

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 US6315122092
("Naspers" or "the company")

FINAL CASH DIVIDEND DECLARATION AND DISTRIBUTION OF INTEGRATED ANNUAL REPORT 2020, NOTICE OF ANNUAL GENERAL MEETING AND PUBLICATION OF B-BBEE ANNUAL COMPLIANCE CERTIFICATE

Dividend declaration

Further to the summarised consolidated financial statements for the year ended 31 March 2020 as released on SENS and the company's website www.naspers.com, the board recommends an annual gross dividend of 580 cents (2019: 715 cents) per listed N ordinary share, and 116 cents (2019: 143 cents) per unlisted A ordinary share.

In determining the proposed N ordinary share dividend, the board considered that shareholders who held listed N ordinary shares last year at the time of listing Prosus would have received shares in Prosus or additional shares in Naspers Limited. These, if they continued to hold those shares, would entitle them to receive either an additional Prosus dividend of 11 euro cents (South African rand equivalent to be determined at the time of payment, currently 213 South African cents, based on exchange rate at 26 June 2020) per share, or dividends on their additional Naspers N ordinary shares received. The combined Naspers and Prosus dividend represents an increase of around 10% on the prior-year Naspers dividend per share. The Prosus summarised consolidated financial statements for the year ended 31 March 2020, final dividend declaration and details of the publication of the annual report was released on SENS today, Monday, 29 June 2020, copies of which are available on the website www.prosus.com.

If confirmed by shareholders at the annual general meeting on Friday 21 August 2020, dividends will be payable to shareholders recorded in the books on Friday 27 November 2020 and paid on Monday 30 November 2020. The last date to trade cum dividend will be on Tuesday 24 November 2020 (shares trade ex-dividend from Wednesday 25 November 2020). Share certificates may not be dematerialised or rematerialised between Wednesday 25 November 2020 and Friday 27 November 2020, both dates inclusive. The dividend will be declared from income reserves.

It will be subject to the dividend tax rate of 20%, yielding a net dividend of 464 cents per listed N ordinary share and 95.2 cents per unlisted A ordinary share to those shareholders not exempt from paying dividend tax. Dividend tax will be 116 cents per listed N ordinary share and 20.8 cents per unlisted A ordinary share.

The issued ordinary share capital as at 29 June 2020 was 435 511 058 N ordinary shares and 961 193 A ordinary shares. The company's income tax reference number is 9550138714. All figures in South African cents unless stated otherwise.

Distribution of integrated annual report and notice of annual general meeting

Shareholders are advised that the company's integrated annual report (including the notice and proxy of the annual general meeting) and annual financial statements for the year ended 31 March 2020 will be posted on the company's website www.naspers.com this evening, Monday 29 June 2020.

The notice of the annual general meeting will be posted to shareholders today, 29 June 2020, and notice is hereby given that the 106th annual general meeting of the company will be held at 14:00 on Friday 21 August 2020, to transact business as stated in the notice of the annual general meeting. Given the outbreak of Covid-19 and the related government action and regulations aimed at social distancing, including through the prohibition of gatherings, the annual general meeting will be conducted entirely through electronic communications as envisaged in the Act.

This notice together with the proxy form will be available on the Company's website, www.naspers.com, as of today. Proxy forms must be lodged, for administrative purposes, by no later than 14:00 on Wednesday, 19 August 2020, alternatively presented to the Naspers company secretary prior to the commencement of the annual general meeting.

The record date in order to be eligible to vote at the Annual General Meeting is Friday, 14 August 2020 and accordingly the last day to trade Naspers N Ordinary Shares in order to be recorded in the Naspers Register on the record date to be eligible to vote and participate at the Annual General Meeting is Tuesday, 11 August 2020.

Publication of B-BEE annual compliance certificate

Shareholders are further advised that Naspers's annual compliance certificate for the 2020 financial year in terms of section 13G(2) of the Broad-Based Black Economic Empowerment Act has been published and is also available on the Company's website, www.naspers.com

Cape Town
29 June 2020
Sponsor: Investec Bank Limited

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About Naspers

Established in 1915, Naspers has transformed itself to become a global consumer internet company and one of the largest technology investors in the world. Through Prosus, the group operates and invests globally in markets with long-term growth potential, building leading consumer internet companies that empower people and enrich communities. Prosus has its primary listing on Euronext Amsterdam and a secondary listing on the Johannesburg Stock Exchange and Naspers is the majority owner of Prosus.

In South Africa, Naspers is one of the foremost investors in the technology sector and is committed to building its internet and ecommerce companies in the country. These include Takealot, Mr D Food, Superbalist, OLX, Autotrader, Property24 and PayU, in addition to Media24, South Africa's leading print and digital media business.

Naspers is also focused on stimulating South Africa's local tech sector through [Naspers Foundry](#). This is a R1.4 billion investment targeting early stage technology companies in South Africa that seek to address big societal needs. To help address youth unemployment in impoverished communities, in 2019, Naspers launched [Naspers Labs](#), a social impact programme for young, unemployed South Africans aged between 17 and 25. Located in low income, urban settings, Naspers Labs provide a structured development journey enabling young people to enter the economy.

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.