FORM OF PROXY

Incorporated in the Republic of South Africa
JSE code: NPN ISIN: ZAE000015889
Registration number: 1925/001431/06

Ninety-fourth annual general meeting of shareholders

For use by holders of certificated shares or "own name" dematerialised shareholders at the ninety-fourth 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, 22 August 2008 at 11:15.

I/We _____ (please print)

of _____

being a holder of _____ certificated shares or "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, 22 August 2008 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 (see note 2) as follows:

	In favour of	Against	Abstain
Ordinary resolutions:			
1. Approval of annual financial statements			
2. Confirmation of dividends			
3. Approval of directors' remuneration			
4. Reappointment of PricewaterhouseCoopers Inc. as auditor			
5. Approval of the reappointment of Mr J P Bekker as managing director			
6. Re-election of the following directors:			
Prof G J Gerwel			
Mr B J van der Ross			
Mr J J M van Zyl			
7. Approval of general authority placing unissued shares under the control of the directors			
8. Approval of issue of shares for cash			
Special resolution number one:			
General authority for the company or its subsidiaries to acquire N ordinary shares in the company			
Special resolution number two:			
General authority for the company or its subsidiaries to acquire A ordinary shares in the company			
Special resolution number three:			
Change to paragraph 34.2 of the articles for proxies to be submitted to the office of the transfer secretary			
Ordinary resolution:			
9. Authorisation to implement all resolutions adopted at the annual general meeting			

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 _____ 2008

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.

NOTES

1. A certificated or "own name" dematerialised shareholder may insert the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "the chairman of the annual general meeting". The person whose name appears first on the form of proxy and whose name has not been deleted and who attends the meeting will be entitled and authorised to act as proxy to the exclusion of those whose names follow.

2. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate space provided. Failure to comply herewith will be deemed to authorise the proxy to vote at the annual general meeting as he/she deems fit in respect of the shareholder's votes exercisable at that meeting, but where the proxy is the chairman, failure to so comply will be deemed to authorise the chairman to vote in favour of the resolutions. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by the proxy.

3. Forms of proxy must be lodged at or posted to the registered office of the company, 40 Heerengracht, Cape Town, 8001 or P O Box 2271, Cape Town 8000 (marked for the attention of Denise Vos), to be received by not later than 11:15 on Thursday, 21 August 2008, or such later date if the annual general meeting is postponed.

4. The completion and lodging of this form of proxy will not preclude the certificated shareholder or "own name" dematerialised shareholder from attending the annual general meeting and speaking and voting in person at the meeting to the exclusion of any proxy appointed in terms hereof.

5. An instrument of proxy shall be valid for any adjournment or postponement of the annual general meeting as well as for the meeting to which it relates, unless the contrary is stated therein but shall not be used at the resumption of an adjourned annual general meeting if it could not have been used at the annual general meeting from which it was adjourned for any reason other than that it was not lodged timeously for the meeting from which the adjournment took place.

6. A vote cast or act done in accordance with the terms of a form of proxy shall be deemed to be valid despite:
   - the death, insanity, or any other legal disability of the person appointing the proxy, or
   - the revocation of the proxy, or
   - the transfer of a share in respect of which the proxy was given, unless notice as to any of the abovementioned matters shall have been received by the company at its registered office or by the chairman of the annual general meeting at the place of the annual general meeting if not held at the registered office, before the commencement or resumption (if adjourned) of the annual general meeting at which the vote was cast or the act was done or before the poll on which the vote was cast.

7. The authority of a person signing the form of proxy:

   7.1 under a power of attorney, or

   7.2 on behalf of a company or close corporation or trust, must be attached to the form of proxy unless the full power of attorney has already been received by the company or the transfer secretaries.

8. Where shares are held jointly, all joint holders must sign.

9. Dematerialised shareholders, other than by "own name" registration, must NOT complete this form of proxy and must provide their central securities depository participant (CSDP) or broker of their voting instructions in terms of the custody agreement entered into between such shareholders and their CSDP and/or broker.