

PROSUS N.V.

(currently named Myriad International Holdings N.V.)
(Incorporated in the Netherlands)
(Legal Entity Identifier: 635400Z5LQ5F9OLVT688)
ISIN: NL0013654783
Euronext Amsterdam and JSE Share code: PRX

("Prosus" or the "Company")

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LISTING OF PROSUS N ORDINARY SHARES ON EURONEXT AMSTERDAM AND THE JSE

Prosus is pleased to announce that the issued N ordinary shares, with a nominal value of €0.05 each in the capital of the Company, (the **Prosus N Ordinary Shares**) were admitted to listing and trading at 09:00 (CEST/SAST) today, Wednesday, 11 September 2019, on Euronext Amsterdam (**Euronext Amsterdam**), a regulated market operated by Euronext Amsterdam N.V., under the symbol "PRX", and, as a secondary listing, on the Main Board of the of the Johannesburg Stock Exchange (the **JSE**), a licensed exchange operated by JSE Limited, under the abbreviated name "Prosus" and the symbol "PRX" in the "Technology—Internet" sector. The Prosus N Ordinary Shares' International Security Identification Number (ISIN) is NL0013654783.

Consequently, Naspers N Shareholders that do not elect to be issued Naspers N Ordinary Shares under the Naspers N Share Capitalisation Issue will receive Prosus N Ordinary Shares in terms of the Naspers M Share Capitalisation Issue on the Settlement Date, currently expected to be on Monday, 16 September 2019, and may commence trading Prosus N Ordinary Shares on an "as-if-and-when-issued" basis. Shareholders may only trade their Prosus N Ordinary Shares if they have an existing custodian or brokerage account capable of holding Prosus N Ordinary Shares listed and trading on Euronext Amsterdam, if they are a Euronext Amsterdam Investor, or on the JSE, if they are a JSE Investor, in order for Settlement to take place on Monday, 16 September 2019 in accordance with the Transaction timetable set out in the Prospectus (available on Prosus's website at www.prosus.com), which timetable is reproduced below.

Delivery of the Prosus N Ordinary Shares will take place through the book-entry systems of Euroclear Nederland, in the case of Euronext Amsterdam Investors, and the Strate System, in the case of JSE Investors, in accordance with their respective normal settlement procedures applicable to equity securities on the Settlement Date. Consequently, Naspers N Shareholders are reminded to provide the details of their custodian or brokerage account capable of holding Prosus N Ordinary Shares listed and trading on Euronext Amsterdam, if they are a Euronext Amsterdam Investor or on the JSE, if they are a JSE Investor.

Shareholders may access additional information related to settlement of the Prosus N Ordinary Shares in the "*Frequently Asked Questions related to Settlement*" document on the Company's website.

Unless otherwise indicated, capitalised words and terms contained in this announcement shall bear the same meanings ascribed thereto in the Prospectus.

Investing in Prosus N Ordinary Shares involves risks. See "Risk Factors" in the Prospectus for a description of the risk factors that should be carefully considered before investing in the Prosus N Ordinary Shares.

Overview of the Prosus Group

Prosus, together with its consolidated subsidiaries (the **Prosus Group**), is a global consumer internet group operating across a variety of platforms and geographies, and is one of the largest technology investors in the world. The Prosus Group's businesses and investments serve more than 1.5 billion people in 89 markets, and are the market leaders in 77 of those markets. The Prosus Group's consumer internet services span the core focus segments of Classifieds, Payments and Fintech as well as Food Delivery, plus other online businesses including Etail and Travel. The Prosus Group

aims to build leading companies that create value by empowering people and enriching communities. The Prosus Group has grown by investing in, acquiring and building leading companies. The Prosus Group typically focuses on large consumer trends where it tries to identify changes early, invests in and adapts proven business models for the high-growth markets it is focusing on, and leverages its skills and local knowledge and position to build, businesses that have scale and benefit from local network effects. The Prosus Group believes that its platforms offer customers fast, intuitive and secure environments in which to communicate and conduct transactions. The Prosus Group focuses on several markets that present above-average growth opportunities (when compared to mature markets) due to their economic growth, scalability and fast-growing, mobile internet penetration levels. The Prosus Group's businesses and investments primarily operate in China, India, Russia, Central and Eastern Europe, North America, Latin America, Southeast Asia, the Middle East and Africa. The Prosus Group has developed strong brands in these markets, and believes that those global and local brands are an important way for each of its businesses to differentiate itself from its competitors, thereby driving organic traffic through consumer word-of-mouth.

The Prosus Group's businesses and investments are organised around the following segments: Ecommerce (which comprises its interests in Classifieds, Payments and Fintech, Food Delivery, Etail, Travel and other Ecommerce (including Ventures)), Social and Internet Platforms (which comprises its interests in Tencent and Mail.ru Group) and Corporate (relating to its group-level corporate services and treasury function). In its Travel segment, on 5 September 2019, Naspers announced the completion of the exchange of its stake in MakeMyTrip Limited (NASDAQ:MMYT) for a 5.6% stake in Ctrip.com International Limited (NASDAQ:CTRP), a leading provider of online travel and related services headquartered in China. For information on the Prosus Group's business, see the "Business" section of the Prospectus.

Salient dates and times

The timetable below lists certain expected key dates for the Transaction.

<u>Event⁽¹⁾</u>	<u>Date (2019)</u>
Listing of Prosus N Ordinary Shares on Euronext Amsterdam and the JSE at 09:00	Wednesday, 11 September
Announcement to be released on SENS on the cash proceeds in respect of fractional entitlements of Naspers N Ordinary Shares by 11:00	Thursday, 12 September
Elections in relation to the Naspers N Share Capitalisation Issue close at 12:00	Friday, 13 September
Record Date at 17:00	Friday, 13 September
Listing of Naspers N Ordinary Shares pursuant to the implementation of the Naspers N Share Capitalisation	Monday, 16 September
Implementation of the Capitalisation Issue (including the issue of Naspers M Ordinary Shares and the automatic contribution for the issue of the Prosus N Ordinary Shares) and the Naspers A Share Capitalisation Issue	Monday, 16 September
Settlement of the Capitalisation Issue ⁽²⁾	Monday, 16 September
The Bank of New York Mellon, as depository, expects to receive credit of the Prosus N Ordinary Shares (at its custodian banks in the Netherlands) allocated to the Company ADS Facility pursuant to the Naspers M Share Capitalisation Issue and to deliver the Company ADSs to holders of the Naspers ADSs	on or about Monday, 16 September
A Share Distribution implemented and the Capital Restructure Date	Tuesday, 17 September

(1) These dates and times are subject to change and references to time are to Central European Summer Time/South African Standard Time. Any material changes will be announced in a press release published and placed on Prosus's website (www.prosus.com) and on SENS.

(2) As trading of Prosus N Ordinary Shares will be settled in Euroclear Nederland and the Strate System, as the case may be, settlement of the first trades will take place three trading days after the first trades are executed in order to accommodate settlement in the Strate System. Prosus N Ordinary Shares are expected to list and commence trading on Euronext Amsterdam and the JSE on an "as-if-and-when-issued" basis on Wednesday, 11 September 2019 and the trades executed on the First Trading Date are expected to settle on Monday, 16 September 2019, on both Euronext Amsterdam and the JSE. Following the First Trading Date, settlement of trades in Prosus N Ordinary Shares will take place two trading days after a trade is executed through the book-entry systems of Euroclear Nederland, in the case of Euronext Amsterdam, and three trading days after a trade is executed in the Strate System, in the case of the JSE.

Today, Prosus will notify the AFM of the issued N Ordinary Shares and the issued A Ordinary Shares on the First Trading Date (1,185,996,011 N Ordinary Shares and 2,452,605 A Ordinary Shares). Further notifications on, among other things, the results of the Elections are expected to be made to the AFM on Monday, 16 September 2019. The AFM's registers may be accessed on the AFM's website (<https://www.afm.nl/en/professionals/registers/meldingenregisters>).

Hoofddorp, the Netherlands

11 September 2019

JSE Sponsor to Prosus

Investec Bank Limited

South African Legal Adviser (Lead)

Webber Wentzel

South African Legal Adviser

Glyn Marais Inc.

Dutch and US Legal Adviser

Allen & Overy LLP

Independent Auditors

PricewaterhouseCoopers Inc.

Lead Financial Advisers

Goldman Sachs International

J.P. Morgan Securities plc

Morgan Stanley & Co. International plc

Other Financial Advisers

Banca IMI S.p.A.

Bank of America Merrill Lynch International DAC,

Amsterdam Branch

Barclays Bank PLC

BNP Paribas

Citigroup Global Markets Limited

Deutsche Bank AG, London Branch

ICBC Standard Bank plc

ING Bank N.V.

Dutch and US Legal Adviser to Financial Advisers

Linklaters LLP

DISCLAIMER

Under the Capital Restructure, Naspers shareholders whose addresses are shown in the securities register of Naspers on the Record Date as being in Australia, Bermuda, Canada, Cayman Islands, the European Economic Area, Japan, Jersey, Panama, the People's Republic of China, South Korea, Switzerland and the United States (or any other jurisdiction in which Naspers reasonably believes that it is not prohibited or unduly onerous or impractical for Shares or Naspers Shares to be issued or delivered to Naspers shareholders) will receive Shares or Naspers Shares, as the case may be, in accordance with terms and conditions of the Naspers Circular.

Naspers N Shareholders must consider the Prospectus and Naspers Circular in full as action is required from them and they should seek advice from their independent advisers in relation to the implications of the Transaction and, in particular, the Election. In addition, Naspers N Shareholders are reminded that the Naspers Circular requires them to take certain actions and provide certain information, including, for example, details of the Euronext Amsterdam Brokerage Account if such shareholder is a non-resident of the Common Monetary Area for exchange control purposes and intends to participate in the Naspers M Share Capitalisation Issue and receive Prosus N Ordinary Shares.

Prospective investors are expressly advised that an investment in Prosus N Ordinary Shares entails certain risks and that they should therefore carefully read and review the entire Prospectus. Prospective investors should not just rely on key information or information summarised within this announcement, the Prospectus or the Abridged Pre-listing Statement. Prospective investors should, in particular, read the section of the Prospectus entitled "Risk Factors" when considering an investment in the Prosus N Ordinary Shares. A prospective investor should not invest in Prosus N Ordinary Shares unless it has the expertise (either alone or with a financial adviser) to evaluate how the Prosus N Ordinary Shares will perform under changing conditions, the resulting effects on the value of the Prosus N Ordinary Shares and the impact this investment will have on the prospective investor's

overall investment portfolio. Prospective investors should also consult their own tax advisers as to the tax consequences of the purchase, ownership and disposal of the Prosus N Ordinary Shares.

The content of this announcement, the Prospectus and the Abridged Pre-listing Statement should not be construed as business, legal or tax advice. It is not intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Company (or its directors), the Prosus Group (or its Directors) or any of the Financial Advisers, the Euronext Listing and Paying Agent, the JSE Sponsor or any of their respective representatives that any recipient of this announcement, the Prospectus and/or the Abridged Pre-listing Statement should acquire any Prosus N Ordinary Shares. None of the Company or any of the Financial Advisers, the Euronext Listing and Paying Agent or the JSE Sponsor, or any of their respective representatives, is making any representation to any prospective investor regarding the legality of an investment in the Prosus N Ordinary Shares by such prospective investor under the laws and regulations applicable to such prospective investor. Prospective investors should consult their own professional adviser before making any investment decision with regard to the Prosus N Ordinary Shares, among other things, to consider such investment decision in light of his or her personal circumstances and in order to determine whether or not such prospective investor is eligible to purchase Prosus N Ordinary Shares. In making an investment decision, prospective investors must rely on their own analysis, enquiry and examination of the Prosus Group and the Prosus N Ordinary Shares, including the merits and risks involved.

The release, publication or distribution of this announcement in jurisdictions other than South Africa may be restricted by law and therefore persons into whose possession this announcement comes, should inform themselves about, and observe, any applicable restrictions or requirements. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the Company disclaims any responsibility or liability for the violation of such requirements by any person. Notices for prospective investors located in, or resident of, certain jurisdictions are set out in the Prospectus. The Prosus N Ordinary Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended, (the U.S. Securities Act) or the securities laws of any state of the United States.

This announcement does not constitute an offer or form part of any offer or invitation to purchase, subscribe for, sell or issue, or a solicitation of any offer to purchase, subscribe for, sell or issue, any securities including Shares (whether pursuant to this announcement or otherwise) in any jurisdiction, including an offer to the public or section of the public in any jurisdiction.

This announcement, the Prospectus and the Abridged Pre-listing Statement include forward-looking statements. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the Prosus Group's control and all of which are based on the Prosus Group's current beliefs and expectations about future events. Forward-looking statements are sometimes identified by the use of forward-looking terminology such as "aim", "annualised", "anticipate", "assume", "believe", "continue", "could", "estimate", "expect", "goal", "hope", "intend", "may", "objective", "plan", "position", "potential", "predict", "project", "risk", "seek", "should", "target", "will" or "would" or the highlights or the negatives thereof, other variations thereon or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this announcement, the Prospectus and the Abridged Pre-listing Statement, and include statements that reflect the Company's intentions, beliefs or current expectations and projections about the Prosus Group's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Prosus Group operates. In particular, the statements under the headings "Summary", "Risk Factors", "Dividends and Dividend Policy", "Business" and "Operating and Financial Review" in the Prospectus regarding the Prosus Group's strategy, targets, expectations, objectives, future plans and other future events or prospects are forward-looking statements. These forward-looking statements and other statements contained in this announcement, the Prospectus and the Abridged Pre-listing Statement regarding matters that are not historical facts involve predictions. No assurance can be given that such future results will be achieved; actual events or results may differ materially as a result of risks and uncertainties facing the Prosus Group. Such risks and uncertainties could cause actual results to vary materially from the future results indicated, expressed or implied in such forward-looking statements. Forward-looking statements in this announcement, the Prospectus and the Abridged Pre-listing Statement speak only as of the date of this announcement, the Prospectus and the Abridged Pre-listing Statement. Except as required by applicable laws and regulations, the Prosus Group expressly disclaims any obligation or undertaking to update or revise the forward-looking statements contained in this announcement to reflect any change in its expectations or any change in events, conditions or circumstances on which such statements are based.

Each Financial Adviser, the Euronext Listing and Paying Agent and the JSE Sponsor is acting exclusively for Naspers and/or Prosus and no one else in connection with the Transaction. None of them will regard any other person (whether or not a recipient of this announcement, the Prospectus and/or the Abridged Pre-listing Statement) as their respective client in relation to the Transaction and will not be responsible to anyone other than the Company and/or Naspers for providing the protections afforded to their respective clients or for giving advice in relation to, respectively, the Transaction or any transaction or arrangement referred to herein.