

# MEDIA24 COMMUNICATION POLICY

Last reviewed on 11 November 2022

Media24 is a subsidiary of Naspers Limited, a company that is listed on the JSE Limited and the London Stock Exchange. From a corporate governance perspective, Media24 uses the Naspers policy for purposes of making information public.

**(This policy must be read in conjunction with the Naspers investor relations policy)**

## 1. PURPOSE

The purpose of this policy is to record the procedures of Naspers Limited (Naspers)/Prosus N.V. (Prosus) (the Company) concerning communications with the media, Securities Professionals and Investors, in order, among other things, to avoid selective or unlawful disclosure of MNPI.

This policy applies to all Company directors and employees as well as directors and employees of the Company's subsidiaries. This policy should be read in conjunction with the investor relations policy and the trading in securities policy.

The details contained in this policy represent a summary of the legal and regulatory provisions relating to the disclosure of information. It should therefore not be used as a substitute for specific legal advice.

Capitalised words and expressions used in this policy shall have the meanings given to them in section 9.

## 2. AUTHORISED SPOKESPERSONS

- 2.1. Only Authorised Spokespersons may discuss the Company's financial and operating matters with the media, Securities Professionals and Investors.
- 2.2. Any Authorised Spokespersons may assign other Company officers or representatives to handle specific topics.
- 2.3. No other employee is authorised to discuss the Company's financial or operating matters with the media, Securities Professionals or Investors.
- 2.4. Any unauthorised communications are specifically prohibited by the Company and may not be relied on.

*APPROVED by Media24 board at 11 November 2022 meeting*

### **3. GENERAL POLICY REGARDING DISCLOSURE OF MNPI**

- 3.1. It is the Company's policy to disclose MNPI on a broadly disseminated basis at a time deemed appropriate by an Authorised Spokesperson, in compliance with applicable laws, regulations and stock exchange rules.
- 3.2. No Authorised Spokesperson may disclose MNPI unless it is (or it has already been) simultaneously and widely disseminated to the public through one of the methods stated in paragraph 3.3 below in accordance with the provisions of applicable laws, regulations and stock exchange rules, or unless it is a permitted non-public disclosure made in accordance with paragraph 4 below.
- 3.3. The general rule is that MNPI must be released publicly:
  - 3.3.1. without delay, unless the publication is delayed in accordance with applicable laws and regulations; and
  - 3.3.2. through a press release issued to recognised national and international news wires with the publication of the same information on the appropriate stock exchange news services in accordance with the provisions of the relevant stock exchange rules relating to the publication of MNPI and publication of such press release on the Company's website before being disclosed to any parties (including the media, Securities Professionals and Investors).
- 3.4. Thereafter the information may furthermore be disclosed orally by means of a conference call, to which interested parties may listen by telephone or online, provided that the public receives reasonable prior notice of the conference call by press release, notification on stock exchange news services or press notification. The notice must provide the time and date of the conference call and inform the public how to access the teleconference call by telephone or online.
- 3.5. It is not acceptable to disclose MNPI through social media platforms (including, without limitation, Twitter or Facebook).
- 3.6. It is the Company's policy to coordinate the release of announcements in the jurisdictions in which its securities are listed, so that Investors in each jurisdiction have access to MNPI at the same time. Where the requirements of one stock exchange go beyond those of another, the MNPI is also released in the other jurisdiction at the same time. If an announcement containing price sensitive information is made on another stock exchange while other market(s) is/are closed, it is the Company's policy to distribute the MNPI as soon as possible into the other market(s) in accordance with applicable laws, regulations and stock exchange rules.

#### 4. PERMITTED NON-PUBLIC DISCLOSURES

Subject to applicable laws, regulations and stock exchange rules, Authorised Spokespersons are permitted to disclose MNPI:

##### MNPI:

- 4.1. to the Company's and/or its subsidiaries' legal counsel, accountants, auditors, consultants, stock exchange sponsors, advisers and/or any person(s) if such disclosure is required for them to exercise their employment, profession or duties or to persons with whom the Company is negotiating with a view to effecting a transaction, raising finance or obtaining a credit rating (which persons, among others, may include prospective underwriters of an issue of securities, providers of funds or loans or potential placers of the balance of a rights issue not taken up by shareholders). In these circumstances, the Company must advise the recipients that such information is confidential and potentially constitutes MNPI and the receiving party must acknowledge and agree to maintain such confidentiality. Furthermore, any person that is acting on the Company's behalf or on its account must draw up and maintain an insider list and ensure that every person on that list acknowledges their legal and regulatory duties and is aware of the sanctions of any misuse or improper circulation of such disclosed information;
- 4.2. to any statutory or regulatory body or authority including, without limitation, the AFM (for Prosus), the Companies and Intellectual Property Commission, the Financial Services Board, the JSE Limited, the South African Reserve Bank, the South African Revenue Service, the South African Competition Commission and the Takeover Regulation Panel (for Naspers); and
- 4.3. to third parties (even subject to a time embargo), such as, among others, printers and typesetters of announcements, circulars, reports etc, provided that there is a confidentiality agreement in place with such third party.

In the event of a breach of confidentiality in relation to MNPI or if the market becomes aware of MNPI (other than through a publication made by the Company in accordance with this policy), the Company must immediately publicly announce details of such information in accordance with paragraph 3 of this policy.

## **5. PROCEDURES FOR PRESS RELEASES THAT INCLUDE MNPI**

- 5.1. The coordination of the issuance of press releases which include MNPI is the responsibility of the Authorised Spokespersons.
- 5.2. Accordingly, the preparation and the dissemination of such press releases must be conducted in the following manner, unless otherwise required under the circumstances:
  - 5.2.1. First, a draft of the release must be prepared and submitted for review and comment to the above officers, the general counsel, and any other officers and legal and financial advisers to the Company whose advice may be required.
  - 5.2.2. Second, for earnings announcements and other announcements as determined by the above officers, a draft release must be submitted to members of the audit committee in accordance with the audit committee charter or, where appropriate, to the members of the full board of directors for consideration and comment.
  - 5.2.3. Third, following the receipt of input from all of the above persons and the approval of the press release concerned by the chief executive, such release shall be published in accordance with paragraph 3.3 of this policy.
  - 5.2.4. Fourth, and only after compliance with the above procedures, wider dissemination of the press release may take place.

Appropriate steps will be taken to minimise the potential for premature public dissemination of such releases.

## **6. DISCLOSURES TO INVESTORS AND SECURITIES PROFESSIONALS**

In addition to the other provisions of this communication policy, Authorised Spokespersons will be expected to comply with the following in connection with their dealings with Investors and Securities Professionals:

### **6.1. Conferences sponsored by Securities Professionals**

No disclosure of MNPI may be made at conferences sponsored by Securities Professionals.

### **6.2. Private communications with the media, Securities Professionals and Investors**

During discussions with the media, Securities Professionals and Investors, Authorised Spokespersons are allowed to expand on information already in the public domain or discuss the markets/industry in which the Company operates, provided that such expanded disclosure does not qualify as or include MNPI. Therefore, Authorised Spokespersons must decline to answer questions from the media, Securities Professionals and Investors where the answer would lead to divulging MNPI. In

responding to certain comments or views from the media, Securities Professionals and Investors which appear to be inaccurate, Authorised Spokespersons should respond with information drawn from information released publicly to the market.

## **7. REVIEW OF ANALYST REPORTS AND ESTIMATES**

- 7.1. The head of investor relations controls this process.
- 7.2. The Company may not correct draft reports from analysts which are sent to Naspers soliciting, commenting on financial figures and/or assumptions. The Company may consider the financial figures and/or assumptions and discuss them with the analysts, in broad terms and without providing any MNPI. The Company may correct information in relation to financial figures and/or assumptions that do not constitute MNPI and are drawn from information released publicly to the market through the relevant stock exchange news services.
- 7.3. However, the head of investor relations who engages in any such review must confirm with the analyst that the Authorised Spokesperson and the Company do not express any opinion on any of the forward-looking information in the report, or otherwise endorse the analyst's forecasts or financial models.
- 7.4. In addition, any comments provided to analysts following such a review may only be made orally and no Authorised Spokesperson may provide comments to such analysts in written form and, in any event, must not include MNPI.
- 7.5. The Company must make sure that more than one Authorised Spokesperson is present during discussions with analysts and that accurate records of all such discussions are maintained for future reference.
- 7.6. The relevant Authorised Spokespersons must review all briefings and discussions with analysts to determine whether any MNPI has inadvertently been disclosed. If so, the Company must give shareholders and the market access to such information by announcing it immediately in accordance with this communication policy and the applicable laws, regulations and stock exchange rules.
- 7.7. An Authorised Spokesperson or any other Company employee may not circulate copies of any analyst reports to any third party; all requests for any such reports must be referred to the relevant analyst's firm.

## **8. OTHER TOPICS SUBJECT TO THIS COMMUNICATION POLICY**

- 8.1. The Company recognises the contribution that its employees make in building the reputation of the Group among key stakeholders. It understands that many of its talented people are in demand for comment, articles and speaker opportunities, and that they have a professional profile and reputation they would like to maintain and build. It is important that, when doing so, employees uphold the obligations outlined in this communications policy.

The communication guidelines from the Chief Communications Officer provide obligatory and important guidance. These guidelines must be followed by any employee who wishes to communicate about their specialist area of expertise, their company or the Group. This includes, but is not limited to: personal or professional social media activity, authoring articles, speaking at events, and providing comment to the media, bloggers, commentators, and Securities Professionals.

## 8.2. Mergers, acquisitions or divestitures

8.2.1. From time to time Authorised Spokespersons may receive enquiries about rumours, discussions or negotiations relating to mergers, acquisitions or divestitures (whether actual, proposed or speculative).

8.2.2. Until the Company issues a press release in accordance with this communication policy and applicable laws, regulations and stock exchange rules, all Authorised Spokespersons should respond to any such enquiries substantially as follows: “It is the Company’s policy neither to acknowledge nor deny its involvement in any merger, acquisition or divestiture activity, nor to comment on market rumours.”

8.2.3. This response should be given whether or not the Authorised Spokesperson has direct knowledge of any such activities.

8.2.4. Authorised Spokespersons should avoid statements that they are not aware of any pending activities. This response could constitute a false and misleading statement if others within the Company have knowledge of such activities, which could give rise to an offence in terms of applicable laws, regulations and stock exchange rules.

## 8.3. Movements in the price of the Affected Securities

From time to time Authorised Spokespersons may be asked to comment on movements in the price of the Affected Securities. Authorised Spokespersons should respond to such enquiries substantially as follows: “It is the Company’s policy not to comment on movements in the price of the Affected Securities.”

## 8.4. Unintentional disclosure of MNPI and disclosure of MNPI other than in accordance with the terms of this communication policy and applicable laws, regulations and stock exchange rules:

8.4.1. Any person who suspects or believes that there has been an unplanned, accidental or unintentional disclosure of MNPI, or any other disclosure of MNPI other than in accordance with the terms of this communication policy and applicable laws, regulations and stock exchange rules should contact an Authorised Spokesperson immediately who must then consult with the other Authorised Spokespersons.

8.4.2. If the Authorised Spokespersons determine that MNPI has been disclosed:

- in the case of unplanned, accidental or unintentional disclosures, public disclosure will be made of such MNPI simultaneously in all jurisdictions in which the Affected Securities are listed in accordance with paragraph 3.3 of this policy and applicable laws, regulations and stock exchange rules in such jurisdictions, and, in any event, before the commencement of the next day's trading on the relevant stock exchange(s) following such determination; and
- the Company secretary will alert the relevant stock exchanges on which the Company's securities are listed as promptly as possible to the extent required by applicable laws, regulations and stock exchange rules.

#### 8.5. Visits and tours of the Company's facilities

8.5.1. Visits to Company facilities by Securities Professionals or Investors must be specifically authorised by an Authorised Spokesperson. Visits by media must be authorised by most senior employee located at the relevant facility and notified, in advance, to an Authorised Spokesperson.

8.5.2. An Authorised Spokesperson or suitably authorised employee must accompany such visitors.

8.5.3. The policies regarding small group and individual meetings apply to these visits.

#### 8.6. Company closed and "quiet" period

The Company would typically be in a closed period from the day after the end of a reporting period (i.e. 30 September or 31 March) until the end of the "quiet" period set out below. General media, Securities Professionals and investor interaction during this time will be limited to discussions on general strategy and/or historic, publicly available information.

In order to preclude the perception of selective disclosures prior to an earnings publication date, the Company observes a pre-earnings "quiet" period starting 30 days before such earnings publication date (as published on the financial calendar available on the website). During this period, the Company will typically not take part in media, securities professional or investor phone conversations or meetings, even if the objective of these is not to discuss current operations or results.

#### 8.7. Responsibility for monitoring the Company's websites

The Chief Communications Officer is primarily responsible for placing and removing all investor-related information on the Company's websites in accordance with this communication policy.

#### 8.8. Policy subject to periodic review and revision

This communication policy is subject to review and revision from time to time as circumstances warrant. This policy will be included on the Company directors' governance portal and will also be circulated to directors of the group's subsidiaries and members of executive management. In addition, it will be posted on the group companies' intranets and on the Company website.



## 9. DEFINITIONS

The following terms that are used in this policy have the meanings given below.

Term	Meaning
"Affected Securities"	Naspers Securities, [Prosus] Securities and Other Securities, collectively or individually, as the context requires.
"AFM"	The Dutch Authority for the Financial Markets (Autoriteit Financiële Markten).
"Authorised Spokespersons"	The chair, the chief executive, the financial director, the head of investor relations, the Company secretary, the chief investment officer, Chief Communications Officer, the Company Media Relations Directors and other persons within the Group who, from time to time, are designated as Authorised Spokespersons by the chair, the chief executive, the financial director, the head of investor relations, the Chief Communications Officer .
"Company"	Naspers Ltd /Prosus N.V.
"FMA"	The Financial Markets Act, 19 of 2012 (as amended).
"Group"	The Company and its Subsidiaries.
"Investors"	Existing and potential Affected Securities (including shareholders and bond holders).
"JSE"	The exchange operated by JSE Limited.
"Listings Requirements"	The Listings Requirements issued by the JSE, as amended from time to time.
"MAR"	Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, as well as the delegated acts, implementing acts, regulatory technical standards, implementing technical standards and guidelines adopted in accordance therewith.
"MNPI"	"Price Sensitive Information" or "Inside Information", which has not been disseminated in a manner making it available to the public generally in relation to Naspers or Prosus or the Affected Securities, as the case may be. Please refer to Annex A which sets out the definitions of such information in terms of certain applicable statutes and stock exchange rules. Practical guidance on when information will be regarded as "non-public" is set out in Annex B (Naspers only). Any question about whether information constitutes Material Non-public Information should promptly be directed to an Authorised Spokesperson whose decision in this regard shall be final.
"Price Sensitive Information"	Information is "price sensitive information" if a substantial likelihood exists that a reasonable investor would consider it as important in making a decision to acquire, hold or dispose of the Affected Securities. Alternatively, price sensitive information is any information which if disclosed would likely have a material effect on the price of the Affected Securities. Refer to Annex A for definitions of such information in terms of certain statutory and stock exchange rules. Practical guidance on when information will be regarded as "price sensitive" is set out in Annex B. (Naspers only).

*APPROVED by Media24 board at 11 November 2022 meeting*

Term	Meaning
	Naspers Securities are listed or quoted, including, without limitation, the JSE and any over-the-counter market.
“Securities”	Securities as defined in the FMA (please refer to Annex A) that are issued or guaranteed by the Company.
“Securities Professionals”	Financial analysts, asset/fund managers, investment bankers, credit rating agencies and other securities market professionals.
“SENS”	The Stock Exchange News Service of the JSE.
“Subsidiaries”	Has the meaning given in section 3 of the Companies Act, 71 of 2008 (as amended), save that the interpretation and application of this definition shall not be limited to South African companies.

## Extracts from the FMA and the Listings Requirements

## Extracted definitions

Term	Meaning
<p>"Associate" (Listings Requirements - Definitions section)</p>	<p>In relation to an individual means:</p> <ol style="list-style-type: none"> <li>1. that individual's immediate family; and/or</li> <li>2. the trustees, acting as such, of any trust of which the individual or any of the individual's immediate family is a beneficiary or discretionary subject, including trustees of a trust without nominated beneficiaries, but who have been provided with a letter of wishes or similar document or other instruction, including a verbal instruction, naming desired beneficiaries (other than a trust that is either an occupational pension scheme, or an employees' share scheme that does not, in either case, have the effect of conferring benefits on the individual or the individual's family);</li> <li>3. any trust, in which the individual and/or his family referred to in 1 above, individually or taken together have the ability to control 35 % of the votes of the trustees or to appoint 35% the trustees, or to appoint or change 35 % of the beneficiaries of the trust. Without derogating from the above, and for purposes of this definition, the term trust may also be replaced with any other vehicle or arrangement set up for similar purposes to that of a trust and/or</li> <li>4. any company in whose equity securities the individual or any person or trust contemplated in 1 or 2 above, taken together, are directly or indirectly beneficially interested, or have a conditional, contingent or future entitlement to become beneficially interested, and that the individual or any person or trust contemplated in 1 or 2 above are, or would on the fulfilment of the condition or the occurrence of the contingency be, able: <ol style="list-style-type: none"> <li>(a) to exercise or control the exercise of 35% or more of the votes able to be cast at general meetings on all, or substantially all, matters; or</li> <li>(b) to appoint or remove directors holding 35% or more of the voting rights at board meetings on all, or substantially all, matters; and/or</li> <li>(c) to exercise or control the exercise of 35% or more of the votes able to be cast at a board of directors' meeting on all, or substantially all matters; and/or</li> </ol> </li> </ol>

Term	Meaning
	<p>5. any close corporation in which the individual and/or any member(s), taken together, of the individual's family are beneficially interested in 35% or more of the members' interest and/or are able to exercise or control the exercise of 35% or more of the votes able to be cast at members meetings on all, or substantially all, matters; and/or</p> <p>6. any associate as defined below with reference to a company of the company referred to in 4 above for the purpose of 4(a) above, where more than one director of the same listed company is directly or indirectly beneficially interested in the equity securities of another company, then the interests of those directors and their associates will be aggregated when determining whether such a company is an associate of any one director of such listed company.</p> <p>In relation to a company ("company") means:</p> <ol style="list-style-type: none"> <li>1. any other company that is its subsidiary, holding company or subsidiary of its holding company; and/or</li> <li>2. any company whose directors are accustomed to act in accordance with the company's directions or instructions; and/or</li> <li>3. any company in the capital of which the company, and any other company under 1 or 2 taken together is, or would on the fulfillment of a condition or the occurrence of a contingency be, interested in the manner described in 3 above; and/or</li> <li>4. any trust that the company and any other company under 1 and 2 above, individually or taken together, have the ability to control 35 % of the votes of the trustees or to appoint 35% of the trustees, or to appoint or change 35 % of the beneficiaries of the trust. Without derogating from the above, and for the purposes of this definition, the term trust may also be replaced with any other vehicle or arrangement set up for similar purposes to that of a trust.</li> </ol> <p>7. Note: This definition is not exhaustive and may, in individual circumstances, be extended to apply to persons who can, otherwise than specified above, reasonably be said to fall within a Naspers Representative's sphere of influence.</p>
<p>"inside information" (Section 77 FMA - Definitions) and Article 7 MAR)</p>	<p>Means "specific or precise information, which has not been made public and which -</p> <ol style="list-style-type: none"> <li>(a) is obtained or learned as an insider; and</li> <li>(b) if it were made public, would be likely to have a material effect on the price or value of any security listed on a</li> </ol>

Term	Meaning
	<p>regulated market or of any derivative instrument related to such a security.”</p> <p>For the purposes of the MAR, inside information includes information of a precise nature, which has not been made public, relating, directly or indirectly, to Prosus or to one or more financial instruments of Prosus, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments.</p>
<p>"insider" (Section 77 FMA - Definitions)</p>	<p>Means - “a person who has inside information-</p> <p>(a) through-</p> <p>(i) being a director, employee or shareholder of an issuer of securities listed on a regulated market or an issuer of derivative instruments related to such securities to which the inside information relates; or</p> <p>(ii) having access to such information by virtue of employment, office or profession; or</p> <p>(b) where such person knows that the direct or indirect source of the information was a person contemplated in paragraph (a)”</p>
<p>“price sensitive information” (Listings Requirements - Definitions section)</p>	<p>Means unpublished information that is specific or precise, which if it were made public, would have a material effect on the price of the issuer’s securities.</p>
<p>"Regulated Market" (Section 77 FMA - Definitions)</p>	<p>means any market, domestic or foreign, which is regulated in terms of the laws of the country in which the market conducts business as a market for dealing in securities listed on that market.</p>

## **Guidance on when information will be regarded as "price sensitive information" or "inside information"**

### **Practical examples**

#### **The following are examples of information that is frequently regarded as price sensitive:**

- news of earnings or losses, or statements of comfort (or discomfort) with the guidance or with a particular securities professional's projections of future earnings or losses;
- significant and material mergers, acquisitions and divestitures;
- changes in dividend policies, the declaration of a share split or the offering of additional Securities;
- changes with regard to executive directors;
- information about strategy or changes to strategy;
- significant and material contract wins and losses;
- significant and material change in the regulatory environment, including the renewal or non-renewal of material licences and the conditions attached to the licences;
- material fines, regulatory sanctions or proceedings;
- asset write-offs;
- significant and material disputes and litigation; and
- pending bankruptcy, business rescue or financial liquidity problems.

#### **The above list is for illustrative purposes only. Other types of information may be price sensitive, depending upon facts and circumstances.**

- Generally, any significant information or event outside the normal course of business should be reviewed carefully to determine if it is Price Sensitive Information.
- Consult that the chair, the chief executive, the financial director, the head of investor relations or the company secretary if doubt exists about whether information constitutes Price Sensitive Information.

### **Guidance in the Listings Requirements**

This Listings Requirements define "Price sensitive information" as "unpublished information that is specific or precise, which if it were made public, would have a material effect on the price of the issuer's securities".

Although the Listings Requirements define the term "material", the JSE has advised that when dealing with the interpretation of the definition of "price sensitive information", the standalone definition of "material" must not be applied, and issuers, directors and sponsors must instead focus on the interpretation of the concepts "specific and precise", and "material effect".

The Listings Requirements do not define "specific and precise" in relation to the definition of price sensitive information. Practice note 2/2015 issued by the JSE ("**Practice Note**") points out that what

may constitute specific or precise information in one situation may not do so in another, depending on the circumstances. The Practice Note refers to the accepted definition of "precise" by the European Court of Justice, being:

- *The information indicates a set of circumstances which exists or may reasonably be expected to come into existence or an event which has occurred or may reasonably be expected to do so; and*
- *The information is specific enough to enable conclusions to be drawn as to the possible effect of that set of circumstances or event on the price of a share.*

The JSE takes the view that a reasonable degree of certainty is required to conclude that information is specific or precise. In addition, it is the likelihood of the possible effect that such information could have on the price of the issuer's securities that is being assessed in the determination of whether the information constitutes Price Sensitive Information.

In terms of the Practice Note, materiality must be assessed both quantitatively and qualitatively. Issuers should be mindful that there is no firm figure (percentage change or otherwise) that can be set for any issuer as this will vary from issuer to issuer taking into account the variety of factors (for example, the size of the issuer, recent developments, market sentiment about the issuer, the sector in which it operates, prevailing market conditions, price of the listed securities, general liquidity and shareholder base).

The Listings Requirements require us to consider whether the information could influence the economic decisions of Investors in respect of the Affected Securities. This assessment should take into consideration the anticipated impact of the information in light of: (i) the whole of issuer's activities; (ii) the reliability of the source of the information; and (iii) other market variables likely to affect the relevant Affected Securities in the circumstances.

The JSE also suggests that issuers also consider the following in making the assessment whether the information would have a material effect on the price of the issuer's securities: "*Under the securities laws of the United States, information is material if a reasonable investor is likely to consider it significant in making an investment decision...*".

In terms of the Practice Note, information which is considered to be relevant to a reasonable investor's decision for purposes of determining materiality includes information which affects:

- the assets and liabilities of the issuer;
- the performance, or the expectation of the performance of the issuer's business;
- the financial condition of the issuer;
- the course of the issuer's business;
- major new developments in the business of the issuer; and
- information previously disclosed to the market.

Paragraph 3.6 of the Listings Requirements states that issuers that deem it necessary to provide information, prior to releasing same on the Stock News Service of the JSE (SENS), must ensure that in doing so they do not commit an offence in terms of the FMA and in particular section 78(4).



Section 78(4) of the FMA provides that:

- (a) an insider who knows that he or she has inside information and who discloses the inside information to another person commits an offence; and
- (b) an insider is, despite paragraph (a), not guilty of an offence contemplated in that paragraph if such insider proves on a balance of probabilities that he or she disclosed the inside information because it was necessary to do so for the purpose of the proper performance of the functions of his or her employment, office or profession in circumstances unrelated to dealing in any security listed on a regulated market or trading with a derivative instrument related to such a security and that he or she at the same time disclosed that the information was inside information.

Further guidance in this regard is set out in, among others, the JSE Guidance Letter: Discussions with Journalists and Investment Analysts and JSE Guidance Letter: Cautionary Announcements.

### **Guidance in the Disclosure Rules and Transparency Rules ("DTR") issued by the United Kingdom Listing Authority ("UKLA")**

The DTR provides that in determining the likely price significance of the information an issuer should assess whether the information in question would be likely to be used by a reasonable investor as part of the basis of his investment decisions and would therefore be likely to have a significant effect on the price of the issuer's financial instruments (the reasonable investor test).

In determining whether information would be likely to have a significant effect on the price of financial instruments, an issuer should be mindful that there is no figure (percentage change or otherwise) that can be set for any issuer when determining what constitutes a significant effect on the price of the financial instruments as this will vary from issuer to issuer.

The reasonable investor test requires an issuer to:

- (1) take into account that the significance of the information in question will vary widely from issuer to issuer, depending on a variety of factors such as the issuer's size, recent developments and the market sentiment about the issuer and the sector in which it operates; and
- (2) assume that a reasonable investor will make investment decisions relating to the relevant financial instrument to maximise his economic self interest.

Further guidance in this regard is set out in, among others, the UKLA Technical Note: Assessing and Handling Inside Information.

### **Guidance in the FMA**

The FMA does not define what constitutes specific or precise information and the courts will determine this on a case-by-case basis. What may constitute specific or precise information in one situation may possibly not do so in another, depending on the surrounding circumstances. The degree of precision in the information will affect the extent of the investment decisions taken by an insider.



## **Guidance from the South African courts relating to**

The South African courts have held that:

- owing to its non-public and precise nature and its ability to influence the prices of financial instruments significantly, inside information grants the insider in possession of such information an advantage in relation to all the other actors on the market who are unaware of it;
- inside information enables that insider, when he acts in accordance with that information in entering into a transaction on the market, to expect to derive an economic advantage from it without exposing himself to the same risks as the other investors on the market;
- the essential characteristic of insider dealing thus consists in an unfair advantage being obtained from information to the detriment of third parties who are unaware of it and, consequently, the undermining of the integrity of financial markets and investor confidence;
- for information to be specific or precise does not require the circumstances or event to which it relates to be in final form. Information relating to circumstances or an event in an intermediate phase could still be specific and precise and constitute inside information; and
- whether the information is price sensitive is determined with reference to the reasonable investor and whether he would regard the information as relevant to a decision to deal in such securities or not.

### **Practical guidance on when information will be regarded as "non-public"**

Information will cease to be regarded as being "non-public" once it has been made public. Under the FMA, information is regarded as having been made public in circumstances which include, but are not limited to, the following:

- (a) when the information is published in accordance with the rules of the relevant regulated market;  
or
- (b) when the information is contained in records which by virtue of any enactment are open to inspection by the public; or
- (c) when the information can be readily acquired by those likely to deal in any listed securities:
  - i. to which the information relates; or
  - ii. of an issuer to which the information relates; or
- (d) when the information is derived from information which has been made public.

This is not a complete list of instances when information will be regarded as having been made public and any queries in relation to whether information is non-public should be directed to the company secretary.

As a general rule, information should be regarded as having been made public (and, accordingly, ceasing to be non-public) once all stakeholders have been given equal access to relevant information in a way that minimises the possibility of unfair advantage to a few.

In the South African context, publication of information on SENS is usually regarded as the most appropriate means of ensuring that information has been made public. The JSE only recognises a public announcement as having occurred once it has been made on SENS. If there is any doubt as to whether information can be regarded as "non-public" the company secretary must be consulted.

## **Guidelines on roadshows**

These guidelines are to serve as a guide to Naspers when conducting roadshows in relation to any proposed transaction or corporate action and the treatment of MNPI in such roadshows. These guidelines supplement and must be read in conjunction with the Communication policy to which these are attached as Annex C.

Terms that are defined in the Communication policy shall have the same meaning when used in this Annex.

### **General rule**

The JSE issued a guidance letter on 23 October 2015 in relation to discussions with journalists and investment analysts ("**JSE Guidance Letter**"). Although the JSE Guidance Letter is focused on discussions with analysts, the principles and guidance apply equally to roadshows.

The general principle is that Naspers must make full, equal and timeous public disclosure is made to all holders of Securities (shareholders) and the general public at large activities that are price sensitive.

The general rule is that Price Sensitive Information must be released publicly through SENS before being disclosed to analysts or any other parties (including any disclosure at roadshows).

Naspers therefore manages roadshows firmly and responsibly in accordance with the following guidelines.

### **Authorised spokespersons**

The Authorised Spokespersons, and all other representatives of Naspers that are authorised to speak for Naspers in roadshows ("**Roadshow Participants**") must be:

- trained in and understand the Communication Policy, the Listings Requirements provisions relating to Price Sensitive Information (read together with Practice Note 2/2015 of the JSE) and the market abuse provisions in the FMA (dealing with market abuse and inside information); and
- made aware that Price Sensitive Information pursuant to the provisions of the Listings Requirements may also qualify as inside information pursuant to the FMA and *vice versa*.

### **Questions during roadshows**

During roadshows, Roadshow Participants are allowed to expand on information already in the public domain and to discuss the markets/industry in which Naspers operates, provided that any expanded disclosure does not qualify as MNPI.

Roadshow Participants must decline to answer questions during roadshows where the answer would lead to the disclosure of MNPI. In responding to comments or views which appear to be inaccurate, Roadshow Participants must draw from information that has already been publicly disclosed. This means that Roadshow Participants must be familiar with the information that Naspers has already been publicly disclosed and must understand what information constitutes MNPI.

### **Conduct of discussions during roadshows**

The following measures should be taken in order to mitigate the risk of being misinterpreted or mistakenly accused of providing Price Sensitive Information at roadshows:

- more than one Roadshow Participant must be present during roadshows;
- the number of Roadshow Participants ought to be kept to a minimum;
- all formal presentations must be scripted and the script must be approved by the head of investor relations;
- Roadshow Participants must avoid commenting on MNPI. (It is sometimes helpful for a Roadshow Participant to outline information that has already been disclosed so as to avoid inadvertent disclosure of MNPI);
- Roadshow Participants must be mindful of body language when answering questions. (A nod or head shake in a “yes” or “no” gesture or showing thumbs up or down in a “positive” or “negative” gesture, constitutes communication when answering questions);
- accurate records must be taken of every roadshow (including all discussions) and kept in safekeeping for future reference by investor relations;
- the records of each roadshow must be reviewed by the head of investor relations to determine whether any MNPI has inadvertently been disclosed (if this has happened then the information must be announced through SENS in accordance with the Communications Policy); and
- Roadshow Participants must be particularly careful when dealing with questions that raise issues outside the intended scope of discussions. In answering such questions Roadshow Participants must:
  - (i) only discuss information that has been publicly released through SENS or is in the public domain; and
  - (ii) decline to answer if a question can only be answered by disclosing MNPI.

### **Public documents and documentation used during roadshows**

The content of all written materials (such as slides, or other marketing materials) that are used in roadshows must be consistent with information included in the public documents that have been published in relation to the transaction or corporate action to which the roadshow relates or otherwise in the public domain ("**Public Documents**") and their content should be confirmed by the company secretary

No materials other than Public Documents may be distributed to attendees of roadshows and an attendee of a roadshow is not permitted to take away any material other than Public Documents. Any materials that are not taken away must be collected at the conclusion of the roadshow.

Comments and remarks made in roadshows or other meetings with potential Investors should be limited to the information contained in, or derivable from, the Public Documents. In particular, the Company and Authorised Spokespersons must avoid forward looking statements, forecasts, financial projections, or quantifications as to expected value or the virtue of the Affected Securities as an investment.

***These guidelines provide certain practical measures of how to manage roadshows but should not be considered to be an exhaustive list of measures. In addition, international regulations may apply to roadshows depending on the location and audience of the roadshow. If there is any doubt concerning any matter covered by these guidelines, particularly in relation to the applicability of international regulations, then the company secretary must be consulted before the roadshow and before the dissemination of any information.***