

Whistleblower Policy

NL Annex

Last reviewed and approved on 22 August 2019



NASPERS

Whistleblower Policy NL Annex

BACKGROUND

Naspers has a group-wide Whistle-blower Policy (the Global Policy) which can be found at:

www.naspers.com/about/policies

The purpose of the Global Policy is to encourage the disclosure of improper conduct by Naspers and/or its employees and to provide appropriate procedures and legal protections for persons making such disclosures.

This Annex (the NL Annex) supplements the Global Policy with some additional requirements under Dutch law applicable to people working for Naspers group companies in the Netherlands.

1. APPLICATION

This NL Annex applies to any person who carries out, or has carried out, work for any Naspers group company under an employment contract (i.e. employees) or other arrangement (e.g. consultants, independent contractors, interns) in the Netherlands (an Employee).

This NL Annex should be read together with the Global Policy.

In the event of any conflict or inconsistency between the provisions of this NL Annex and the Global Policy, the provisions of this NL Annex prevail.

2. CONCERNS OF WRONGDOING

This NL Annex applies where an Employee has a Concern of Wrongdoing where the public interest is affected.

A **Concern of Wrongdoing** is where the public interest is affected and is a concern that wrongdoing exists within the organisation where the Employee works or has worked, or in another organisation if the Employee came into contact with that organisation through their work activities, where:

- the concern is based on reasonable grounds, arising from knowledge acquired by the Employee in working for the employer or arising from knowledge acquired by the Employee through their work activities within another company or organization; and
- the public interest is affected due to any of the following:
 - a breach of statutory provisions, including any criminal offence;
 - a danger to public health;
 - a danger to human safety;
 - a danger of environmental damage; and
 - a danger for the proper functioning of the public service or undertaking as a result of an inappropriate act or omission to act.

3. PROCEDURES

If an Employee has a Concern of Wrongdoing, the following procedures are available. In general, any Concerns of Wrongdoing should be reported internally first.

Information, advice and support

Employees may consult a confidential advisor at the company regarding concerns about wrongdoing. For details of the applicable adviser, please contact your HR Department.

Employees may also contact the Dutch House for Whistle-blowers (Huis voor klokkenluiders) for information, advice and support with respect to concerns about wrongdoing: www.huisvoorklokkenluiders.nl

Internal report

Employees should take advantage of the procedures for making an internal report set out in the Global Policy for Disclosures of Improper Conduct (as defined in the Global Policy).

These procedures include disclosure to the Employee's manager, internal audit or Naspers' independent whistle-blower service (operated by Deloitte Tip-offs Anonymous) 'OpenLine': <https://openline.naspers.com>

Further details can be found in the Global Policy.

At the request of the Employee, the report will be treated in confidence.

External report

If an Employee has reported a Concern of Wrongdoing internally, and the Employee believes that the outcome of the investigation and/or subsequent actions taken are not satisfactory, the Employee can report the Concern of Wrongdoing externally.

An Employee may immediately report a Concern of Wrongdoing externally if the Employee cannot reasonably be required to make an internal report first, including where this is prohibited for by law or in the case of:

- immediate danger, where a significant and urgent public interest necessitates an immediate external report;
- a reasonable suspicion that the ultimate manager or body with responsibility within the organisation is involved in the Concern of Wrongdoing;
- a situation in which it is reasonable for the Employee to fear reprisals in connection with making an internal report of the Concern of Wrongdoing;
- a clearly identifiable threat of falsification or destruction of evidence; or
- an earlier report of the same wrongdoing made in accordance with the procedure that did not put an end to the wrongdoing.

An external report of a Concern of Wrongdoing can be made to the external body to which the Employee reasonably believes is most appropriate, such as:

- a body responsible for investigating criminal offences (such as the police or the Dutch Department of Justice);
- the body responsible for monitoring compliance with relevant legal requirements; or

- any other competent body to which concerns about wrongdoing Concern of Wrongdoing can be reported, including the investigation department of the Dutch House for Whistle blowers (afdeling onderzoek Huis voor Klokkeluiders).

If an Employee reasonably believes that the public interest outweighs Naspers' interest in confidentiality, an external report may also be made to any other third party whom the Employee reasonably believes is capable of directly or indirectly resolving or bringing about the resolution of the suspected wrongdoing. In such case, the Employee must ensure that the external report of the Concern of Wrongdoing takes place in a suitable and appropriate manner and does not cause any unnecessary damage to Naspers or its affiliated companies.

4. PROTECTION FROM UNFAIR TREATMENT

An Employee reporting a Concern of Wrongdoing is protected against unfair treatment, known as 'Occupational Detriment', provided the report was made in good faith and in accordance with the proper procedure.

Occupational Detriment is defined in the Global Policy and includes, among other things, dismissal, disciplinary action or being adversely affected in terms of work opportunities as a result of making the report.

Further details on this topic (including grievance procedures) are set out in the Global Policy.

5. QUESTIONS

If you have questions about this NL Annex or require further information, please contact your HR or Legal Department.

This NL Annex is effective from 1 July 2016.