

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 ANNUAL GENERAL MEETING

Cape Town, 23 August 2019 – Naspers Limited (Naspers) (JSE: NPN, LSE: NPSN) The 105th annual general meeting (AGM) of Naspers Limited was held today in the Cape Town International Convention Centre 2 (CTICC2), Corner of Heerengracht and Rua Bartholomeu Dias, Foreshore, Cape Town, South Africa.

Shareholders are advised that all resolutions set out in the notice of AGM were passed by the requisite majority of shareholders represented at the annual general meeting. The following information is provided in compliance with the JSE Limited’s Listings Requirements:

Total issued number of N ordinary shares: 438 656 059

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

Treasury shares: 6 455 824

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

Abbreviations: N ordinary shares (N Ord)

A ordinary shares (A Ord)

Details of voting results:

| | | A shares | | N shares | | Against % | Abstain % as a total of the N ord share capital | Total A and N ord shares voted at the meeting | | Total | | |
|-----------------------------|--|--|---------|--|---------|-----------|---|---|-----------|--|----------------|----------------|
| | | No. of votes voted A ord shares at the meeting | For % | No. of votes voted N ord shares at the meeting | For % | | | For % | Against % | No. of votes voted N and A ord shares at the meeting | A ord shares % | N ord shares % |
| Ordinary resolutions | | | | | | | | | | | | |
| 1 | Acceptance of annual financial statements | 895 359 000 | 100,00% | 353 323 731 | 100,00% | 0,00% | 0,37% | 100,00% | 0,00% | 1 248 682 731 | 71,70% | 28,30% |
| 2 | Confirmation and approval of payment of dividends | 895 359 000 | 100,00% | 354 785 215 | 99,90% | 0,10% | 0,06% | 99,97% | 0,03% | 1 250 144 215 | 71,62% | 28,38% |
| 3 | Reappointment of PricewaterhouseCoopers Inc. as auditor | 895 359 000 | 100,00% | 351 924 850 | 73,37% | 26,63% | 0,06% | 92,49% | 7,51% | 1 247 283 850 | 71,78% | 28,22% |
| 4 | To confirm the appointment of Mr F L N Letele as a non-executive director | 895 359 000 | 100,00% | 354 641 017 | 95,98% | 4,02% | 0,10% | 98,86% | 1,14% | 1 250 000 017 | 71,63% | 28,37% |
| 5.1 | To elect the following directors: Mr J P Bekker | 895 359 000 | 100,00% | 354 584 712 | 91,98% | 8,02% | 0,11% | 97,72% | 2,28% | 1 249 943 712 | 71,63% | 28,37% |
| 5.2 | Mr S J Z Pacak | 895 359 000 | 100,00% | 354 522 642 | 97,58% | 2,42% | 0,10% | 99,31% | 0,69% | 1 249 881 642 | 71,64% | 28,36% |
| 5.3 | Mr J D T Stofberg | 895 359 000 | 100,00% | 351 885 217 | 97,71% | 2,29% | 0,10% | 99,35% | 0,65% | 1 247 244 217 | 71,79% | 28,21% |
| 5.4 | Mr B J van der Ross | 895 359 000 | 100,00% | 353 871 541 | 74,63% | 25,37% | 0,27% | 92,81% | 7,19% | 1 249 230 541 | 71,67% | 28,33% |
| 5.5 | Prof D Meyer | 895 359 000 | 100,00% | 354 784 428 | 96,99% | 3,01% | 0,06% | 99,15% | 0,85% | 1 250 143 428 | 71,62% | 28,38% |
| 6.1 | Appointment of the following audit committee members: Mr D G Eriksson | 895 359 000 | 100,00% | 353 922 127 | 98,35% | 1,65% | 0,06% | 99,53% | 0,47% | 1 249 281 127 | 71,67% | 28,33% |
| 6.2 | Mr B J van der Ross | 895 359 000 | 100,00% | 351 329 390 | 73,26% | 26,74% | 0,85% | 92,46% | 7,54% | 1 246 688 390 | 71,82% | 28,18% |
| 6.3 | Prof R C C Jafta | 895 359 000 | 100,00% | 348 623 425 | 73,21% | 26,79% | 0,84% | 92,49% | 7,51% | 1 243 982 425 | 71,98% | 28,02% |
| 7 | To endorse the company's remuneration policy | 895 359 000 | 100,00% | 354 778 179 | 41,33% | 58,67% | 0,07% | 83,35% | 16,65% | 1 250 137 179 | 71,62% | 28,38% |
| 8 | To approve the implementation of the remuneration policy as set out in the remuneration report | 895 359 000 | 100,00% | 354 783 732 | 38,74% | 61,26% | 0,06% | 82,62% | 17,38% | 1 250 142 732 | 71,62% | 28,38% |
| 9 | Approval of general authority placing unissued shares under the control of the directors | 725 494 000 | 100,00% | 351 208 582 | 30,90% | 69,10% | 0,25% | 77,46% | 22,54% | 1 076 702 582 | 67,38% | 32,62% |
| 10 | Approval of issue of shares for cash | 895 359 000 | 100,00% | 354 777 995 | 54,03% | 45,97% | 0,07% | 86,96% | 13,04% | 1 250 136 995 | 71,62% | 28,38% |
| 11 | Approval of amendments to the Naspers Restricted Stock Plan Trust | 895 359 000 | 100,00% | 354 625 324 | 80,47% | 19,53% | 0,07% | 94,46% | 5,54% | 1 249 984 324 | 71,63% | 28,37% |
| 12 | Authorisation to implement all resolutions adopted at the annual general meeting | 895 359 000 | 100,00% | 354 782 102 | 99,71% | 0,29% | 0,06% | 99,92% | 0,08% | 1 250 141 102 | 71,62% | 28,38% |
| Special resolutions | | | | | | | | | | | | |
| | Approval of remuneration of non-executive directors - proposed 31 March 2020: Board – chair | 895 359 000 | 100,00% | 354 736 548 | 97,37% | 2,63% | 0,06% | 99,26% | 0,74% | 1 250 095 548 | 71,62% | 28,38% |
| 1.2 | Board – member | 895 359 000 | 100,00% | 354 706 021 | 97,82% | 2,18% | 0,06% | 99,38% | 0,62% | 1 250 065 021 | 71,62% | 28,38% |
| 1.3 | Audit committee – chair | 895 359 000 | 100,00% | 354 782 411 | 97,73% | 2,27% | 0,06% | 99,36% | 0,64% | 1 250 141 411 | 71,62% | 28,38% |
| 1.4 | Audit committee – member | 895 359 000 | 100,00% | 354 412 484 | 98,05% | 1,95% | 0,06% | 99,45% | 0,55% | 1 249 771 484 | 71,64% | 28,36% |
| 1.5 | Risk committee – chair | 895 359 000 | 100,00% | 354 782 131 | 98,06% | 1,94% | 0,06% | 99,45% | 0,55% | 1 250 141 131 | 71,62% | 28,38% |

| | | A shares | | N shares | | Against % | Abstain % as a total of the N ord share capital | Total A and N ord shares voted at the meeting | | Total | | |
|------|---|--|---------|--|--------|-----------|---|---|-----------|--|----------------|----------------|
| | | No. of votes voted A ord shares at the meeting | For % | No. of votes voted N ord shares at the meeting | For % | | | For % | Against % | No. of votes voted N and A ord shares at the meeting | A ord shares % | N ord shares % |
| 1.6 | Risk committee – member | 895 359 000 | 100,00% | 354 782 411 | 98,21% | 1,79% | 0,06% | 99,49% | 0,51% | 1 250 141 411 | 71,62% | 28,38% |
| 1.7 | Human resources and remuneration committee – chair | 895 359 000 | 100,00% | 354 782 411 | 98,33% | 1,67% | 0,06% | 99,53% | 0,47% | 1 250 141 411 | 71,62% | 28,38% |
| 1.8 | Human resources and remuneration committee – member | 895 359 000 | 100,00% | 354 782 411 | 98,21% | 1,79% | 0,06% | 99,49% | 0,51% | 1 250 141 411 | 71,62% | 28,38% |
| 1.9 | Nomination committee – chair | 895 359 000 | 100,00% | 354 782 402 | 98,06% | 1,94% | 0,06% | 99,45% | 0,55% | 1 250 141 402 | 71,62% | 28,38% |
| 1.10 | Nomination committee – member | 895 359 000 | 100,00% | 354 781 751 | 98,21% | 1,79% | 0,06% | 99,49% | 0,51% | 1 250 140 751 | 71,62% | 28,38% |
| 1.11 | Social and ethics committee – chair | 895 359 000 | 100,00% | 354 778 911 | 98,06% | 1,94% | 0,06% | 99,45% | 0,55% | 1 250 137 911 | 71,62% | 28,38% |
| 1.12 | Social and ethics committee – member | 895 359 000 | 100,00% | 354 782 040 | 98,21% | 1,79% | 0,06% | 99,49% | 0,51% | 1 250 141 040 | 71,62% | 28,38% |
| 1.13 | Trustees of group share schemes/other personnel funds | 895 359 000 | 100,00% | 354 782 801 | 97,96% | 2,04% | 0,06% | 99,42% | 0,58% | 1 250 141 801 | 71,62% | 28,38% |
| 2 | Approve generally the provision of financial assistance in terms of section 44 of the Act | 895 359 000 | 100,00% | 354 499 726 | 96,98% | 3,02% | 0,13% | 99,14% | 0,86% | 1 249 858 726 | 71,64% | 28,36% |
| 3 | Approve generally the provision of financial assistance in terms of section 45 of the Act | 895 359 000 | 100,00% | 354 499 246 | 99,02% | 0,98% | 0,13% | 99,72% | 0,28% | 1 249 858 246 | 71,64% | 28,36% |
| 4 | General authority for the company or its subsidiaries to acquire N ordinary shares in the company | 895 359 000 | 100,00% | 354 484 131 | 96,42% | 3,58% | 0,11% | 98,98% | 1,02% | 1 249 843 131 | 71,64% | 28,36% |
| 5 | General authority for the company or its subsidiaries to acquire A ordinary shares in the company | 895 359 000 | 100,00% | 339 942 694 | 56,57% | 43,43% | 3,45% | 88,05% | 11,95% | 1 235 301 694 | 72,48% | 27,52% |
| 6 | Granting the Specific Repurchase Authority | 895 359 000 | 100,00% | 354 568 261 | 76,98% | 23,02% | 0,11% | 93,47% | 6,53% | 1 249 927 261 | 71,63% | 28,37% |

* Abstentions are represented as a percentage of total exercisable votes.

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

***No abstentions