, including the notes thereto, as well as the sections headed “*Presentation of Financial and Other Information*”, “*Selected Financial and Other Information*” and “*Business*” in the Base Prospectus.

The following table sets forth our results of operations for FY 2019 and FY 2018.

	Combined Fiscal Year		
	2019	2018	% Change
	<i>(U.S.\$ in millions)</i>		
Revenue from contracts with customers	2,654	2,303	15%
Operating expenses			
Cost of providing services and sale of goods.....	(1,596)	(1,384)	15%
Selling, general and administration expenses	(1,436)	(1,507)	(5)%
Other gains/(losses)—net.....	(40)	(27)	48%
Total operating expenses	(3,072)	(2,918)	5%
Operating loss	(418)	(615)	(32)%
Interest income	265	34	679%
Interest expense.....	(200)	(195)	3%
Other finance income—net	114	(330)	(135)%
Share of equity-accounted results.....	3,408	3,292	4%
Impairment of equity-account investments	(88)	(46)	91%
Dilution gains/(losses) on equity-accounted investments	(182)	9,224	(102)%
Net gains on acquisitions and disposals	1,610	30	5,267%
Profit before taxation	4,509	11,394	(60)%
Taxation	(258)	(39)	562%
Profit for the year	4,251	11,355	(63)%
Attributable to:			
Equity holders of the Group.....	4,307	11,485	(62)%
Non-controlling interests	(55)	(130)	(58)%

Revenue

Our total revenue increased by U.S.\$351 million, or 15%, from U.S.\$2,303 million in FY 2018 to U.S.\$2,654 million in FY 2019, primarily due to the performance of Classifieds, Food Delivery, Payments and Fintech as well as Etail.

We operate in countries and markets across the world, resulting in significant exposure to foreign exchange volatility. This can have an impact on reported revenues and costs as they are generally denominated in local currency. The financial performance of our businesses is accounted for in the combined Group in their respective functional currencies and translated to U.S. dollars. The weakening of certain currencies against the U.S. dollar in FY 2019 negatively affected our year-on-year performance by U.S.\$207 million, or 9%, through the translation impact, specifically in the Classifieds, Payments and Fintech, and Etail businesses. Revenue growth expressed in local currency, excluding acquisitions and disposals, of 25% was achieved in FY 2019.

Online sales of goods revenue represented 45% and 46% of our total revenue in FY 2019 and FY 2018, respectively.

The table below presents revenue by type for the periods indicated.

	Combined Fiscal Year		
	2019	2018	% Change
	<i>(U.S. \$ in millions, except %s)</i>		
Revenue from contracts with customers by revenue type			
Online sales of goods revenue.....	1,193	1,059	13%
Classifieds listings revenue	606	477	27%
Payment transaction commissions and fees	309	257	20%
Mobile and other content revenue	159	141	13%
Food delivery revenue.....	159	115	38%
Travel package revenue and commissions	27	53	(49)%
Advertising revenue	100	98	2%
Comparison shopping commissions and fees.....	45	59	(24)%
Other revenue	56	44	27%
Total combined revenue from contracts with customers.....	2,654	2,303	15%

The following table sets out our revenue by geographic market for FY 2018 and FY 2019, as well as each line item expressed as a percentage of total combined revenue for the period.

	Combined Fiscal Year			
	2019		2018	
	<i>(U.S.\$ in millions, except %s)</i>			
Africa	31	1%	13	1%
Europe	1,895	71%	1,679	73%
Asia	215	8%	168	7%
Latin America	423	16%	372	16%
Other	90	3%	71	3%
Total combined revenue from contracts with customers.....	2,654	100%	2,303	100%

The following table and discussion sets out our segmental revenue on an economic-interest basis for the periods indicated. For further information, see “Presentation of Financial and Other Information” in the Base Prospectus.

	Combined Fiscal Year		
	2019	2018	Growth in local currency ⁽¹⁾
	<i>(U.S.\$ in millions, except %s)</i>		
Segmental revenue (economic interest)			
Ecommerce comprising:			
—Classifieds	857	614	37%
—Payments and Fintech.....	360	294	28%
—Food Delivery.....	377	166	57%
—Etail	1,529	1,838	19%
—Travel	234	211	20%
—Other.....	239	219	19%
Total Ecommerce	3,596	3,342	26%
Social and Internet Platforms comprising:			
—Tencent.....	14,457	12,024	31%
—Mail.ru	287	257	27%
Total Social and Internet Platforms	14,744	12,281	31%
Corporate services	—	—	—
Total segmental revenue (economic interest).....	18,340	15,623	30%

(1) Represents change in local currency, excluding acquisitions and disposals. See “Presentation of Financial and Other Information—Non-IFRS Financial Measures and APMs” in the Base Prospectus.

The following table sets out our segmental revenue on an economic-interest basis by geographic market for FY 2018 and FY 2019, as well as each line item expressed as a percentage of total combined revenue on an economic-interest basis for the period.

	Combined Fiscal Year			
	2019		2018	
	<i>(U.S.\$ in millions, except %s)</i>			
Segmental revenue from continuing operations				
Africa	31	—%	13	—%
Europe	2,431	13%	2,006	13%
Asia	15,270	83%	13,097	84%
Latin America	469	3%	410	2%
Other	139	1%	97	1%
Total segmental revenue (economic interest).....	18,340	100%	15,623	100%

Ecommerce segmental revenue

Total revenue in the Ecommerce segment on an economic-interest basis increased by U.S.\$254 million, or 8%, from U.S.\$3,342 million in FY 2018 to U.S.\$3,596 million in FY 2019. In local currency, excluding acquisitions and disposals, revenue grew by 26%. Classifieds, Payments and Fintech and Food Delivery as well as Etail contributed meaningfully to the revenue growth as discussed further below. Various currency weaknesses relative to the U.S. dollar had a negative U.S.\$252 million, or 8%, effect on the U.S. dollar-reported revenue. Our associate and joint venture investments contributed U.S.\$942 million to Ecommerce revenue in FY 2019, compared to U.S.\$1,039 million in FY 2018. The decrease of U.S.\$97 million, or 9%, was primarily due to the disposals of Souq in the prior year and Flipkart during the year, resulting in a decreased contribution from the Etail business. This was partially offset by the improved performance from MakeMyTrip in Travel and Delivery Hero and Swiggy in Food Delivery. See “*Presentation of Financial and Other Information*” in the Base Prospectus.

Revenue in the Classifieds business increased by U.S.\$243 million, or 40%, from U.S.\$614 million in FY 2018 to U.S.\$857 million in FY 2019. In local currency, excluding acquisitions and disposals, revenue grew by 37%. The revenues from OLX Brazil and OLX Poland as well as the Frontier Car Group (which was acquired during the year) contributed to revenue growth during the period. Avito increased its revenue 28%, in local currency excluding acquisitions and disposals, to U.S.\$322 million as a result of investments in enhanced product features and an improved customer experience which resulted in increased user engagement during the period. OLX Brazil revenues grew by 44%, in local currency, excluding acquisitions and disposals, following expanded monetization in its cars vertical.

Revenue in the Payments and Fintech business increased by U.S.\$66 million, or 22%, from U.S.\$294 million in FY 2018 to U.S.\$360 million in FY 2019. In local currency, excluding acquisitions and disposals, revenue grew by 28%. This increase was largely driven by our PSP business. Volumes processed in the PSP business reached U.S.\$30.1 billion representing growth of 29% in local currency representing over 900 million transactions. Among the Payments and Fintech business’s major markets, India was the fastest-growing and accounted for approximately half of the volumes processed. The Payments and Fintech business continued to invest in building a broader credit platform in India. Its LazyPay product reached nearly 700,000 consumers in FY 2019. The Indian credit portfolio minority investments, ZestMoney and PaySense, continued to grow, reaching combined monthly loan issuances of U.S.\$15 million as at March 31, 2019.

Revenue in the Food Delivery business increased by U.S.\$211 million, or 127%, from U.S.\$166 million in FY 2018 to U.S.\$377 million in FY 2019. In local currency, excluding acquisitions and disposals, revenue grew by 57%. The online food delivery services assets revenues continued to grow, with cumulative annualized GMV growth of 65% compared to the previous year. iFood processed more than 17.4 million orders in March 2019 in Brazil, compared to 7.6 million orders in the same month in the previous year, with a network of over 66,000 active restaurants and 60,000 active drivers in Brazil. Swiggy’s annualized order volumes increased by 320% compared to the previous year. During the year, Swiggy operated in over 130 cities with more than 85,000 restaurant partners. For its year ended December 31, 2018, Delivery Hero reported revenue growth from continuing operations of 47% to €665 million, with order volumes increasing by 49% to 369 million.

Revenue in the Etail business decreased by U.S.\$309 million, or 17%, from U.S.\$1,838 million in FY 2018 to U.S.\$1,529 million in FY 2019. In local currency, excluding acquisitions and disposals, revenue grew by 19%. We disposed of our interest in equity-accounted online retailer Flipkart during FY 2019 and, accordingly, our FY 2019 results include only seven months of Flipkart's results for segmental reporting purposes, reflecting our share of Flipkart's earnings during the period to the date of disposal. Additionally, eMAG's GMV grew by 25% in Romania during the year.

Revenue in the Travel business increased by U.S.\$23 million, or 11%, from U.S.\$211 million in FY 2018 to U.S.\$234 million in FY 2019. In local currency, excluding acquisitions and disposals, revenue grew by 20%. MakeMyTrip revenues increased during the period, with gross hotel bookings rising by 17% in local currency terms and stand-alone room nights increasing by 23% compared to the previous year. Air-travel transactions increased by 29% during the year. As a result, our share of MakeMyTrip's revenue increased by 30% compared to the previous year.

The other Ecommerce businesses primarily comprised the Movile mobile content business, the investments in the Naspers Ventures associates and the Buscapé online-comparison shopping business. Revenue in the other Ecommerce businesses increased by U.S.\$20 million, or 9%, from U.S.\$219 million in FY 2018 to U.S.\$239 million in FY 2019. In local currency, excluding acquisitions and disposals, revenue grew by 19%. Movile's mobile content business in Brazil recorded revenue growth of 25% in local currency, excluding acquisitions and disposals. The Naspers Ventures associates business saw positive revenue growth of 42% in local currency, excluding acquisitions and disposals, primarily as a result of the performance of SimilarWeb, Honor, Brainly and Udemy. Revenue growth was negatively impacted by the performance of Buscapé, whose revenue declined by 10% in local currency, excluding acquisitions and disposals.

Social and Internet Platforms segmental revenue

On an economic-interest basis, total revenue from the Social and Internet Platforms segment increased by U.S.\$2,463 million, or 20%, from U.S.\$12,281 million in FY 2018 to U.S.\$14,744 million in FY 2019. In local currency, excluding acquisitions and disposals, revenue grew by 31% during the period.

Our share of Tencent's revenue grew from U.S.\$12,024 million in FY 2018 to U.S.\$14,457 million in FY 2019. In local currency, our share of Tencent's revenue grew by 31% during the period. Tencent's revenues for the year ended December 31, 2018 reached RMB313 billion, an increase of 32% compared to the previous year. During the year, Tencent's revenues from value-added services increased 15% to RMB177 billion, with online games revenues growing 6% to RMB104 billion and social networks revenues rising 30% to RMB73 billion. Online advertising revenues rose 44% to RMB58 billion. Other revenues (mainly payment and cloud-services revenues) rose 80% to RMB78 billion. Weixin and WeChat's combined monthly active users reached 1.1 billion. Tencent provides digital content to its users across online media platforms, with total subscriptions exceeding 100 million in the year ended December 31, 2018. Growth in Tencent's advertising revenue grew during the year, primarily due to connecting more advertisers across its platforms with more accurate user-targeting capabilities. Despite Chinese regulatory intervention in the gaming space that had negatively impacted Tencent's online games revenue growth, Tencent maintained its leading position in the Chinese online games market and continued to grow its global presence. Tencent extended its leadership in mobile payments in terms of active user accounts and number of transactions with more than 1 billion payment transactions per day in the year ended December 31, 2018, primarily driven by rapid growth in commercial payments, of which revenue and transaction volumes more than doubled in 2018.

Our share of Mail.ru's revenue grew from U.S.\$257 million in FY 2018 to U.S.\$287 million in FY 2019. In local currency, our share of Mail.ru's revenue grew by 27% during the period. Mail.ru's revenue for the year ended December 31, 2018 reached RUB75 billion, a 33% increase compared to the previous year. Mail.ru's advertising revenue continued to grow, with mobile advertising in social networks remaining the fastest-growing area. Hustle Castle, a mobile game developed by Mail.ru, became its largest game. War Robots and Warface continued to record solid growth and perform well. International revenue accounted for over 63% of Mail.ru's online games revenues in the year ended December 31, 2018. Delivery Club remained the largest online food delivery platform in Russia with monthly active users growing 67% in the year ended December 31, 2018 compared to the previous year. Mail.ru acquired the remaining 80% of United Media Agency, an aggregator and distributor of digital content in Russia, during the year. As at December 31, 2018, Mail.ru stated that it believed it was the largest content subscription service in Russia, with 2.1 million paid and trial subscriptions.

Operating Expenses

Costs of Providing Services and Sale of Goods

The costs of providing services and sale of goods increased by U.S.\$212 million, or 15%, from U.S.\$1,384 million for FY 2018 to U.S.\$1,596 million for FY 2019. Costs of providing services and sales of goods as a percentage of revenue remained stable at 60% in both FY 2019 and FY 2018.

Platform/website hosting and warehousing costs increased by U.S.\$160 million, from U.S.\$1,139 million in FY 2018 to U.S.\$1,299 million in FY 2019. This increase primarily related to warehousing costs at eMAG, which increased due to the continued warehouse migration and continued improvements to their supply chain and platform. In addition, website hosting costs in the Classifieds business increased as they continued to expand their global platform across regions as well as through the acquisition of the Frontier Car Group. iFood incurred additional costs as it expanded its footprint to reach more markets. Various other businesses, including Movile, also incurred additional costs related to platform improvement projects. This increase was partially offset by cost savings from the online travel business, Travel Boutique Online, which was disposed of during FY 2019 and Markafoni, which was closed down in FY 2018.

Payment facilitation transaction costs increased by U.S.\$48 million from U.S.\$153 million in FY 2018 to U.S.\$201 million in FY 2019. The increase primarily related to the Payments and Fintech business where the increased transaction volumes with merchants resulted in increased transaction processing costs, driven by a 41% increase in the number of transactions processed.

Marketing costs targeted to specific campaigns to promote services remained stable at U.S.\$83 million in both FY 2019 and FY 2018. These costs were primarily incurred by iFood in support of their order volume growth, which increased by 107% during the year.

Selling, General and Administrative Costs

Selling, general and administrative costs decreased by U.S.\$71 million, or 5%, from U.S.\$1,507 million in FY 2018 to U.S.\$1,436 million in FY 2019. Selling, general and administrative costs as a percentage of revenue decreased from 65% in FY 2018 to 54% in FY 2019.

Marketing costs decreased by U.S.\$88 million from U.S.\$309 million in FY 2018 to U.S.\$221 million in FY 2019, primarily due to certain Classifieds businesses, including letgo, that scaled back their marketing campaigns substantially during the year, as well as additional reductions relating to scaling back the Buscapé business's operations.

Staff costs increased by U.S.\$61 million, or 8%, from U.S.\$752 million in FY 2018 to U.S.\$813 million in FY 2019, primarily due to increased salaries, wages and bonuses resulting from annual increases as well as an increase in permanent staff (particularly in the Classifieds and iFood businesses), which increased from 12,559 in FY 2018 to 15,078 in FY 2019. Retention option expenses increased by U.S.\$4 million as a result of acquisitions of businesses during the year. Share-based compensation costs decreased by U.S.\$51 million due to changes in valuation assumptions, including share prices and volatility, as well as the impacts of allocations made and vesting of options.

Depreciation and Amortization

Depreciation and amortization in selling, general and administration expenses decreased by U.S.\$2 million, or 2%, from U.S.\$121 million in FY 2018 to U.S.\$119 million in FY 2019.

Depreciation and amortization as a percentage of revenue decreased to 4% in FY 2019, compared to 5% in FY 2018. Amortization expenses for other intangible assets decreased by U.S.\$3 million, or 3%, from U.S.\$97 million in FY 2018 to U.S.\$94 million for FY 2019. Depreciation expenses increased by U.S.\$1 million, or 4%, from U.S.\$24 million in FY 2018 to U.S.\$25 million in FY 2019.

Other Gains/(Losses)—Net

Other gains/(losses)—net amounted to a net loss of U.S.\$40 million in FY 2019 compared to a net loss of U.S.\$27 million in FY 2018. Other gains/(losses)—net primarily related to fair-value adjustments of U.S.\$27 million in respect of the Kreditech convertible loan and Ingresso Rápido convertible bond, as management does not expect to exercise the respective conversion options. In addition, U.S.\$6 million was recognized in respect of the impairment of

goodwill related to Agito (the eMAG business in Poland) and Movable's LBS business in Brazil, where results of operations lagged behind expectations due to adverse competitive conditions. U.S.\$1 million was recognized as an impairment of other intangible assets relating to intellectual property rights no longer used.

Operating Loss

Operating loss decreased by U.S.\$197 million, or 32%, from a loss of U.S.\$615 million in FY 2018 to a loss of U.S.\$418 million in FY 2019. This was a result of the combined effects of the factors described above.

Trading Profit

The following table and discussion sets out our segmental trading profit on an economic-interest basis for the periods indicated. For further information, see "Presentation of Financial and Other Information" in the Base Prospectus.

	Combined Fiscal Year		Growth in local currency ⁽¹⁾
	2019	2018	
	<i>(U.S.\$ in millions, except %s)</i>		
Segmental trading profit (economic interest)			
Ecommerce comprising			
—Classifieds	(6)	(120)	107%
—Payments and Fintech.....	(43)	(64)	67%
—Food Delivery.....	(171)	(30)	(323)%
—Etail	(101)	(223)	13%
—Travel	(37)	(61)	46%
—Other.....	(194)	(154)	(23)%
Total Ecommerce	(552)	(652)	15%
Social and Internet Platforms comprising:			
—Tencent.....	3,929	3,675	16%
—Mail.ru	23	51	(49)%
Total Social and Internet Platforms	3,952	3,726	15%
Corporate services	(17)	(14)	(57)%
Total segmental trading profit (economic interest)	3,383	3,060	21%

(1) Represents change in local currency, excluding acquisitions and disposals. See "Presentation of Financial and Other Information—Non-IFRS Financial Measures and APMs" in the Base Prospectus.

Ecommerce segmental trading profit

Total trading loss from continuing operations in the Ecommerce segment improved by U.S.\$100 million, or 15%, from U.S.\$652 million in FY 2018 to U.S.\$552 million in FY 2019. In local currency, excluding acquisitions and disposals, total trading loss from continuing operations in the Ecommerce segment decreased by 15%. Various currency strengths relative to the U.S. dollar decreased U.S. dollar-reported trading loss by U.S.\$22 million, or 3%. Our associate and joint venture investments contributed U.S.\$269 million to Ecommerce trading losses in FY 2019, compared to U.S.\$280 million in FY 2018. The contribution remained flat as the positive impacts of the disposals of Souq in the prior year and Flipkart during the year, as well as reduced trading losses from MakeMyTrip, were offset by the increased trading losses from Delivery Hero and Swiggy in Food Delivery.

The decrease in the trading loss during the period was primarily driven by improved profitability in Classifieds and the reduction of trading losses in the Etail, and Payments and Fintech businesses. This was partially offset by us investing more in the Food Delivery business to grow its online food delivery capabilities.

The trading loss in the Classifieds business decreased by U.S.\$114 million, or 95%, from U.S.\$120 million in FY 2018 to U.S.\$6 million in FY 2019. In local currency, excluding acquisitions and disposals, trading loss decreased by 107%. Excluding investments to scale letgo, the Classifieds business continued to post trading profits, notably Avito,

whose trading profit increased by 35% in local currency, excluding acquisitions and disposals. letgo reduced its trading losses by 35% in local currency, excluding acquisitions and disposals during the period.

The trading loss in the Payments and Fintech business decreased by U.S.\$21 million, or 33%, from U.S.\$64 million in FY 2018 to U.S.\$43 million in FY 2019. In local currency, excluding acquisitions and disposals, trading losses decreased by 67%. The Payments and Fintech business became profitable during the year achieving profitability in each of its core markets, including India. The Payments and Fintech businesses across Europe, the Middle East and Africa as well as Latin America were merged during the year, which resulted in significant cost savings.

The trading loss in the Food Delivery business increased by U.S.\$141 million, or 470%, from U.S.\$30 million in FY 2018 to U.S.\$171 million in FY 2019. In local currency, excluding acquisitions and disposals, trading losses increased by 323%. Trading losses increased in FY 2019 due to us investing further to grow our food delivery businesses.

The trading loss in the Etail business decreased by U.S.\$122 million, or 55%, from U.S.\$223 million in FY 2018 to U.S.\$101 million in FY 2019. In local currency, excluding acquisitions and disposals, trading losses decreased by 13%. We disposed of our interest in equity-accounted online retailer Flipkart during FY 2019 and, accordingly, our FY 2019 only included seven months of Flipkart's results for segmental reporting purposes, reflecting our share of Flipkart's earnings during the period to the date of disposal. Similarly, the disposal of Souq during FY 2018 contributed to the decreased trading losses in FY 2019. eMAG's profitability grew by 46% during the year as a result of higher gross profit margins.

The trading loss in the Travel business decreased by U.S.\$24 million, or 39%, from U.S.\$61 million in FY 2018 to U.S.\$37 million in FY 2019. In local currency, excluding acquisitions and disposals, trading losses decreased by 46%. This decrease was primarily due to improved performance by MakeMyTrip.

The other Ecommerce businesses primarily comprised the Movile mobile content business, the investments in the Naspers Ventures associates and the Buscapé online-comparison shopping business. The trading loss in the other Ecommerce businesses increased by U.S.\$40 million, or 26%, from U.S.\$154 million in FY 2018 to U.S.\$194 million in FY 2019. In local currency, excluding acquisitions and disposals, trading losses increased by 23%. Movile's mobile content business's trading losses increased by 21%, in local currency excluding acquisitions and disposals. The Naspers Ventures associates business's trading losses increased by 56% in local currency, excluding acquisitions and disposals, which was primarily due to increased investments in equity-accounted entities which contributed additional losses in FY 2019. Buscapé recorded trading losses in FY 2019 slightly below those recorded in FY 2018.

For further information and a reconciliation of trading profit to the nearest IFRS measure, see "*Presentation of Financial and Other Information—Non-IFRS Financial Measures and APMs*", "*Selected Financial and Other Information—Non-IFRS Financial Measures and APMs*" and "*Selected Financial and Other Information—Summary Segmental Data*" in the Base Prospectus.

Social and Internet Platforms segmental trading profit

Trading profit in the Social and Internet Platforms segment increased by U.S.\$226 million, or 6%, from U.S.\$3,726 million in FY 2018 to U.S.\$3,952 million in FY 2019. In local currency, excluding acquisitions and disposals, trading profit grew by 15% during the period.

Tencent's revenue growth resulted in our share of its trading profit growing by 7% from U.S.\$3,675 million in FY 2018 to U.S.\$3,929 million in FY 2019. In local currency, excluding acquisitions and disposals, our share in Tencent's trading profit grew by 16% during the period. For the year ended December 31, 2018, Tencent non-GAAP profit attributable to shareholders (Tencent's measure of normalized performance) reached RMB77 billion, an increase of 19% compared to the previous year. As a result of its increased revenue, Tencent incurred increased selling and marketing expenses, which increased by 37% compared to the previous year, relating to services and products such as digital content services, Fintech services and smartphone games. In addition, Tencent increased its expenditure on research and development as well as staff costs as a result of its expanded business volume.

Despite Mail.ru's revenue growth during the year, our share of its trading profit declined by 55% from U.S.\$51 million in FY 2018 to U.S.\$23 million in FY 2019. In local currency, excluding acquisitions and disposals, our share of Mail.ru's trading profit declined by 49% during the period. This decline is largely as a result of additional costs primarily related to marketing expenses as well as increased agent and partner fees

Finance Income/(Costs), Net

Net finance income increased by U.S.\$670 million from a cost of U.S.\$491 million in FY 2018 to an income of U.S.\$179 million in FY 2019. Net interest income increased by U.S.\$226 million from net interest costs of U.S.\$161 million in FY 2018 to net interest income of U.S.\$65 million in FY 2019. Interest expense increased by U.S.\$5 million, or 3%, from U.S.\$195 million in FY 2018 to U.S.\$200 million in FY 2019. Interest income increased by U.S.\$231 million, or 679%, from U.S.\$34 million in FY 2018 to U.S.\$265 million in FY 2019.

Interest expense relates primarily to interest on the publicly traded bonds. Interest income includes interest earned on bank accounts and short-term investments. The increase during the period relates to interest income for the full twelve months on the cash proceeds from our disposal of a 6% interest in Tencent in March 2018, as well as the cash proceeds received in FY 2019 on the disposal of our equity-accounted investment in Flipkart.

Other finance income increased by U.S.\$444 million from a cost of U.S.\$330 million in FY 2018 to an income of U.S.\$114 million in FY 2019. The increase primarily relates to the remeasurement of written put option liabilities, which were a remeasurement loss of U.S.\$252 million in FY 2018 compared to a remeasurement gain of U.S.\$53 million in FY 2019, as well as positive foreign exchange translation impacts primarily related to the fair-value measurement of forward exchange contracts and the cross-currency interest rate swap as well as on the translation of assets and liabilities.

Share of Equity-Accounted Results

Our equity-accounted results in equity-accounted companies increased by U.S.\$116 million, or 4%, from U.S.\$3,292 million in FY 2018 to U.S.\$3,408 million in FY 2019. This growth was partly driven by Delivery Hero and MakeMyTrip, both of which reported improved profitability during the year, resulting in decreased losses being accounted for, as well as Silver Brazil reporting increased profits. The disposal of Flipkart in August 2018 further supported the growth as losses were recognized for only part of the fiscal year. This growth was partly offset by increased losses from Mail.ru as well as additional losses arising from investments made during the year.

Our equity-accounted results in Tencent increased by U.S.\$80 million, or 2%, from U.S.\$3,616 million in FY 2018 to U.S.\$3,696 million in FY 2019. This increase was primarily due to Tencent's revenue growth from value-added services, online games and social networks, partially offset by impairments of certain associates and joint ventures recognized by Tencent during the year ended December 31, 2018 of which our share amounted to U.S.\$799 million for FY 2019. Online advertising revenues as well as payment and cloud-services revenues further contributed to the growth, which was partially offset by additional content and channel costs being incurred as well as increased costs for fintech services. Additionally, the weakening of the average Chinese Yuan Renminbi exchange rate against the U.S. dollar during FY 2019 by 2% contributed negatively to the growth in our share of equity-accounted results from Tencent.

Our equity-accounted results in Mail.ru decreased by U.S.\$44 million from U.S.\$9 million profit in FY 2018 to U.S.\$35 million loss in FY 2019. This decrease was primarily as a result of Mail.ru's increased costs from agent and partner fees as well as marketing expenses, partially offset by increased revenues as a result of growth in its online gaming offering and mobile advertising in social networks.

Impairment of Equity-Accounted Investments

We had impairments of equity-accounted investments in FY 2019 of U.S.\$88 million, compared to U.S.\$46 million in FY 2018. The impairment of equity-accounted investments in FY 2019 primarily related to the investment in Kreditech focused on providing consumer lending and financial services in the Payments and Fintech business. The investment was impaired based on the performance and the opportunity to leverage the investment in some core markets falling below management's expectations. In addition, other smaller Ventures investments were fully impaired based on their performance.

Dilution Gains/(Losses) on Equity-Accounted Investments

Dilution losses of U.S.\$182 million were recorded during FY 2019 compared to dilution gains of U.S.\$9,224 million in FY 2018. The dilution losses in FY 2019 comprised dilutions related to Tencent (U.S.\$136 million), Mail.ru (U.S.\$18 million), MakeMyTrip (U.S.\$10 million) and Delivery Hero (U.S.\$18 million) which arose from shares issued by share incentive schemes of equity-accounted investments to their employees which resulted in the dilution of our interest in these equity-accounted investments.

Net gains on Acquisitions and Disposals

Gains on acquisitions and disposals of U.S.\$1,610 million were recognized in FY 2019, compared to U.S.\$30 million in FY 2018. In FY 2019, a profit on the sale of investments of U.S.\$1,618 million was recognized. This related primarily to the disposal of our equity-accounted investments in Flipkart (U.S.\$1,584 million) and Coins.ph (U.S.\$5 million), as well as gains on the disposal of the online travel business in India, Travel Boutique Online, (U.S.\$6 million), Uaprom, an Etail business in the Ukraine (U.S.\$20 million) and U.S.\$3 million in respect of other smaller investments.

Acquisition and disposal-related costs increased from U.S.\$13 million in FY 2018 to U.S.\$18 million in FY 2019. See note 2 of the Annual Combined Carve-out Financial Statements in the Base Prospectus for more information.

Taxation

Taxes increased by U.S.\$219 million from U.S.\$39 million in FY 2018 to U.S.\$258 million in FY 2019. Current tax expense increased by U.S.\$197 million, primarily due to the improved profitability of certain of the businesses, in particular Avito, as well as certain of the Payments and Fintech businesses. In addition, the current tax expense includes applicable withholding taxes related to the disposal of Flipkart. In addition, deferred tax income decreased by U.S.\$22 million compared to FY 2018. This decrease primarily relates to Avito as well as OLX's U.S. Classifieds business.

Profit for the year

As a result of the foregoing factors, net profit decreased by U.S.\$7,104 million, or 63%, from U.S.\$11,355 million during FY 2018 to U.S.\$4,251 million in FY 2019.

Core Headline Earnings

Core headline earnings increased by U.S.\$570 million, or 23%, from U.S.\$2,524 million during FY 2018 to U.S.\$3,094 million in FY 2019, primarily due to increased profitability of many of the Ecommerce businesses as well as the contribution of Tencent. For further information and a reconciliation of core headline earnings, see "*Presentation of Financial and Other Information—Non-IFRS Financial Measures and APMs*" and "*Selected Financial and Other Information—Non-IFRS Financial Measures and APMs*" in the Base Prospectus.

Non-Controlling Interests

Net losses attributable to non-controlling interests decreased by U.S.\$75 million from a loss of U.S.\$130 million in FY 2018 to a loss of U.S.\$55 million in FY 2019. Losses attributable to non-controlling interests primarily relate to Movable (U.S.\$50 million), Silver Indonesia (U.S.\$10 million), B2C (U.S.\$9 million), eMAG (U.S.\$9 million), letgo (U.S.\$1 million) and various other investments, which were partially offset by profits attributable to non-controlling interests in Avito (U.S.\$25 million).

Liquidity and Capital Resources

Our business and growth strategy has in the past required substantial liquidity to fund some of our acquisitions, our expansion of services, capital expenditures and working capital requirements in all of our businesses. Our working capital requirements are generally moderate and mainly driven by payables and receivables. Some of our Ecommerce businesses may also require additional working capital as their business models require investments in inventory. Our principal sources of liquidity have been the cash flows from our operating activities, dividends from our equity investments, disposals of certain equity holdings and borrowings under our credit facilities. Dividends from our equity investments amounted to U.S.\$377 million in the year ended March 31, 2020, compared to U.S.\$342 million in the year ended March 31, 2019 (on a combined basis: U.S.\$343 million in FY 2019 and U.S.\$248 million in FY 2018). Our liquidity requirements arise primarily to meet our debt service obligations and to fund capital expenditures, the growth of our existing Ecommerce businesses and any potential new acquisitions.

We rely upon distributions from our subsidiaries, associated companies, joint ventures and other investments to generate the funds necessary to meet our obligations and other cash flow requirements. Our ability to utilize the cash flows from some of our subsidiaries, joint ventures and associated companies is subject, in some countries, to foreign investment and exchange control laws and also the availability of sufficient liquidity of foreign exchange.

Historically, our operations have been funded in various ways. Our Ecommerce businesses are primarily funded out of cash flow generated from the equity investee dividends, proceeds from investment disposals and drawings on our banking facilities. Acquisitions for our Ecommerce business have largely been funded from proceeds from investment disposals and drawings on our banking facilities. We expect certain of our businesses, in particular our Etail, online Classifieds, Payments and Fintech, and Food Delivery and related Ecommerce businesses to require further funding in the foreseeable future.

As of March 31, 2020, we had cash and cash equivalents of U.S.\$8,022 million (including short-term investments of U.S.\$3,873 million) and undrawn available credit facilities of U.S.\$2,570 million. Our ownership stakes in Tencent, Mail.ru, Delivery Hero and Trip.com, all publicly listed companies with a liquid secondary market free float, provide it with further financial flexibility. A sale of a portion of our holdings would be sufficient to cover our debt obligations. In March 2018, we disposed of approximately 6% of our interest in Tencent (2% of Tencent’s share capital) by way of an accelerated offering by private placement for a cash consideration of U.S.\$9.76 billion. Following our sale of a portion of our interest in Tencent, we announced on March 22, 2018 that we will not sell further Tencent shares for at least three years from such date.

As of March 31, 2020, we had total debt, including bank overdrafts, of U.S.\$3,807 million, and the aggregate market value of our interests in Tencent, Mail.ru, Delivery Hero and Trip.com was U.S.\$150,072 million (based on exchange rates of U.S.\$1 to HK\$7.7512 and €0.9065 as at March 31, 2020), representing a gross debt to value of marketable securities ratio of 2.5%.

Cash Flows

The following table summarizes our cash flows for the periods indicated. For a more complete summary of statement of cash flows, see “Selected Financial and Other Information—Summary of Statement of Cash Flows” in the Base Prospectus.

	Consolidated Fiscal Year		Combined Fiscal Year	
	2020	2019	2019	2018
	<i>(U.S. \$ in millions)</i>			
Net cash utilized in operating activities	(209)	(145)	(23)	(279)
Net cash generated from/(utilized in) investing activities.....	2,270	(6,653)	(6,481)	7,846
Net cash generated from/(utilized in) financing activities	17	(1,955)	(2,124)	(31)
Net movement in cash and cash equivalents	2,078	(8,753)	(8,628)	7,536
Foreign exchange translation adjustments on cash and cash equivalents	(37)	(80)	(57)	63
Cash and cash equivalents at the beginning of the year.....	2,127	10,961	10,808	3,209
Cash and cash equivalents classified as held for sale.....	(19)	(1)	—	—
Cash and cash equivalents at the end of the year	4,149	2,127	2,123	10,808

Net cash generated from/(utilized in) operating activities

In the year ended March 31, 2020, net cash utilized in operating activities (including those from discontinued operations) increased by U.S.\$64 million from U.S.\$145 million in the year ended March 31, 2019 to U.S.\$209 million, primarily as a result increased cash outflows from operations as a result of increased investment in the Food Delivery business as well as higher interest costs and taxation paid. These outflows were partially offset by increased dividends of U.S.\$382 million received from investments and equity investments, notably Tencent, and increased interest income from higher cash balances and investments held for the full period.

In FY 2019, on a combined basis, net cash utilized in operating activities decreased by U.S.\$256 million from U.S.\$279 million in FY 2018 to U.S.\$23 million in FY 2019, primarily due to increased dividends received from equity investments, notably Tencent, as well as increased interest income from higher cash balances and investments held for the full year. This was partially offset by higher interest costs paid on long-term liabilities, including the 2020 Notes, the

2025 Notes and the 2027 Notes, and higher taxation paid. Cash outflow from operations improved as a result of improved profitability.

Free cash flow increased from an outflow of U.S.\$258 million in the year ended March 31, 2019 to an outflow of U.S.\$338 million in the year ended March 31, 2020. The increased investment in the Food Delivery business as well as negative working capital effects related primarily to merchant cash timing differences, primarily in the Payments and Fintech and Food Delivery businesses as well as transaction costs incurred in respect of our listing negatively impacted our free cash flow. Further, increased cash-settled share-based payments expenses was partially offset by increased dividend income of U.S.\$377 million from Tencent.

Free cash outflow, on a combined basis, improved from U.S.\$202 million in FY 2018 to U.S.\$120 million in FY 2019 as a result of improved profitability contributions from the Ecommerce businesses and higher Tencent dividends, partially offset by adverse working capital movements, increased capital expenditures and increased taxation paid. Working capital movements resulted in a net outflow of U.S.\$76 million in FY 2019 compared to a net outflow of U.S.\$7 million in FY 2018. The movement primarily related to reduced accounts payable and accruals and increased accounts receivables.

Net cash generated from/(utilized in) investing activities

In the year ended March 31, 2020, net cash from investing activities increased by U.S.\$8,923 million from cash utilized of U.S.\$6,653 million in the year ended March 31, 2019 to cash generated of U.S.\$2,270 million in the year ended March 31, 2020. This is primarily due to a net inflow of U.S.\$3,144 million related to short-term cash investments with maturities of more than three months, compared to a net outflow of U.S.\$6,967 million in the prior period, when these short-term cash investments were first made. In addition, acquisitions of subsidiaries and businesses, associates and additional investments in existing associates and joint ventures resulted in an additional cash outflow (net of cash acquired) of U.S.\$865 million. These related mainly to Frontier Car Group (U.S.\$196 million), Swiggy (U.S.\$100 million), PaySense (U.S.\$65 million), izico (U.S.\$106 million), Wibmo (U.S.\$61 million), Meesho (U.S.\$80 million), and various other smaller investments under U.S.\$50 million individually. In the year ended March 31, 2020, we received proceeds (net of cash disposed) on the disposal of subsidiaries and businesses, associates and joint ventures of U.S.\$22 million, primarily related to BuscaPé and various other smaller investments.

In FY 2019, on a combined basis, net cash from investing activities decreased by U.S.\$14,327 million from cash generated of U.S.\$7,846 million in FY 2018 to cash utilized of U.S.\$6,481 million in FY 2019. This is primarily due to the acquisition of short-term investments in FY 2019 of U.S.\$6,967 million which represents short-term cash investments with maturities of more than six months from the date of acquisition. In FY 2018, cash investments were included in cash and cash equivalents as they had maturities of less than six months from the acquisition date. In addition, acquisitions of subsidiaries and businesses, associates and additional investments in existing associates and joint ventures resulted in an additional cash outflow (net of cash acquired) of U.S.\$1,397 million. These related mainly to Swiggy (U.S.\$716 million), BYJU's (U.S.\$383 million), Frontier Car Group (U.S.\$89 million), Zooz (U.S.\$57 million), Honor (U.S.\$35 million) and various other smaller investments. In FY 2019, we received proceeds (net of cash disposed) on the disposal of subsidiaries and businesses, associates and joint ventures of U.S.\$1,985 million, primarily related to Flipkart (U.S.\$1,921 million), the release of the Souq escrow amount (U.S.\$34 million) and various other smaller investments. In FY 2018, investing activities included proceeds on the disposal of approximately 6% of our equity investment in Tencent (U.S.\$9.8 billion).

For an overview of the various significant acquisitions and disposals in FY 2018 and FY 2019 (on a combined basis) and years ended March 31, 2020 and March 31, 2019, see note 2 of the Annual Combined Carve-out Financial Statements and note 3 of the Annual Consolidated Financial Statements.

Net cash utilized in financing activities

In the year ended March 31, 2020, net cash from financing activities increased by U.S.\$1,972 million from cash utilized of U.S.\$1,955 million in the year ended March 31, 2019 to cash generated of U.S.\$17 million in the year ended March 31, 2020. In the year ended March 31, 2020, we recorded an outflow of U.S.\$64 million, compared to an outflow of U.S.\$1,607 million in the prior period, related to additional investments in existing subsidiaries where the non-controlling interest was acquired, notably Avito. Further, an inflow of U.S.\$127 million was recorded for March 31, 2020, related to transactions with non-controlling shareholders, compared to an inflow of U.S.\$56 million the prior period, as well as dividends of U.S.\$215 million being paid by the company and U.S.\$1 million being paid by subsidiaries during the year ended March 31, 2020 compared to an outflow of U.S.\$16 million paid by subsidiaries in the prior period. These

positive cash flow movements were partially offset by net repayments of related party funding which decreased by U.S.\$322 million for the period, as the past funding to MultiChoice Africa stopped upon its disposal in September 2018.

In FY 2019, on a combined basis, net cash utilized in financing activities increased by U.S.\$2,093 million from U.S.\$31 million in FY 2018 to U.S.\$2,124 million in FY 2019, primarily due to an outflow of U.S.\$1,603 million in FY 2019 related to additional investments in existing subsidiaries where the non-controlling interest was acquired, notably in Avito, letgo USA and Dubizzle. This was partially offset by an inflow related to transactions with non-controlling shareholders of U.S.\$58 million compared to an outflow of U.S.\$43 million in FY 2018. In addition, related party funding net repayments increased by U.S.\$402 million.

At the end of FY 2019 and FY 2020, we had cash and cash equivalents of U.S.\$2,135 million and U.S.\$4,181 million, respectively. Cash and cash equivalents excluded short-term investments of U.S.\$7,037 million and U.S.\$3,873 million for FY 2019 and FY 2020, respectively. We had available unused overdraft borrowing and credit facilities of U.S.\$2,570 million as at the end of FY 2020.

Capital Resources

On April 10, 2018, we entered into a five-year Revolving Credit Facility, for our general corporate purposes, with a group of lenders which provides, among other things, for up to U.S.\$2.5 billion of borrowing availability in U.S. dollars, or the U.S. dollar equivalent of any other currency which is readily available and freely convertible into U.S. dollars and has been approved by the lenders. The Issuer is the borrower under the Revolving Credit Facility and Naspers is the guarantor. It is governed by English law and matures on April 13, 2023. In April 2020, we exercised the second and final extension option under the Revolving Credit Facility, requesting individual lenders to extend their commitments under the facility to April 14, 2025. All of the lenders under the facility agreed to extend the maturity date of their portion of the Revolving Credit Facility to April 14, 2025. The Revolving Credit Facility bears interest at EURIBOR for borrowings in Euro, or, in every other case, LIBOR, plus a margin of 1.25% per annum, plus a utilization margin ranging from 0.125% to 0.5%, depending on the percentage drawn against the facility, and certain mandatory costs, if any, and a commitment margin of 35% of the applicable margin per annum on the lenders' undrawn commitments. The Revolving Credit Facility is subject to certain undertakings concerning debt and interest cover and contains customary affirmative and negative covenants. See "*Material Agreements—The Revolving Credit Facility*" in the Base Prospectus.

We utilized overdrafts and call loans of U.S.\$32 million and had undrawn banking facilities, principally the Revolving Credit Facility, of U.S.\$2,570 million as at March 31, 2020. Facilities that are on call represented U.S.\$29 million, facilities that will expire within one year represented U.S.\$41 million and facilities that will expire after more than one year represented U.S.\$2,500 million. We regularly discuss changes to the terms of our existing facilities and future funding requirements with various financial institutions to ensure that we maintain a good debt maturity and liquidity profile.

Critical Accounting Policies

The Financial Statements include the financial position, results of operations and cash flows of us and our subsidiaries. These financial statements are prepared in conformity with IFRS, which require management to make estimates that affect the reported amounts of assets and liabilities and the reported amounts of income and expenses. We evaluate our estimates, including those related to tangible and intangible assets, financial instruments, inventories, provisions, equity-compensation benefits and income taxes, on an ongoing basis. We base our estimates on historical experience and on various other assumptions that management believes to be reasonable under the circumstances. These estimates form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe that the following accounting policies used in preparation of our financial statements prepared in accordance with IFRS are our critical accounting policies as they require management to make estimates that affect the reported amounts of assets and liabilities, and the reported amounts of income and expenses. All of these critical accounting policies have been discussed with the audit committee.

Business Acquisitions

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 us and the fair value of any contingent consideration arrangements. 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 contingent consideration are recognized in the income statement. For each business combination, we measure 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, our previously held equity interest in the acquiree is remeasured to fair value as at the acquisition date through the income statement. The fair value of our 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 our employment subsequent to a business combination, any retention option arrangements are recognized as employee benefit arrangements and dealt with in terms of the accounting policy for employee or equity-compensation benefits.

The fair value of the underlying net assets acquired in a business acquisition is determined using internal or external valuations. We use a number of valuation methods to determine the fair value of assets and liabilities acquired, including discounted cash flows, external market values and others and believe that it uses the most appropriate measure or combination of measures to value each asset or liability. In addition, we believe that we use the most appropriate valuation assumptions underlying each of these valuation methods based on the current information available including discount rates, market risk rates, entity risk rates, cash flow assumptions and others.

The accounting policy for valuations in business combinations is considered critical because the judgments made in determining the estimated fair value and expected useful lives assigned to each class of assets and liabilities acquired can impact the value of the asset or liability, including goodwill and deferred taxes, the respective amortization periods and ultimately net profit. Therefore, the use of other valuation methods, as well as other assumptions underlying such other valuation methods, could impact the determination of the financial position and results of operations.

Impairments of Assets

Goodwill

Goodwill is tested annually for impairment and allocated to cash-generating units for the purpose of impairment testing. We have allocated goodwill to various cash-generating units. The goodwill impairment test is performed by comparing the carrying value of the cash-generating unit with its recoverable amount. The recoverable amounts of these cash-generating units have been determined as the higher of its value in use and its fair value less costs of disposal basis.

The Group has allocated goodwill to various cash-generating units. The recoverable amounts of these cash-generating units have been determined based on value in use calculations. Value in use is based on discounted cash flow calculations. We base cash flow calculations on up to 10-year budgeted and forecast information approved by senior management and/or the various boards of directors of our subsidiaries. Long-term average growth rates for the respective countries in which the entities operate or, where more appropriate, the growth rate of the cash-generating units, are used to extrapolate cash flows into the future. The discount rates used reflect specific risks relating to the relevant cash-generating units and the countries in which they operate while maximizing the use of market observable data. Other assumptions included in cash flow projections vary widely between cash-generating units due to our diverse range of business models and are closely linked to entity-specific key performance indicators.

At March 31, 2020, we adjusted cash flow projections and budgets to include the effects of the COVID-19 pandemic. This adjustment took into account the impact of the pandemic on revenue and margins as well as the periods of interruptions to business operations as a result of lock-down trading restrictions. COVID-19 has had a broad impact on the Group, with the restrictions impacting some businesses negatively where they are unable to operate and on the other hand, having a positive impact on some of the Group's other major business operations where online services and sale of goods is the primary solution for social distancing measures imposed. The impairment loss recognized as at March 31, 2020 takes into account the impact of the pandemic on the group and its cash-generating units which is the management's estimate amid the uncertain economic environment. As circumstances change and/or information becomes available, the Group may be required to recognize impairments in future periods.

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 revenue generative/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 cash generating unit's ability to capture the required market share and the additional investment required in order for it to reach the appropriate scale.

For certain cash generating units risk adjustments are made to discount rates used when calculating the value in use. Where the group has committed to the sale of a cash generating unit or has determined that an impairment loss should be recognized on a cash generating unit based on its value in use, the group also calculates that cash generating unit'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 local 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/forecast period (the terminal growth rate), 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.

In the year ended March 31, 2020, we recognized impairment losses on goodwill of U.S.\$10 million. The impairment losses related primarily to the Classifieds business in smaller markets, where results of operations were adversely affected by the COVID-19 pandemic and as such they lagged behind management's expectations. In the year ended March 31, 2019, we recognized impairment losses on goodwill of U.S.\$6 million during FY 2019. The impairment losses related primarily to an Etail business in Eastern Europe and Mobile Internet Movel S.A.'s LBS business in Brazil, where results of operations lagged behind management's expectations.

We recognized impairment losses on goodwill of U.S.\$6 million, on a combined basis, during FY 2019. The impairment losses related primarily to an Etail business in Eastern Europe and Mobile Internet Movel S.A.'s LBS business in Brazil, where results of operations lagged behind management's expectations.

We did not recognize any impairment losses on goodwill during FY 2018, on a combined basis.

Intangible assets

We amortize intangible assets with finite useful lives on a straight-line basis so as to write off the cost of the assets over their expected useful lives. We also evaluate the carrying value of our intangible assets whenever indicators of impairment exist.

We believe that the accounting estimate relating to intangible asset impairment is critical because it is highly susceptible to change from period to period. Management makes assumptions about future sales volumes and the cost of providing services over the life of the asset as well as discount rates for Ecommerce-based businesses in the relevant market. Recognizing an impairment loss could have a material impact on the value of intangible assets reported in our statement of financial position and the results of operations. Management's assumptions about future sales volumes, prices and discount rates involve significant judgment as some of our businesses are in the development phase and consequently actual sales prices and volumes have fluctuated in the past and are expected to continue to do so in the future.

In the year ended March 30, 2020 we did not recognize any impairment losses on other intangible assets. In the year ended March 31, 2019, we recognized an impairment loss of U.S.\$1 million on other intangible assets related mainly to intellectual property rights which are no longer used.

In FY 2019, on a combined basis, we recognized impairment losses on other intangible assets of U.S.\$1 million. The impairment losses related mainly to intellectual property rights which are no longer used.

In FY 2018, on a combined basis, we recognized impairment losses on other intangible assets of U.S.\$4 million. The impairment losses related mainly to a patent for a Russian Classifieds business that is no longer used.

Investments in Associated Companies and Joint Ventures

Investments in associated companies and joint ventures are accounted for under the equity method. Associated companies are those companies in which we exercise significant influence, but which we do not control or jointly control. Joint ventures are arrangements in which we contractually share control over an activity and in which the parties have rights to the net assets of the arrangement. We evaluate the carrying value of our investments in associated companies and joint ventures for impairment whenever indicators of impairment exist. The recoverable amount of our investments in associated companies and joint ventures is the higher of the investment's fair value less costs of disposal and its value in use. For our investments in listed associated companies, the fair value less costs of disposal generally represents the market price of the shares multiplied by the number of shares held by us. Value in use (and the fair value less costs of disposal of unlisted investments) is determined based on assumptions made by management about expected cash flows, growth rates and discount rates. Recognizing an impairment loss could have a material impact on the value of our investments in associated companies and joint ventures as reported in our statement of financial position and the results of operations.

In the year ended March 31, 2020 and the year ended March 31, 2019, we recognized impairment losses of U.S.\$21 million and U.S.\$88 million respectively. In FY 2020, these related to investments in the Ventures business focusing on medical research, ride sharing and offline experiences. The investments were impaired due to the companies making insufficient progress in refining and improving their intellectual property which formed the core value of the company and it not being able to attract customers.

In FY 2019, on a combined basis, we recognized impairment losses of U.S.\$88 million related to the investment focused on providing consumer lending and financial services in the Payments and Fintech business. The investment was impaired based on the performance and the opportunity to leverage the investment in some core markets falling below management's expectations. In addition, other smaller Ventures investments were fully impaired based on their performance.

In FY 2018, on a combined basis, we recognized impairment losses of U.S.\$46 million related primarily to investments in Ekhanai, our Classifieds business in Bangladesh, where together with the other shareholder, we shut down the online platform, Kaidee, a Classifieds business in Thailand, where the investment was impaired to its fair value pursuant to the disposal of the business, and FarmLogs, where the performance of this investment fell behind management's expectations.

Disposals of Associated Companies, Joint Ventures and Subsidiaries

When we cease to have control (subsidiaries), exercise significant influence (associates) or exert joint control (joint ventures), any retained interest in the entity is remeasured to its fair value, with the change in the carrying amount recognized in profit or loss.

In other instances, deemed disposal gains or losses may arise when we contribute controlled businesses to entities over which we have significant influence or over which we exert joint control due to our contribution being remeasured to its fair value (either partially or in full).

This fair value is the initial carrying amount for purposes of subsequent accounting for the retained interest as an associated company, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if we had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss.

The fair value of the retained interest is determined using internal or external valuations. We use a number of valuation methods to determine the fair value of the retained interest, including discounted cash flows, external market values and others and we believe that it uses the most appropriate measure or combination of measures to value each asset or liability. In addition, we believe that it uses the most appropriate valuation assumptions underlying each of these valuation methods based on the current information available including discount rates, market risk rates, entity risk rates, cash flow assumptions and others.

The accounting policy for valuing entities disposed of is considered critical because the judgments made in determining the estimated fair value, and accordingly the use of alternative valuation methods and related underlying assumptions, can impact the value of the retained interest in the statement of financial position and results from operations.

Recurring Fair-Value Measurements

Derivative financial instruments are recorded in the statement of financial position at fair value at each reporting date. The fair values of forward exchange contracts, interest rate swaps and other derivative financial instruments are calculated using inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. The fair values of our derivative financial instruments are estimated using discounted cash flow techniques that include unobservable inputs.

Significant judgment is required when calculating the fair value of our derivative financial instruments and these judgments, and accordingly the use of alternative valuation methods and related underlying assumptions, can impact the value of the derivative instruments in the statement of financial position and the results of operations.

Written Put Option Liabilities

Written put option liabilities represent contracts that impose, or may potentially impose, an obligation on us to purchase our own equity instruments (including the shares of a subsidiary) for cash or another financial asset. We account for all written put options as liabilities equal to the present value of the expected redemption amount payable in the statement of financial position. This applies regardless of whether we have the discretion to settle in our own equity instruments.

Significant judgment is required when calculating the fair value of our written put option liabilities and these judgments, and accordingly the use of alternative valuation methods and related underlying assumptions, can impact the value of the written put option liabilities in the statement of financial position and the results of operations.

Provisions Relating to Legal Matters

We are involved in legal disputes that arise in the normal course of our business. The outcome of these legal disputes can have a material impact on our statement of financial position as well as on the results of operations. Management monitors and estimates the potential outcome of legal claims based on objective evidence and consultation with internal and external legal advisers until such time that the matters have been resolved. Due to the uncertain nature of these matters, changes in estimates on account of additional information becoming available to us could result in material changes to the financial statements in subsequent periods. As of March 31, 2020, we have provided U.S.\$5 million (FY 2019: U.S.\$10 million) (on a combined basis as of March 31, 2019: U.S.\$10 million and as of March 31, 2018: U.S.\$8 million) for pending litigation matters.

Current and Deferred Income Taxes

We record the estimated future tax effect resulting from the reversal of temporary differences between the tax bases of our assets and liabilities and the amounts reported in our statement of financial position for such assets and liabilities, as well as the future tax effect of operating losses and tax credit carry-forwards. We follow specific and restrictive guidelines regarding the recoverability of any tax assets recorded in the statement of financial position. We continuously assess the probability that there will be adequate future taxable income generated to utilize the benefits relating to deferred tax assets recognized in the statement of financial position. When circumstances change, or if the expected level of future taxable income is not generated, we reassess the recoverability of deferred tax assets and such reassessment could lead to a reversal of previously recognized deferred tax assets.

Deferred tax assets are recognized only to the extent that it is probable that taxable profit will be available against which the related deductible temporary differences can be realized. We consider future taxable income, ongoing prudent and feasible tax strategies and the timing of the reversals of temporary differences in determining the deferred tax assets that should be recognized. If we determine that in future we will be able to realize deferred tax assets in excess of the amount of deferred tax assets stated in our statement of financial position, the resulting adjustment to deferred tax assets increases the result of operations in the period that such determination is made.

We consider this to be a critical accounting policy as there could be a material adjustment to the deferred tax asset stated in our statement of financial position as well as a material impact on the results of operations if future taxable profits do not materialize in line with expectations.

Equity-compensation Benefits

We grant share appreciation rights (SARs), share options (SOs), restricted stock units (RSUs) and performance stock units (PSUs), to our employees under a number of equity-compensation plans. We recognize an employee benefit expense in the income statement, representing the fair value of SARs/SOs/RSUs/PSUs granted to our employees. A corresponding credit to equity is recognized for equity-settled plans, whereas a corresponding credit to liabilities is recognized for cash-settled plans. The fair value of the SARs/SOs/RSUs/PSUs at the date of grant under equity-settled plans is charged to income over the relevant vesting periods, adjusted to reflect actual and expected levels of vesting. For cash-settled plans, we remeasure the fair value of the recognized liability at each reporting date and at the date of settlement, with any changes in fair value recognized in profit or loss for the period.

We consider this to be a critical accounting policy because any material change in the assumptions used to estimate the fair value of the SARs/SOs/RSUs/PSUs issued could have a material impact on the value of the equity reserve or share-based payment liabilities stated in our statement of financial position as well as a material impact on the results of operations. We have made no significant changes in the assumptions used to estimate the fair value of SARs/SOs/RSUs/PSUs issued in recent financial periods.

Currency Policies

Our functional currencies are generally the local currencies of the countries in which we operate (the currency of the primary economic environment). Monetary assets and liabilities in currencies other than our functional currencies are translated based on the exchange rates prevailing at year-end. Any resulting exchange rate gains or losses are included in the results of operations.

Exchange rate gains and losses relating to hedging transactions are recognized in profit or loss in the same period as the exchange differences on the items covered by the hedged transactions affect profit or loss. These items have to meet specific requirements contained in IFRS to qualify for hedge accounting. Gains and losses on transactions that do not meet these hedging requirements are marked-to-market and reflected in profit or loss for each respective period.

On consolidation, assets and liabilities of subsidiaries denominated in foreign currencies are translated to U.S. dollars based on the exchange rates prevailing at fiscal year-end. Income and expense items are translated using annual weighted average rates of exchange, 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 exchange rates prevailing at the dates of the transactions. Components of equity are translated at the historic exchange rates.

Goodwill and fair-value adjustments arising on the acquisition of a foreign entity are treated as the foreign entity's assets and liabilities and are translated at the exchange rates prevailing at fiscal year-end.

We operate internationally and are exposed to foreign exchange translation risk arising from various currency exposures. Consequently, we are exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Hong Kong Dollar (and indirectly the Chinese Yuan Renminbi owing to our interest in Tencent), Euro, Brazilian Real, Russian Ruble, Indian Rupee, Polish Zloty and Romanian Lei.

We have limited transactional foreign exchange exposures as part of our normal operating activities as most of our businesses operate as local businesses with revenue and expenses denominated in local currency. Management is responsible for hedging the net position in the major foreign currencies by using forward exchange contracts. We generally seek to cover forward 100% of firm commitments in foreign currency for a minimum of one year.

While local businesses do not face material foreign exchange risk, we are reliant on cash extractions from our subsidiaries and associate investments to meet our central cash obligations, which includes interest payments on U.S. dollar- and Euro-denominated debt. In this regard we are most sensitive to a devaluation in the Chinese Yuan Renminbi (the functional Currency of Tencent's subsidiaries in the PRC) the Hong Kong Dollar (owing to our annual dividend from Tencent), Russian Ruble, Polish Zloty and Romanian Lei.

Our revenue and most of our expenses are denominated local currencies. A depreciation of the local currency against the U.S. dollar would adversely affect our reported earnings and our ability to meet our cash obligations at a central level. Many of our operations are in countries or regions where the local currency has fluctuated considerably against the U.S. dollar in recent years.

The majority of our surplus funds are retained in U.S. dollars, which is also the currency of most of our debt obligations. A portion of surplus funds are retained in other currencies to the extent of anticipated commitments in those currencies within a two-year window. Additional information is available in note 40 of the Annual Consolidated Financial Statements.

Treasury and Financial Policies

Financial risk management is carried out by our management under policies approved by the board of directors and our risk committee. Management identifies, evaluates and hedges financial risks. The various boards of directors within our subsidiaries provide written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, the use of derivative instruments and the investment of excess liquidity.

We are exposed to certain concentrations of credit risk relating to our cash, trade and other receivables, investments and loans and derivative assets. We place these instruments mainly with major banking groups and high-quality institutions that have high credit ratings. Our treasury policy is designed to limit exposure to any one institution and to invest excess cash in low-risk investment accounts. Our counterparties are evaluated on a continuous basis.

We are exposed to interest rate risk on our short-term investments and cash balances. Almost all of our outstanding debt is the form of fixed-rate bonds.

Where we have surplus funds, our treasury policy is to retain it in U.S. dollars or other currencies to the extent of anticipated commitments in those currencies within a two-year window. As of March 31, 2020, we had a net cash balance, including short-term investments, of U.S.\$8,022 million (FY 2019: U.S.\$9,164 million) (on a combined basis as at March 31, 2019: U.S.\$9,160 million and as at March 31, 2018: U.S.\$10,808 million). Of these totals, the amount of U.S.\$7,162 million (on a combined basis: FY 2019: U.S.\$8,454 million as at March 31, 2019: U.S.\$8,453 million and as at March 31, 2018: U.S.\$10,110 million) held centrally, was largely denominated in U.S. dollars and Euros.

Contractual Obligations

As of March 31, 2020, we had no significant off-balance sheet arrangements. The table below sets forth our known contractual obligations on a consolidated basis as of March 31, 2020.

	Payments Due by Period			
	<i>(U.S.\$ in millions)</i>			
	Total	Less than 1 year	1-5 years	More than 5 years
Long-term debt obligations ⁽¹⁾	3,567	21	62	3,484
Capital lease obligations ⁽²⁾	257	49	142	66
Operating lease obligations ⁽³⁾	13	1	7	5
Purchase obligations ⁽⁴⁾	102	79	23	—
Derivative financial liabilities ⁽⁵⁾	2,116	1,167	116	833
Written put obligation liabilities ⁽⁶⁾	757	597	160	—
Other long-term liabilities reflected on the consolidated balance sheet under IFRS ⁽⁷⁾	3	—	3	—
Total gross contractual obligations	6,815	1,914	513	4,388

(1) Long-term debt obligations include interest-bearing loans and notes of U.S.\$3,515 million, and non-interest-bearing loans of U.S.\$34 million. Long-term debt obligations exclude bank overdrafts and call loans of U.S.\$32 million, which are due within one year. Long-term debt obligations do not include interest payable on the related obligations.

(2) Capitalized leases include lease obligations relating to buildings, vehicles, computers, furniture and office equipment.

- (3) Operating lease obligations include future operating lease payments relating to office, manufacturing and warehouse space.
- (4) Purchase obligations include committed future expenditure under contracts entered into by us. These include contracts for various service agreements and capital expenditures. The obligations under service agreements are for the receipt of advertising, computer support services, access to networks and contractual relationships with customers, suppliers and employees.
- (5) Derivative financial liabilities represent the notional U.S. dollar amounts under the outstanding forward exchange contracts and the cross-currency interest rate swap at March 31, 2020.
- (6) Written put option liabilities represent contracts that impose, or may potentially impose, an obligation on us to purchase our own equity instruments (including the shares of a subsidiary) for cash or another financial asset. For further information, see note 22 of the Annual Consolidated Financial Statements in the Base Prospectus.
- (7) Other long-term liabilities reflected on the balance sheet include post-employment medical benefit obligations.

Capital Expenditures

The following table sets out our net capital expenditures consisting of cash flows relating to property, plant and equipment acquired and intangible assets acquired and disposed of for the periods indicated:

	Consolidated Fiscal Year		Combined Fiscal Year	
	2020	2019	2019	2018
	<i>(U.S. \$ in millions)</i>			
Net capital expenditures from continuing operations				
—Classifieds	38	23	23	17
—Payments and Fintech	4	1	1	2
—Food Delivery	14	13	13	4
—Etail	29	59	59	41
—Other Ecommerce and corporate.....	12	4	4	5
Total net capital expenditures.....	97	100	100	69
—Marketplace (discontinued operations).....	—	—	—	—
—Video entertainment (discontinued operations)	—	6	—	—
Total net capital expenditures from continuing operations ..	97	106	100	69

Contingent Liabilities

We operate a number of businesses in jurisdictions where taxes are payable on certain transactions or payments. We continue to seek relevant advice and work with our advisers to identify and quantify such tax exposures. We have a contingent asset of U.S.\$170.8 million at March 31, 2020 (FY 2019: U.S.\$177 million and FY 2018: U.S.\$nil) related to amounts receivable from tax authorities. See “*Risk Factors—Uncertainties exist with respect to the newly enacted Foreign Investment Law and its potential impact on our investment in Tencent and the viability of Tencent’s current corporate structure, corporate governance and business operations*” in the Base Prospectus for more information.

Quantitative and Qualitative Disclosures about Market Risk

Market risk represents the risk of changes in the value of financial instruments, derivative or non-derivative, caused by equity price risk, interest rate risk and foreign currency risk. The market risks that we are mainly exposed to are interest rate risk and foreign currency exchange rate risk. Following the evaluation of these exposures, we selectively enter into derivative financial instruments to manage the related risk exposures pursuant to our policies in areas such as counterparty exposure and hedging practices. These policies have been approved by our senior management and we do not hold or issue derivative financial instruments for trading or speculative purposes.

The following discussion and analysis only addresses our market risk and does not address other risks which we face in the normal course of business, including credit risk and liquidity risk. For an overview of our financial risk

management and additional information on the financial risks we face, see our Financial Statements and related notes thereto in the Base Prospectus.

Interest Rate Risk

As part of the process of managing our 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, we use derivative financial instruments, such as interest rate swap agreements, purely for hedging purposes. The fair value of these instruments can change significantly as a result of changes in interest rates.

Foreign Exchange Risk

A summary of our foreign exchange exposure is described under “—*Currency Policies*” which is presented as one of our “*Critical Accounting Policies*”. We have classified our forward exchange contracts relating to forecast transactions and firm commitments as cash flow and fair value hedges, and measure them at fair value. The transactions relate mainly to the acquisition of inventory items.

INFORMATION ABOUT PROSUS N.V.

The “*Description of Prosus N.V.*”, “*Business*” and “*Industry*” sections of the Base Prospectus are incorporated by reference into this Prospectus.

FORM OF THE NOTES

The Notes sold in reliance upon Rule 144A to persons who are both QIBs and QPs will be represented by a global note in registered form (the “**Rule 144A Global Note**”). The Notes offered and sold in reliance on Regulation S, which will be sold outside the United States, will initially be represented by a global note in registered form (a “**Regulation S Global Note**”, and together with Rule 144A Global Note, the “**Global Notes**”).

Beneficial interests in the Global Notes will trade only in book-entry form, and Global Notes will be deposited with the Common Safekeeper for Euroclear and Clearstream, Luxembourg. The Global Notes will be eligible for clearance through Euroclear and Clearstream, Luxembourg and registered in the name of the Common Safekeeper or its nominee.

The Global Notes will be subject to certain restrictions on transfer set forth therein and will bear a legend regarding such restrictions.

Payments of principal, interest and any other amount in respect of the Global Notes will be made to the holder shown on the register of noteholders of the Global Notes. None of the Issuer, any Paying Agent or the Registrar will have any responsibility or liability for any aspect of the records relating to or payments or deliveries made on account of beneficial ownership interests in the Global Notes or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests.

Payments of principal, interest or any other amount in respect of the registered Notes in definitive form will be made to the holder shown on the register of noteholders on the Regular Record Date (as defined in Condition 4(a) of the “*Terms and Conditions of the Notes*”) in the manner provided in that Condition.

Interests in a Global Note will be exchangeable (free of charge), in whole but not in part, for definitive registered Notes without interest coupons or talons attached only upon the occurrence of an Exchange Event. For these purposes, “**Exchange Event**” means that (i) an Event of Default has occurred and is continuing, or (ii) the Issuer has been notified that both Euroclear and Clearstream, Luxembourg have been closed for business for a continuous period of 14 days (other than by reason of holiday, statutory or otherwise) or have announced an intention permanently to cease business or have in fact done so and, in any such case, no successor clearing system is available. The Issuer will promptly give notice to Noteholders in accordance with Condition 17 of the “*Terms and Conditions of the Notes*” if an Exchange Event occurs. In the event of the occurrence of an Exchange Event, Euroclear and/or Clearstream, Luxembourg or any person acting on their behalf (acting on the instructions of any holder of an interest in such Global Note) may give notice to the Registrar requesting exchange. Any such exchange shall occur not later than 10 days after the date of receipt of the first relevant notice by the Registrar.

Transfer of Interests

Interests in a Global Note may, subject to compliance with all applicable restrictions, be transferred to a person who wishes to hold such interest in another Global Note. No beneficial owner of an interest in a Global Note will be able to transfer such interest, except in accordance with the applicable procedures of Euroclear and/or Clearstream, Luxembourg, to the extent applicable. **Registered Notes are also subject to the restrictions on transfer set forth therein and will bear a legend regarding such restrictions, see “*Transfer Restrictions*”.**

TERMS AND CONDITIONS OF THE NOTES

The following sets forth the terms and conditions of the Notes that will be endorsed upon each Global Note and each definitive Note, if any, issued in exchange for any Global Note of a relevant Series (as defined herein). Capitalized terms used but not defined herein shall have the meanings assigned to them in the Fiscal and Paying Agency Agreement (as defined below) unless the context otherwise requires or unless otherwise stated.

The 1.539% Senior Notes due 2028 (the “**2028 Notes**”) and the 2.031% Senior Notes due 2032 (the “**2032 Notes**”) and, together with the 2028 Notes, the “**Notes**”) will be issued pursuant to the Fiscal and Paying Agency Agreement (as defined below).

In these Terms and Conditions, the expression “**Notes**” shall mean (i) in relation to any Notes represented by a Global Note (as defined below), units of the lowest Specified Denomination (as defined below) of the relevant Notes, (ii) definitive Notes issued in exchange for a Global Note and (iii) any Global Note issued under, and with the benefit of, the Amended and Restated Fiscal and Paying Agency Agreement dated as of July 13, 2020 (as it may be further updated, supplemented and/or restated from time to time, the “**Fiscal and Paying Agency Agreement**”), among the Issuer and Citibank, N.A., London Branch, as fiscal and paying agent (the “**Fiscal and Paying Agent**”).

Subject to the restrictions on resale set forth elsewhere in the Prospectus, the Notes may be presented for registration of transfer or exchange at the office of the Fiscal and Paying Agent or the Transfer Agent, as applicable. No service charge will be made for any transfer or exchange of such Notes, but the Issuer may require payment of a sum sufficient to cover any tax or other governmental charge payable in connection therewith and evidence of the transfer’s compliance with applicable transfer restrictions, including those described elsewhere in the Prospectus. The Issuer has appointed Citibank, N.A., London Branch as its Transfer Agent and Registrar in respect of the Notes (the “**Transfer Agent**” and “**Registrar**”). As used herein, “**Calculation Agent**” means Citibank, N.A., London Branch The Fiscal and Paying Agent, any additional paying agent (each a “**Paying Agent**” and, together with the Fiscal and Paying Agent, the “**Paying Agents**”) and the Calculation Agent are referred to together as the “**Agents**.”

Copies of the Fiscal and Paying Agency Agreement (which contains the forms of the Notes), will be available for inspection, free of charge, during normal business hours, at the registered office of the Fiscal and Paying Agent being at the date hereof at Citigroup Centre, Canada Square, Canary Wharf London E14 5LB, United Kingdom and at the specified office of each of the Paying Agents. The Noteholders will be deemed to have notice of all the provisions of the Fiscal and Paying Agency Agreement, which will be binding on them. Words and expressions defined in the Fiscal and Paying Agency Agreement shall have the same meanings where used herein unless the context otherwise requires or unless otherwise stated.

1 General

As used herein, “**Series**” means each series of Notes together with the notes of any further issues expressed to be consolidated and form a single series with such Notes of an original issue and which are denominated in the same currency and the terms of which (other than the Issue Date and Issue Price) are otherwise identical (including whether or not they are listed on any stock exchange) and shall be deemed to include the Global Notes and any definitive Notes of such Series; and the expression “**Noteholders**” and related expressions shall be construed accordingly.

2 Form, Denomination, Title and Transfer

(a) Form, Denomination and Title

- (i) Notes sold to persons who are both QIBs within the meaning of Rule 144A (“**Rule 144A**”) under the Securities Act of 1933, as amended (the “**Securities Act**”) and QPs (as defined in Section 2(a)(51)(A) of the U.S. Investment Company Act of 1940, as amended (the “**Investment Company Act**”), are represented by one or more permanent global certificates in fully registered form (together, the “**Rule 144A Global Notes**”). Notes sold to persons who are both non-U.S. residents (as defined for purposes of the Investment Company Act) and non-U.S. persons in offshore transactions in reliance on Regulation S are represented by one or more permanent global certificates in fully registered form (together, the “**Regulation S Global Notes**” and, together with the Rule 144A Global Notes, the “**Global Notes**”). Beneficial interests in the Global Notes will trade only in book-entry form, and Global Notes will be registered in the name of, and deposited with the common safekeeper (the “**Common Safekeeper**”) for Euroclear Bank SA/NV (“**Euroclear**”) and Clearstream

Banking, societe anonyme (“**Clearstream, Luxembourg**” and, together with Euroclear, the “**Clearing Systems**” and each a “**Clearing System**”) or its nominee.

- (ii) Notes are denominated in Euros. Payments of the principal of and any premium or interest on the Notes will be made in Euros.
- (iii) For so long as any of the Notes are represented by a Global Note, the Notes will be intended to be eligible for clearance through Euroclear and Clearstream, Luxembourg.
- (iv) For so long as any of the Notes of a given Series are represented by a Global Note deposited with the Common Safekeeper for Euroclear and/or Clearstream, Luxembourg, and registered in the name of the Common Safekeeper or its nominee, each person (other than Euroclear or Clearstream, Luxembourg) who is for the time being shown in the records of Euroclear or of Clearstream, Luxembourg as the holder of a particular nominal amount of such Notes (in which regard any certificate or other document issued by Euroclear or Clearstream, Luxembourg as to the nominal amount of such Note standing to the account of any person shall be conclusive and binding for all purposes save in the case of a manifest error) shall be treated by the Issuer and the Agents as the holder of such nominal amount of such Notes for all purposes other than with respect to the payment of principal or interest on such nominal amount of such Notes, for which purpose the registered holder shall be treated by the Issuer and any Agent as the holder of such nominal amount of such Notes in accordance with and subject to the terms of the relevant Global Notes (and the expressions “**Noteholder**” and “**holder of Notes**” shall be construed accordingly).
- (v) The Notes are being issued in minimum denominations of €100,000 and integral multiples of €1,000 in excess thereof (the “**Specified Denominations**”).
- (vi) The Notes are not subject to any sinking fund or analogous provisions.

(b) *Transfers and Exchanges of Notes*

(i) *Transfers of Interests in Global Notes*

Transfers of beneficial interests in Global Notes will be effected by Euroclear and/or Clearstream, Luxembourg and, in turn, by other participants and, if appropriate, indirect participants in such Clearing Systems acting on behalf of beneficial transferors and transferees of such interests. A beneficial interest in a Global Note will, subject to compliance with all applicable legal and regulatory restrictions, be transferable for definitive Notes only in the Specified Denominations and only in accordance with the terms and conditions specified in the Fiscal and Paying Agency Agreement.

(ii) *Transfers of Definitive Notes*

Subject to the provisions of paragraph (v) below and to compliance with all applicable legal and regulatory restrictions, upon the terms and subject to the conditions set forth in the Fiscal and Paying Agency Agreement, including the transfer restrictions contained therein, a definitive Note may be transferred in whole or in part (in the Specified Denominations). In order to effect any such transfer, (A) the Noteholder or Noteholders must (1) surrender the Note for registration of the transfer of the Note (or the relevant part of the Note) at the specified office of the Registrar, with the form of transfer thereon duly executed by the holder or holders thereof or his, her or their attorney or attorneys duly authorized in writing and (2) complete and deposit such other certifications specified in the Fiscal and Paying Agency Agreement and as may be required by the Registrar and (B) the Registrar must, after due and careful inquiry, be satisfied with the documents of title and the identity of the person making the request. Any such transfer will be subject to such reasonable regulations as the Issuer and the Registrar may from time to time prescribe (the initial such regulations being set out in the Fiscal and Paying Agency Agreement). Subject to the provisions above, the Registrar will, within three (3) business days (being for this purpose a day on which banks are open for business in the city where the specified office of such Registrar is located) of the request (or such longer period as may be required to comply with any applicable fiscal or other laws or regulations), authenticate and deliver, or procure the authentication and delivery of, at its specified office to the transferee or (at the risk of the transferee) send by mail to such address as the transferee may request, a new definitive Note of a like aggregate nominal amount to the Note (or the relevant part of the Note) transferred. In the case of the transfer of only part of a definitive Note, a new definitive Note in respect of the balance of the Note not transferred will be so authenticated and delivered or (at the risk of the transferor) sent to the transferor.

(iii) *Registration of Transfer Upon Partial Redemption*

In the event of a partial redemption of Notes under Condition 6 (*Redemption and Purchase*), the Issuer shall not be required to register the transfer of any Note, or part of a Note, called for partial redemption.

(iv) *Costs of Registration*

Noteholders will not be required to bear the costs and expenses of effecting any registration of transfer as provided above, except for any costs or expenses of delivery other than by regular, uninsured mail and except that the Issuer may require the payment of a sum sufficient to cover any stamp duty, tax or other governmental charge that may be imposed in relation to the registration.

(v) *Exchanges and Transfers of Notes Generally*

- (a) Beneficial interests in Global Notes will not be exchangeable for definitive Notes and will not otherwise be issuable as definitive Notes unless:
 - (I) the Issuer has been notified that both Euroclear and Clearstream, Luxembourg have been closed for business for a continuous period of 14 days (other than by reason of holiday, statutory or otherwise) or have announced an intention to permanently cease business or have in fact done so and, in any such case, no successor clearing system is available;
 - (II) the Issuer is wound up and it fails to make a payment on the Notes when due;
 - (III) there has occurred and is continuing an Event of Default and Euroclear and/or Clearstream, Luxembourg or their respective nominee requests that the Global Notes be exchanged for definitive Notes; or
 - (V) at any time the Issuer determines at its option and in its sole discretion that the Global Notes should be exchanged for definitive Notes in registered form.

If any of the events described in the preceding paragraph occurs, the Issuer will issue definitive Notes in an amount equal to a holder's beneficial interest in the Notes. Definitive Notes will be issued only in the Specified Denomination and will be registered in the name of the person Euroclear and/or Clearstream, Luxembourg specified in a written instruction to the Registrar of the Notes.

- (b) Holders of Notes in definitive form may exchange such Notes for interests in a Global Note at any time, subject to compliance with all applicable legal and regulatory restrictions and upon the terms and subject to the conditions set forth in the Fiscal and Paying Agency Agreement.

3 Status of the Notes

The Notes will constitute direct, unconditional, unsecured and unsubordinated general obligations of the Issuer. The Notes will rank *pari passu* among themselves, without any preference of one over the other by reason of priority of date of issue or otherwise and at least equally with all other present and future unsecured and unsubordinated general obligations of the Issuer from time to time outstanding (save to the extent that laws affecting creditors' rights generally in a bankruptcy, winding up, administration or other insolvency procedure may give preference to any of such other obligations).

4 Interest

(a) *Interest*

The 2028 Notes bear interest from, and including, August 3, 2020 (the "**Issue Date**") to but excluding August 3, 2028 at the rate of 1.539% per annum. The 2032 Notes bear interest from, and including, the Issue Date to but excluding August 3, 2032 at the rate of 2.031% per annum.

Interest on each Series of Notes is payable annually in arrears on August 3 of each year (each, an "**Interest Payment Date**"), commencing on August 3, 2021.

Interest on the Notes due on an Interest Payment Date will be paid to the holder shown on the register of Noteholders at the close of business on the Regular Record Date, whether or not such date is a Business Day.

Interest shall be calculated in respect of any period by applying the rate of interest to:

- (A) in the case of Notes which are represented by a Global Note, the aggregate outstanding nominal amount of the Notes represented by such Global Note; or
- (B) in the case of Notes in definitive form, €1,000 (the “**Calculation Amount**”),

and, in each case, on the basis of the actual number of days in the relevant interest period divided by the actual number of days elapsed from, and including, the immediately preceding Interest Payment Date (or August 3, 2020, if no interest has been paid on the Notes), to, but excluding, the next scheduled Interest Payment Date, and rounding the resultant figure to the nearest €0.01 (with €0.005 being rounded upwards). Where the Specified Denomination of a Note in definitive form comprises more than one Calculation Amount, the amount of interest payable in respect of such Note shall be the aggregate of the amounts, determined in the manner provided above, for each Calculation Amount comprising the Specified Denomination without any further rounding.

“**Business Day**” means any day that is a TARGET Settlement Day. If an Interest Payment Date or the Maturity Date or the date fixed for redemption of any Note shall not be a Business Day, then payment of interest or principal need not be made on such date, but may be made on the next succeeding Business Day with the same force and effect as if made on the Interest Payment Date, Maturity Date or the date fixed for redemption, and no interest shall accrue for the period after such date.

“**Regular Record Date**” means, in respect of any Interest Payment Date, the fifteenth day next preceding such Interest Payment Date.

“**TARGET Settlement Day**” means any day on which TARGET2 is open for the settlement of payments in Euro.

“**TARGET2**” means the Trans-European Automated Real-Time Gross Settlement Express Transfer payment system which utilizes a single shared platform and which was launched on November 19, 2007 or successor thereto.

5 Payments

(a) *Method of Payment for Definitive Notes*

Payments in respect of definitive Notes will be made to the registered holder of such Note (which will initially be the Common Safekeeper or its nominee) and will be made at the option of such registered holder thereof, as notified to the Issuer and Paying Agent sufficiently in advance of any payment to be received by transfer to an account in Euros maintained by the payee with a bank in London. All payments are subject in all cases to any applicable fiscal or other laws, regulations and directives in the place of payment or other laws or agreements to which the Issuer or any of the Paying Agents agrees to be subject, and subject to the requirement to pay Additional Amounts pursuant to Condition 14 (*Additional Amounts*), the Issuer will not be liable for any taxes or duties of whatever nature imposed or levied by such laws, regulations, directives or agreements.

Payments of principal in respect of definitive Notes, if issued, will, subject as provided below, be made only against presentation and surrender of such definitive Notes at the specified office of any Paying Agent.

If the due date for redemption of any definitive Note is not an Interest Payment Date, interest, if any, accrued in respect of such Note from, and including, the preceding Interest Payment Date or, as the case may be, the Issue Date shall be payable only against surrender of the relevant definitive Note.

(b) *Presentation of Principal and Interest*

Payments of principal and interest, if any, in respect of Notes represented by a Global Note will, subject as provided below, be made to the registered holders thereof at the office of the Fiscal and Paying Agent, or such other office or agency of the Issuer maintained by it for that purpose, in such coin or currency of the United States as at the time of payment is legal tender for the payment of public and private debts; provided, however, that payment of the principal of and any premium and interest on such Global Notes due at maturity will be made to the registered holders thereof in immediately available funds at such office or such other offices or agencies if such Notes are presented to the Fiscal and

Paying Agent or any other Paying Agent in time for the Fiscal and Paying Agent or such other Paying Agent to make such payments in accordance with its normal procedures; and, provided, further, that at the option of the Issuer, payment of interest, other than interest payable at maturity, may be made by check mailed to the address of the person entitled thereto as such address shall appear in the security register unless that address is in the Issuer's country of incorporation or, if different, country of tax residence.

The registered holder of a Global Note shall be the only person entitled to receive payments in respect of Notes represented by such Global Note and the Issuer will be discharged by payment to the holder of such Global Note in respect of each amount so paid. Each of the persons shown in the records of Euroclear and/or Clearstream, Luxembourg as the beneficial holder of a particular nominal amount of Notes represented by such Global Note must look solely to Euroclear and/or Clearstream, Luxembourg for his share of each payment so made by the Issuer to, or to the order of, the holder of such Global Note. No person other than the holder of such Global Note shall have any claim against the Issuer in respect of any payments due on that Global Note.

(c) *Payment Date*

If the date for payment of any amount in respect of any Note is not a Payment Date, the holder thereof shall not be entitled to payment of the amount due until the next following Payment Date in the relevant place and shall not be entitled to any interest or other payment in respect of such delay.

For these purposes, "**Payment Date**" means

- (i) in the case of Notes in definitive form only, a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in the relevant place of presentation; and
- (ii) any day which is a Business Day.

(d) *Interpretation of Principal and Interest*

Any reference in these Terms and Conditions to principal in respect of the Notes shall be deemed to include, as applicable:

- (i) the relevant redemption amount in the case of redemption of Notes pursuant to Condition 6(b) or 6(c);
- (ii) any premium and any other amounts which may be payable by the Issuer under or in respect of the Notes.

Any reference in these Terms and Conditions to interest in respect of the Notes shall be deemed to include, as applicable, any additional amounts which may be payable with respect to interest under Condition 14 (*Additional Amounts*) or under any undertaking or covenant given in addition thereto, or in substitution therefor, pursuant to the Fiscal and Paying Agency Agreement.

6 Redemption and Purchase

(a) *At Maturity*

Unless previously redeemed or purchased and cancelled as specified below, the Notes of each Series will be redeemed by the Issuer at the applicable Maturity Date.

(b) *Redemption for Tax Reasons*

The Notes of each Series may be redeemed at the Issuer's option in whole, but not in part, at any time, on giving not less than 10 nor more than 60 days' notice in accordance with Condition 17 (*Notices*), at a redemption price equal to 100% of the principal amount of the Notes of each Series then outstanding plus accrued and unpaid interest, if any, to (but excluding) the date fixed by the Issuer for redemption and all Additional Amounts (as defined in Condition 14 (*Additional Amounts*)), if any, then due and which will become due on such date as a result of the redemption, if on the next date on which any amount would be payable in respect of the Notes of such Series, the Issuer (including any successor entity) is or would be required to pay Additional Amounts, which are more than *de minimis* in amount, and the Issuer cannot avoid any such payment obligation by taking reasonable measures available (including, for the avoidance of doubt, making payment through a paying agent in another jurisdiction) and the requirement arises as a result of:

- (i) any change in, or amendment to, the laws, treaties, regulations or rulings of any Relevant Taxing Jurisdiction (as defined below in Condition 14 (*Additional Amounts*)), which becomes effective on or after (and which was not publicly and formally announced, with the exception of the announced Dutch Withholding Tax Act 2021 (*Wet bronbelasting 2021*), prior to) the Issue Date (or, if such Relevant Taxing Jurisdiction has changed since the Issue Date, the date on which the then current jurisdiction became the Relevant Taxing Jurisdiction), or
- (ii) any change in, or amendment to, the existing official position or the introduction of an official position regarding the application, administration or interpretation of such laws, treaties, regulations or rulings (including a holding, judgment or order by a court of competent jurisdiction, or a change in published practice), which becomes effective on or after (and which was not publicly and formally announced prior to) the Issue Date (or, if the Relevant Taxing Jurisdiction has changed since the Issue Date, the date on which the then current jurisdiction became the Relevant Taxing Jurisdiction) (each of the foregoing clauses (i) and (ii), a “**Change in Tax Law**”).

Additional Amounts are payable by the Issuer under the circumstances described below in Condition 14 (*Additional Amounts*). Prior to any redemption of the Notes of a Series, the Issuer will deliver to the Fiscal and Paying Agent an opinion of independent tax counsel of recognized standing to the effect that the Issuer is entitled to redeem the Notes of such Series as a result of any such change or amendment, and an officers’ certificate stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of redemption have occurred. Absent manifest error, the Fiscal and Paying Agent will accept and shall be entitled to rely on such officers’ certificate and opinion of counsel as sufficient evidence of the existence and satisfaction of the conditions precedent described above, in which event it will be conclusive and binding on the Noteholders of Notes of relevant Series.

No notice of redemption may be given earlier than 90 days prior to, or more than 180 days after, the earliest date on which the Issuer would be obligated to pay Additional Amounts if a payment in respect of the Notes were then due.

The foregoing provisions in this Condition 6(b) (*Redemption for Tax Reasons*) shall apply *mutatis mutandis* to any successor person, after such successor person becomes a party to the Fiscal and Paying Agency Agreement, with respect to a Change in Tax Law occurring after the time such successor person becomes a party to the Fiscal and Paying Agency Agreement.

The Issuer shall cause to be published the notice described above on Euronext Dublin website (www.ise.ie, or such other website from time to time maintained by Euronext Dublin for the purpose of making such announcements) so long as the Notes of the relevant Series are listed on the Official List of Euronext Dublin and traded on the Regulated Market and to the extent that the rules of Euronext Dublin so require.

(c) *Redemption at the Option of the Issuer*

The Notes of any Series may be redeemed, at the Issuer’s option, in whole or in part, at the Optional Redemption Price (as defined below) on giving not less than 10 nor more than 60 days’ notice in accordance with Condition 17 (*Notices*). The Issuer shall cause to be published the notice on Euronext Dublin website (www.ise.ie, or such other website from time to time maintained by Euronext Dublin for the purpose of making such announcements) so long as the Notes are listed on the Official List of Euronext Dublin and traded on the Regulated Market and to the extent that the rules of Euronext Dublin so require.

On and after the specified date for optional redemption (the “**Optional Redemption Date**”), interest on the Notes or any portion of the Notes of a Series called for redemption will cease to accrue (unless the Issuer defaults in the payment of the applicable Optional Redemption Price or related accrued interest). On or before the Optional Redemption Date, the Issuer will deposit with the Fiscal and Paying Agent funds sufficient to pay the Optional Redemption Price and related accrued interest, through the Optional Redemption Date, on the Notes of such Series subject to redemption. If the Optional Redemption Date falls after a Regular Record Date but on or prior to the corresponding Interest Payment Date, the Issuer will pay accrued interest to the Noteholder of record on the corresponding Regular Record Date, which may or may not be the person who will receive payment of the Optional Redemption Price (which will exclude such accrued interest).

The “**Optional Redemption Price**” per Note shall be an amount equal to (x) prior to the relevant Par Call Date, the greater of (i) 100% of the principal amount of the Notes to be redeemed and (ii) the sum of the present values of the remaining scheduled payments of principal and interest thereon as if the Notes to be redeemed matured on the relevant Par Call Date (exclusive of interest accrued to the Optional Redemption Date) discounted to the Optional Redemption

Date on an annual basis (assuming an Actual/Actual (ICMA) day count fraction) at the Bund Rate plus 35 basis points with respect to the 2028 Notes and 40 basis points with respect to the 2032 Notes and (y) on or after the relevant Par Call Date, 100% of the principal amount of the Notes to be redeemed, plus, in each case, accrued interest thereon to (but excluding) the Optional Redemption Date and any Additional Amounts payable with respect thereto.

“**Par Call Date**” means May 3, 2028 with respect to the 2028 Notes (the date that is three months prior to the maturity date of such notes) and May 3, 2032 with respect to the 2032 Notes (the date that is three months prior to the maturity date of such notes).

“**Bund Rate**” means the yield to maturity at the time of computation of direct obligations of the Federal Republic of Germany (*Bunds* or *Bundesanleihen*) with a constant maturity (as officially compiled and published in the most recent financial statistics that has become publicly available at least two Business Days (but not more than five Business Days) prior to the Optional Redemption Date (or, if such financial statistics are not so published or available, any publicly available source of similar market data selected by the Issuer in good faith)) most nearly equal to the period from the redemption date to the Par Call Date; provided, however, that if the period from the Optional Redemption Date to the Par Call Date is not equal to the constant maturity of a direct obligation of the Federal Republic of Germany for which a weekly average yield is given, the Bund Rate shall be obtained by linear interpolation (calculated to the nearest one-twelfth of a year) from the weekly average yields of direct obligations of the Federal Republic of Germany for which such yields are given, except that if the period from such Optional Redemption Date to the Par Call Date is less than one year, the weekly average yield on actually traded direct obligations of the Federal Republic of Germany adjusted to a constant maturity of one year shall be used.

In the case of a partial redemption of Notes, the Notes to be redeemed (“**Redeemed Notes**”) will be selected individually by lot at such place and in such manner as the Issuer may approve and deem fair and reasonable, in the case of Redeemed Notes represented by definitive Notes, and in accordance with the rules of Euroclear and/or Clearstream, Luxembourg in the case of Redeemed Notes represented by a Global Note, not more than 60 days prior to the Optional Redemption Date (such date of selection being hereinafter called the “**Selection Date**”). In the case of Redeemed Notes represented by definitive Notes, a list of the serial numbers of such Redeemed Notes will be published in accordance with Condition 17 (*Notices*) not less than 10 and not more than 60 days prior to the Optional Redemption Date. No exchange of the relevant Global Note will be permitted during the period from and including the Selection Date to and including the Optional Redemption Date pursuant to this paragraph (c) and notice to that effect shall be given by the Issuer to the Noteholders in accordance with Condition 17 (*Notices*) at least 10 days prior to the Selection Date.

(d) Purchases

The Issuer or any of its subsidiaries or affiliates may, at any time purchase beneficially or procure others to purchase beneficially for its account Notes in the open market, by tender, by private treaty or otherwise at any price in accordance with applicable laws and regulations. Notes purchased or otherwise acquired by the Issuer or any of its subsidiaries or affiliates may be held or resold or, at the discretion of the Issuer, surrendered to the Agent for cancellation.

(e) Cancellation

All Notes which are redeemed or purchased or otherwise acquired by the Issuer as aforesaid and surrendered to the Registrar for cancellation will forthwith be cancelled and thereafter may not be re-issued or resold. In addition, any Notes purchased on behalf of the Issuer or any of its subsidiaries or affiliates may be surrendered to the Registrar for cancellation and, if so cancelled, may not be re-issued or resold.

7 Option of Noteholders to Repayment upon a Change of Control

Upon the occurrence of a Change of Control, each Noteholder will have the right to require the Issuer to purchase all or a portion of such Noteholder’s Notes which have not otherwise been declared due for early redemption, pursuant to the offer described below (the “**Change of Control Offer**”), at a purchase price equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to (but excluding) the date of purchase, subject to the rights of Noteholders on the relevant Regular Record Date to receive interest due on the relevant Interest Payment Date.

Within 30 days following the date upon which the Change of Control occurred, or at the Issuer’s option, prior to any Change of Control but after the public announcement of the pending Change of Control, the Issuer will be required to send a notice to each holder of Notes, with a copy to the Fiscal and Paying Agent, which notice will govern the terms of the Change of Control Offer. Such notice will state, among other things, the purchase date, which must be no earlier than

10 days nor later than 60 days from the date such notice is mailed, other than as may be required by law (the “**Change of Control Payment Date**”). The notice, if mailed prior to the date of consummation of the Change of Control, will state that the Change of Control Offer is conditioned on the Change of Control being consummated on or prior to the Change of Control Payment Date. Noteholders electing to have Notes purchased pursuant to a Change of Control Offer will be required to surrender their Notes to the Fiscal and Paying Agent prior to the close of business on the third Business Day prior to the Change of Control Payment Date.

The Issuer will not be required to make a Change of Control Offer if a third party makes such an offer in the manner, at the times and otherwise in compliance with the requirements for such an offer made by the Issuer and such third party purchases all Notes properly tendered and not withdrawn under its offer.

The Issuer shall cause to be published the notice described above on Euronext Dublin’s website (*www.ise.ie*, or such other website from time to time maintained by Euronext Dublin for the purpose of making such announcements) so long as the Notes are listed on the Official List of Euronext Dublin and traded on the Regulated Market and to the extent that the rules of Euronext Dublin so require.

“**Affiliate**” means, with respect to any specified Person, any other Person directly or indirectly controlling or controlled by or under direct or indirect common control with such specified Person. For the purposes of this definition, “control”, when used with respect to any specified Person, means the power to direct or cause the direction of the management and policies of such Person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms “controlling” and “controlled” have meanings correlative to the foregoing.

“**Change of Control**” means the occurrence of any one of the following:

- (a) any “person” or “group” (as such terms are used in Sections 13(d) and 14(d) of the Exchange Act), other than one or more Permitted Holders, becomes the “beneficial owner” (as defined in Rules 13d-3 and 13d-5 under the Exchange Act), directly or indirectly, of more than 50% of the voting power of the Issuer’s outstanding Voting Stock, *provided*, that (x) no Change of Control shall be deemed to occur by reason of the Issuer becoming a Subsidiary of a Successor Parent and (y) any Voting Stock of which any Permitted Holder is the “beneficial owner” (as so defined) shall not be included in any Voting Stock of which any such person or group is the “beneficial owner” (as so defined), unless that person or group is not an Affiliate of a Permitted Holder and has the sole voting power with respect to that Voting Stock; and
- (b) for so long as the applicable Series of Notes is not rated Investment Grade by the two Rating Agencies, the sale, lease or transfer, in one or a series of related transactions, of all or substantially all of the assets of the Issuer and its subsidiaries, taken as a whole.

“**Exchange Act**” means the U.S. Securities Exchange Act of 1934, as amended.

“**Investment Grade**” means a rating of Baa3 or better by Moody’s (or its equivalent under any successor rating category of Moody’s) or a rating of BBB– or better by S&P (or its equivalent under any successor rating category of S&P), as applicable.

“**Moody’s**” means Moody’s Investors Service, Inc. and its successors.

“**Person**” means any individual, corporation, partnership, joint venture, association, joint-stock company, trust, unincorporated organization, limited liability company or government or other entity.

“**Permitted Holder**” means (1) any “person” or “group” (as such terms are used in Sections 13(d) and 14(d) of the Exchange Act) that is the “beneficial owner” (as defined in Rules 13d-3 and 13d-5 under the Exchange Act) of the voting power of any of (i) the Issuer’s A Ordinary Shares or (ii) Naspers Limited’s Class A Voting Stock, in each case, as of the Issue Date; (2) any one or more Persons whose beneficial ownership constitutes or results in a Change of Control in respect of which a Change of Control Offer is made in accordance with the requirements of the Fiscal and Paying Agency Agreement; (3) any Person who is acting as an underwriter or in a similar capacity in connection with a public or private offering of capital stock of the Issuer; or (4) in each case, any Affiliates or successors of the foregoing.

“**S&P**” means Standard & Poor’s Credit Market Services Europe Limited and its successors.

“**Successor Parent**” with respect to any Person, means any other Person with more than 50% of the total voting power of the Voting Stock which is, at the time the first Person becomes a Subsidiary of such other Person, “beneficially owned” (as defined in Rules 13d-3 and 13d-5 under the Exchange Act) by one or more Persons that “beneficially owned” (as so defined) more than 50% of the total voting power of the Voting Stock of the first Person immediately prior to the first Person becoming a Subsidiary of such other Person.

“**Voting Stock**” of any specified Person as of any date means the capital stock of such Person that is at the time entitled to vote generally in the election of the board of directors of such Person.

8 Negative Pledge

The Issuer undertakes, for so long as any of the Notes are outstanding, not to create or permit to subsist, and to procure that none of its Subsidiaries will create or permit to subsist, any Lien over the whole or any part of its undertakings, assets or revenues, present or future, to secure any Capital Market Debt or to secure any guarantee or indemnity given by the Issuer or any of its Subsidiaries in respect of any Capital Market Debt of any other person, without at the same time providing that the Notes shall be secured at least equally and ratably with the obligations so secured for so long as such obligations are so secured; *provided*, however, that this undertaking will not apply with respect to any Lien existing on assets at the time of the acquisition thereof by the Issuer or any of its Subsidiaries if such Lien was not created in connection with or in contemplation of such acquisition and the amount secured by such Lien is not increased subsequently in connection with the acquisition of the relevant assets; and *provided*, further that any Lien created in favor of the Notes pursuant to this provision will be automatically and unconditionally released and discharged upon (i) the release and discharge of the Lien to which it relates, (ii) any sale, exchange or transfer to any Person other than the Issuer or any of its Subsidiaries of the property or assets secured by such Lien, or (iii) upon the discharge of the Notes in accordance with these Terms and Conditions.

“**Capital Market Debt**” means any debt securities issued pursuant to an indenture, fiscal and paying agency agreement or similar financial arrangement (but excluding any credit agreement) which are traded on a stock exchange or other recognized securities market.

“**Lien**” means any mortgage or deed of trust, charge, pledge, lien (statutory or otherwise), privilege, security interest, hypothecation, assignment for security, claim, or preference or priority or other encumbrance upon or with respect to any property of any kind, real or personal, movable or immovable, now owned or hereafter acquired. Without limiting the foregoing, a person will be deemed to own subject to a Lien any property which such person has acquired or holds subject to the interest of a vendor or lessor under any conditional sale agreement, capital lease or other title retention agreement.

“**Subsidiary**” means, with respect to any Person:

- (1) any corporation, association, or other business entity (other than a partnership, joint venture, limited liability company or similar entity) of which more than 50% of the total voting power of the Voting Stock is at the time of determination owned or controlled, directly or indirectly, by such Person or one or more of the other Subsidiaries of that Person or a combination thereof; or
- (2) any partnership, joint venture, limited liability company or similar entity of which (a) more than 50% of the capital accounts, distribution rights, total equity and voting interests or general or limited partnership interests, as applicable, are owned or controlled, directly or indirectly, by such Person or one or more of the other Subsidiaries of that Person or a combination thereof whether in the form of membership, general, special or limited partnership interests or otherwise; and (b) such Person or any Subsidiary of such Person is a controlling general partner or otherwise controls such entity.

9 Events of Default

The occurrence and continuance of one or more of the following events will constitute an event of default (“**Event of Default**”) with respect to a Series under the Fiscal and Paying Agency Agreement and the Notes of such Series:

- (a) default for 30 days in the payment when due of any interest on any Note;
- (b) default in the payment of the principal of, or premium, if any, on, any Note at its maturity (upon acceleration, optional or mandatory redemption, required repurchase or otherwise);

- (c) failure to comply with any covenant or agreement of the Issuer contained in these Terms and Conditions, the Fiscal and Paying Agency Agreement or the Notes (other than specified in clause (a) or (b) above) and such failure continues for a period of 60 days or more after the written notice provided by the Noteholders specified below;
- (d) default under the terms of any instrument evidencing or securing the indebtedness for borrowed money of the Issuer or any of its Significant Subsidiaries having an outstanding principal amount in excess of \$100.0 million (or equivalent in another currency) individually or in the aggregate, if that default:
 - (x) results in the acceleration of the payment of such indebtedness; or
 - (y) is caused by the failure to pay such indebtedness at final maturity thereof after giving effect to the expiration of any applicable grace periods (and other than by regularly scheduled required prepayment) and such failure to make any payment has not been waived or the maturity of such indebtedness has not been extended;
- (e) one or more final judgments, orders or decrees (not subject to appeal and not covered by insurance) is rendered against the Issuer or any of the Issuer's Significant Subsidiaries either individually or in an aggregate amount, in each case in excess of \$100.0 million (or equivalent in another currency), and such amount remains unpaid and outstanding for a period of 60 consecutive days following such judgment, order or decree and is not discharged, waived or stayed (by reason of pending appeal or otherwise) within 30 days after the written notice specified below; and
- (f) the entry by a court of competent jurisdiction or other authority of (A) a decree or order for relief in respect of the Issuer or any of the Issuer's Significant Subsidiaries in an involuntary case or proceeding under any applicable Bankruptcy Law or (B) a decree or order adjudging the Issuer or any of the Issuer's Significant Subsidiaries bankrupt or insolvent, or seeking reorganization, arrangement, adjustment or composition of or in respect of the Issuer or any of the Issuer's Significant Subsidiaries under any applicable Bankruptcy Law, or appointing a custodian, receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Issuer or any of the Issuer's Significant Subsidiaries in a bankruptcy or insolvency proceeding, or ordering the winding up or liquidation of their affairs, and any such decree, order or appointment pursuant to any Bankruptcy Law for relief shall continue to be in effect, or any such other decree, appointment or order shall be unstayed and in effect, for a period of 60 consecutive days; and
- (g) the Issuer or any of the Issuer's Significant Subsidiaries (A) commences a voluntary case or proceeding under any applicable Bankruptcy Law or any other case or proceeding to be adjudicated bankrupt or insolvent, (B) consents to the filing of a petition, application, answer or consent seeking reorganization or relief under any applicable Bankruptcy Law, (C) consents to the entry of a decree or order for relief in respect of the Issuer in an involuntary case or proceeding under any applicable Bankruptcy Law or to the commencement of any bankruptcy or insolvency case or proceeding against it, (D) consents to the appointment of, or taking possession by, a custodian, receiver, liquidator, administrator, supervisor, assignee, trustee, sequestrator or similar official of the Issuer or of any substantial part of its properties under any applicable Bankruptcy Law in a bankruptcy or insolvency proceeding, (E) the Issuer enters into a composition with its creditors, files a petition for a suspension of payments or (F) admits in writing its inability to pay its debts generally as they become due.

“Bankruptcy Law” means any law relating to bankruptcy, insolvency, receivership, winding-up, liquidation, reorganization or relief of debtors or any amendment to, succession to or change in any such law, including, without limitation, The Dutch Bankruptcy Act (*Faillissementswet*) and title 11 of the United States Bankruptcy Code of 1978, as amended.

“Significant Subsidiary” means any Subsidiary of the Issuer whose (i) total assets represent more than 10% of the consolidated total assets of the Issuer or (ii) total revenues represent more than 10% of the consolidated total revenues of the Issuer.

Notwithstanding the above, a default under clause (c), (d), or (e) above will not constitute an event of default unless and until the Noteholders of not less than 25% in aggregate principal amount of the Notes of a relevant Series then outstanding notify the Issuer and the Fiscal and Paying Agent in writing of the default and the Issuer has not cured such

default prior to receipt of such notice and does not cure such default within the time specified after receipt of such notice, as applicable.

If an event of default (other than as specified in clause (f) or (g) above) occurs and is continuing, the holders of Notes of not less than 25% in aggregate principal amount of the Notes of a relevant Series then outstanding by written notice to the Issuer and the Fiscal and Paying Agent may declare the principal of, and premium, if any, and any additional amounts and accrued and unpaid interest on, all of the outstanding Notes of such Series immediately due and payable, and upon any such declaration all such amounts payable in respect of the Notes of such Series will become immediately due and payable.

If an event of default specified in clauses (f) or (g) above occurs and is continuing with respect to the Issuer, then the principal of, and premium, if any, and any additional amounts and accrued and unpaid interest on, all of the outstanding Notes will become and be immediately due and payable without any declaration or other act on the part of any holder of Notes.

The holders of a majority in aggregate principal amount of the Notes of a Series then outstanding may waive all past or existing defaults or events of default (except with respect to nonpayment of principal, premium or interest) with respect to the Notes of such Series and rescind any such acceleration with respect to such Notes and its consequences if rescission would not conflict with any judgment or decree of a court of competent jurisdiction.

10 Discharge of Fiscal and Paying Agency Agreement

The Issuer shall be discharged from any and all obligations in respect of the Fiscal and Paying Agency Agreement (except for certain obligations to register the transfer or exchange of Notes, replace stolen, lost or mutilated Notes, make payments of principal and interest, maintain paying agencies and obligations with respect to the rights, powers, duties and immunities of the Fiscal and Paying Agent) if the Issuer has paid or caused to be paid in full the principal of and interest on all Notes of all Series outstanding thereunder and the Issuer will have delivered to the Fiscal and Paying Agent for cancellation all notes of all Series outstanding theretofore authenticated.

11 Substitution, Consolidation, Merger and Sale of Assets

The Issuer, without the consent of the holders of any of the Notes, may consolidate with, or merge into, or sell, transfer, lease or convey all or substantially all of their respective assets to, any Person; *provided* that:

- (a) any successor Person (i) will be organized under the laws of the same jurisdiction as the Issuer (and in the case of any Dutch successor to the Issuer, such successor will not be subject to Dutch bank licensing requirements pursuant to the Dutch Financial Supervision Act (*Wet op het financieel toezicht*)), any country of the European Union or the European Economic Area, the United Kingdom, Switzerland, Australia, Bermuda, Canada or the United States of America, any state thereof, or the District of Columbia, and (ii) will expressly assume the Issuer's respective obligations under the Notes and the Fiscal and Paying Agency Agreement;
- (b) immediately after giving effect to the transaction and treating any indebtedness which becomes an obligation of the Issuer as a result of such transaction as having been incurred by the Issuer at the time of such transaction, no event of default, and no event which, after notice or lapse of time or both, would become an event of default, will have occurred and be continuing with respect to the Notes; and
- (c) the Issuer, as the case may be, will have delivered to the Fiscal and Paying Agent an officers' certificate and a legal opinion of independent lawyers of recognized standing stating that such consolidation, merger, sale, transfer, lease or conveyance, or substitution, as the case may be, and, if a supplemental agreement is required in connection with such transaction, such agreement, comply with this provision and that all conditions precedent provided for in the Fiscal and Paying Agency Agreement relating to such transaction have been complied with.

Notwithstanding the foregoing, the Issuer may merge with an Affiliate organized solely for the purpose of organizing the Issuer in another jurisdiction to realize tax or other benefits.

Upon any merger, sale, transfer, lease or conveyance as provided in this Condition 11 (*Substitution, Consolidation, Merger and Sale of Assets*), the successor Person shall succeed to and be substituted for, and may exercise every right and power of and be subject to all the obligations of, the Issuer under the Notes and Fiscal and Paying Agency Agreement,

with the same effect as if the successor Person had been named as the Issuer therein and herein and the Issuer shall be released from its liability as obligor under the Notes and Fiscal and Paying Agency Agreement.

The limitation and requirements in this Condition 11 (*Substitution, Consolidation, Merger and Sale of Assets*) shall not apply to any consolidation or merger in which the Issuer is the surviving Person.

For as long as any Notes are outstanding, if the Issuer becomes subject to Dutch banking license requirements available to it under the Dutch Financial Supervision Act (*Wet op het financieel toezicht*), as amended, restated or re-enacted from time to time, the Issuer shall immediately be substituted in accordance with the foregoing conditions with a successor Person, which is not subject to Dutch banking regulations or which has the benefit of an appropriate exemptive relief.

12 Modifications and Amendment

The Issuer, the Fiscal and Paying Agent, the Paying Agent, the Transfer Agent and the Registrar may, from time to time and at any time, with the consent of the holders of not less than a majority in aggregate principal amount of the Notes of a Series then outstanding, execute agreements for the purpose of adding any provisions to, changing in any manner or eliminating any of the provisions of these Terms and Conditions, the Fiscal and Paying Agency Agreement, the Notes or of any supplemental agreement or of modifying in any manner the rights of the holders of the Notes under these Terms and Conditions or the Notes; *provided* that no such agreement will, without the consent of the holders of at least 90% in aggregate principal amount of the Notes of such Series then outstanding so affected:

- (a) change the maturity of the principal of any Note, or reduce the principal amount thereof, or reduce the rate or extend the time of payment of any installment of interest thereon;
- (b) change the place or currency of payment of principal of, or interest on, any Note;
- (c) change the Issuer's obligation to pay additional amounts;
- (d) impair or affect the right of any noteholder to institute suit for the enforcement of any such payment on or after the due date therefore (or, in the case of redemption, on or after the redemption date);
- (e) make any change to the ranking provisions set forth in these Terms and Conditions or the Fiscal and Paying Agency Agreement that materially adversely affect the rights of any of the holders of the Notes; or
- (f) make any change in the amendment or waiver provisions which require the Noteholder's consent described in this sentence.

The Issuer and Fiscal and Paying Agent, the Paying Agent, the Transfer Agent and the Registrar, may agree, without the consent of the Noteholders, to:

- (a) any modification (except as mentioned above) of the Fiscal and Paying Agency Agreement which is, in the sole opinion of the Issuer, not materially prejudicial to the interests of the Noteholders; or
- (b) any modification of the Notes or the Fiscal and Paying Agency Agreement which is, in the sole opinion of the Issuer, of a formal, minor or technical nature or is made to correct a manifest error, to cure any ambiguity or to correct or supplement any provisions to the Notes or the Fiscal and Paying Agency Agreement which may be defective or inconsistent with any other provision contained therein or the description thereof herein, or to comply with mandatory provisions of the law of the Netherlands.

Any such modification shall be binding on the Noteholders and any such modification shall be notified to the Noteholders in accordance with Condition 17 (*Notices*) as soon as practicable thereafter.

13 Further Issues

The Issuer may, from time to time, without notice to or the consent of the Noteholders, create and issue, pursuant to the Fiscal and Paying Agency Agreement and in accordance with applicable laws and regulations, additional notes ranking *pari passu* with and maturing on the same maturity date and having the same terms and conditions under the Fiscal and Paying Agency Agreement as any outstanding series of Notes of such Series in all respects (or in all respects except for the Issue Date, issue price, the payment of interest accruing prior to the Issue Date of such additional notes, and the

amount and the date of the first payment of interest thereon) so that such additional notes shall be consolidated and form a single series with the previously outstanding Notes, *provided*, that if any outstanding Notes were, or additional Notes of that Series are, issued under Rule 144A, and the additional Notes have the same ISIN and/or Common Code as any outstanding Notes, such additional Notes must be fungible with the outstanding Notes for U.S. federal income tax purposes. Additional notes, if any, will be issued under a separate offering document or a supplement to the Prospectus.

14 Additional Amounts

All payments of principal and/or interest under the Notes by or on behalf of the Issuer (which, for purposes hereof, includes any successor person) shall be made free and clear of and without withholding or deduction for or on account of any present or future taxes, duties, levies, imposts, assessments or other governmental charges (including, without limitation, penalties, interest and other similar liabilities related thereto) of whatever nature imposed or levied at the source by or on behalf of any jurisdiction in which the Issuer is incorporated, organized, engaged in business or resident for tax purposes or any jurisdiction from or through which any of the foregoing makes a payment on the Notes, or any political subdivision thereof or any authority or agency therein or thereof having power to tax (each, a “**Relevant Taxing Jurisdiction**”) unless such withholding or deduction is required by law. In that event, the Issuer will pay such additional amounts (the “**Additional Amounts**”) as will be necessary in order that the net amounts received by the Noteholders, after such withholding or deduction, will equal the respective amounts of principal and interest which would otherwise have been receivable in the absence of such withholding or deduction; except that no such Additional Amounts will be payable on account of any taxes or duties which:

- (a) are payable by reason of the Noteholder having, or having had, some personal or business connection with the Relevant Taxing Jurisdiction other than a connection arising from the mere holding of the Note, receiving payments thereunder or enforcing any rights with respect thereto;
- (b) are payable by reason of any estate, inheritance, gift, sale, transfer, personal property or similar tax;
- (c) are payable as a result of the failure of the Noteholder or beneficial owner of the Notes, following the Issuer’s written request addressed to the Noteholder, to comply with any certification, identification, information or other reporting requirements (to the extent such Noteholder or beneficial owner is legally eligible to do so), required by statute, regulation or administrative practice of the Relevant Taxing Jurisdiction, as a precondition to exemption from, or reduction in the rate of deduction or withholding of, taxes imposed by such jurisdiction (including, without limitation, a certification that the Noteholder or beneficial owner is not a resident in the Relevant Taxing Jurisdiction);
- (d) are imposed on any Noteholder who is a fiduciary or a partnership or other than the sole beneficial owner of such payment to the extent such payments would be required (under the tax laws of the Relevant Taxing Jurisdiction) to be included in the income, of a beneficial owner or partner who would not have been entitled to such Additional Amounts had such beneficial owner or partner been the holder of such Notes;
- (e) are payable by reason of a Note being presented for payment (where presentation is required) more than 30 days after the Relevant Date except to the extent that the Noteholder thereof would have been entitled to such additional amounts on presenting the same for payment at the expiry of such period of 30 days; or
- (f) any combination of any of the above.

For the avoidance of doubt, any amounts to be paid on the Notes will be paid net of any deduction or withholding imposed or required pursuant to Sections 1471 through 1474 of the U.S. Internal Revenue Code (the “**Code**”), as amended, any current or future official interpretations thereof or regulations with respect to such Sections, any agreement entered into pursuant to Section 1471(b) of the Code, or any fiscal or regulatory legislation, rules or practices adopted pursuant to any intergovernmental agreement entered into in connection with the implementation of such Sections of the Code (or any law implementing such an intergovernmental agreement) (a “**FATCA Withholding Tax**”), and the Issuer will not be required to pay additional amounts on account of any FATCA Withholding Tax.

The “**Relevant Date**” in respect of any payment means the date on which such payment first becomes due or, if the full amount of the moneys payable has not been duly received in London by the Agent on or prior to such due date, the date on which, the full amount of such moneys having been so received, notice to that effect is given to the Noteholders in accordance with Condition 17 (*Notices*).

15 Replacement of Notes

Should any Note, including any Global Note, be lost, stolen, mutilated, defaced or destroyed, it may be replaced at the specified office of the Registrar upon payment by the claimant of such costs and expenses as may be incurred in connection therewith and on such terms as to evidence and indemnity as the Issuer may reasonably require. Mutilated or defaced Notes must be surrendered before replacements will be issued. Cancellation and replacement of Notes shall be subject to compliance with such procedures as may be required under any applicable law and subject to any applicable stock exchange requirements.

16 Agent and Paying Agents

The names of the initial Agent and the other initial Paying Agents and their initial specified offices are set out below.

The Issuer is entitled at any time to vary or terminate the appointment of any Paying Agent and/or appoint additional or other Paying Agents and/or approve any change in the specified office through which any Paying Agent acts, provided that:

- (a) so long as any Notes are listed on any stock exchange or admitted to listing by any other relevant listing authority, there will at all times be a Paying Agent with a specified office in any such place as may be required by the rules and regulations of the relevant stock exchange or relevant listing authority; and
- (b) there will at all times be an Agent.

Any variation, termination, appointment or change shall only take effect (other than in the case of insolvency, when it shall be of immediate effect) after not less than 30 nor more than 45 days' prior notice thereof shall have been given to the Noteholders in accordance with Condition 17 (*Notices*).

If for any reason the Calculation Agent defaults in its obligations with respect to determining such rate(s) of interest and/or interest amounts, the Issuer may forthwith (without requiring the consent of the Fiscal and Paying Agent or Noteholders) terminate the appointment of, and replace, the Calculation Agent solely for the purposes of such determinations, in which event notice thereof shall be given to the Fiscal and Paying Agent and the Noteholders in accordance with Condition 17 (*Notices*) as soon as practicable thereafter.

In acting under the Fiscal and Paying Agency Agreement, the Fiscal and Paying Agent and the other Paying Agents will act solely as agents of the Issuer and, in certain circumstances specified therein, of the Fiscal and Paying Agent, and do not assume any obligations or relationships of agency or trust to or with the Noteholders.

17 Notices

- (a) Notices to the Noteholders shall be made in English and be published through the newswire service of Bloomberg or, if Bloomberg does not then operate, any similar agency, and shall be deemed to have been given on the date of such publication.
- (b) Notwithstanding anything to the contrary in the Fiscal and Paying Agency Agreement, notices to be given to Noteholders of a Global Note shall be given only to the Depositary, in accordance with its applicable policies as in effect from time to time, for communication by the Depositary to the entitled accountholders.
- (c) Notice may be waived in writing by the Person entitled to receive such notice, either before or after the event, and such waiver shall be the equivalent of such notice. Waivers of notice by Noteholders shall be filed with the Fiscal and Paying Agent, but such filing shall not be a condition precedent to the validity of any action taken in reliance upon such waiver.
- (d) Notices to be given by any holder of any Notes shall be in writing (including email), in English, and given by delivering the same, together with the relevant Note or Notes, to the Fiscal and Paying Agent. For so long as any Global Notes are held in their entirety on behalf of Euroclear and/or Clearstream, Luxembourg, such notice may be given by a holder of any of the Notes so represented to the Fiscal and Paying Agent via Euroclear and/or Clearstream, Luxembourg in such manner as the Fiscal and Paying Agent and Euroclear and/or Clearstream, Luxembourg may approve for this purpose or in the manner specified in the Fiscal and Paying Agency Agreement.

- (e) The Issuer shall cause to be published any notices to Noteholders on the website of Euronext Dublin (www.ise.ie, or such other website from time to time maintained by Euronext Dublin for the purpose of making such announcements) so long as the Notes are listed on the Official List of Euronext Dublin and traded on the Regulated Market and to the extent that the rules of Euronext Dublin so require.

18 Indemnification of Judgment Currency

To the fullest extent permitted by applicable law, the Issuer shall indemnify each holder of the Notes against any loss incurred by such holder as a result of any judgment or order being given or made for any amount due under any Note and such judgment or order being expressed and paid in a currency, or the judgment currency, which is other than Euros and as a result of any variation as between (i) the rate of exchange at which the Euro is converted into the judgment currency for the purposes of such judgment or order and (ii) the spot rate of exchange in London at which the holder on the date of payment of such judgment is able to purchase Euros with the amount of the judgment currency actually received by such holder. This indemnification will constitute a separate and independent obligation of the Issuer and will continue in full force and effect notwithstanding any such judgment or order as aforesaid. The term “spot rate of exchange” includes any premiums and costs of exchange payable in connection with the purchase of, or conversion into, Euros.

19 Calculation Agent Determination

All discretions exercised and calculations and determinations made in respect of the Notes by the Calculation Agent shall be made in good faith and shall, except in the case of gross negligence or willful default, be final, conclusive and binding on the Issuer, the Agents, any other Paying Agent, and the Noteholders.

20 Prescription

Under The State of New York’s statute of limitations, any legal action upon the Notes in respect of principal and/or interest must be commenced within a period of six years after the payment thereof is due.

21 Governing Law, Service of Process and Submission to Jurisdiction

The Notes and the Fiscal and Paying Agency Agreement will be governed by and construed in accordance with the laws of the State of New York.

The Issuer has irrevocably submitted to the non-exclusive jurisdiction of the courts of any U.S. state or federal court in the Borough of Manhattan in the City of New York, New York with respect to any legal suit, action or proceeding arising out of or based upon the Fiscal and Paying Agency Agreement or the Notes.

The Issuer has designated CT Corporation System as its authorized agent to accept and acknowledge on its behalf service of any and all process which may be served in any such suit, action or proceeding in any such court and agrees that service of process upon said agent at its office at 111 Eighth Avenue, New York, New York 10011 (or at such other address in the Borough of Manhattan, The City of New York, as such agent may designate by written notice to the Issuer and the Fiscal and Paying Agent), and written notice of said service to the Issuer, mailed or delivered to it, shall be deemed in every respect effective service of process upon the Issuer, in any such suit, action or proceeding and shall be taken and held to be valid personal service upon the Issuer, whether or not the Issuer shall then be doing, or at any time shall have done, business within the State of New York, and that any such service of process shall be of the same force and validity as if service were made upon it according to the laws governing the validity and requirements of such service in such state, and waives all claim of error by reason of any such service.

BOOK-ENTRY CLEARANCE SYSTEMS

General

The Notes sold to both persons who are QIBs under Rule 144A and QPs (as defined in Section 2(a)(51)(A) of the Investment Company Act) are represented by one or more permanent global certificates in fully registered form (together, the “**Rule 144A Global Notes**”). The Notes sold to persons who are both non-U.S. residents (as defined for purposes of the Investment Company Act) and non-U.S. persons in offshore transactions in reliance on Regulation S are represented by one or more permanent global certificates in fully registered form (together, the “**Regulation S Global Notes**” and, together with the Rule 144A Global Notes, the “**Global Notes**”). Beneficial interests in the Global Notes will trade only in book-entry form, and Global Notes will be deposited with the Common Safekeeper for Euroclear and Clearstream, Luxembourg and registered in the name of the Common Safekeeper or its nominee.

In a press release dated October 22, 2008, “*Evolution of the custody arrangement for international debt securities and their eligibility in Eurosystem credit operations*”, the European Central Bank (the “**ECB**”) announced that it has assessed the new holding structure and custody arrangements for registered notes which the international central securities depositories (“**ICSDs**”) had designed in cooperation with market participants and that Notes to be held under the NSS would be in compliance with the “*Standards for the use of EU securities settlement systems in ESCB credit operations*” of the central banking system for the euro (the “**Eurosystem**”), subject to the conclusion of the necessary legal and contractual arrangements. The press release also stated that the new arrangements for Notes to be held in NSS form would be offered by Euroclear and Clearstream, Luxembourg as of June 30, 2010 and that registered debt securities in global registered form issued through Euroclear and Clearstream, Luxembourg after September 30, 2010 would only be eligible as collateral in Eurosystem operations if the NSS was used.

The NSS allows the Notes in registered form to be issued and held in a manner which will permit them to be recognized as eligible collateral for monetary policy of the Eurosystem and intra-day credit operations by the Eurosystem either upon their issue or at any other time prior to the applicable maturity date. However, such recognition will depend, with respect to any issue of Notes, upon satisfaction of the Eurosystem eligibility criteria.

The Global Notes are intended to be eligible to be pledged as collateral in European central banking and monetary operations and to be held under the NSS.

The Notes will be issued in registered form in denominations of €100,000 and integral multiples of €1,000 in excess thereof.

Ownership of interests in the Rule 144A Global Notes (the “**Rule 144A Book-Entry Interests**”) and in the Regulation S Global Notes (the “**Regulation S Book-Entry Interests**” and, together with the Rule 144A Book-Entry Interests, the “**Book-Entry Interests**”) will be limited to persons that have accounts with Euroclear and/or Clearstream, Luxembourg or persons that hold interests through such participants. Euroclear and Clearstream, Luxembourg will hold interests in the Global Notes on behalf of their participants through customers’ securities accounts in their respective names on the books of their respective depositories. Except under the limited circumstances described below, Book-Entry Interests will not be held in definitive certificated form.

Book-Entry Interests will be shown on, and transfers thereof will be done only through, records maintained in book-entry form by Euroclear and Clearstream, Luxembourg and their participants. The laws of some jurisdictions, including certain states of the United States, may require that certain purchasers of securities take physical delivery of such securities in definitive certificated form. The foregoing limitations may impair the ability to own, transfer or pledge Book-Entry Interests. In addition, while the Notes are in global form, holders of Book-Entry Interests will not be considered the owners of the Notes for any purpose.

None of the Issuer, any Paying Agent, the Transfer Agent or the Registrar will have any responsibility, or be liable, for any aspect of the records relating to the Book-Entry Interests.

Redemption of Global Notes

In the event that any Global Note (or any portion thereof) is redeemed, Euroclear and/or Clearstream, Luxembourg, as applicable, will redeem an equal amount of the Book-Entry Interests in such Global Note from the amount received by it in respect of the redemption of such Global Note. The redemption price payable in connection with the redemption of such Book-Entry Interests will be equal to the amount received by Euroclear and/or Clearstream, Luxembourg, as

applicable, in connection with the redemption of such Global Note (or any portion thereof). The Issuer understands that, under the existing practices of Euroclear and Clearstream, Luxembourg, if fewer than all of the Notes are to be redeemed at any time, Euroclear and Clearstream, Luxembourg will credit their respective participants' accounts on a proportionate basis (with adjustments to prevent fractions), on such other basis as they deem fair and appropriate, provided, however, that no Book-Entry Interest of less than €100,000 principal amount may be redeemed in part.

Payments on Global Notes

The Issuer will make payments of amounts owing in respect of the Global Notes as set forth in the “*Terms and Conditions of the Notes—Payments*”.

Currency of Payment for the Global Notes

The principal of, premium, if any, and interest on, and all other amounts payable in respect of, the Global Notes will be paid in Euros.

Action by Owners of Book-Entry Interests

Euroclear and Clearstream, Luxembourg have advised the Issuer that they will take any action permitted to be taken by a holder of the Notes (including the presentation of the Notes for exchange) only at the direction of one or more participants to whose account the Book-Entry Interests in the Global Notes are credited and only in respect of such portion of the aggregate principal amount of the Notes as to which such participant or participants has or have given such direction. Euroclear and Clearstream, Luxembourg will not exercise any discretion in the granting of consents, waivers or the taking of any other action in respect of the Global Notes. However, if there is an event of default under the Notes, Euroclear and Clearstream, Luxembourg each reserves the right to exchange the Global Notes for definitive registered notes in certificated form (the “**Definitive Registered Notes**”), and to distribute Definitive Registered Notes to their participants.

Transfers

Transfers between participants in Euroclear and Clearstream, Luxembourg will be effected in accordance with Euroclear and Clearstream, Luxembourg rules as set forth in the “*Terms and Conditions of the Notes—Form, Denomination, Title and Transfer—Transfers and Exchanges of Notes*”.

The Global Notes will have a legend to the effect set forth under “*Transfer Restrictions*”. Book-Entry Interests in the Global Notes will be subject to the restrictions on transfers and certification requirements discussed under “*Transfer Restrictions*”.

Information Concerning Euroclear and Clearstream, Luxembourg

All Book-Entry Interests will be subject to the operations and procedures of Euroclear and Clearstream, Luxembourg, as applicable. The Issuer provides the following summaries of those operations and procedures solely for the convenience of investors. The operations and procedures of each settlement system are controlled by that settlement system and may be changed at any time. Neither the Issuer nor the Initial Purchasers are responsible for those operations or procedures.

The Issuer understands as follows with respect to Euroclear and Clearstream, Luxembourg: Euroclear and Clearstream, Luxembourg hold securities for participating organizations. They facilitate the clearance and settlement of securities transactions between their respective participants through electronic book-entry changes in accounts of such participants. Euroclear and Clearstream, Luxembourg provide various services to their participants, including the safekeeping, administration, clearance, settlement, lending and borrowing of internationally traded securities. Euroclear and Clearstream, Luxembourg interface with domestic securities markets. Euroclear and Clearstream, Luxembourg participants are financial institutions such as underwriters, securities brokers and dealers, banks, trust companies and certain other organizations. Indirect access to Euroclear and Clearstream, Luxembourg is also available to others such as banks, brokers, dealers and trust companies that clear through or maintain a custodian relationship with a Euroclear or Clearstream, Luxembourg participant, either directly or indirectly.

Because Euroclear and Clearstream, Luxembourg can only act on behalf of participants, who in turn act on behalf of indirect participants and certain banks, the ability of an owner of a beneficial interest to pledge such interest to persons or entities that do not participate in the Euroclear or Clearstream, Luxembourg systems, or otherwise take actions in

respect of such interest, may be limited by the lack of a definite certificate for that interest. The laws of some jurisdictions require that certain persons take physical delivery of securities in definitive form. Consequently, the ability to transfer beneficial interests to such persons may be limited. In addition, owners of beneficial interests through the Euroclear or Clearstream, Luxembourg systems will receive distributions attributable to the 144A Global Notes only through Euroclear or Clearstream, Luxembourg participants.

Clearing and Settlement

Clearstream, Luxembourg

Clearstream, Luxembourg is incorporated under the laws of Luxembourg as a professional depository. Clearstream, Luxembourg holds securities for its customers and facilitates the clearance and settlement of securities transactions between Clearstream, Luxembourg customers through electronic book-entry changes in accounts of Clearstream, Luxembourg customers, thereby eliminating the need for physical movement of certificates. Clearstream, Luxembourg provides to its customers, among other things, services for safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Clearstream, Luxembourg also deals with domestic securities markets in several countries through established depository and custodial relationships.

Clearstream, Luxembourg is registered as a bank in Luxembourg, and as such is subject to regulation by the Commission de Surveillance du Secteur Financier and the Banque Centrale du Luxembourg, which supervise and oversee the activities of Luxembourg banks. Clearstream, Luxembourg's customers are recognized financial institutions around the world, including underwriters, securities brokers and dealers, banks, trust companies and clearing corporations. Indirect access to Clearstream, Luxembourg is available to other institutions that clear through or maintain a custodial relationship with an account holder of Clearstream, Luxembourg.

Clearstream, Luxembourg has established an electronic bridge with Euroclear to facilitate settlement of trades between Clearstream, Luxembourg and Euroclear. The ability of an owner of a beneficial interest in a Note held through Clearstream, Luxembourg to pledge such interest to persons or entities that do not participate in the Clearstream, Luxembourg system, or otherwise take action in respect of such interest, may be limited by the lack of a definitive note for such interest because Clearstream, Luxembourg can act only on behalf of Clearstream, Luxembourg's customers, who in turn act on behalf of their own customers. The laws of some jurisdictions may require that certain persons take physical delivery of securities in definitive form. Consequently, the ability to transfer beneficial interests in the Notes to such persons may be limited. In addition, beneficial owners of Notes held through the Clearstream, Luxembourg system will receive payments of principal, interest and any other amounts in respect of the Notes only through Clearstream, Luxembourg account holders.

Euroclear

Euroclear holds securities for its customers and facilitates the clearance and settlement of securities transactions by electronic book-entry transfer between its account holders. Euroclear provides various services including safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Euroclear also deals with domestic securities markets in several countries through established depository and custodial relationships. Euroclear customers are world-wide financial institutions, including underwriters, securities brokers and dealers, banks, trust companies and clearing corporations. Indirect access to Euroclear is available to other institutions that clear through or maintain a custodial relationship with direct participants in Euroclear.

Ownership of interests in the Rule 144A Global Notes and the Regulation S Global Notes will be shown on, and the transfer of that ownership will be effected only through records maintained by, Euroclear and Clearstream, Luxembourg. Transfers between participants in Euroclear and Clearstream, Luxembourg will be effected in the ordinary way in accordance with Euroclear and Clearstream, Luxembourg rules.

Initial Settlement

Initial settlement will be made in Euros. Book-Entry Interests owned through Euroclear or Clearstream, Luxembourg accounts will follow the settlement procedures applicable to bonds in registered form. Book-Entry Interests will be credited to the securities custody accounts of Euroclear and Clearstream, Luxembourg holders on the business day following the settlement date against payment for value of the settlement date. The Initial Purchasers are also acting as initial purchasers in the substantially concurrent offering of USD Notes.

Secondary Market Trading

The Book-Entry Interests will trade through participants of Euroclear and Clearstream, Luxembourg and will settle in same-day funds. Since the purchaser determines the place of delivery, it is important to establish at the time of trading of any Book-Entry Interests where both the purchaser's and the seller's accounts are located to ensure that settlement can be made on the desired value date.

Payments

So long as any of the Notes remains outstanding and so long as the Notes are admitted to listing on the Official List and trading on the regulated market of Euronext Dublin, the Issuer will maintain in London, United Kingdom, an office or agency (a) where the applicable Notes may be presented for payment, (b) where the applicable Notes may be presented for registration of transfer and for exchange and (c) where notices and demands to or upon the Issuer in respect of the applicable Notes or the applicable Fiscal and Paying Agency Agreement may be served. The Issuer will give the Fiscal and Paying Agent written notice of the location of any such office or agency and of any change of location thereof. The Issuer will initially designate the office of the Fiscal and Paying Agent for such purposes. The Issuer may also from time to time designate one or more other offices or agencies where the Notes may be presented or surrendered for any or all such purposes or where such notices or demands may be served and may from time to time rescind such designations; *provided, however*, that no such designation or rescission will in any manner relieve the Issuer of any obligation to maintain an office or agency in London, United Kingdom for such purposes. The Issuer will give written notice to the Fiscal and Paying Agent of any such designation or rescission and of any such change in the location of any other office or agency.

A holder of Notes may transfer or exchange Notes in accordance with their terms. The Fiscal and Paying Agent for the Notes will not be required to accept for registration or transfer any Notes, except upon presentation of satisfactory evidence (which may include legal opinions) that the restrictions on transfer have been complied with, all in accordance with such reasonable regulations as the Issuer may from time to time agree with such Fiscal and Paying Agent. The Fiscal and Paying Agent will not be required to exchange or register a transfer of (i) any Notes for a period of 15 days ending the due date for any payment of principal in respect of the Notes or the first mailing of any notice of redemption of Notes to be redeemed or (ii) any Notes selected, called or being called for redemption.

The laws of some jurisdictions require that certain persons take physical delivery in definitive form of securities which they own. Consequently, the ability to transfer beneficial interests in the Global Notes is limited to such extent.

Eurosystem Eligibility

The Notes are intended to be held in a manner which will allow Eurosystem eligibility. This means that the Notes are intended upon issue to be deposited with the Common Safekeeper for Euroclear or Clearstream, Luxembourg and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.

TAXATION

Tax Warning

Potential investors and sellers of Notes should be aware that they may be required to pay stamp taxes or other documentary taxes or fiscal duties or charges in accordance with the laws and practices of the country where the Notes are transferred or other jurisdictions. In addition, payments of interest on the Notes, or income derived from the Notes, may be subject to taxation, including withholding taxes, in the jurisdiction of the Issuer, in the jurisdiction of the holder of Notes, or in other jurisdictions in which the holder of Notes is required to pay taxes. Any such tax consequences may have an impact on the net income received from the Notes.

The discussion below is for general information purposes only and is not tax advice or a complete description of all tax consequences relating to the acquisition, holding and disposal of the Notes.

Prospective investors should carefully consider the tax consequences of investing in the Notes and consult their own tax adviser about their own tax situation. Potential investors should be aware that tax regulations and their application by the relevant taxation authorities change from time to time, with or without retroactive effect. Accordingly, it is not possible to predict the precise tax treatment which will apply at any given time.

Material United States Federal Income Tax Consequences

The following discussion summarizes the material U.S. federal income tax consequences that apply to U.S. holders (as defined below) who buy, hold or dispose of the Notes. The discussion covers U.S. holders only if they buy Notes in the original offering at the original offering price, hold the Notes as capital assets (that is, for investment purposes) and use the U.S. dollar as their functional currency.

This discussion is not a complete description of all U.S. tax considerations in connection with the Notes and does not constitute tax advice. In particular, this discussion does not address the special tax consequences that may apply to U.S. holders if such U.S. holders are subject to certain special rules applicable, for example, to banks, dealers, traders that elect to mark to market, insurance companies, investors liable for the alternative minimum tax, U.S. expatriates, persons required to accelerate the recognition of any item of gross income with respect to the Notes as a result of such income being recognized on an applicable financial statement, tax-exempt entities or persons holding the Notes as part of a hedge, straddle, conversion or other integrated financial transaction.

This discussion is based upon provisions of the Internal Revenue Code of 1986, as amended (the “Code”), existing and proposed U.S. Treasury regulations promulgated thereunder, published rulings and court decisions, all as of the date hereof. These laws are subject to change, possibly on a retroactive basis, and to differing interpretations. In addition, this discussion does not address any state, local or non-U.S. tax consequences, the Medicare tax on net investment income or any estate or gift taxes.

If you are considering buying Notes, you should consult your own tax advisers about the U.S. federal, state, local and non-U.S. tax consequences of buying, holding and disposing of the Notes.

For purposes of this discussion, a “U.S. holder” is a beneficial owner of the Notes who is for U.S. federal income tax purposes:

- a citizen or resident of the United States;
- a corporation (or other business entity treated as a corporation) organized in or under the laws of the United States, any state therein or the District of Columbia;
- a trust subject to the control of a U.S. person and the primary supervision of a U.S. court; or
- an estate the income of which is subject to U.S. federal income taxation regardless of its source.

If a partnership (or an entity treated as a partnership for U.S. federal income tax purposes) acquires or holds the Notes, the tax treatment of a partner generally will depend upon the status of the partner and the activities of the partnership. A partner or partnership that acquires or holds the Notes should consult its own tax advisers.

Characterization of the Notes

In certain circumstances we may be obligated to pay amounts in excess of stated interest and principal on the Notes or retire the Notes before their stated maturity dates (see Conditions 6(c) (*Redemption at the Option of the Issuer*), 7 (*Option of Noteholders to Repayment upon a Change of Control*) and 14 (*Additional Amounts*) under “*Terms and Conditions of the Notes*”). These potential payments may implicate the provisions of U.S. Treasury regulations relating to contingent payment debt obligations. Notwithstanding these possibilities, we do not believe that the Notes are contingent payment debt instruments for U.S. federal income tax purposes and, consequently, we do not intend to treat the Notes as contingent payment debt instruments. This position is binding on all holders unless the holder of a Note discloses its differing position in a statement attached to its U.S. federal income tax return for the taxable year during which the Note was acquired, but it is not binding on the Internal Revenue Service (“IRS”).

If, notwithstanding our view, the Notes were treated as contingent payment debt instruments, a U.S. holder generally could be required to accrue ordinary income at a rate in excess of the stated interest rate on such Note and to treat as ordinary income (rather than capital gain) any gain recognized on a sale or other taxable disposition of such Notes. The remainder of this discussion assumes that the Notes will not be treated as contingent payment debt instruments for U.S. federal income tax purposes.

Interest

It is anticipated, and this discussion assumes, that the Notes will be issued at par or at a discount that is less than a “de minimis” amount for U.S. federal income tax purposes. Interest paid on the Notes (including any Additional Amounts) will be included in the gross income of a U.S. holder as ordinary income in accordance with such holder’s regular method of tax accounting. Interest generally will be income from sources outside the United States and will generally be “passive category income” for foreign tax credit limitation purposes.

A U.S. holder that uses the cash method of accounting for tax purposes will recognize interest income equal to the U.S. dollar value of the interest payment, based on the spot rate on the date of receipt, regardless of whether the payment is in fact converted into U.S. dollars. A cash basis U.S. holder will not realize foreign currency exchange gain or loss on the receipt of stated interest income but may recognize exchange gain or loss upon disposition of the foreign currency received.

A U.S. holder that uses the accrual method of accounting for tax purposes, may determine the amount recognized with respect to such interest in accordance with either of two methods. Under the first method, such holder will recognize income for each taxable year equal to the U.S. dollar value of the foreign currency accrued for such year determined by translating such amount into U.S. dollars at the average spot rate in effect during the interest accrual period (or, with respect to an accrual period that spans two taxable years, at the average rate for the partial period within the U.S. holder’s taxable year). Alternatively, an accrual basis U.S. holder may make an election (which must be applied consistently to all debt instruments held by the electing U.S. holder at the beginning of the first taxable year to which the election applies or thereafter acquired by the U.S. holder, and cannot be changed without the consent of the IRS) to translate accrued interest income at the spot rate of exchange on the last day of the accrual period (or the last day of the taxable year in the case of a partial accrual period), or at the spot rate on the date of receipt, if that date is within five business days of the last day of the accrual period. A U.S. holder of Notes that uses the accrual method of accounting for tax purposes will recognize foreign currency gain or loss, on the date such interest is received, equal to the difference between the U.S. dollar value of such payment, determined at the spot rate on the date the payment is received, and the U.S. dollar value of the interest income accrued in respect of such payment. This exchange gain or loss will be treated as ordinary income or loss, generally will be treated as U.S.-source and generally will not be treated as an adjustment to interest income or expense.

Disposition

A U.S. holder’s adjusted tax basis in a Note generally will be the amount paid for the Note. The amount paid for a Note purchased with foreign currency will be the U.S. dollar value of the foreign currency purchase price on the date of purchase, calculated at the spot rate in effect on that date.

A U.S. holder generally will recognize gain or loss on a sale, redemption or other disposition of a Note in an amount equal to the difference between (i) such holder’s amount realized (less any unpaid interest that accrued during the period between the last interest payment date and the date of disposition, which is taxed as interest as described above) and (ii) such holder’s adjusted tax basis in that Note.

The amount realized on its sale, redemption or other disposition for an amount of foreign currency will generally be the U.S. dollar value of the amount based on the spot rate on the date payment is received or the Note is disposed of. If such Note is traded on an established securities market, a cash basis taxpayer (and, if it elects, an accrual basis taxpayer) will determine the U.S. dollar value of the amount realized on the settlement date of the disposition. If an accrual method taxpayer makes the election described above, such election must be applied consistently to all debt instruments from year to year and cannot be changed without the consent of the IRS. An accrual basis U.S. holder that does not make the special election in this circumstance will recognize exchange gain or loss to the extent that there are exchange rate fluctuations between the sale date and the settlement date, and such gain or loss generally will constitute ordinary income or loss.

A U.S. holder will recognize exchange gain or loss that is generally equal to the difference between the U.S. dollar value of the U.S. holder's principal amount of the Note in foreign currency determined on the date of sale or other disposition (or, if the Note is traded on an established securities market and the U.S. holder is a cash basis or electing accrual basis taxpayer, the settlement date) and the U.S. dollar value of the U.S. holder's principal amount of the Note in foreign currency determined on the date the U.S. holder acquired the Note. The exchange gain or loss with respect to principal, accrued and unpaid interest will be recognized only to the extent of the total gain or loss realized by the U.S. holder on the disposition of the Note. Such exchange gain or loss will be treated as ordinary income or loss generally from sources within the United States for U.S. foreign tax credit limitation purposes. For these purposes, "principal" means the Euro purchase price of the relevant Notes.

Except as otherwise provided in the immediately preceding paragraph, gain or loss on a disposition of a Note will be capital gain or loss and will be U.S.-source for foreign tax credit limitation purposes. Any capital gain or loss will be long-term capital gain or loss if a U.S. holder has held the Note for more than one year at the time of disposition. Non-corporate U.S. holders may be eligible for reduced rates of taxation on any long-term capital gain recognized. Deductions of capital losses are subject to limitations.

Information Reporting and Backup Withholding

Payments of interest and proceeds from the sale, redemption or other disposition of a Note that are made by U.S. or certain U.S.-related payors will generally be subject to U.S. information reporting unless a U.S. holder establishes a basis for exemption. Backup withholding may apply to amounts subject to information reporting if a U.S. holder fails to provide an accurate U.S. taxpayer identification number and otherwise comply with applicable backup withholding rules. Backup withholding is not an additional tax. A U.S. holder generally may obtain a refund or claim a credit against its U.S. federal income tax liability for the amount of any backup withholding tax if a claim is timely filed with the IRS.

Disclosure Requirements

Certain U.S. holders who are individuals (or certain entities controlled by U.S. individuals) must report information to the IRS with respect to their investment in the Notes or the account through which they hold their Notes if the Notes are not held through a custodial account with a U.S. financial institution. Investors who fail to report the required information could become subject to substantial penalties. Prospective investors are encouraged to consult with their own tax advisers regarding the application of these rules to their investment in the Notes.

Material Dutch Tax Consequences

The following is a general summary of certain material Dutch tax consequences of the acquisition, holding and disposal of the Notes. This summary does not purport to describe all possible tax considerations or consequences that may be relevant to a holder or prospective holder of Notes and does not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as trusts or similar arrangements) may be subject to special rules. In view of its general nature, this general summary should be treated with corresponding caution.

This summary is based on the tax laws of the Netherlands, published regulations thereunder and published authoritative case law, all as in effect on the date of this Prospectus, and all of which are subject to change, possibly with retroactive effect. Where the summary refers to "the Netherlands" or "Dutch" it refers only to the part of the Kingdom of the Netherlands located in Europe.

For the avoidance of doubt, this summary does not describe the consequences of the entering into effect of the Dutch Withholding Tax Act 2021 (*Wet bronbelasting 2021*), to be effective as of January 1, 2021. Please see "*Risk factors—If the Notes would become subject to a withholding tax on interest in the Netherlands, the Notes may be redeemed prior to their stated maturity*" for more information on the new withholding tax on interest in the Netherlands.

This discussion is for general information purposes only and is not Dutch tax advice or a complete description of all Dutch tax consequences relating to the acquisition, holding and disposal of the Notes. Holders or prospective holders of Notes should consult their own tax advisors regarding the Dutch tax consequences relating to the acquisition, holding and disposal of the Notes in light of their particular circumstances, as well as the new withholding on interest in the Netherlands (to become effective as of January 1, 2021).

Withholding tax

All payments of principal or interest made by the Issuer under the Notes may be made free of withholding or deduction of, for or on account of any taxes of whatever nature imposed, levied, withheld or assessed by the Netherlands or any political subdivision or taxing authority thereof or therein.

Taxes on income and capital gains

Please note that the summary in this section does not describe the Dutch tax consequences for:

- (i) holders of Notes if such holders, and in the case of individuals, such holder's partner or certain of their relatives by blood or marriage in the direct line (including foster children), have a substantial interest (*aanmerkelijk belang*) or deemed substantial interest (*fictief aanmerkelijk belang*) in the Issuer under the Dutch Income Tax Act 2001 (*Wet inkomstenbelasting 2001*). Generally speaking, a holder of securities in a company is considered to hold a substantial interest in such company, if such holder alone or, in the case of individuals, together with such holder's partner (as defined in the Dutch Income Tax Act 2001), directly or indirectly, holds (i) an interest of 5% or more of the total issued and outstanding capital of that company or of 5% or more of the issued and outstanding capital of a certain class of shares of that company; or (ii) rights to acquire, directly or indirectly, such interest; or (iii) certain profit sharing rights in that company that relate to 5% or more of the company's annual profits or to 5% or more of the company's liquidation proceeds. A deemed substantial interest may arise if a substantial interest (or part thereof) in a company has been disposed of, or is deemed to have been disposed of, on a non-recognition basis;
- (ii) pension funds, investment institutions (*fiscale beleggingsinstellingen*), exempt investment institutions (*vrijgestelde beleggingsinstellingen*) (as defined in the Dutch Corporate Income Tax Act 1969; *Wet op de vennootschapsbelasting 1969*) and other entities that are, in whole or in part, not subject to or exempt from Dutch corporate income tax; and
- (iii) holders of Notes who are individuals for whom the Notes or any benefit derived from the Notes are a remuneration or deemed to be a remuneration for activities performed by such holders or certain individuals related to such holders (as defined in the Dutch Income Tax Act 2001).

Dutch Resident Entities

Generally speaking, if the holder of Notes is an entity that is a resident or deemed to be resident in the Netherlands for Dutch corporate income tax purposes (a 'Dutch Resident Entity'), any payment under the Notes or any gain or loss realized on the disposal or deemed disposal of the Notes is subject to Dutch corporate income tax at a rate of 16.5% with respect to taxable profits up to €200,000 and 25% with respect to taxable profits in excess of that amount (rates and brackets for 2020).

Dutch Resident Individuals

If the holder of Notes is an individual resident or deemed to be resident in the Netherlands for Dutch income tax purposes (a 'Dutch Resident Individual'), any payment under the Notes or any gain or loss realized on the disposal or deemed disposal of the Notes is taxable at the progressive Dutch income tax rates (with a maximum of 49.5% in 2020), if:

- (i) the Notes are attributable to an enterprise from which the holder of Notes derives a share of the profit, whether as an entrepreneur (*ondernemer*) or as a person who has a co-entitlement to the net worth (*medegerechtigd tot het vermogen*) of such enterprise without being a shareholder (as defined in the Dutch Income Tax Act 2001); or

- (ii) the holder of Notes is considered to perform activities with respect to the Notes that go beyond ordinary asset management (*normaal, actief vermogensbeheer*) or derives benefits from the Notes that are taxable as benefits from other activities (*resultaat uit overige werkzaamheden*).

If the above-mentioned conditions (i) and (ii) do not apply to the individual holder of Notes, such holder will be taxed annually on a deemed return (with a maximum of 5.28% in 2020) on the individual's net investment assets (*rendementsgrondslag*) for the year, insofar the individual's net investment assets for the year exceed a statutory threshold (*heffingvrij vermogen*). The deemed return on the individual's net investment assets for the year is taxed at a rate of 30%. Actual income, gains or losses in respect of the Notes are as such not subject to Dutch income tax.

The net investment assets for the year are the fair market value of the investment assets less the allowable liabilities on January 1 of the relevant calendar year. The Notes are included as investment assets. For the net investment assets on January 1, 2020, the deemed return ranges from 1.7893% up to 5.28% (depending on the aggregate amount of the net investment assets of the holder of Notes on January 1, 2020). The deemed return will be adjusted annually on the basis of historic market yields.

Non-residents of the Netherlands

A holder of Notes that is neither a Dutch Resident Entity nor a Dutch Resident Individual will not be subject to Dutch taxes on income or capital gains in respect of any payment under the Notes or in respect of any gain or loss realized on the disposal or deemed disposal of the Notes, provided that:

- (i) such holder does not have an interest in an enterprise or deemed enterprise (as defined in the Dutch Income Tax Act 2001 and the Dutch Corporate Income Tax Act 1969) which, in whole or in part, is either effectively managed in the Netherlands or carried on through a permanent establishment, a deemed permanent establishment or a permanent representative in the Netherlands and to which enterprise or part of an enterprise the Notes are attributable; and
- (ii) in the event the holder is an individual, such holder does not carry out any activities in the Netherlands with respect to the Notes that go beyond ordinary asset management and does not derive benefits from the Notes that are taxable as benefits from other activities in the Netherlands.

Gift and inheritance taxes

Residents of the Netherlands

Gift or inheritance taxes will arise in the Netherlands with respect to a transfer of Notes by way of a gift by, or on the death of, a holder of such Notes who is resident or deemed resident in the Netherlands at the time of the gift or the holder's death.

Non-residents of the Netherlands

No gift or inheritance taxes will arise in the Netherlands with respect to a transfer of the Notes by way of gift by, or on the death of, a holder of Notes who is neither resident nor deemed to be resident in the Netherlands, unless:

- (i) in the case of a gift of a Note by an individual who at the date of the gift was neither resident nor deemed to be resident in the Netherlands, such individual dies within 180 days after the date of the gift, while being resident or deemed to be resident in the Netherlands; or
- (ii) the transfer is otherwise construed as a gift or inheritance made by, or on behalf of, a person who, at the time of the gift or death, is or is deemed to be resident in the Netherlands.

For purposes of Dutch gift and inheritance taxes, among others, a person that holds the Dutch nationality will be deemed to be resident in the Netherlands if such person has been resident in the Netherlands at any time during the ten years preceding the date of the gift or such person's death. Additionally, for purposes of Dutch gift tax, amongst others, a person not holding the Dutch nationality will be deemed to be resident in the Netherlands if such person has been resident in the Netherlands at any time during the twelve months preceding the date of the gift. Applicable tax treaties may override deemed residency.

Value added tax (VAT)

No Dutch VAT will be payable by a holder of Notes on (i) any payment in consideration for the issue of the Notes, or (ii) the payment of interest or principal by the Issuer under the Notes.

Other taxes and duties

No Dutch registration tax, stamp duty or any other similar documentary tax or duty will be payable by a holder of Notes in respect of (i) the issue of the Notes or (ii) the payment of principal or interest by the Issuer under the Notes.

CERTAIN CONSIDERATIONS FOR ERISA AND OTHER BENEFIT PLAN INVESTORS

Title I of the United States Employee Retirement Income Security Act of 1974, as amended (“**ERISA**”) and Section 4975 of the Code impose certain requirements on (a) employee benefit plans subject to Title I of ERISA, (b) individual retirement accounts, Keogh plans or other arrangements subject to Section 4975 of the Code, (c) entities whose underlying assets include ‘plan assets’ by reason of any such plan’s, account’s or arrangement’s investment therein (the foregoing shall be collectively referred to as “**Plans**”) and (d) persons who are fiduciaries with respect to Plans or Non ERISA Arrangements (as defined below) (“**Plan Fiduciaries**”). In addition, certain governmental, church and non US plans (“**Non ERISA Arrangements**”) are not subject to Title I of ERISA or Section 4975 of the Code, but may be subject to similar provisions under applicable federal, state, local, non U.S or other regulations, rules or laws (“**Similar Laws**”).

In considering whether to acquire and hold the Notes, a Plan Fiduciary should determine whether the investment is in accordance with the documents and instruments governing the Plan or Non ERISA Arrangement and the applicable provisions of ERISA, the Code or any Similar Law relating to the Plan Fiduciary’s duties to the Plan or Non ERISA Arrangement. Each Plan Fiduciary, as well as fiduciaries of Non ERISA Arrangements, should give appropriate consideration to, among other things: (i) the role that the investment plays in the Plan’s or Non ERISA Arrangement’s portfolio, taking into account whether the investment is designed reasonably to further the Plan’s or Non ERISA Arrangement’s purposes; (ii) the risk and return factors associated with the investment; (iii) the portfolio’s composition with regard to diversification, as well as the liquidity and current return of the total portfolio relative to the anticipated cash flow needs of the Plan or Non ERISA Arrangement; and (iv) the projected return of the total portfolio relative to the Plan’s or Non ERISA Arrangement’s funding objectives.

In addition to ERISA’s general fiduciary standards, Section 406 of ERISA and Section 4975 of the Code prohibit certain transactions involving the assets of a Plan and persons who have specified relationships to the Plan, that is, ‘parties in interest’ as defined in ERISA or ‘disqualified persons’ as defined in Section 4975 of the Code (collectively, the foregoing shall be referred to as ‘parties in interest’) unless exemptive relief is available pursuant to an applicable statutory, regulatory or administrative exemption. Parties in interest that engage in a non exempt prohibited transaction may be subject to excise taxes and other penalties and liabilities under ERISA and Section 4975 of the Code. The Issuer, the Initial Purchasers and their current and future affiliates may be parties in interest with respect to many Plans. Thus, a Plan Fiduciary considering an investment in the Notes should also consider whether such an investment might constitute or give rise to a prohibited transaction under ERISA or Section 4975 of the Code. For example, the Notes may be deemed to represent a direct or indirect sale of property, extension of credit or furnishing of services between the Issuer and an investing Plan which would be prohibited if the Issuer was a party in interest with respect to the Plan unless exemptive relief were available under an applicable exemption.

In this regard, each prospective purchaser that is, or is acting on behalf of, a Plan and proposes to purchase the Notes should consider the exemptive relief available under the following prohibited transaction class exemptions, or PTCES: (A) the in house asset manager exemption (PTCE 96-23); (B) the insurance company general account exemption (PTCE 95-60); (C) the bank collective investment fund exemption (PTCE 91-38); (D) the insurance company pooled separate account exemption (PTCE 90-1); and (E) the qualified professional asset manager exemption (PTCE 84-14). In addition, ERISA Section 408(b)(17) and Section 4975(d)(20) of the Code may provide a limited exemption for the purchase and sale of securities and related lending transactions, provided that neither the issuer of the securities nor any of its affiliates have or exercise any discretionary authority or control or render any investment advice with respect to the assets of the Plan involved in the transaction and provided further that the Plan pays no more, and receives no less, than adequate consideration in connection with the transaction (the so called “*service provider exemption*”). Each of the above noted exemptions contains conditions and limitations on its application. Plan Fiduciaries considering acquiring and/or holding the debt securities in reliance on these or any other exemption should carefully review the exemption to assure it is applicable. There can be no assurance that any of these statutory or class exemptions will be available with respect to transactions involving the Notes.

Because of the foregoing, the Notes should not be purchased or held by any person investing “plan assets” of any Plan or Non ERISA Arrangement, unless such acquisition and holding will not constitute or result in a non exempt prohibited transaction under ERISA or the Code or a violation of any applicable Similar Laws.

Each purchaser or holder of a Note, and each fiduciary who causes any entity to purchase or hold a Note, shall be deemed to have represented and warranted, on each day such purchaser or holder holds such Note, that either (i) it is neither a Plan nor a Non ERISA Arrangement, and it is not purchasing or holding such Note on behalf of or with the

assets of any Plan or Non ERISA arrangement; or (ii) its purchase, holding and subsequent disposition of such Note will not constitute or result in a non exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code or violate any applicable provision of Similar Law.

Before acquiring the Notes, each purchaser or holder of a Note, and each fiduciary who causes any entity to purchase or hold a Note, should consider the fact that none of the Issuer, the Initial Purchasers or any of their respective affiliates intends to act as a fiduciary of any Plan or Non ERISA Arrangement or is undertaking to provide investment advice or recommendation to any Plan, Non ERISA Arrangement or Plan Fiduciary as to the advisability of acquiring the Notes.

Each purchaser of a Note will have exclusive responsibility for ensuring that its purchase, holding and subsequent disposition of such Note does not violate the fiduciary or prohibited transaction rules of ERISA, the Code or any applicable Similar Laws. Nothing herein shall be construed as a representation that an investment in the Notes would meet any or all of the relevant legal requirements with respect to investments by, or is appropriate for, Plans or Non ERISA Arrangements generally or any particular Plan or Non ERISA Arrangement.

The above discussion is a summary of some of the material considerations applicable to prospective investors that are Plans or Non ERISA Arrangements or that otherwise are deemed to be investing the assets of Plans or Non ERISA Arrangements. It is not intended to be a complete discussion or to be construed as legal advice or a legal opinion. Plan Fiduciaries should consult their own legal counsel before purchasing the Notes.

PLAN OF DISTRIBUTION

The Issuer intends to offer the Notes through BofA Securities Europe SA, BNP Paribas, Citigroup Global Markets Limited and Morgan Stanley & Co. International plc (the “**Initial Purchasers**”). The Initial Purchasers and the Issuer have entered into a purchase agreement dated July 28, 2020 in respect of the Notes (the “**Purchase Agreement**”), which is supplemental to the distribution agreement dated July 13, 2020 (as it may be updated, supplemented and/or restated from time to time, the “**Distribution Agreement**” and, together with the Purchase Agreement, the “**Agreement**”) between the Issuer and the Initial Purchasers, pursuant to which and subject to the terms and conditions set forth therein, the Issuer has agreed to sell to the Initial Purchasers and the Initial Purchasers have severally agreed to purchase, the entire principal amount of the Notes.

The Agreement provides that the obligations of the Initial Purchasers to purchase the Notes are subject to approval of certain legal matters by counsel and to other conditions. The Initial Purchasers must purchase all the Notes if they purchase any of the Notes.

The Agreement entitles the Initial Purchasers to terminate the purchase of the Notes in certain circumstances prior to payment to the Issuer. The Issuer has agreed to indemnify the Initial Purchasers against certain liabilities in connection with the offer and sale of the Notes and may be required to contribute to payments that the Initial Purchasers may be required to make in respect thereof.

The Initial Purchasers or their affiliates initially propose to offer the Notes at the offering price set forth on the cover page hereof. The price at which the Notes are offered may be changed at any time without notice. The Notes have not been and will not be registered under the Securities Act or any state securities laws and may not be offered or sold within the United States except in transactions exempt from, or not subject to, the registration requirements of the Securities Act. The Initial Purchasers may directly or through their respective U.S. broker-dealer affiliates arrange for the offer and resale of the Notes within the United States only to persons who are both QIBs under Rule 144A and QPs (as defined in Section 2(a)(51)(A) of the Investment Company Act). See “*Transfer Restrictions*”.

In addition, until 40 days after the commencement of this offering, an offer or sale of Notes within the United States by a dealer that is not participating in this offering may violate the registration requirements of the Securities Act if that offer or sale is made otherwise than in accordance with Rule 144A.

The Issuer has agreed that it will not, without the prior written consent of Citigroup Global Markets Limited, for a period of 30 days from and including the Settlement Date, offer, sell, contract to sell or otherwise dispose of any debt securities of or guaranteed by the Issuer having maturity of more than one year.

The Notes are new issues of securities with no established trading market. We have applied for the Notes to be admitted to listing on the Official List and trading on the Regulated Market of Euronext Dublin. The Initial Purchasers are not obligated to make a market in the Notes and accordingly, no assurance can be given as to the liquidity of, or trading market for, the Notes. In connection with the offering, the Stabilizing Manager(s) may purchase and sell Notes in the open market. These transactions may include over-allotment, syndicate covering transactions and stabilizing transactions. Over-allotment involves syndicate sales of Notes in excess of the principal amount of the Notes to be purchased by the Initial Purchasers in the offering, which creates a syndicate short position. Syndicate covering transactions involve purchases of the Notes in the open market after the distribution has been completed in order to cover syndicate short positions. No over-allotment option has been granted by the Issuer to the Stabilizing Manager(s).

Stabilizing transactions consist of certain bids or purchases of Notes made for the purpose of pegging, fixing or maintaining the price of the Notes.

The Stabilizing Manager(s) may impose a penalty bid. Penalty bids permit the Stabilizing Manager(s) to reclaim selling concessions from a syndicate member when it, in covering syndicate positions or making stabilizing purchases, repurchases Notes originally sold by that syndicate member.

Any of these activities may cause the price of the Notes to be higher than the price that otherwise would exist in the open market in the absence of such transactions. These transactions may be effected in the over-the-counter market or otherwise and, if commenced, may be discontinued at any time at the sole discretion of the Stabilizing Manager(s), as applicable.

No action has been or will be taken in any jurisdiction that would permit a public offering of the Notes or the possession, circulation or distribution of any material relating to the Issuer, in any jurisdiction where action for such purpose is required. Accordingly, the Notes may not be offered or sold, directly or indirectly, nor may any offering material or advertisement in connection with the Notes be distributed or published, in or from any country or jurisdiction, except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction.

The Initial Purchasers and their affiliates have performed certain investment and commercial banking or financial advisory services for us and our affiliates from time to time for which they have received customary fees and commissions, and they expect to provide these services to us and our affiliates in the future, for which they expect to receive customary fees and commissions. In addition, affiliates of certain of the Initial Purchasers are lenders under certain of our credit facilities, including the Revolving Credit Facility.

In addition, in the ordinary course of their business activities, the Initial Purchasers and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Issuer or its affiliates. Certain of the Initial Purchasers or their affiliates that have a lending relationship with the Issuer routinely hedge their credit exposure to the Issuer consistent with their customary risk management policies. Typically, such Initial Purchasers and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in the Issuer's securities, including potentially the notes offered hereby. Any such short positions could adversely affect future trading prices of the notes offered hereby. The Initial Purchasers and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

The Initial Purchasers or their respective affiliates are also acting as initial purchasers in the substantially concurrent offering of USD Notes.

To the extent certain of the Initial Purchasers are not US-registered broker-dealers and they intend to effect any sales of the Notes in the United States, they will do so through one or more U.S.-registered broker-dealers permitted by the regulations of the Financial Industry Regulatory Authority, Inc.

We expect that delivery of the Notes will be made against payment on the Notes on or about the date specified on the cover page of this Prospectus, which will be the fourth business day (as such term is used for purposes of Rule 15c6-1 of the U.S. Exchange Act) following the date of pricing of the Notes (this settlement cycle is being referred to as "T + 4"). Under Rule 15c6-1 of the U.S. Exchange Act, trades in the secondary market generally are required to settle in two business days unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the Notes prior to the second business day before settlement will be required, by virtue of the fact that the securities initially will settle in T + 4, to specify an alternative settlement cycle at the time of any such trade to prevent a failed settlement. Purchasers of the Notes who wish to make such trades should consult their own advisers.

Selling Restrictions

Please see also the information under the heading "*Subscription and Sale—Selling Restrictions*" on pages 152 to 157 (inclusive) of the Base Prospectus, which is incorporated by reference herein.

Canada

The Notes may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 *Prospectus Exemptions* or subsection 73.3(1) of the *Securities Act* (Ontario), and are permitted clients, as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*. Any resale of the Notes must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws. Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this Prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal adviser. Pursuant to section 3A.3 of National

Instrument 33-105 *Underwriting Conflicts* (“NI 33-105”), the Initial Purchasers are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with the offering.

South Africa

Each Initial Purchaser has represented, warranted and agreed that it has not and will not make an “offer to the public” (as such expression is defined in the South African Companies Act, 2008 (the “**SA Companies Act**”)) of Notes (whether for subscription, purchase or sale) in South Africa. This Prospectus does not, nor is it intended to, constitute a prospectus prepared and registered under the SA Companies Act. Accordingly:

- (a) no offer of Notes will be made to any person in South Africa; or alternatively
- (b) to the extent that any such offer is made, its minimum specified denomination shall be ZAR1,000,000 or such higher amount as may be promulgated by notice in the Government Gazette of South Africa pursuant to Section 96(2)(a) of the SA Companies Act, unless made to certain investors contemplated in section 96(1)(a) of the SA Companies Act.

Further, each Initial Purchaser has represented, warranted and agreed that it has not and will not (i) offer Notes for subscription, (ii) solicit any offers for subscription for or sale of the Notes, and (iii) sell or offer the Notes in South Africa other than in strict compliance with the SA Companies Act, the South African exchange control regulations and/or any other applicable laws and regulations of South Africa in effect from time to time.

TRANSFER RESTRICTIONS

The following restrictions will apply to the Notes. Prospective investors are advised to consult legal counsel prior to making any offer, sale, resale, pledge or transfer of the Notes offered hereby.

The Notes have not been and will not be registered under the Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Notes are being offered and sold only (i) to persons who are both QIBs, in reliance on the exemption from the registration requirements of the Securities Act provided by Rule 144A and QPs (as defined in Section 2(a)(51)(A) of the Investment Company Act) and (ii) in offers and sales to persons who are both non-U.S. residents (as defined for purposes of the Investment Company Act) and non-U.S. persons that occur outside the United States in reliance on Regulation S. Terms used in this paragraph that are defined in Rule 144A or Regulation S under the Securities Act are used herein as defined therein.

In addition, until 40 days after the later of the commencement of the offering and the closing date an offer or sale of the Notes within the United States by a dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than pursuant to Rule 144A.

By its purchase of Notes, each purchaser of Notes (other than the Initial Purchasers) will be deemed to:

1. Acknowledge and understand that the Notes have not been registered under the Securities Act or any other applicable securities laws and that the Notes are being offered for resale in a transaction not requiring registration under the Securities Act or any other securities laws, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.
2. Represent that it is not an “affiliate”, as defined under Rule 144 under the Securities Act, of the Issuer or acting on its behalf and that it (A)(i) is purchasing the Notes for its own account or an account with respect to which it exercises sole investment discretion, (ii) is a QIB (and is acquiring such Notes for its own account or for the account of another QIB), (iii) is aware that the sale to it is being made in reliance on Rule 144A and (iv) is a QP or (B) is a (i) non-U.S. resident (as defined for purposes of the Investment Company Act) and (ii) non-U.S. person (within the meaning of Regulation S) and is purchasing the Notes outside the United States pursuant to Regulation S.
3. Acknowledge that neither the Issuer nor the Initial Purchasers, nor any person representing them, has made any representation to it with respect to the offering or sale of any of the Notes, other than the information contained in this Prospectus, which Prospectus has been delivered to it and upon which it is relying in making its investment decision with respect to the Notes; and acknowledges that it has had access to such financial and other information concerning the Issuer as it has deemed necessary in connection with its decision to purchase any of the Notes.
4. Understand and agree that if in the future it decides to offer, resell, pledge or otherwise transfer any of the Notes or any beneficial interest in the Notes, it will only do so (i) to the Issuer or any of its respective subsidiaries, (ii) for so long as the Notes are eligible pursuant to Rule 144A under the Securities Act, in the United States to persons who are both reasonably believed to be (x) QIBs in a transaction meeting the requirements of Rule 144A and (y) QPs (as defined in Section 2(a)(51)(A) of the Investment Company Act), (iii) to persons who are both non-U.S. residents (as defined for purposes of the Investment Company Act) and non-U.S. persons outside the United States in compliance with Rule 904 under the Securities Act, (iv) pursuant to another available exemption from registration under the Securities Act or (v) pursuant to an effective registration statement under the Securities Act, in each case in accordance with any applicable securities laws of any state of the United States or any other jurisdiction and subject to the rights of the Issuer and the Fiscal and Paying Agent prior to any such offer, sale or transfer to require the delivery of an opinion of counsel, certification or other information satisfactory to each of them.
5. Acknowledge that the Notes will bear a legend to the following effect unless otherwise agreed by the Issuer and the holder thereof:

“THIS SECURITY HAS NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”), OR OTHER SECURITIES LAWS OF ANY STATE OR OTHER

JURISDICTION. NEITHER THIS SECURITY NOR ANY INTEREST OR PARTICIPATION HEREIN MAY BE OFFERED, SOLD, ASSIGNED, TRANSFERRED, PLEDGED, ENCUMBERED OR OTHERWISE DISPOSED OF IN THE ABSENCE OF SUCH REGISTRATION UNLESS THE TRANSACTION IS EXEMPT FROM, OR NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE HOLDER OF THIS SECURITY BY ITS ACCEPTANCE HEREOF AGREES ON ITS OWN BEHALF AND ON BEHALF OF ANY INVESTOR ACCOUNT FOR WHICH IT HAS PURCHASED SECURITIES THAT IT WILL NOT PRIOR TO (A) THE DATE THAT IS [IN THE CASE OF REGULATION S NOTES: 40 DAYS AFTER THE LATER OF THE ORIGINAL ISSUE DATE HEREOF AND THE DATE ON WHICH THIS SECURITY WAS FIRST OFFERED TO PERSONS OTHER THAN DISTRIBUTORS (AS DEFINED IN RULE 902 OF REGULATION S)] [IN THE CASE OF RULE 144A NOTES: ONE YEAR AFTER THE LATER OF THE ORIGINAL ISSUE DATE HEREOF OR THE LAST DAY ON WHICH THE ISSUER OR ANY AFFILIATE OF THE ISSUER WERE THE OWNERS OF THIS SECURITY (OR ANY PREDECESSOR OF THIS SECURITY)] AND (B) SUCH LATER DATE, IF ANY, AS MAY BE REQUIRED BY APPLICABLE LAW, OFFER, SELL OR OTHERWISE TRANSFER THIS SECURITY EXCEPT (i) TO THE ISSUER OR ANY OF ITS SUBSIDIARIES, (ii) FOR SO LONG AS THE SECURITIES ARE ELIGIBLE FOR RESALE PURSUANT TO RULE 144A, IN THE UNITED STATES TO PERSONS WHO ARE BOTH REASONABLY BELIEVED TO BE (1) QUALIFIED INSTITUTIONAL BUYERS IN COMPLIANCE WITH RULE 144A UNDER THE SECURITIES ACT AND (2) QUALIFIED PURCHASERS (AS DEFINED IN SECTION 2(A)(51)(A) OF THE U.S. INVESTMENT COMPANY ACT OF 1940, AS AMENDED (THE "INVESTMENT COMPANY ACT"), (iii) TO PERSONS WHO ARE BOTH (1) NON-U.S. RESIDENTS (AS DEFINED FOR PURPOSES OF THE INVESTMENT COMPANY ACT) AND (2) NON-U.S. PERSONS (WITHIN THE MEANING OF REGULATION S OF THE SECURITIES ACT) OUTSIDE THE UNITED STATES IN COMPLIANCE WITH RULE 904 UNDER THE SECURITIES ACT, (iv) PURSUANT TO ANOTHER AVAILABLE EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT OR (v) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT, AND IN EACH OF SUCH CASES IN COMPLIANCE WITH ANY APPLICABLE SECURITIES LAW IN ANY STATE OF THE UNITED STATES AND ANY OTHER JURISDICTION AND SUBJECT TO THE RIGHTS OF THE ISSUER AND THE FISCAL AND PAYING AGENT PRIOR TO ANY SUCH OFFER, SALE OR TRANSFER TO REQUIRE THE DELIVERY OF AN OPINION OF COUNSEL, CERTIFICATION OR OTHER INFORMATION SATISFACTORY TO EACH OF THEM; AND AGREES THAT IT WILL DELIVER TO EACH PERSON TO WHOM THIS SECURITY IS TRANSFERRED A NOTICE SUBSTANTIALLY TO THE EFFECT OF THIS LEGEND. THE FISCAL AND PAYING AGENCY AGREEMENT CONTAINS PROVISIONS REQUIRING THE FISCAL AND PAYING AGENT TO REFUSE TO REGISTER ANY TRANSFER OF THIS SECURITY IN VIOLATION OF THE FOREGOING RESTRICTIONS. AS USED HEREIN, THE TERM "*UNITED STATES*" HAS THE MEANING GIVEN TO IT BY REGULATION S UNDER THE SECURITIES ACT.

IF THE BENEFICIAL OWNER HEREOF IS A U.S. PERSON WITHIN THE MEANING OF REGULATION S OR A U.S. RESIDENT (AS DEFINED FOR PURPOSES OF THE INVESTMENT COMPANY ACT), SUCH BENEFICIAL OWNER REPRESENTS THAT (1) IT IS A QIB THAT IS ALSO A QP; (2) IT IS NOT A BROKER-DEALER WHO OWNS AND INVESTS ON A DISCRETIONARY BASIS LESS THAN U.S.\$25,000,000 IN SECURITIES OF UNAFFILIATED ISSUERS; (3) IT WAS NOT FORMED, REFORMED OR RECAPITALIZED FOR THE SPECIFIC PURPOSE OF INVESTING IN THE NOTES AND/OR OTHER SECURITIES OF THE ISSUER, UNLESS ALL OF THE BENEFICIAL OWNERS OF ITS SECURITIES ARE BOTH QIBS AND QPS; (4) IF IT IS AN INVESTMENT COMPANY EXEMPTED FROM THE INVESTMENT COMPANY ACT PURSUANT TO SECTION 3(C)(1) OR SECTION 3(C)(7) THEREOF AND WAS FORMED ON OR BEFORE APRIL 30, 1996, IT HAS RECEIVED THE CONSENT OF ITS BENEFICIAL OWNERS WHO ACQUIRED THEIR INTERESTS ON OR BEFORE APRIL 30, 1996, WITH RESPECT TO ITS TREATMENT AS A QUALIFIED PURCHASER IN THE MANNER REQUIRED BY SECTION 2(A)(51)(C) OF THE INVESTMENT COMPANY ACT AND THE RULES PROMULGATED THEREUNDER; (5) IT IS NOT A PARTNERSHIP, COMMON TRUST FUND, OR CORPORATION, SPECIAL TRUST, PENSION FUND OR RETIREMENT PLAN, OR OTHER ENTITY, IN WHICH THE PARTNERS, BENEFICIARIES, BENEFICIAL OWNERS, PARTICIPANTS, SHAREHOLDERS OR OTHER EQUITY OWNERS, AS THE CASE MAY BE, MAY DESIGNATE THE PARTICULAR INVESTMENT TO BE MADE, OR THE ALLOCATION THEREOF, UNLESS ALL SUCH PARTNERS, BENEFICIARIES, BENEFICIAL OWNERS, PARTICIPANTS, SHAREHOLDERS OR OTHER EQUITY OWNERS ARE BOTH QIBS AND QPS; (6) IT HAS NOT

INVESTED MORE THAN 40% OF ITS ASSETS IN THE NOTES (OR BENEFICIAL INTERESTS THEREIN) AND/OR OTHER SECURITIES OF THE ISSUER AFTER GIVING EFFECT TO THE PURCHASE OF THE NOTES (OR BENEFICIAL INTERESTS THEREIN) (UNLESS ALL OF THE BENEFICIAL OWNERS OF ITS SECURITIES ARE BOTH QIBS AND QPS); AND (7) IT WILL PROVIDE NOTICE OF THE FOREGOING TRANSFER RESTRICTIONS TO ITS SUBSEQUENT TRANSFEREES.

THE BENEFICIAL OWNER HEREOF HEREBY ACKNOWLEDGES THAT IF AT ANY TIME WHILE IT HOLDS AN INTEREST IN THIS NOTE IT IS A U.S. PERSON WITHIN THE MEANING OF REGULATION S OR A U.S. RESIDENT (AS DEFINED FOR PURPOSES OF THE INVESTMENT COMPANY ACT) THAT IS NOT BOTH A QIB AND A QP, THE ISSUER MAY COMPEL SUCH PURCHASER OR SUCH OTHER PERSON TO SELL OR TRANSFER, AS APPLICABLE, SUCH NOTES (OR SUCH BENEFICIAL INTEREST), WITHIN 30 DAYS AFTER NOTICE OF THE SALE REQUIREMENT IS GIVEN, TO A PERSON ACCEPTABLE TO THE ISSUER WHO IS ABLE TO, AND WHO DOES MAKE, ALL OF THE REPRESENTATIONS AND AGREEMENTS SET FORTH HEREIN. IF THE PURCHASER FAILS TO EFFECT THE SALE OR TRANSFER, AS APPLICABLE, WITHIN SUCH 30-DAY PERIOD, THE ISSUER HAS THE RIGHT, WITHOUT FURTHER NOTICE, TO COMPEL SUCH PURCHASER TO SELL OR TRANSFER, AS APPLICABLE, SUCH NOTES (OR SUCH BENEFICIAL INTEREST) TO A PURCHASER SELECTED BY THE ISSUER WHO MEETS THE REQUIREMENTS SET FORTH HEREUNDER ON SUCH TERMS AS THE ISSUER MAY CHOOSE. THE ISSUER MAY SELECT THE PURCHASER BY SOLICITING ONE OR MORE BIDS FROM ONE OR MORE BROKERS OR OTHER MARKET PROFESSIONALS THAT REGULARLY DEAL IN SECURITIES SIMILAR TO THE NOTES, AND SELLING SUCH NOTES TO THE HIGHEST SUCH BIDDER. HOWEVER, THE ISSUER MAY SELECT A PURCHASER BY ANY OTHER MEANS DETERMINED BY THE ISSUER IN ITS SOLE DISCRETION (NOTING THAT SPECIFICS OF TIMING, ETC. MAY BE CHANGED TO FIT THE PROCEDURES CONTEMPLATED BY THE ISSUER).

BY ITS ACQUISITION OF THIS NOTE, THE HOLDER THEREOF WILL BE DEEMED TO HAVE REPRESENTED AND WARRANTED THAT (A) EITHER (I) IT IS NEITHER A PLAN (AS DEFINED BELOW) NOR A NON-ERISA ARRANGEMENT (AS DEFINED BELOW), AND IT IS NOT PURCHASING OR HOLDING SUCH NOTE ON BEHALF OF OR WITH THE ASSETS OF ANY PLAN OR NON-ERISA ARRANGEMENT; OR (II) ITS PURCHASE, HOLDING AND SUBSEQUENT DISPOSITION OF SUCH NOTE WILL NOT CONSTITUTE OR RESULT IN A NON EXEMPT PROHIBITED TRANSACTION UNDER SECTION 406 OF THE UNITED STATES EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974 (“**ERISA**”) OR SECTION 4975 OF THE UNITED STATES INTERNAL REVENUE CODE OF 1986 (THE “**CODE**”) OR VIOLATE ANY APPLICABLE PROVISION OF SIMILAR LAW (AS DEFINED BELOW) AND (B) NONE OF THE ISSUER, THE INITIAL PURCHASERS OR ANY OF THEIR RESPECTIVE AFFILIATES INTENDS TO ACT AS A FIDUCIARY OF ANY PLAN OR NON-ERISA ARRANGEMENT OR IS UNDERTAKING TO PROVIDE INVESTMENT ADVICE OR RECOMMENDATION TO ANY PLAN, NON-ERISA ARRANGEMENT OR FIDUCIARY OF ANY PLAN OR NON-ERISA ARRANGEMENT AS TO THE ADVISABILITY OF ACQUIRING THE SUCH NOTE. A “**PLAN**” IS ANY OF (A) EMPLOYEE BENEFIT PLANS SUBJECT TO TITLE I OF ERISA, (B) INDIVIDUAL RETIREMENT ACCOUNTS, KEOGH PLANS OR OTHER ARRANGEMENTS SUBJECT TO SECTION 4975 OF THE CODE, (C) ENTITIES WHOSE UNDERLYING ASSETS INCLUDE ‘PLAN ASSETS’ BY REASON OF ANY SUCH PLAN’S, ACCOUNT’S OR ARRANGEMENT’S INVESTMENT THEREIN (THE FOREGOING SHALL BE COLLECTIVELY REFERRED TO AS “**PLANS**”). “**NON-ERISA ARRANGEMENTS**” ARE CERTAIN GOVERNMENTAL, CHURCH AND NON-US PLANS THAT ARE NOT SUBJECT TO TITLE I OF ERISA OR SECTION 4975 OF THE CODE, BUT MAY BE SUBJECT TO SIMILAR PROVISIONS UNDER APPLICABLE FEDERAL, STATE, LOCAL, NON-U.S. OR OTHER REGULATIONS, RULES OR LAWS (“**SIMILAR LAWS**”).

6. Agree that it will deliver to each person to whom it transfers Notes notice of any restrictions on transfer of such Notes.
7. Understand and acknowledge that the Issuer has not been registered under the Investment Company Act and the Issuer is exempt from registration as such by virtue of, among other things, Section 3(c)(7) of the Investment Company Act. Section 3(c)(7) exempts from the provisions of the Investment Company Act those

issuers who privately place their securities solely to persons who at the time of purchase are “qualified purchasers.” In general terms, “qualified purchaser” is defined to mean, among other things, any natural person who owns not less than U.S.\$5,000,000 in investments; any person who in the aggregate owns and invests on a discretionary basis, not less than U.S.\$25,000,000 in investments; and trusts as to which both the settlor and the decision-making trustee are qualified purchasers (but only if such trust was not formed for the specific purpose of making such investment).

8. Represent and warrant, on each day such purchaser or holder holds such Notes, that (a) either (i) it is neither a Plan (as defined below) nor a Non-ERISA Arrangement (as defined below), and it is not purchasing or holding such Notes on behalf of or with the assets of any Plan or Non-ERISA Arrangement; or (ii) its purchase, holding and subsequent disposition of such Notes will not constitute or result in a non-exempt prohibited transaction under Section 406 of the United States Employee Retirement Income Security Act of 1974 (“**ERISA**”) or Section 4975 of the United States Internal Revenue Code of 1986 (the “**Code**”) or violate any applicable provision of Similar Law (as defined below) and (b) none of the Issuer, the Initial Purchasers or any of their respective affiliates intends to act as a fiduciary of any Plan or Non-ERISA Arrangement or is undertaking to provide investment advice or recommendation tailored to any Plan, Non-ERISA Arrangement or fiduciary of any Plan or Non-ERISA Arrangement as to the advisability of acquiring such Notes. A “**Plan**” is any of (a) employee benefit plans subject to Title I of ERISA, (b) individual retirement accounts, Keogh plans or other arrangements subject to Section 4975 of the Code, (c) entities whose underlying assets include ‘plan assets’ by reason of any such plan’s, account’s or arrangement’s investment therein (the foregoing shall be collectively referred to as “**Plans**”). “**Non-ERISA Arrangements**” are certain governmental, church and non-US plans that are not subject to Title I of ERISA or Section 4975 of the Code, but may be subject to similar provisions under applicable federal, state, local, non-U.S. or other regulations, rules or laws (“**Similar Laws**”).
9. Each purchaser of the Notes within the United States pursuant to Rule 144A, will be deemed to have represented, agreed and acknowledged that:
 - (a) it is not a broker-dealer who owns and invests on a discretionary basis less than U.S.\$25,000,000 in securities of unaffiliated issuers;
 - (b) it was not formed, reformed or recapitalized for the specific purpose of investing in the Notes and/or other securities of the Issuer, unless all of the beneficial owners of its securities are both QIBs and QPs;
 - (c) it is not an investment company exempted from the Investment Company Act pursuant to Section 3(c)(1) or Section 3(c)(7) thereof and was formed on or before April 30, 1996, it has received the consent of its beneficial owners who acquired their interests on or before April 30, 1996, with respect to its treatment as a qualified purchaser in the manner required by Section 2(a)(51)(C) of the Investment Company Act and the rules promulgated thereunder;
 - (d) it is not a partnership, common trust fund, or corporation, special trust, pension fund or retirement plan, or other entity, in which the partners, beneficiaries, beneficial owners, participants, shareholders or other equity owners, as the case may be, may designate the particular investment to be made, or the allocation thereof, unless all such partners, beneficiaries, beneficial owners, participants, shareholders or other equity owners are both QIBs and QPs; and
 - (e) it has not invested more than 40% of its assets in the Notes (or beneficial interests therein) and/or other securities of the Issuer after giving effect to the purchase of the Notes (or beneficial interests therein) (unless all of the beneficial owners of its securities are both QIBs and QPs).
10. Understand and acknowledge that the Notes (or any interest therein) may be purchased, sold, pledged or otherwise transferred only in minimum principal amounts and integral multiples thereof as further specified herein.
11. Understand that the Issuer may receive a list of participants holding positions in the Notes from the Clearing Systems or any other depository holding beneficial interests in the Notes.
12. Understand and acknowledge that if its purchase of the Notes, or any sale or transfer of the Notes (or a beneficial interest therein) to any other person, does not comply with the requirements set forth in these

“Transfer Restrictions”, such transaction may, at the discretion of the Issuer, be considered void and of no effect. The Issuer may compel such purchaser or such other person to sell or transfer, as applicable, such Notes (or such beneficial interest), within 30 days after notice of the sale requirement is given, to a person acceptable to the Issuer who is able to, and who does make, all of the representations and agreements set forth herein. If the purchaser fails to effect the sale or transfer, as applicable, within such 30-day period, the Issuer has the right, without further notice, to compel such purchaser to sell or transfer, as applicable, such Notes (or such beneficial interest) to a purchaser selected by the Issuer who meets the requirements set forth hereunder on such terms as the Issuer may choose. The Issuer may select the purchaser by soliciting one or more bids from one or more brokers or other market professionals that regularly deal in securities similar to the Notes, and selling such Notes to the highest such bidder. However, the Issuer may select a purchaser by any other means determined by the Issuer in its sole discretion (noting that specifics of timing, etc. may be changed to fit the procedures contemplated by the issuer).

13. Acknowledge that the Issuer, the Initial Purchasers and others will rely upon the truth and accuracy of the foregoing acknowledgments, representations, warranties and agreements and agree that, if any of the acknowledgments, representations, warranties and agreements deemed to have been made by its purchase of the Notes is no longer accurate, it will promptly notify the Issuer and the Initial Purchasers. If it is acquiring any Notes as a fiduciary or agent of one or more investor accounts, it represents that it has sole investment discretion with respect to each such investor account and that it has full power to make the foregoing acknowledgments, representations and agreements on behalf of each such investor account.

LEGAL MATTERS

The validity of the Notes offered by this Prospectus and certain U.S. legal matters will be passed upon for the Issuer by Cravath, Swaine & Moore LLP, U.S. counsel for the Issuer. Certain Dutch legal matters will be passed upon for the Issuer by NautaDutilh N.V. Certain U.S. legal matters will be passed upon for the Initial Purchasers by Davis Polk & Wardwell London LLP.

GENERAL INFORMATION

Authorization

The establishment of the Program has been duly authorized by resolutions of the Board of Directors of the Issuer passed or given on November 22, 2019. The issue of the Base Prospectus and the issue of the Notes were duly authorized by resolutions of the Board of Directors of the Issuer passed or given on June 26, 2020.

Listing of Notes

An application has been made to Euronext Dublin to admit the Notes to listing on the Official List and trading on the regulated market thereof. The estimated expenses related to such admission for trading are €3,640.

Listing Agent

The Bank of New York Mellon SA/NV, Dublin Branch is acting solely in its capacity as the listing agent for the Issuer in relation to the Notes and is not itself seeking admission of the Notes to the Official List of Euronext Dublin or to trading on its regulated market.

Documents Available

For as long as any of the Notes are outstanding, copies of the following documents will be available on our website at <https://www.prosus.com/investors> and, in addition, may be inspected in physical format or received in electronic format, during normal business hours, at the Specified Office of the Fiscal and Paying Agent:

- (a) the constitutive documents of the Issuer;
- (b) our Annual Combined Carve-out Financial Statements as of, and for, the years ended March 31, 2019, 2018 and 2017;
- (c) our Annual Consolidated Financial Statements as of, and for, the year ended March 31, 2020;
- (d) the Fiscal and Paying Agency Agreement; and
- (e) a copy of this Prospectus and the Base Prospectus.

In addition, the foregoing documents may also be obtained in electronic format by contacting the Fiscal and Paying Agent. Notwithstanding the above, as of the date of this Prospectus, the foregoing documents are not available at the Specified Office due to office closures related to the COVID-19 outbreak, but remain available in electronic format. Upon such offices reopening, the documents will be made available in physical format at the Specified Office of the Fiscal and Paying Agent.

A copy of the Base Prospectus, certain parts of which are incorporated by reference in this Prospectus, is available on our website at <https://www.prosus.com/investors> (such website is not, and should not be deemed to, constitute a part of, or be incorporated into, this Prospectus). A copy of the Base Prospectus is available on the website of Euronext Dublin at www.ise.ie (such website is not, and should not be deemed to, constitute a part of, or be incorporated into, this Prospectus). On issuance of the Notes, a copy of this Prospectus would be published on the website of Euronext Dublin (www.ise.ie) (such website is not, and should not be deemed to, constitute a part of, or be incorporated into, this Prospectus).

Clearing Systems

The Rule 144A Global Notes and the Regulation S Global Notes for each Series of Notes have been accepted for clearance through the facilities of Euroclear and Clearstream, Luxembourg (Common Code: 221111494 and ISIN: XS2211114942, with respect to the Rule 144A Global Notes and Common Code: 221118324 and ISIN: XS2211183244, with respect to the Regulation S Notes for the 2028 Notes; and Common Code: 221111532 and ISIN: XS2211115329, with respect to the Rule 144A Global Notes and Common Code: 221118375 and ISIN: XS2211183756, with respect to the Regulation S Notes for the 2032 Notes).

Eurosystem Eligibility

The Notes are intended to be held in a manner which will allow Eurosystem eligibility. This means that the Notes are intended upon issue to be deposited with the Common Safekeeper for Euroclear or Clearstream, Luxembourg and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.

Significant / Material Change

Since March 31, 2020 there has been no material adverse change in our prospects or the prospects of us and our subsidiaries and there has been no significant change in the financial performance nor any significant change in the financial position of us or our subsidiaries.

Legal and Arbitration Proceedings

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which we are aware), which may have, or have had during the 12 months prior to the date of this Prospectus, a significant effect on the financial position or profitability of us and our subsidiaries.

Independent Auditors

The Annual Consolidated Financial Statements have been audited by PricewaterhouseCoopers Accountants N.V. (“**PwC Netherlands**”), an independent registered public audit firm located at Thomas R. Malthusstraat 5, 1066 JR Amsterdam, The Netherlands. PwC Netherlands has not resigned, been removed or not been reappointed as our auditors during the year ended March 31, 2020. The auditor signing the auditor’s report on behalf of PwC Netherlands is a member of the Royal Netherlands Institute of Chartered Accountants (*Koninklijke Nederlandse Beroepsorganisatie van Accountants*).

The Annual Combined Carve-out Financial Statements have been audited by PricewaterhouseCoopers Inc., an independent registered public audit firm located at 5 Silo Square, V&A Waterfront, Cape Town 8001, South Africa (“**PwC South Africa**”). PwC South Africa has not resigned, been removed or not been reappointed as our auditors during FY 2019, FY 2018 and FY 2017. The auditor signing the report on behalf of PwC South Africa is a registered auditor and member of the South African Institute of Chartered Accountants.

Issuer Information

The Issuer’s website is <https://www.prosus.com/investors>. Unless specifically incorporated by reference into this Prospectus, information contained on the website does not form part of this Prospectus. The Issuer was incorporated as a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) under the laws of the Netherlands named Myriad International Holdings B.V. on April 3, 1997. Myriad International Holdings B.V. was converted to a public limited liability company (*naamloze vennootschap*) under the laws of the Netherlands named Myriad International Holdings N.V. on May 16, 2019. The Issuer changed its name and is registered as Prosus N.V. as of September 16, 2019 with the Netherlands Chamber of Commerce (*Kamer van Koophandel*) under registration number 34099856 and its telephone number is +31 20 299 9777.

REGISTERED OFFICE OF THE ISSUER

Corporate Head Office
Symphony Offices
Gustav Mahlerplein 5
1082 MS Amsterdam
The Netherlands

JOINT GLOBAL COORDINATORS AND BOOKRUNNERS

BofA Securities Europe SA

51 rue La Boétie
75008 Paris
France

BNP Paribas

16 boulevard des Italiens
75009 Paris
France

Citigroup Global Markets Limited

Citigroup Centre
Canada Square, Canary Wharf
London E14 5LB
United Kingdom

Morgan Stanley & Co. International plc

25 Cabot Square
Canary Wharf
London E14 4QA
United Kingdom

FISCAL AND PAYING AGENT

Citibank, N.A., London Branch

Citigroup Centre
Canada Square, Canary Wharf
London E14 5LB, United Kingdom

REGISTRAR

Citibank, N.A., London Branch

Citigroup Centre
Canada Square, Canary Wharf
London E14 5LB
United Kingdom

TRANSFER AGENT

Citibank, N.A., London Branch

Citigroup Centre
Canada Square, Canary Wharf
London E14 5LB
United Kingdom

LEGAL ADVISERS

*To the Issuer
as to New York law:*

Cravath, Swaine & Moore LLP

825 Eighth Avenue
New York, NY 10019
United States of America

*To the Issuer
as to Dutch law:*

NautaDutilh N.V.

Beethovenstraat 400
1082 PR Amsterdam
The Netherlands

To the Initial Purchasers as to New York law:

Davis Polk & Wardwell London LLP

5 Aldermanbury Square
London EC2V 7HR
United Kingdom

AUDITORS TO THE ISSUER

PricewaterhouseCoopers Inc.

5 Silo Square
V&A Waterfront
Cape Town, 8001
South Africa

PricewaterhouseCoopers Accountants N.V.

Thomas R. Malthusstraat 5
1066 JR Amsterdam
The Netherlands

IRISH LISTING AGENT

The Bank of New York Mellon SA/NV

Dublin Branch
Riverside II
Sir John Rogerson's Quay Grand Canal Dock
Dublin 2
D02 KV60
Ireland

PROSUS N.V.

Issue of

€500,000,000 1.539% Senior Notes due 2028

€500,000,000 2.031% Senior Notes due 2032

under its U.S.\$6,000,000,000 Global Medium Term Note Program



PROSPECTUS

July 29, 2020

Joint Global Coordinators and Bookrunners

BofA Securities

BNP PARIBAS

Citigroup

Morgan Stanley
