

**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 6315121003

("Naspers" or "the Company")

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ANNOUNCEMENT.**

**CHANGES TO DIRECTORS' INTERESTS**

In compliance with paragraphs 3.63 to 3.74 of the JSE Listings Requirements, the following information is disclosed:

<b>Director:</b>	<b>Ben van der Ross</b>
Transaction date:	16 August 2021
On/Off market:	Off market tender pursuant to the voluntary exchange offer made by Prosus N.V. to Naspers shareholders (" <b>Exchange Offer</b> ")
Price at which share options were offered:	N/A
Number of shares:	1 632
Value:	R4 581 318, having been determined using the closing price of Naspers N shares as at Friday, 13 August 2021.
Class of shares:	Naspers N ordinary shares
Nature of transaction:	The dealing followed from Ben van der Ross's participation in the Exchange Offer.
Nature of interest:	Direct beneficial
Clearance:	Clearance has been received in terms of paragraph 3.66 of the JSE Listings Requirements

<b>Director:</b>	<b>Ben van der Ross</b>
Transaction date:	16 August 2021
On/Off market:	Off market tender pursuant to the voluntary exchange offer made by Prosus N.V. to Naspers shareholders (" <b>Exchange Offer</b> ")
Price at which share options were offered:	N/A

Number of shares:	525
Value:	R1 473 770, having been determined using the closing price of Naspers N shares as at Friday, 13 August 2021.
Class of shares:	Naspers N ordinary shares
Nature of transaction:	The dealing followed from a trust associated to Ben van der Ross's participation in the Exchange Offer.
Nature of interest:	Indirect beneficial
Clearance:	Clearance has been received in terms of paragraph 3.66 of the JSE Listings Requirements

**Director: Hendrik du Toit**

Transaction date:	16 August 2021
On/Off market:	Off market tender pursuant to the voluntary exchange offer made by Prosus N.V. to Naspers shareholders (" <b>Exchange Offer</b> ")
Price at which share options were offered:	N/A
Number of shares:	2 247
Value:	R6 307 733, having been determined using the closing price of Naspers N shares as at Friday, 13 August 2021.
Class of shares:	Naspers N ordinary shares
Nature of transaction:	The dealing followed from Hendrik du Toit's participation in the Exchange Offer.
Nature of interest:	Direct beneficial
Clearance:	Clearance has been received in terms of paragraph 3.66 of the JSE Listings Requirements

**Director: Cobus Stofberg**

Transaction date:	16 August 2021
On/Off market:	Off market tender pursuant to the voluntary exchange offer made by Prosus N.V. to Naspers shareholders (" <b>Exchange Offer</b> ")
Price at which share options were offered:	N/A
Number of shares:	117 324
Value:	R329 349 586, having been determined using the closing price of Naspers N shares as at Friday, 13 August 2021.

Class of shares:	Naspers N ordinary shares
Nature of transaction:	The dealing followed from Cobus Stofberg's participation in the Exchange Offer.
Nature of interest:	Direct beneficial
Clearance:	Clearance has been received in terms of paragraph 3.66 of the JSE Listings Requirements

**Director:****Steve Pacak**

Transaction date:	16 August 2021
On/Off market:	Off market tender pursuant to the voluntary exchange offer made by Prosus N.V. to Naspers shareholders (" <b>Exchange Offer</b> ")
Price at which share options were offered:	N/A
Number of shares:	202 649
Value:	R568 872 220, having been determined using the closing price of Naspers N shares as at Friday, 13 August 2021.
Class of shares:	Naspers N ordinary shares
Nature of transaction:	The dealing followed from Steve Pacak's participation in the Exchange Offer.
Nature of interest:	Direct beneficial
Clearance:	Clearance has been received in terms of paragraph 3.66 of the JSE Listings Requirements

**Director:****Steve Pacak**

Transaction date:	16 August 2021
On/Off market:	Off market tender pursuant to the voluntary exchange offer made by Prosus N.V. to Naspers shareholders (" <b>Exchange Offer</b> ")
Price at which share options were offered:	N/A
Number of shares:	51 200
Value:	R143 727 616, having been determined using the closing price of Naspers N shares as at Friday, 13 August 2021.
Class of shares:	Naspers N ordinary shares
Nature of transaction:	The dealing followed from a trust associated with Steve Pacak's participation in the Exchange Offer.

Nature of interest:	Indirect beneficial
Clearance:	Clearance has been received in terms of paragraph 3.66 of the JSE Listings Requirements

**Director:****Koos Bekker**

Transaction date:	16 August 2021
On/Off market:	Off market tender pursuant to the voluntary exchange offer made by Prosus N.V. to Naspers shareholders (" <b>Exchange Offer</b> ")
Price at which share options were offered:	N/A
Number of shares:	3 000 804
Value:	R8 423 796 973, having been determined using the closing price of Naspers N shares as at Friday, 13 August 2021.
Class of shares:	Naspers N ordinary shares
Nature of transaction:	The dealing followed from a trust associated with Koos Bekker's participation in the Exchange Offer.
Nature of interest:	Indirect beneficial
Clearance:	Clearance has been received in terms of paragraph 3.66 of the JSE Listings Requirements

**Director:****Basil Sgourdos**

Transaction date:	16 August 2021
On/Off market:	Off market tender pursuant to the voluntary exchange offer made by Prosus N.V. to Naspers shareholders (" <b>Exchange Offer</b> ")
Price at which share options were offered:	N/A
Number of shares:	20 789
Value:	R58 358 465, having been determined using the closing price of Naspers N shares as at Friday, 13 August 2021.
Class of shares:	Naspers N ordinary shares
Nature of transaction:	The dealing followed from Basil Sgourdos's participation in the Exchange Offer.
Nature of interest:	Direct beneficial

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

**Director:** **Mark Sorour**

Transaction date: 16 August 2021

On/Off market: Off market tender pursuant to the voluntary exchange offer made by Prosus N.V. to Naspers shareholders ("**Exchange Offer**")

Price at which share options were offered: N/A

Number of shares: 796

Value: R2 234 515, having been determined using the closing price of Naspers N shares as at Friday, 13 August 2021.

Class of shares: Naspers N ordinary shares

Nature of transaction: The dealing followed from Mark Sorour's participation in the Exchange Offer.

Nature of interest: Direct beneficial

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

**Director:** **Bob van Dijk**

Transaction date: 16 August 2021

On/Off market: Off market tender pursuant to the voluntary exchange offer made by Prosus N.V. to Naspers shareholders ("**Exchange Offer**")

Price at which share options were offered: N/A

Number of shares: 33 158

Value: R93 080 474, having been determined using the closing price of Naspers N shares as at Friday, 13 August 2021.

Class of shares: Naspers N ordinary shares

Nature of transaction: The dealing followed from Bob van Dijk's participation in the Exchange Offer.

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 August 2021

On/Off market: Off market tender pursuant to the voluntary exchange offer made by Prosus N.V. to Naspers shareholders ("**Exchange Offer**")

Price at which share options were offered: N/A

Number of shares: 12 228

Value: R34 326 197, having been determined using the closing price of Naspers N shares as at Friday, 13 August 2021.

Class of shares: Naspers N ordinary shares

Nature of transaction: The dealing followed from Bob van Dijk's participation in the Exchange Offer.

Nature of interest: Direct beneficial

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

Cape Town

20 August 2021

**JSE 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 a 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](http://www.naspers.com).

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