



**NASPERS**

*Summarised consolidated financial results  
for the year ended 31 March 2019*





The past year was transformational for the Naspers group as we initiated and executed a number of significant strategic initiatives. We invested to strengthen our ecommerce segments and broadened our ambitions in food delivery. All key segments made good progress against financial and strategic objectives.

We successfully listed our Video Entertainment business (MultiChoice Group) on the JSE Limited (JSE) and distributed our shares in this business to our shareholders in February 2019. MultiChoice Group has been presented as a discontinued operation in these summarised consolidated financial results and, accordingly, all income statement information from continuing operations excludes the contribution from MultiChoice Group. Profit from discontinued operations in the income statement includes results of MultiChoice Group for 11 months in the current year, as a single line. More information on MultiChoice Group's results is available at <https://www.multichoice.com/investors/>.

As a result of these strategic initiatives, Naspers enters the 2020 financial year as a fundamentally different group, with virtually all revenues now generated from online activities, and is well positioned as a global consumer internet group.

Naspers delivered solid results for the year ended 31 March 2019. Group revenue, measured on an economic-interest basis and excluding our Video Entertainment business, was US\$19.0bn, reflecting growth of 16% (or 29% in local currency and adjusted for acquisitions and disposals). Measured similarly, group trading profit increased 10% (or 22% in local currency and adjusted for acquisitions and disposals) to US\$3.3bn. Driven by Classifieds, Etail (online retail), and Payments and Fintech, the ecommerce business posted a strong performance and reduced trading losses by a meaningful 14%

(15%). Core headline earnings from continuing operations was US\$3.0bn – up 26% (26%).

As noted, trading losses in ecommerce reduced significantly with the Classifieds business continuing its margin improvement to become profitable in the aggregate for the year ended 31 March 2019. The other ecommerce assets also continued to scale, with Etail trading losses almost halving and the Payments and Fintech business narrowing its trading loss margin from 22% last year to 12%.

In March 2019, we announced our intention to list our international internet assets on Euronext Amsterdam. The listing will create a new global consumer internet group Prosus N.V. (formerly referred to as NewCo), comprising our internet interests outside of South Africa and including investments in online classifieds, food delivery, payments and fintech, etail, travel, education and social and internet platforms, among others. Prosus N.V. will have a secondary, inward listing on the JSE in South Africa and is expected to be around 75% owned by Naspers with a free float of some 25%. As Europe's largest listed consumer internet company by asset value, Prosus N.V. will give global internet investors direct access to our unique and attractive portfolio of international internet assets. A circular to approve the transaction has been sent to shareholders ahead of the Naspers extraordinary general meeting to be held on 28 June 2019. If approved at this meeting, the intention is for Prosus N.V. to be listed on Euronext Amsterdam on 17 July 2019.

We invested US\$3.1bn to accelerate growth and provide further scale to several existing and new businesses. Notably this includes: in Classifieds, acquiring minority interests in Avito, Dubizzle and letgo totalling US\$1.5bn to increase our stakes in these businesses as well as a US\$89m investment in Frontier Car Group to further pursue the convenient-transaction model; in Food Delivery, an

additional investment in Swiggy of US\$716m to expand its position in India; a US\$383m investment in BYJU'S to drive innovation and set new benchmarks for tech-enabled learning products; and through PayU, a US\$60m investment in Zoos to boost our global merchant capabilities.

Given the wide geographical span of our operations and significant investments to scale the ecommerce business in particular, reported earnings are materially impacted by foreign exchange volatility and the effects of acquisitions and disposals. Where relevant in this report, adjustments have been made for the effects of foreign currencies and acquisitions and disposals to reflect underlying trends. These adjustments (pro forma financial information) are quoted in brackets after the equivalent metrics reported under International Financial Reporting Standards (IFRS). A reconciliation of pro forma financial information to the equivalent IFRS metrics is provided in note 17 of these summarised consolidated financial results.

### FINANCIAL REVIEW

The contribution to group earnings by equity-accounted investments was up 4%. This includes investment disposal gains of US\$126m, impairment losses of US\$799m and fair-value adjustments on financial instruments of US\$1.5bn primarily recognised by Tencent.

A gain of US\$1.6bn was recorded after disposing of our 12% interest in Flipkart in August 2018 for US\$2.2bn, yielding an internal annual rate of return of around 29%.

Following distribution of MultiChoice Group to shareholders, a gain on distribution of US\$2.5bn was recorded. This has been presented as part of the profit from discontinued operations in the income statement.

Impairment losses of US\$123m related primarily to an equity-accounted investment focused on providing consumer lending and financial services in the Payments business. We impaired this investment (including convertible debt funding provided) as performance and the opportunity to leverage the investment in some of our core markets fell below our expectations.

Put option liabilities totalled US\$827m at 31 March 2019, compared to US\$2.4bn a year ago, with an aggregate remeasurement income of US\$53m recorded in the income statement on these liabilities over the period. The significant decrease year on year relates primarily to the settlement of put option liabilities related to the Avito and Dubizzle businesses, as well as a portion of the put option liability in the Classifieds business, letgo.

We report a healthy net cash position (including short-term cash investments) of US\$6.3bn at year-end, primarily as a result of proceeds retained from the Flipkart disposal in August 2018 and the trim of our holding in Tencent last year. The higher net cash position resulted in net interest income of US\$82m. The progress made by our core segments, which are growing fast and scaling well, gives us confidence in our ability to continue identifying opportunities that can unlock significant value. The aggregate of free cash inflows generated by ecommerce and internet units that are free cash flow positive, increased from US\$217m in 2016 to US\$673m this year. This includes dividends received from Tencent and represents a compounded annual growth rate of 46% on the back of strong profitability gains in these businesses.

To offset the dilutionary impact of share options and restricted stock units granted to our employees, we invested US\$78m to acquire Naspers N ordinary shares on market and will continue to do so in future.

Consolidated free cash flow was US\$184m, a substantial improvement on the prior year. This was driven by the increased profitability of the ecommerce businesses, dividends received from Tencent of US\$342m and positive working capital effects in Video Entertainment. Consolidated free cash outflow from continuing operations (thus excluding Video Entertainment) was US\$120m – a 60% improvement on the prior year when measured on the same basis.

The company's external auditor has not reviewed or reported on forecasts included in these summarised consolidated financial results.

The following segmental reviews are prepared on an economic-interest basis (which includes consolidated subsidiaries and a proportionate consolidation of associates and joint ventures), unless otherwise stated.

### SEGMENTAL REVIEW

#### Internet

Internet revenues were US\$18.7bn, up 18% (30%). Internet trading profits rose 11% (22%) as many ecommerce units accelerated their profitability and Tencent delivered a stable performance.

#### Ecommerce

Overall ecommerce revenue was up 10% (26%) to US\$3.9bn, with significant contributions from Classifieds, Food Delivery, Payments and Fintech, and Etail.

Ecommerce trading losses declined by 14% (15%), driven by a US\$116m profitability improvement in Classifieds and narrowing trading losses in the Etail, and Payments and Fintech businesses. This was partially offset as we invested more to capture the significant online food-delivery opportunity.

Our profitable ecommerce businesses generated revenues and trading profits of US\$2.0bn and US\$414m respectively. Like for like, this reflects growth of 15% (26%) and 29% (42%) respectively.

#### Classifieds

Classifieds delivered an exceptional performance, with revenue up 39% (37%) to US\$875m. There was good growth across the portfolio, including Avito, OLX Brazil, OLX Poland and the cars verticals (including Frontier Car Group) acquired in the current year. The segment was profitable overall (including letgo) with trading profit of US\$2m, which was a significant improvement from the US\$114m trading loss in the previous year.

Avito increased revenue by 28% in local currency and adjusted for acquisitions and disposals to US\$322m as investment in enhanced product features and an improved customer experience yielded stronger user engagement. OLX Brazil grew revenue 22% (44%) on the back of expanded monetisation in its cars verticals. The business reported a profit – a marked improvement on last year – as it started to scale. letgo's focus on product and customer satisfaction yielded record levels of users and an improved competitive position while starting its monetisation journey.

Given the solid results and traction shown by these businesses, we invested an additional US\$1.5bn during the year to buy out minority investors in Avito, letgo in the United States, and Dubizzle.

Classifieds made several acquisitions during the year in its convenient-transaction models to deepen market presence and enhance the consumer experience. This segment acquired a minority stake in Frontier Car Group and a controlling stake in Aasaanjobs (online recruitment marketplace) in India. Classifieds also acquired the shares held by certain minority shareholders in the Indonesian OLX business, thereby increasing Naspers's stake.

#### Payments and Fintech

PayU recorded another year of strong growth, driven by its Payments business. Payments and Fintech revenues were up 22% (28%) and trading losses narrowed by a meaningful 33% (67%).

The payments service provider business achieved a significant milestone by becoming profitable in aggregate and achieving profitability in each of its core markets, including India.

Volumes processed in the Payments business reached US\$30bn, representing growth of 29% in local currency on the back of over 920 million transactions. Among PayU's major markets, India was the fastest growing and accounted for almost half of volumes processed. The Payments businesses across EMEA (Europe, Middle East and Africa) and Latin America were merged during the year, realising significant cost savings. Revenue scaling and cost compression as a result of these steps drove the payment service provider business to profitability in the aggregate and in India.

PayU continued to invest in building a credit platform in India. Its LazyPay product reached nearly 700 000 consumers in the current year. Leveraging the data and credit profiles built on LazyPay, the business began trialling instalment loans with selected consumers. The Indian credit portfolio minority investments, ZestMoney and PaySense, continued to scale, reaching combined monthly loan issuances of US\$15m at 31 March 2019.

Remitly, the minority investment capturing growth in the digital cross-border remittances market, expanded into Europe after achieving success in the United States.

### **Food Delivery**

Online food delivery is a high-potential sector, comprising a large area of consumer spend. The food market is significant and transforming rapidly. People are spending on food differently, reallocating their budgets to food delivery, especially online, and away from in-home preparation and in-restaurant consumption. At a macro level, global online delivered food is expected to grow at four times the overall food market. Our investments in this segment include iFood, a leading

online food-delivery business in Latin America via our majority investment in Movile; Delivery Hero, a leading global online food-ordering and delivery marketplace operating in over 40 countries globally; and Swiggy, a leading player in India. In the review period, our online food-delivery services assets continued their strong growth trajectories, resulting in cumulative annualised gross merchandise value (GMV) growth of 57%. Combined contributions from the portfolio businesses saw segment revenues more than doubling (increasing 57% in local currency and excluding acquisitions and disposals) to US\$377m. However, as we invested further to provide these businesses with additional scale, trading losses expanded to US\$171m.

iFood remains the clear leader in Brazil and holds competitive positions in Mexico and Colombia. iFood processed more than 17.4 million orders in March 2019 in Brazil, compared to 7.6 million orders in the same month last year, with a network of over 66 000 active restaurants and 120 000 couriers.

Swiggy, India's leading online food-ordering and delivery company, posted significant growth with annualised GMV growth of 265% on the back of a 320% increase in annualised order volumes. Swiggy now operates in over 130 cities with its more than 85 000 restaurant partners. In January 2019, we invested an additional US\$637m in Swiggy, bringing our effective interest to 39% (35% fully diluted).

For its year ended 31 December 2018, Delivery Hero reported revenue growth from continuing operations of 47% to €665m, with order volumes climbing 49% to 369 million. More information on Delivery Hero's results is available at <https://ir.deliveryhero.com>.

Given the significant potential of this segment, its nascency and good portfolio of Naspers assets, in November 2018, Naspers, Innova and Just Eat committed to invest US\$500m in iFood to enable

iFood to accelerate growth by expanding coverage and investment in first-party delivery capabilities, speed up product development and innovation and deliver personalised experiences to its customers. This commitment will result in increased investment in the year ahead. Swiggy will also continue to increase investment and Delivery Hero has recently, as part of its results announcements, outlined plans to invest further. These investment plans could create significant value for Naspers.

### **Etail**

Etail recorded good growth, with revenues rising 20% to US\$1.8bn, measured in local currency and adjusted for the disposals of Flipkart in August 2018 as well as Souq and Konga last year. On a similar basis, trading losses reduced 14% to US\$150m as the business continued to scale.

As outlined above, we disposed of our interest in equity-accounted online retailer Flipkart during the year and accordingly include only seven months of its results for segmental reporting purposes, reflecting our share of Flipkart's earnings to the date of disposal.

Central and Eastern Europe's leading business-to-consumer (B2C) platform, eMAG, continued to outpace the market across its footprint with GMV growing 25% in Romania, its home market. Both the retail and marketplace businesses continued to contribute strongly to eMAG's overall results, reflected in year-on-year profitability rising 46% on the back of higher gross profit margins.

In South Africa, Takealot further solidified its market presence as the country's leading B2C platform, growing GMV by 42% and revenue by 69%. Takealot also posted market share gains in its online food-delivery business, Mr D Food, which recorded GMV growth of over 170%. The results of Mr D Food are reported as part of the Etail segment as its logistics are closely integrated with Takealot. In October 2018, Takealot merged its

online fashion brand, Superbalist, with Spree, the online fashion brand owned by Media24. The combined business operates under the Superbalist brand and its results are reported as part of Etail for segmental reporting purposes.

### **Travel**

Our equity-accounted online travel investment in India, MakeMyTrip, reported increased revenues across its verticals. Gross hotel bookings rose 17% in local currency terms and standalone room nights rose 23%. Air-travel transactions were up 29%. MakeMyTrip continued to improve the unit economics of its hotels business, resulting in our share of its trading losses declining by a meaningful 39%. Our share of MakeMyTrip's revenue increased 30% year on year. In April 2019, we announced the exchange of our 43% interest in MakeMyTrip for a 5.6% interest in Ctrip.com International Limited. This transaction is expected to be finalised in the second half of the 2019 calendar year and is subject to regulatory approval.

More information on MakeMyTrip's results is available at <http://investors.makemytrip.com>.

### **Tencent**

For the year ended 31 December 2018, Tencent's revenues of RMB313bn were up 32%. Non-GAAP profit attributable to shareholders (Tencent's measure of normalised performance) grew 19% to RMB77bn.

Revenues from value-added services increased 15% to RMB177bn, with online games revenues growing 6% to RMB104bn and social networks revenues rising 30% to RMB73bn. Online advertising revenues rose 44% to RMB58bn. Other revenues (mainly payment and cloud-services revenues) rose 80% to RMB78bn.

Tencent continues to lead in China with 10 of the top 20 mobile apps. Weixin and WeChat's combined monthly active users reached 1.1 billion

and its super-app status was strengthened by the expansion of Weixin Mini Programs. Tencent strengthened engagement with young users as QQ introduced innovative and artificial intelligence-empowered features that make the chat experience more fun and interactive. Leveraging its rich intellectual property portfolio, Tencent provides digital content to its users across online media platforms, with total subscriptions now exceeding 100 million. The Tencent group achieved healthy advertising revenue growth by connecting more advertisers across more platforms with more accurate user-targeting capabilities.

Despite a new regulatory dispensation that affected the rollout of online games generally and weighed on Tencent's online games revenue growth, it 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 over 1 billion payment transactions per day in 2018, driven by rapid growth in commercial payments – where revenue and transaction volumes more than doubled in 2018.

Tencent is increasing investment in its core infrastructure and emerging technologies to embrace the trend of smart retail, enabling its enterprise partners to better connect with its users via an expanding, open and connected ecosystem, making the customer experience more satisfying and more personalised.

More information on Tencent's results is available at [www.tencent.com/en-us/ir](http://www.tencent.com/en-us/ir).

## Mail.ru

Mail.ru's revenue for the year to December 2018 grew 33% to RUB75bn. Advertising revenue continued to grow strongly, with mobile advertising on social networks still 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 now accounts for over 63% of Mail.ru's online games revenues.

Delivery Club remains the largest online food-delivery platform in Russia, with monthly active users growing 67% year on year. Mail.ru acquired the remaining 80% of United Media Agency, an aggregator and distributor of digital content in Russia. It now has the largest content subscription user base in Russia with 2.1 million paid and trial subscriptions.

More information on Mail.ru's results is available at <https://corp.mail.ru/en/investors/>.

## PROSPECTS

Our focus in the year ahead will remain on driving profitability in our established ecommerce segments, accelerating investment to scale food delivery, extending products and services in our core segments, and using our strong balance sheet to selectively invest in new opportunities. We will also improve the competitiveness of our platforms by continuing to invest in tech and product and reinforce our artificial intelligence (AI) capabilities.

We intend to complete the listing of our international ecommerce assets on Euronext Amsterdam in July 2019, creating a new opportunity for international technology investors to access our unique portfolio and reducing our weighting on the JSE – a step we believe will help us maximise shareholder value over time.

## DIRECTORATE

On 25 February 2019, Guijin Liu retired after several years of valuable contributions as a non-executive director. The board expresses its gratitude to Guijin Liu.

As a consequence of its listing on the JSE and the subsequent distribution of MultiChoice Group to shareholders, Nolo Letele became a non-executive director of the group.

Furthermore, we announced on 6 May 2019 that Manisha Girotra will be appointed as an independent non-executive director of Naspers after the listing of Naspers's subsidiary Prosus N.V. on the Euronext Amsterdam, which is expected to be implemented in July 2019. Manisha will also serve on the board of Prosus N.V. and as a member of the Naspers and Prosus N.V. audit committees.

### **DIVIDEND NUMBER 90** **(All figures in South African cents)**

The board recommends that the annual gross dividend be increased by 10% to 715 cents (2018: 650 cents) per listed N ordinary share and 143 cents (2018: 130 cents) per unlisted A ordinary share. If confirmed by shareholders at the annual general meeting on Friday 23 August 2019, dividends will be payable to shareholders recorded in the books on Friday 13 September 2019 and paid on Monday 16 September 2019. The last date to trade cum dividend will be on Tuesday 10 September 2019 (shares trade ex-dividend from Wednesday 11 September 2019). Share certificates may not be dematerialised or rematerialised between Wednesday 11 September 2019 and Friday 13 September 2019, both dates inclusive. The dividend will be declared from income reserves. It will be subject to the dividend tax rate of 20%, yielding a net dividend of 572 cents per listed N ordinary share and 114 cents per unlisted A ordinary share to those shareholders not exempt from paying dividend tax. Dividend tax will be 143 cents per listed N ordinary share and 29 cents per unlisted A ordinary share.

The issued ordinary share capital as at 21 June 2019 was 438 656 059 N ordinary shares and 907 128 A ordinary shares. The company's income tax reference number is 9550138714.

### **PREPARATION OF THE SUMMARISED CONSOLIDATED FINANCIAL RESULTS**

The preparation of the summarised consolidated financial results was supervised by the group's financial director, Basil Sgourdos CA(SA). These results were made public on 21 June 2019.

On behalf of the board



**Koos Bekker**  
Chair

Cape Town  
21 June 2019



**Bob van Dijk**  
Chief executive

## Summarised consolidated income statement

for the year ended 31 March

	Notes	2019 US\$m	Restated <sup>(1)</sup> 2018 US\$m	% change
<b>Continuing operations</b>				
<b>Revenue from contracts with customers</b>	6	3 291	2 985	10
Cost of providing services and sale of goods		(2 104)	(1 884)	
Selling, general and administration expenses		(1 716)	(1 728)	
Other (losses)/gains – net		(38)	(32)	
<b>Operating loss</b>		<b>(567)</b>	<b>(659)</b>	<b>14</b>
Interest income	7	284	52	
Interest expense	7	(205)	(197)	
Other finance income/(costs) – net	7	130	(379)	
Share of equity-accounted results	9	3 410	3 285	
Impairment of equity-accounted investments		(88)	(46)	
Dilution (losses)/gains on equity-accounted investments		(182)	9 216	
Gains/(losses) on acquisitions and disposals		1 609	(93)	
<b>Profit before taxation</b>	8	<b>4 391</b>	<b>11 179</b>	<b>(61)</b>
Taxation		(229)	(70)	
<b>Profit from continuing operations</b>		<b>4 162</b>	<b>11 109</b>	
Profit from discontinued operations	4	2 759	190	
<b>Profit for the year</b>		<b>6 921</b>	<b>11 299</b>	<b>(39)</b>
<b>Attributable to:</b>				
Equity holders of the group		6 901	11 358	
Non-controlling interest		20	(59)	
		6 921	11 299	
<b>Per share information related to continuing operations</b>				
Core headline earnings for the year (US\$m)	5	3 000	2 388	26
Core headline earnings per N ordinary share (US cents)		694	553	25
Diluted core headline earnings per N ordinary share (US cents)		680	540	26
Headline earnings for the year (US\$m)	5	3 719	1 670	123
Headline earnings per N ordinary share (US cents)		860	387	122
Diluted headline earnings per N ordinary share (US cents)		846	374	126
Earnings per N ordinary share (US cents)		976	2 604	(63)
Diluted earnings per N ordinary share (US cents)		961	2 585	(63)
Net number of shares issued ('000)				
– at year-end		432 200	432 126	
– weighted average for the year		432 202	431 635	
– diluted weighted average		434 060	433 003	

<sup>(1)</sup> Relates to the impact of adopting IFRS 15.

Refer to note 2 for details of the group's adoption of new accounting pronouncements during the year.

## Summarised consolidated statement of comprehensive income

for the year ended 31 March

	2019 US\$'m	Restated 2018 US\$'m
<b>Profit for the year</b>	<b>6 921</b>	<b>11 299</b>
<b>Total other comprehensive income, net of tax, for the year<sup>(1)</sup></b>	<b>(455)</b>	<b>1 742</b>
Translation of foreign operations	(1 529)	996
Net fair-value gains/(losses) <sup>(2)</sup>	11	(4)
Cash flow hedges	169	(98)
Share of other comprehensive income and reserves of equity-accounted investments <sup>(3)</sup>	918	835
Tax on other comprehensive income	(24)	13
<b>Total comprehensive income for the year</b>	<b>6 466</b>	<b>13 041</b>
<b>Attributable to:</b>		
Equity holders of the group	6 452	13 026
Non-controlling interest	14	15
	<b>6 466</b>	<b>13 041</b>

<sup>(1)</sup> All components of other comprehensive income may subsequently be reclassified to profit or loss except for fair-value gains of US\$10.8m and gains of US\$752.4m (2018: US\$361.0m) included in the share of equity-accounted investments' direct reserve movements.

<sup>(2)</sup> Previously referred to as available-for-sale investments in terms of IAS 39. Financial Instruments: Recognition and Measurement. Following the application of IFRS 9 Financial Instruments in 2019, fair-value gains or losses on these investments will no longer be reclassified to the income statement in future reporting periods.

<sup>(3)</sup> Includes fair-value changes on financial assets at fair value through other comprehensive income (previously referred to as available-for-sale investments) of equity-accounted investments. Following the application of IFRS 9 Financial Instruments in 2019, fair-value gains or losses on these investments will no longer be reclassified to the income statement in future reporting periods.

Refer to note 2 for details of the group's adoption of new accounting pronouncements during the year.

## Summarised consolidated statement of changes in equity

for the year ended 31 March

	2019 US\$m	Restated 2018 US\$m
<b>Balance at the beginning of the year</b>	25 692	13 142
<b>Changes in share capital and premium</b>		
Movement in treasury shares	(20)	(64)
Share capital and premium issued	–	85
<b>Changes in reserves</b>		
Total comprehensive income for the year	6 452	13 026
Movement in share-based compensation reserve	(157)	(48)
Movement in existing control business combination reserve	720	(195)
Movement in valuation reserve	(436)	–
Direct retained earnings and other reserve movements	(59)	125
Dividends paid to Naspers shareholders	(196)	(262)
Distribution in specie <sup>(1)</sup>	(3 828)	–
<b>Changes in non-controlling interest<sup>(2)</sup></b>		
Total comprehensive income for the year	14	15
Dividends paid to non-controlling shareholders	(116)	(153)
Movement in non-controlling interest in reserves	65	21
<b>Balance at the end of the year</b>	<b>28 131</b>	<b>25 692</b>
<b>Comprising:</b>		
Share capital and premium	4 945	4 965
Retained earnings	23 793	20 133
Share-based compensation reserve	1 698	1 460
Existing control business combination reserve	(1 127)	(1 847)
Hedging reserve	–	(106)
Valuation reserve	760	1 679
Foreign currency translation reserve	(2 070)	(761)
Non-controlling interest	132	169
<b>Total</b>	<b>28 131</b>	<b>25 692</b>

<sup>(1)</sup> Relates to MultiChoice Group which was distributed to shareholders during the current period (refer to note 13).

<sup>(2)</sup> Current-year change includes the derecognition of non-controlling interest of US\$79.8m related to MultiChoice Group which was distributed to shareholders (refer to note 13).

Refer to note 2 for details of the group's adoption of new accounting pronouncements during the year.

## Summarised consolidated statement of financial position

as at 31 March

	Notes	2019 US\$m	Restated 2018 US\$m
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment		23 133	22 386
Goodwill	10	191	1 638
Other intangible assets		2 120	2 607
Investments in associates		877	1 143
Investments in joint ventures		19 746	16 666
Other investments and loans		96	78
Other receivables		74	115
Derivative financial instruments		7	21
Deferred taxation		1	1
		21	117
<b>Current assets</b>			
		10 552	13 065
Inventory		209	231
Programme and film rights		–	240
Trade receivables		172	452
Other receivables and loans		518	762
Derivative financial instruments		4	11
Short-term investments		7 298	–
Cash and cash equivalents		2 284	11 369
		10 485	13 065
Assets classified as held for sale	12	67	–
<b>Total assets</b>		<b>33 685</b>	<b>35 451</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Capital and reserves attributable to the group's equity holders</b>			
Share capital and premium		27 999	25 523
Other reserves		4 945	4 965
Retained earnings		(739)	425
Non-controlling interest		23 793	20 133
		132	169
<b>Total equity</b>		<b>28 131</b>	<b>25 692</b>
<b>Non-current liabilities</b>			
Capitalised finance leases		3 973	5 623
Liabilities – interest bearing		5	1 086
– non-interest bearing		3 237	3 202
Other non-current liabilities		9	22
Post-employment medical liability		538	867
Derivative financial instruments		21	30
Deferred taxation		33	157
		130	259
<b>Current liabilities</b>			
Current portion of long-term debt		1 581	4 136
Trade payables		23	280
Accrued expenses and other current liabilities		287	564
Derivative financial instruments		1 258	3 162
Bank overdrafts		3	129
		8	1
		1 579	4 136
Liabilities classified as held for sale	12	2	–
<b>Total equity and liabilities</b>		<b>33 685</b>	<b>35 451</b>
Net asset value per N ordinary share (US cents)		<b>6 478</b>	<b>5 906</b>

Refer to note 2 for details of the group's adoption of new accounting pronouncements during the year.

## Summarised consolidated statement of cash flows

for the year ended 31 March

	Notes	2019 US\$'m	2018 US\$'m
<b>Cash flows from operating activities</b>			
Cash generated from operating activities		322	141
Interest income received		244	81
Dividends received from investments and equity-accounted companies		344	251
Interest costs paid		(252)	(240)
Taxation paid		(248)	(391)
<b>Net cash generated from/(utilised in) operating activities</b>		<b>410</b>	<b>(158)</b>
<b>Cash flows from investing activities</b>			
Acquisitions and disposals of tangible and intangible assets		(152)	(138)
Acquisitions of subsidiaries, associates and joint ventures	13	(1 402)	(1 957)
Disposals of subsidiaries, businesses, associates and joint ventures	13	1 460	9 941
Acquisition of short-term investments <sup>(1)</sup>		(7 230)	–
Cash movement in other investments and loans		(2)	7
<b>Net cash (utilised in)/generated from investing activities</b>		<b>(7 326)</b>	<b>7 853</b>
<b>Cash flows from financing activities</b>			
Proceeds from long- and short-term loans raised		62	1 124
Repayments of long- and short-term loans		(51)	(827)
Outflow from equity-settled share-based compensation transactions		(119)	(22)
Additional investments in existing subsidiaries		(1 610)	(219)
Dividends paid by the holding company and its subsidiaries		(317)	(344)
Other movements resulting from financing activities		(8)	(100)
<b>Net cash utilised in financing activities</b>		<b>(2 043)</b>	<b>(388)</b>
<b>Net movement in cash and cash equivalents</b>		<b>(8 959)</b>	<b>7 307</b>
Foreign exchange translation adjustments on cash and cash equivalents		(133)	58
Cash and cash equivalents at the beginning of the year		11 368	4 003
<b>Cash and cash equivalents at the end of the year</b>		<b>2 276</b>	<b>11 368</b>

<sup>(1)</sup> Relates to short-term cash investments with maturities of more than three months from date of acquisition.

## Segmental review

for the year ended 31 March

	Revenue		
	2019 US\$'m	Restated 2018 US\$'m	% change
<b>Continuing operations</b>			
Internet	18 678	15 863	18
Ecommerce	3 934	3 582	10
– Classifieds	875	628	39
– Payments and Fintech	360	294	22
– Food Delivery	377	166	>100
– Etail	1 847	2 060	(10)
– Travel <sup>(1)</sup>	234	211	11
– Other	241	223	8
Social and internet platforms	14 744	12 281	20
– Tencent	14 457	12 024	20
– Mail.ru	287	257	12
Media <sup>(2)</sup>	326	507	(36)
Corporate segment	2	2	–
Intersegmental	(16)	(20)	
<b>Total economic interest from continuing operations</b>	<b>18 990</b>	<b>16 352</b>	<b>16</b>
Less: Equity-accounted investments	(15 699)	(13 367)	(17)
<b>Total consolidated from continuing operations</b>	<b>3 291</b>	<b>2 985</b>	<b>10</b>
<b>Total from discontinued operations</b> (refer to note 4)	<b>3 321</b>	<b>3 672</b>	<b>(10)</b>
<b>Consolidated<sup>(3)</sup></b>	<b>6 612</b>	<b>6 657</b>	<b>(1)</b>

<sup>(1)</sup> Travel revenue for the year ended 31 March 2018 has been reduced by US\$65m due to the effect of the adoption of IFRS 15 on the group's associate MakeMyTrip Limited. This adjustment did not have an impact on EBITDA or trading profit.

<sup>(2)</sup> 31 March 2018 includes revenue of US\$13.3m and EBITDA of US\$3.3m relating to Novus Holdings Limited (Novus). The group distributed the majority of its shareholding in Novus to its shareholders in September 2017.

<sup>(3)</sup> Includes the results of the Video Entertainment segment which has been classified as a discontinued operation (refer to note 4).

Refer to note 2 for details of the group's adoption of new accounting pronouncements during the period.

## Segmental review (continued)

for the year ended 31 March

	EBITDA <sup>(1)</sup>		
	2019 US\$m	Restated 2018 US\$m	% change
<b>Continuing operations</b>			
Internet	3 813	3 342	14
Ecommerce	(556)	(655)	15
– Classifieds	19	(99)	>100
– Payments and Fintech	(39)	(60)	35
– Food Delivery	(162)	(20)	>(100)
– Etail	(133)	(248)	46
– Travel	(36)	(59)	39
– Other <sup>(2)</sup>	(205)	(169)	(21)
Social and internet platforms	4 369	3 997	9
– Tencent	4 324	3 925	10
– Mail.ru	45	72	(38)
Media <sup>(3)</sup>	(7)	10	>(100)
Corporate segment	(17)	(18)	6
<b>Total economic interest from continuing operations</b>	<b>3 789</b>	<b>3 334</b>	<b>14</b>
Less: Equity-accounted investments	(4 120)	(3 744)	(10)
Total consolidated from continuing operations	(331)	(410)	19
<b>Total from discontinued operations (refer to note 4)</b>	<b>655</b>	<b>669</b>	<b>(2)</b>
<b>Consolidated<sup>(4)</sup></b>	<b>324</b>	<b>259</b>	<b>25</b>

<sup>(1)</sup> EBITDA refers to earnings before interest, taxation, depreciation and amortisation.

<sup>(2)</sup> The group historically allocated a portion of its corporate costs to the Video Entertainment segment. Following the distribution of MultiChoice Group to shareholders in the current year, and the consequent presentation of the Video Entertainment segment as a discontinued operation, corporate costs are now only allocated to the ecommerce business. The group views these corporate costs as primarily relating to the support of the ecommerce business. In line with IFRS 8 Operating Segments the group has accordingly presented the comparative information contained in the segmental review on a similar basis.

<sup>(3)</sup> 31 March 2018 includes revenue of US\$133m and EBITDA of US\$33.3m relating to Novus Holdings Limited (Novus). The group distributed the majority of its shareholding in Novus to its shareholders in September 2017.

<sup>(4)</sup> Includes the results of the Video Entertainment segment which has been classified as a discontinued operation (refer to note 4).

Refer to note 2 for details of the group's adoption of new accounting pronouncements during the period.

## Segmental review (continued)

for the year ended 31 March

	Trading profit		
	2019 US\$m	Restated 2018 US\$m	% change
<b>Continuing operations</b>			
Internet	3 339	3 013	11
Ecommerce	(613)	(713)	14
– Classifieds	2	(114)	>100
– Payments and Fintech	(43)	(64)	33
– Food delivery	(171)	(30)	>(100)
– Etail	(150)	(270)	44
– Travel	(37)	(61)	39
– Other <sup>(1)</sup>	(214)	(174)	(23)
Social and internet platforms	3 952	3 726	6
– Tencent	3 929	3 675	7
– Mail.ru	23	51	(55)
Media <sup>(2)</sup>	(14)	3	>(100)
Corporate segment	(21)	(22)	5
Intersegmental	–	–	
<b>Total economic interest from continuing operations</b>	<b>3 304</b>	<b>2 994</b>	<b>10</b>
Less: Equity-accounted investments	(3 686)	(3 449)	(7)
Total consolidated from continuing operations	(382)	(455)	16
<b>Total from discontinued operations (refer to note 4)</b>	<b>512</b>	<b>415</b>	<b>23</b>
<b>Consolidated<sup>(3)</sup></b>	<b>130</b>	<b>(40)</b>	<b>&gt;100</b>

<sup>(1)</sup> The group historically allocated a portion of its corporate costs to the Video Entertainment segment. Following the distribution of MultiChoice Group to shareholders in the current year, and the consequent presentation of the Video Entertainment segment as a discontinued operation, corporate costs are now only allocated to the ecommerce business. The group views these corporate costs as primarily relating to the support of the ecommerce business. In line with IFRS 8 Operating Segments the group has accordingly presented the comparative information contained in the segmental review on a similar basis.

<sup>(2)</sup> 31 March 2018 includes trading profit of US\$33.3m relating to Novus Holdings Limited (Novus). The group distributed the majority of its shareholding in Novus to its shareholders in September 2017.

<sup>(3)</sup> Includes the results of the Video Entertainment segment which has been classified as a discontinued operation (refer to note 4).

Refer to note 2 for details of the group's adoption of new accounting pronouncements during the period.

## Reconciliation of consolidated trading loss to consolidated operating loss

for the year ended 31 March

	2019 US\$'m	Restated 2018 US\$'m
<b>Consolidated trading loss from continuing operations<sup>(1)</sup></b>	<b>(398)</b>	<b>(496)</b>
<i>Adjusted for:</i>		
Finance cost on capitalised finance leases	1	–
Amortisation of other intangible assets	(94)	(97)
Other gains/(losses) – net	(38)	(32)
Retention option expense	(11)	(7)
Share-based incentives settled in treasury shares	(27)	(27)
<b>Consolidated operating loss from continuing operations</b>	<b>(567)</b>	<b>(659)</b>

<sup>(1)</sup> Includes the net profit impact of trading between continuing and discontinued operations of US\$15.7m (2018: US\$40.5m).

For a reconciliation of consolidated operating loss to consolidated profit before taxation, refer to the summarised consolidated income statement.

Refer to note 2 for details of the group's adoption of new accounting pronouncements during the year.

## Notes to the summarised consolidated financial results

for the year ended 31 March

### 1. GENERAL INFORMATION

Naspers Limited (Naspers or the group) is a global consumer internet group and one of the largest technology investors in the world. Operating and investing in countries and markets across the world with long-term growth potential, Naspers builds leading companies that empower people and enrich communities. The group operates and partners a number of leading internet businesses across the Americas, Africa, Central and Eastern Europe, and Asia in sectors including online classifieds, food delivery, payments and fintech, travel, education, health, and social and internet platforms.

### 2. BASIS OF PRESENTATION AND ACCOUNTING POLICIES

The summarised consolidated financial results for the year ended 31 March 2019 are prepared in accordance with the JSE Limited (JSE) Listings Requirements, relevant to summarised financial statements (provisional reports) and the provisions of the Companies Act No 71 of 2008. The JSE Listings Requirements require provisional reports to be prepared in accordance with the framework concepts, the measurement and recognition requirements of International Financial Reporting Standards (IFRS), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council, and to also, as a minimum, contain the information required by IAS 34 *Interim Financial Reporting*.

The summarised consolidated financial results do not include all the disclosures required for complete annual financial statements prepared in accordance with IFRS as issued by the International Accounting Standards Board (IASB). The accounting policies applied in the preparation of the consolidated annual financial statements, from which the summarised consolidated financial results were derived, are consistent with those applied in the previous consolidated annual financial statements, except as set out below.

The group has adopted all new and amended accounting pronouncements issued by the IASB that are effective for financial years commencing on 1 April 2018. The group has initially applied IFRS 15 *Revenue from Contracts with Customers* (IFRS 15), IFRIC 22 *Foreign Currency Transactions and Advance Consideration* (IFRIC 22) and IFRS 9 *Financial Instruments* (IFRS 9) from 1 April 2018. A number of other pronouncements were also effective from 1 April 2018, however, these pronouncements did not have a significant impact on the summarised consolidated financial results.

The group's reportable segments reflect the components of the group that are regularly reviewed by the chief executive officer and other senior executives who make strategic decisions. The group proportionately consolidates its share of the results of its associates and joint ventures in its reportable segments.

for the year ended 31 March

## 2. BASIS OF PRESENTATION AND ACCOUNTING POLICIES (continued)

Trading profit excludes amortisation of intangible assets (other than software), equity-settled share-based payment expenses relating to transactions to be settled through the issuance of treasury shares, retention option expenses and other gains/losses, but includes the finance cost on capitalised finance leases.

Core headline earnings excludes non-operating items. We believe it is a useful measure of the group's operating performance. However, this is not a defined term under IFRS and may not be comparable with similarly titled measures reported by other companies.

The impact of adoption of new accounting pronouncements during the year is set out below.

### **IFRS 15 Revenue from Contracts with Customers**

IFRS 15 replaced IAS 18 *Revenue*. The group has applied IFRS 15 on a retrospective basis and has restated the comparative information contained in the summarised consolidated financial results. Apart from providing additional and more detailed disclosure around revenue recognition, IFRS 15 did not have a significant impact on the group's existing revenue recognition practices and summarised consolidated financial results.

The cumulative net impact of adopting IFRS 15 for the year ended 31 March 2018 was a reduction in consolidated revenue of US\$3m and an increase of US\$1m in profit for the year. The impact of adoption related to the group's Video Entertainment segment which has been presented as a discontinued operation (refer to note 4), as the initial application of IFRS 15 did not have a significant impact on the group's other operations.

### **IFRS 9 Financial Instruments**

IFRS 9 replaced IAS 39 *Financial Instruments: Recognition and Measurement* (IAS 39). The group has applied IFRS 9 from 1 April 2018 and elected not to restate comparative information on transition, with the impact of adoption recognised as an adjustment to the opening balance of retained earnings as at 1 April 2018. The initial application of IFRS 9 did not have a significant impact on the group. The specific impacts relating to classification and measurement, impairment allowances and hedge accounting are outlined below.

#### **Classification and measurement**

The group recognised an increase in retained earnings of US\$838m, as a transfer from other reserves, relating to the impact of IFRS 9 on its associate Tencent Holdings Limited. The impact relates to cumulative net gains on investments classified as available-for-sale financial assets in terms of IAS 39 that are now accounted for as financial assets at fair value through profit or loss in terms of IFRS 9.

for the year ended 31 March

## 2. BASIS OF PRESENTATION AND ACCOUNTING POLICIES (continued)

### IFRS 9 *Financial Instruments* (continued)

#### *Classification and measurement* (continued)

In terms of IAS 39, the group previously classified equity investments as available-for-sale investments with changes in fair value recognised in other comprehensive income. On disposal or impairment, cumulative fair-value changes recognised in other comprehensive income were reclassified to the income statement. Furthermore, certain available-for-sale investments were measured at cost as their fair value could not be measured with sufficient reliability. These investments are, however, not significant to the summarised consolidated financial results and their remeasurement to fair value on transition to IFRS 9 was insignificant. The group has classified these investments as financial assets at fair value through other comprehensive income in terms of IFRS 9. IFRS 9 does not permit the reclassification of cumulative fair-value changes to the income statement on disposal or impairment. Further, IFRS 9 no longer permits cost measurement where fair value cannot be measured with sufficient reliability. The group, following the adoption of IFRS 9, accordingly no longer reclassifies cumulative fair-value changes on these investments to the income statement on disposal or impairment, but transfers such cumulative changes to retained earnings on disposal of an investment.

#### *Impairment*

The adoption of IFRS 9's impairment model resulted in an increase in impairment allowances on trade receivables due to the requirement to consider forward-looking information when determining impairment allowances. The cumulative net impact on the group was an increase of US\$14m in impairment allowances on trade receivables and a corresponding decrease of US\$14m in retained earnings. The impact of adoption related primarily to the group's Video Entertainment business, which has been presented as a discontinued operation (refer to note 4), as the application of IFRS 9 did not have a significant impact on the group's other operations.

#### *Hedge accounting*

IFRS 9 did not have a significant impact on the group's hedge accounting practices and accordingly previously applied hedging practices continued unaffected.

#### IFRIC 22 *Foreign Currency Transactions and Advance Consideration*

IFRIC 22 clarifies that non-monetary assets and liabilities arising from the payment/receipt of advance consideration (eg prepaid expenses and deferred revenue) are not retranslated to the entity's functional currency after initial recognition. The group applied IFRIC 22 on a prospective basis, with the impact of adoption recognised as an adjustment to the opening balance of retained earnings as at 1 April 2018.

The impact of adoption was an increase in prepaid expenses of US\$10m, a decrease in deferred revenue of US\$4m and a corresponding increase of US\$14m in retained earnings. The adoption impact related primarily to the group's Video Entertainment business, which has been presented as a discontinued operation (refer to note 4), as the initial application of IFRIC 22 did not have a significant impact on the group's other operations.

## Notes to the summarised consolidated financial results (continued)

for the year ended 31 March

### 2. BASIS OF PRESENTATION AND ACCOUNTING POLICIES (continued)

The impact of the adoption of the above accounting standards during the current year is shown in the following tables:

	Previously reported 2018 US\$m	Change in accounting policy <sup>(1)</sup> 2018 US\$m	Restated 2018 US\$m	Represented by:	
				Continuing operations US\$m	Discontinued operations US\$m
<b>INCOME STATEMENT (extract)</b>					
<b>Revenue from contracts with customers</b>	6 660	(3)	<b>6 657</b>	2 985	3 672
Selling, general and administration expenses	(2 786)	4	<b>(2 782)</b>	(1 728)	(1 054)
<b>Operating loss</b>	(198)	1	<b>(197)</b>	(659)	462
<b>Profit before taxation</b>	11 658	1	<b>11 659</b>	11 179	480
<b>Profit for the year</b>	11 298	1	<b>11 299</b>	11 109	190
<b>Profit attributable to:</b>					
Equity holders of the group	11 357	1	<b>11 358</b>	11 245	113
Non-controlling interests	(59)	–	<b>(59)</b>	(136)	77
	11 298	1	<b>11 299</b>	11 109	190
<b>Core headline earnings for the year</b>	2 507	1	<b>2 508</b>	2 388	120
<b>Core headline earnings per N ordinary share (US cents)</b>					
Basic	581	–	<b>581</b>	553	28
Diluted	568	–	<b>568</b>	540	28
<b>Earnings for the year</b>	11 357	1	<b>11 358</b>	11 245	113
<b>Earnings per N ordinary share (US cents)</b>					
Basic	2 631	–	<b>2 631</b>	2 604	27
Diluted	2 612	–	<b>2 612</b>	2 585	27
<b>Headline earnings for the year</b>	1 794	1	<b>1 795</b>	1 670	125
<b>Headline earnings per N ordinary share (US cents)</b>					
Basic	416	–	<b>416</b>	387	29
Diluted	403	–	<b>403</b>	374	28

<sup>(1)</sup> Represents the impact of adopting IFRS 15.

## Notes to the summarised consolidated financial results (continued)

for the year ended 31 March

### 2. BASIS OF PRESENTATION AND ACCOUNTING POLICIES (continued)

	Previously reported 2018 US\$m	Change in accounting policy <sup>(1)</sup> 2018 US\$m	Restated 2018 US\$m
<b>STATEMENT OF COMPREHENSIVE INCOME (extract)</b>			
Profit for the year	11 298	1	11 299
Other comprehensive income for the year	1 742	–	1 742
Total comprehensive income for the year	13 040	1	13 041
<b>Attributable to:</b>			
Equity holders of the group	13 025	1	13 026
Non-controlling interests	15	–	15
	13 040	1	13 041

<sup>(1)</sup> Represents the impact of adopting IFRS 15.

As at 31 March

	Previously reported 2018 US\$m	Change in accounting policy <sup>(1)</sup> 2018 US\$m	Restated 2018 US\$m
<b>STATEMENT OF FINANCIAL POSITION (extract)</b>			
<b>EQUITY AND LIABILITIES</b>			
<b>Capital and reserves attributable to the group's equity holders</b>			
Share capital and premium	25 522	1	25 523
Other reserves	4 965	–	4 965
Retained earnings	425	–	425
Non-controlling interests	20 132	1	20 133
	169	–	169
<b>TOTAL EQUITY</b>	<b>25 691</b>	<b>1</b>	<b>25 692</b>
<b>Non-current liabilities</b>	<b>5 623</b>	<b>–</b>	<b>5 623</b>
<b>Current liabilities</b>	<b>4 137</b>	<b>(1)</b>	<b>4 136</b>
Accrued expenses and other current liabilities	3 163	(1)	3 162
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>35 451</b>	<b>–</b>	<b>35 451</b>

<sup>(1)</sup> Represents the impact of adopting IFRS 15.

## Notes to the summarised consolidated financial results (continued)

for the year ended 31 March

### 2. BASIS OF PRESENTATION AND ACCOUNTING POLICIES (continued)

As at 1 April

	Restated <sup>(1)</sup> 2018 US\$'m	Change in accounting policy <sup>(2)</sup> 2018 US\$'m	Restated 2018 US\$'m
<b>ADJUSTMENTS TO THE OPENING BALANCES OF THE STATEMENT OF FINANCIAL POSITION (extract)</b>			
<b>ASSETS</b>			
Non-current assets	22 386	–	22 386
Current assets	13 065	(4)	13 061
Trade receivables	452	(14)	438
Other receivables and loans	762	10	772
<b>TOTAL ASSETS</b>	<b>35 451</b>	<b>(4)</b>	<b>35 447</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Capital and reserves attributable to the group's equity holders</b>			
Share capital and premium	25 523	–	25 523
Other reserves	4 965	–	4 965
Retained earnings	425	(838)	(413)
Retained earnings	20 133	838	20 971
<b>Non-controlling interests</b>	<b>169</b>	<b>–</b>	<b>169</b>
<b>TOTAL EQUITY</b>	<b>25 692</b>	<b>–</b>	<b>25 692</b>
<b>Non-current liabilities</b>	<b>5 623</b>	<b>–</b>	<b>5 623</b>
<b>Current liabilities</b>	<b>4 136</b>	<b>(4)</b>	<b>4 132</b>
Accrued expenses and other current liabilities	3 162	(4)	3 158
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>35 451</b>	<b>(4)</b>	<b>35 447</b>

<sup>(1)</sup> IFRS 15 has been adopted on a retrospective basis and accordingly the 31 March 2018 statement of financial position has already been restated for its impact.

<sup>(2)</sup> Represents the impacts of adopting IFRS 9 and IFRIC 22 as of 1 April 2018.

### 3. INDEPENDENT AUDIT

The summarised consolidated financial results have been audited by the company's auditor, PricewaterhouseCoopers Inc. (PwC). The individual auditor assigned to perform the audit is Brendan Deegan. PwC's unqualified audit reports on the consolidated annual financial statements and the summarised consolidated financial results for the year ended 31 March 2019 are available for inspection at the registered office of the company. The auditor's report does not necessarily cover all the information contained in the summarised consolidated financial results. Shareholders are therefore advised that, in order to obtain a full understanding of the nature of the auditor's work, they should obtain a copy of that report, together with the consolidated annual financial statements from the registered office of the company. These documents will be available from the company's registered office from 21 June 2019. The consolidated annual financial statements will be available on [www.naspers.com](http://www.naspers.com) on or about 24 June 2019.

## Notes to the summarised consolidated financial results (continued)

for the year ended 31 March

### 4. PROFIT FROM DISCONTINUED OPERATIONS

The group concluded the disposal of its subsidiary MultiChoice Group Limited (MultiChoice Group) in February 2019 (refer to note 13). The assets and liabilities of MultiChoice Group were classified as held for sale in September 2018. The results and cash flows of the group's Video Entertainment segment have been presented as discontinued operations in these summarised consolidated financial results. Discontinued operations also include the group's subscription video-on-demand service in Poland which was closed at the end of January 2019.

	2019 US\$'m	Restated <sup>(1)</sup> 2018 US\$'m
<b>INCOME STATEMENT INFORMATION OF DISCONTINUED OPERATIONS</b>		
Revenue from contracts with customers	3 321	3 672
Expenses	(2 851)	(3 192)
<b>Profit before tax</b>	<b>470</b>	<b>480</b>
Taxation	(200)	(290)
<b>Profit for the year</b>	<b>270</b>	<b>190</b>
Gain on disposal of discontinued operation	2 489	–
<b>Profit from discontinued operations</b>	<b>2 759</b>	<b>190</b>
<b>Profit from discontinued operations attributable to:</b>		
Equity holders of the group	2 683	113
Non-controlling interest	76	77
	<b>2 759</b>	<b>190</b>
<b>Revenue from contracts with customers</b>		
Revenue from discontinued operations comprises:		
Subscription revenue	2 750	2 982
Advertising revenue	211	239
Hardware sales and maintenance revenue	171	192
Technology revenue	98	128
Sublicence and reconnection fee revenue	63	71
Other revenue	28	60
<b>Revenue from contracts with customers</b>	<b>3 321</b>	<b>3 672</b>

<sup>(1)</sup> Represents the impact of adopting IFRS 15.

## Notes to the summarised consolidated financial results (continued)

for the year ended 31 March

### 4. PROFIT FROM DISCONTINUED OPERATIONS (continued)

	2019 US\$m	2018 US\$m
<b>CASH FLOW STATEMENT INFORMATION OF DISCONTINUED OPERATIONS</b>		
Net cash generated from operating activities	344	245
Net cash utilised in investing activities	(63)	(60)
Net cash generated from financing activities	20	102
<b>Cash generated by discontinued operations</b>	<b>301</b>	<b>287</b>
<b>PER SHARE INFORMATION RELATED TO DISCONTINUED OPERATIONS</b>		
Core headline earnings for the year (US\$m)	308	120
Core headline earnings per N ordinary share (US cents)	71	28
Diluted core headline earnings per N ordinary share (US cents)	71	28
Headline earnings for the year (US\$m)	216	125
Headline earnings per N ordinary share (US cents)	50	29
Diluted headline earnings per N ordinary share (US cents)	50	28
Earnings per N ordinary share (US cents)	621	27
Diluted earnings per N ordinary share (US cents)	618	27
Net number of shares issued ('000)		
– at year-end	432 200	432 126
– weighted average for the year	432 202	431 635
– diluted weighted average	434 060	433 003

## Notes to the summarised consolidated financial results (continued)

for the year ended 31 March

### 5. HEADLINE AND CORE HEADLINE EARNINGS

	Continuing operations 2019 US\$m	Discontinued operations 2019 US\$m
<b>Net profit attributable to shareholders</b>	4 218	2 683
<i>Adjusted for:</i>		
– impairment of property, plant and equipment and other assets	1	21
– impairment of goodwill and other intangible assets	7	3
– loss on sale of assets	2	1
– gains on acquisitions and disposals of investments	(1 621)	(2 489)
– remeasurement of previously held interest	(7)	–
– dilution losses on equity-accounted investments	182	–
– remeasurements included in equity-accounted earnings	695	–
– impairment of equity-accounted investments	88	–
	3 565	219
Total tax effects of adjustments	175	–
Total adjustment for non-controlling interest	(21)	(3)
<b>Headline earnings</b>	3 719	216
<i>Adjusted for:</i>		
– equity-settled share-based payment expenses	561	13
– initial recognition of tax losses from previous years	(36)	–
– amortisation of other intangible assets	295	2
– fair-value adjustments and currency translation differences	(1 570)	77
– retention option expense	11	–
– business combination-related losses	20	–
<b>Core headline earnings</b>	3 000	308

The diluted earnings, headline earnings and core headline earnings per share figures presented on the face of the income statement include a decrease of US\$47m relating to the future dilutive impact of potential ordinary shares issued by equity-accounted investees and subsidiaries.

## Notes to the summarised consolidated financial results (continued)

for the year ended 31 March

### 5. HEADLINE AND CORE HEADLINE EARNINGS (continued)

	Continuing operations 2018 US\$m	Discontinued operations 2018 US\$m
<b>Net profit attributable to shareholders</b>	11 245	113
<i>Adjusted for:</i>		
– impairment of property, plant and equipment and other assets	24	15
– impairment of goodwill and other intangible assets	4	–
– gain on sale of assets	–	(1)
– losses on acquisitions and disposals of investments	95	–
– remeasurement of previously held interest	(21)	–
– dilution gains on equity-accounted investments <sup>(1)</sup>	(9 216)	–
– remeasurements included in equity-accounted earnings	(526)	2
– impairment of equity-accounted investments	46	–
	1 651	129
Total tax effects of adjustments	20	(2)
Total adjustment for non-controlling interest	(1)	(2)
<b>Headline earnings</b>	1 670	125
<i>Adjusted for:</i>		
– equity-settled share-based payment expenses	425	10
– amortisation of other intangible assets	187	3
– fair-value adjustments and currency translation differences	79	(19)
– retention option expense	7	1
– business combination-related losses	20	–
<b>Core headline earnings</b>	2 388	120

<sup>(1)</sup> Includes the gain recognised on the disposal of a 2% interest in Tencent Holdings Limited.

The diluted earnings, headline earnings and core headline earnings per share figures presented on the face of the income statement include a decrease of US\$49m relating to the future dilutive impact of potential ordinary shares issued by equity-accounted investees and subsidiaries.

## Notes to the summarised consolidated financial results (continued)

for the year ended 31 March

### 6. REVENUE FROM CONTRACTS WITH CUSTOMERS

	Reportable segment(s) where revenue is included	2019 US\$'m	2018 US\$'m
Online sale of goods revenue	Classifieds and Etail	1 481	1 245
Classifieds listings revenue	Classifieds	623	491
Payment transaction commissions and fees	Payments and Fintech	308	255
Mobile and other content revenue	Other ecommerce	159	142
Food delivery revenue	Food Delivery	159	115
Travel package revenue and commissions	Travel	27	53
Advertising revenue	Various	229	241
Comparison shopping commissions and fees	Other ecommerce	45	59
Printing, distribution, circulation, publishing and subscription revenue	Media	145	284
Other revenue	Various	115	100
		<b>3 291</b>	<b>2 985</b>

Revenue is presented on an economic-interest basis (ie including a proportionate consolidation of the revenue of associates and joint ventures) in the group's segmental review and is accordingly not directly comparable to the above consolidated revenue figures.

### 7. INTEREST RECEIVED/(PAID)

	2019 US\$'m	2018 US\$'m
<b>Interest income</b>	<b>284</b>	<b>52</b>
– loans and bank accounts	283	49
– other	1	3
<b>Interest expense</b>	<b>(205)</b>	<b>(197)</b>
– loans and overdrafts	(201)	(193)
– other	(4)	(4)
<b>Other finance income/(cost) – net</b>	<b>130</b>	<b>(379)</b>
– net foreign exchange differences and fair-value adjustments on derivatives	77	(127)
– remeasurement of written put option liabilities	53	(252)

## Notes to the summarised consolidated financial results (continued)

for the year ended 31 March

### 8. PROFIT BEFORE TAXATION

In addition to the items already detailed, profit before taxation has been determined after taking into account, inter alia, the following:

	2019 US\$m	2018 US\$m
<b>Depreciation of property, plant and equipment</b>	35	31
<b>Amortisation</b>	111	111
– other intangible assets	94	97
– software	17	14
<b>Impairment losses on financial assets measured at amortised cost</b>	18	15
<b>Net realisable value adjustments on inventory, net of reversals<sup>(1)</sup></b>	28	8
<b>Other (losses)/gains – net</b>	(38)	(32)
– (loss)/gain on sale of assets	(2)	1
– impairment of goodwill and other intangible assets	(7)	(4)
– impairment of property, plant and equipment and other assets	(1)	(24)
– dividends received on investments	4	1
– fair-value adjustments on financial instruments	(27)	(6)
– other	(5)	–
<b>Gains on acquisitions and disposals</b>	1 609	(93)
– gains/(losses) on disposal of investments	1 618	(91)
– remeasurement of contingent consideration	3	(5)
– acquisition-related costs	(19)	(18)
– remeasurement of previously held interest	7	21

<sup>(1)</sup> Net realisable value writedowns relate primarily to general inventory writedowns in the Retail segment.

## Notes to the summarised consolidated financial results (continued)

for the year ended 31 March

### 9. EQUITY-ACCOUNTED RESULTS

The group's equity-accounted investments contributed to the summarised consolidated financial results as follows:

	2019 US\$'m	2018 US\$'m
<b>Share of equity-accounted results</b>	<b>3 410</b>	<b>3 285</b>
– sale of non-current assets	–	2
– gains on acquisitions and disposals	(126)	(692)
– impairment of investments	799	162
<b>Contribution to headline earnings</b>	<b>4 083</b>	<b>2 757</b>
– amortisation of other intangible assets	236	135
– equity-settled share-based payment expenses	535	385
– fair-value adjustments and currency translation differences	(1 499)	(224)
<b>Contribution to core headline earnings</b>	<b>3 355</b>	<b>3 053</b>
Tencent	3 587	3 288
Mail.ru	15	37
MakeMyTrip	(49)	(76)
Delivery Hero	(55)	(17)
Other	(143)	(179)

The group applies an appropriate lag period in reporting the results of equity-accounted investments where the year-ends of investees are not coterminous with that of Naspers Limited.

### 10. GOODWILL

Goodwill is subject to an annual impairment assessment. Movements in the group's goodwill for the year are detailed below:

	2019 US\$'m	2018 US\$'m
<b>Goodwill</b>		
– cost	2 961	2 790
– accumulated impairment	(354)	(348)
<b>Opening balance</b>	<b>2 607</b>	<b>2 442</b>
– foreign currency translation effects	(292)	41
– acquisitions of subsidiaries and businesses	105	124
– disposals of subsidiaries and businesses	(7)	–
– transferred to assets classified as held for sale <sup>(1)</sup>	(287)	–
– impairment	(6)	–
<b>Closing balance</b>	<b>2 120</b>	<b>2 607</b>
– cost	2 360	2 961
– accumulated impairment	(240)	(354)

<sup>(1)</sup> Assets classified as held for sale include those assets of MultiChoice Group that were classified as held for sale in September 2018 and subsequently distributed to shareholders (refer to note 13).

## Notes to the summarised consolidated financial results (continued)

for the year ended 31 March

### 11. COMMITMENTS AND CONTINGENT LIABILITIES

Commitments relate to amounts for which the group has contracted, but that have not yet been recognised as obligations in the statement of financial position.

	2019 US\$m	2018 US\$m
<b>Commitments<sup>(1)</sup></b>	<b>327</b>	<b>3 537</b>
– capital expenditure	19	17
– programme and film rights	–	2 906
– network and other service commitments	26	104
– operating lease commitments	282	327
– set-top box commitments	–	183

<sup>(1)</sup> The group is subject to commitments which occur in the normal course of business. The group plans to fund these commitments out of existing facilities and internally generated funds. Prior-period commitments for programme and film rights and set-top boxes related to MultiChoice Group which was distributed to shareholders during the current year (refer to note 13).

The group operates across a large number of jurisdictions and pays tax in the countries in which it operates. In certain jurisdictions uncertainty exists as to whether certain transactions or payments are subject to tax. In these countries the group continues to seek relevant advice and works with its advisers to identify and/or quantify tax exposures. Our current assessment of possible tax exposures, including penalties and interest, amounts to approximately US\$22.0m (2018: US\$226.1m). No provision has been made as at 31 March 2019 (and 2018) for these possible exposures. The current-year reduction in possible tax exposures relates primarily to the distribution of MultiChoice Group to shareholders (refer to note 13).

Furthermore, the group has a contingent asset of US\$177.0m (2018: US\$nil) related to amounts receivable from tax authorities.

## Notes to the summarised consolidated financial results (continued)

for the year ended 31 March

### 12. DISPOSAL GROUPS CLASSIFIED AS HELD FOR SALE

The group distributed its shareholding in MultiChoice Group Limited (MultiChoice Group) to shareholders during the year (refer to note 13). As a consequence of this transaction, equity-compensation plans and other group entities that held Naspers Limited N ordinary shares (as treasury shares) at the time of distribution received MultiChoice Group shares. The group has classified a portion of these MultiChoice Group shares, with a fair value of US\$50.7m, as held for sale as at 31 March 2019 as it has committed to dispose of these shares within 12 months from the end of the current reporting period. The portion of MultiChoice Group shares not classified as held for sale are presented as part of "Other investments and loans" in the statement of financial position.

The assets and liabilities of the group's subsidiary Netrepreneur Connections Enterprises, Inc. (Sulit) were also classified as held for sale during the year as the group signed an agreement to contribute this investment to Carousell Private Limited (Carousell) in exchange for an equity interest in Carousell (refer to note 16).

The assets and liabilities classified as held for sale as at 31 March 2019 are detailed in the table below:

	2019 US\$m	2018 US\$m
<b>Assets classified as held for sale</b>	<b>67</b>	<b>–</b>
Goodwill and other intangible assets	13	–
Investments at fair value through other comprehensive income	51	–
Trade and other receivables	2	–
Cash and cash equivalents	1	–
<b>Liabilities classified as held for sale</b>	<b>2</b>	<b>–</b>
Accrued expenses and other current liabilities	2	–

for the year ended 31 March

### 13. BUSINESS COMBINATIONS, OTHER ACQUISITIONS AND DISPOSALS

In August 2018 the group invested US\$60m for a 100% effective and fully diluted interest in the issued share capital of Zooz Mobile Limited (Zooz), a management and optimisation payment provider based in Israel. The transaction was accounted for as a business combination with an effective date of August 2018. The purchase price allocation: cash and deposits US\$2m; trade and other receivables US\$1m; intangible assets US\$22m; trade and other payables US\$1m; loan liabilities US\$1m; deferred tax liability US\$5m and the balance of US\$42m to goodwill. The main intangible assets recognised in the business combination were technology and customer relationships.

In December 2018 the group invested US\$36m for a 69% effective interest (65% fully diluted) in the issued share capital of Aasaanjobs Private Limited (Aasaanjobs), an online recruitment marketplace based in India. The transaction was accounted for as a business combination with an effective date of December 2018. The purchase price allocation: cash and deposits US\$23m; trade and other receivables US\$1m; intangible assets US\$5m; trade and other payables US\$3m; deferred tax liability US\$2m and the balance of US\$13m to goodwill. The main intangible assets recognised in the business combination were customer relationships and trade names.

Since the acquisition dates of the above business combinations, revenue of US\$1m and net losses of US\$9m have been included in the income statement. Had the revenue and net losses of the above business combinations been included from 1 April 2018, group revenue from continuing operations and group net profit from continuing operations would have amounted to US\$3.29bn and US\$4.15bn respectively.

The main factor contributing to the goodwill recognised in these acquisitions was the acquirees' market presence. The goodwill that arose is not expected to be deductible for income tax purposes. Total acquisition-related costs of US\$2m were recorded in "(Losses)/gains on acquisitions and disposals" in the income statement regarding the above-mentioned acquisitions.

In April 2018 the group acquired the share capital held by non-controlling shareholders of its subsidiary Dubizzle Limited (Dubizzle) for US\$190m. The transaction resulted in the settlement of a written put option recognised by the group over the non-controlling interest in Dubizzle and the derecognition of the non-controlling interest in this business. Following the acquisition, the group holds a 100% effective and fully diluted interest in Dubizzle.

In August 2018 the group's subsidiary Letgo Global B.V. (previously named Ambatana Holdings B.V.) acquired the share capital held by non-controlling shareholders of Letgo USA B.V. for US\$189m. The transaction resulted in the settlement of a written put option recognised by the group over the non-controlling interest in the business and the derecognition of the related non-controlling interest. Following a US\$150m funding round in June 2018, the group's shareholding in Letgo Global B.V. increased from an effective 73.4% at 31 March 2018 to 80% (77% fully diluted) at 31 March 2019.

In January 2019 the group acquired the share capital held by non-controlling shareholders of its subsidiary Avito AB (Avito) for US\$1.16bn. The transaction resulted in the settlement of a written put option recognised by the group over the non-controlling interest in Avito and the derecognition of the non-controlling interest in this business. Following the acquisition, the group holds a 100% effective interest (99.5% fully diluted) in Avito.

for the year ended 31 March

**13. BUSINESS COMBINATIONS, OTHER ACQUISITIONS AND DISPOSALS (continued)**

In March 2019 the group acquired an additional interest in its subsidiary Silver Indonesia JVCo B.V. (Silver Indonesia) from non-controlling shareholders for US\$46m. Following the acquisition, the group holds a 66% effective interest in Silver Indonesia.

The following relates to the group's investments in its equity-accounted investees:

In May 2018 the group invested US\$35m for a 16% effective interest (15% fully diluted) in Honor Technology, Inc. (Honor), a comprehensive home-care company for older adults in the US. The group accounts for its interest as an investment in an associate.

In May 2018 the group invested US\$89m in Frontier Car Group, Inc. (Frontier Car Group), an online car marketplace headquartered in Berlin and currently operating in eight countries, for a 36% effective (35% fully diluted) shareholding. The group accounts for its interest as an investment in an associate. The group also entered into a collaboration with Frontier Car Group in India during February 2019 through an investment of US\$25m in the group's subsidiary India Used Car Group B.V.

In July 2018 the group invested an additional US\$12m in PaySense Private Limited (PaySense), a technology platform providing Indian consumers with access to credit lines based on an alternative-data decisioning model. Following this investment, the group holds a 19% effective interest (17% fully diluted) in PaySense. The group now accounts for its interest in PaySense as an investment in an associate.

The group invested an additional US\$79m in Bundl Technologies Private Limited (Swiggy), a leading online food-ordering and delivery platform in India, during July 2018, followed by a further investment of US\$637m in January 2019. Following these investments, the group holds a 39% effective interest (35% fully diluted) in Swiggy. The group continues to account for its interest as an investment in an associate.

In December 2018 the group invested US\$383m in Think & Learn Private Limited (BYJU'S) for a 12% effective (12% fully diluted) shareholding in India's largest education company and the creator of India's largest personalised learning app. The group accounts for its interest as an investment in an associate.

The following relates to significant disposals by the group during the reporting period:

During May 2018 the group announced the disposal of its 12% effective interest (11% fully diluted) in Flipkart Limited – its equity-accounted Etail investment in India – to US-based retailer Wal-Mart International Holdings, Inc. for US\$2.2bn (inclusive of applicable withholding taxes and amounts held in escrow). Amounts held in escrow following the disposal have been included as part of "Other receivables and loans" in the statement of financial position. The transaction was concluded in August 2018 following regulatory approval. A gain on disposal of US\$1.6bn has been recognised as part of "Gains/(losses) on acquisitions and disposals" in the income statement. This gain includes the reclassification of a foreign currency translation reserve of US\$97m to the income statement. Related income tax expenses of US\$177m have been included as part of "Taxation" in the income statement.

In September 2018 the group concluded the sale of its 52% interest in Tek Travels Private Limited, its online business-to-business (B2B) travel distribution business, for US\$37m. A gain on disposal of US\$6m has been recognised as part of "Gains/(losses) on acquisitions and disposals" in the income statement.

## Notes to the summarised consolidated financial results (continued)

for the year ended 31 March

### 13. BUSINESS COMBINATIONS, OTHER ACQUISITIONS AND DISPOSALS (continued)

Following its listing on the JSE in February 2019, the group distributed its shares in its Video Entertainment business, MultiChoice Group Limited (MultiChoice Group), to shareholders as a pro rata distribution in specie (the distribution). MultiChoice Group and, accordingly, the group's Video Entertainment segment, has been presented as a discontinued operation in these summarised consolidated financial results (refer to note 4). The group recorded a gain of US\$2.49bn as part of "Profit from discontinued operations" in the income statement following the distribution, being the difference between the fair value of the MultiChoice Group shares distributed, measured using its listed share price, and the book value of the net assets derecognised. The gain recognised is presented net of the reclassification of reserves (primarily foreign currency translation and hedging reserves) of US\$546m (losses) to the income statement following the distribution. The distribution reduced retained earnings by US\$3.83bn being the fair value of the distributed MultiChoice Group shares. The group calculated the gain on distribution based on the fair value of MultiChoice Group as at the date of distribution. In calculating the fair value, the group determined that the share price of MultiChoice Group for the first 15 days of trading did not represent an orderly transaction on account of the trading volumes during this period and the fact that there was no exposure to the market before the measurement date. Consequently, the group used the 15-day volume-weighted average share price of MultiChoice Group and excluded the first 15 days of trading as this was considered more representative of the fair value of MultiChoice Group in an orderly transaction. This is consequently a level 2 fair-value measurement.

### 14. FINANCIAL INSTRUMENTS

The fair values of the group's financial instruments that are measured at fair value at each reporting period, are categorised as follows:

#### Fair-value measurements at 31 March 2019 using:

	Carrying value US\$'m	Quoted prices in active markets for identical assets or liabilities (level 1) US\$'m	Significant other observable inputs (level 2) US\$'m	Significant unobservable inputs (level 3) US\$'m
<b>Assets</b>				
Financial assets at fair value through other comprehensive income <sup>(1)</sup>	122	73	3	46
Foreign exchange contracts	4	–	4	–
Derivatives embedded in leases	1	–	–	1
<b>Liabilities</b>				
Foreign exchange contracts	3	–	3	–
Earn-out obligations	7	–	–	7
Cross-currency swap	33	–	33	–

<sup>(1)</sup> Includes assets classified as held for sale.

## Notes to the summarised consolidated financial results (continued)

for the year ended 31 March

### 14. FINANCIAL INSTRUMENTS (continued)

Fair-value measurements  
at 31 March 2018 using:

	Carrying value US\$m	Quoted prices in active markets for identical assets or liabilities (level 1) US\$m	Significant other observable inputs (level 2) US\$m	Significant unobservable inputs (level 3) US\$m
<b>Assets</b>				
Available-for-sale investments	35	33	2	–
Foreign exchange contracts	9	–	9	–
Derivatives embedded in leases	1	–	–	1
Currency devaluation features	2	–	–	2
<b>Liabilities</b>				
Foreign exchange contracts	162	–	162	–
Earn-out obligations	58	–	–	58
Interest rate and cross-currency swaps	124	–	124	–

There have been no transfers between levels 1 or 2 during the reporting period, nor were there any significant changes to the valuation techniques and inputs used in measuring fair value.

Currency devaluation features related to clauses in content acquisition agreements within the Video Entertainment business that provided the group with protection against significant currency devaluations. The group distributed MultiChoice Group to shareholders during the current year (refer to note 13). The fair value of currency devaluation features was measured through the use of discounted cash flow techniques.

For earn-out obligations, current forecasts of the extent to which management believes performance criteria will be met, discount rates reflecting the time value of money and contractually specified earn-out payments are used.

Changes in these assumptions could affect the reported fair value of these financial instruments.

The fair value of level 2 financial instruments is determined with the use of exchange rates quoted in active markets and interest rate extracts from observable yield curves.

## Notes to the summarised consolidated financial results (continued)

for the year ended 31 March

### 14. FINANCIAL INSTRUMENTS (continued)

The group discloses the fair values of the following financial instruments as their carrying values are not a reasonable approximation of their fair values:

Financial liabilities	Carrying value US\$m	Fair value US\$m
<b>31 March 2019</b>		
Publicly traded bonds	3 200	3 350
<b>31 March 2018</b>		
Capitalised finance leases <sup>(1)</sup>	1 158	1 125
Publicly traded bonds	3 200	3 357

<sup>(1)</sup> Related primarily to MultiChoice Group which was distributed to shareholders during the current year (refer to note 13).

The fair values of the capitalised finance leases have been determined through discounted cash flow analysis.

The fair values of the publicly traded bonds have been determined with reference to the listed prices of the instruments as at the end of the reporting period.

### 15. RELATED PARTY TRANSACTIONS AND BALANCES

The group entered into various related party transactions in the ordinary course of business. There have been no significant changes in related party transactions and balances since the previous reporting period.

### 16. EVENTS AFTER THE REPORTING PERIOD

In April 2019 the group contributed 100% of the issued share capital of its subsidiary Netpreneur Connections Enterprises, Inc. (Sulit) as well as cash with an aggregate value of US\$5.1m to Carousell Private Limited (Carousell) in exchange for a 12% (10% fully diluted) interest in Carousell, one of Asia's largest and fastest-growing classifieds marketplaces. The companies will merge their operations in the Philippines, a process that is expected to conclude in the second half of the 2019 calendar year. The group will classify its interest in Carousell as an investment in an associate on account of its representation on the board of Carousell.

In April 2019 the group announced the exchange of its 43% interest in its online travel associate MakeMyTrip Limited for an approximate 6% interest in Ctrip.com International Limited (Ctrip), a well-known provider of online travel and related services headquartered in China. The transaction is expected to be finalised in the second half of the 2019 calendar year and is subject to regulatory approval. The group will classify its interest in Ctrip as an investment at fair value.

In April 2019 the group signed an agreement to invest US\$70m for a 100% effective and fully diluted interest in Wibmo, Inc. (Wibmo) a digital payment company providing payment security, mobile payment solutions and processing services in India. The transaction is subject to regulatory approval. The group will account for the acquisition of its interest in Wibmo as a business combination and will classify the investment as an investment in a subsidiary.

## Notes to the summarised consolidated financial results (continued)

for the year ended 31 March

### 16. EVENTS AFTER THE REPORTING PERIOD (continued)

In May 2019 the group announced the sale of its 100% effective interest in its subsidiary BuscaPé Company Informação Tecnologia Limitada. The transaction is subject to regulatory approval. In June 2019 the group signed an agreement to invest approximately US\$131m for a 85% effective interest (79% fully diluted) in lyzi Ödeme ve Elektronik Para Hizmetleri Anonim Şirketi (lyzico), a leading payment service provider in Turkey. The transaction is subject to regulatory approval. The group will account for the acquisition of its interest in lyzico as a business combination and will classify the investment as an investment in a subsidiary.

### 17. PRO FORMA FINANCIAL INFORMATION

The group has presented certain revenue and trading profit metrics in local currency, excluding the effects of changes in the composition of the group (the pro forma financial information) in the following tables. The pro forma financial information is the responsibility of the board of directors (the board) of Naspers Limited and is presented for illustrative purposes. Information presented on a pro forma basis has been extracted from the group's management accounts, the quality of which the board is satisfied with.

Shareholders are advised that, due to the nature of the pro forma financial information and the fact that it has been extracted from the group's management accounts, it may not fairly present the group's financial position, changes in equity, results of operations or cash flows.

The pro forma financial information has been prepared to illustrate the impact of changes in foreign exchange rates and changes in the composition of the group on its results for the year ended 31 March 2019. The following methodology was applied in calculating the pro forma financial information:

1. Foreign exchange/constant currency adjustments have been calculated by adjusting the current period's results to the prior period's average foreign exchange rates, determined as the average of the monthly exchange rates for that period. The local currency financial information quoted is calculated as the constant currency results, arrived at using the methodology outlined above, compared to the prior period's actual IFRS results. The relevant average exchange rates (relative to the US dollar) used for the group's most significant functional currencies, were: South African rand (2019: 0.0723; 2018: 0.0774), Polish zloty (2019: 0.2684; 2018: 0.2794), Russian rouble (2019: 0.0153; 2018: 0.0173), Chinese yuan renminbi (2019: 0.01485; 2018: 0.1517), Indian rupee (2019: 0.0143; 2018: 0.0155), Brazilian real (2019: 0.2622; 2018: 0.3097), Angolan kwanza (2019: 0.0035; 2018: 0.0056) and Nigerian naira (2019: 0.0028; 2018: 0.0028).

## Notes to the summarised consolidated financial results (continued)

for the year ended 31 March

### 17. PRO FORMA FINANCIAL INFORMATION (continued)

2. Adjustments made for changes in the composition of the group relate to acquisitions and disposals of subsidiaries and equity-accounted investments as well as to changes in the group's shareholding in its equity-accounted investments. For mergers, the group composition adjustments include a portion of the prior-year results of the entity with which the merger took place. The following significant changes in the composition of the group during the respective reporting periods have been adjusted for in arriving at the pro forma financial information:

#### Year ended 31 March 2019

Transaction	Basis of accounting	Reportable segment	Acquisition/ Disposal
<b>Continuing operations</b>			
Dilution of the group's interest in Tencent	Associate	Social and internet platforms	Disposal
Disposal of the group's interest in Flipkart	Associate	Ecommerce	Disposal
Effect of merger of ibibo with MakeMyTrip	Associate	Ecommerce	Acquisition and disposal
Acquisition of the group's interest in Delivery Hero	Associate	Ecommerce	Acquisition
Acquisition of the group's interest in Swiggy	Associate	Ecommerce	Acquisition
Acquisition of the group's interest in Frontier Car Group	Associate	Ecommerce	Acquisition
Disposal of the group's interest in Souq	Joint venture	Ecommerce	Disposal
Disposal of the group's interest in Tek Travels	Subsidiary	Ecommerce	Disposal
Acquisition of the group's interest in Takealot	Subsidiary	Ecommerce	Acquisition
Distribution of the group's interest in Novus to shareholders	Subsidiary	Media	Disposal
<b>Discontinued operations</b>			
Distribution of MultiChoice Group to shareholders	Subsidiary	Video Entertainment	Disposal
Disposal of the group's interest in MWEB	Subsidiary	Video Entertainment	Disposal

The net adjustment made for all acquisitions and disposals that took place during the year ended 31 March 2019 amounted to a negative adjustment of US\$1.4bn on revenue and a negative adjustment of US\$181m on trading profit.

An assurance report issued in respect of the pro forma financial information, by the group's external auditor, is available at the registered office of the company.

## Notes to the summarised consolidated financial results (continued)

for the year ended 31 March

### 17. PRO FORMA FINANCIAL INFORMATION (continued)

The adjustments to the amounts, reported in terms of IFRS, that have been made in arriving at the pro forma financial information are presented in the table below:

	2018 A	2019 B	2019 C	2019 D	2019 E	2019 F <sup>(2)</sup>	2019 G <sup>(3)</sup>	2019 H <sup>(4)</sup>
	Restated IFRS <sup>(1)</sup> US\$m	Group composi- tion disposal adjustment US\$m	Group composi- tion acquisition adjustment US\$m	Foreign currency adjustment US\$m	Local currency growth US\$m	IFRS <sup>(1)</sup> US\$m	Local currency growth % change	IFRS % change

#### CONTINUING OPERATIONS

##### Revenue

Internet	15 863	(1 248)	324	(663)	4 402	18 678	30	18
Ecommerce	3 582	(493)	324	(277)	798	3 934	26	10
– Classifieds	628	(1)	85	(67)	230	875	37	39
– Payments and Fintech	294	(1)	25	(40)	82	360	28	22
– Food Delivery	166	–	149	(33)	95	377	57	>100
– Etail	2 060	(476)	53	(102)	312	1 847	20	(10)
– Travel	211	(15)	–	(1)	39	234	20	11
– Other	223	–	12	(34)	40	241	18	8
Social and internet platforms	12 281	(755)	–	(386)	3 604	14 744	31	20
– Tencent	12 024	(753)	–	(348)	3 534	14 457	31	20
– Mail.ru	257	(2)	–	(38)	70	287	27	12
Media	507	(145)	–	(22)	(14)	326	(4)	(36)
Corporate segment	2	–	–	–	–	2	–	–
Intersegmental	(20)	–	–	1	3	(16)	–	–
<b>Economic interest</b>	<b>16 352</b>	<b>(1 393)</b>	<b>324</b>	<b>(684)</b>	<b>4 391</b>	<b>18 990</b>	<b>29</b>	<b>16</b>
<b>DISCONTINUED OPERATIONS</b>								
Video Entertainment	3 677	(373)	4	(195)	211	3 324	6	(10)
<b>Group economic interest</b>	<b>20 029</b>	<b>(1 766)</b>	<b>328</b>	<b>(879)</b>	<b>4 602</b>	<b>22 314</b>	<b>25</b>	<b>11</b>

<sup>(1)</sup> Figures presented on an economic-interest basis as per the segmental review.

<sup>(2)</sup> A + B + C + D + E.

<sup>(3)</sup>  $[E/(A + B)] \times 100$ .

<sup>(4)</sup>  $[(F/A) - 1] \times 100$ .

Refer to the segmental review and note 2 for details of the group's adoption of new accounting pronouncements during the year.

## Notes to the summarised consolidated financial results (continued)

for the year ended 31 March

### 17. PRO FORMA FINANCIAL INFORMATION (continued)

	2018 A	2019 B	2019 C	2019 D	2019 E	2019 F <sup>(2)</sup>	2019 G <sup>(3)</sup>	2019 H <sup>(4)</sup>
	Restated IFRS <sup>(1)</sup> US\$m	Group composi- tion disposal adjustment US\$m	Group composi- tion acquisition adjustment US\$m	Foreign currency adjustment US\$m	Local currency growth US\$m	IFRS <sup>(1)</sup> US\$m	Local currency growth % change	IFRS % change
<b>CONTINUING OPERATIONS</b>								
<b>Trading profit</b>								
Internet	3 013	(142)	(108)	(49)	625	3 339	22	11
Ecommerce	(713)	88	(108)	26	94	(613)	15	14
– Classifieds	(114)	2	(14)	–	128	2	>100	>100
– Payments and Fintech	(64)	–	(20)	(2)	43	(43)	67	33
– Food Delivery	(30)	–	(56)	12	(97)	(171)	>(100)	>(100)
– Retail	(270)	93	(9)	11	25	(150)	14	44
– Travel	(61)	(7)	–	–	31	(37)	46	39
– Other <sup>(5)</sup>	(174)	–	(9)	5	(36)	(214)	(21)	(23)
Social and internet platforms	3 726	(230)	–	(75)	531	3 952	15	6
– Tencent	3 675	(230)	–	(72)	556	3 929	16	7
– Mail.ru	51	–	–	(3)	(25)	23	(49)	(55)
Media	3	(26)	–	2	7	(14)	(30)	>(100)
Corporate segment	(22)	–	–	5	(4)	(21)	(18)	5
<b>Economic interest</b>	<b>2 994</b>	<b>(168)</b>	<b>(108)</b>	<b>(42)</b>	<b>628</b>	<b>3 304</b>	<b>22</b>	<b>10</b>
<b>DISCONTINUED OPERATIONS</b>								
Video Entertainment <sup>(6)</sup>	410	16	79	(94)	101	512	24	25
<b>Group economic interest</b>	<b>3 404</b>	<b>(152)</b>	<b>(29)</b>	<b>(136)</b>	<b>729</b>	<b>3 816</b>	<b>22</b>	<b>12</b>

<sup>(1)</sup> Figures presented on an economic-interest basis as per the segmental review.

<sup>(2)</sup> A + B + C + D + E.

<sup>(3)</sup>  $[E/(A + B)] \times 100$ .

<sup>(4)</sup>  $[(F/A) - 1] \times 100$ .

<sup>(5)</sup> The group historically allocated a portion of its corporate costs to the Video Entertainment segment. Following the distribution of MultiChoice Group to shareholders in the current year, and the consequent presentation of the Video Entertainment segment as a discontinued operation, corporate costs are now only allocated to the ecommerce business. The group views these corporate costs as primarily relating to the support of the ecommerce business. In line with IFRS 8 Operating Segments the group has accordingly presented the comparative information contained in the segmental review on a similar basis.

<sup>(6)</sup> Includes an adjustment for depreciation and amortisation which the group ceased recognising on classification of MultiChoice Group as held for sale at 30 September 2018 in terms of IFRS 5 Non-current Assets Held for Sale and Discontinued Operations up to the date of distribution to shareholders.

## Notes to the summarised consolidated financial results (continued)

for the year ended 31 March

### 17. PRO FORMA FINANCIAL INFORMATION (continued)

The adjustments to the amounts, reported in terms of IFRS, that have been made in arriving at the pro forma financial information are presented in the table below:

	2018 A	2019 B	2019 C	2019 D	2019 E	2019 F <sup>(1)</sup>	2019 G <sup>(2)</sup>	2019 H <sup>(3)</sup>
		Group composition disposal adjustment IFRS US\$m	Group composition acquisition adjustment US\$m	Foreign currency adjustment US\$m	Local currency growth US\$m	IFRS US\$m	Local currency growth % change	IFRS % change
<b>Other metrics reported</b>								
Consolidated Avito revenue	284	–	–	(42)	80	322	28	13

Core headline earnings, calculated on a constant-currency basis, amounted to US\$3bn.

<sup>(1)</sup>  $A + B + C + D + E$ .

<sup>(2)</sup>  $[E/(A + B)] \times 100$ .

<sup>(3)</sup>  $[(F/A) - 1] \times 100$ .

Refer to the segmental review and note 2 for details of the group's adoption of new accounting pronouncements during the period.

## Independent auditor's report

on the summary consolidated financial statements

### TO THE SHAREHOLDERS OF NASPERS LIMITED

#### OPINION

The summary consolidated financial statements of Naspers Limited, contained in the accompanying provisional report, which comprise the summary consolidated statement of financial position as at 31 March 2019, the summary consolidated income statement and summary consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and related notes, are derived from the audited consolidated financial statements of Naspers Limited for the year ended 31 March 2019.

In our opinion, the accompanying summary consolidated financial statements are consistent, in all material respects, with the audited consolidated financial statements, in accordance with the requirements of the JSE Limited Listings Requirements for provisional reports, as set out in note 2 to the summary consolidated financial statements, and the requirements of the Companies Act of South Africa as applicable to summary financial statements.

#### SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

The summary consolidated financial statements do not contain all the disclosures required by International Financial Reporting Standards and the requirements of the Companies Act of South Africa as applicable to annual financial statements. Reading the summary consolidated financial statements and the auditor's report thereon, therefore, is not a substitute for reading the audited consolidated financial statements and the auditor's report thereon.

#### THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND OUR REPORT THEREON

We expressed an unmodified audit opinion on the audited consolidated financial statements in our report dated 21 June 2019. That report also includes communication of key audit matters. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period.

#### DIRECTORS' RESPONSIBILITY FOR THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the summary consolidated financial statements in accordance with the requirements of the JSE Limited Listings Requirements for provisional reports, set out in note 2 to the summary consolidated financial statements, and the requirements of the Companies Act of South Africa as applicable to summary financial statements.

## AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on whether the summary consolidated financial statements are consistent, in all material respects, with the audited consolidated financial statements based on our procedures, which were conducted in accordance with International Standard on Auditing (ISA) 810 (Revised), *Engagements to Report on Summary Financial Statements*.

## OTHER MATTER

We have not audited future financial performance and expectations expressed by the directors included in the commentary in the accompanying summary consolidated financial statements and accordingly do not express an opinion thereon.



PricewaterhouseCoopers Inc.

Director: Brendan Deegan

*Registered Auditor*

Cape Town

21 June 2019

PricewaterhouseCoopers Inc.,

5 Silo Square, V&A Waterfront, Cape Town 8002, P O Box 2799, Cape Town 8000

T: +27 (0) 21 529 2000, F: +27 (0) 21 529 3300, [www.pwc.co.za](http://www.pwc.co.za)

**Chief Executive Officer:** T D Shango

**Management Committee:** S N Madikane, J S Masondo, P J Mothibe, C Richardson, F Tonelli, C Volschenk

The Company's principal place of business is at 4 Lisbon Lane, Waterfall City, Jukskei View, where a list of directors' names is available for inspection.

Reg. no. 1998/012055/21, VAT reg. no. 4950174682

## Administration and corporate information

### NASPERS LIMITED

Incorporated in the Republic of South Africa  
(Registration number 1925/001431/06)

(Naspers)

JSE share code: NPN ISIN: ZAE000015889

LSE share code: NPSN ISIN: US 6315121003

### DIRECTORS

J P Bekker (chair), B van Dijk (chief executive), E M Choi,

H J du Toit, C L Enenstein, D G Eriksson, R C C Jafta,

F L N Letele, D Meyer, R Oliveira de Lima, S J Z Pacak,

T M F Phaswana, V Sgourdos, M R Sorour,

J D T Stofberg, B J van der Ross

### COMPANY SECRETARY

G Kisbey-Green

### REGISTERED OFFICE

40 Heerengracht, Cape Town 8001

PO Box 2271

Cape Town 8000

South Africa

### TRANSFER SECRETARIES

Link Market Services South Africa Proprietary Limited

13th Floor

Rennie House

19 Ameshoff Street

Braamfontein 2001

PO Box 4844

Johannesburg 2000

South Africa

### FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements as defined in the United States Private Securities Litigation Reform Act of 1995. Words such as "believe", "anticipate", "intend", "seek", "will", "plan", "could", "may", "endeavour" and similar expressions are intended to identify such forward-looking statements but are not the exclusive means of identifying such statements. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances and should be considered in light of various important factors. While these forward-looking statements represent our judgements and future expectations, a number of risks, uncertainties and other important factors could cause actual developments and results to differ materially from our expectations. The key factors that could cause our actual performance or achievements to differ materially from those in the forward-looking statements include: changes to IFRS and associated interpretations, applications and practices as they apply to past, present and future periods; ongoing and future acquisitions; changes to domestic and international business and market conditions such as exchange rate and interest rate movements; changes in domestic and international regulatory and legislative environments; changes to domestic and international operational, social, economic and political conditions; any labour disruptions and industrial action; and the effects of both current and future litigation. We are not under any obligation to (and expressly disclaim any such obligation) to revise or update any forward-looking statements in this report, whether as a result of new information, future events or otherwise. We cannot give any assurance that forward-looking statements will prove correct and investors are cautioned not to place undue reliance on any forward-looking statements in this report.

### SPONSOR

Investec Bank Limited

### ADR PROGRAMME

Bank of New York Mellon maintains a

GlobalBuyDIRECT<sup>SM</sup> plan for Naspers Limited.

For additional information, please visit

Bank of New York Mellon's website at

[www.globalbuydirect.com](http://www.globalbuydirect.com)

or call Shareholder Relations at 1-888-BNY-ADRS or

1-800-345-1612

or write to: Bank of New York Mellon

Shareholder Relations Department –

GlobalBuyDIRECT<sup>SM</sup>

Church Street Station

PO Box 11258, New York

NY 10286-1258, USA





[www.naspers.com](http://www.naspers.com)

**NASPERS HEAD OFFICE**

+27 (0)21 406 2121

**Street address**

40 Heerengracht

Cape Town

8001

South Africa