



12 November 2009

Dear Welkom Yizani shareholder

In 2006 you were one of 107 000 Welkom Yizani shareholders who bought a 15% stake in Media24.

The value of your shares was R50 per share. You were only asked to pay R10 for each share. The remaining R40 per share was funded by Naspers Limited, the company that owns Media24.

The plan was that the funding of your remaining R40 per share would be repaid to Naspers from the dividends earned as Media24 grew.

However, by now all of us know about the world-wide economic recession. Our country has also been hit hard. Hundreds of thousands of jobs have been lost and many companies have closed down or are working short time.

Media24 did not escape unharmed. Fewer customers were able to buy advertising space in our newspapers and magazines as they struggled with their own money problems.

However, Media24 was able to pay some dividends to its shareholders. These dividends have not been enough to pay the debt, so the debt has not been brought down as much as was hoped for.

It means that your investment of R10 per share has not grown and is also unlikely to grow over the next two years. World economies, including our own, still need time to recover.

We have to act quickly. Being your partner, Naspers wishes to help you:

- We appointed a team of advisors to come up with a plan.
- They did so. The enclosed circular includes a proposal and a notice for a shareholders' meeting, which will be held at 10:00 on Tuesday, 15 December 2009 at Ballroom East, Cape Town International Convention Centre, Convention Square, 1 Lower Long Street, Cape Town.
- The plan is that Naspers will forfeit approximately R119 million of its accumulated dividends and reduce its funding in Welkom Yizani. Naspers will further reduce the amount of its preference capital by R211 million, and lower the rate at which its dividend is calculated.
- You and all other Welkom Yizani shareholders will be invited to vote on the proposal at the meeting on 15 December 2009. **The registration counter for the purposes of registration to vote at this meeting will open at 08:00 and close at 09:45 on 15 December 2009.**
- If the proposal is accepted by Welkom Yizani shareholders, it will be implemented.

Please note that more time is needed before economic recovery arrives, and accordingly:

- You will be asked to hold your shares for a further two years until December 2013, before you can sell them.
- By doing this, we hope that you should then be in a better position to sell your shares at a profit, should you wish to do so.

It is important to us that the Welkom Yizani scheme succeeds because Naspers regards Welkom Yizani shareholders as partners.

We'll work hard to make your investment profitable!

With best wishes,

**Jakes Gerwel**

*Chairman: Welkom Yizani*