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

Provisional Report

Summary of the audited results of the Naspers group for the year ended 31 March 2014

What type of business are we building?

A multinational group of ecommerce and media platforms.

Commentary

The Naspers group had a lively year with progress in several businesses. The financial results are detailed below, but in summary we report robust consolidated revenue growth of 26%, driven by both the internet and pay-television businesses. This growth was fuelled by development spend of R7,7bn – up 79% on last year – devoted particularly to ecommerce and digital terrestrial television (DTT). As previously cautioned, this expansionary spend had the effect of limiting core earnings to R8,6bn, approximately the same as last year.

Looking forward, our established businesses should continue to be in the aggregate cash flow positive, profitable and growing. Our goal is to invest in new ventures that will deliver value over the long term. With this in mind, we will continue to invest heavily for organic growth and may also acquire new businesses within our fields of focus. Our belief is that, through a combination of attractive markets and appealing customer product offerings such as online classifieds, etail and DTT, we have a realistic prospect for growth over the medium term.

Whilst aggressively investing for the long term limits short-term earnings and cash flows, we believe this strategy to be sound. Our aim is to deliver superior value to our shareholders over time and to contribute to the communities in which we operate.

FINANCIAL REVIEW

Consolidated revenues grew 26% to R62,7bn, boosted largely by growth in our internet businesses. Also influential was a rand that depreciated by an average 19% over the period against a basket of our main operating currencies. Expanding our ecommerce and DTT businesses resulted in development spend accelerating by 79% to R7,7bn (2013: R4,3bn).

Net interest on borrowings increased to R1,261bn (2013: R636m), due both to the rand depreciation and increased borrowings utilised to fund acquisitions and growth.

Tencent and Mail.ru reported strong growth. Our share of equity-accounted results includes once-off gains of R2,9bn flowing from Mail.ru's sale of shares in Facebook and Qiwi, as well as gains from Tencent's merger of some of its ecommerce businesses with JD.com and the sale of its interest in ChinaVision. These gains, being non-recurring, have been excluded from core headline earnings.

An impairment charge of R1,6bn has been recognised in other gains/losses and relates mainly to the flash-sale fashion businesses in our ecommerce segment, such as FashionDays, Brandsclub and Markafoni. These failed to achieve targets and we impaired goodwill and other intangibles during the first half of the year. In addition, our associate investment in Abril has been fully written down in the current year and is the main item included in impairment of equity-accounted investments.

A rather theoretical dilution loss of R852m on our equity-accounted investments was booked, mainly stemming from Tencent buying back its own shares.

For many years we have held our core headline earnings as the most reliable indicator of sustainable operating performance. In the past year this measure was marginally higher at R8,6bn – R21,81 per N ordinary share. Free cash flow for the period was an outflow of R349m – largely due to capex in DTT networks and the accelerated development spend.

Consolidated balance sheet gearing stands at 23%, excluding transponder leases and non-interest bearing liabilities.

Any forecasts in this provisional report have not been audited, reviewed or reported on by the company's external auditor.

SEGMENTAL REVIEW

This segmental review includes our consolidated subsidiaries, plus a proportionate consolidation of associated companies and joint ventures.

Internet

Our internet units showed strong growth. In total, segment revenues are up 65% to R57bn. The ramp-up in development spend resulted in slower trading profit growth of 8% to R6,6bn. Our internet activities are rapidly transforming themselves into mobile-focused operations.

Tencent

Performed rather well in a dynamic and highly competitive Chinese market. A shift is occurring in user traffic from PC to mobile devices, driving substantial changes across different sectors of the Chinese internet industry, including communications, social networking, online games, media and ecommerce.

Tencent consolidated its leading position in communication and games in China, while strengthening its stance in ecommerce. Revenue for the year was RMB60bn, up 38%, while non-GAAP profit attributable to shareholders was 19% higher at RMB17,1bn.

Core platforms *QQ* instant messaging (*QQ* IM), *Qzone* (the leading social networking service platform in China) and *Weixin* (a next-generation communications service for smartphones) recorded solid growth. At 31 March 2014, *QQ* IM had 848m monthly active user accounts and 200m peak concurrent active user accounts; *Qzone* had 644m monthly user accounts; *Weixin*, known as *WeChat* internationally, had a combined 396m monthly active users and enjoys an excellent market position in China, evolving from a pure communications service into a multifunctional platform.

In the PC gaming market, Tencent published six of the top ten games in China, while Riot Games' *League of Legends* enjoyed growth in international markets. Revenue from online games and social networks also benefited from smartphone mobile games integrated into the mobile *QQ* and *Weixin* platforms.

Two transactions will augment Tencent's search and ecommerce businesses:

- In a strategic partnership with Sohu, Tencent invested in and merged its SoSo search business and certain other assets with Sogou in return for a 36,5% interest.
- During March 2014, Tencent merged the Paipai consumer-to-consumer (C2C) and Wanggou business-to-consumer (B2C) marketplace businesses into JD.com in return for a 15% interest. A strategic cooperation agreement was also finalised, which will see Tencent further support the growth of JD.com.

Mail.ru

Reported good results with growth across all major segments. Revenue for 2013 was RUB27bn, up 30% year on year, while group aggregate net profit rose 36% to RUB11,4bn.

Mail.ru saw expansion of contextual advertising revenue as it continued to replace general display ads with targeted advertising. Online games and internet value-added services (IVAS) performed well. Revenue for massive multiplayer online games grew 41% year on year to RUB6,7bn, with *Warface* gaining traction in both users and revenue. IVAS grew 29% year on year to RUB8,7bn. Monthly paying users reached 7,6m. Throughout 2013 numerous products were updated and new products launched, including cloud-based services.

Ecommerce

Revenues from all our ecommerce activities over the past year grew well and increased 64% to R20,3bn. Ecommerce is an area of expansion and we incurred development spend here of some R5,6bn. As a consequence, the trading loss for this segment widened to R5,3bn.

The Allegro marketplace business and some classified and price-comparison businesses delivered improving profitability. We expanded our online retail operation, which also recorded strong organic expansion.

A focus of attention was online classifieds, where we own and operate sites in some 40 countries in Eastern Europe, Asia, Africa, Latin America (LatAm) and the Middle East. Talent and execution were improved.

Progress on this front produced 429m daily page views across various classifieds sites, an increase of 200%, with mobile traffic and engagement lifting. Several markets evidenced higher traction and growth ahead of competitors. We are stepping up investments to capitalise on this momentum.

Our payments businesses delivered growth. Experienced leadership was introduced in several positions. We hope to grow this into a meaningful business in coming years.

Our price-comparison business saw growth in revenues. The units across LatAm, Africa, and Central and Eastern Europe were combined into a global unit.

Pay television

Our pay-television business reported growth in revenues. Subscriber numbers are up by 1,3m households, taking the base to over 8m homes across 50 countries in sub-Saharan Africa.

Revenues grew by 20% to R36,3bn. Investments in DTT services resulted in trading profits creeping up at a slower 13% to R8,5bn. DTT coverage has been expanded and now covers eight countries and 92 cities.

We continue to invest in our online offering, expanding our services on mobile phones, tablets and computers, and launched an improved personal video recorder.

Print media

The print media segment experienced a tough year with flat revenues and declining margins. Media24 managed small revenue growth of 1%, but trading profit declined by 7%. Abril had a poor year, as revenues declined and restructuring lagged. Our online/mobile media and news efforts have seen audience and engagement growth.

DIVIDEND NUMBER 85

The board recommends that the annual gross dividend be increased by 10% to 425c (previously 385c) per listed N ordinary share, and 85c (previously 77c) per unlisted A ordinary share. If confirmed by shareholders at the annual general meeting on 29 August 2014, dividends will be payable to shareholders recorded in the books on Friday 19 September 2014 and will be paid on Monday 22 September 2014. The last date to trade cum dividend will be on Friday 12 September 2014 (the shares therefore to trade ex dividend from Monday 15 September 2014). Share certificates may not be dematerialised or rematerialised between Monday 15 September 2014 and Friday 19 September 2014, both dates inclusive.

The dividend will be declared from income reserves. No STC credits are available for use as part of this declaration. The dividend will therefore be subject to the dividend tax rate of 15%, yielding a net dividend of 361,25c per listed N ordinary share and 72,25c per unlisted A ordinary share to those shareholders not exempt from paying dividend tax. Such dividend tax will amount to 63,75c per listed N ordinary share and 12,75c per unlisted A ordinary share. The issued ordinary share capital as at 20 June 2014 is 416 812 759 N ordinary shares and 712 131 A ordinary shares. The company's income tax reference number is 9550138714.

DIRECTORATE

As previously reported, Steve Pacak (financial director) will retire on 30 June 2014, but will remain on the board as a non-executive director. Basil Sgourdos, presently CFO of Naspers, will succeed him and will be appointed to the board as financial director effective 1 July 2014.

PREPARATION OF THE PROVISIONAL REPORT

The preparation of the financial results was supervised by our financial director, Steve Pacak, CA(SA). These results were made public on 23 June 2014.

On behalf of the board

Ton Vosloo
Chair

Bob van Dijk
Chief executive

Cape Town
23 June 2014

Segmental review

	Revenue Year ended 31 March		
	2014	2013	
		(Restated)	%
	R'm	R'm	change
Internet	**57 018**	34 587	65
- Tencent	**34 256**	20 532	67
- Mail.ru	**2 407**	1 669	44
- Ecommerce	**20 355**	12 386	64
Pay television	**36 271**	30 257	20
Print	**11 692**	11 932	(2)
Segment revenue	**104 981**	76 776	37
Less: Equity-accounted investments	**(42 253)**	(26 907)	57
Consolidated	**62 728**	49 869	26

Segmental review

	EBITDA Year ended 31 March		
	2014	2013	
		(Restated)	%
	R'm	R'm	change
Internet	**8 540**	7 389	16
- Tencent	**12 232**	8 603	42
- Mail.ru	**1 286**	895	44
- Ecommerce	**(4 978)**	(2 109)	>(100)
Pay television	**10 370**	8 933	16
Print	**1 073**	1 167	(8)
Corporate services	**(150)**	(138)	-
Segment EBITDA	**19 833**	17 351	14
Less: Equity-accounted investments	**(13 442)**	(9 565)	41
Consolidated	**6 391**	7 786	(18)

EBITDA refers to earnings before interest, tax, depreciation and amortisation.

Segmental review

	Trading profit Year ended 31 March		
	2014	2013	
		(Restated)	%
	R'm	R'm	change
Internet	**6 638**	6 163	8
- Tencent	**10 792**	7 702	40
- Mail.ru	**1 175**	798	47
- Ecommerce	**(5 329)**	(2 337)	>(100)
Pay television	**8 520**	7 559	13
Print	**606**	743	(18)
Corporate services	**(151)**	(139)	-
Segment trading profit	**15 613**	14 326	9
Less: Equity-accounted investments	**(11 707)**	(8 414)	39
Consolidated	**3 906**	5 912	(34)

Reconciliation of trading profit to operating profit

	Year ended 31 March 2014 R'm	Year ended 31 March 2013 (Restated) R'm
Trading profit	**3 906**	5 912
Finance cost on transponder leases	**356**	231
Amortisation of intangible assets	**(711)**	(996)
Other gains/(losses) – net	**(1 320)**	(735)
Retention option expense	**(132)**	(138)
Equity-settled share-based charge	**(81)**	(175)
Operating profit	**2 018**	4 099

Note: For a reconciliation of operating profit to profit before taxation, refer to the "Consolidated income statement".

Consolidated income statement

	Note	Year ended 31 March 2014 R'm	Year ended 31 March 2013 (Restated) R'm	% change
Revenue		**62 728**	49 869	26
Cost of providing services and sale of goods		**(35 416)**	(27 676)	
Selling, general and administration expenses		**(23 974)**	(17 359)	
Other gains/(losses) – net		**(1 320)**	(735)	
Operating profit		**2 018**	4 099	(51)
Interest received	6	**606**	443	
Interest paid	6	**(2 466)**	(1 495)	
Other finance income/(costs) – net	6	**(267)**	(258)	
Share of equity-accounted results	7	**10 835**	8 778	
– excluding net gain on disposal of investments		**7 906**	6 130	29
– net gain on disposal of investments		**2 929**	2 648	
Impairment of equity-accounted investments		**(1 201)**	(2 137)	
Dilution losses on equity-accounted investments		**(852)**	(96)	
Gains/(losses) on acquisitions and disposals		**751**	(53)	
Profit before taxation	8	**9 424**	9 281	2
Taxation		**(2 895)**	(2 533)	
Profit for the year		**6 529**	6 748	(3)
Attributable to:				
Equity holders of the group		**5 751**	6 047	
Non-controlling interest		**778**	701	
		6 529	6 748	
Core headline earnings for the year (R'm)	5	**8 616**	8 533	1
Core headline earnings per N ordinary share (cents)		**2 181**	2 216	(2)
Fully diluted core headline earnings per N ordinary share (cents)		**2 125**	2 164	(2)
Headline earnings for the year (R'm)	5	**5 981**	6 630	(10)
Headline earnings per N ordinary share (cents)		**1 514**	1 722	(12)
Fully diluted headline earnings per N ordinary share (cents)		**1 475**	1 681	(12)
Earnings per N ordinary share (cents)		**1 456**	1 570	(7)
Fully diluted earnings per N ordinary share (cents)		**1 418**	1 533	(8)
Net number of shares issued ('000)				
– at year-end		**397 625**	394 272	
– weighted average for the year		**395 078**	385 064	
– fully diluted weighted average		**405 469**	394 365	

Condensed consolidated statement of comprehensive income

	Year ended 31 March 2014 R'm	Year ended 31 March 2013 (Restated) R'm
Profit for the year	**6 529**	6 748
Total other comprehensive income, net of tax, for the year*	**6 727**	1 527
Translation of foreign operations	**4 910**	5 292
Fair value losses	**(7)**	-
Cash flow hedges	**(204)**	237
Share of other comprehensive income and reserves of equity-accounted investments	**1 951**	(3 946)
Tax on other comprehensive income	**77**	(56)
Total comprehensive income for the year	**13 256**	8 275
Attributable to:		
Equity holders of the group	**12 492**	7 463
Non-controlling interest	**764**	812
	13 256	8 275

* These components of other comprehensive income may subsequently be reclassified to profit or loss, except for R552m (2013: R401m) included in the Share of equity-accounted investments' other comprehensive income and reserves.

Condensed consolidated statement of changes in equity

	Year ended 31 March 2014 R'm	Year ended 31 March 2013 (Restated) R'm
Balance at beginning of the year	**55 853**	49 576
Changes in share capital and premium		
Movement in treasury shares	**(17)**	(1 695)
Share capital and premium issued	**1 293**	2 067
Changes in reserves		
Total comprehensive income for the year	**12 492**	7 463
Movement in share-based compensation reserve	**487**	441
Movement in existing control business combination reserve	**(340)**	(700)
Movement in valuation reserve	**-**	39
Direct retained earnings movements	**23**	(98)
Dividends paid to Naspers' shareholders	**(1 526)**	(1 291)
Changes in non-controlling interest		
Total comprehensive income for the year	**764**	812
Dividends paid to non-controlling shareholders	**(1 142)**	(1 180)
Movement in non-controlling interest in reserves	**318**	419
Balance at end of year	**68 205**	55 853
Comprising:		
Share capital and premium	**16 337**	15 061
Retained earnings	**31 971**	27 723
Share-based compensation reserve	**5 082**	4 006
Existing control business combination reserve	**(1 065)**	(688)
Hedging reserve	**(262)**	(175)
Valuation reserve	**3 005**	1 623
Foreign currency translation reserve	**11 085**	6 191
Non-controlling interest	**2 052**	2 112
Total	**68 205**	55 853

Condensed consolidated statement of financial position

	Note	Year ended 31 March 2014 R'm	Year ended 31 March 2013 (Restated) R'm
Assets			
Non-current assets		**100 212**	76 120
Property, plant and equipment		**17 053**	13 716
Goodwill	9	**25 811**	21 593
Other intangible assets		**5 702**	4 802
Investments in associates	10	**47 755**	32 767
Investments in joint ventures	10	**1 727**	620
Investments and loans	10	**1 193**	1 808
Derivatives		**2**	72
Deferred taxation		**969**	742
Current assets		**28 390**	27 143
Inventory		**2 882**	1 936
Programme and film rights		**1 979**	1 868
Trade receivables		**4 849**	4 042
Other receivables and loans		**4 807**	3 149
Derivatives		**209**	449
Cash and cash equivalents		**13 664**	15 653
		28 390	27 097
Non-current assets held-for-sale		**-**	46
Total assets		**128 602**	103 263
Equity and liabilities			
Share capital and reserves		**66 153**	53 741
Share capital and premium		**16 337**	15 061
Other reserves		**17 845**	10 957
Retained earnings		**31 971**	27 723
Non-controlling shareholders' interest		**2 052**	2 112
Total equity		**68 205**	55 853
Non-current liabilities		**36 549**	29 176
Capitalised finance leases		**6 768**	5 868
Liabilities - interest-bearing	12	**27 395**	20 571
- non-interest-bearing		**452**	276
Post-employment medical liability		**176**	161
Derivatives		**364**	972
Deferred taxation		**1 394**	1 328
Current liabilities		**23 848**	18 234
Current portion of long-term debt		**2 628**	2 296
Trade payables		**5 318**	4 107
Accrued expenses and other current liabilities		**13 981**	10 228
Derivatives		**840**	180
Bank overdrafts and call loans		**1 081**	1 423
Total equity and liabilities		**128 602**	103 263
Net asset value per N ordinary share (cents)		**16 637**	13 630

Condensed consolidated statement of cash flows

	Year ended 31 March 2014	Year ended 31 March 2013 (Restated)
	R'm	R'm
Cash flow generated from operating activities	**3 274**	10 035
Cash flow utilised in investing activities	**(8 036)**	(6 409)
Cash flow generated from financing activities	**2 114**	1 286
Net movement in cash and cash equivalents	**(2 648)**	4 912
Foreign exchange translation adjustments	**1 001**	670
Cash and cash equivalents at beginning of the year	**14 230**	8 648
Cash and cash equivalents at end of the year	**12 583**	14 230

Notes to the summarised consolidated financial results

1. General information

The principal activities of Naspers and its operating subsidiaries, joint ventures and associated companies (collectively "the group") are the operation of media and internet platforms. Our principal operations are in ecommerce and other internet services, pay-television services and print media.

2. Basis of presentation and accounting policies

The provisional report is prepared in accordance with the requirements of the JSE Limited Listings Requirements and the South African Companies Act No 71 of 2008. The 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 also to, as a minimum, contain the information required by IAS 34 *Interim Financial Reporting*. The accounting policies applied in the preparation of the consolidated financial statements from which the condensed consolidated provisional financial statements were derived, are in terms of IFRS and are, except as noted below, also consistent with those applied in the previous annual financial statements.

The group's reportable segments reflect those components of the group that are regularly reviewed by the chief executive officer and other senior executives, who make strategic decisions in accordance with IFRS 8 *Operating Segments*. The group proportionately consolidates its share of the results of its associated companies and joint ventures in the various reportable segments. This is considered to be more reflective of the economic value of these investments.

The group aggregated the previously reported "other internet" segment with the ecommerce segment as these segments are now considered to have similar economic characteristics and meet the aggregation criteria of IFRS 8. Comparative information has been restated accordingly.

Trading profit excludes amortisation of intangible assets (other than software), equity-settled share scheme charges, retention option expenses and other gains/losses, but includes the finance cost on transponder leases.

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

3. Independent audit

The annual financial statements have been audited by the company's auditor, PricewaterhouseCoopers Inc., whose unqualified audit reports on the annual financial statements and provisional report are available for inspection at the registered office of the company. The auditor's report does not necessarily cover all of the information contained in this provisional report. 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 annual financial statements, from the registered office of the company. The annual financial statements, together with the integrated report, will be available on **www.naspers.com** on or about 31 July 2014.

4. Changes in accounting policies

The group has adopted all new and amended accounting pronouncements as issued by the International Accounting Standards Board (IASB), which were effective for financial years commencing on 1 April 2013. The following key new pronouncements have been adopted:

IFRS 10 *Consolidated Financial Statements*
IFRS 10 replaces the consolidation and control guidance previously contained in IAS 27 *Consolidated and Separate Financial Statements* and SIC-12 *Consolidation – Special Purpose Entities*. The application of IFRS 10 did not result in any changes in the consolidation status of the group's subsidiaries and consequently no changes to the group's consolidated financial results.

IFRS 13 *Fair Value Measurement*
IFRS 13 aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRS. IFRS 13 was adopted and applied prospectively and it was assessed that the adoption did not result in any material impact on the financial results of the group.

IFRS 11 *Joint Arrangements*
IFRS 11 replaces the guidance previously contained in IAS 31 *Interests in Joint Ventures* and SIC-13 *Jointly Controlled Entities – Non-Monetary Contributions by Venturers*. Significantly, IFRS 11 requires all interests in joint ventures to be accounted for under the equity method. The group previously accounted for its interests in joint ventures by applying proportionate consolidation – a line-by-line consolidation of the group's share of the results of the joint ventures.

The group has applied IFRS 11 on a fully retrospective basis by accounting for joint ventures in terms of the equity method from the beginning of the earliest period presented in this provisional report, 1 April 2012. The impact of the adoption of IFRS 11 on the group's consolidated financial results is illustrated below (the application of IFRS 11 did not have a significant impact on the statement of comprehensive income).

	Year ended 31 March 2013		
Consolidated income statement	**Previously reported R'm**	**Change in accounting policy R'm**	**Restated R'm**
Revenue	50 249	(380)	49 869
Cost of providing services and sale of goods	(27 852)	176	(27 676)
Selling, general and administration expenses	(17 751)	392	(17 359)
Other gains/(losses) – net	(831)	96	(735)
Operating profit	3 815	284	4 099
Interest received	433	10	443
Interest paid	(1 501)	6	(1 495)
Other finance income/(costs) – net	(248)	(10)	(258)
Share of equity-accounted results	9 001	(223)	8 778
– excluding net gain on disposal of investments	6 359	(229)	6 130
– net gain on disposal of investments	2 642	6	2 648
Impairment of equity-accounted investments	(2 057)	(80)	(2 137)
Dilution losses on equity-accounted investments	(96)	–	(96)
Losses on acquisitions and disposals	(47)	(6)	(53)
Profit before taxation	9 300	(19)	9 281
Taxation	(2 552)	19	(2 533)
Profit for the year	6 748	–	6 748
Condensed consolidated statement of cash flows			
Cash flow generated from operating activities	9 845	190	10 035
Cash flow utilised in investing activities	(6 213)	(196)	(6 409)
Cash flow generated from financing activities	1 280	6	1 286
Net movement in cash and cash equivalents	4 912	–	4 912
Foreign exchange translation adjustments	687	(17)	670
Cash and cash equivalents at beginning of the year	8 791	(143)	8 648
Cash and cash equivalents at end of the year	14 390	(160)	14 230

Condensed consolidated statement of financial position	Year ended 31 March 2013			As at 1 April 2012		
	Previously reported R'm	Change in accounting policy R'm	Restated R'm	Previously reported R'm	Change in accounting policy R'm	Restated R'm
Assets						
Non-current assets	76 109	11	76 120	62 037	(26)	62 011
Property, plant and equipment	13 810	(94)	13 716	8 879	(115)	8 764
Goodwill and other intangible assets	26 440	(45)	26 395	21 768	(175)	21 593
Investments in associates and joint ventures	33 150	237	33 387	28 095	366	28 461
Investments and loans	1 891	(83)	1 808	2 564	(97)	2 467
Derivatives	72	-	72	86	-	86
Deferred taxation	746	(4)	742	645	(5)	640
Current assets	27 427	(284)	27 143	19 241	(250)	18 991
Inventory	1 941	(5)	1 936	1 238	(7)	1 231
Programme and film rights	1 868	-	1 868	1 522	-	1 522
Trade and other receivables and loans	7 310	(119)	7 191	5 935	(100)	5 835
Derivatives	449	-	449	85	-	85
Cash and cash equivalents	15 813	(160)	15 653	9 825	(143)	9 682
	27 381	(284)	27 097	18 605	(250)	18 355
Non-current assets held-for-sale	46	-	46	636	-	636
Total assets	103 536	(273)	103 263	81 278	(276)	81 002
Total equity	55 853	-	55 853	49 576	-	49 576
Non-current liabilities	29 192	(16)	29 176	17 845	(41)	17 804
Long-term liabilities	26 720	(5)	26 715	15 552	(25)	15 527
Post-employment medical liability	164	(3)	161	139	(2)	137
Derivatives	972	-	972	839	-	839
Deferred taxation	1 336	(8)	1 328	1 315	(14)	1 301
Current liabilities	18 491	(257)	18 234	13 857	(235)	13 622
Current portion of long-term debt	2 298	(2)	2 296	1 613	(3)	1 610
Trade payables	4 179	(72)	4 107	2 865	(72)	2 793
Accrued expenses and other current liabilities	10 411	(183)	10 228	7 981	(160)	7 821
Derivatives	180	-	180	206	-	206
Bank overdrafts and call loans	1 423	-	1 423	1 034	-	1 034
	18 491	(257)	18 234	13 699	(235)	13 464
Liabilities classified as held-for-sale	-	-	-	158	-	158
Total equity and liabilities	103 536	(273)	103 263	81 278	(276)	81 002

5. Headline and core headline earnings

Calculation of headline and core headline earnings	Year ended 31 March 2014 R'm	Year ended 31 March 2013 (Restated) R'm
Profit attributable to equity holders of the group	**5 751**	6 047
Adjusted for:		
- insurance proceeds	**-**	(2)
- impairment of property, plant and equipment and other assets	**112**	97
- impairment of goodwill and intangible assets	**1 461**	588
- (profit)/loss on sale of property, plant and equipment and intangible assets	**(58)**	17
- gains on acquisitions and disposals of investments	**(45)**	(11)
- remeasurement of previously held interest	**(700)**	-
- dilution losses on equity-accounted investments	**852**	96
- remeasurements included in equity-accounted earnings	**(2 447)**	(2 278)
- impairment of equity-accounted investments	**1 201**	2 137
	6 127	6 691
Total tax effects of adjustments	**(81)**	(29)
Total adjustment for non-controlling interest	**(65)**	(32)
Headline earnings	**5 981**	6 630
Adjusted for:		
- equity-settled share-based charges	**1 120**	850
- reversal/(recognition) of deferred tax assets	**58**	(195)
- special dividend income	**-**	(423)
- taxation adjustment	**-**	(191)
- amortisation of intangible assets	**1 385**	1 403
- fair value adjustments and currency translation differences	**(47)**	273
- retention option expense	**128**	135
- business combination (profits)/losses	**(9)**	51
Core headline earnings	**8 616**	8 533

6. Interest received/(paid)

	Year ended 31 March 2014 R'm	Year ended 31 March 2013 (Restated) R'm
Interest received	**606**	443
- loans and bank accounts	**456**	408
- other	**150**	35
Interest paid	**(2 466)**	(1 495)
- loans and overdrafts	**(1 717)**	(1 044)
- transponder leases	**(356)**	(231)
- other	**(393)**	(220)
Other finance income/(cost) - net	**(267)**	(258)
- net foreign exchange differences and fair value adjustments on derivatives	**(344)**	(383)
- preference dividends received	**77**	125

7. Equity-accounted results

The group's equity-accounted associated companies and joint ventures contributed to the consolidated financial results as follows:

	Year ended 31 March 2014 R'm	Year ended 31 March 2013 (Restated) R'm
Share of equity-accounted results	**10 835**	8 778
- sale of assets	**(19)**	-
- sale of investments	**(2 929)**	(2 648)
- impairment of investments	**532**	348
- gains on acquisitions and disposals	**-**	(8)
Contribution to headline earnings	**8 419**	6 470
- amortisation of intangible assets	**897**	692
- equity-settled share scheme charges	**987**	675
- business combination costs	**-**	13
- special dividend income	**-**	(423)
- taxation adjustment	**-**	(191)
- fair value adjustments and currency translation differences	**(181)**	(61)
- reversal/(recognition) of deferred tax assets	**35**	(195)
Contribution to core headline earnings	**10 157**	6 980
Tencent	**9 724**	6 652
Mail.ru	**911**	652
Abril	**(110)**	(69)
Other	**(368)**	(255)

8. Profit before taxation

Apart from the items detailed above, profit before taxation has been determined after taking into account, inter alia, the following:

	Year ended 31 March 2014 R'm	Year ended 31 March 2013 (Restated) R'm
Depreciation of property, plant and equipment	**1 942**	1 493
Amortisation	**898**	1 146
- intangible assets	**711**	996
- software	**187**	150
Other gains/(losses) - net	**(1 320)**	(735)
- profit/(loss) on sale of property, plant and equipment and intangible assets	**58**	(17)
- impairment of goodwill and intangible assets	**(1 461)**	(588)
- impairment of property, plant and equipment and other assets	**(112)**	(97)
- insurance proceeds	**-**	2
- fair value adjustment of financial instruments	**195**	(35)
Gains/(losses) on acquisitions and disposals	**751**	(53)
- profit on sale of investments	**44**	68
- losses recognised on loss of control transactions	**-**	(44)
- remeasurement of contingent consideration	**48**	13
- acquisition-related costs	**(41)**	(73)
- remeasurement of previously held interest	**700**	-
- other	**-**	(17)

9. Goodwill

Goodwill arises on the acquisition of interests in subsidiaries and is subject to an annual impairment assessment. Movements in the group's goodwill for the year are detailed below:

	Year ended 31 March 2014 R'm	Year ended 31 March 2013 (Restated) R'm
Goodwill		
- cost	**24 077**	19 610
- accumulated impairment	**(2 484)**	(1 873)
Opening balance	**21 593**	17 737
- foreign currency translation effects	**3 226**	2 103
- acquisitions	**2 003**	2 423
- disposals	**(18)**	(164)
- impairment	**(993)**	(506)
Closing balance	**25 811**	21 593
- cost	**29 405**	24 077
- accumulated impairment	**(3 594)**	(2 484)

10. Investments and loans

The following relates to the group's investments and loans as at the end of the reporting period:

	Year ended 31 March 2014 R'm	Year ended 31 March 2013 (Restated) R'm
Investments and loans	**50 675**	35 195
- listed investments	**44 194**	29 157
- unlisted investments and loans	**6 481**	6 038

11. Commitments

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.

	Year ended 31 March 2014 R'm	Year ended 31 March 2013 (Restated) R'm
Commitments	**22 417**	18 073
- capital expenditure	**740**	1 064
- programme and film rights	**17 701**	13 559
- network and other service commitments	**1 530**	1 158
- transponder leases	**424**	399
- operating lease commitments	**1 413**	1 333
- set-top box commitments	**609**	560

12. Issue of listed bond, and repayment of existing facilities

The group issued a seven-year US$1bn international bond in July 2013. The bond matures in July 2020 and carries a fixed interest rate of 6% per annum. The proceeds were used to partly pay down an offshore revolving credit facility.

13. Business combinations and other acquisitions

In June 2013 the group's subsidiary MIH India Global Internet Limited (MIH India) acquired a 100% interest in redBus, an Indian online ticketing platform. The fair value of the total purchase consideration was R1bn in cash. The purchase price allocation: property, plant and equipment R4m; intangible assets R354m; cash R29m and restricted cash R96m; trade and other receivables R27m; trade and other payables R41m; deferred tax liability R114m and the balance to goodwill.

During June 2013 the option to subscribe for new shares in MIH India held by Tencent Holdings Limited expired. MIH India operates ecommerce platforms under the ibibo brand. In terms of IFRS 10 the group exercised control over MIH India from the date that the option expired. The group previously accounted for MIH India as a joint venture. The fair value of the total deemed purchase consideration was R321m, being the acquisition date fair value of the interest held in MIH India. A gain of R274m has been recognised as a result of remeasuring to fair value the existing interest in MIH India. The purchase price allocation: property, plant and equipment R5m; intangible assets R162m; cash R71m; trade and other receivables R64m; trade and other payables R78m; deferred tax liability R51m and the balance to goodwill.

In July 2013 the group acquired an additional interest of 28,6% in Dubizzle, an online classifieds platform centred on Dubai. The group's total interest in Dubizzle increased to 53,6% and the group now accounts for Dubizzle as a subsidiary. The fair value of the total purchase consideration was R939m, consisting of R477m in cash for the additional interest and R462m being the acquisition date fair value of the existing interest held in Dubizzle. The purchase price allocation: property, plant and equipment R2m; intangible assets R381m; cash R231m; trade and other receivables R16m; trade and other payables R37m and the balance to goodwill. A non-controlling interest of R252m was recognised at the acquisition date. A gain of R231m has been recognised as a result of remeasuring to fair value the group's existing interest in Dubizzle before the acquisition of the additional interest.

The main factor contributing to the goodwill recognised in these acquisitions is their market presence. This goodwill is not expected to be deductible for income tax purposes. The non-controlling interest was measured using the proportionate share of the identifiable net assets.

The group made various smaller acquisitions with a combined cost of R270m. Total acquisition-related costs of R41m were recorded in "Gains/(losses) on acquisitions and disposals" in the income statement. Had the revenues and net results of redBus and Dubizzle been included from 1 April 2013, it would not have had a significant effect on the group's consolidated revenue and net results.

The following investments in associated companies and joint ventures were made:

In June 2013 the group acquired an additional 6,1% interest in Souq Group Limited, an online retailer, marketplace and payment platform business, with operations in the UAE, Saudi Arabia, Egypt and Kuwait, for R296m in cash. During March 2014 the group acquired a further interest of 11,8% in Souq Group Limited for R911m in cash. The group now has a 47,6% interest in Souq Group Limited.

In July 2013 the group acquired an additional 8,6% interest in Flipkart Private Limited, a leading ecommerce site in India, for R1 376m in cash. During May 2014 the group invested a further R543m in cash in Flipkart. The group now has a 17,7% interest in Flipkart on a fully diluted basis.

In February 2014 the group acquired 26,1% in SimilarWeb Limited, an online analytics provider, for R155m in cash. The group has a 22,5% interest in SimilarWeb on a fully diluted basis.

During February 2014 the group acquired a 30,7% interest for R200m in cash in Neralona Investments Limited, trading as eSky.ru, an online children's goods retailer in Russia.

The above acquisitions were primarily funded through the utilisation of existing credit facilities.

14. Financial instruments

The information below analyses the group's financial instruments, which are carried at fair value at each reporting period, by level of the hierarchy as required by IFRS 7 and IFRS 13.

	Fair value measurements at 31 March 2014 using:		
	Quoted prices in active markets for identical assets or liabilities (Level 1) R'm	Significant other observable inputs (Level 2) R'm	Significant unobservable inputs (Level 3) R'm
Assets			
Available-for-sale investments	120	-	-
Foreign exchange contracts	-	210	-
Interest rate swaps	-	1	-
Liabilities			
Foreign exchange contracts	-	66	-
Shareholders' liabilities	-	-	806
Earn-out obligations	-	-	263
Interest rate swaps	-	332	-

There have been no transfers between level one, two or three during the period, nor were there any significant changes to the valuation techniques and inputs used to determine fair values.

Financial instruments for which fair value is disclosed:

31 March 2014	Carrying value R'm	Fair value R'm	Level 1 R'm	Level 2 R'm	Level 3 R'm
Financial liabilities					
Loans from non-controlling shareholders	480	478	-	-	478
Capitalised finance leases	7 277	7 074	-	-	7 074
Publicly traded bonds	17 784	19 706	-	19 706	-

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

Reconciliation of level 3 financial liabilities

The following table presents the changes in level 3 instruments for the period ending 31 March 2014:	Shareholders' liabilities R'm	Earn-out obligations R'm
Opening balance at 1 April 2013	704	185
Total gains in profit or loss	(145)	(13)
Issues	284	155
Settlements	(82)	(91)
Foreign currency translation effects	45	27
Closing balance at 31 March 2014	806	263

The fair value of shareholders' liabilities is determined using a discounted cash flow model. Business specific adjusted discount rates are applied to estimated future cash flows. For earn-out obligations, current forecasts of the extent to which management believe 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 two financial instruments is determined with the use of exchange rates quoted in an active market and interest rate extracts from observable yield curves.

15. Events after the reporting period

Subsequent to year-end, the group invested a further R543m in cash in Flipkart.

Naspers Limited
(Registration number: 1925/001431/06)
("Naspers")

JSE share code: NPN	ISIN: ZAE000015889
LSE share code: NPSN	ISIN: US 6315121003

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ADR programme
Bank of New York Mellon maintains a GlobalBuyDIRECT™ plan for Naspers Limited. For additional information, please visit the Bank of New York Mellon's website at **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™, Church Street Station, PO Box 11258, New York, NY 10286-1258, USA.

Important information
The 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. 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. These include factors that could adversely affect our businesses and financial performance. We are not under any obligation to (and expressly disclaim any such obligation to) update or alter our forward-looking statements, whether as a result of new information, future events or otherwise. Investors are cautioned not to place undue reliance on any forward-looking statements contained herein.

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