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STRICTLY PRIVATE AND CONFIDENTIAL
The Directors
Media24 Holdings (Pty) Ltd
40 Heerengracht Street
Cape Town
8001

07 December 2020

Dear Sirs,

Independent Fair and Reasonable Opinion regarding the proposed share buyback of Media 24 Holdings (Pty) Ltd ("Media 24 Holdings") held by Welkom Yizani Investments (Rf) Ltd ("Welkom")

1. Introduction

Media 24 Holdings is a South African media and ecommerce group with interests in digital media and services, newspapers, magazines, ecommerce, book publishing, print and distribution. Media24 Holdings is pursuing unwinding Welkom, whilst providing the Welkom shareholders with an equitable exit opportunity. The only shareholders in Media24 Holdings are Naspers Limited and Welkom. The Board of Directors ("the Board") of Media24 Holdings have proposed the following transaction (the "Proposed Transaction") in relation to Welkom, who holds a 15% equity interest in Media24 Holdings:

- The proposed transaction is a share buy-back, where Media24 Holdings buys back 6% of its own shares from Welkom;
- The proposed transaction offer price ("offer price") is R15.70 per share;
- Upon repurchase, the 6% acquired will be cancelled (and returned to the status of authorised but unissued shares); and
- Welkom's shareholding in Media24 Holdings will be reduced to 9% after the Proposed Transaction.

As Media24 Holdings is acquiring more than 5% of its shares from Welkom as part of the buy-back, it is required in terms of s.48(8) of the Companies Act, read with section 114, to obtain an independent expert to compile a report as further described in section 114.

The terms and conditions of the Proposed Transaction is detailed in the Circular to the Media24 Holdings Shareholders, dated 14 December 2020, of which this opinion is a part. Words and phrases used in this letter shall have the same meaning as ascribed to them in the Circular.

2. Scope

Deloitte & Touche Financial Advisory, Africa ("Deloitte") were appointed by the Board as the Independent Financial Advisors to provide the Board with its opinion as to whether the offer price is fair and reasonable as at 15 November 2020 ("Valuation Date").

Our work and findings shall not in any way constitute recommendations regarding the completion of the Proposed Transaction. Accordingly, we are not expressing an audit opinion on the information contained in the circular to the shareholders.

3. Responsibility

The compliance with the Companies Act is the responsibility of the Media24 Holdings' Board. Our responsibility is to report on the fair and reasonableness of the Proposed Transaction. We confirm that our fair and reasonable opinion (the "Opinion") has been provided to the Board, which will be distributed to shareholders in connection with the Proposed Transaction. We understand that the results of our work will be used by the Board to satisfy the requirements of the Companies Act.

4. Definition of fair and reasonable for the purpose of our opinion

For the purposes of our opinion, our assessment of fairness is primarily based on quantitative factors of the Proposed Transaction.

A transaction will generally be considered fair to a company's shareholders if the benefits received by the shareholders, as a result of the transaction, are equal to or greater than the value surrendered by the shareholders. The assessment of fairness is primarily based on quantitative issues.

A transaction will be considered reasonable if the value received by the shareholders in terms of the Proposed Transaction is higher than the market price of the company's securities at the Valuation Date. In addition, the assessment of reasonableness is also based on qualitative considerations surrounding a transaction.

We have applied the aforementioned principles in preparing our Opinion.

5. Procedures performed in arriving at our Opinion

Key quantitative considerations
In arriving at our opinion, we have performed an indicative valuation of Media24 Holdings at 15 November 2020.

We have obtained an understanding of the structure of the transaction through discussions held with the Management and Media 24 Holdings' advisers. We considered and performed a review of the consolidated audited financial statements of Media24 Holdings for the financial years ended 31 March 2018 to 2020 as well as the interim results of Media24 Holdings to 30 September 2020.

Discussions were held with Management of Media24 Holdings to establish its strategy and considered such other matters as we considered necessary, including assessing the prevailing economic and market conditions. We have further reviewed the financial and strategic documents made available, and considered the risks and expected returns associated with Media24 Holdings.

Our indicative valuation procedures includes the analysis of the financial projections of Media24 Holdings and the basis of the assumptions therein including the prospects of the business. This analysis included a review of the historical performance to date and an assessment of the reasonableness of the assumptions underpinning the group forecasts of Media 24 Holdings. We have engaged with Management to understand the basis of their valuation assumptions and factors considered; and considered certain publicly available information relating to Media24 Holdings, including company announcements, analyst reports and media articles. We have compared longer term growth rates to industry forecasts and external sources, if such information was available, and concluded on the reasonability of the assumptions for the above key value drivers for our valuation of Media24 Holdings.

Based on the above, we performed an indicative valuation of Media24 Holdings on a sum of the parts basis using the discounted cash flow ("DCF') methodology. The DCF was the primary valuation methodology employed. This entailed us performing a valuation of all divisions within Media24 Holdings. We estimated an appropriate weighted average cost of capital ("WACC") at which to discount the projected free cash flows. The key value drivers to the valuation are:

- South African economic indicators such as inflation;
- Industry growth rates and longer term outlook;
- The WACC; and
- Discounts and premiums for marketability and lack of control.

The sum of the parts value was corroborated by performing a DCF methodology on a consolidated basis and a reasonability assessment of the implied Enterprise Value to EBITDA ("EV/ EBITDA multiples"). We corroborated the results of our DCF using the market approach through a review of the implied enterprise value ("EV") to earnings before interest, taxes, depreciation and amortisation ("EBITDA") multiples of international and local comparable peer companies. We considered the implied EV/EBITDA multiples based on the EV range for Media24 Holdings from our DCF analysis.

Our valuation results are sensitive to the WACC and terminal growth rates of each division in the discounted cash flow valuation approach. We have therefore performed a sensitivity analysis around the WACC and the terminal growth rate.

Based on our procedures and analysis set out above, we assembled a range of fair values and compared this to the proposed offer price.

Key qualitative considerations
In arriving at our view, we have undertaken the following procedures in evaluating the reasonableness of the Proposed Transaction:

- Considered the rationale for the Proposed Transaction, based on discussions with Management, the directors of Media24 Holdings, and its advisors.

6. Opinion

Based on the above considerations, along with the information made available to us by the Media24 Holdings' Board, for which they are solely responsible for, and after due consideration of the details of the Proposed Transaction, we report that nothing has come to our attention that would cause us to believe that the offer price per share is not fair and reasonable.

Our opinion is necessarily based upon the information available to us up to 15 November 2020, including in respect of the financial, regulatory, securities market and other conditions and circumstances existing and disclosed to us at the date thereof. We have furthermore assumed that all conditions precedent, including any material regulatory, other approvals and consents

required in connection with the Proposed Transaction have been or will be timeously fulfilled and/or obtained.

Accordingly, it should be understood that subsequent developments may affect this opinion, which we are under no obligation to update, revise or re-affirm. We have not undertaken to update this report for events and circumstances occurring subsequent to the date of its issuance.

Furthermore, we do not consider that the Proposed Transaction will result in any reasonably perceived beneficial or significant effect on Media24 Holdings, other than enabling the implementation of the subsequent unwinding of Welkom.

We note that all of Media24 Holdings' shares are held by Naspers and Welkom, and therefore none of the Media24 Holdings directors would have a direct interest in the repurchase. However, it should be noted that some of the Media24 Holdings directors have direct/indirect beneficial interests in Welkom shares so, on that basis, they would be indirectly interested in the repurchase on the basis that the repurchase by Media24 Holdings is a pre-condition to the proposed Welkom unwinding scheme of arrangement.

As noted above, it does not appear that the repurchase has a direct effect on the interests of Media24 Holdings directors.

7. Restrictions

This opinion is provided to the Media24 Holdings Board in connection with and for the purposes of the Proposed Transaction. This opinion is prepared solely for Media24 Holdings Board and therefore should not be regarded as suitable for use by any other party or give rise to third party rights.

An individual Media24 Holdings' shareholder's decision as to whether to vote in favour of any transaction may be influenced by his particular circumstances. The assessment as to whether or not the Media24 Holdings Board decides to recommend the transaction is a decision that can only be taken by the Media24 Holdings Board.

We have relied upon and assumed the accuracy of the information used by us in deriving our opinion. Where practical, we have corroborated the reasonability of the information provided to us for the purpose of our opinion, whether in writing or obtained in discussion with Management of Media24 Holdings, by reference to publicly available or independently obtained information. While our work has involved an analysis of, inter alia, the annual financial statements, and other information provided to us, our engagement does not constitute, nor does it include, an audit or due diligence review of Media24 Holdings.

Where relevant, the forecasts of Media24 Holdings relate to future events and are based on assumptions that may or may not remain valid for the whole of the forecast period. Consequently, such information cannot be relied upon to the same extent as that derived from audited financial statements for completed accounting periods. We express no opinion as to how closely the actual future results of Media24 Holdings will correspond to those projected.
Where practicable, we compared the forecast financial information to past trends and third party estimates as well as discussing the assumptions inherent therein with the Management of Media24 Holdings. On the basis of these enquiries and such other procedures we consider appropriate to the circumstances, we believe that the forecasts have been prepared with due care and consideration.

We have also assumed that the proposed transaction will have the legal, accounting and taxation consequences described in discussions with, and materials furnished to us by, representatives and advisors of Media24 Holdings and we express no opinion on such consequences. We have assumed that all agreements that will be entered into in respect of the transaction will be legally enforceable.

8. Independence

In terms of Section 48 and Section 114 of the Companies Act, we confirm that we have no material direct or indirect interest in the shares of Media24 Holdings, Welkom or the Proposed Transaction, save for our professional fees for services rendered in connection with this fair and reasonable statement.

Furthermore, we confirm that our professional fees are not contingent upon the success of the Proposed Transaction.

9. Consent

We consent to inclusion of this letter in the Circular to the shareholders of Media24 Holdings in the form and manner it appears.

Yours faithfully

Mohsin Khan
Partner
Deloitte Financial Advisory

Annexure

Section from Companies Act

115. Required approval for transactions contemplated in Part

(1) Despite section 65, and any provision of a company's Memorandum of Incorporation, or any resolution adopted by its board or holders of its securities, to the contrary, a company may not dispose of, or give effect to an agreement or series of agreements to dispose of, all or the greater part of its assets or undertaking, implement an amalgamation or a merger, or implement a scheme of arrangement, unless—

(a) the disposal, amalgamation or merger, or scheme of arrangement—
(i) has been approved in terms of this section; or
(ii) is pursuant to or contemplated in an approved business rescue plan for that company, in terms of Chapter 6; and
(b) to the extent that Parts B and C of this Chapter and the Takeover Regulations apply to a company that proposes to—
(i) dispose of all or the greater part of the assets or undertaking;
(ii) amalgamate or merge with another company; or
(iii) implement a scheme of arrangement, the Panel has issued a compliance notice in respect of the transaction in terms of section 119(4)(b), or exempted the transaction in terms of section 119(6).

(2) A proposed transaction contemplated in subsection (1) must be approved —
(a) by a special resolution adopted by persons entitled to exercise voting rights on such a matter, at a meeting called for that purpose and at which sufficient persons are present to exercise, in aggregate, at least 25% of all of the voting rights that are entitled to be exercised on that matter; and
(b) by a special resolution, also adopted in the manner required by paragraph (a), by the shareholders of the company's holding company if any, if—
(i) the holding company is a company or an external company;
(ii) the proposed transaction concerns a disposal of all or the greater part of the assets or undertaking of the subsidiary; and
(iii) having regard to the consolidated financial statements of the holding company, the disposal by the subsidiary substantially constitutes a disposal of all or the greater part of the assets or undertaking of the holding company; and
(c) by the court, to the extent required in the circumstances and manner contemplated in subsections (3) to (6).

(3) Despite a resolution having been adopted as contemplated in subsections (2)(a) and (b), a company may not proceed to implement that resolution without the approval of a court if—
(a) the resolution was opposed by at least 15% of the voting rights that were exercised on that resolution, and any person who voted against the resolution requires the company to seek court approval; or
(b) the court, on an application by any person who voted against the resolution, grants that person leave, in terms of subsection (6), to apply to a court for a review of the transaction in accordance with subsection (7).

(4) For the purposes of subsections (2) and (3), any voting rights controlled by an acquiring party, a person related to an acquiring party, or a person acting in concert with either of them, must not be included in calculating the percentage of voting rights—

(a) present in satisfaction of the quorum requirement; or
(b) voted in support of a resolution.

(5) If a resolution requires approval by a court as contemplated in terms of subsection (3)(a), the company must either—
(a) apply to the court for approval, and bear the costs of that application; or
(b) treat the resolution as a nullity.

(6) On an application contemplated in subsection (3)(b), the court may grant leave only if it is satisfied that the applicant—
(a) is acting in good faith;
(b) appears prepared and able to sustain the proceedings; and
(c) has alleged facts which, if proved, would support an order in terms of subsection (7).

(7) On reviewing a resolution that is the subject of an application in terms of subsection (5)(a), or after granting leave in terms of subsection (6), the court may set aside the resolution only if—
(a) the resolution is manifestly unfair to any class of holders of the company's securities; or
(b) the vote was materially tainted by conflict of interest, inadequate disclosure, failure to comply with the Act, the Memorandum of Incorporation or any applicable rules of the company, or other significant and material procedural irregularity.

(8) The holder of any voting rights in a company is entitled to seek relief in terms of section 164 if that person—
(a) notified the company in advance of the intention to oppose a special resolution contemplated in this section; and
(b) was present at the meeting and voted against that special resolution.

(9) If a transaction contemplated in this Part has been approved, any person to whom assets are, or an undertaking is, to be transferred, may apply to a court for an order to effect—
(a) the transfer of the whole or any part of the undertaking, assets and liabilities of a company contemplated in that transaction;
(b) the allotment and appropriation of any shares or similar interests to be allotted or appropriated as a consequence of the transaction;
(c) the transfer of shares from one person to another;
(d) the dissolution, without winding-up, of a company, as contemplated in the transaction;
(e) incidental, consequential and supplemental matters that are necessary for the effectiveness and completion of the transaction; or
(f) any other relief that may be necessary or appropriate to give effect to, and properly implement, the amalgamation or merger.

164. Dissenting shareholders appraisal rights

(1) This section does not apply in any circumstances relating to a transaction, agreement or offer pursuant to a business rescue plan that was approved by shareholders of a company, in terms of section 152.

(2) If a company has given notice to shareholders of a meeting to consider adopting a resolution to—
(a) amend its Memorandum of Incorporation by altering the preferences, rights, limitations or other terms of any class of its shares in any manner materially adverse to the rights or interests of holders of that class of shares, as contemplated in section 37(8); or
(b) enter into a transaction contemplated in section 112, 113, or 114, that notice must include a statement informing shareholders of their rights under this section.

(3) At any time before a resolution referred to in subsection (2) is to be voted on, a dissenting shareholder may give the company a written notice objecting to the resolution.

(4)Within 10business days after a company has adopted a resolution contemplated in this section, the company must send a notice that the resolution has been adopted to each shareholder who—
(a) gave the company a written notice of objection in terms of subsection(3);and
(b) has neither—
(i) withdrawn that notice; or
(ii) voted in support of the resolution.

(5)A shareholder may demand that the company pay the shareholder the fair value for all of the shares of the company held by that person if—
(a) the shareholder—
(i) sent the company a notice of objection, subject to subsection (6); and
(ii) in the case of an amendment to the company's Memorandum of Incorporation, holds shares of a class that is materially and adversely affected by the amendment;
(b) the company has adopted the resolution contemplated in subsection (2); and
(c) the shareholder—
(i) voted against that resolution; and
(ii) has complied with all of the procedural requirements of this section.

(6) The requirement of subsection (5)(a)(i) does not apply if the company failed to give notice of the meeting, or failed to include in that notice a statement of the shareholders rights under this section.

(7) A shareholder who satisfies the requirements of subsection (5) may make a demand contemplated in that subsection by delivering a written notice to the company within—
(a) 20 business days after receiving a notice under subsection (4); or
(b) if the shareholder does not receive a notice under subsection (4), within 20 business days after learning that the resolution has been adopted.

(8) A demand delivered in terms of subsections (5) to (7) must state—
(a) the shareholder's name and address;
(b) the number and class of shares in respect of which the shareholder seeks payment; and
(c) a demand for payment of the fair value of those shares.

(9) A shareholder who has sent a demand in terms of subsections (5) to (8) has no further rights in respect of those shares, other than to be paid their fair value, unless—
(a) the shareholder withdraws that demand before the company makes an offer under subsection (11), or allows an offer made by the company to lapse, as contemplated in subsection (12)(b);
(b) the company fails to make an offer in accordance with subsection(11) and the shareholder withdraws the demand; or
(c) the company revokes the adopted resolution that gave rise to the shareholder's rights under this section.

(10) If any of the events contemplated in subsection(9) occur, all of the shareholder's rights in respect of the shares are reinstated without interruption.

(11) Within five business days after the later of—
(a) the day on which the action approved by the resolution is effective;

(b) the last day for the receipt of demands in terms of subsection (7)(a); or
(c) the day the company received a demand as contemplated in subsection(7)(b), if applicable, the company must send to each shareholder who has sent such a demand a written offer to pay an amount considered by the company's directors to be the fair value of the relevant shares, subject to subsection (16), accompanied by a statement showing how that value was determined.

(12) Every offer made under subsection (11)—
(a) in respect of shares of the same class or series must be on the same terms; and
(b) lapses if it has not been accepted within 30 business days after it was made.

(13) If a shareholder accepts an offer made under subsection (12)—
(a) the shareholder must either in the case of—
(i) shares evidenced by certificates, tender the relevant share certificates to the company or the company's transfer agent; or
(ii) uncertificated shares, take the steps required in terms of section 53 to direct the transfer of those shares to the company or the company's transfer agent; and
(b) the company must pay that shareholder the agreed amount within 10 business days after the shareholder accepted the offer and—
(i) tendered the share certificates; or
(ii) directed the transfer to the company of uncertificated shares.

(14) A shareholder who has made a demand in terms of subsections (5) to (8) may applytoacourttodetermineafairvalueinrespectofthesharesthatwerethesubjectof that demand, and an order requiring the company to pay the shareholder the fair value so determined, if the company has—
(a) failed to make an offer under subsection (11); or
(b) made an offer that the shareholder considers to be inadequate, and that offer has not lapsed.

(15) On an application to the court under subsection (14)—
(a) all dissenting shareholders who have not accepted an offer from the company as at the date of the application must be joined as parties and are bound by the decision of the court;
(b) the company must notify each affected dissenting shareholder of the date, place and consequences of the application and of their right to participate in the court proceedings; and
(c) the court—
(i) may determine whether any other person is a dissenting shareholder who should be joined as a party;
(ii) must determine a fair value in respect of the shares of all dissenting shareholders, subject to subsection (16);
(iii) in its discretion may—
(aa) appoint one or more appraisers to assist it in determining the fair value in respect of the shares; or
(bb) allow a reasonable rate of interest on the amount payable to each dissenting shareholder from the date the action approved by the resolution is effective, until the date of payment;
(iv) may make an appropriate order of costs, having regard to any offer made by the company, and the final determination of the fair value by the court; and
(v) must make an order requiring—
(aa) the dissenting shareholders to either withdraw their respective demands, in which case the shareholder is reinstated to their full rights as a shareholder, or to comply with subsection (13)(a); and

(bb) the company to pay the fair value in respect of their shares to each dissenting shareholder who complies with subsection (13)(a), subject to any conditions the court considers necessary to ensure that the company fulfils its obligations under this section.

(16) The fair value in respect of any shares must be determined as at the date on which, and time immediately before, the company adopted the resolution that gave rise to a shareholder's rights under this section.

(17) If there are reasonable grounds to believe that compliance by a company with subsection (13)(b), or with a court order in terms of subsection (15)(c)(v)(bb), would result in the company being unable to pays its debts as they fall due and payable for the ensuing 12 months—
(a) the company may apply to a court for an order varying the company's obligations in terms of the relevant subsection; and (b) the court may make an order that—

(i) is just and equitable, having regard to the financial circumstances of the company; and
(ii) ensures that the person to whom the company owes money in terms of this section is paid at the earliest possible date compatible with the company satisfying its other financial obligations as they fall due and payable.

(18) If the resolution that gave rise to a shareholder's rights under this section authorised the company to amalgamate or merge with one or more other companies, such that the company whose shares are the subject of a demand in terms of this section has ceased to exist, the obligations of that company under this section are obligations of the successor to that company resulting from the amalgamation or merger.

(19) For greater certainty, the making of a demand, tendering of shares and payment by a company to a shareholder in terms of this section do not constitute a distribution by the company, or an acquisition of its shares by the company within the meaning of section 48, and therefore are not subject to—
(a) the provisions of that section; or
(b) the application by the company of the solvency and liquidity test set out in section 4.