



# Capitalisation issue, posting of circular and notice of general meeting

**NASPERS LIMITED**  
(Incorporated in the Republic of South Africa)  
(Registration number: 1925/001431/06)  
JSE share code: NPN ISIN: ZAE000015889  
LSE share code: NPSN ISIN: US 6315212003  
(Naspers or the Company)

## 1. INTRODUCTION

Shareholders are referred to the announcement made by the Company on 25 March 2019 (**Announcement**) in relation to the Company's intention to form a new global consumer internet group, comprising the Naspers Group's international internet assets. These assets will be held by Myriad International Holdings N.V., an existing subsidiary of Naspers incorporated in accordance with Dutch laws and whose new name will be changed shortly (**NewCo**). The NewCo N Ordinary Shares are proposed to be admitted to listing and trading on Euronext Amsterdam and, as a secondary inward listing, on the Main Board of the JSE Limited (JSE).

The Naspers board of directors (**Board**) is pleased to announce that the structure of the proposed transaction referred to in the Announcement has now been finalised and the salient details thereof are set out below.

Furthermore, Shareholders are hereby advised that a circular to Naspers N ordinary shareholders (**Naspers N Shareholders**) and Naspers A ordinary shareholders (**Naspers A Shareholders**) (Naspers N Shareholders and Naspers A Shareholders, collectively, **Shareholders**) dated 29 May 2019 (**Circular**) (and using the terms defined therein unless otherwise stated) has been made available today and will be posted to Shareholders. The Circular, *inter alia*:

- explains what the Proposed Transaction is and why the Board believes it is in the best long-term interests of Shareholders;
- provides Shareholders with further information regarding the Proposed Transaction and in particular the Capitalisation Issue;
- explains why the Board unanimously supports and recommends that Shareholders vote in favour of the Resolution required to be approved by Shareholders in order to implement the Proposed Transaction; and
- convenes the General Meeting in order to consider, and if deemed fit, to approve the Resolution required to be approved by Shareholders in order to implement the Proposed Transaction.

The Circular is also available on the Company's website at [www.naspers.com](http://www.naspers.com) and additional copies of the Circular can be obtained from the Company and the Sponsor at their respective addresses provided in the "Corporate Information" section of the Circular during normal business hours from today, 29 May 2019 up to and including the date of the General Meeting, being Friday, 28 June 2019.

## 2. OVERVIEW OF THE PROPOSED TRANSACTION

Naspers intends to implement the Proposed Transaction through the following key steps:

- The Naspers M Share Capitalisation Issue to be implemented in accordance with section 47 of the Companies Act and article 14 of the Memorandum of Incorporation, in terms of which, subject to the Election, Naspers N Shareholders will be issued with Naspers M Ordinary Shares which will be automatically contributed to NewCo in return for the issue of NewCo N Ordinary Shares to Naspers N Shareholders.
- The Naspers N Share Capitalisation Issue to be implemented in accordance with section 47 of the Companies Act and article 14 of the Memorandum of Incorporation, in terms of which Naspers N Shareholders can elect to participate in the Naspers N Share Capitalisation Issue and be issued with Naspers N Ordinary Shares instead of participating in the Naspers M Share Capitalisation Issue and being issued with Naspers M Ordinary Shares (and consequently NewCo N Ordinary Shares).
- The Naspers A Share Capitalisation Issue to be implemented in accordance with section 47 of the Companies Act and article 14 of the Memorandum of Incorporation, in terms of which Naspers A Shareholders will be issued new Naspers A Ordinary Shares related to the Naspers N Share Capitalisation Issue.
- A distribution in kind of NewCo A Ordinary Shares by the Company to Naspers A Shareholders through a *pro rata* distribution in kind for no consideration in terms of section 46 of the Companies Act.

## 3. BACKGROUND TO, AND REASONS FOR, THE PROPOSED TRANSACTION

Naspers has a long history of investing in technology companies to capture growth, transforming itself from a print media, pay-television and video-entertainment company into one of the top 10 global internet companies by market capitalisation. Through its growth, the Company has created significant value for its stakeholders. This rapid growth has, however, also created some unique market dynamics. The Company constitutes almost 25% of the JSE Shareholder Weighted Index, compared to 5% in 2013, and its outsized weighting on the JSE and in key FTSE/JSE indices exceeds most South African institutional investors' single stock limits. It is uncommon for a single stock to have such an outsized weighting when compared to other indices. As a result of their single company investment limits and mandate restrictions, many South African institutional investors have been forced to sell their shares in Naspers as Naspers grew.

After careful and comprehensive evaluation of the merits of other strategic options available to the Company, it was concluded that the Proposed Transaction is the most promising way to attempt to address these market dynamics and to create further Shareholder value. The Proposed Transaction is intended to address these market issues and is the next significant action to be taken by Naspers management to create further Shareholder value.

Naspers believes that the Proposed Transaction is a significant step for Naspers and presents a new opportunity for global internet investors to access Naspers's unique portfolio of international internet assets. Naspers intends for the Proposed Transaction to reduce its index weighting on the JSE and at the same time create a new platform to attract incremental demand from a broader range of global investors. Naspers believes that the Proposed Transaction is well aligned to its continued growth ambitions and will help to maximise Shareholder value over time.

Following the Proposed Transaction, Naspers will:

- subject to the outcome of the Capitalisation Issue, hold not less than 73% of the issued NewCo N Ordinary Shares, with the balance being held by Naspers Shareholders as NewCo free float;
- retain its primary listing on the JSE and secondary listing on A2X. Naspers is expected to remain the largest South African company listed on the JSE by market capitalisation;
- remain included in the relevant JSE indices, subject to meeting the relevant eligibility criteria; and
- continue to hold its media assets (primarily Media24) and ecommerce assets in South Africa (primarily Takealot and Property24) directly rather than through NewCo.

After implementation of the Proposed Transaction, Naspers will continue to invest in South Africa and is committed to building its existing internet and ecommerce companies in the country, as well as stimulating the local tech start-up sector through Naspers Foundry, which is a R1.4bn investment commitment targeting technology start-ups in South Africa. This commitment is in addition to the commitment Naspers made in October 2018 at the inaugural South Africa Investment Conference to inject a further R3.2bn into its existing South African businesses, which is already under way.

## 4. THE NEWCO GROUP

*These disclosures have been drafted as the NewCo Group is expected to exist on implementation of the Proposed Transaction.*

The NewCo Group is a global consumer internet group and one of the largest technology investors in the world. The NewCo Group operates across a variety of platforms and geographies. The NewCo Group aims to build leading companies that create value by empowering people and enriching communities. The NewCo Group has grown by investing in, acquiring and building leading companies. The NewCo Group typically focuses on large consumer trends where it tries to identify changes early, invests in and adapts proven business models for the high-growth markets it is focusing on and leverages its skills and local knowledge and position to build businesses that have scale and benefit from local network effects. The NewCo Group believes that its platforms offer customers fast, intuitive and secure environments to communicate and conduct transactions. The NewCo Group focuses on several markets that present above-average growth opportunities (when compared to mature markets) due to their economic growth, scalability and fast-growing, mobile internet

penetration levels. The NewCo Group's businesses and investments primarily operate in China, India, Russia, Central and Eastern Europe, North America, Latin America, Southeast Asia, the Middle East and Africa. The NewCo Group has developed strong brands in these markets and believes that those global and local brands are an important way for each of its businesses to differentiate themselves from their competitors, thereby driving organic traffic through consumer word-of-mouth.

The NewCo Group's consumer facing internet services span the core focus segments of online Classifieds, Payments and Fintech and Food Delivery, plus other online business segments including Etail and Travel. Investing in new sectors is an inherent part of the NewCo Group's strategy and through the NewCo Group's Ventures team, it intends to continue investing in businesses that it believes have the potential to contribute towards its next wave of growth. The NewCo Group's investments in Tencent and Mail.ru cover a wide variety of internet services that are built around core communication and social networking platforms operating mainly in China and Russia.

The NewCo Group's businesses and investments generate revenues through: online sales of goods, listing fees, payment transaction fees and commissions, mobile and other content revenue (from online mobile app-based services and content, ticketing and logistics services), food-delivery charges and other sources (such as travel-package revenue and commissions thereon and advertising revenue).

## 5. RESOLUTION AND GENERAL MEETING

A General Meeting of Shareholders will be held at the Protea Room, First Floor, Cape Town International Convention Centre 2, corner of Heerengracht and Rua Bartholomeu Dias, Foreshore, Cape Town, South Africa on Friday, 28 June 2019 at 11:15 (subject to any adjournment, postponement or cancellation), to consider and if deemed fit, to pass, the Resolution (as more fully set out in the Circular).

In particular, at the General Meeting, approval will be sought from Shareholders on the following matters required to be approved by Shareholders in order to implement the Proposed Transaction:

- The amendment of the Memorandum of Incorporation in accordance with section 36(2), section 16(1)(c) and section 16(5)(a) of the Companies Act and article 38 of the Memorandum of Incorporation to: (i) create 500 000 000 unlisted Naspers M Ordinary Shares in the authorised share capital of the Company in order to facilitate the Naspers M Share Capitalisation Issue, and the issue of NewCo N Ordinary Shares to Naspers N Shareholders; and (ii) create the right for Naspers A Shareholders to receive the NewCo A Share Distribution.
- The implementation of the Naspers M Share Capitalisation Issue in terms of section 47 of the Companies Act and article 14 of the Memorandum of Incorporation by the Company, by the Company issuing, subject to the Election, no more than 438 656 059 Naspers M Ordinary Shares on the terms and subject to the conditions set out in the Circular.
- The implementation of the Naspers N Share Capitalisation Issue in terms of section 47 of the Companies Act and article 14 of the Memorandum of Incorporation, by the Company issuing, in accordance with the Elections made, no more than 61 343 941 Naspers N Ordinary Shares on the terms and subject to the conditions set out in the Circular.
- To the extent required, the implementation of the Naspers A Share Capitalisation Issue in terms of section 47 of the Companies Act and article 14 of the Memorandum of Incorporation, by the Company issuing no more than 173 671 Naspers A Ordinary Shares on the terms and subject to the conditions set out in the Circular. As a result of the Naspers N Share Capitalisation Issue such number of Naspers A Ordinary Shares will be issued on a *pro rata* basis to Naspers A Shareholders so as to maintain the voting ratio that existed between the Naspers A Ordinary Shares and the Naspers N Ordinary Shares following the capitalisation issue implemented by Naspers on 26 November 2015, whereafter Naspers A Ordinary Shares carried 68.37% of the total voting rights in the Company and Naspers N Ordinary Shares carried 31.63% of the total voting rights in the Company.
- Approving the issue of up to 438 656 059 Naspers M Ordinary Shares, up to 61 343 941 Naspers N Ordinary Shares and up to 173 671 Naspers A Ordinary Shares pursuant to the Naspers M Share Capitalisation Issue, the Naspers N Share Capitalisation Issue and the Naspers A Share Capitalisation Issue, respectively.

The Resolution required to be approved by Shareholders in order to implement the Proposed Transaction (Special Resolution 1 of the General Meeting Notice) is proposed as a composite special resolution, notwithstanding that certain matters proposed to be authorised in terms of the Resolution may qualify to be posed as ordinary resolutions. In respect of any component of the Resolution which is posed as a special resolution, but for which only an ordinary resolution is required, the passing of the special resolution shall be deemed to include such component of the Resolution having been passed as an ordinary resolution.

The adoption of the Resolution requires Shareholder approval of at least 75% of the aggregate voting rights exercised on the Resolution by the Shareholders (determined in accordance with the voting rights attaching to the Naspers N Ordinary Shares and the Naspers A Ordinary Shares in terms of the Memorandum of Incorporation, respectively), voting together, whether present in person or represented by proxy, at the General Meeting, and entitled to exercise voting rights on the Resolution.

The General Meeting Notice and a Form of Proxy, for use by Certificated Shareholders and Dematerialised Shareholders with "own-name" registration who are unable to attend the General Meeting in person, are attached to the Circular. Dematerialised Shareholders who are not "own-name" Dematerialised Shareholders who wish to attend the General Meeting (including to vote thereat) should instruct their CSDP or broker to issue them with the necessary letter of representation to attend the General Meeting in person, in the manner stipulated in the custody agreement governing the relationship between them and their CSDP or broker.

## 6. RECOMMENDATION

The Board is of the view that the Proposed Transaction provides the potential to realise the benefits highlighted above in an efficient and effective manner through the creation of a vibrant listing and free float of NewCo on Euronext Amsterdam and, through its secondary inward listing, on the JSE, while allowing all Naspers N Shareholders equal opportunity to participate directly in the potential future growth of NewCo.

The Board is of the view that the Proposed Transaction is in the best interests of the Company and recommends that all Shareholders vote in favour of the Resolution to approve certain matters related to implementation of the Proposed Transaction. Each of the Directors themselves intends to vote all of the voting rights attaching to the Shares held by them in favour of the Resolution.

## 7. SALIENT DATES OF THE PROPOSED TRANSACTION

The following indicative timetable sets out expected dates for the General Meeting, the Capitalisation Issue, Naspers A Share Capitalisation Issue and NewCo A Share Distribution:

2019	
Record date to determine which Shareholders are entitled to receive the Circular and General Meeting Notice	Friday, 17 May
Circular and General Meeting Notice posted to Shareholders as well as declaration date announcement released on SENS	Wednesday, 29 May
Last day to trade Naspers N Ordinary Shares in order to be recorded in the Naspers register on the record date to be eligible to vote and participate at the General Meeting	Tuesday, 18 June
Record date to be eligible to vote and participate at the General Meeting, by close of trade	Friday, 21 June
<b>General Meeting to be held at the Protea Room, First Floor, Cape Town International Convention Centre 2, corner of Heerengracht and Rua Bartholomeu Dias, Foreshore, Cape Town, South Africa, at 11:15</b>	<b>Friday, 28 June</b>
Results of the General Meeting to be released on SENS	Friday, 28 June

2019	
Publication of Prospectus	Monday, 1 July
Elections in relation to the Naspers N Share Capitalisation Issue open	Monday, 1 July
Last day to trade in Naspers N Ordinary Shares in order to be able to participate in the Capitalisation Issue	Tuesday, 16 July
Naspers N Ordinary Shares trade "ex" the entitlement to participate in the Capitalisation Issue	Wednesday, 17 July
<b>Listing of the NewCo N Ordinary Shares on Euronext Amsterdam and the JSE</b>	<b>Wednesday, 17 July</b>
Announcement to be released on SENS on the cash proceeds in respect of fractional entitlements of Naspers N Ordinary Shares by 11:00	Thursday, 18 July
Elections in relation to the Naspers N Share Capitalisation Issue close at 12:00	Friday, 19 July
Record Date at 17:00	Friday, 19 July
<b>Listing of Naspers N Ordinary Shares pursuant to the implementation of the Naspers N Share Capitalisation Issue</b>	<b>Monday, 22 July</b>
<b>Implementation of the Capitalisation Issue (including issue of Naspers M Ordinary Shares and automatic contribution for issue of NewCo N Ordinary Shares and issue of Naspers N Ordinary Shares pursuant to the Naspers N Share Capitalisation Issue) and Naspers A Share Capitalisation Issue</b>	<b>Monday, 22 July</b>
Settlement of the Capitalisation Issue	Monday, 22 July
The Bank of New York Mellon, as Depositary, expects to receive credit of NewCo N Ordinary Shares (at its custodian banks in the Netherlands) allocated to the NewCo ADS Facility pursuant to the Naspers M Share Capitalisation Issue and to deliver NewCo ADSs to holders of Naspers ADSs	On or about Monday, 22 July
NewCo A Share Distribution implemented	Tuesday, 23 July

## Notes

- The dates and times indicated in the table above are subject to change. Any material changes will be released on SENS.
- Shareholders should note that, as transactions in Naspers N Ordinary Shares are settled in the Strate System, settlement of trades takes place three trading days after such trade. Therefore, persons who acquire Naspers N Ordinary Shares after the last day to trade in order to be recorded in the Naspers register to be eligible to vote at the General Meeting, being 18 June 2019 will not be able to vote at the General Meeting. Similar principles apply in relation to the last day to trade in order to participate in the Capitalisation Issue.
- Forms of Election should be received by the Company or the Transfer Secretary by 12:00 on Friday, 19 July 2019 in the case of the Certificated Naspers N Shareholders. Dematerialised Naspers N Shareholders must inform their GSDP, broker or agent if they choose to make the Election; in accordance with the agreement between such Naspers N Shareholders and their respective GSDPs, broker, or agent.
- Shareholders should note that, as the trading of NewCo N Ordinary Shares is settled through the Strate System, in the case of the JSE, and Euroclear Nederland, in the case of Euronext Amsterdam, settlement of the first trades in both the Strate System, in the case of the JSE, and Euroclear Nederland, in the case of Euronext Amsterdam, will take place three trading days after the first trades are executed in order to accommodate the settlement cycle of the Strate System. NewCo N Ordinary Shares are expected to list and commence trading on the JSE and Euronext Amsterdam on an "as-if-when-issued" basis on Wednesday, 17 July 2019 and the trades executed on this first trading date are expected to settle on Monday, 22 July 2019 on both the JSE and Euronext Amsterdam. Following the first trading date of NewCo N Ordinary Shares on Euronext Amsterdam and the JSE, settlement of trades in NewCo N Ordinary Shares will take place two trading days after a trade is executed through Euroclear Nederland, in the case of Euronext Amsterdam, and three trading days after a trade is executed through the Strate System, in the case of the JSE.
- Forms of Proxy are to be received by no later than 11:15 on Wednesday, 26 June 2019 for administrative purposes only, or such later date if the General Meeting is postponed to allow for processing of such proxies. Proxies may, however, be handed to the chair of the General Meeting prior to such proxy exercising any right of the Shareholder at the General Meeting.
- No Naspers N Ordinary Shares may be rematerialised or Dematerialised from Wednesday, 17 July 2019 to Friday, 19 July 2019, both days inclusive.
- If the General Meeting is adjourned or postponed, Forms of Proxy submitted for the initial General Meeting will remain valid in respect of any such adjournment or postponement.
- All references to times are to South African Standard Time.

## 8. CAPITALISATION ISSUE

### 8.1 Implementation of the Capitalisation issue

Subject to the terms and conditions set out in the Circular and the Naspers M Share Capitalisation Issue becoming operative, the Company intends to implement the Naspers M Share Capitalisation Issue. However, Naspers N Shareholders will be able to Elect to participate in the Naspers N Share Capitalisation Issue instead of participating in the Naspers M Share Capitalisation Issue.

The implementation of the Capitalisation Issue will be subject to the fulfilment or waiver (in whole or in part), on or before the Longstop Date (1 July 2019), of the following conditions:

- The Resolution relating to the implementation of the Proposed Transaction being adopted by the requisite majority of Shareholders (as indicated in the General Meeting Notice).
- All Regulatory Consents being received on an unconditional basis, or to the extent that any such Regulatory Consents are subject to any obligation, undertaking, condition or qualification, such obligation, undertaking, condition or qualification is acceptable to the Company in its discretion.
- The proposed amendments to the Memorandum of Incorporation being approved by the requisite majority of Shareholders at the General Meeting and being filed with, and accepted by, the CIPC.

All of the above conditions are for the benefit of Naspers. The conditions may be waived, in whole or in part, by Naspers on or before the Longstop Date. The Longstop Date may be extended by Naspers from time to time by issuing an announcement to Shareholders on SENS. The Capitalisation Issue will be unconditional for all purposes upon the issue of a finalisation announcement by Naspers on SENS.

The Board reserves the right, in its discretion, to decide not to proceed with the Proposed Transaction until 14:00 on the last day to trade in Naspers N Ordinary Shares in order to be able to participate in the Capitalisation Issue, currently expected to be Tuesday, 16 July 2019. This discretion will include, but not be limited to, the right to amend the timetable for the Proposed Transaction.

Naspers may at any time, after the Capitalisation Issue is implemented, depending on market conditions and other factors, offer to sell NewCo N Ordinary Shares to new investors.

### 8.2 The Election

To achieve the objective of creating a NewCo N Ordinary Share free float of 25%, or as close as possible thereto post implementation of the Proposed Transaction, while at the same time offering Naspers N Shareholders the ability to Elect to participate in the Naspers N Share Capitalisation Issue and receive Naspers N Ordinary Shares, the Board determined that 27%, representing 438 656 059 of the issued NewCo N Ordinary Shares (post implementation of the Proposed Transaction) would be made available to Naspers N Shareholders in terms of the Naspers M Share Capitalisation Issue. Consequently, in terms of the Capitalisation Issue a Naspers N Shareholder will ultimately receive, on a *pro rata* basis, either an additional direct or additional indirect interest in NewCo depending on whether they exercise the election to participate in the Naspers N Share Capitalisation Issue, whereby:

- a Naspers N Shareholder that does not elect to participate in the Naspers N Share Capitalisation Issue will be issued with one Naspers M Ordinary Share and consequently one NewCo N Ordinary Share for every one Naspers N Ordinary Share held on the Record Date; or

- a Naspers N Shareholder that elects to participate in the Naspers N Share Capitalisation Issue will be issued with 0.36986 additional Naspers N Ordinary Shares for every one Naspers N Ordinary Share held on the Record Date. Where such an election is made, Naspers will be issued the underlying one NewCo N Ordinary Share that would otherwise have been issued to the Naspers N Shareholder, thereby providing such Naspers N Shareholder with the same effective interest in NewCo through the Naspers N Ordinary Shares to be issued, as a Naspers N Shareholder that is issued one Naspers M Ordinary Share and consequently one NewCo N Ordinary Share.

The ratio of 0.36986 Naspers N Ordinary Shares to be issued pursuant to an election made instead of being issued one Naspers M Ordinary Share (and consequently one NewCo N Ordinary Share) under the Naspers M Share Capitalisation Issue reflects the ratio between the 438 656 059 Naspers N Ordinary Shares and 1 185 996 011 NewCo N Ordinary Shares in issue immediately prior to the implementation of the Capitalisation Issue.

**Naspers N Shareholders that do not elect to participate in the Naspers N Share Capitalisation Issue or do not submit their Election timeously, will be issued with Naspers M Ordinary Shares on the terms and conditions of the Naspers M Share Capitalisation Issue set out in the Circular and will, accordingly, be issued one NewCo N Ordinary Share in consideration for the automatic contribution of each Naspers M Ordinary Share held by them.**

### 8.3 Naspers M Share Capitalisation Issue

Subject to the terms and conditions set out in the Circular, the Company intends to implement a capitalisation issue in terms of which it will, subject to the Election, issue up to 438 656 059 Naspers M Ordinary Shares to Naspers N Shareholders as a capitalisation issue in terms of section 47 of the Companies Act and article 14 of the Memorandum of Incorporation, with each Naspers N Shareholder entitled to be issued one Naspers M Ordinary Share for each Naspers N Ordinary Share held on the Record Date, expected to be Friday, 19 July 2019.

Each Naspers M Ordinary Share issued pursuant to the Naspers M Share Capitalisation Issue will entitle the holder thereof to be issued one NewCo N Ordinary Share in consideration for the automatic contribution of every one Naspers M Ordinary Share to NewCo in accordance with the terms of the Naspers M Ordinary Shares.

### 8.4 Naspers N Share Capitalisation Issue

Subject to the terms and conditions set out in the Circular, the Company intends to implement a capitalisation issue, in terms of which it will issue up to 61 343 941 Naspers N Ordinary Shares to Naspers N Shareholders that Elect to participate in the Naspers N Share Capitalisation Issue instead of participating in the Naspers M Share Capitalisation Issue as a capitalisation issue in terms of section 47 of the Companies Act and article 14 of the Memorandum of Incorporation.

Naspers N Shareholders Electing to participate in the Naspers N Share Capitalisation Issue shall be issued 0.36986 Naspers N Ordinary Shares for each Naspers M Ordinary Share that they would otherwise have been entitled to be issued as at the Record Date had they participated in the Naspers M Share Capitalisation Issue. Naspers N Shareholders who make an Election must do so in respect of all (and not part) of their Naspers N Ordinary Shares held as at the Record Date.

The number of Naspers N Ordinary Shares that can be issued pursuant to the Naspers N Share Capitalisation Issue is limited to the number of Naspers N Ordinary Shares available in the authorised but unissued share capital of the Company, being 61 343 941 Naspers N Ordinary Shares as at the Last Practicable Date. Should the number of Naspers N Ordinary Shares to be issued under the Naspers N Share Capitalisation Issue exceed the number of authorised but unissued Naspers N Ordinary Shares available, then the number of Naspers N Ordinary Shares to which a Naspers N Shareholder exercising the Election would have been entitled if sufficient Naspers N Ordinary Shares were available in the authorised share capital of the Company will be scaled down on a *pro rata* basis to holdings of Naspers N Ordinary Shares on the Record Date, with the balance of such Naspers N Shareholders' entitlements under the Capitalisation Issue being issued in the form of Naspers M Ordinary Shares (and ultimately, NewCo N Ordinary Shares).

Only whole numbers of Naspers N Ordinary Shares and Naspers M Ordinary Shares will be issued and where fractional entitlements to Naspers N Ordinary Shares arise, such fractions will be rounded down to the nearest whole number with any remaining fractional entitlements to Naspers N Ordinary Shares being sold on behalf of the relevant Naspers N Shareholder. The cash proceeds of such fractional entitlements sold on behalf of such Naspers N Shareholders will be determined in accordance with the JSE Listings Requirements and paid to the relevant Naspers N Shareholder in its brokerage account or to a nominee account to be held on behalf and for the benefit of the relevant Naspers N Shareholder, in accordance with the JSE Listings Requirements.

As outlined above, for every one Naspers N Ordinary Share issued pursuant to the Naspers N Share Capitalisation Issue, Naspers will be issued 2.70370 NewCo N Ordinary Shares.

All new Naspers N Ordinary Shares and NewCo N Ordinary Shares will be issued in Dematerialised Form. For further information on settlement please see the Circular. If you have any queries please contact the Naspers transfer secretary, including in relation to how to open an account for holding Naspers N Ordinary Shares or NewCo N Ordinary Shares in Dematerialised Form.

### 8.5 Naspers A Share Capitalisation Issue

In terms of article 14.1.6 of the Memorandum of Incorporation, if there is a capitalisation issue of Naspers N Ordinary Shares, a corresponding number of Naspers A Ordinary Shares is required to be issued through a capitalisation issue in order to maintain the voting ratio that existed between the Naspers A Ordinary Shares and the Naspers N Ordinary Shares prior to the relevant capitalisation issue of Naspers N Ordinary Shares. In this regard, Naspers implemented a capitalisation issue on 26 November 2015 as a result of which Naspers A Ordinary Shares carried 68.37% of the aggregate voting rights in Naspers and Naspers N Ordinary Shares carried 31.63% of the aggregate voting rights. Similarly, as it is proposed as part of the Proposed Transaction to implement the Naspers N Share Capitalisation Issue in terms of which Naspers N Ordinary Shares will be issued as a capitalisation issue, the Company will be required in terms of the Memorandum of Incorporation to implement a capitalisation issue of the Naspers A Ordinary Shares.

Accordingly, the Naspers N Share Capitalisation Issue will be accompanied by a *pro rata* capitalisation issue of up to 173 671 Naspers A Ordinary Shares to Naspers A Shareholders on the register on the Record Date so that the percentage of voting rights entitled to be exercised at a general meeting on matters to be determined by the Naspers A Shareholders and the Naspers N Shareholders collectively, following implementation of the Naspers N Share Capitalisation Issue, shall be the same vis-à-vis Naspers A Shareholders and Naspers N Shareholders as they were immediately following the capitalisation issue implemented by Naspers on 26 November 2015. The effect of the Naspers A Share Capitalisation Issue will be that 68.37% of the total voting rights in the Company will be exercisable by the Naspers A Shareholders and 31.63% of the total voting rights in the Company will be exercisable by Naspers N Shareholders.

## 9. NEWCO SHARE CAPITAL

It is expected that, immediately following the implementation of the Proposed Transaction, NewCo's share capital will comprise NewCo A Ordinary Shares and NewCo N Ordinary Shares.

- The NewCo A Shares: (i) are not, and will not be admitted to listing and trading on a stock exchange as part of the Proposed Transaction; and (ii) carry one vote per share, save if Naspers's voting interest in the NewCo Shares drops below 50% plus one vote of the total voting interest of all NewCo Shares, which event would, pursuant to NewCo's Articles of Association, automatically result in the NewCo A Ordinary Shares carrying 1 000 votes per share.
- The NewCo N Ordinary Shares will, subject to having received the requisite approvals from Euronext Amsterdam and the JSE, be admitted to listing and trading on Euronext Amsterdam and, as a secondary listing, on the Main Board of the JSE and carry one vote per share.

It is expected that immediately after implementation of the Proposed Transaction, NewCo will have 1 624 652 070 NewCo N Ordinary Shares in issue. Subject to the outcome of the Capitalisation Issue, which is uncertain, it is expected that Naspers will hold not less than 73% (1 185 996 011 NewCo N Ordinary Shares) of the issued NewCo N Ordinary Shares with not more than 27% (438 656 059 NewCo N Ordinary Shares) being held as free float at such time.

Each NewCo A Ordinary Share and each NewCo N Ordinary Share issued and outstanding will rank equally with, and will be eligible for any dividends that may be declared on, the NewCo A Ordinary Shares and the NewCo N Ordinary Shares, respectively. Each holder of a NewCo A Ordinary Share shall be entitled to one-fifth of the dividend rights to which a holder of a NewCo N Ordinary Share is entitled multiplied by the percentage free float of NewCo (ie the percentage of NewCo N Ordinary Shares not held by Naspers).

## 10. NEWCO A SHARE DISTRIBUTION

Naspers will, subject to the terms and conditions of the Circular and following the implementation of the Capitalisation Issue and the Naspers A Share Capitalisation Issue, distribute the NewCo A Ordinary Shares on a *pro rata* basis to Naspers A Shareholders on the Naspers register on the Record Date. In order to implement the NewCo A Share Distribution, an amendment is required to be made to the Memorandum of Incorporation so as to give Naspers A Shareholders the right to receive NewCo A Ordinary Shares in terms of the NewCo A Share Distribution. For further information on the proposed amendment to the Memorandum of Incorporation, please refer to the conformed copy of the Memorandum of Incorporation showing all proposed amendments thereto available on the Company's website at [www.naspers.com](http://www.naspers.com).

## 11. TAXATION

***This paragraph highlights certain South African tax considerations in relation to the Capitalisation Issue. This brief summary does not purport to address all tax consequences associated with the Proposed Transaction, and does not take into account the specific circumstances of any particular investor or the tax laws of any country other than South Africa. For further information regarding certain Dutch and U.S. tax considerations related to the Proposed Transaction, please refer to paragraph 19 of the Circular titled "Taxation".***

The summary of South African income tax consequences set out below is for general information only. All Shareholders should consult their tax advisers regarding the particular tax consequences applicable to them in relation to the Proposed Transaction, including the applicability and effect of other tax laws and possible changes in tax law.

The South African income tax system is a residence-based system of taxation, in terms of which South African tax residents are subject to tax in South Africa on their worldwide income. Persons that are non-resident for South African tax purposes are subject to tax on income derived from a South African source. This summary is based on the assumption that an investor is resident in South Africa for tax purposes, and that NewCo is not resident in South Africa for tax purposes.

A natural person is a South African tax resident if he or she is "ordinarily resident" in South Africa or, if not "ordinarily resident" in South Africa, was physically present in South Africa for certain prescribed periods within a continuous six-year period. These periods require a physical presence in South Africa of more than 91 days in each of the six years and more than 915 during the first five years.

A person other than a natural person (ie a juristic person or a trust) is a South African tax resident if it is incorporated, established or formed in South Africa or if its place of effective management is located in South Africa.

The definition of a resident specifically excludes any person who is deemed to be exclusively a resident of another country for purposes of an applicable agreement for the avoidance of double taxation entered into between South Africa and the other relevant jurisdiction. Shareholders with questions regarding their tax residency should consult their tax advisers.

### Capitalisation Issue

The Capitalisation Issue by Naspers of Naspers N Ordinary Shares and Naspers M Ordinary Shares is not a taxable event. Furthermore the issue of shares by a company is specifically excluded from the definition of a "dividend", as such there should be no dividend tax liability triggered as a result of the Capitalisation Issue.

In the hands of the Shareholders, such Capitalisation Issue shares will, however, be deemed to have nil tax base cost, which implies that the full value of the shares may become taxable in the event that such shares are disposed of in future, to the extent that the Shareholder is subject to South African tax. In this regard, in terms of the Naspers M Share Capitalisation Issue a disposal of the Naspers M Ordinary Shares is triggered immediately for South African tax purposes when the Naspers M Ordinary Shares will be automatically contributed for the issue of NewCo N Ordinary Shares in accordance with the terms of the Naspers M Ordinary Shares (with proceeds being equal to the market value of the NewCo N Ordinary Shares at the time that the Capitalisation Issue is implemented). Effectively, this means that whereas the capitalisation issue by Naspers of Naspers N Ordinary Shares is tax free for South African tax resident Shareholders, the Naspers M Share Capitalisation Issue will be a taxable event for certain South African tax resident Shareholders (ie taxable). Non-South African tax resident Shareholders, whose shares are not attributable to a permanent establishment in South Africa, should fall outside the scope of South African capital gains tax insofar as it relates to the disposal of shares in Naspers – as Naspers is not a so-called "land rich" company, ie Naspers shares should not constitute an "interest in immovable property situated in the Republic" for South African capital gains tax purposes.

### IMPORTANT NOTICES AND DISCLAIMERS

***This announcement does not include all information on the Proposed Transaction and Naspers Shareholders must have regard to the contents of the entire Circular in relation to the Proposed Transaction and must take appropriate advice as necessary, particularly, in relation to the potential tax implications of the Capitalisation Issue and/or the Election.***

The release, publication or distribution of the Circular and/or this announcement in jurisdictions other than South Africa may be restricted by law and therefore persons into whose possession this Circular and/or this announcement comes should inform themselves about, and observe, any applicable restrictions or requirements. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, Naspers and NewCo disclaim any responsibility or liability for the violation of such

requirements by any person. Notices for certain Foreign Shareholders located in, or resident of, certain jurisdictions are set out in the Circular.

It is the responsibility of any Foreign Shareholder (including, without limitation, nominees, agents and trustees for such persons) wishing to receive the Circular (including the Form of Election) and/or participate in the Capitalisation Issue, Naspers A Share Capitalisation Issue or the NewCo A Share Distribution, as the case may be, to satisfy themselves as to the full observance of the applicable laws of any relevant territory, including obtaining any requisite governmental or other consents, observing any other requirements or formalities and paying any issue, transfer or other taxes due in such territories. For further information on the treatment of Foreign Shareholders, see the Circular.

The Circular and this announcement is not a prospectus or a prospectus-equivalent document and neither is the Circular, this announcement nor any accompanying documentation intended to, and does not, constitute or form part of, an offer to sell or an invitation to purchase or subscribe for any securities in any jurisdiction. Shareholders are advised to read the Circular, which contains the terms and conditions of the Capitalisation Issue, with care and in full. Any decision to approve the Resolution or analysis of the Capitalisation Issue and/or other matters dealt with in the Circular should be made only on the basis of the information in the Circular.

Application will be made for all of the issued NewCo N Ordinary Shares to be admitted to listing and trading on Euronext Amsterdam and, as a secondary listing, on the Main Board of the JSE. The Prospectus to be issued by NewCo in respect of, among other things, the Admissions will be made available in due course, subject to applicable securities laws, on [www.newglobaltechgroup.com](http://www.newglobaltechgroup.com). Shareholders should have regard to the Prospectus before making an Election.

Application will also be made for the admission of the Naspers N Ordinary Shares to be issued under the Naspers N Share Capitalisation Issue to listing and trading on the JSE, as a primary listing, and on A2X, as a secondary listing.

Each Financial Adviser is acting exclusively for the Company and NewCo and no one else in connection with the Proposed Transaction. No Financial Adviser will regard any other person (whether or not a recipient of this Circular) as its client in relation to the Proposed Transaction and will not be responsible to anyone other than the Company and/or NewCo for providing the protections afforded to its client nor for giving advice in relation to the Proposed Transaction or any other transaction or arrangement referred to in the Circular and/or this announcement. No representation or warranty, express or implied, is made or given, and no responsibility is accepted, by or on behalf of the Financial Advisers or any of their affiliates or any of their respective directors, officers or employees or any other person, as to the accuracy, completeness, fairness or verification of the information or opinions contained in the Circular and/or this announcement and nothing contained in the Circular and/or this announcement is, or shall be relied upon as, a promise or representation by the Financial Advisers or any of their respective affiliates as to the past or future. Accordingly, the Financial Advisers and each of their affiliates and their respective directors, officers and employees disclaim, to the fullest extent permitted by applicable law, all and any liability, whether arising in tort or contract or that they might otherwise be found to have in respect of the Circular, this announcement and/or any such statement.

The Naspers Shares and the NewCo Shares will not be registered under the U.S. Securities Act, as amended and may not be offered or sold in the United States absent registration under the U.S. Securities Act or pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements thereunder.

### Forward-looking statements

This announcement and the Circular contain statements about Naspers and/or NewCo that are, or may be, forward-looking statements. All statements (other than statements of historical fact) are, or may be deemed to be, forward-looking statements, including, without limitation, those concerning: strategy; the economic outlook for the industries in which Naspers and/or NewCo operates or invests as well as markets generally; production; cash costs and other operating results; growth prospects and outlook for operations and/or investments, individually or in the aggregate; liquidity, capital resources and expenditure, statements in relation to the approval by Shareholders or implementation of the Proposed Transactions. These forward-looking statements are not based on historical facts, but rather reflect current expectations concerning future results and events and generally may be identified by the use of forward-looking words or phrases such as "believe", "aim", "expect", "anticipate", "intend", "foresee", "forecast", "likely", "should", "planned", "may", "estimated", "potential" or similar words and phrases.

Examples of forward-looking statements include statements regarding a future financial position or future profits, cash flows, corporate strategy, implementation of the Proposed Transaction, anticipated levels of growth, estimates of capital expenditures, acquisition and investment strategy, expansion prospects or future capital expenditure levels and other economic factors, such as, among others, growth and interest rates.

By their nature, forward-looking statements involve known and unknown risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Naspers cautions that forward-looking statements are not guarantees of future performance. Actual results, financial and operating conditions, returns and the developments within the industries and markets in which Naspers or NewCo operates and/or invests may differ materially from those made in, or suggested by, the forward-looking statements contained in this announcement and/or the Circular. All these forward-looking statements are based on estimates, predictions and assumptions, as regards Naspers or NewCo, all of which estimates, predictions and assumptions, although Naspers believes them to be reasonable, are inherently uncertain and may not eventuate or eventuate in the manner Naspers expects. Factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied in those statements or assumptions include matters not yet known to Naspers or not currently considered material by Naspers.

Shareholders should keep in mind that any forward-looking statement made in this announcement and/or the Circular or elsewhere is applicable only at the date on which such forward-looking statement is made. New factors that could cause the business of Naspers or NewCo not to develop as expected may emerge from time to time and it is not possible to predict all of them. Further, the extent to which any factor or combination of factors may cause actual results, performance or achievement to differ materially from those contained in any forward-looking statement is not known. Naspers has no duty to, and does not intend to, update or revise the forward-looking statements contained in this announcement and/or the Circular or any other information herein after the date of the Circular, except as may be required by law.

Any forward-looking statement has not been reviewed nor reported on by Naspers's external auditor or any other expert.

**NASPERS N SHAREHOLDERS MUST HAVE REGARD TO THE CONTENTS OF THE ENTIRE CIRCULAR IN RELATION TO THE PROPOSED TRANSACTION AND MUST TAKE APPROPRIATE ADVICE AS NECESSARY, PARTICULARLY, IN RELATION TO THE POTENTIAL TAX IMPLICATIONS OF THE CAPITALISATION ISSUE OR THE ELECTION. FOR FURTHER INFORMATION ON POTENTIAL TAX IMPLICATIONS SHAREHOLDERS SHOULD REFER TO PARAGRAPH 19 OF THE CIRCULAR. IN PARTICULAR, SHAREHOLDERS SUBJECT TO SOUTH AFRICAN TAX SHOULD NOTE THAT, IN TERMS OF THE NASPERS M SHARE CAPITALISATION ISSUE, A DISPOSAL OF THE NASPERS M ORDINARY SHARES IS TRIGGERED IMMEDIATELY FOR SOUTH AFRICAN TAX PURPOSES WHEN THE NASPERS M ORDINARY SHARES WILL BE AUTOMATICALLY CONTRIBUTED FOR THE ISSUE OF NEWCO N ORDINARY SHARES IN ACCORDANCE WITH THE TERMS OF THE NASPERS M ORDINARY SHARES (WITH PROCEEDS BEING EQUAL TO THE MARKET VALUE OF THE NEWCO N ORDINARY SHARES AT THE TIME THAT THE CAPITALISATION ISSUE IS IMPLEMENTED).**

**FURTHERMORE, PRIOR TO MAKING AN ELECTION, NASPERS N SHAREHOLDERS MUST HAVE REGARD TO THE ENTIRE PROSPECTUS IN RESPECT OF THE ADMISSIONS BEING PREPARED IN RESPECT OF NEWCO AND WILL BE AVAILABLE IN DUE COURSE ON ITS WEBSITE AT [WWW.NEWGLOBALTECHGROUP.COM](http://WWW.NEWGLOBALTECHGROUP.COM) AND THE TERMS OF THE NEWCO N SHARES WHICH ARE STIPULATED IN THE ARTICLES OF ASSOCIATION OF NEWCO, WHICH WILL ALSO BE AVAILABLE ON ITS WEBSITE IN DUE COURSE.**

**NASPERS N SHAREHOLDERS THAT DO NOT ELECT TO PARTICIPATE IN THE NASPERS N SHARE CAPITALISATION ISSUE IN ACCORDANCE WITH THE TERMS OF THE CIRCULAR, WILL BE ISSUED NASPERS M ORDINARY SHARES IN TERMS OF THE NASPERS M SHARE CAPITALISATION ISSUE IN RESPECT OF ALL (AND NOT SOME OF) THE NASPERS N ORDINARY SHARES HELD BY THEM ON THE RECORD DATE.**

Cape Town  
29 May 2019

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