

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

23 August 2019

Results of the extraordinary general meeting of Naspers shareholders

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)

Share code: NPN ISIN: ZAE000015889

LSE ADS code: NPSN ISIN: US 6315121003

(‘Naspers’ or ‘the company’)

RESULTS OF THE GENERAL MEETING OF NASPERS SHAREHOLDERS

Naspers N Shareholders and A Shareholders (**Shareholders**) are referred to:

- the announcement made by the Company on 25 March 2019 in relation to the Company's intention to form a new global consumer internet group, by listing its global consumer internet assets held by Myriad International Holdings N.V. (previously referred to as NewCo and to be renamed Prosus N.V.), an existing subsidiary of Naspers, incorporated in accordance with Dutch laws, on Euronext Amsterdam with a secondary, inward listing on the Main Board of the Johannesburg Stock Exchange (**Proposed Transaction**);
- the announcement made by the Company on 19 July 2019, regarding the posting of the circular to Shareholders (**Circular**), which Circular included a notice convening the general meeting of Shareholders in relation to the approval of matters relating to the implementation of the Proposed Transaction (**EGM**); and
- Circular containing the new timetable of the Proposed Transaction.

The EGM was held today, Friday, 23 August 2019, at Daisy Room, Second Floor, Cape Town International Convention Centre 2, corner of Heerengracht and Rua Bartholomeu Dias, Foreshore, Cape Town.

Shareholders are advised that the special resolution as set out in the notice of the EGM pertaining to the approval of matters relating to the implementation of the Proposed Transaction was adopted by the requisite majority of Shareholders present in person or represented at the EGM.

The following information in relation to the EGM is provided to Shareholders in compliance with the JSE Listings Requirements:

Total issued number of A ordinary shares: 907 128**

Total issued number of N ordinary shares: 438 656 059

Treasury shares: 6 455 824

Number of N ordinary shares voted at the EGM: 351 368 218 (being 80.10% of the total issued N ordinary shares)

Number of A ordinary shares voted at the EGM: 895 486 000** (being 98.72% of the total issued A ordinary shares)

Number of ordinary shares that could have been voted at the EGM: 1 345 784 059**

Abbreviations:

N ordinary shares (N Ord)

A ordinary shares (A Ord)

Details of voting results:

	A Ord shares**		N Ord shares			
Resolution	Number of votes voted by A Ord shares at the EGM	For %	Number of votes voted by N Ord shares at the EGM	For %	Against %	Abstain % as a total of the N Ord share capital*

Special resolution number 1: Approving matters relating to the implementation of the Proposed Transaction on the terms and conditions set out in the Circular	895 486 000	100%	351 368 218	95.51%	4.49%	0.05%
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*Abstentions are represented as a percentage of total exercisable votes.

**Naspers A ordinary shares have one thousand votes per share.

Shareholders are hereby advised that the conditions to the Capitalisation Issue (as defined in the Circular) as set out in the Circular have been fulfilled or waived and the Capitalisation Issue is consequently unconditional. As set out in the Circular, the board of directors of the Company reserves the right, in its discretion, to decide not to proceed with the Proposed Transaction until 14:00 on the last day to trade in Naspers N ordinary shares in order to be able to participate in the Capitalisation Issue, currently expected to be Tuesday, 10 September 2019. This discretion will include, but not be limited to, the right to amend the timetable for the Proposed Transaction.

Cape Town

23 August 2019

Sponsor Investec Bank Limited	
South African Legal Adviser (Lead) Webber Wentzel	South African Legal Adviser Glyn Marais Inc.
Dutch Legal Adviser Allen & Overy LLP	US Legal Adviser Allen & Overy LLP
Joint Financial Advisers	Legal Adviser to Joint Financial Advisers
Goldman Sachs International	Linklaters LLP
J.P. Morgan Securities plc	
Morgan Stanley & Co. International plc	Naspers ADS Depositary
	The Bank of New York Mellon

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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 Central and Eastern Europe, Africa, the Americas and Asia in sectors including online classifieds, payments and fintech, food delivery, 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, Movile, 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), MakeMyTrip Limited¹ (www.makemytrip.com; NASDAQ:MMYT) 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

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