

**Naspers announces shareholder approval of its plan to list international internet assets  
on Euronext Amsterdam**

*Transaction approved by shareholders at EGM held on Friday 23 August 2019  
Naspers on track to list Prosus on 11 September*

Today, Naspers announced the results of the Extraordinary General Meeting (EGM) regarding its intention to list Prosus, a new global consumer internet group, on Euronext Amsterdam. The proposed listing was approved by the requisite majority of shareholders in a vote held today in Cape Town, with 95.51% of N ordinary shareholders who voted at the meeting voting in favour of the transaction, and 100% of A ordinary shareholders who voted at the meeting voting in favour of the transaction.

Following shareholder approval, Naspers is on track to list Prosus on Euronext Amsterdam on Wednesday, 11 September 2019, along with a secondary, inward listing on the Johannesburg Stock Exchange. Naspers expects to own no less than 73% of Prosus with a free float of up to 27% created through a capitalisation issue of Prosus shares to Naspers shareholders. Naspers will retain its primary listing on the Johannesburg Stock Exchange.

**Bob van Dijk, Naspers' Group Chief Executive Officer said:**

*"Following shareholder approval at today's EGM, we are on track to list our international internet assets as Prosus on 11 September. We believe Prosus will present a new and attractive opportunity for global tech investors to access our unique portfolio of internet businesses, providing a strong foundation for our future growth plans. The listing is also designed to reduce our weighting on the Johannesburg Stock Exchange which we believe will maximise shareholder value over time. We would like to thank our shareholders for their strong support and conviction for Prosus and we look forward to finalising the listing in the coming weeks."*

As a global consumer internet group and one of the largest technology investors in the world, Prosus is likely to be Europe's largest listed consumer internet company by asset value. It will comprise all of Naspers' internet interests outside of South Africa including its companies and investments in the online classifieds, payments and fintech, food delivery, etail, travel, education, and social and internet platforms sectors, among others. These assets are some of the world's leading and fastest-growing internet brands, such as Tencent, mail.ru, OLX, Avito, letgo, PayU, iFood, Swiggy, DeliveryHero, Udemy, eMAG, and MakeMyTrip<sup>1</sup>. Prosus will be a strategic investor and operator focusing on long-term value creation by building leading technology companies that improve people's daily lives in high-growth markets.

Full details of the transaction, including the prospectus which is expected to be published by Prosus on Monday 26 August 2019, are available at [www.prosus.com](http://www.prosus.com)

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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 Asia, the Americas, the Middle East and Africa, and Central and Eastern Europe, 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](http://www.tencent.com); SEHK 00700), Mail.ru ([www.corp.mail.ru](http://www.corp.mail.ru); LSE: MAIL), MakeMyTrip Limited<sup>1</sup> ([www.makemytrip.com](http://www.makemytrip.com); NASDAQ:MMYT) and DeliveryHero ([www.deliveryhero.com](http://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 major 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)

<sup>1</sup> In April 2019, Naspers announced an exchange of its interest in MakeMyTrip Limited (NASDAQ:MMYT) for a 5.6% stake in Ctrip.com International Limited (NASDAQ:CTRP), a well-known provider of online travel and related services headquartered in China. The transaction is subject to customary closing conditions, and is expected to close in August 2019.

## **Disclaimer**

These materials are for information purposes only and are not intended to constitute, and should not be construed as, an offer to sell or a solicitation of any offer to buy or subscribe for any securities of Prosus (the “**Securities**”). The Securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), and will not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act.

In connection with its proposed admission to listing and trading on Euronext Amsterdam and the JSE, Prosus is expected to publish a prospectus on Monday, 26 August 2019. Once it is published, the prospectus will be made available at [www.prosus.com](http://www.prosus.com).

These materials include forward-looking statements, which are based on current expectations and projections about future events. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect Naspers' current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions. Naspers expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in these materials whether as a result of new information, future developments or otherwise. You are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date they are made.