

Naspers Limited
(Incorporated in the Republic of South Africa)
Registration number: 1925/001431/06
Share code: NPN
ISIN: ZAE000015889
("Naspers")

UNBUNDLING OF NOVUS HOLDINGS LIMITED SHARES TO NASPERS SHAREHOLDERS

1. Background and rationale for the Unbundling

- 1.1. Naspers "N" and "A" shareholders ("**Naspers Shareholders**") are referred to the announcement released on SENS on 3 August 2017 in terms of which Naspers Shareholders were advised that the Competition Tribunal had approved the merger filing by Media24 Proprietary Limited ("**Media24**") concerning the change of control in Novus Holdings Limited ("**Novus**") ("**Merger Filing**"). The Merger Filing includes a condition that Media24 divest itself of the majority of its shareholding in Novus whilst permitting Media24 to retain a non-controlling minority stake in Novus of 19% ("**Merger Condition**").
- 1.2. Media24 has subsequently approved the unbundling of the majority of its shareholding in Novus, being 151,786,287 Novus shares ("**Unbundled Novus Shares**"), to Naspers.

2. Further details of the Unbundling

- 2.1. In order to comply with the Merger Condition, the Naspers board of directors has resolved to unbundle all of the Unbundled Novus Shares it receives from Media24 to Naspers Shareholders ("**Unbundling**") by way of a distribution *in specie* in terms of section 46(1)(a)(ii) of the South African Companies Act, 2008 ("**Companies Act**") and section 46 of the South African Income Tax Act, 1962 ("**Income Tax Act**").
- 2.2. The Unbundled Novus Shares will be unbundled in the intended ratio of 0.34588 Novus shares and 0.06918 Novus shares for every one Naspers N share and every one Naspers A share respectively ("**Unbundling Ratio**") held at the close of business on the Unbundling record date ("**Record Date**").
- 2.3. Accordingly, Media24 will first distribute the Unbundled Novus Shares to Naspers following which Naspers will unbundle the Unbundled Novus Shares on the terms as set out in this SENS announcement to Naspers Shareholders.

3. Implementation of the Unbundling

- 3.1. Naspers Shareholders, who hold their "A" and "N" Naspers shares ("**Naspers Shares**") in certificated format, ("**Certificated Naspers Shareholders**") will be issued their respective Unbundled Novus Shares in certificated form. Pursuant to the Unbundling, share certificates will be posted, at the risk of the Certificated Naspers Shareholders, by registered post in South Africa on about the first business day after the Record Date ("**Operative Date**") to the addresses reflected in the share register of Naspers on the Record Date.
- 3.2. Such Certificated Naspers Shareholders are advised that they will have to dematerialise the Unbundled Novus Shares received by them in certificated form prior to trading in such Novus shares on the JSE Limited ("**JSE**").
- 3.3. Naspers Shareholders, who hold their Naspers Shares in dematerialised format ("**Dematerialised Naspers Shareholders**") will have their accounts at their Central Securities Depository Participant ("**CSDP**") or broker updated on the Operative Date with the relevant Unbundled Novus Shares pursuant to the Unbundling.
- 3.4. Documents of title in respect of Naspers Shares ("**Documents of Title**") are not required to be surrendered in order to receive the Unbundled Novus Shares.
- 3.5. To the extent that Certificated Naspers Shareholders wish to receive their Unbundled Novus Shares in dematerialised format, those Naspers Shareholders should contact Link Market Services Proprietary Limited ("**Transfer Secretaries**") directly.

4. Fractional entitlements

- 4.1. Where a Naspers Shareholder's entitlement to Unbundled Novus Shares distributed in terms of the Unbundling, calculated on the basis of the Unbundling Ratio, results in a fractional share entitlement, such fraction of an Unbundled Novus Share will be rounded down to the nearest whole number, resulting in allocations of whole Unbundled Novus Shares and a cash payment will be made to the Naspers Shareholder for the fraction.

- 4.2. The applicable cash payment will be determined with reference to the volume weighted average price (“**VWAP**”) of an Unbundled Novus Share traded on the JSE on the first business day after the last day to trade in Naspers Shares in order to participate in the Unbundling (“**LDT Date**”), (being the day on which Naspers Shares begin trading “ex” the entitlement to receive the Unbundled Novus Shares), discounted by 10%. The basis for the applicable cash payment will be announced on SENS two business days after the LDT Date.
- 4.3. For illustrative purposes, this SENS announcement assumes the VWAP of an Unbundled Novus Share traded on the JSE on the first business day after the LDT Date to be 725 cents. The basis for the applicable cash payment would therefore be 653 cents (725 cents discounted by 10%).
- 4.4. Example of fractional entitlement:

This example assumes that a Naspers Shareholder holds 100 Naspers N shares at the close of business on the Record Date.

Unbundled Novus Share entitlement = 100×0.34588 (being the Unbundling Ratio for Naspers N shares) = 34.588 Unbundled Novus Shares. The rounding provision described above is then applied and the Shareholder will receive:

34 Unbundled Novus Shares in respect of the 100 Naspers N shares held and a cash payment for the fractional entitlement based on the 653 cents noted above of $653 \times 0.588 = 384$ cents.

5. Distributions to foreign Naspers Shareholders

- 5.1. The distribution of Unbundled Novus Shares to persons resident in jurisdictions outside of South Africa (“**Foreign Naspers Shareholders**”) in terms of the Unbundling may be affected by the laws of such Foreign Naspers Shareholders’ relevant jurisdiction. Those Foreign Naspers Shareholders should consult their professional advisers as to whether they require any governmental or other consent or need to observe any other formalities to enable them to take up their entitlements.
- 5.2. This paragraph sets out the restrictions applicable to Naspers Shareholders who have registered addresses outside South Africa, who are nationals, citizens or residents of countries other than South Africa, or who are persons (including, without limitation, custodians, nominees and trustees) who have a contractual or legal obligation to forward this document to a jurisdiction outside South Africa or who hold shares for the account or benefit of any such Foreign Naspers Shareholder.
- 5.3. It is the responsibility of any Foreign Naspers Shareholder (including, without limitation, nominees, agents and trustees for such persons) being notified by this SENS announcement of the Unbundling and wishing to take up their entitlement to Unbundled Novus Shares to satisfy themselves as to the full observance of the applicable laws of any relevant territory, including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories.
- 5.4. Foreign Naspers Shareholders are obliged to observe the applicable legal requirements of their relevant jurisdictions.
- 5.5. Notification in terms of this SENS announcement will not constitute an offer of Unbundled Novus Shares in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this SENS announcement, will only be for information purposes. No person being notified in terms of this SENS announcement in any territory, other than South Africa, may treat the same as constituting an offer to such person unless, in the relevant territory, such an offer could lawfully be made to him without contravention of any registration or other legal requirements.
- 5.6. Accordingly, persons (including, without limitation, nominees, agents and trustees) being notified in terms of this SENS announcement should not distribute or send the same to any person in, or citizen or resident of, or otherwise into any jurisdiction where to do so would or might contravene local securities laws or regulations. Any person who does distribute this SENS announcement into any such territory (whether under a contractual or legal obligation or otherwise) should draw the recipient’s attention to the contents of this paragraph.
- 5.7. Naspers reserves the right, but shall not be obliged, to treat as invalid any distribution of Unbundled Novus Shares, in terms of the Unbundling, which appears to Naspers or its agents to have been executed, effected or dispatched in a manner which may involve a breach of the securities laws or regulations of any jurisdiction or if Naspers believes or its agents believe that the same may violate applicable legal or regulatory requirements.
- 5.8. An excluded Foreign Naspers Shareholder (“**Excluded Foreign Naspers Shareholder**”) includes any Foreign Naspers Shareholder who is unable to receive any of the Unbundled Novus Shares to be distributed to him because of the laws of the jurisdiction of that Naspers Shareholder, or any Foreign Naspers

Shareholder that Naspers is not permitted to transfer any of the Unbundled Novus Shares to because of the laws of the jurisdiction of that Foreign Naspers Shareholder. The Unbundled Novus Shares to which Excluded Foreign Naspers Shareholders would be entitled in terms of the Unbundling may be aggregated and disposed of on the JSE in an orderly manner by the Transfer Secretaries on behalf of and for the benefit of Excluded Foreign Naspers Shareholders as soon as is reasonably practical after the implementation of the Unbundling at the best price that can reasonably be obtained at the time of sale.

- 5.9. CSDPs will be responsible for informing the Transfer Secretaries of all dematerialised Naspers Shares held by them on behalf of such Excluded Foreign Naspers Shareholders.
- 5.10. Excluded Foreign Naspers Shareholders will, in respect of their entitlement to the Unbundled Novus Shares, receive the average consideration per Unbundled Novus Share (net of transaction and currency conversion costs) received by the Transfer Secretaries pursuant to the sale process as set out in the preceding subparagraph. The average consideration per Unbundled Novus Share due to each Excluded Foreign Naspers Shareholder will only be paid once all such Unbundled Novus Shares have been disposed of.

6. South African exchange control

The Unbundled Novus Shares are not freely transferable from the common monetary area and must be dealt with in terms of the South African Exchange Control Regulations, promulgated in terms of section 9 of the South African Currency and Exchanges Act, 1933 (“**Exchange Control Regulations**”). The following is a summary of the Exchange Control Regulations, is not comprehensive and is intended as a guide only. In the event that Foreign Naspers Shareholders have any doubts in respect of their obligations in terms of the Exchange Control Regulations they should consult their professional advisers.

Emigrants from the common monetary area

- 6.1. The Unbundled Novus Shares received by the Foreign Naspers Shareholders who are emigrants from the common monetary area and whose registered address is outside the common monetary area will:
 - 6.1.1. in the case of Dematerialised Naspers Shareholders be credited to their blocked share accounts at the CSDP controlling their blocked portfolios; or
 - 6.1.2. in the case of Certificated Naspers Shareholders whose Documents of Title have been restrictively endorsed under the Exchange Control Regulations, be endorsed “Non-Resident” and will be sent to the authorised dealer in foreign exchange controlling their blocked assets.
- 6.2. The CSDP or broker will ensure that all requirements of the Exchange Control Regulations are adhered to in respect of their clients falling into this category of investor, whether shares are held in dematerialised or certificated form.

All other non-residents of the common monetary area

- 6.3. The Unbundled Novus Shares received by the Naspers Shareholders who are non-residents of the common monetary area and who have never resided in the common monetary area and whose registered address are outside the common monetary area will:
 - 6.3.1. in the case of Dematerialised Naspers Shareholders be credited to their share accounts at the CSDP controlling their portfolios; or
 - 6.3.2. in the case of Certificated Naspers Shareholders whose Documents of Title have been restrictively endorsed under the Exchange Control Regulations, be deposited with an Authorised Dealer in foreign exchange in South Africa nominated by such Naspers Shareholder. It will be incumbent on the Naspers Shareholder concerned to nominate the Authorised Dealer and to instruct the nominated Authorised Dealer as to the disposal of the relevant Naspers Shares. If the information regarding the Authorised Dealer is not given, the Unbundled Novus Shares will be held in trust for the Naspers Shareholder concerned pending the receipt of the necessary information or instruction.
- 6.4. The CSDP or broker will ensure that all requirements of the Exchange Control Regulations are adhered to in respect of their clients falling into this category of investor, whether held in dematerialised or certificated form.

7. Taxation considerations relating to the Unbundling

- 7.1. This paragraph is intended to provide a general guide and is not intended to constitute a complete analysis of the taxation consequences of the unbundling provisions in terms of South African taxation law. It is not intended to be, nor should it be considered as legal or taxation advice. Naspers and its advisers cannot be held responsible for the taxation consequences of the Unbundling and therefore, Naspers Shareholders are advised to consult their own taxation advisers in this regard.

- 7.2. The Unbundling will constitute a disposal by Naspers of all of the Unbundled Novus Shares to the Naspers Shareholders. It is the intention that the disposal will be effected utilising the tax concessions provided for in section 46 of the Income Tax Act.
- 7.3. The concessions provided for in section 46 of the Income Tax Act are outlined below:

Disposal of Unbundled Novus Shares by Naspers

The distribution of Unbundled Novus Shares by Naspers, in terms of the Unbundling, will be disregarded by Naspers in determining its taxable income or assessed loss in the tax year that the Unbundling takes place. On the basis that Naspers holds the Unbundled Novus Shares as capital assets, the Unbundling should not attract capital gains tax as levied in terms of the Eighth Schedule of the Income Tax Act (“CGT”).

Dividends tax and returns of capital

In terms of sections 46(5) and 46(5A) of the Income Tax Act, the distribution of the Unbundled Novus Shares must be disregarded in determining any liability for dividends tax and must also not be treated as a return of capital for the purposes of paragraph 76B of the Eighth Schedule to the Income Tax Act.

Naspers Shares held as trading stock

Any Naspers Shareholder holding Naspers Shares as trading stock will be deemed to acquire the Unbundled Novus Shares as trading stock. The combined expenditure (for the purposes of income tax) of such Naspers Shares and Unbundled Novus Shares will be the amount originally taken into account by the Naspers Shareholder prior to the Unbundling in respect of those Naspers Shares, as contemplated in section 11(a), section 22(1), or section 22(2) of the Income Tax Act.

The original expenditure incurred in respect of the Naspers Shares will be apportioned between the Unbundled Novus Shares and the Naspers Shares by applying the ratio that the market value of Unbundled Novus Shares bear to the sum of the market value of the Unbundled Novus Shares and the Naspers Shares at the end of the day after the Unbundling, being determined with reference to Naspers and Novus’ closing share prices on the first business day after the LDT Date. Naspers will advise Naspers Shareholders of the specified ratio by way of an announcement to be released on SENS on the second business day after the LDT Date. This ratio must be used in the determination of any profits or losses derived on any future disposals of the Unbundled Novus Shares or Naspers Shares.

The expenditure so allocated to the Unbundled Novus Shares will reduce the expenditure of the Naspers Shares held, thus allocating the expenditure between the Naspers Shares and the Unbundled Novus Shares.

Naspers Shares held as capital assets

Any Naspers Shareholder holding Naspers Shares as capital assets will be deemed to acquire the Unbundled Novus Shares as capital assets. The original expenditure incurred prior to the Unbundling in respect of the Naspers Shares, that is allowable in terms of paragraph 20 of the Eighth Schedule to the Income Tax Act, and (where applicable) the CGT valuation of the Naspers Shares, as contemplated in paragraph 29 of the Eighth Schedule to the Income Tax Act, will be apportioned between the Unbundled Novus Shares and the Naspers Shares by applying the ratio that the market value of Unbundled Novus Shares bears to the sum of the market values of the Unbundled Novus Shares and Naspers Shares at the end of the day after the Unbundling, being determined with reference to Naspers and Novus’ closing share prices on the first business day after the LDT Date. Naspers will advise Naspers Shareholders of the specified ratio by way of an announcement to be released on SENS on the second business day after the LDT Date. This ratio must be used in the determination of the capital gain or loss derived on any future disposals of the Unbundled Novus Shares or Naspers Shares.

The expenditure (and CGT valuation, where applicable) so allocated to the Unbundled Novus Shares will reduce the expenditure (and CGT valuation, where applicable) of the Naspers Shares held, thus allocating this cost history between the Naspers Shares and the Unbundled Novus Shares.

Naspers Shareholders will be deemed to have acquired the Unbundled Novus Shares on the date on which the Naspers Shares were originally acquired.

8. Approvals

- 8.1. In terms of the listing requirements of the JSE, where listed assets are unbundled, shareholder approval is not required per se. Accordingly, Naspers Shareholders will not be required to vote on the Unbundling.
- 8.2. In addition, as the Unbundling does not constitute a section 112 disposal in terms of the Companies Act, Naspers Shareholders will not be required to vote on the Unbundling.

9. Governing law

The Unbundling will be governed by the laws of South Africa.

10. Salient dates and times

The salient dates and times relating to the Unbundling are set out in the timetable hereunder:

	2017
Finalisation announcement expected to be released on SENS, if required	Tuesday, 12 September
Expected LDT Date in order to participate in the Unbundling	Tuesday, 19 September
Announcement expected to be released on SENS in respect of the cash payment applicable to fractional entitlements to the Unbundling, based on the VWAP of the Unbundled Novus Shares traded on the JSE on Wednesday, 20 September 2017, discounted by 10%	Thursday, 21 September
Announcement expected to be released on SENS in respect of the specified ratio apportionment related to the tax consequences of the Unbundling	Thursday, 21 September
Expected Record Date on which Naspers Shareholders must be recorded in Naspers' share register to participate in the Unbundling	Friday, 22 September
Expected Operative Date of the Unbundling	Tuesday, 26 September
Naspers Shareholders' accounts at CSDP or broker expected to be updated and credited	Tuesday, 26 September

1. The above dates are subject to amendment. Any material amendments will be released on SENS.

11. Brief overview of Novus

Detailed information regarding Novus can be found on its website: <https://novus.holdings/>. For information purposes, Naspers has included a brief overview of Novus below from its publically available information.

11.1. Novus is a market leader in the high-volume, high-quality print markets in South Africa, with very few national and other African competitors that can offer the same portfolio of products and services.

11.2. Novus has ten printing plants and one tissue producing plant situated throughout South Africa. With the commissioning of a second tissue mill and quality enhancing equipment for the production of jumbo reel tissue wadding, Novus is positioned as a growing supplier of this product.

11.3. Novus' national network of plants allows it to attract a diverse customer base. Due to its scale, favourable terms can be negotiated with suppliers. New entrants to the market face high barriers to entry due to high capital investment, specialised skills and experience requirements.

11.4. Clients benefit from seamless access to volume resources and extensive print and manufacturing capability through Novus' modern operations across the country, providing a single source for all their requirements. Through the implementation of faster, more advanced technology and highly efficient, fully automated production processes, Novus is able to offer printing and manufacturing of a variety of high-quality products.

11.5. Summarised key financial results

31 March financial year-end	Unit	FY2017	FY2016
Revenue	R'm	4,312	4,175
EBITDA	R'm	601	846
Operating profit	R'm	394	649
Operating profit excluding impairments and profit/(loss) on disposal of assets	R'm	529	651
Headline earnings	R'm	354	447
Headline earnings per share	cents	110.81	139.94
Cash generated from operations	R'm	662	720
Cash conversion ratio	%	77.5%	72.0%
Total assets	R'm	3,697	3,600
NAV per share	cents	902.17	883.32
Dividends per share	cents	56	70

11.6. Novus' strategic intent is to market and sell quality product solutions for print, labels and tissue throughout South Africa and into Africa.

Cape Town
5 September 2017

Financial advisor and sponsor
Investec Bank Limited

Legal advisors
Glyn Marais Inc.
Werksmans Inc.

Tax advisors
PricewaterhouseCoopers Tax Services Proprietary Limited