



NASPERS

16 July 2021

Dealings in securities

Naspers Limited
(Incorporated in the Republic of South Africa)
l(Registration number 1925/001431/06)
JSE share code: NPN ISIN: ZAE000015889
LSE ADS code: NPSN ISIN: US6315122092
("Naspers" or "the company")

Dealings in securities

In compliance with Rules 3.63 – 3.74 of the JSE Listings Requirements, the following information is disclosed:-

Executive Director: **Bob van Dijk**

Transaction date: 15 July 2021

On/off market: Off market

Price at which share options

were offered: Closing price on the JSE Limited on 13

July 2021: R2 819.37

Number of shares: 9 264 Naspers N ordinary share options

Value: R10 843 929 (approximately US\$742 056).

Value is determined as being fair value of the award on grant date determined in accordance with International Financial Reporting Standards 2 – Share-based Payment, and as disclosed in the remuneration report included in the company's 31 March 2021 integrated annual report.

Class of shares: N ordinary

Nature of transaction: Offer of an option to purchase shares made by the MIH Internet Holdings B.V. employee share incentive scheme to Bob van Dijk. The offer of an option to purchase shares was made at market value on 13 July 2021 at R2 819.37, being the closing price on the JSE Limited on that day. The offer was accepted on 15 July 2021. The first quarter of the options vest on 13 July 2022, the second quarter vests on 13 July 2023, the third quarter vests on 13 July 2024 and the final quarter vests on 13 July 2025.

Price at which PSUs were offered: R0

Number of shares: 27 796 Naspers performance stock units

Grant value: R84 501 139 (approximately US\$5 936 445).

Class of shares: N ordinary

Nature of transaction: Offer of performance share units (PSUs) by the Naspers Restricted Stock Plan Trust to Bob van Dijk. The offer of PSUs was made on 21 June 2021. Vesting of PSUs, and the exact quantum thereof, is subject to the achievement of performance conditions set out in the remuneration report included in the integrated annual report on page 116. The offer was accepted on 15 July 2021. The options are expected to vest on or about 21 June 2024.

Nature of interest: Direct Beneficial

Clearance: Clearance has been received in terms of paragraph 3.66 of the JSE Listings Requirements.

Executive Director: **Basil Sgourdos**

Transaction date: 15 July 2021

On/off market: Off market

Price at which share options

were offered: Closing price on the JSE Limited on 13 July 2021: R2 819.37

Number of shares: 5 489 Naspers N ordinary share options

Value: R6 425 944 (approximately US\$439 731)

Value is determined as being fair value of the award on grant date determined in accordance with International Financial Reporting Standards 2 – Share-based Payment, and as disclosed in the remuneration report of the company's 31 March 2021 integrated annual report.

Class of shares: N ordinary

Nature of transaction: Offer of an option to purchase shares made by the MIH Internet Holdings B.V. employee share incentive scheme to Basil Sgourdos. The offer of an option to purchase shares was made at market value on 13 July 2021 at R2 819.37, being the closing price on the JSE Limited on that day. The offer was accepted on 15 July 2021. The first quarter of the options vest on 13 July 2022, the second quarter vests on 13 July 2023, the third quarter vests on 13 July 2024 and the final quarter vests on 13 July 2025.

Price at which PSUs were offered: R0

Number of shares: 16 472 Naspers performance stock units

Grant value: R50 074 061 (approximately US\$3 517 845)

Class of shares: N ordinary

Nature of transaction: Offer of performance share units (PSUs) by the Naspers Restricted Stock Plan Trust to Basil Sgourdos. The offer of PSUs was made on 21 June 2021. Vesting of PSUs, and the exact quantum thereof, is subject to the achievement of performance conditions set out in the remuneration report included in the integrated annual report on page 116. The offer was accepted on 15 July 2021. The options are expected to vest on or about 21 June 2024.

Nature of interest: Direct Beneficial

Clearance: Clearance has been received in terms of paragraph 3.66 of the JSE Listings Requirements

Company secretary: **Lynelle Bagwandeem**

Transaction date: 15 July 2021

On/off market: Off market

Price at which share options

were offered: Closing price on the JSE Limited on 13 July 2021: R2 819.37

Number of shares: 1 248 Naspers N ordinary share options

Value: R1 461 336 (approximately US\$100 000)

Value is determined as being fair value of the award on grant date determined in accordance with International Financial Reporting Standards 2 – Share-based Payment.

Class of shares: N ordinary

Nature of transaction: Offer of an option to purchase shares made by the MIH Holdings employee share incentive scheme to Lynelle Bagwandeem. The offer of an option to purchase shares was made at market value on 13 July 2021 at R2 819.37, being the closing price on the JSE Limited on that day. The offer was accepted on 15 July 2021. The first quarter of the options vest on 13 July 2022, the second quarter vests on 13 July 2023, the third quarter vests on 13 July 2024 and the final quarter vests on 13 July 2025.

Nature of interest: Direct Beneficial

Clearance: Clearance has been received in terms of paragraph 3.66 of the JSE Listings Requirements.

Company secretary

of a major subsidiary: **Gillian Kisbey-Green**

Transaction date: 16 July 2021

On/off market: Off market

Price at which share options

were offered: Closing price on the JSE Limited on 13 July 2021: R2 819.37

Number of shares: 2 809 Naspers N ordinary share options

Value: R3 288 007.00 (approximately US\$ 225 000)

Value is determined as being fair value of the award on grant date determined in accordance with International Financial Reporting

Standards 2 – Share-based Payment.

Class of shares: N ordinary

Nature of transaction: Offer of an option to purchase shares made by the MIH Internet Holdings B.V. employee share incentive scheme to Gillian Kisbey-Green. The offer of an option to purchase shares was made at market value on 13 July 2021 at R2 819.37, being the closing price on the JSE Limited on that day. The offer was accepted on 16 July 2021. The first quarter of the options vest on 13 July 2022, the second quarter vests on 13 July 2023, the third quarter vests on 13 July 2024 and the final quarter vests on 13 July 2025.

Nature of interest: Direct Beneficial

Clearance: Clearance has been received in terms of paragraph 3.66 of the JSE Listings Requirements.

Cape Town

16 July 2021

Sponsor: Investec Bank Limited

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. These include Takealot, Mr D Food, Superbalist, Autotrader, Property24 and PayU, in addition to Media24, South Africa's leading print and digital media business.

Naspers has a primary listing on the Johannesburg Stock Exchange (NPN.SJ), a secondary listing on the A2X Exchange (NPN.AJ) in South Africa, and has a level 1 American Depositary Receipt (ADR) programme which trades on an over-the-counter basis in the United States of America.

For more information, please visit www.naspers.com.

Naspers Labs

In 2019, Naspers Labs, a youth development programme designed to transform and launch South Africa's unemployed youth into economic activity, was launched. Naspers Labs focuses on digital skills and training, enabling young people to pursue tech careers.

Response to COVID-19

Naspers contributed R1.5 billion of emergency aid to support the South African government's response to the COVID-19 pandemic. This contribution consisted of R500 million towards the Solidarity Fund and R1 billion worth of PPE sourced and distributed to South Africa's front-line healthcare workers. In addition, Naspers contributed R6.9 million to the Nelson Mandela Foundation's EachOne FeedOne programme to support families who COVID-19 has impacted with meals for a year.

<https://preview.presspage.com/naspers/en/dealings-in-securities/>

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