

Naspers (South Africa): Capitalisation Issue

Informative Notice - Further Update (FTSE/JSE Africa Index Series)

29 July 2019

FTSE/JSE notes the forthcoming capitalisation issue in Naspers (South Africa, NPN, ZAE000015889) whereby Naspers is divesting its international internet assets into a newly created entity which will be incorporated in the Netherlands and listed on the Euronext Amsterdam with a secondary inward listing on the Johannesburg Stock Exchange, with Naspers retaining a majority ownership in the Prosus (expected to be at least 73%). Shareholders will by default receive shares in Prosus on a one for one basis; with an option to instead elect to receive additional Naspers shares at terms of 0.36986 for every Naspers share currently held.

Subject to regulatory and shareholder approvals and based on the current timetable, FTSE/JSE anticipates the following treatment:

Wednesday 11 September 2019 (from market open)

Naspers will trade ex-entitlement to participate in the Capitalisation issue. Prosus will be added into the same indexes as Naspers (including the FTSE/JSE Top 40) based on the default terms of one for one and at an estimated open price, with the event being market cap neutral in all indexes.

Prosus will commence trading on Johannesburg Stock Exchange

Friday 13 September 2019 (midday)

The election period to elect the Naspers share alternative closes.

At the earliest, on Monday 16 September 2019 (at market close)

Further notices will be published confirming the update to Prosus shares in issue and investability weight to incorporate the shares held by Naspers, its foreign company status, and the potential decrease in index shares in accordance with the election results. A concurrent shares in issue update will be applied to Naspers (to counter the decrease in Prosus per election results).

For the indexes that have a fixed number of constituents, the indexes will be ranked using the closing prices on Monday 16 September 2019, with the investible market capitalisation for Naspers and Prosus determined on a forward looking basis, incorporating the index changes as a result of the elections, with all changes being implemented in conjunction with the September review.

Monday 23 September 2019 (from market open)

The index changes as a result of the elections and the ranking process (as notified prior) will become effective in conjunction with the September review changes.

For the Capped Indexes which Naspers is a member of:

The Naspers capitalisation issue event will be effective in the week that the quarterly index capping factors are calculated. For clarification, the capping Ground Rules will remain unchanged and Naspers and Prosus will be capped as two separate companies. There will be a delay with the publication of the capping factors for the September review to allow for the calculation of capping factors incorporating the election results.

Please note:

As part of the event FTSE/JSE want to move to the best estimate of the Prosus Strate free float. When determining the Prosus free float FTSE/JSE will consider the following inputs:

- The published election results
- The resident / non-resident split of Naspers on the Strate Register as at the end of August, on the basis that SA resident Naspers shareholders will receive their Prosus allocation on the Strate Register and non-residents will not
- The Naspers holdings in Prosus will be considered restricted and therefore excluded from the free float calculation

The event may have an impact on the September quarterly review changes of indices with a fixed number of constituents, as will be announced on 4 September 2019.

FTSE/JSE will issue further notices in due course.

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