

Naspers Limited
(Incorporated in the Republic of South Africa)
(Registration number 1925/001431/06)
JSE share code: NPN ISIN: ZAE000325783
(**Naspers**)

DEALINGS IN SECURITIES

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

Executive Director:	Fabricio Bloisi
Transaction date:	17 July 2024
On/off market:	Off market
Price at which PSUs were offered:	R0
Number of shares:	32 662 Naspers performance stock units (linked to Total Shareholder Returns (TSRs))
Grant value:	US\$8 100 000
Class of shares:	N ordinary
Nature of transaction:	Offer of performance share units (PSUs) by the Naspers Restricted Stock Plan Trust to Fabricio Bloisi. Vesting of PSUs, and the exact quantum thereof, is subject to the achievement of performance conditions set out in the additional disclosure for the chief executive issued together with the Naspers notice of annual general meeting 2024 on 19 July 2024 (the Disclosure). The offer was accepted on 17 July 2024. Achievement of the performance conditions will be assessed by the human resources and remuneration committee (the Committee). This will be validated by the valuations subcommittee as per the process described on page 100 of the remuneration report.
Extent of interest:	Direct beneficial
Clearance obtained:	Yes
Transaction date:	17 July 2024
On/off market:	Off market
Price at which PSUs were offered:	R0
Number of shares:	Right to receive listed Class N ordinary shares in Naspers
Grant value:	US\$30 000 000
Class of shares:	N ordinary
Nature of transaction:	Offer of PSUs by the Naspers Restricted Stock Plan Trust to Fabricio Bloisi as a special once-off 'Moonshot'. The award will only vest if Fabricio Bloisi has remained employed within the Naspers Group until 30 June 2028 and if the Committee determines that all elements of the performance conditions have been satisfied.

Performance conditions: This once-off 'moonshot' award will be triggered only when two conditions are met simultaneously:

1. The Naspers and Prosus group's aggregate market capitalisation (being the combined Prosus N.V. and Naspers market capitalisations) is doubled or better between 1 July 2024 and 30 June 2028 - and that value is maintained for at least one year following this period (being 30 June 2029); and
2. the group's net value creation in terms of total shareholder returns compared to the TSR peer group (defined in the Disclosure) beats the 50th percentile between 1 July 2024 and 30 June 2028.

The determination of 1 (first portion) and 2 will be made by the Committee as soon as is reasonably possible after 30 June 2028. The Committee will determine whether the market capitalisation has been maintained as soon as is reasonably possible after 30 June 2029.

Extent of interest: Direct beneficial
 Clearance obtained: Yes

The Disclosure and the Naspers notice of annual general meeting 2024 published on 19 July 2024 can be found here: www.naspers.com/investors/shareholder-centre/shareholder-meetings.

For ease of reference the remuneration report can be found here: www.naspers.com/investors/results-reports-events/latest-financial-results

Cape Town, South Africa
 19 July 2024

JSE sponsor to Naspers
 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 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) and a secondary listing on the A2X Exchange (NPN.AJ) in South Africa and a level 1 American Depository Receipt (ADR) programme which trades on an over-the-counter basis in the US.

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.