

Prosus will announce its full-year results for 2023 on Tuesday, 27 June. More info [here \(/news/investors-overview\)](#).

21 June 2019

SENS: withdrawal of notice of General Meeting

Group news < <https://www.prosus.com/news#pp-headline-4718169>>

Portfolio news < <https://www.prosus.com/news#pp-headline-4791145>>

Regulatory news < <https://www.prosus.com/news#pp-headline-4902244>>

Sustainability news < <https://www.prosus.com/news#pp-headline-4833278>>

NASPERS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1925/001431/06)

JSE share code: NPN ISIN: ZAE000015889

LSE ADS code: NPSN ISIN: US 6315121003

("Naspers" or "the Company")

WITHDRAWAL OF NOTICE OF GENERAL MEETING

Naspers N shareholders and A shareholders (**Shareholders**) are referred to the announcement on Wednesday 29 May 2019 regarding the Company's intention to form a new global consumer internet group, comprising the

Naspers Group's international internet assets (**Proposed Transaction**). These assets will be held by the company we refer to as NewCo (formally Myriad International Holdings N.V.), an existing subsidiary of Naspers incorporated in accordance with Dutch laws. The N ordinary shares in NewCo 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 announcement also advised Shareholders of the posting of a circular to Shareholders (**Circular**), which included a notice to Shareholders convening a general meeting of Shareholders on Friday 28 June 2019 (**General Meeting**) to consider, and if deemed fit, to approve the resolution required to implement the Proposed Transaction.

It has come to the attention of the Company that an administrative error by an external service provider has resulted in certain of the copies of the Circular delivered to Shareholders being incorrectly labelled. The service provider concerned has advised the Company that the error occurred in pairing the names and addresses of some Shareholders for purposes of printing labels on the envelopes in which the physical copies of the Circular were delivered to certain Shareholders. This meant that some Circulars were sent to the correct addresses of the affected Shareholders, but that incorrect names appeared on these envelopes (i.e. the name and address did not match). This could in some cases lead to confusion.

So as to allow our Shareholders equal opportunity to fully consider the Circular and resolution, the board has decided to withdraw the notice of the General Meeting and consequently cancel the General Meeting to which the notice related. The new general meeting of Shareholders to consider, and if deemed fit, approve the resolution required will now be held on the same date as the Company's annual general meeting, scheduled for Friday 23 August 2019.

Shareholders are accordingly advised that all voting instructions, proxy forms and election forms already submitted to brokers, central securities depository

participants or the Company in respect of the General Meeting or elections in terms of the Circular, will be of no force or effect and will be disregarded. New forms will be provided in due course when a new notice of general meeting is issued.

The Company will keep Shareholders updated in relation to the revised timetable for implementation of the Proposed Transaction. Subject to the valid adoption of the resolution required, the Company expects the Proposed Transaction to be implemented in September 2019.

The board remains fully supportive of the Proposed Transaction and the potential benefits that could be realised by forming and listing a new, global consumer internet group on Euronext Amsterdam, with a secondary, inward listing on the JSE.

We apologise for inconvenience caused to Shareholders who have already responded.

Cape Town

21 June 2019

Sponsor

Investec Bank Limited

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About Naspers

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

Every day, millions of people use the products and services of companies that Naspers has invested in, acquired or built, including Avito, Brainly, BYJU'S, Codecademy, eMAG, Honor, ibibo, iFood, letgo, Media24, Movable, OLX, PayU, SimilarWeb, Swiggy, Takealot, and Udemy. Similarly, hundreds of millions of people have made the platforms of its associates a part of their daily lives: Tencent (www.tencent.com; SEHK 00700), Mail.ru (www.corp.mail.ru; LSE: MAIL), and DeliveryHero (www.deliveryhero.com; Xetra: DHER)

Today, Naspers companies and associates help improve the lives of around a fifth of the world's population. Naspers actively searches for new opportunities to partner exceptional entrepreneurs who are using technology to address big societal needs.

Naspers has a primary listing on the Johannesburg Stock Exchange (NPN.SJ) and a secondary listing on the A2X Exchange (NPN.AJ) in South Africa, and has an ADR listing on the London Stock Exchange (LSE: NPSN). For more information, please visit [**www.naspers.com < http://www.naspers.com/>**](http://www.naspers.com)

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