

## Form of proxy

*Incorporated in the Republic of South Africa*

*JSE code: NPN ISIN: ZAE000015889 Registration number: 1925/001431/06*

*LSE code: NPSN*

### NINETY-SEVENTH ANNUAL GENERAL MEETING OF SHAREHOLDERS

For use by holders of certificated shares or "own name" dematerialised shareholders at the ninety-seventh annual general meeting of shareholders of the company to be held on the 18th floor of the Naspers Centre, 40 Heerengracht in Cape Town, South Africa on Friday, 26 August 2011 at 11:15.

I/We \_\_\_\_\_ (please print)

of \_\_\_\_\_

being a holder of \_\_\_\_\_ certificated shares of

"own name" dematerialised shares of Naspers and entitled to \_\_\_\_\_ votes hereby appoint,  
(see note 1)

1. \_\_\_\_\_ or, failing him/her,

2. \_\_\_\_\_ or, failing him/her,

3. the chairman of the annual general meeting as my/our proxy to act for me/us at the annual general meeting, which will be held in the boardroom on the 18th floor, Naspers Centre, 40 Heerengracht in Cape Town on Friday, 26 August 2011 at 11:15 for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each adjournment or postponement thereof, and to vote for or against the resolutions and/or abstain from voting in respect of the shares in the issued share capital of the company registered in my/our name/names (see note 2) as follows:

	In favour of	Against	Abstain
<b>Ordinary resolutions</b>			
1. Approval of annual financial statements			
2. Confirmation and approval of payment of dividends			
3. Reappointment of PricewaterhouseCoopers Inc. as auditor			
4. To elect the following directors:			
4.1 Adv F-A du Plessis			
4.2 Prof G J Gerwel			
4.3 Mr T M F Phaswana			
4.4 Mr B J van der Ross			
4.5 Mr J J M van Zyl			
5. Appointment of the following audit committee members:			
5.1 Adv F-A du Plessis			
5.2 Prof R C C Jaffa			
5.3 Mr B J van der Ross			
5.4 Mr J J M van Zyl			
6. To endorse the company's remuneration policy			

## Form of proxy (continued)

	In favour of	Against	Abstain
7. Approval of general authority placing unissued shares under the control of the directors			
8. Approval of issue of shares for cash			
9. Approval of amendments to the trust deed of the Naspers Share Incentive Scheme			
10. Authorisation to implement all resolutions adopted at annual general meeting			
<b>Special resolution number one</b>			
Approval of the remuneration of the non-executive directors:			
<b>Proposed 31 March 2011</b>			
1.11 Naspers representatives on Media24 safety, health and environmental committee			
1.12 Trustees of group share schemes/other personnel funds			
1.13 Chair of Media24 pension fund			
1.14 Trustees of Media24 pension fund			
<b>Proposed 31 March 2012</b>			
1.1 Board – chair			
1.2 Board – member			
1.3 Audit committee – chair			
1.4 Audit committee – member			
1.5 Risk committee – chair			
1.6 Risk committee – member			
1.7 Human resources committee – chair			
1.8 Human resources committee – member			
1.9 Nomination committee – chair			
1.10 Nomination committee – member			
1.11 Naspers representatives on the Media24 safety, health and environmental committee			
1.12 Trustees of group share schemes/other personnel funds			
1.13 Chair of Media24 pension fund			
1.14 Trustees of Media24 pension fund			
<b>Proposed 31 March 2013</b>			
1.1 Board – chair			

## Form of proxy (continued)

	In favour of	Against	Abstain
1.2 Board – member			
1.3 Audit committee – chair			
1.4 Audit committee – member			
1.5 Risk committee – chair			
1.6 Risk committee – member			
1.7 Human resources committee – chair			
1.8 Human resources committee – member			
1.9 Nomination committee – chair			
1.10 Nomination committee – member			
1.11 Naspers representatives on the Media24 safety, health and environmental committee			
1.12 Trustees of group share schemes/other personnel funds			
1.13 Chair of Media24 pension fund			
1.14 Trustees of Media24 pension fund			
<b>Special resolution number two</b>			
Approve generally the provision of financial assistance			
<b>Special resolution number three</b>			
General authority for the company or its subsidiaries to acquire N ordinary shares in the company			
<b>Special resolution number four</b>			
General authority for the company or its subsidiaries to acquire A ordinary shares in the company			
<b>Special resolution number five</b>			
Approval of issue of shares, options and rights to Naspers share-based incentive schemes and participants			

and generally to act as my/our proxy at the said annual general meeting (tick whichever is applicable. If no indication is given, the proxy holder will be entitled to vote or to abstain from voting as the proxy holder deems fit).

Signed at \_\_\_\_\_ on this \_\_\_\_\_ day of \_\_\_\_\_ 2011.

Signature \_\_\_\_\_ Assisted (where applicable)

Each shareholder is entitled to appoint one or more proxies (who need not be a shareholder(s) of the company) to attend, speak and vote in place of that shareholder at the annual general meeting.