

MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS OF NASPERS LIMITED HELD VIA ELECTRONIC COMMUNICATION ON THURSDAY, 22 AUGUST 2024 AT 14H00

PRESENT

Directors, shareholders, management, and other attendees as per the attendance register.

WELCOME AND CONSITUITION

The chair welcomed all shareholders from across the globe for attending the 110th annual general meeting (AGM) for Naspers Limited. He welcomed the non-executive directors who were attending virtually from afield. He extended a further welcome to the company secretary, representative of the external auditors, sponsors and legal advisors for their attendance.

The chair highlighted that prerecorded messages from the chairs of the social, ethics and sustainability committee and human resources and remuneration committee, as well as from the chief executive (CEO) and chief financial officer (CFO) will be played to shareholders.

The company secretary mentioned that time will be provided for questions and answers. She highlighted that only shareholders and their representatives are allowed to ask questions. Questions will be taken from the floor, and virtual attendees can send their questions via the Q&A button on their screens.

It was noted that the voting platform will remain open for the duration of the meeting. Ms Sandy Elhers from the group's transfer secretaries, JSE Investor Services, was the scrutineer who validated the results.

Videos from the chair, Debra Meyer, as well as Fabricio Bloisi, Basil Sgourdos and Craig Enenstein were shown (see www.naspers.com).

The chair explained the group's commitment to sustainable growth and value creation amid a changing global landscape. He highlighted the impact of geopolitical shifts, regulatory changes, and trade policies on the industry, touching on the group's strategic focus on growth markets and disciplined capital allocation. He continued to emphasise that the group is leveraging its technological capabilities, particularly in artificial intelligence (AI) and digital transformation.

The chair congratulated Fabricio Bloisi on his appointment as the new chief executive of Naspers and Prosus and expressed gratitude to Bob van Dijk and interim CEO, Ervin Tu. He reiterated Prosus' commitment to being a leading global technology group focused on sustained growth.

The chair extended a word of appreciation to the management team, the staff across the globe, the board of directors, and especially to shareholders, for their trust and support during the past year.

In her video message, Debra Meyer – chair of the sustainability committee – emphasised the company's ongoing commitment to sustainability and the need for transparency in integrating sustainable practices into business operations. She highlighted initiatives such as digital financial services, educational technology platforms, and grocery delivery services aimed at reducing carbon footprints. The company is promoting a circular economy through OLX and is committed to achieving science-based targets, including zero scope 1 and 2 emissions by 2028. Debra stressed the importance of monitoring regional developments and maintaining transparency in sustainability reporting, particularly in light of the European Corporate Sustainability Reporting Directive.

Fabricio Bloisi, chief executive, reflected on the company's evolution and expressed optimism about the future. He emphasised the need for improved performance and innovation, highlighting a successful year in Ecommerce profitability and the repurchase programme.

As chief executive he is committed to ambitious climate targets and zero-carbon deliveries, and stressed the importance of education and upskilling within the community. He acknowledged areas where the company fell short and committed to addressing these issues. He stressed his aim to assist in creating an AI-first world, foster a culture of innovation and entrepreneurship, emphasising corporate governance, transparency, and social responsibility.

Finally, he acknowledges Basil Sgourdos' decision to step down in November 2024 after 29 years of service with the group. He thanked him for his role in the success of the group.

Basil Sgourdos, chief financial officer, highlighted the transformative financial year ending 31 March 2024, for Prosus and Naspers, showcasing a 17% year-on-year organic revenue growth to US\$6.4bn, significantly outpacing industry peers. He announced the company's first-ever consolidated Ecommerce profitability, achieved six months ahead of schedule, and emphasised a disciplined approach to external investments, while also noting the success of a share-repurchase programme that reduced the free-float share count by 21%. Basil pointed out the strong balance sheet with US\$14.6bn in cash and US\$15.4bn in debt, and the potential for growth through AI and strategic investments. He also mentioned key achievements in various segments, including iFood, OLX Europe, and PayU, while addressing challenges in the Edtech sector. Concluding his speech, he announced his decision to step down as CFO, expressing gratitude for the opportunity and the support of his family.

Craig Enenstein, chair of the human resources and remuneration committee, provided an overview of the significant changes to the company's remuneration structure aimed at aligning executive compensation with strategic goals and shareholder interests. He detailed Fabricio Bloisi's competitive base salary and the short-term incentives (STIs) tied to key financial and operational targets. Craig Enenstein explained the long-term incentive (LTI) structure with performance stock units (PSUs), including a 'moonshot' award offering Fabricio US\$100m in shares if he doubles the company's market capitalisation within four years, and share appreciation rights (SARs). He reiterated the remuneration committee's commitment to ongoing engagement with stakeholders to refine these frameworks, emphasising the importance of feedback in shaping a robust and fair remuneration policy.

CONFIRMATION OF QUORUM

The company secretary confirmed that, in accordance with the company's MoI, the quorum requirements for the AGM had been met and the meeting was quorate and declared duly constituted.

NOTICE OF MEETING

The notice was circulated to all shareholders of the company entitled to receive such notice, and within the prescribed period. The notice was taken as read, and with no objections posed, the chair continued with the proceedings.

VOTING PROCEDURE

It was noted that, in accordance with the company's MoI, all resolutions would be conducted by way of a poll on the virtual voting platform. A video was presented to shareholders providing them insight into the virtual voting process.

GENERAL QUESTIONS

Shareholders were provided the opportunity to pose any questions they had regarding the business before attending to the order of business as included in the notice of the AGM. The chairs of the various board committees, as well as the executives, were present to answer all shareholder questions.

The floor was then opened to shareholders to present their questions. The following questions were raised:

Mr Mncube from ESG Insight SA queried the following: "Several independent non-executive directors have served on the board for over nine years, raising concerns about their continued independence. Given that long tenure can potentially affect the objectivity and fresh perspectives on the board, how does Naspers intend to address this, and what is the board's strategy for refreshing its composition to ensure ongoing independence and diversity of thought?"

Prof Jafta, chair of the nominations committee (NomCo) responded that the board regularly assess the board's independence in terms of their independence of mind, judgement and conduct demonstrated in board subcommittees as well as board meetings. Prof Jafta added that NomCo believes in the value of combined knowledge and 'fresh eyes' of newly appointed directors. When directors retire, the aim is to appoint new directors to increase the balance of new directors compared to those with longevity.

Mr Mncube also asked: "The report acknowledges ongoing challenges in achieving gender and racial equity at the board level. Despite the efforts made, the board remains male-dominated. Can you elaborate on the specific measures and timelines Naspers is implementing to accelerate progress towards a more diverse and inclusive board that truly reflects the broader society?"

Prof Jafta, chair of NomCo responded that the board values diversity and regularly assesses the board's composition. Diversity, geographical expertise, and business needs are part of this assessment. She added that in the past five years only female directors had been appointed; hence, the female representation on the board increased to six female directors out of the total 14. The chair of the board, Mr Bekker, added that Naspers is probably one of the most diverse boards on the stock exchanges on which it operates.

Mr Mncube queried the following: "With the recent changes in CEO and the upcoming retirement of the CFO, there are concerns regarding succession planning. Can the board provide more clarity on the steps being taken to ensure a smooth transition and maintain operational stability during this critical period, especially in light of the strategic challenges and opportunities the company faces?"

Mr Enenstein, chair of the human resources and remuneration committee (RemCo) stated that there are two parts to the question, namely how the group thinks about succession and the transition of the incoming executive. Mr Enenstein explained that as part of RemCo's mandate it reviews all of the organisation's senior roles on an annual basis. It also identifies potential individuals within the organisation who are, or are becoming prepared to succeed in these senior roles. The recruitment of external individuals who could be suitable for a relevant position, would also be considered. All of the information is used to implement proactive initiatives for internal individuals who would be ready to step into a more senior role, be it on an interim or permanent basis. Mr Enenstein referred to the recent scenario where an interim CEO was appointed and, following a vigorous process, the successor was identified internally. Emphasis is also placed on ensuring that the top talented individuals are identified and developed to ensure that the organisation is always ready to embrace evolution and change.

Mr Mncube also asked: The remuneration policy and implementation report reveal concerns about the low threshold for PSU vesting and the lack of performance conditions for share appreciation rights (SARs). How does the board plan to address these shortcomings to better align executive compensation with shareholder interests, particularly given the high quantum of remuneration in light of the company's mixed financial performance?

Mr Enenstein, chair of RemCo mentioned that there are several components to the question, namely the PSUs and SARs. He reminded shareholders that PSUs did not form part of the senior management's compensation a few years ago. Following in-depth investigations and interactions with shareholders and outside advisors, a compensation approach similar to that of the global leading ecommerce companies was used as a benchmark. The aim is to attract the top talent from these global ecommerce companies. Due to valuable input from shareholders and internal investigations, significant changes were made in the PSUs. One of the key changes in the PSUs was to link the performance to total shareholder return. Mr Enenstein explained that this ensures that the individuals participating in these PSUs are aligned with the shareholders. He added that a mechanism was introduced to ensure that no incentive payment for negative performance will occur. An additional measure is against peers, and while the organisation outperforms its peers but has a negative performance, there will be no incentives paid.

The threshold of the PSUs has been elevated from the previous 25% to the current 30% for the bottom-end payout. The threshold was set against the toughest and most relevant competitors that could be identified. While it may only be 30%, the target would still be difficult to achieve. The low-end payout is fixed at 50% of the peer median and offers a 100% payout. The 75th percentile offers a payout of 200%. While the payouts increase substantially, it is because the organisation has accomplished outstanding results, which would be well suited to the shareholders' benefit.

Mr Enenstein added that SARs do not vest unless value is created in the ecommerce portion of the portfolio, which is the controllable non-Tencent portion of our asset base. Mr Enenstein concluded that a majority of the shareholders indicated that they would prefer for the organisation to move away from the vesting conditions of the previous PSUs, hence making the current changes. It was noted that the performance criteria are evaluated every time these allocations are made.

Mr Mncube queried the following: "While the company's report highlights the expansion of scope 3 emission disclosures, particularly in material categories, there is a concern about the limited assurance on these disclosures. How does Naspers plan to ensure full transparency and accountability within its supply chain, especially regarding scope 3 emissions, to meet its net-zero targets?"

Prof Meyer, chair of the social, ethics and sustainability committee (SESC) confirmed that the organisation has expanded its reporting from three environmental indicators on scope 1 and scope 2 emissions to include the material scope 3 categories across all of the group's subsidiaries. It was noted that in total 18 sustainable indicators for assurance were presented in the financial year under review. The aim is to expand environmental disclosures to scope 3 with the aim of reaching limited assurance with the initial review. During the upcoming year the aim is to expand the indicators and migrate to reasonable assurance, which will provide granular insight into the organisation's environmental performance. Prof Meyer added that the ambition is to build the reporting maturity to allow for reporting on reasonable assurance over time in the environmental impact report. Further information is provided on the group's approach to supplier sustainability and all other material categories in the group's scope 3 footprint.

The CEO added that iFood has had a significant impact in Brazil, especially in terms of reducing its emissions. The project to electrify all of the delivery vehicles in the iFood fleet is currently underway and will assist in driving down the carbon footprint. Discussions are also taking place with the packaging suppliers, and focus has been placed on reducing the impact of packaging on the environment. The CEO added that the iFood objective is to deliver growth, reduce the discount in share value, increase profitability and positively impact society. It was noted that Prosus has had a positive impact on Brazil, South Africa, Eastern Europe and India, through close collaboration with the SESC to ensure that the impact on the environment remains positive.

Ms Maria Orozco from the Association for Research and Education, advising institutional investors in Canada, stated: "There is concern over the appointment of Mr Bloisi and what the impact would be on the group. It is believed that his appointment as CEO is a labour rights risk, following the issues at iFood. The critique from the Brazilian president when Mr Bloisi refused to engage with the government workers and its peers on legislation to improve worker protection is considered a major concern. The media attention on iFood for creating fake media profiles to undermine careers, campaigns and decent working conditions raises concerns of reputational, operational and regulatory risk. Ms Orozco queried following Mr Bloisi's mismanagement at iFood, what extraordinary measures and oversights did the board implement to ensure that fundamental labour rights are upheld across the group's global platform."

Mr Bloisi responded that the unhappiness from the Brazilian government with iFood's failure to engage on worker conditions is not true. iFood is one of the most active companies in Brazil and leads the efforts to increase the rights of workers in Brazil. Mr Bloisi stated that he participated in the Presidential Council to discuss and create new policies. iFood is widely recognised and has a major social impact in Brazil. iFood supported education and better conditions for workers. iFood continues to work closely with the government on finding ways to improve worker conditions. iFood remains proactive in its engagements with the Brazilian government and has created social security mechanisms to create jobs through technology.

Mr Asief Mohamed thanked the CFO for his contribution over the years and wished him well in his future endeavours. He added that he is looking forward to the CEO earning the US\$100m moonshot as the performance results would be just as rewarding to shareholders. It was noted that the question was raised the previous day and was shared with the group's investor relations department. He confirmed that the question was answered as it was similar to that of Mr Mncube on the current board composition, independence and tenure. Mr Mohamed added that whether RemCo's judgement is not impaired, considering the tenure of the directors that serve on RemCo."

The chair of the board, Mr Bekker, responded that having a balance on the board is important. While new, fresh perspectives are important, it comes with a lack of historical knowledge perpetuated if the director is new to the

industry. He added that the biggest risk the group is facing is commercial risk. The risk of misjudging a matter or not having experience in a specific industry can be detrimental, hence the importance of having a balanced board that holds that institutional knowledge. Having said that, Mr Bekker stated that there is value in onboarding new directors, especially in technology, which has ever-changing environments. Geographical experience is also an important aspect as many aspects revolve around the geographical area in which the organisation operates. Mr Bekker stated that a good board understands where things come from, which mistakes were made in the past, and that they should not repeat those mistakes. It is important to incorporate new directors, especially when entering new geographies or technologies.

Mr Enenstein stated that his main function is to fulfil his fiduciary duty in an independent manner. He added that the shareholders influenced a majority of the new ideas and concepts, eg the PSUs, and that was as a direct consequence of RemCo's engagement and Mr Enenstein's transparent and open-minded capacity while fulfilling his fiduciary duty. The most important thing is taking lessons from internal and external scenarios. While the past can always be an instigator of questions for the future, there are many material differences in the circumstantial dynamics between the previous and current CEO. Mr Enenstein added that while the moonshot payment to the new CEO is lucrative, it is considered a highly risky opportunity. There would be no payment should the CEO not fulfil the performance criteria. It was noted that a document was published on the topic to ensure that the motivation of this incentive is truly aligned with shareholder value creation, both at the aggregate and per share level.

Mr Bekker expressed his gratitude to Mr Enenstein for all his efforts during the past financial year to exit and recruit a CEO.

Ms Maria Orozco responded that her concern about better worker protection was not addressed. She said that while she appreciates that Mr Bloisi has acted as part of these meetings with the Brazilian government, it is important that the workers are also represented. She asked what Mr Bloisi's plans were to address this type of labour risk in Brazil and throughout the broader portfolio.

Mr Bloisi responded that it is important to ensure workers are protected, especially in an ever-changing environment like iFood. Technology should be used to create more and better jobs. Mr Bloisi stated that, as mentioned, a significant amount of time was spent with the Brazilian government to ensure that the legislation will enable Brazil to create more and better jobs without having to destroy the opportunities that these technological events create. There have been several suggestions and iFood is working closely with the Brazilian government to find ways that will make Brazil lead in this sector. He added that Prosus has several businesses where social responsibility is key and hopes to continue creating job opportunities while using technology. Mr Bloisi added that the proposal for minimum wage structures should be developed, and with Prosus supporting the initiative, there is hope that this will be implemented. Mr Bloisi invited Ms Orozco to follow the progress closely in the remainder of the current financial year and the upcoming financial year.

RESOLUTIONS AND VOTING

The company secretary referred shareholders to each of the resolutions proposed for adoption at the AGM. Detailed information on each resolution was included in the notice of AGM. It was displayed in full on the virtual participation platform for ease of reference. In the interest of time, only a brief overview of each resolution will be provided.

Presentation of the annual financial statements

The consolidated audited annual financial statements (AFS) of the group for the year ending 31 March 2024, incorporating the integrated annual report, the consolidated annual financial statements and the requisite statutory reports, were made available on the company's website. The financial statements were approved by the board of directors and presented to shareholders for adoption as required in terms of section 30(3)(d) of the Act.

Ordinary resolution number 1: Confirmation and approval of payment of dividends

RESOLVED THAT, the payment of a dividend by Naspers in relation to the N ordinary and A ordinary shares in an amount to be determined by the Naspers board be and is hereby approved and accepted.

Ordinary resolution number 1 was passed with 100% of the voting rights.

Ordinary resolution number 2: Reappointment of auditors

RESOLVED THAT, on the recommendation of the company's audit committee, the reappointment of Deloitte as auditor for the 2025 financial year, noting that Mr James Welch is the individual registered auditor of the firm to undertake the audit, be and is hereby approved and accepted.

Ordinary resolution number 2 was passed with 99.85% of the voting rights.

Ordinary resolution number 3: Appointment of director

To confirm the appointment of Mr Fabricio Bloisi as an executive director and as chief executive. The appointment of Mr Bloisi is made in terms of Section 70 of the Act. The board unanimously recommends the appointment of Mr Fabricio Bloisi as an executive director and chief executive of Naspers.

Ordinary resolution number 3 was passed with 99.89% of the voting rights.

Ordinary resolution number 4: Re-election of directors

Messrs H du Toit, C Enenstein, N Letele, R Oliveira de Lima and Ms A Kemna who retire by rotation, being eligible, offer themselves for re-election as directors of the company. The board unanimously recommends the re-election of these directors. The chair requested shareholders to consider, and if deemed fit, elect the directors named below by way of passing the separate resolutions set out below.

Ordinary resolution number 4.1: Re-election of Mr H de Toit as director

RESOLVED THAT, Mr H du Toit, who retires by rotation, and, being eligible, be and is hereby re-elected as a director of the company.

Ordinary resolution number 4.1 was passed with 99.48% of the voting rights.

Ordinary resolution number 4.2: Re-election of Mr C Enenstein as director

RESOLVED THAT, Mr C Enenstein, who retires by rotation, and, being eligible, be and is hereby re-elected as a director of the company.

Ordinary resolution number 4.2 was passed with 89.36% of the voting rights.

Ordinary resolution number 4.3: Re-election of Ms A Kemna as director

RESOLVED THAT, Ms A Kemna, being eligible, be and is hereby re-elected as a director of the company.

Ordinary resolution number 4.3 was passed with 99.07% of the voting rights.

Ordinary resolution number 4.4: Re-election of Mr N Letele as director

RESOLVED THAT, Mr N Letele, being eligible, be and is hereby re-elected as a director of the company.

Ordinary resolution number 4.4 was passed with 97.16% of the voting rights.

Ordinary resolution number 4.5: Re-election of Mr R Oliveira De Lima as director

RESOLVED THAT, Mr R Oliveira De Lima, being eligible, be and is hereby elected as a director of the company.

Ordinary resolution number 4.5 was passed with 93.56% of the voting rights.

Ordinary resolution number 5: Election of audit committee members

In terms of section 94 of the Companies Act and as recommended by the King Report of Corporate Governance for South Africa 2016 (King IV™), members of the audit committee have to be elected by the shareholders. By way of separate ordinary resolutions, the audit committee members, which consist of independent non-executive directors, are up for election.

Ordinary resolution number 5.1: Election of Ms S Dubey as a member of the audit committee

RESOLVED THAT, Ms S Dubey, being eligible, be and is hereby elected as a member of the audit committee.

Ordinary resolution number 5.1 was passed with 99.84% of the voting rights.

Ordinary resolution number 5.2: Election of Ms M Girotra as a member of the audit committee

RESOLVED THAT, Ms M Girotra, being eligible, be and is hereby elected as a member of the audit committee.

Ordinary resolution number 5.2 was passed with 99.70% of the voting rights.

Ordinary resolution number 5.3: Election of Ms A Kemna as a member of the audit committee

RESOLVED THAT, Ms A Kemna, being eligible, be and is hereby elected as a member of the audit committee. The appointment of Ms Kemna is subject to her re-election as per ordinary resolution 4.3.

Ordinary resolution number 5.3 was passed with 99.08% of the voting rights.

Ordinary resolution number 5.4: Election of Mr S Pacak as a member and chair of the audit committee

RESOLVED THAT, Mr S Pacak, being eligible, be and is hereby elected as a member and chair of the audit committee.

Ordinary resolution number 5.4 was passed with 92.42% of the voting rights.

Ordinary resolution number 6: Non-binding advisory vote on the company's remuneration policy

To endorse the company's remuneration policy as set out in the remuneration report by way of a non-binding advisory vote.

Ordinary resolution number 6 was passed with 88.12% of the voting rights.

Ordinary resolution number 7: Non-binding advisory vote on the company's implementation report of the remuneration report

To endorse the implementation report of the company's remuneration report by way of a non-binding advisory vote.

Ordinary resolution number 7 was passed with 88.20% of the voting rights.

Ordinary resolution number 8: Approval of general authority placing unissued shares under the control of the directors

RESOLVED THAT, the authorised but unissued share capital of the company under the control of the directors and to grant, until the conclusion of the next annual general meeting of the company, unconditional authority to the directors to allot and issue at their discretion the unissued shares of the company, subject to the provisions of the Companies Act and the JSE Listings Requirements.

Ordinary resolution number 8 was passed with 84.46% of the voting rights.

Ordinary resolution number 9: Approval of general issue of shares for cash

It was noted that ordinary resolution 9 requires at least 75% of the votes of shareholders.

RESOLVED THAT, the directors be and are hereby authorised to allot and issue unissued shares of a class of shares already in issue in the capital of the company for cash to such person(s) and on such terms and conditions as the directors may from time to time, in their discretion deem fit.

Ordinary resolution number 9 was passed with 93.38% of the voting rights.

Ordinary resolution number 10: To approve the amendments to the trust deed of the Naspers Restricted Stock Plan Trust and the share scheme envisaged by such trust deed.

RESOLVED THAT, the approval of the amendments to the Naspers Restricted Stock Plan Trust and the share scheme envisaged by such trust deed be and is hereby approved and accepted.

Ordinary resolution number 10 was passed with 99.88% of the voting rights.

Ordinary resolution number 11: Authorisation to implement all resolutions adopted at the annual general meeting

RESOLVED THAT, any director of the company or the group company secretary be and is hereby authorised to sign all such documentation and to do all such things as may be necessary for or incidental to the implementation of ordinary resolutions and special resolutions which are passed by the shareholders at this annual general meeting.

Ordinary resolution number 11 was passed with 100% of the voting rights.

Special resolution number 1: Approval of non-executive directors fees

The company secretary highlighted that special resolution 1 requires the support of at least 75% of the votes in order to be adopted. The reason for special resolution 1 was to grant the company the authority to pay remuneration to certain of its directors for their services. The proposed remuneration for the directors, the chair of the board, the chairs of subcommittees and trustees of group share schemes and other personnel funds for the year ended 31 March 2026. The proposed remuneration for the year ending 31 March 2026 is proposed by way of a separate vote. The details of the remuneration are reflected on page 7 of the notice.

Special resolution number 1.1: Approval of the remuneration of the non-executive directors for the financial year 31 March 2026 – board: chair.

RESOLVED THAT, the board fees for the board chair for the financial year ending 31 March 2026 be and is hereby approved and accepted.

Special resolution number 1.1 was passed with 99.93% of the voting rights.

Special resolution number 1.2: Approval of the remuneration of the non-executive directors for the financial year 31 March 2026 – board: member.

RESOLVED THAT, the board fees for board members for the financial year ending 31 March 2026 be and is hereby approved and accepted.

Special resolution number 1.2 was passed with 99.85% of the voting rights.

Special resolution number 1.3: Approval of the remuneration of the non-executive directors for the financial year 31 March 2026 – audit committee: chair.

RESOLVED THAT, the board fees for the audit committee chair for the financial year ending 31 March 2026 be and is hereby approved and accepted.

Special resolution number 1.3 was passed with 99.93% of the voting rights.

Special resolution number 1.4: Approval of the remuneration of the non-executive directors for the financial year 31 March 2026 – audit committee: member.

RESOLVED THAT, the board fees for audit committee members for the financial year ending 31 March 2026 be and is hereby approved and accepted.

Special resolution number 1.4 was passed with 99.93% of the voting rights.

Special resolution number 1.5: Approval of the remuneration of the non-executive directors for the financial year 31 March 2026 – risk committee: chair.

RESOLVED THAT, the board fees for the risk committee chair for the financial year ending 31 March 2026 be and is hereby approved and accepted.

Special resolution number 1.5 was passed with 99.93% of the voting rights.

Special resolution number 1.6: Approval of the remuneration of the non-executive directors for the financial year 31 March 2026 – risk committee: member.

RESOLVED THAT, the board fees for risk committee members for the financial year ending 31 March 2026 be and is hereby approved and accepted.

Special resolution number 1.6 was passed with 99.93% of the voting rights.

Special resolution number 1.7: Approval of the remuneration of the non-executive directors for the financial year 31 March 2026 – human resources and remuneration committee: chair.

RESOLVED THAT, the board fees for the human resources and remuneration committee chair for the financial year ending 31 March 2026 be and is hereby approved and accepted.

Special resolution number 1.7 was passed with 99.93% of the voting rights.

Special resolution number 1.8: Approval of the remuneration of the non-executive directors for the financial year 31 March 2026 – human resources and remuneration committee: member.

RESOLVED THAT, the board fees for human resources and remuneration committee members for the financial year ending 31 March 2026 be and is hereby approved and accepted.

Special resolution number 1.8 was passed with 99.93% of the voting rights.

Special resolution number 1.9: Approval of the remuneration of the non-executive directors for the financial year 31 March 2026 – nominations committee: chair.

RESOLVED THAT, the board fees for the nominations committee chair for the financial year ending 31 March 2026 be and is hereby approved and accepted.

Special resolution number 1.9 was passed with 99.93% of the voting rights.

Special resolution number 1.10: Approval of the remuneration of the non-executive directors for the financial year 31 March 2026 – nominations committee: member.

RESOLVED THAT, the board fees for nominations committee members for the financial year ending 31 March 2026 be and is hereby approved and accepted.

Special resolution number 1.10 was passed with 99.93% of the voting rights.

Special resolution number 1.11: Approval of the remuneration of the non-executive directors for the financial year 31 March 2026 – social, ethics and sustainability committee: chair.

RESOLVED THAT, the board fees for the social, ethics and sustainability committee chair for the financial year ending 31 March 2026 be and is hereby approved and accepted.

Special resolution number 1.11 was passed with 99.93% of the voting rights.

Special resolution number 1.12: Approval of the remuneration of the non-executive directors for the financial year 31 March 2026 – social, ethics and sustainability committee: member.

RESOLVED THAT, the board fees for social, ethics and sustainability committee members for the financial year ending 31 March 2026 be and is hereby approved and accepted.

Special resolution number 1.12 was passed with 99.93% of the voting rights.

Special resolution number 1.13: Approval of the remuneration of the non-executive directors for the financial year 31 March 2026 – trustees of group share schemes /other personnel funds.

RESOLVED THAT, the board fees for trustees of group share schemes /other personnel funds for the financial year ending 31 March 2026 be and is hereby approved and accepted.

Special resolution number 1.13 was passed with 99.86% of the voting rights.

Special resolution number 2: Approval generally the provision of financial assistance in terms of section 44 of the Companies Act.

The company secretary highlighted that special resolutions 2 to 6 require the support of at least 75% of the votes in order to be adopted.

RESOLVED THAT, the board may authorise the company to generally provide any financial assistance in the manner contemplated in and subject to compliance with the requirements of the memorandum of incorporation of the company and the provisions of section 44 of the Act to a director or prescribed officer of the company or of a related or interrelated company or corporation (irrespective of where any such entity may be incorporated).

The reason for and effect of special resolution number 2 is to authorise the directors generally to approve the provision of financial assistance by the company to the potential participants and/or recipients as set out in the resolution and in particular to facilitate participation under the Naspers share-based incentive schemes and other Naspers group share-based incentive schemes.

Special resolution number 2 was passed with 96.48% of the voting rights.

Special resolution number 3: Approval generally the provision of financial assistance in terms of section 45 of the Companies Act

RESOLVED THAT, the company, as authorised by the board, may generally provide, in terms of and subject to compliance with the requirements of the memorandum of incorporation of the company and the provisions of section 45 of the Act, any direct or indirect financial assistance to a related or interrelated company or corporation, or to a shareholder of a related or interrelated company or corporation irrespective of where any such entity may be incorporated), pursuant to the authority hereby conferred upon the board for these purposes.

The reason for and effect of special resolution number 3 is to authorise the directors generally to approve the provision of financial assistance by the company to the potential recipients as set out in the resolution.

Special resolution number 3 was passed with 99.73% of the voting rights.

Special resolution number 4: General authority for the company or its subsidiaries to acquire N ordinary shares in the company

RESOLVED THAT, the company or any of its present or future subsidiaries (as envisaged in the JSE Listings Requirements) be and are hereby authorised to acquire N ordinary shares issued by the company from any person (including any director or prescribed officer of the company or any person related to any director or prescribed officer of the company) on such terms and conditions as may be determined by the directors from time to time in their discretion, subject to compliance with the applicable requirements of the memorandum of incorporation of the company, the provisions of the Act and of the JSE Listings Requirements, and which authorisation shall include that the board may authorise the company to provide direct or indirect financial assistance to a related or interrelated

company or corporation to the company (wheresoever incorporated) as contemplated in and subject to compliance with the requirements of the memorandum of incorporation of the company and the provisions of section 44 of the Act, for purposes of, in connection with or in relation to an acquisition of N ordinary shares. It is recorded that the company or a subsidiary may only make a general repurchase of N ordinary shares in the company.

Special resolution number 4 was passed with 99.26% of the voting rights.

Special resolution number 5: Granting the specific repurchase authorisation

RESOLVED THAT, the company or any of its present or future subsidiaries be and is hereby specifically authorised, for a period until the earlier of the next annual general meeting or fifteen (15) months from the date of adoption of this resolution, to acquire up to 10% of the number of issued N ordinary shares as at the date hereof (being 18 086 062), through structured repurchase mechanisms implemented by or on behalf of the company or any of its present or future subsidiaries, including through a modified Dutch auction process and/or reverse bookbuild process (as described below), from holders of N ordinary shares at the time of implementing any such repurchase (including any director or prescribed officer of the company or any person related to any director or prescribed officer of the company) but not exclusively from a single Naspers shareholder or related party (as envisaged in the JSE Listings Requirements) at a price to be determined through such structured repurchase mechanisms.

Special resolution number 5 was passed with 96.96% of the voting rights.

Special resolution number 6: General authority for the company or its subsidiaries to acquire A ordinary shares in the company

RESOLVED THAT, the company or any of its present or future subsidiaries be and are hereby authorised to acquire A ordinary shares issued by the company from any person (including any director or prescribed officer of the company or any person related to any director or prescribed officer of the company), in terms of and subject to compliance with the requirements of the memorandum of incorporation of the company and the provisions of the Act.

The reason for and effect of special resolution number 6 is for shareholders to grant the company the authority in terms of the Act for the acquisition by the company, or any present or future subsidiary of the company, of the company's A ordinary shares.

Special resolution number 6 was passed with 93.73% of the voting rights.

A short video on the global business was presented to shareholders.

The outcome of each resolution has been added to the relevant resolution and reflected as part of the minutes. The full details of the results of the voting will be published on the JSE Stock Exchange News Services later that same day.

CLOSING

As there was no further business to be discussed, the chair thanked the shareholders and attendees for their attendance and their interest in the affairs of the company. The chair formally closed the meeting at 15:15.

CERTIFIED A TRUE AND CORRECT RECORD OF THE PROCEEDINGS

CHAIR

ANNEXURE A – ATTENDANCE REGISTER FOR THE NASPERS AGM HELD ON 22 AUGUST 2024

Name	Source
Gillian Kisbey Green	Shareholder
Mehlulizizwe Mncube	Shareholder
Jarred Houston	Shareholder
Simone Franks	Shareholder
Dumisile Mokoena	Shareholder
Dr Julius Oluwasegun Aroba	Shareholder
Luke Hendricks	Shareholder
Christopher Peter Logan	Shareholder
Asief Mohamed	Shareholder
Nomsa Sibanda	Shareholder
Maria Claudia Orozco	Shareholder
Mosele Mile	Shareholder
Matseko Frida Taukobong	Shareholder
Donfrey Meyer	Guest