Statement of responsibility by the board of directors

for the year ended 31 March 2022

The annual financial statements of the Naspers Limited group (Naspers or the group) and the company are the responsibility of the directors of Naspers Limited. In discharging this responsibility, they rely on the management of the group to prepare the consolidated and separate annual financial statements presented on pages 39 to 201.

We have prepared the consolidated annual financial statements of Naspers for the year ended 31 March 2022, and the undertakings included in the consolidation taken as a whole, in accordance with, and in compliance, in all material respects, with International Financial Reporting Standards (IFRS) and the Companies Act No 71 of 2008. As such, the consolidated and company annual financial statements include amounts based on judgements and estimates made by management. The information given is comprehensive and presented in a responsible manner.

The directors accept responsibility for the preparation, integrity and fair presentation of the consolidated and separate annual financial statements. The directors are responsible for the establishment and adequate functioning of a system of governance, risk management and internal controls in the company including controls over the security over the company website and electronic distribution of annual reports and other financial information. Consequently, the directors have implemented a broad range of processes and procedures designed to provide control by the directors over the company's operations.

These processes and procedures include measures regarding the general control environment. All these processes and procedures are aimed at providing a reasonable level of assurance that we have identified and managed the significant risks of the company, and that we meet the operational and financial objectives in compliance with applicable laws and regulations. Information regarding our internal control systems is set out in "Governance for a sustainable business" section of the Integrated Annual Report.

The Internal Audit function monitors the compliance with our internal control systems and updates management regarding the emergence of new risks. They support the annual review of the effectiveness of the system of governance, risk management and internal controls of the board of directors. Internal Audit provides comfort to the audit committee and board of directors that our system of risk management and internal controls – as designed and represented by management – are adequate and effective. While we routinely work towards continuous improvement of our processes and procedures regarding financial reporting, the directors are of the opinion that these systems provide reasonable assurance that the financial reporting does not contain material inaccuracies.

Based on forecasts and available cash resources, the directors believe that the group and company have adequate resources to continue operations as a going concern in the foreseeable future. Accordingly, the financial statements support the viability of the group and the company.

The preparation of the consolidated and company annual financial statements was supervised by the group's financial director, Basil Sgourdos CA(SA). These results were made public 25 June 2022

The independent auditing firm PricewaterhouseCoopers Inc., which was given unrestricted access to all financial records and related data, including minutes of all meetings of shareholders, the board of directors and committees of the board, has audited the consolidated and company annual financial statements. The directors believe that all representations made to the independent auditors during their audit were valid and appropriate. PricewaterhouseCoopers Inc.'s audit report is presented on page 26.

The consolidated and company annual financial statements were approved by the board of directors on 25 June 2022 and are signed on its behalf by:



Koos Bekker
Chair
25 June 2022



Bob van Dijk
Chief executive

Certificate by the company secretary

for the year ended 31 March 2022

In terms of section 88(2)(e) of the Companies Act No 71 of 2008 I, Lynelle Bagwandeen, in my capacity as company secretary of Naspers Limited, confirm that for the year ended 31 March 2022, the company has lodged with the Companies and Intellectual Property Commission, all such returns as are required of a public company in terms of the Companies Act and that all such returns and notices are, to the best of my knowledge, true, correct and up to date.



Lynelle Bagwandeen
Company secretary
25 June 2022

Directors' report to shareholders

for the year ended 31 March 2022

GENERAL INFORMATION

Naspers Limited (Naspers or the group) is a global consumer internet group and one of the largest technology investors in the world. Operating and investing in countries and markets across the world with long-term growth potential, Naspers builds leading companies that empower people and enrich communities. The group operates and partners a number of leading internet businesses across the Americas, Africa, The Middle East, Central and Eastern Europe, and Asia in sectors including online classifieds, food delivery, payments and fintech, education, health, Etail and social and internet platforms.

OPERATING REVIEW

In a year marked with continued global turmoil and uncertainty, which has made for a turbulent operating environment, the financial year 2022 was a year of progress for Naspers. We remained focused on executing our long-term strategy and delivering strong operational growth across our core segments. At the same time, we made strategic investments and laid the foundation for future growth across the portfolio.

Ecommerce segment revenue grew 56% (49%) to US$10.7bn and was the key contributor to group revenue growth of 24% (24%) to US$36.7bn (measured on an economic-interest basis). This is strong growth on a scaled base following similar growth and momentum in the prior year. Percentages in brackets represent growth in local currency, excluding mergers and acquisitions (M&A).

Group trading profit reduced 10% (6%) to US$5bn, reflecting investment to expand the market opportunity for each segment and strengthen the customer ecosystems of our businesses. Core headline earnings were US$2.1bn, a reduction of 40% (16%), which reflect ongoing investment in the Ecommerce portfolio and a period of slower growth at Tencent as it adapted to regulatory changes in China.

Despite a strong operational performance across the portfolio, the group, like many technology companies, faced significant macroeconomic and geopolitical headwinds, leading to highly volatile capital markets in the latter part of the financial year. The combination of the war in Ukraine, higher inflation and rising interest rates drove up the cost of capital and increased uncertainty. Valuations of global peer group companies in tech and internet sectors declined sharply in recent months as the level of risk appetite reduced significantly. These forces drove, for the first time in many years, a decline in the group's net asset value. The discount to the group's sum of the parts increased to an unacceptable level. Taking substantive action to reduce the discount is a priority. To navigate these turbulent times we will prioritise capital towards supporting our existing businesses and prudent balance sheet management, sustaining adequate financial liquidity.

We invested US$6.2bn to increase our stakes in existing investments and in new assets where we see substantial opportunity for future value creation. This investment was weighted largely to the first half of the year, in our Food Delivery and Edtech segments. While Delivery Hero's stock has declined in value since the last investment, we remain confident in the company's future and in our continued ability to generate a return from it. In August, we also committed US$4.7bn to acquire BillDesk, the leading bill payment processing company in India. The transaction is under review by the Competition Commission of India.

In the second half of the year, we invested heavily through our income statement. We focused on maintaining growth and customer engagement, while leveraging increased scale to develop opportunities in adjacent products and services. We are building ecosystems with multiple customer touchpoints to improve not only their experience but also retention. We aligned technology and data with key customer needs such as convenience and ease of use. We will need to continue to invest organically to build on the strong progress we have made in autos in Classifieds, convenience in Food Delivery and India credit in Payments and Fintech segments. Our plans will recognise the uncertainty and volatility and the need to preserve capital.

Throughout the year, the group continued to crystallise returns and return capital to shareholders. In February 2022, we completed a second US$5bn share buyback programme which followed the US$5bn share buyback programme in 2021. This generated a meaningful enhancement to net asset value per share. Repurchased Prosus shares will be cancelled in the following financial year. In total, Prosus has allocated US$50bn in capital over the past six years with approximately 57% of that capital being invested into the business and new growth opportunities, approximately 25% returned to shareholders in the form of share buybacks and dividends, and approximately 18% being held in cash.

OPERATING REVIEW (continued)

Against the backdrop of deteriorating geopolitical and economic conditions, our Ecommerce businesses were resilient, growing revenues 53% (47%) in the second half of the year, in many cases, significantly outperforming global peers.

Within our Ecommerce portfolio, all segments made good progress against their financial and strategic objectives. Classifieds demonstrated healthy growth at its core, well ahead of global peers. OLX Autos experienced strong triple-digit growth this year as it creates a differentiated customer experience. Our Classifieds business has been deeply impacted by the Russia's invasion of Ukraine. We are appalled by the war in Ukraine and we continue to do all we can for our Ukrainian employees and the people of Ukraine. Consequently, in March 2022, we announced the separation of the Russian Classifieds business Avito from our OLX Group. Following completion of this operational separation, in May 2022 we announced our intention to exit the Russian business. We have started the search for an appropriate buyer for our shares in Avito.

Food-Delivery's performance remained strong as it addresses a major consumer need that is being fundamentally transformed by technology. We are leveraging our logistics network and capabilities as well as our strong customer relationships to pursue this opportunity with a real competitive advantage. The online food and convenience industry is still in its early stages of development, and we are excited by its long-term prospects and we believe it will ultimately yield a good return on investment.

In Payments and Fintech, our growth momentum continued globally. We increased our scale in India, one of the fastest-growing consumer internet markets, and the closing of the acquisition of BillDesk will create further opportunity to expand into credit and digital banking. Outside of India, the business continued to grow strongly. Edtech's performance remained strong and we made substantial progress in expanding the portfolio with acquisitions of market leaders in our areas of focus. During the year, we took a substantial stake in Skillsoft, which is now public, while acquiring Stack Overflow and GoodHabitz. This positions us well within the key enterprise education market. Our Edtech investments currently reach over 500 million users and cover the full span of the sector from kindergarten through to grade 12 (K-12), and beyond, into third-and-enterprise level education.

In April 2021, to improve our financial flexibility and reinforce our balance sheet, we sold 2% of Tencent's issued share capital, generating proceeds of US$14.6bn and reducing our holding to 28.9%. Proceeds were used to fund our strategic ambitions and two share buyback programmes that enhanced net asset value per share. Tencent's has been impacted by regulatory action and the economic impact of Covid-19, which has resulted in slower growth and a tough macroeconomic environment. We are firm believers that the company will recover from this and generate significant value for shareholders and remain committed long-term investors in Tencent.

The group remains focused on building on the strong momentum in our Ecommerce portfolio. We will continue to invest in our platforms and to grow the opportunity set within each segment. We aim to build on the underlying strength of each business through the creation of customer ecosystems, particularly in autos transaction, credit and digital banking, and food, convenience and grocery delivery. At the same time, we are driving profitability and cash generation in more mature core businesses. Our goal is to build an Ecommerce portfolio that will deliver sustainable value creation over the long term for all stakeholders. Furthermore, the group will endeavour to take further steps to crystallise the value we have created over time.

Given the wide geographical span of our operations, and significant M&A activity in Ecommerce, reported earnings were materially impacted by foreign exchange movements and the effects of acquisitions and disposals. Where relevant in this report, we have adjusted for these effects. These adjustments (pro forma financial information) are quoted in brackets after the equivalent metrics reported under International Financial Reporting Standards (IFRS). These growth rates represent a comparison between the year ended 31 March 2022 and the previous year ended 31 March 2021, unless otherwise stated. A reconciliation of pro-forma financial information to the equivalent IFRS metrics is provided in 'Other information – Non-IFRS financial measures and alternative performance measures' of these consolidated financial statements.

FINANCIAL REVIEW

The group delivered strong progress for the year ended 31 March 2022. Group revenue, measured on an economic-interest basis, grew 24% (24%) to US$36.7bn. This was driven by Ecommerce revenues, which rose 56% (49%). Our economic-interest share in Tencent's revenue grew 14% (16%) off a sizable prior-year base. Group trading profit reduced 10% (6%) to US$5bn. Tencent's contribution to the group's trading profit improved by 2% (4%).

Core headline earnings were US$2.1bn down – 40% (16%), impacted by our sale of 2% interest in Tencent and Tencent's reduced contribution to core as a result of increased losses from its associates.

On a consolidated basis, total revenue increased by US$2.0bn, or 34% (37%), from US$5.9bn in the prior year to US$7.9bn, with strong contributions from all the segments. As we continue to invest in organically building out customer ecosystems across our segments, trading losses expanded from US$224m to US$589m, mostly driven by investment in Food Delivery, our Etail segment and acquisitions in Edtech.

Equity-accounted results from our associate investments increased to US$9.3bn, or 31%, from US$7.1bn in the prior year, with positive contributions from Tencent and Delivery Hero. Share of equity-accounted results include investment disposal gains of US$6.2bn, net fair-value gains on financial instruments of US$1.8bn, and impairment losses of US$1.1bn recognised in Tencent and Delivery Hero reported results.

The group recognised a gain of US$12.3bn on the income statement due to the trimming of our holding in Tencent. Furthermore, the group recognised impairment losses on goodwill and equity-accounted investments. Impairment losses of US$246m recognised on goodwill related to Stack Overflow primarily as a result of the current market conditions and the increase in risk-free rates which resulted in an increase in the discount rate. Equity accounted investments were impaired by US$589m, of which US$474m related to the impairment of VK. In March 2022, the group's directors resigned with immediate effect from the VK board and discontinued equity accounting the investment going forward on account of a loss of significant influence. The group reclassified the foreign currency translation reserve amounting to a loss of US$1.14bn from other comprehensive income to the income statement as a result of the loss of significant influence over the investment.

Headline earnings decreased by US$2.5bn to US$1.6bn. This is mainly due to the decrease in contribution to headline earnings from associates of US$2.8bn, the increase in trading losses in Ecommerce and, the increase in net finance cost (US$143m). This was partially offset by the decrease in the share-based compensation expenses of the group (US$632m).

Investments have been funded from upstreamed dividends, asset sales and more efficient use of the group's balance sheet. During the year we raised additional capital of US$9.25bn in bonds, at attractive interest rates, further enhancing our financial position, improving liquidity, and extending debt maturities. Some of the proceeds were used to settle US$1.6bn 2025 and 2027 notes. The group has no debt maturities due until 2025, and 87% of our debt is due after five years and just under 60% due in the next 10 years.

We ended the year with a strong and liquid balance sheet comprising US$13.6bn in cash and cash equivalents (including short-term cash investments) and interest-bearing debt of US$15.7bn (excluding capitalised lease liabilities). We also hold an undrawn US$2.7bn revolving credit facility. This sound financial position will enable us to deliver on our strategy to scale our businesses and, over time, deliver significant and sustainable profitability and cash flow generation.

Overall, we recorded a net interest expense of US$347m for the year, elevated from the prior year given new bond issuances and an additional US$217m related to early settlement of the 2025 and 2027 bonds.

Consolidated free cash outflow was US$701m, a decrease on the prior year's free cash outflow of US$4m. We stepped up operational, working capital and capital expenditure investment across our businesses. Working capital requirements have increased as we invest in OLX Autos and the Payments and Fintech segment. In autos, we are taking on more inventory as the business expands and moves towards a consumer-facing business. In Payments and Fintech, we accelerated the pace to scale our India credit initiatives resulting in increased receivables outstanding at year-end. The increased capital expenditure was mainly driven by distribution centre equipment and expansions at eMAG. This was offset by increased dividends from Tencent of US$571m (FY21: US$458m). Tencent dividends remain a meaningful and stable contributor to our cash flow. After year-end in June 2022, we received our annual cash dividend of US$565m from Tencent for FY23.

FINANCIAL REVIEW (continued)

In addition, Tencent paid a special interim dividend in the form of a distribution in specie of JD.com shares. The group received 131 873 028 JD.com shares in March 2022, representing a 4% effective interest in JD.com valued at US$3.9bn at 31 March 2022.
Subsequently, the group disposed of its full stake in JD.com for proceeds of approximately US$3.6bn.

There were no new or amended accounting pronouncements effective 1 April 2021 with a significant impact on the group's consolidated financial statements.

The company's external auditor has not reviewed or reported on forecasts included in these consolidated financial statements.

The following segmental reviews are prepared on an economic-interest basis (which includes consolidated subsidiaries and a proportionate consolidation of associates and joint ventures), unless otherwise stated.

SEGMENTAL REVIEW

Ecommerce

Ecommerce revenue of US$10.7bn for the year grew 56% (49%). Strong growth was seen across all our core segments.

Each segment reported strong growth and profitability at the core and during the period we increased our level of investment on the back of that strength to expand the market opportunity for each segment and strengthen the underlying ecosystems of each underlying business. This increased investment resulted in aggregated trading losses increasing to US$1 120m, from US$439m in the prior year.

Based on the data-driven unit economics, we are steadfast in our belief that growth expansion from the autos transaction businesses in Classifieds, a broader on-demand delivery ecosystem in Food Delivery, credit and digital banking in Payments and Fintech, and new investments in Edtech will deliver significant value for the group. Classifieds as well as core Payments and Fintech[1] remain profitable, and during the year we saw substantial improvement in the profitability trends at the core of our Food Delivery businesses[2], with iFood's food delivery business in Brazil remaining profitable.

Classifieds

OLX Group continues to perform with strong momentum across all its business units. The segment made further strategic progress during the period, refocusing the autos transaction business towards the direct-to-consumer (B2C) segment and consumer financing, while reshaping the core Classifieds business [3]towards accelerating pay-and-ship services and strengthening overall tech talent capabilities.

Classifieds revenue of US$2.98bn grew 85% (92%) from US$1.6bn in the prior year. This growth was a large acceleration and significantly ahead of peers. The growth was largely driven by OLX Autos, which grew 158% (173%) year on year. Despite continued investment in the autos transaction business, pay-and-ship, and people and technology to build capacity for the next growth phase, trading profit was maintained at last year's level and the segment reported US$25m (FY21: US$15m).

In our core Classifieds business, we continue to record growth across our key markets with the monthly app user base rising 7% to 124 million and active listings growing 11% to 174 million. Additionally, we saw continued momentum from engaged monetised users as the group reported 11% additional monthly paying listers. Revenue grew 38% (38%) to US$1.36bn with an improvement of 80 basis points in margin yielding a trading profit of US$189m.

Despite a strong performance across the group for most of the year, we are not immune to macroeconomic challenges. At the outset of the Ukraine-Russia conflict in February 2022, we witnessed an immediate drop in key operational metrics, mainly in Ukraine. We continue to operate our platform in the country to serve the local community and we have observed recovery on traffic and listing metrics, while still behind pre-conflict levels. We also observed some decline in other European countries, mainly in Poland and Romania, during the initial days of the crisis, however, metrics have already stabilised and are now tracking ahead of pre-conflict levels. During these challenging times, we have prioritised the safety and wellbeing of our employees, providing immediate support, including safe housing and financial assistance.

[1] Core Payments and Fintech is India payments and GPO.
[2] Core Food Delivery is iFood's restaurant food delivery business in Brazil.
[3] Core Classifieds business is Avito, OLX Europe and OLX corporate.

SEGMENTAL REVIEW (continued)

Ecommerce (continued)

Classifieds (continued)

Europe, of which OLX Poland represents over 60%, delivered a strong performance and generated revenues of US$432m with a growth rate of 27% (24%). Trading profit reduced to US$95m from US$118m a year ago due to a step-up in investment to scale pay-and-ship services across Poland, Ukraine, and Romania, with over 2 million delivery transactions on average per month during the second half of the year. Our horizontal platforms in Europe grew 26% (28%), driven by the continued acceleration in pay-and-ship and a surge in the jobs and services categories. This was partially offset by lower performance in the autos verticals, mainly Otomoto in Poland, impacted by supply constraints in the autos industry market. OLX Poland recorded revenue and trading profits of US$258m (PLN1 020m) and US$65m (PLN252m), representing revenue growth of 28% (26%) and a trading profit margin of 25%, given the pay-and-ship investment and tailwinds noted above.

Furthermore, as we continue to support our customers in Ukraine with prolonged listing duration and other discounts, we recorded negligible revenues during March and business is expected to recover slowly.

In Russia, Avito reported revenues of US$631m (RUB48.2bn), and trading profits of US$220m (RUB16.3bn) representing growth of 52% (55%) and 31% (32%) respectively.

In March 2022, OLX Group took the decision to cease all involvement in its Russian operations and following a separation process, the group will exit the Russian business. The search for an appropriate buyer for the group's shares in Avito is underway.

OLX Autos reported revenues of US$1.6bn for FY22, up 158% (173%) on the prior period and an 8 percentage point improvement in trading margin despite strategic investments to build the base for the next phase of growth. The US, which represents more than 35% of OLX Autos revenues, performed exceptionally well as it more than tripled revenue and became profitable. In our other markets we have made outstanding progress in executing our strategy through a relentless focus on accelerating B2C and consumer financing.

Our autos transaction business scaled its operations, transacting 175 000 cars compared with 98 000 cars in the prior year. The second half was a strong finish to a year of record growth, where monthly volumes exceeded 22 000 cars (twice pre-Covid-19 levels) in March 2022. OLX Autos sold an average of 14 600 cars (FY21: 8 100) per month at an average selling price of US$9 300 (FY21: US$6 900) with a gross profit per unit of US$895 (FY21: US$746). Monthly volumes in the US and India exceeded 7 000 and 5 500 cars respectively at year-end, far ahead of their previous peaks. Finally, in the markets with B2C presence, we reached a 29% mix of total cars sold versus 13% in the prior year. We continue to make steady progress in consumer financing across Chile, Mexico and Colombia, with 12 000 loans disbursed during the year, exceeding an asset under management of US$100m with significantly lower delinquency rates than industry standards. Scaling our autos transaction business requires higher working capital than core classifieds, especially in inventories where we have invested adequately to support the growth in the business. We will continue to invest to scale this business line, focusing on consolidating leadership in the markets we operate.

OLX Brasil, a 50% joint venture with Adevinta, continued its growth. Our share of revenue increased 73% (27%), given the full-year consolidation of ZAP results in the current period, to US$76m (BRL399m) and trading profit increased to US$4m (BRL24m). The business, expanded its autos vertical by digitalising consumer journeys with a focus on business clients and offering transactional services such as 'inplatform' financing and insurance and also rolled out pay-and-ship services across general categories.

SEGMENTAL REVIEW (continued)

Ecommerce (continued)

Classifieds (continued)

Over the past year, in line with our strategy to invest in our core scalable markets, we successfully divested non-strategic assets across the group. This includes Aasaanjobs, Tradus, Properati, the OLX platform in South Africa and autos transaction business in Nigeria, Kenya, and Ghana. These markets were not profitable, with a lack of product-market fit and capacity to disrupt the industry. As a result, OLX Group is now leaner and focused on growing operations in our key markets, where we have clear plans to deliver strong growth and build leading market positions.

Food Delivery

The Food Delivery portfolio companies continued to benefit from economies of scale and delivered strong growth. Total orders and gross merchandise value (GMV) grew 53% and 60% (59%) respectively, translating into US$3bn or 101% (77%) growth in revenue.

Given this momentum and the growing importance of convenience in people's daily lives, we believe the food delivery opportunity is a broader opportunity than originally envisaged. Over the past year, online grocery delivery has experienced a surge in demand from offline to online and new business models have unlocked underserved segments of the market. The segment's quick commerce businesses grew orders by 109% and GMV by 254% (207%). Our Food Delivery portfolio companies have capitalised on these trends by building grocery delivery businesses on their restaurant delivery platforms. While restaurant delivery platforms are either profitable or nearing breakeven, the investment in adjacencies and growth initiatives has contributed to the increase in the Food Delivery segment's trading losses from US$355m in FY21 to US$724m in FY22. As was the case with the segment's investment to expand the market opportunity by investing in first-party (1P) delivery in 2018, we believe this investment represents a similar opportunity to grow the market and our position in it.

iFood

iFood revenues grew 35% (29%) to BRL5.2bn (US$991m), driven largely by expanded restaurant selection and entry into additional cities in Brazil. Orders increased 37% to over 750 million and GMV grew 47% (41%) to BRL39bn (US$7.4bn). At year-end, iFood Brazil platform hosted 317 000 merchants across 1 780 cities.

During the second half of the year, iFood realised significant gains in the profitability of its core restaurant food delivery business by optimising consumer discounts and introducing new revenue streams. The significant overlap between the customers of restaurant delivery and grocery delivery, and the operational synergies across the two businesses make grocery delivery a natural fit for the iFood ecosystem. iFood's grocery business has quickly become an important player in Brazil's significant grocery industry, which is estimated to have sales of US$55bn in 2022 according to Euromonitor. iFood's grocery and dark store model has already reached 4 million average monthly orders and BRL380m of GMV in just over a year, and its growth is outpacing the rest of the market. The restaurant food delivery business reached breakeven in the second half of the year. For the full year, iFood generated trading losses of US$206m, including substantial investments in the grocery delivery business.

Delivery Hero

Delivery Hero continued to deliver strong growth, accelerating both organic investment in quick commerce and by pursuing M&A opportunities. For the year to 31 December 2021, Delivery Hero reported order growth of 57% and GMV growth of 62% to €35.4bn.

Our share of Delivery Hero's revenues and trading losses were US$1 755m and US$343m respectively. By the end of March 2022, Delivery Hero operated over 1 122 Dmarts (small Delivery Hero-owned warehouses in strategically relevant locations for quick commerce delivery), catering to evolving customer needs with an increased focus on convenience and speed of delivery[4].

[4] All metrics aligned to December 2021, reporting basis 3-month lag

SEGMENTAL REVIEW (continued)

Ecommerce (continued)

Food Delivery (continued)

Swiggy

Swiggy has seen a full recovery from the impact of the pandemic by focusing its efforts on reactivating users, increasing monthly frequency, and returning user conversion to pre-Covid-19 levels. This strategy paid off as Swiggy has more than 195 000 active restaurants on its platform (+110% of pre-Covid-19 level), achieved 55% growth in daily orders, and 76%[5] growth in GMV to US$2.3bn.

Our share of Swiggy's revenue was US$212m (FY21: US$135m), up 57% (68%) from the prior year[1] driven by higher average order values compared with pre-pandemic periods and higher revenues from delivery fees and advertising sales. Swiggy also focused on expanding its quick commerce Instamart business, which performed well, increasing daily orders 10x year-on-year. This resulted in accelerated growth in the groceries vertical coupled with continuous growth in the restaurant food delivery business vertical.

Swiggy currently delivers food, groceries, meat, and runs its concierge service ('Genie') using its network of around 300 000 delivery riders.

iFood, Swiggy and Delivery Hero – our core food delivery businesses are leading businesses in their respective regions and have plenty of room to grow further, both in scale and in the breadth and depth of their ecosystems. In addition, we have promising additional investments in Flink, Oda and Foodics.

We will continue to invest organically to not only improve the core food delivery offering but also to expand the overall opportunity set by building out scaled capabilities in quick commerce and grocery, and additional adjacencies in the food delivery ecosystem.

Payments and Fintech

The Payments and Fintech segment continued to benefit from the shift to digital payments. Revenue grew 38% (45%) to US$796m driven by strong performance in the India payment business and a strong recovery in the credit business. The segment's overall trading loss margin improved to negative 8% as trading losses reduced from US$68m in the prior year to US$60m, on account of increased profitability of core payment service provider (PSP) business, partially offset by investments in credit and new initiatives such as consumer banking in India. The core PSP business reported revenue of US$643m, up 29% (37%) and a trading profit of US$28m, reflecting a 2 percentage point improvement in margin over last year. Total payments volume (TPV) reached US$78.5bn, up 43% (47%) over the prior period as faster digitisation across markets continue to benefit PayU. This was supported by a 36% increase in the number of transactions.

India, our largest market, grew TPV 65% (66%) to US$43.8bn, representing a compounded annual growth rate (CAGR) of 50% (54%) over the past two years. This translated into revenue growth of 48% (49%) to US$304m driven by diversification of our merchant portfolio into segments such as financial services, ecommerce and bill payments, which compensated for lower volumes from categories impacted by Covid-19. As markets have opened up, travel and hospitality sectors have seen some recovery in India. The contribution of revenue from new segments such as omnichannel, Bharat Bill Payment System, Wibmo, data science and new products such as Affordability, Merchant Cash Advance, and Multi-currency has increased from 20% in the prior period to 29% in this financial year, demonstrating our continued focus on diversification of business.

Our global payments operations (GPO) business has maintained its growth trajectory with TPV growing 22% (30%) to US$34.7bn for the year, supported by a 28% increase in the number of transactions. GPO reported a revenue of US$341m, up 16% (29%) from the prior period. GPO has also witnessed a strong growth in payment volumes from ecommerce, financial services and over-the-top (OTT) entertainment platforms to compensate for lower volumes from categories impacted by Covid-19. Travel in most GPO markets is gradually recovering as economies stabilise and borders re-open. Turkey, which constituted 17% of GPO's revenue, continued to see strong momentum and grew revenue 73%.

In our credit business, following deliberate conservative issuances in the first half of the year, India has witnessed a strong recovery as we picked up momentum in personal loan dispersals in the second half of this financial year. With a preapproved base of 62 million users and over 46 000 active merchants, transactional credit continued to see good traction and, post

[5] This growth % relates to FX neutral GMV

SEGMENTAL REVIEW (continued)

Ecommerce (continued)

Payments and Fintech (continued)

Covid-19 loan cohorts are resilient and performing well, while collections have maintained a strong trend across all credit products. Our new initiatives to ramp up personal loans such as, Xpress loans (cross-sell to buy-now-pay-later users) have also seen good traction and are expected to further drive loan disbursals and enhance revenue.

In December 2021, we launched the first version of LazyCard (India credit card offering) as part of our consumer banking strategy. With over 320 000 users onboarded in just three months, LazyCard is seeing strong traction in the market. Our consumer banking initiative is mainly targeted towards serving the Indian mass market through innovative financial products focusing on saving and spending for young tech-savvy consumers. We continue to leverage our existing base of LazyPay users to further scale the cards business.

Total loan disbursals in India credit and LazyCard for the year totalled US$586m, representing growth of 337% (338%) and reporting a loan book of US$151m at the end of the year. Revenue is recognised over the term of these loans, however, we are required to expense the expected loss rate upfront, resulting in elevated losses at present as we are at the start of the journey to scale the credit business.

The investment portfolio of our Payments and Fintech segment continues to perform well. In September 2021, Remitly raised US$300m from its public listing on the Nasdaq Stock Market. Remitly will utilise this fund to accelerate growth through innovation and further expansion into digital banking. Remitly reported a send volume of US$20bn, representing 70% growth for its financial year ended 31 December 2021.

Edtech

Edtech grew revenue by 270% (55%) to US$425m. Following M&A, most notably the acquisition of a controlling stake in Stack Overflow and M&A within the BYJU'S group, trading losses increased to US$117m from US$14m in the prior year.

Education remains a significant and high-potential sector with compelling secular tailwinds such as population growth in emerging markets, improving education levels worldwide and workforce reskilling and upskilling on the back of digital economy transformation trends. The portfolio consists of 12 investments, with Stack Overflow, Skillsoft, GoodHabitz, Udemy and BYJU'S representing almost 90% of revenue for the year.

Our Edtech portfolio covers both the workplace learning and K–12 sectors of the market. Our investments in the workplace learning sector through Stack Overflow, Skillsoft, GoodHabitz, Udemy and Codecademy, together reach 90% of Fortune 100 companies. The success and impressive reach of our K–12 companies are evident in Brainly's more than 300 million monthly users and BYJU'S expansion from India into the West.

Stack Overflow, one of the 50 most popular websites in the world, has built a global, highly engaged developer and technologist community over the past 13 years, and now serves more than 100 million people across the world every month. Since acquisition in August 2021 for US$1.7bn, Stack Overflow has grown total bookings by 62% year on year, excluding the legacy talent business, which was discontinued ahead of the acquisition. The business has contributed revenue and trading losses of US$54m and US$34m respectively, driven by growth in Stack Overflow for Teams, which enables organisations to build their own communities on top of the open platform. By March 2022, Stack Overflow had more than 1 000 paying teams generating an annual recurring revenue (ARR) of US$42m, representing growth of 61% compared with the prior period. Trading losses for the year increased, reflecting increased investment in engineering and product development initiatives, sales headcount and marketing programme expenses and general and administrative costs associated with growing the business.

In June 2021 we also concluded a US$500m investment for 38% of Skillsoft, a global leader in digital workplace learning. Skillsoft is listed on the New York Stock Exchange (SKIL.N) and was a rare Edtech investment opportunity that combined scale and profitability. For the year to 31 January 2022, Skillsoft grew bookings by 7%, meaningfully above original guidance, returning the company to revenue positive growth of 1%. Skillsoft's client base is centred on large, blue-chip enterprises, representing over 75% of Fortune 1000 companies and its services are used by almost 90 million[6] learners globally across 160 countries.

[6] Comprised 51 million enabled learners on Skillsoft on-demand platforms as of 31 January 2022 plus over 40 million who have registered to learn on the Codecademy platform

SEGMENTAL REVIEW (continued)

Ecommerce (continued)

Edtech (continued)

Prosus started equity-accounting Skillsoft results from 1 October 2021, given a three-month lag period for reporting financial information. Accordingly, six months of equity-accounted results for Skillsoft are included in the current financial year. In April 2022, Skillsoft acquired Codecademy, which was an investment within Prosus's Edtech portfolio, to accelerate growth for both companies and strengthen technology and product development to drive incremental topline growth and value creation. More information on Skillsoft is available at https://investor.skillsoft.com.

In June 2021, we invested US$258m for a 62% interest in GoodHabitz, a fast-growing European provider of online training for corporates and small and medium-sized enterprises. GoodHabitz offers over 1 100 courses in 12 different languages to nearly 2 260 enterprise customers. GoodHabitz continues to expand beyond its home market of the Netherlands, and is now operational in 12 other European countries.

For the year, GoodHabitz contributed revenue of US$29m and a trading loss of US$6m to segment results, reflecting the business's investment to scale. GoodHabitz is focusing on strengthening the European position via existing and new countries.

Furthermore, there are investments in new countries outside Europe, focusing on Latin America, India and Indonesia. Finally, GoodHabitz is heavily investing in add-ons on the current course library, in new product market combinations and up- and cross-sell possibilities via the introduction of new and additional online services.

Udemy, a global education marketplace for lifelong learners that gives over 52 million learners access to more than 196 000 courses in 75 languages, listed on the Nasdaq Stock Market (UDMY) in October 2021. The platform offers courses that can be accessed through the direct-to-consumer or Udemy Business offerings, which has over 11 600 enterprise customers. For its year ended 31 December 2021, Udemy reported strong revenue growth of 20% to US$516m with consumer revenue totalling US$329m, up 1% and Udemy Business revenue reaching US$187m, up 81% compared with the prior year. Our share of Udemy's revenue was US$70m and a trading loss of US$5m. More information on Udemy is available at https://investors.udemy.com.

BYJU'S, a leader in personalised learning programmes for students in India, and India's most valuable start-up, continues its rapid growth in building global operations. It targets K–12 students and those taking competitive exams such as the GMAT. During the year, BYJU'S expanded its product offering with over US$2.5bn in acquisitions in India and abroad. These included Aakash, one of the largest coaching institutes for high school students; US-based Epic, an online reading platform for children; children's coding platform Tynker; Great Learning, one of India's leading edtech companies for professional and higher education; Toppr, an after-school learning app that provides learning courses and entrance exam tutoring; and online test preparation platform, Gradeup. BYJU'S revenue grew by almost 90%, mainly off the back of these acquisitions and from enhanced offerings such as BYJU'S FutureSchool, which offers one-on-one learning for coding and maths for kids.

Etail

eMAG

In the face of a strong offline recovery and global supply chain disruption, both GMV and revenue for eMAG, our leading ecommerce platform in Central and Eastern Europe, maintained scale and grew 3%, representing revenue of US$2.3bn. Successful initiatives such as eMAG's Genius loyalty subscription programme and Easybox lockers improved the overall customer experience and contributed to the growth. Genius subscriptions topped 335 000 from just 201 000 at September 2021 and now account for nearly one third of eMAG's sales in Romania. The business also deployed around an additional 1 500 Easybox lockers, totalling around 2 500 by March 2022 in Romania.

eMAG's core etail business delivered a trading profit of US$17m for the period. eMAG is taking advantage of its scale and momentum and investing to build the largest and fastest delivery network and to expand into online food and grocery delivery with its new verticals Tazz and Freshful.

SEGMENTAL REVIEW (continued)

Ecommerce (continued)

Etail (continued)

Tazz, eMAG's food delivery service, is scaling fast and has quickly become one of the top players in the highly competitive Romanian market, growing orders threefold compared with a year ago. The business has made significant investments to build its brand and customer base and is now focused on expanding to new cities and integrating into eMAG's Genius programme.

eMAG also launched Freshful to serve the underpenetrated and high-growth online grocery sector as a natural extension of eMAG's core etail business. By leveraging eMAG's brand, purchasing scale and delivery capabilities, Freshful is well positioned to delight customers and become a leader in the grocery space.

Given the additional investment, overall, eMAG reported a trading loss of US$34m for the year.

Takealot

Our South African Etail business, the Takealot group, grew GMV and revenue 46% (34%) and 36% (27%) respectively, despite a rebound in offline retail sales. The Takealot group remained near breakeven, with a trading loss of US$7m, or 1% trading loss margin, similar to the prior year.

Takealot.com, our leading ecommerce platform, successfully navigated the challenges of global supply chain constraints across multiple categories, especially consumer electronics. Takealot.com's third-party (3P) marketplace sales continue to outpace 1P sales and accounted for 52% of total GMV. Takealot.com delivered revenue growth of 29% (20%) for the year.

Despite increased competitive pressure from bricks-and-mortar retailers, Superbalist, one of South Africa's leading online fashion destinations, delivered strong revenue growth of 55% (43%) and improved its trading loss margin by almost 2 percentage points to 7% during the year.

MrD benefited from increasing awareness of online food delivery, a slower recovery of the restaurant market, and shifting consumer demand online. The business grew orders and GMV 51% and 51% respectively and improved overall profitability.

Tencent

Tencent achieved stable growth in a challenging year of 2021, thanks to the strength of its diversified portfolio of products, businesses and investments.

For the year ended 31 December 2021, Tencent's revenue grew 16% to RMB560bn. Non-IFRS profit attributable to shareholders (Tencent's measure of normalised performance) grew 1% to RMB124bn.

Revenues from value-added services increased by 10% to RMB292bn, with domestic games growing 6% to RMB129bn, international games increasing 31% to RMB46bn and social networks rising 8% to RMB117bn. Revenues from fintech and business services increased 34% to RMB172bn, and revenues from the online advertising business rose 8% to RMB89bn.

The combined monthly active users (MAU) of Weixin and WeChat increased 3.5% to 1.27 billion. Weixin's in-app short video services, Video Accounts, doubled its per-user time spent and total video views in the prior year. The Weixin Mini Programs ecosystem continued to grow, with daily active users (DAU) passing 450 million and independent merchants' annual transaction volume of physical goods more than doubling from the prior year.

Tencent sustained its domestic game-industry leadership as it cultivated its key IP franchises more deeply and broadly. In 2021, Tencent Games also achieved notable progress in global markets, developing and operating five of the top 10 mobile titles by DAU outside China. League of Legends World Championship remained the world's most popular eSports tournament, with 74 million peak concurrent viewers on its finals. Level Infinite, a new international game publishing brand, was launched to target international gamers.

Tencent continued to enhance its differentiated advertising solutions, with Weixin's daily active advertisers growing by over 30% year-on-year in the fourth quarter of 2021. Subscriptions for fee-based registered value-added services increased by 8% in 2021 to 236 million. Tencent maintained its leading position in long-form video with 124 million subscriptions.

Tencent's mobile payment platform continued to benefit from expanded use cases and increased transactions. Weixin Pay strengthened its support to small and medium merchants and deepened its cooperation with the Peoples' Bank of China and UnionPay.

SEGMENTAL REVIEW (continued)

Ecommerce (continued)

Tencent (continued)

For communication and collaboration SaaS, Tencent upgraded the integration among WeCom, Tencent Meeting and Tencent Docs to provide enhanced solutions for enterprises. Tencent has also enabled differentiated CRM functions in WeCom via deepened connection with Weixin.

Tencent will continue to adhere to its strategy of delivering superior experiences to users, assisting enterprises to digitalise their operations and contributing to the society at large.

More information on Tencent's results is available at www.tencent.com/en-us/investors.html.

PROSPECTS

Our strategy continues to build valuable, global consumer internet businesses. The fundamentals of our businesses remain sound and we continue to have conviction in the platforms we have built and invested in and remain excited about the opportunities before us.

While we remain focused on executing our strategy, we are ever-aware of the realities surrounding us and of the uncertainty caused by macroeconomic and geopolitical pressure impacting the broader capital markets.

We are long-term investors and have invested through various economic downturns in volatile internet markets. We will remain disciplined in our capital allocation decisions as there is now a higher bar set on investments. We will continue to drive profitability in our core businesses and take action to manage expenses and free cash flow, even while we invest across our portfolio for growth, now and into the future. We will focus on organic investment, particularly in autos transaction, credit and digital banking, food and grocery delivery, to build capabilities, expand ecosystems and improve competitiveness to accelerate growth and deliver strong returns across our portfolio.
A healthy liquidity profile is helpful in times of turbulence and uncertainty and our ambition remains to manage the balance sheet within our investment grade rating.

Finally, we remain committed to taking structural and behavioural actions to unlock value for our shareholders over time.

SHARE CAPITAL

The authorised share capital at 31 March 2022 was:

- 1 250 000 A ordinary shares of R20 each
- 500 000 000 N ordinary shares of 2 SA cents each

The issued share capital at 31 March 2022 was:

- 961 193 A ordinary shares of R20 each
- 435 511 058 N ordinary shares of 2 SA cents each

Refer to note 24 to the consolidated annual financial statements for information regarding changes in the group's share capital during the year.

DIVIDENDS

A dividend will be paid in relation to the Naspers N ordinary shares and A ordinary shares from the amount that Naspers receives from Prosus as a terminal economics distribution under the cross-holding agreement between Naspers and Prosus as referred to in the Prosus results announcement dated 27 June 2022.

The directors have performed the required solvency and liquidity tests required by the Companies Act of South Africa.

Directors' report to shareholders

for the year ended 31 March 2022

GROUP

Naspers is not a subsidiary of any other company. The name, country of incorporation and effective financial percentage interest of the holding company in each of the Naspers group's principal subsidiaries are disclosed in note 8 to the consolidated annual financial statements.

Details relating to significant acquisitions and divestitures during the year are highlighted in note 6 to the consolidated annual financial statements.

DIRECTORS

On 1 April 2021, in line with our retirement policy, Don Eriksson retired from the board. He was also chair of the audit, risk, social, ethics and sustainability committees. The board thanks Don for his invaluable contribution and excellent chairing of these committees. Steve Pacak was appointed chair of the audit and risk committees and Debra Meyer chair of the social, ethics and sustainability committee.

Rachel Jafta stepped down as a member of the audit committee from 25 August 2021. The board thanks Rachel for her sterling contribution to the committee over several years.

Angelien Kemna was appointed as an independent non-executive director on 15 April 2021. She also became a member of the audit committee to fill the vacancy on the retirement of Don Eriksson with effect from 25 August 2021.

In August 2021, Emilie Choi resigned as a director of Naspers. She was also a member of the company's risk, and human resources and remuneration committees. The board thanks Emilie for her valued contribution. Angelien Kemna was appointed a member of the risk committee on 9 September 2021.

On 1 April 2022, in line with our retirement policy, Ben van der Ross retired from the board as well as the Naspers social, ethics and sustainability and the Prosus sustainability committees. The board thanks Ben for his invaluable contribution over the years.

Shar Dubey was appointed to the board of Naspers with effect from 1 April 2022. Her appointment to the board of Prosus is subject to approval at the annual general meeting of Prosus to be held in August 2022.

DIRECTORS (continued)

Directors and attendance at meetings:

	Date first appointed in current position	Date last appointed	Ten board meetings were held during the year. Attendance:	Category
J P Bekker[1]	17 April 2015	23 August 2019	10	Non-executive
V Sgourdos[1]	1 July 2014	29 August 2014	10	Executive
B van Dijk[1]	1 April 2014	29 August 2014	10	Executive
E Choi[2]	21 April 2017	21 August 2020	7	Independent non-executive
H J du Toit	1 April 2016	25 August 2021	10	Independent non-executive
C L Enenstein	16 October 2013	25 August 2021	10	Independent non-executive
D G Eriksson[3]	16 October 2013	21 August 2020	-	Independent non-executive
M Girotra	01 October 2019	21 August 2020	7	Independent non-executive
R C C Jafta[1][4]	23 October 2003	21 August 2020	10	Independent non-executive
AGZ Kemna[5]	15 April 2021	25 August 2021	9	Independent non-executive
F L N Letele	22 November 2013	25 August 2021	10	Non-executive
D Meyer	25 November 2009	23 August 2019	9	Independent non-executive
R Oliveira de Lima	16 October 2013	25 August 2021	10	Independent non-executive
S J Z Pacak[1][6]	15 January 2015	23 August 2019	10	Non-executive
M R Sorour [1]	15 January 2015	21 August 2020	10	Non-executive
J D T Stofberg	16 October 2013	23 August 2019	10	Non-executive
B J van der Ross[7]	12 February 1999	25 August 2021	10	Independent non-executive
Y Xu	26 June 2020	21 August 2020	10	Independent non-executive

Notes

[1] *Members of the projects committee.*

[2] *Retired as a director and member of all the committees on 26 August 2021.*

[3] *Retired as a director and member of all the committees on 01 April 2021*

[4] *Resigned from the audit committee with effect from 25 August 2021.*

[5] *Appointed as a director and to the audit committee with effect from 15 April 2021 and appointed to the risk committee with effect from 9 September 2021.*

[6] *Appointed as chair of the audit committee with effect from 1 April 2021.*

[7] *Retired as a director with effect from 1 April 2022.*

DIRECTORS (continued)

Committees and attendance at meetings:

	Projects committee		Audit committee[1]		Risk committee		Human resources and remuneration committee[1]		Nomination committee[1]		Social, ethics and sustainability committee		
	Zero meeting held during the year.		**Four meetings held during the year. Attendance:**		**Five meetings held during the year. Attendance:**		**Five meetings held during the year. Attendance:**		**Four meetings held during the year. Attendance:**		**Three meetings held during the year. Attendance:**		**Category**
J P Bekker	√	-					√	5	√	4			Non-executive
B van Dijk	√	-			√	5					√	3	Executive
V Sgourdos	√	-			√	4					Alt	3	Executive
E M Choi[2]					√	1	√	3					Independent non-executive
H J du Toit									√	4			Independent non-executive
C L Enenstein							√	5	√	4			Independent non-executive
D G Eriksson[3]			√	-	√	-					√	-	Independent non-executive
M Girotra			√	3									Independent non-executive
R C C Jafta[4]	√	-	√	1	√	5			√	4	√	3	Independent non-executive
AGZ Kemna[5]			√	4	√	4							Independent non-executive
F L N Letele											√	2	Non-executive
D Meyer											√	3	Independent non-executive
R Oliveira de Lima							√	5	√	4			Independent non-executive
S J Z Pacak[6]	√	-	√	4	√	5							Non-executive
M R Sorour	√	-											Non-executive
J D T Stofberg											√	3	Non-executive
B J van der Ross[7]											√	3	Independent non-executive
Y Xu													Independent non-executive
M Davidson											√	2	Executive

Notes

(1) *Executive directors attend meetings by invitation.*

(2) *Retired as a director and member of all the committees with effect from 26 August 2021.*

(3) *Retired as a director and member of all the committees on 01 April 2021.*

(4) *Resigned from the audit committee with effect from 25 August 2021.*

(5) *Appointed as a director and to the audit committee with effect from 15 April 2021 and appointed to the risk committee with effect from 9 September 2021.*

(6) *Appointed as chair of the audit committee with effect from 1 April 2021.*

(7) *Retired as a director with effect from 1 April 2022.*

√ *Member of committee.*

Alt Alternate director

Report of the audit committee

for the year ended 31 March 2022

I am pleased to present the report of the audit committee (the committee) for the year ended 31 March 2022. The committee submits this report, as required by section 94 of the South African Companies Act No 71 of 2008 (the Act).

MEMBERS OF THE AUDIT COMMITTEE AND ATTENDANCE AT MEETINGS

This committee comprises independent non-executive directors.

Don Eriksson retired as a board member with effect from 1 April 2021 and Steve Pacak was appointed as chair of this committee. All members are financially literate and have business and financial acumen. The committee held four meetings during the past financial year. The chief executive and financial director attend committee meetings by invitation.

The names of the members who were in office during the financial year and the details of the committee meetings attended by each of the members are shown on page 15.

The committee has unrestricted access to company information falling within its mandate and will liaise with management on the information it requires to carry out its responsibilities. Both internal and external auditors have unrestricted access to the committee. The internal and external auditors also have the opportunity at two meetings per year to report to the committee in the absence of management, or when appropriate to do so.

The chair of the board is not a member of the committee but may attend meetings by invitation. Board members are entitled to attend committee meetings as observers. However, non-committee members are not entitled to participate without the consent of the chair, do not have a vote and are not entitled to fees for attendance.

RESPONSIBILITIES

This committee's main responsibilities, in addition to its responsibilities in terms of the South African Companies Act, are as follows:

- Annually review and assess the charters of the group's significant subsidiaries' audit committees and review their annual assessment of compliance with their charters to establish if the committee can rely on the work of the subsidiary companies' committees.
- Perform a formal annual evaluation of whether the committee has fulfilled its responsibilities in terms of its charter and reporting these findings to the board.
- Review and approve for presentation to and approval by the board, the company's integrated annual report, director reports, annual financial statements, interim and provisional reports and summarised consolidated financial statements, and any other company press releases with material financial or internal control impacts.
- Disclose in the annual report significant matters that the committee has considered in relation to the annual financial statements, and how these were addressed by the committee.
- Review the documented assessment of the viability of the company and the group on a going-concern basis, making recommendations to the board relating thereto. The committee should be alert to the general viability of the company and the group with regard to its reliance and effects on the total resources it uses and affect, its solvency and liquidity, and its status as a going concern.
- Receive the external auditors' reports directly from the external auditors, including the receipt and review of reports, which furnish, in a timely fashion, information relating to:
    - critical accounting policies and practices to be used in the preparation of the financial statements;
    - alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the external auditors' preferred treatment;
    - the external auditors' internal quality control procedures (such reports to be received annually), describing any material issues raised by the most recent internal quality control review or peer review of the external auditors, (such reports to be received annually), or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, in respect of one or more independent audits carried out by the external auditors, and any steps taken to deal with any such issue;

RESPONSIBILITIES (continued)

- a written statement in respect of relationships between the external auditors and the company, which the audit committee will use to investigate any relationships disclosed therein that may impact the external auditors' objectivity and independence, and take appropriate action to oversee the external auditors' independence;
- confirmation of the external auditors' continued registration with the JSE;
- other material written communications between the external auditors and management; and
- other required disclosures to the audit committee by the external auditors.

- Annually review external audit and disclose the committee's views on the quality of the external audit and independence, when required, with reference to audit quality indicators such as those that may be included in inspection reports issued by external audit regulators.
- Evaluate the lead partner of the external auditors, who will be subject to regular rotation as required by applicable regulations.
- Present the committee's conclusions in respect of the nomination for appointment as external auditors to the board, preceding the annual request to shareholders to approve the appointment of the external auditors.
- Approve the external auditor's terms of engagement and remuneration. Evaluate and provide commentary on the external auditors' audit plans, scope of findings, identified issues and reports.
- Preapprove all audit and audit-related services provided by the external auditors.
- Develop a policy for the board to approve with regard to non-audit services performed by the external auditors. Approve non-audit services provided by the external auditor in accordance with the policy.
- Receive notice of reportable irregularities (as defined in the Auditing Profession Act) that have been reported by the external auditor to the Independent Regulatory Board for Auditors.
- Oversee the management of financial and other risks that affect the integrity of external reports issued by the company.
- Based on the information provided by the various assurance providers, evaluate the effectiveness of internal financial controls and disclose the committee's views in the Naspers integrated annual report on the effectiveness of the design and implementation of internal financial controls and on the nature and extent of any significant weaknesses in the design, implementation or execution or internal financial controls that resulted in material financial loss, fraud, corruption or error. Such views must be reported to the board and in the integrated annual report.
- Approve and recommend to the board for approval the internal audit charter, which must be reviewed annually.
- Overseeing the internal audit function and assisting the board in fulfilling the following responsibilities:
  - Setting the direction for internal audit arrangements needed to provide objective and relevant assurance that contributes to the effectiveness of governance, risk management and control processes.
  - Ensure that arrangements for internal audit provide for the necessary skills and resources to address the complexity and volume of risk faced by the company, and that internal audit is supplemented as required by specialists.
  - Confirm the appointment or dismissal of the head of the group's internal audit function and periodically review his or her performance.
  - Monitor that internal audit follows an approved risk-based internal audit plan, reviews the organisational risk profile regularly, and propose adaptations to the internal audit plan accordingly.
  - Ensure internal audit provides a statement annually as to the effectiveness of the company's governance, risk management and control process.
  - Ensure the internal audit function is subject to an external, independent quality review every five years.
  - Obtain confirmation annually from the head of the group's internal audit function that internal audit conforms to a recognised industry code of ethics.
- Evaluate and disclose the audit committee's views on the effectiveness of the head of internal audit and the arrangements for internal audit, as well as approving the annual internal audit plan and any material changes thereto.

RESPONSIBILITIES (continued)

- Review internal audit's and the risk committee's reports to the committee.
- Review procedures to ensure that the requirements of the relevant stock exchanges are complied with.
- Review Naspers practices in light of the King IV™ code on Corporate Governance for South Africa, as amended from time to time, and make specific disclosures recommended by the King IV™ Code.
- Monitor compliance with the board-approved group levels of authority.
- Related-party transactions:
    - within the confines and requirements of the South African Companies Act, approve all related-party transactions between US$5 million and US$50 million (in excess of US$50 million only the board to approve) (except those between wholly owned, direct and indirect subsidiaries of Naspers, which would be reviewed in the context of accounting disclosure requirements) as defined by the JSE and IAS 24 *Related Party Disclosures* (IAS24);
    - all related-party transactions as defined by IAS 24 to a value of less than US$5 million must be brought to the attention of the audit committee at the most convenient meeting closest to when the transaction is concluded; and
    - furthermore, the audit committee will review, approve and recommend to the board for approval material related party transactions outside the ordinary course of business, or on terms other than normal market terms, as required by the relevant laws and regulations.
- Evaluate:
    - legal matters which may affect the financial statements;
    - matters of significance reported by the internal and external auditors, and any other parties, including implied potential risks to the group and recommendations on appropriate improvements;
    - major unresolved accounting or auditing issues; and
    - progress in respect of the completion of all unfinished matters reported by the internal and external auditors.
- Establish procedures for the receipt, retention and treatment of complaints received by the company regarding accounting, internal control, auditing matters, risk management and management or other fraudulent activities, including procedures for confidential, anonymous reporting by employees in respect of questionable matters.
- Annually evaluate the performance of and appropriateness of the expertise and experience of the financial director and the finance function. The results of the review to be disclosed in the integrated annual report.
- Compile a report to be inserted in the financial statements, describing how the committee carried out its functions and stating whether the committee is satisfied that the external auditors were independent of the company. Include in that report a statement regarding the effectiveness of the internal controls and, specifically, of the internal financial controls.
- Assisting the board in fulfilling the following responsibilities:
    - Ensuring that arrangements for assurance services are effective in achieving the following objectives:
        - enabling an effective internal control environment;
        - supporting the integrity of information used for internal decision-making by management, the board and its committees; and
        - supporting the integrity of external reports.
    - Ensuring that a combined assurance model is applied that incorporates and optimises the various assurance services and functions so that, taken as a whole, these support the objectives for assurance.
    - Ensuring that the combined assurance model is designed and implemented to cover effectively the company's significant risks and material matters through a combination of assurance service providers and functions as is appropriate for the company.

RESPONSIBILITIES (continued)

- Disclosing in the annual report the arrangements in place for combined assurance and the committee's views on its effectiveness.

- Execute assignments commissioned by the board.

Some responsibilities of this committee may also be a responsibility of the company's risk committee.

KEY FOCUS AREAS DURING THE YEAR

The committee's key focus areas during the year included:

- Discharging its functions in terms of its charter;
- Assessing the impact of the changes to accounting standards;
- Mandatory audit firm rotation;
- Ensuring group reporting meets JSE Listings Requirements and any other requirements which arise due to Naspers's listings;
- Assessing the economic impact of the conflict in Ukraine on the group;
- Engage with the JSE in terms of the proactive monitoring of financial statements;
- Reviewing and approving the new US dollar and euro bonds issued in both July 2021 and January 2022; and
- Continued implementation of the King IV™ recommendations.

FINANCIAL STATEMENT REPORTING ISSUES

The committee's main responsibility in relation to the group's financial reporting is to review, with both management and the external auditor, the appropriateness of the group's consolidated annual financial statements with its primary focus on:

- the quality and acceptability of accounting policies and practices;
- material areas where significant judgements have been made, along with any significant assumptions or estimates, or where significant issues have been discussed with or challenged by the external auditor; and
- an assessment of whether the consolidated and company annual financial statements, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the group's position and performance, business model and strategy.

The significant judgements and issues and conclusions reached/actions taken by the committee in relation to the 2022 annual financial statements are outlined in the table below. The significant judgements and issues are broadly comparable in nature to prior years. Each of these matters was discussed with the external auditor and, where appropriate, has been addressed as a key audit matter in the report on the audit of the consolidated and company financial statements on pages 30 to 36 of the annual financial statements.

Significant reporting matter	Conclusions reached/actions taken
Applicable to the consolidated financial statements	
Accounting for the voluntary share exchange transaction Following the approval by an extraordinary general meeting of shareholders in July 2021, the Group executed a voluntary share exchange transaction, whereby newly issued Prosus N ordinary shares were exchanged for Naspers N ordinary shares, resulting in Prosus holding 45.8% of the Naspers N ordinary shares coupled with the 3.7% previously acquired as part of the share repurchase programme in June 2021 a combined interest of 49.5%. This represented a 49.9% economic interest in Naspers.	The committee acknowledged the complexity related to the share exchange transaction and reviewed the accounting, assumptions, judgements and disclosure of the share exchange transaction in the annual financial statements. The committee concluded that that accounting and disclosure of share exchange transaction in the consolidated annual financial statements is appropriate. The committee was satisfied with the adjustments made and the critical judgements applied by management.

Significant reporting matter	Conclusions reached/actions taken
Applicable to the consolidated financial statements	
A cross-holding agreement was concluded between Naspers and Prosus that arranged future distributions by Prosus and Naspers through a waiver by Prosus of its entitlement to distributions that originates from Prosus on the Naspers shares that it holds. On the date of the transaction Prosus recognised a fair value through other comprehensive income (FVOCI) investment amounting to US$385 million representing the sum-of-the-parts of the underlying components of its residual interest in the Naspers group. Under the cross-holding agreement, and embedded in the articles of association, Naspers has waived its entitlement to distributions from Prosus for a calculated number of the N ordinary shares it holds in Prosus. These represent the portion of the Prosus N ordinary shares that Prosus indirectly owns in itself and have been excluded from the weighted average number of shares in the earnings per share calculation, since these shares do not have an economic interest in the earnings of the group. Based on these distribution rights above, Naspers holds an economic interest in Prosus of 42.3% as at 31 March 2022. Management applied significant judgement in determining the accounting for the transaction, the valuation of Prosus' residual interest in Naspers and the earnings per share information considering the cross-holding arrangement. The accounting for the voluntary share exchange transaction was considered as a significant reporting matter due to the complexity of the transaction, the magnitude of the amounts involved, and the significant judgements applied by management in the accounting for the transaction.	
Accounting for the equity-accounted investments in Tencent Holdings Limited (Tencent) Equity-accounted investments (refer to notes 10 and 11) are significant to the consolidated annual financial statements and the group is required to make certain adjustments to the underlying results of investees in respect of any significant transactions that occur between the investees' year-ends and 31 March. These adjustments require the exercise of critical management judgement and are significant in terms of magnitude. Accounting for the group's investment in Tencent was a significant matter due to the significant contribution of the	The committee received feedback from the group's representatives on the committees of Tencent and other significant equity-accounted investments. The committee reviewed the reporting of the contribution of equity-accounted investments to the group's results and financial position as part of their review of the consolidated annual financial statements. In addition, the committee received reporting from management on significant transactions related to equity accounted investments (ie dividends and disposals), the significant lag-period adjustments and/or adjustments made to the underlying results of investees to align the investees' accounting policies to those of the group.

Significant reporting matter	Conclusions reached/actions taken
Applicable to the consolidated financial statements	
entity to the consolidated results of the group and the fact that Tencent has a year-end that is not coterminous with that of the group. Furthermore during April 2021, the Group sold 2% of Tencent's issued share capital resulting in a gain on partial disposal of US$12.3 billion. Also in December 2021, Tencent declared a special interim dividend in the form of shares in JD.com which was distributed on 25 March 2022. For further information refer to note 2 and note 10.	The committee was satisfied with the adjustments made and the critical judgements applied by management.
Valuation of intangible assets arising as a result of acquisitions The Group concluded acquisitions of subsidiaries and associates throughout the year, most notably the acquisition of 100% interest in Stack Overflow for a consideration of US$1.7 billion and the acquisition of an additional interest in associate Delivery Hero of 6.3% for US$2.5 billion. In accordance with IFRS 3, 'Business Combinations' and IAS 28, 'Investments in Associates and Joint Ventures', the accounting for these acquisitions requires management to perform a purchase price allocation which requires significant judgement by management to determine the fair value of the identifiable assets and liabilities and the resulting goodwill. As part of the valuation process, management involved external valuation experts to assist in the determination of the purchase price allocation and valuation of identified assets and liabilities. The valuation of the intangible assets arising as a result of acquisitions was a matter of significance due to the judgement and complexity involved in performing the purchase price allocations, specifically the underlying estimates involved in forecasting cash flows and other significant assumptions used in the valuation. The valuation of intangible assets arising as a result of acquisitions was considered as a significant reporting matter due to the magnitude of the acquisitions during the year, the significant judgement applied by management in identifying acquired intangible assets and in the assumptions underlying the valuation thereof.	The committee acknowledged the complexity related to the judgement and complexity involved in performing the purchase price allocations, specifically the underlying estimates involved in forecasting cash flows and other significant assumptions used in the valuation. The committee concluded that that accounting and disclosure of the purchase price allocation and valuation identified assets and liabilities of in the consolidated annual financial statements is appropriate. Based on this, the committee was satisfied with the adjustments made and the critical judgements applied by management.
Impairment testing of assets including goodwill, other intangible assets and investments Goodwill and intangible assets The increase in risk-free rates and the war in Ukraine at the beginning of the 2022 calendar year resulted in the need to update the goodwill impairment assessment performed at 31 December 2021. The impact of the war in Ukraine did not result in an impairment of goodwill for the businesses in Russia or Ukraine. The group's net asset value includes significant amounts of goodwill and intangible assets (refer to notes 7 and 34). These balances are tested at least annually for impairment at	The committee received impairment reporting from management including the results of the group's annual impairment testing of goodwill and those assets where indicators of impairment existed. The committee reviewed this reporting in terms of the consistent application of management's testing methodology, the achievability of business plans and forecasts based on current and past performance, the Naspers board approval thereof and the critical assumptions applied. In addition, as impairment testing remains a key area of focus for the group's external auditor, the committee reviewed the external auditor's reporting on impairment

Significant reporting matter	Conclusions reached/actions taken
Applicable to the consolidated financial statements	
the level of individual cash generating units (CGUs). The recoverable amounts of the CGUs were based on either the fair value estimates by reference to recent funding rounds or market transactions (where applicable) or value in use estimates using discounted cash flow models. This process involves complex calculations and the exercise of critical management judgement regarding assumptions and estimates. Investment in associates The recent decline in the share price of Delivery Hero and SkillSoft was identified as an impairment indicator for these associate investments.	testing and the valuations used for this purpose. The committee also received detailed written feedback from management on how valuation principles, areas of judgement and forecasts have been impacted by current economic conditions. The impairment assessments for equity-accounted associates and joint ventures considered the financial performance of the investments during the period and determined whether there were any significant indicators, such as a decline in the market capitalisation for listed investments, significant market movements or any material financial losses for unlisted investments, that would result in an impairment loss. The group used its budgets and forecasts to perform discounted cash flow valuations in order to determine the recoverable amount (the higher of its value in use and market prices) of its equity accounted associates and joint ventures to identify whether any impairments should be recognised. Of all listed equity-accounted investments, impairment indicators were identified for Delivery Hero and Skillsoft due to the decline in their respective market capitalisations. The carrying value exceeded the recoverable amount for all listed investments with the exception of the investment in Skillsoft. For all unlisted equity accounted investments a net impairment loss of US$3m was recognised mainly due to the equity accounted associates and joint venture performance during the current year falling below expectations. Consequently, the committee was satisfied with the appropriateness of the analysis performed by management and the impairment-related disclosures in the consolidated annual financial statements.
Share-based payments The group has a number of share-based compensation schemes (refer to note 37). The share-based payments arising therefrom involve complex valuations and the use of critical management judgement regarding assumptions, the classification of the schemes and estimates.	The committee acknowledged that the human resources and remuneration committee reviews the valuations, including assumptions and allocations, of the share-based compensation schemes as well as the various scheme rules. The committee noted the report of the human resources and remuneration committee will be tabled at the Naspers board meeting in August and will detail the results of these reviews as per the normal process. The committee noted that these valuations and the underlying assumptions are used for the accounting of share-based payments. The committee also reviewed the accounting and disclosure of share-based payments in the annual financial statements. As a result, the committee concluded that that accounting and disclosure of share-based payments in the consolidated annual financial statements is appropriate.

Report of the audit committee

for the year ended 31 March 2022

INTERNAL AUDIT

The committee has oversight of the consolidated and company financial statements and reporting process, including the system of internal financial control. It is responsible for ensuring that the group's risk and audit function is independent and has the necessary resources, standing and authority in the organisation to discharge its duties.

The committee oversees cooperation between internal and external auditors and serves as a link between the board of directors and these functions. The head of risk and audit reports functionally to the chair of the committee and administratively to the financial director. An assessment of the effectiveness of the risk and audit function, as well as the head of risk and audit, is performed annually by the committee. Based on the assessment, the committee is of the opinion that the risk and audit function, as well as the head of risk and audit, is effective.

EFFECTIVENESS OF THE COMPANY'S INTERNAL FINANCIAL CONTROLS

The committee reports to the board that it is of the opinion that, based on enquiries made and the reports from the internal and external auditors, the internal financial controls of the company and its investments are effective. Although the committee was appraised of certain areas in which control improvements are recommended, have started or have been completed, after consideration it is of the opinion that none of these imply a material weakness in financial control of the company and its subsidiaries for the year under review.

INDEPENDENCE AND EFFECTIVENESS OF THE EXTERNAL AUDITOR

PricewaterhouseCoopers Inc. (PwC) was reappointed as auditor of the company until the next annual general meeting. PwC has been the auditor of Naspers for 106 years. The committee believes that the auditor has observed the highest level of business and professional ethics. The committee is satisfied that the auditor has at all times acted with unimpaired independence.

Details of fees paid to the external auditor are disclosed in note 15 to the annual financial statements on page 82.

All non-audit services were approved by the committee during the current financial year in accordance with the board-approved policy on non-audit services performed by the external auditor. The partner responsible for the audit is required to rotate every five years. The committee meets with the auditor independently of senior management.

During the year, the audit committee reviewed a representation by the external auditor and, after conducting its own review, confirmed the independence of the auditor. The quality of the external audit was reviewed, focusing on a range of factors considered relevant to audit quality and feedback from PwC on their performance against their own objectives, the committee concluded the external audit to be satisfactory.

It was confirmed that no unresolved issues of concern exist between the group and the external auditors.

MANDATORY AUDITOR ROTATION

Following an extensive tender process under leadership of the committee, the company announced its proposal to appoint Deloitte as the company's new auditor for a term of four years starting 1 April 2023.

At the start of the tender process, a number of selection criteria were defined, including: the proposed audit team, the organisation of the audit team, the technical consultation process the audit approach, fee structure, flexibility and ability to respond to a changing environment, the transition plan, reputation and credentials and ability to mobilise relevant expertise and resources. The tender process included site visits to the most important markets and workshops with the group functions and business groups, which provided the opportunity to evaluate who the next auditor should be. These impressions, together with a comparison of the written tender offers, followed by presentations to the executive directors, senior management and members of the committee, led to a decision of the board to propose and recommend the appointment of Deloitte to the shareholders.

The decisive factors to recommend Deloitte were the consistent strong performance of the proposed team, the best perceived integrated audit approach and competitive fee proposal. The company's current auditor will remain in function until the conclusion of the audit for the financial year 2023.

CONFIDENTIAL MEETINGS

Audit committee agendas provide for confidential meetings between committee members and the internal and external auditors.

Report of the audit committee

for the year ended 31 March 2022

EXPERTISE AND EXPERIENCE OF FINANCIAL DIRECTOR AND THE FINANCE FUNCTION

As required by JSE Listings Requirement 3.84(h), the committee has satisfied itself that the financial director has appropriate expertise and experience. In addition, the committee satisfied itself that the composition, experience and skill set of the finance function met the group's requirements.

Based on an assessment performed annually, the committee is of the opinion that the finance function, as well as the financial director, is effective.

COMBINED ASSURANCE

The board does not only rely on the adequacy of the internal control embedment process, but considers reports on the effectiveness of risk management activities from the risk committee. The committee ensures that the assurance functions of management as well as internal and external audit are sufficiently integrated and is satisfied with the effectiveness of the arrangements for combined assurance. The various assurance providers to the board comprise the following:

- Senior management and the risk committee consider the company's risk strategy and policy, along with their effectiveness and efficiency. The risk committee also considers the adequacy of risk management strategies, systems of internal control, risk profiles and legal compliance. The committee receives assurance from the risk committee that risk management activities are sufficiently addressed and effective.
- the committee considers the systems of internal control, internal and external audit reports and also reviews the independence of the auditor, the extent and nature of audit engagements, scope of work and findings. This committee also reviews the level of disclosure in the consolidated annual financial statements and the appropriateness of accounting policies adopted by management, and jointly with the risk committee considers material issues of fraud and reporting on fraud. The board reviews the performance of the committee against its charter.

The chair of the committee reports to the board at the board meeting following each committee meeting on matters addressed by the committee at its last meeting.

DISCHARGE OF RESPONSIBILITIES

The committee determined that, during the financial year under review, it had discharged its legal and other responsibilities as outlined in terms of its remit, details of which are included in the full corporate governance report on www.naspers.com. The board concurred with this assessment.

KEY FOCUS AREAS GOING FORWARD

The committee's key focus for the 2023 financial year include:

- Discharging its functions in terms of its charter.
- Assessing the impact of changes to accounting standards.
- Ensuring group reporting meets JSE Listings Requirements and any other requirements which arise due to Naspers's listings.
- Ongoing compliance with King IV™ .
- Overseeing the mandatory audit firm rotation process.
- focussing regularly on the group's working capital requirements and ensuring that the group and its subsidiaries continue to operate as going concerns.
- Reviewing and monitoring the accounting for potential mergers, acquisitions and disposal and the conduct of impairment tests.



Steve Pacak
Chair: Audit committee
25 June 2022

Report on the audit of the consolidated and separate financial statements

Independent auditor's report

To the Shareholders of Naspers Limited

Report on the audit of the consolidated and separate financial statements

Our opinion

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of Naspers Limited (the Company) and its subsidiaries (together the Group) as at 31 March 2022, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa.

What we have audited

Naspers Limited's consolidated and separate financial statements set out on pages 39 to 199 comprise:

- the consolidated and company statements of financial position as at 31 March 2022;
- the consolidated income statement for the year then ended;
- the consolidated and company statements of comprehensive income for the year then ended;
- the consolidated and company statements of changes in equity for the year then ended;
- the consolidated and company statements of cash flows for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated and separate financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

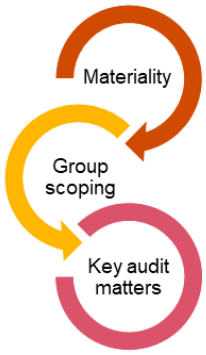
Independence

We are independent of the Group in accordance with the Independent Regulatory Board for Auditors' *Code of Professional Conduct for Registered Auditors* (IRBA Code) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)*.

Report on the audit of the consolidated and separate financial statements

Our audit approach

Overview



Overall group materiality

- US$500 million which represents 1% of consolidated net assets

Group audit scope

- We identified significant components based on the following indicators: consolidated revenue, consolidated profit before tax, consolidated total assets and consolidated total liabilities.
- We conducted full scope audits at 5 significant components, and other audit procedures on 7 other components due to their risk or contribution to the consolidated financial statements.
- Virtual site reviews were performed by the group team for the work performed by PwC teams in China (Tencent Holdings Limited (Tencent)), Romania (Etail segment), Poland (Classifieds segment), Brazil (Movile, including iFood) and the Netherlands (Prosus N.V. Group).

Key audit matters

- Accounting for the voluntary share exchange transaction (applicable to the consolidated financial statements);
- Accounting for the equity accounted investment in Tencent Holdings Limited (applicable to the consolidated financial statements);
- Valuation of intangible assets arising as a result of acquisitions (applicable to the consolidated financial statements);
- Impairment assessment of goodwill and intangible assets arising from business combinations and investments in associates (applicable to the consolidated financial statements) and investments in subsidiaries (applicable to the company financial statements); and
- Valuation of share-based compensation schemes and share-based payments (applicable to the consolidated financial statements).

As part of designing our audit, we determined materiality and assessed the risk of material misstatement in the consolidated and separate financial statements. In particular, we considered where management made important judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. In Note 3 of the consolidated financial statements and Note 1 of the company financial statements, the Company describes the areas of judgement in applying accounting policies and the key sources of estimation uncertainty. Significant market volatility in the current year demonstrated market uncertainties with respect to macro-economic and geopolitical conditions, which impacted the Company's assessment of the value of its investments, and therefore, we considered the following matters as key audit matters given the significant estimation uncertainty, the related higher inherent risk of material misstatement and the magnitude of the impact:

- accounting for the voluntary share exchange transaction;
- valuation of intangible assets arising as a result of acquisitions;
- impairment assessment of goodwill and intangible assets arising from business combinations and of investments in associates (applicable to the consolidated financial statements) and subsidiaries (applicable to the company financial statements); and
- valuation of share-based compensation schemes and share-based payments;

The most significant investment is in Tencent. We considered the accounting for this investment also as a key audit matter.

We considered these matters as key audit matters as set out in the section 'Key audit matters' of this report.

Other areas of focus that were not considered to be key audit matters, were the accounting for corporate transactions (other than those that are included as part of key audit matters), valuation of put option liabilities, the accuracy, occurrence and completeness of revenue recognition and the impact of the Russian government's military invasion of Ukraine on the financial statements.

We ensured that the audit teams at both group and component level included the appropriate skills and competencies which are needed for the audit of a company with a diversified investment portfolio as well as the audit of the various consumer internet businesses. We therefore included in our team specialists and experts in the areas of Information Technology, tax, valuations, share-based payments, financial instruments and sustainability.

Materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall group materiality for the consolidated financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Overall group materiality	US$500 million
How we determined it	We used our professional judgement and our knowledge obtained of the Group to determine overall materiality. As a basis for our judgement, we used 1% of net assets.
Rationale for the materiality benchmark applied	Based on our analysis of the common information needs of users of the consolidated financial statements we determined that an asset-based benchmark is appropriate. We believe that, given the focus on long-term value creation of the investments, that 'net assets' is the most suitable benchmark.

How we tailored our group audit scope

Report on the audit of the consolidated and separate financial statements

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the management structure of the Group, the nature of operations of its components, the accounting processes and controls, and the markets in which the components of the Group operate. In establishing the overall group audit strategy and plan, we determined the type of work required to be performed at component level by the group engagement team and by each component auditor.

In scoping our group audit, we first determined the components that are individually financially significant to the group, namely: Tencent, the Classifieds and Etail segments, Movile group (including iFood) as well as the listed entity Prosus N.V. which includes the majority of the Group's cash, short-term investments and external debt. These components were subjected to audits of their complete financial information (full scope audits). To address the risks and achieve appropriate audit coverage over the consolidated financial statements, we selected 7 additional components (being the Payments and Fintech segment, Takealot, and the Media24 Group and certain corporate entities) for audits of their complete financial information. We also performed specific audit procedures on the financial information of the Edtech segment.

The group engagement team performed further audit and review procedures over the remaining balances and the consolidation process to corroborate our assessment that there was no significant risk of material misstatement within those components.

In establishing the overall approach to the group audit, we determined the extent of the work that needed to be performed by us, as the group engagement team, or by component auditors from other PwC network firms, or non-PwC firms operating under our instruction, in order to issue our audit opinion on the consolidated financial statements of the Group. The Group engagement team performed the audit work on the corporate entities. For all other components we used component auditors who are familiar with the local laws and regulations to perform the audit work.

Where component auditors performed the work, we determined the level of involvement we needed to have in their audit work to be able to conclude whether we had obtained sufficient and appropriate audit evidence as a basis for our opinion on the consolidated financial statements as a whole.

We issued group audit instructions to the component audit teams in our audit scope. These instructions included amongst others our risk analysis, materiality, and scope of the work. We explained to the component audit teams the structure of the Group, the main developments that were relevant for the component auditors, the risks identified, the materiality levels to be applied and our global audit approach. We had individual calls and video-meetings with each of the in-scope component audit teams before them commencing their respective audits, throughout the audit and upon conclusion of their work. During these meetings, we discussed our instructions, the audit plan and execution, significant risks, the accounting for significant transactions, audit issues and other relevant audit topics identified by the component auditors, their reports, the findings of their procedures and other matters, which could be of relevance for the consolidated financial statements. In addition, we discussed the strategy and financial performance of the local businesses with group and segment management and local management of selected businesses.

The Covid-19 pandemic continued to limit our ability to physically visit significant components during the year, hence we conducted a series of video meetings and performed a remote review of selected working papers of the work performed by component teams in China (Tencent) and the Prosus N.V. Group team conducted a review of the work performed by the component teams in Poland (Classifieds segment), Brazil (Movile group, including iFood) and Romania (Etail segment). In terms of the execution of our audit, we considered the impact of the travel and other restrictions on our audit and on the review and supervision of our teams. To a large extent, our teams globally worked remotely and digitally, supported by video meetings and PwC's digital tooling. While maintaining compliance with local health regulations, we performed sufficient physical checks of inventory and documents.

Report on the audit of the consolidated and separate financial statements

By performing the procedures above at components, combined with additional procedures at group level, we have been able to obtain sufficient and appropriate audit evidence on the Group's financial information, as a whole, to provide a basis for our opinion on the financial statements.

As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	*How our audit addressed the key audit matter*
1. Accounting for the voluntary share exchange transaction (applicable to the consolidated financial statements) (refer to notes 4, 9, 23 and 24 (financial disclosures) to the consolidated financial statements) Following the approval by an extraordinary general meeting of shareholders in July 2021, the Group executed a voluntary share exchange programme, whereby shareholders could exchange their Naspers N ordinary shares for Prosus N.V. ("Prosus") N ordinary shares. These shares were newly issued by Prosus, and the share exchange transaction resulted in Prosus holding 49.9% of the Naspers N Ordinary shares. In addition, Naspers's legal interest in Prosus diluted from 73% to 57%. A cross-holding agreement was concluded between Naspers and Prosus that arranged future distributions by Prosus and Naspers through a waiver by Prosus of its entitlement to distributions, that originate from Prosus, on the Naspers shares that it holds. Based on these distribution rights, Naspers holds an economic interest in Prosus of 42.3% as at 31 March 2022. Treasury shares of US$38.6 billion were recognised as a result of Prosus's shareholding in Naspers. An additional non-controlling interest of US$21.8 billion was also recognised representing the transaction with equity holders due to the dilution of Naspers's shareholding in Prosus. Management applied judgement in calculating the net asset value of the Prosus group on 16 August 2021 (effective date of the share swap) for the purpose of calculating the change	We performed, among others, the following procedures: ● Reviewed the underlying contracts, and with the support of our technical accounting specialists, we evaluated the accounting, recognition and presentation of the transaction against the requirements of International Financial Reporting Standards (IFRS); ● Balances recognised as a result of the transaction were tested through reconciliation to underlying supporting documentation; ● Evaluated the reasonableness of assumptions applied by management in determining the Prosus N.V. group net asset value on the date of the share exchange transaction by corroboration with evidence obtained in other areas of the audit; ● Tested the calculation of the change in the non-controlling shareholding interest after considering the principles outlined in the cross-holding agreement; and ● Tested the related financial statement disclosures against the disclosure requirements of IFRS. In respect of the audit procedures specified above no material findings were identified.

in non-controlling interest.

The accounting for the voluntary share exchange transaction was considered as a key audit matter due to the complexity of the transaction, the magnitude of the amounts involved, and the significant judgements applied by management in the accounting for the transaction.

2. Accounting for the equity accounted investment in Tencent Holdings Limited (applicable to the consolidated financial statements) (refer to Basis of consolidation section, note 6 and note 10 (financial disclosures) to the consolidated financial statements)

The Group holds an investment in Tencent Holdings Limited (Tencent) which is accounted for in accordance with IAS 28, 'Investments in Associates and Joint Ventures'. The carrying amount at 31 March 2022 is US$34.8 billion. In April 2021, the Group sold 2% of Tencent's issued share capital resulting in a gain on partial disposal of US$12.3 billion. In December 2021, Tencent declared a special interim dividend in the form of shares in JD.com which was distributed on 25 March 2022.

Tencent has a year-end (31 December) that is not coterminous with that of the Group. In accordance with IAS 28, the Group included a lag period adjustment reflecting significant transactions that occurred between Tencent's year end and 31 March (the Group's year-end).

Management calculated the gain on partial disposal as the excess of the proceeds received on the disposal over the proportion of the carrying value of the investment disposed.

Management accounted for the dividend received from Tencent relating to JD.com as a reduction of the carrying value of the investment in associate and the recognition of a fair value through other comprehensive income (FVOCI) investment at the fair value on the date of distribution amounting to US$ 3.9 billion.

The accounting for the investment in Tencent was a

We performed, among others, the following procedures:

- Obtained the equity accounted results recorded by the Group and reconciled them to the audited 31 December 2021 financial statements of Tencent;
- Assessed the appropriateness of the lag period adjustments based on Tencent's publicly available first quarter financial information for the period ended 31 March 2022, as well as input from the component audit team to gain comfort that material lag period adjustments were appropriately accounted for;
- Compared the accounting policies of the associate to that of the Group to identify material differences with IFRS; and
- Reperformed the calculation underlying the gain on partial disposal of the investment in Tencent and the receipt of the dividend relating to JD.com and agreed both transactions to minutes of the board of directors and external supporting documentation such as bank statements, the shareholder register and external public information.

In respect of the audit procedures specified above, no material findings were identified.

matter of significance due to the magnitude of the carrying amount, the significant contribution of the associate investment to the consolidated results of the Group and the judgement involved in adjusting for significant transactions that occur in the lag period. Therefore, we considered the accounting for the investment in Tencent as a key audit matter.

3. Valuation of intangible assets arising as a result of acquisitions (refer to notes 6, 7 and 10 of the consolidated financial statements)

The Group concluded acquisitions of subsidiaries and associates throughout the year, most notably the acquisition of 100% interest in Stack Overflow for a consideration of US$1.7 billion and the acquisition of an additional interest in associate Delivery Hero of 6.3% for US$2.5 billion.

In accordance with IFRS 3, 'Business Combinations' and IAS 28, 'Investments in Associates and Joint Ventures', the accounting for these acquisitions requires management to perform a purchase price allocation which requires significant judgement by management to determine the fair value of the identifiable assets and liabilities and the resulting goodwill. As part of the valuation process, management involved external valuation experts to assist in the determination of the purchase price allocation and valuation of identified assets and liabilities. The purchase price allocation performed for Stack Overflow resulted in the recognition of intangible assets of US$247 million and goodwill of US$1.5 billion. The purchase price allocation for equity accounting purposes performed for the additional investment in associate Delivery Hero resulted in notional intangible assets net of US$0.5 billion and notional goodwill of US$2.1 billion.

The valuation of the intangible assets arising as a result of acquisitions was a matter of significance due to the judgement and complexity involved in performing the purchase price allocations, specifically the underlying estimates involved in forecasting cash flows and other significant assumptions used in the valuation. Therefore, we considered the accounting

With the support of our internal valuation experts, we performed, among others, the following procedures:

- Agreed transaction details to supporting documentation such as signed purchase agreements and proof of payment;
- Evaluated the competence, capabilities and objectivity of valuation experts engaged by the Group;
- Assessed the appropriateness of the identifiable intangible assets identified by management and their valuation experts based on our knowledge of the business models of acquired businesses;
- Assessed the reasonableness of the fair value measurements prepared by management and their valuation experts by corroborating and where appropriate benchmarking key data and assumptions used in the valuation model such as pre-acquisition carrying values, royalty rates and retention rates for identified intangible assets;
- Compared the assumptions and data underlying the weighted average cost of capital (WACC) with our own assumptions and publicly available data;
- Tested the computational accuracy of the fair value measurement calculations prepared by management and their valuation experts;
- Tested the reasonability of future cash flow forecasts and underlying management assumptions by reconciling the resulting valuation to the purchase consideration; and
- Tested the related financial statement disclosures against the disclosure requirements of IFRS 3 and IAS 28.

In respect of the audit procedures specified above, no

for the valuation of the intangible assets as a key audit matter.

material findings were identified.

4. Impairment assessment of goodwill and intangible assets arising from business combinations and investments in associates (applicable to the consolidated financial statements) and investments in subsidiaries (applicable to the company financial statements) (refer to Basis of consolidation section and notes 7 and 10 (financial disclosures) to the consolidated financial statements and note 2 to the company financial statements)

The consolidated financial statements include material assets resulting from business combinations and investments in associates. Such assets include:

- Goodwill (US$3.5 billion)
- Intangible assets recognised in purchase accounting (US$0.9 billion)
- Investments in associates (US$44.5 billion)

In accordance with IAS 36, 'Impairment of Assets', at each reporting date the Company tests these assets for impairment whenever there is objective evidence of impairment. For goodwill, this test is performed at least annually at the level of relevant Cash Generating Units (CGUs) and whenever there is an impairment indicator identified by management at an intermediate reporting date.

As a result of the impairment tests performed, impairment charges of US$246 million (goodwill) and US$587 million (investments in associates) were recognised in the consolidated financial statements.

Investments in subsidiary (Company financial statements)

As described in Note 2 of the Company financial statements, the carrying amount of the investment in Prosus N.V. (subsidiary) amounts to R1.3 trillion as of 31 March 2022. The decline in the quoted price of Prosus N.V. was considered an indicator for potential impairment. The carrying amount of the investment in Prosus N.V. was tested for potential impairment through the valuation estimates for the underlying

We performed procedures, with the support of our valuation experts, which varied in depth per CGU or investment. Based on our assessment of the risk of material misstatement due to fraud or error, we consider among others, (i) the size and maturity of the underlying business, (ii) the headroom between the recoverable amount and carrying amount, (iii) availability of external market data, and (iv) possible indicators of management bias.

We performed, among others, the following procedures:

- Assessed the composition of future cash flow forecasts and the underlying management assumptions by evaluating (i) the accuracy of previous forecasts of the CGU or investment by comparing the budgets of previous financial years with actual result and by analysing deviations, (ii) the consistency with external market and industry data, (iii) the corroboration of strategic initiatives with evidence obtained in other areas of the audit, and (iv) the expectations of certain equity analysts covering Prosus and Naspers for a specific CGU or investment and (v) the impact of the Russian government's military invasion of Ukraine and overall market volatility in recent months on discount rates, future cash flow forecasts and potential other valuation adjustments;
- Assessed the reasonableness of terminal growth rates used by management per CGU or investment by comparing to the long-term growth rates most reflective of the underlying operations, obtained from independent external sources;
- Compared the inputs to discount rates used by management to externally obtained data such as risk-free rates, equity market risk premiums, country risk premiums, as well as the betas of

investments ('sum-of-parts'). These impairment assessments were considered as a key audit matter due to the significant judgement applied by management in determining the recoverable amounts as well as the magnitude of the balances involved.	comparable companies; ● Assessed the reasonableness of additional risk adjustment factors included in discount rates for certain CGUs and investments in relation to the risk profile of the future cash flow forecasts; ● Recalculated the carrying amount of the goodwill related to the CGUs with reference to underlying documentation; ● Challenged management's valuation analyses by performing our own sensitivity analyses based on independent inputs for key valuation assumptions; ● Evaluated external analyst report valuations for certain CGUs or investments and compared these to management's valuations; ● Where value in use was applied to listed investments, compared the determined value to the listed share price (fair value less cost of disposal) as at year end and considered market related adjustments; ● With respect to the carrying amount of the investment in subsidiaries in the company financial statements, we compared the 'sum-of-the-parts' valuation of Prosus' subsidiaries and associates and the resulting implied value of the company to the company's market capitalization and considered whether the resulting implied holding discount would indicate the need to include certain adjustments to the valuations used in the impairment assessment; and ● Tested the related financial statements disclosures against the disclosure requirements of IFRS. In respect of the audit procedures specified above, no material findings were identified.
5. Valuation of share-based compensation schemes and share-based payments (applicable to the	Using our valuation expertise, we assessed if the approach adopted by management in the option

consolidated financial statements) (refer to note 37 (financial disclosures) to the consolidated financial statements).

The Group has share-based compensation plans which are used to grant share options, restricted stock units (RSUs), performance share units (PSUs) and share appreciation rights (SARs) to employees.

The share-based compensation expense amounts to US$148 million for cash settled schemes, US$125 million for equity settled schemes and the total cash-settled liabilities amount to US$1.2 billion for the year ended 31 March 2022.

The grant date fair value and the remeasured fair value of the options at each reporting period were calculated by management using an option valuation model. In estimating the fair value of options management uses assumptions relating to risk free rates, volatility rates, dividend yields, forfeiture rates, listed share prices, and for schemes with unlisted shares, the share prices of the underlying businesses. All awards were granted subject to the completion of a requisite service (vesting) period by employees.

The share schemes as disclosed within note 37 were considered to be most significant in terms of their contribution to the total share-based compensation balances of the Group and have therefore been separately disclosed by management in the consolidated financial statements.

Management used an external management valuation expert to assist them in determining the company value and the scheme share value ('sum-of-the parts') on an annual basis. In determining the company value and the scheme share value, the management expert used a number of valuation methods, including, the use of comparable peer multiples, precedent transactions and DCF (Discounted Cash Flow) valuations.

Due to the volume of share-based payment transactions and the complexity surrounding the valuations, specifically the assumptions, judgements and estimates used in the option valuation models relating to each scheme, the potential for valuation models is in line with the requirements of IFRS 2, "Share Based Payment", including consideration of the terms of the share-based compensation schemes and changes to the existing plans. Based on our assessment of the risk of material misstatement due to fraud or error, we considered possible indicators which included among others possible indicators of management bias.

With the support of our internal valuation experts, we assessed the key inputs in the option valuation calculation by performing the following procedures, amongst others:

- (i) agreed risk free rates to independently obtained data; (ii) agreed expected volatility rates for listed companies to independently obtained external data, and for unlisted companies, to volatility rates of comparable companies in the market; (iii) for schemes with listed shares, agreed the share prices to the listed share price as at the grant date for equity settled awards and for schemes with unlisted shares, recalculated the share price of the underlying business based on the valuations performed by management and the number of shares of the relevant scheme; (iv) assessed dividend yields by agreeing the share price information to independently obtained data and recalculating the average historical dividend yield; and
  (v) assessed the reasonableness of forfeiture rates in terms of the history of forfeitures for each grant of the relevant share option/share appreciation right scheme.

We assessed the competence, capabilities and objectivity of management's experts utilised in performing the business valuations for the valuation of schemes with unlisted shares.

With the support of our internal valuation experts, we obtained an understanding and assessed the reasonableness of the valuation methods applied by the management expert in determining the enterprise value of the schemes with unlisted shares. Where the enterprise value was determined using a DCF valuation, the procedures performed were consistent with those detailed under the impairment

management bias in determining the values, the valuation of share-based compensation schemes and share-based payments was considered a key audit matter.	assessment of non-financial assets key audit matter. Where market related inputs such as trading multiples and transaction multiples were used by the management expert, we assessed the reasonableness thereof by comparing it to independent external market sources. We have discussed the governance process on the share scheme valuations with the chair of the remuneration committee and the audit committee chair. We evaluated whether the disclosures were in compliance with the disclosure requirements of IFRS 2. In respect of the audit procedures specified above, no material findings were identified

Other information

The directors are responsible for the other information. The other information comprises the information included in the document titled "Naspers Limited Annual financial statements 2022"and in the document titled "Naspers Limited Integrated Annual Report 2022", which includes the Certificate by the Company Secretary, the report of the Audit Committee and the Directors' Report to shareholders as required by the Companies Act of South Africa. The other information does not include the consolidated or the separate financial statements and our auditor's report thereon.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the consolidated and separate financial statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group and/or the Company or to cease operations, or have no realistic alternative but to do so.

Report on the audit of the consolidated and separate financial statements

Auditor's responsibilities for the audit of the consolidated and separate financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and / or Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the audit of the consolidated and separate financial statements

Report on other legal and regulatory requirements

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that PricewaterhouseCoopers Inc. has been the auditor of Naspers Limited since the Company's formation in 1915 (107 years).



PricewaterhouseCoopers Inc.
Director: Vicki Myburgh
Registered Auditor
Johannesburg, South Africa
25 June 2022

Consolidated statement of financial position

as at 31 March 2022

	Notes	31 March 2022 US$'m	31 March Restated* 2021 US$'m	1 April Restated* 2020 US$'m
ASSETS				
Non-current assets		**55 793**	46 130	26 807
Property, plant and equipment	33	**736**	545	457
Goodwill	7	**3 458**	2 186	2 237
Other intangible assets	34	**964**	825	898
Investments in associates	10	**44 461**	40 566	22 235
Investments in joint ventures	11	**146**	160	74
Investments and loans	29	**5 606**	1 621	818
Other receivables	36	**135**	17	5
Related party receivables	43	**243**	174	8
Derivative financial instruments	41	**13**	9	55
Deferred taxation	21	**31**	27	20
Current assets		**15 524**	7 687	9 512
Inventory	35	**571**	397	260
Trade receivables	30	**318**	185	139
Other receivables	36	**899**	614	443
Related party receivables	43	**13**	10	99
Derivative financial instruments	41	**27**	18	-
Other investments	29	**-**	1 258	-
Short-term investments	28	**3 924**	1 439	4 060
Cash and cash equivalents	27	**9 733**	3 758	4 303
		15 485	7 679	9 304
Assets classified as held for sale		**39**	8	208
TOTAL ASSETS		**71 317**	53 817	36 319
EQUITY AND LIABILITIES				
Capital and reserves attributable to the group's equity holders		**20 581**	29 194	21 750
Share capital and premium*	24	**4 611**	4 611	4 611
Treasury shares*	24	**(43 753)**	(3 679)	(1 249)
Other reserves	25	**14 803**	(3 753)	(8 846)
Retained earnings	26	**44 920**	32 015	27 234
Non-controlling interests		**29 547**	11 667	8 178
TOTAL EQUITY		**50 128**	40 861	29 928
Non-current liabilities		**16 550**	8 647	4 184
Post-employment medical liability	39	**21**	22	17
Long-term liabilities	31	**15 933**	8 148	3 759
Other non-current liabilities	32	**160**	60	160
Cash-settled share-based payment liability	37	**184**	150	40
Provisions	38	**6**	6	5
Derivative financial instruments	41	**2**	32	2
Deferred taxation	21	**244**	229	201
Current liabilities		**4 639**	4 309	2 207
Current portion of long-term liabilities	31	**198**	110	67
Provisions	38	**9**	17	10
Trade payables		**609**	395	322
Accrued expenses[(1)]	40	**1 773**	1 521	974
Other current liabilities[(1)]	32	**1 014**	1 251	709
Cash-settled share-based payment liability[(1)]	37	**985**	977	18
Related party payables		**6**	4	3
Taxation payable		**7**	21	7
Dividends payable		**2**	2	1
Derivative financial instruments	41	**18**	2	38
Bank overdrafts	27	**18**	9	32
		4 639	4 309	2 181
Liabilities classified as held for sale		**-**	-	26
TOTAL EQUITY AND LIABILITIES		**71 317**	53 817	36 319

** Refer to note 4 for details of the group's reclassification of treasury shares during the current period.*

[(1)]Accrued expenses, other current liabilities and cash-settled share-based payment liabilities were previously aggregated into "Accrued expenses and other current liabilities." These balances are now presented separately due to their significance.

The accompanying notes are an integral part of these consolidated annual financial statements.

Consolidated income statement

for the year ended 31 March 2022

	Notes	31 March 2022 US$'m	2021 US$'m
Revenue from contracts with customers	14	**7 940**	5 934
Cost of providing services and sale of goods	15	**(5 617)**	(4 088)
Selling, general and administration expenses	15	**(3 061)**	(2 932)
Other gains/(losses) - net	16	**(156)**	(103)
Operating loss		**(894)**	(1 189)
Interest income	17	**64**	101
Interest expense	17	**(411)**	(268)
Other finance (cost)/income - net	17	**(84)**	207
Share of equity-accounted results	10, 11	**9 255**	7 095
Impairment of equity-accounted investments	10, 11	**(587)**	(32)
Dilution gains on equity-accounted investments	10, 11	**95**	981
Gains on partial disposal of equity-accounted investments	10, 11	**12 339**	19
Net (losses)/gains on acquisitions and disposals	18	**(1 133)**	308
Profit before taxation		**18 644**	7 222
Taxation[1]	20	**(106)**	46
Profit for the year		**18 538**	7 268
Attributable to:			
Equity holders of the group		**12 223**	5 304
Non-controlling interests		**6 315**	1 964
		18 538	7 268
Earnings per ordinary share (US cents) for the year			
Basic	23	**4 218**	1 243
Diluted	23	**4 127**	1 204

[1] *Refer to note 44 for details on the tax credit in the prior year.*

The accompanying notes are an integral part of these consolidated annual financial statements.

Consolidated statement of comprehensive income

for the year ended 31 March 2022

	Notes	31 March 2022 US$'m	2021 US$'m
Profit for the year		**18 538**	7 268
Other comprehensive income (OCI)			
Items that may be subsequently reclassified to profit or loss			
Foreign exchange gains arising on translation of foreign operations [1]		**1 611**	2 023
Hedging reserve		**20**	-
Recognition of cash flow hedge		**(99)**	-
Derecognition of cash flow hedge		**119**	-
Share of equity-accounted investments' movement in OCI		**(814)**	(424)
Foreign currency translation reserve		**(814)**	(424)
Items that may not be subsequently reclassified to profit or loss			
Fair-value (losses)/gains on financial assets through OCI	29	**(509)**	555
Share of equity-accounted investments' movement in OCI and net asset value	10	**(2 699)**	6 819
Share-based compensation reserve		**1 043**	548
Valuation reserve[2]	25	**(3 742)**	6 271
Total other comprehensive (loss)/income, net of tax, for the year		**(2 391)**	8 973
Total comprehensive income for the year		**16 147**	16 241
Attributable to:			
Equity holders of the group		**11 980**	11 989
Non-controlling interests		**4 167**	4 252
		16 147	16 241

[1] *Includes the reclassification to the income statement of US$1.14bn relating to the loss of significant influence of VK. Refer to note 4.*

[2] *This relates to (losses)/gains from the change in share prices of Tencent's listed investments carried at fair value through other comprehensive income.*

The accompanying notes are an integral part of these consolidated annual financial statements.

Consolidated statement of changes in equity

for the year ended 31 March 2022

	Share capital and premium US$'m	Treasury shares US$'m	Foreign currency trans-lation reserve US$'m	Valuation reserve US$'m	Existing control business combi-nation reserve US$'m	Share-based compen-sation reserve US$'m	Retained earnings US$'m	Share-holders' funds US$'m	Non-control-ling interest US$'m	Total US$'m
Balance at 1 April 2020	3 362	-	(2 974)	281	(8 029)	1 876	27 234	21 750	8 178	29 928
Reclassification of treasury shares[1]	1 249	(1 249)	-	-	-	-	-	-	-	-
Restated balance at 1 April 2020	4 611	(1 249)	(2 974)	281	(8 029)	1 876	27 234	21 750	8 178	29 928
Total comprehensive income for the year	-		1 141	4 996	-	548	5 304	11 989	4 252	16 241
Profit for the year	-	-	-	-	-	-	5 304	5 304	1 964	7 268
Total other comprehensive income for the year	-	-	1 141	4 996	-	548	-	6 685	2 288	8 973
Share-based compensation movement	-		-	-	-	42	(432)	(390)	109	(281)
Share-based compensation expense	-	-	-	-	-	64	-	64	109	173
Transfer to retained earnings	-	-	-	-	-	(48)	48	-	-	-
Other share-based compensation movements[3]	-	-	-	-	-	26	(480)	(454)	-	(454)
Direct equity movements	-	-	(8)	(233)	134	(6)	113	-	-	-
Direct movements from associates	-	-	-	(235)		-	235	-	-	-
Transfer of reserves as a result of disposals	-	-	(1)	2	111	(4)	(108)	-	-	-
Other direct equity movements	-	-	(7)	-	23	(2)	(14)	-	-	-
Remeasurement of written put option liabilities	-	-	-	-	(398)	-	-	(398)	(136)	(534)
Other movements	-	-	-	-	51	-	(40)	11	-	11
Shares repurchased by group companies[2]	-	(2 430)	-	-	-	-	-	(2 430)	-	(2 430)
Dividends paid[4]	-	-	-	-	-	-	(149)	(149)	(59)	(208)
Transactions with non-controlling shareholders	-	-	-	-	(1 104)	(70)	(15)	(1 189)	(677)	(1 866)
Balance at 31 March 2021	4 611	(3 679)	(1 841)	5 044	(9 346)	2 390	32 015	29 194	11 667	40 861
Restated balance at 1 April 2021	**4 611**	**(3 679)**	**(1 841)**	**5 044**	**(9 346)**	**2 390**	**32 015**	**29 194**	**11 667**	**40 861**
Total comprehensive income for the year	**-**	**-**	**381**	**(1 155)**	**-**	**531**	**12 223**	**11 980**	**4 167**	**16 147**
Profit for the year	-	-	-	-	-	-	**12 223**	**12 223**	**6 315**	**18 538**
Total other comprehensive loss for the year	-	-	**381**	**(1 155)**	-	**531**	-	**(243)**	**(2 148)**	**(2 391)**
Movement due to share exchange[5]	**-**	**(38 762)**	**-**	**-**	**21 812**	**-**	**-**	**(16 950)**	**16 828**	**(122)**
Treasury share movements		**(1 312)**	**-**	**-**	**-**	**-**	**-**	**(1 312)**	**-**	**(1 312)**
Share-based compensation movement	**-**	**-**	**-**	**-**	**-**	**3**	**(125)**	**(122)**	**(108)**	**(230)**
Share-based compensation expense	-	-	-	-	-	**50**	-	**50**	**75**	**125**
Transfer to retained earnings	-	-	-	-	-	**(45)**	**45**	-	-	-
Modification of share-based compensation	-	-	-	-	-	**(2)**	**(170)**	**(172)**	**(183)**	**(355)**
Direct equity movements	**-**	**-**	**30**	**(887)**	**7**	**(117)**	**967**	**-**	**-**	**-**
Direct movements from associates	-	-	-	**(507)**	-	-	**507**	-	-	-
Realisation of reserves as a result of partial disposals of associates	-	-	-	**(332)**	-	**(117)**	**449**	-	-	-
Realisation of reserves as a result of disposals	-	-	**30**	**(48)**	**7**	-	**11**	-	-	-
Cancellation of written put option liabilities	**-**	**-**	**-**	**-**	**94**	**-**	**8**	**102**	**24**	**126**
Remeasurement of written put option liabilities	**-**	**-**	**-**	**-**	**100**	**-**	**-**	**100**	**137**	**237**
Other movements	**-**	**-**	**-**	**-**	**-**	**4**	**8**	**12**	**-**	**12**
Dividends paid[4]	**-**	**-**	**-**	**-**	**-**	**-**	**(176)**	**(176)**	**(62)**	**(238)**
Transactions with non-controlling shareholders[6]	**-**	**-**	**-**	**-**	**(2 247)**	**-**	**-**	**(2 247)**	**(3 106)**	**(5 353)**
Balance at 31 March 2022	**4 611**	**(43 753)**	**(1 430)**	**3 002**	**10 420**	**2 811**	**44 920**	**20 581**	**29 547**	**50 128**

[1] Refer to note 4 for details of the group's reclassification of treasury shares.

[2] Relates to the share repurchase program. Refer to note 24.

[3] In the prior year the decrease in retained earnings includes a decrease of US$479.5m related to the modification of equity-settled schemes.

[4] Dividend paid consists of US$42.1m(2021: US$149.0m) paid to Naspers shareholders and US$134.1(2021:US$59.2m) paid to the non-controlling shareholders of the Naspers group. The dividend was approved on 25 August 2021 (2021: 18 August 2020) and was paid on 6 December 2021 (2021: 17 November 2020).

[5] Refer to note 4 for details of the share exchange transaction.

[6] Includes the Prosus N.V. share repurchase programme. Refer to note 9.

The accompanying notes are an integral part of these consolidated annual financial statements.

Consolidated statement of cash flows

for the year ended 31 March 2022

	Notes	31 March 2022 US$'m	2021 US$'m
Cash flows from operating activities			
Cash from operations	19	**(734)**	(144)
Dividends received from equity-accounted companies		**572**	459
Cash (utilised in)/generated from operating activities		**(162)**	315
Interest income received		**46**	123
Interest costs paid		**(389)**	(253)
Taxation paid		**(197)**	(112)
Net cash (utilised in)/generated from operating activities		**(702)**	73
Cash flows from investing activities			
Property, plant and equipment acquired		**(249)**	(124)
Proceeds from sale of property, plant and equipment		**19**	5
Intangible assets acquired		**(30)**	(17)
Proceeds from sale of intangible assets		**2**	1
Acquisitions of subsidiaries and businesses, net of cash acquired	12	**(1 896)**	(15)
Disposals of subsidiaries and businesses	13	**20**	27
Acquisition of associates	6	**(1 361)**	(286)
Disposal of associates		**12**	194
Partial disposals of associates	6	**14 609**	20
Additional investment in existing associates	6	**(1 316)**	(1 484)
Acquisition of joint ventures		**-**	(5)
Additional investments in existing joint ventures	6	**(7)**	(127)
Loans advanced to related parties	43	**-**	(210)
Acquisition of short-term investments[1]		**(3 966)**	(3 088)
Maturity of short-term investments[1]		**1 486**	5 705
Cash paid for other investments[2]	29	**(1 480)**	(1 322)
Cash received from other investments		**85**	-
Cash movement in other investments and loans		**(22)**	(5)
Net cash generated from/(utilised in) investing activities		**5 906**	(731)
Cash flows from financing activities			
Payments for repurchase of treasury shares	24	**(1 286)**	(2 340)
Proceeds from long- and short-term loans raised	31	**9 564**	4 593
Repayments of long- and short-term loans	31	**(1 619)**	(155)
Additional investments in existing subsidiaries[3]		**(5 269)**	(1 704)
Repayments of capitalised lease liabilities	31	**(60)**	(56)
Acquisition of group shares for equity-settled share-based compensation plans[4]		**(218)**	(117)
Additional investment from non-controlling shareholders		**-**	53
Funding received from non-controlling shareholders		**140**	-
Dividends paid by the holding company		**(238)**	(218)
Other movements in financing activities[5]		**(120)**	(3)
Net cash generated from financing activities		**894**	53
Net movement in cash and cash equivalents		**6 098**	(605)
Foreign exchange translation adjustments on cash and cash equivalents		**(132)**	83
Cash and cash equivalents at the beginning of the year		**3 749**	4 271
Cash and cash equivalents at the end of the year	27	**9 715**	3 749

[1] Relates to short-term cash investments with maturities of more than three months from the date of acquisition. Refer to note 28.

[2] Relates to payments for the group's fair value through other comprehensive income investments.

[3] Relates to transactions with non-controlling interest resulting in changes in effective interest of existing subsidiaries. Includes the repurchase of Prosus shares on the market in the current year US$5.0bn. Refer to note 9.

[4] Includes US$ 183.4m of Prosus shares bought for equity-settled share-based compensation plans.

[5] Includes transaction costs relating to the Prosus share exchange of US$122.4m.

The accompanying notes are an integral part of these consolidated annual financial statements.

1. NATURE OF OPERATIONS

Naspers Limited (Naspers or the group) is a global consumer internet group and one of the largest technology investors in the world. Naspers has its primary listing on the Johannesburg Stock Exchange (JSE) in South Africa and an ADR listing on the London Stock Exchange. Through Prosus N.V. (Prosus) the group operates and invests in countries and markets with long-term growth potential, building leading consumer internet companies that empower people and enrich communities. Prosus has its primary listing on Euronext Amsterdam and a secondary listing on the JSE and A2X Markets. Naspers is the majority shareholder of Prosus based on the voting rights and control structure of the Prosus group.

The consolidated financial statements for the year ended 31 March 2022 have been authorised for issue by the board of directors on 25 June 2022.

2. BASIS OF PREPARATION

The consolidated and separate annual financial statements of the group are presented in accordance with, and comply with International Financial Reporting Standards (IFRS) and interpretations of those standards as issued by the International Accounting Standards Board (IASB) and effective at the time of preparing these financial statements, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, Financial Pronouncements as issued by the Financial Reporting Standards Council, the JSE Listings Requirements and the Companies Act No 71 of 2008. The consolidated and separate annual financial statements are prepared using the historic cost convention apart from certain financial instruments (including derivative instruments) and cash-settled share-based payment schemes stated at fair value.

The principal accounting policies applied in the preparation of these consolidated and separate annual financial statements have been consistently applied to all years presented, unless otherwise stated.

Operating segments

The group's operating segments reflect the components of the group that are regularly reviewed by the chief operating decision maker (CODM) as defined in note 22 "Segment information". From 1 April 2021, the group created a new educational technology (Edtech) segment. The segment includes the results of the group's investments in edtech which have increased significantly due to the acquisitions of subsidiaries and equity-accounted investments over the years. The equity-accounted investments presented in the "Other Ecommerce" segment in prior periods have been reclassified and presented as part of the new Edtech segment. The group proportionately consolidates its share of the results of its associates and joint ventures in its disclosure of segment results in note 22.

Going concern

The consolidated and company annual financial statements are prepared on the going concern basis. Based on forecasts and available cash resources, the group and company have adequate resources to continue operations as a going concern in the foreseeable future. As at 31 March 2022, the group recorded US$13.64bn in net cash, comprising US$9.72bn of cash and cash equivalents and US$3.92bn in short-term cash investments. The group had US$15.71bn of interest-bearing debt (excluding capitalised lease liabilities) and an undrawn US$2.77bn revolving credit facility. Refer to note 24 "Share capital and premium – capital management" for details of how the group manages its capital to safeguard its ability to continue as a going concern.

In assessing going concern, the impact of internal and external economic factors on the group's operations and liquidity was considered in preparing the forecasts and in assessing the group's actual performance against budget. The board is of the opinion that the group has performed well during the current year and has sufficient financial flexibility to continue as a going concern in the year subsequent to the date of these financial statements.

2. BASIS OF PREPARATION (continued)

Foreign currencies

The consolidated annual financial statements are presented in US dollar (US$) which is the group's presentation currency. The company's functional currency is the South African rand (R). However, the group measures the transactions of its operations using the functional currency determined for that specific operating entity which is the currency of the primary economic environment in which the operation conducts its business.

Accounting policy

Foreign currency transactions

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or the dates of the valuations where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in other comprehensive income as part of qualifying cash flow hedges.

Translation differences on non-monetary financial assets and liabilities are reported as part of the fair-value gain or loss recognised in the income statement. Translation differences on non-monetary equity investments classified at fair value through other comprehensive income are recognised in other comprehensive income and accumulated in the valuation reserve as part of the fair-value remeasurement of such items.

The results and financial position of all foreign operations (none of which operates in a hyperinflationary economy) that have a functional currency that is different from the group's presentation currency are translated into the presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the reporting date
- Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the spot rate on the dates of the transactions)
- Components of equity are translated at the historic rate. Exchange differences on translation of equity are recognised directly in retained earnings
- All other resulting exchange differences except equity are recognised in other comprehensive income and accumulated in the "Foreign currency translation reserve" in the statement of changes in equity.

Foreign operations

The group recognises foreign exchange differences relating to monetary items that form part of its net investment in its foreign operations in other comprehensive income where settlement of the item is neither planned nor likely to take place in the foreseeable future.

When a foreign operation is disposed of, the accumulated foreign exchange differences are reclassified to the income statement, as part of the gain or loss on sale.

3. ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the consolidated and separate annual financial statements necessitates the use of estimates, assumptions and judgements by management. These estimates and assumptions affect the reported amounts of assets, liabilities and contingent assets and liabilities at the statement of financial position date as well as the reported income and expenses for the year. Although estimates are based on management's best knowledge and judgement of current facts as at the statement of financial position date, the actual outcome may differ from these estimates.

Estimates are made regarding the fair value of intangible assets recognised in business combinations; impairment of goodwill (refer to note 7); impairment of financial assets carried at amortised cost and other assets (refer to note 30); recognition and impairment of other intangible assets (refer to note 34); impairment of property, plant and equipment (refer to note 33), the valuation and remeasurement of written put option liabilities (refer to note 32) and equity-compensation benefits (refer to note 37). Where relevant, the group has provided sensitivity analyses demonstrating the impact of changes in key estimates and assumptions on reported results.

The following accounting judgements had the most significant impact on the consolidated annual financial statements:

Lag periods applied when reporting results of equity-accounted investments

Where the reporting periods of associates and joint ventures (equity-accounted investments) are not coterminous with that of the group and/or it is impracticable for the relevant equity-accounted investee to prepare financial statements as of 31 March (for instance due to the availability of the results of the equity-accounted investee relative to the group's reporting period), the group applies an appropriate lag period of not more than three months in reporting the results of the equity-accounted investees. Significant transactions and events that occur between the non-coterminous reporting periods are adjusted for. The group exercises significant judgement when determining the transactions and events for which adjustments are made.

Accounting for equity-accounted investments share of other comprehensive income and changes in net asset value

The group recognises its share of other comprehensive income and other changes in net assets of associates and joint ventures in the statement of comprehensive income. Other changes in net assets of the associate and joint ventures include changes in their share-based compensation reserve, transactions with non-controlling shareholders and other direct equity movements. Equity-accounted investments share of other comprehensive income and changes in net asset value are accumulated in the valuation reserve.

Accounting for written put option liabilities

The group accounts for all written put options as liabilities equal to the present value of the expected redemption amount payable in the statement of financial position. The present value is based on a discounted cash flow model, market multiples or a recent transaction during the current year in which the equity value was determined. This applies regardless of whether the group has the discretion to settle in its own equity instruments or cash. Written put option liabilities that are linked to a committed employment period are accounted for as cash-settled share-based compensation benefits. The expected redemption amounts payable for these written put options are dependent on the completion of an employment service period. Management's judgements and estimates relate to the inputs used in determining the present value of the expected redemption amount payable.

Accounting for share-based payment transactions

The group recognises cash- and equity-settled share-based payment expenses arising from its various share incentive schemes and exercises significant judgement when calculating these expenses. Expenses are generally based on the fair values of awards granted to employees. Where the group has a choice of settlement, it classifies the share-based payment transaction as cash-settled based on management estimate of the most likely outcome, its settlement policy and whether it has a present obligation to settle in cash; otherwise, it accounts for the transaction as equity-settled. Fair value is measured using appropriate valuation and option pricing models, where applicable. The values assigned to the key assumptions used in the valuation models for the group's most significant share incentive schemes are disclosed in note 37.

4. Significant changes in financial position and performance during the reporting period

Prosus share exchange with Naspers shareholders

In August 2021, the group completed a share exchange offer to Naspers shareholders.

This offered Naspers shareholders the opportunity to tender their existing Naspers N ordinary shares for newly issued Prosus N ordinary shares at an exchange ratio of one (1) Naspers N ordinary share for 2.27443 Prosus N ordinary shares. The share exchange offer resulted in Prosus acquiring a 45.8% fully diluted interest in Naspers in exchange for newly issued Prosus N ordinary shares. This interest, coupled with the 3.7% shareholding Prosus previously acquired in Naspers, as part of the share repurchase programme that was completed in June 2021, resulted in Prosus holding a 49.5%(1) fully diluted interest which represents a 49.9%(2) economic interest in Naspers.

Furthermore, newly created 1 128 507 756 B ordinary shares were issued for Eur56.4m (US$66.3m) to Naspers which entitles Naspers to one vote per share, but only to one millionth of the amount of the distribution that a holder of a Prosus N Ordinary Share is entitled to. Naspers cannot list or trade these shares. These shares allowed Naspers to maintain its control as it held more than 70% of the shareholder voting rights in Prosus. Naspers therefore continues to hold the majority of the shareholder voting rights of Prosus.

Cross-holding arrangement

A distribution agreement (hereafter referred to as the cross-holding agreement) was entered into between Naspers and Prosus, which became effective at the time of closing of the share exchange. The cross-holding agreement takes into account Prosus's indirect interest in itself from holding Naspers shares and deals with how distributions between the two groups will be managed. It eliminates the need for flows back and forth between the two groups as a result of the cross-shareholding, through a waiver by Prosus of its entitlement to distributions, that originates from Prosus, on the Naspers shares that it holds, and provides clarity to both Prosus and Naspers free float shareholders of their economic interest in distributions made by Prosus.

The cross-holding agreement relates to Prosus's 49.5% fully diluted interest in Naspers and Naspers's 57% legal ownership of Prosus N ordinary shares. The principles of the cross-holding agreement are also incorporated in the Prosus's articles of association, and the cross-holding agreement together with the Prosus's articles of association form the cross-holding arrangements. It does not govern and has no bearing on the voting rights attached to the shares held by Naspers or Prosus shareholders.

The conclusion of the share exchange and the cross-holding arrangement increases the Prosus free float's economic interest in the Prosus group to 58.9%. At 31 March 2022 subsequent to the Prosus share repurchase programme, the Prosus free float's economic interest in the group is 57.7%.

The following represents the accounting of the transaction in the group's financial statements:

(1) Interest in Naspers based on the cross-holding arrangement formula, which was approved in the shareholder resolution.

(2) Interest based on distribution rights to each class of shareholders.

4. Significant changes in financial position and performance during the reporting period (continued)

Prosus share exchange with Naspers shareholders (continued)

Control structure of the Prosus group

Prosus is governed by a board of directors. The board of directors are appointed by the shareholders of the group. The group is therefore controlled by the shareholder with the majority voting rights to appoint the board of directors.

Prior to the share exchange transaction, Naspers held a 73% effective interest in Prosus N ordinary shares, with the corresponding shareholder voting rights, and was the majority shareholder giving it control of Prosus and in particular appointment to the board of directors of Prosus. Post the completion of the share exchange transaction, and despite the dilution of its effective interest in Prosus N ordinary shares, Naspers continued to maintain control of Prosus through its holding of Prosus N ordinary shares and the newly issued Prosus B ordinary shares, with corresponding voting rights. As Naspers through its shareholding holds the majority of the voting rights in Prosus it controls appointments to the Prosus board of directors.

Before and subsequent to the closing of the share exchange transaction, Naspers Beleggings (RF) Limited (Nasbel) and Keeromstraat 30 Beleggings (RF) Limited (Keerom) collectively hold 55.02% of the shareholder voting rights in Naspers. Nasbel and Keerom exercise their voting rights in consultation with one another in terms of a voting pool agreement and constitute the control structure of Naspers. This control structure therefore provides them with the majority voting rights needed to control appointments to the board of directors of Naspers

Accounting implications

The conclusion of the share exchange and the cross-holding arrangement resulted in the recognition of treasury shares and an increase in the non-controlling interest of the group.

The Naspers N ordinary shares held by Prosus are shares held by a group entity. These shares constitute treasury shares which were recognised in the treasury share reserve on the consolidated statement of financial position. The treasury shares were recognised at cost of US$38.64bn, which was the fair value of the Prosus shares issued as consideration for the share exchange on the date of the share exchange.

The change in the non-controlling interest of the group is due to Prosus free float shareholder's increased fully diluted interest in the Prosus group as well as their share in the residual interest in the Naspers group (primarily TakeAlot, Media 24 and corporate entities). The indirect interest in the Naspers operations is as a result of Prosus holding a 49.5% fully diluted investment in Naspers. The increase in the non-controlling interest of the group was accounted for as an equity transaction because there is a change in Naspers's effective interest in the Prosus group and its subsidiaries outside of the Prosus group, without a loss of control.

The excess of the treasury shares recognised for the Naspers N ordinary shares held by Prosus and the increase in non-controlling interest of US$21.8bn for the Prosus group was recognised in the "existing business combination reserve" in equity.

Reclassification of treasury shares

Effective 1 April 2020, the group made a decision to show the treasury shares separately in the statement of changes in equity as well as on the face of the balance sheet. The group considers that the change in presentation provides more relevant information about the treasury shares held by Prosus subsequent to the share repurchase program.

The group has historically recognised treasury shares for the Naspers N ordinary shares it holds against share capital and share premium. These treasury shares are held by Naspers group share trusts to settle equity compensation plans and other group companies including the shares held by Prosus as at 31 March 2021 from the share-repurchase programme. These treasury shares have been recognised at cost, which is the cost of the shares acquired on the market by group share trusts or the cost of the shares on the date acquired on the market by group companies.

4. Significant changes in financial position and performance during the reporting period (continued)

Reclassification of treasury shares (continued)

In August 2021, the group completed a share exchange offer resulting in Prosus holding a 49.5% fully diluted interest in Naspers. The transaction was primarily for a capital restructure of the group. The group accounted for the Naspers shares held by Prosus as treasury shares. The treasury shares were measured at cost on the date of the share exchange. The cost was the fair value of the Prosus shares given in exchange for the Naspers shares at that date.

Based on the magnitude of the treasury shares held by the group as a consequence of the above transaction, the treasury shares previously recognised against share capital and share premium were reclassified to treasury shares within equity. The reclassification has no change to the group's overall equity however, comparative figures on the consolidated statement of financial position have been restated for the reclassification of treasury shares between "Share capital and premium" and "Treasury shares".

Below is a summary of the impact of the reclassification of the treasury shares between "Share capital and premium" and "Treasury shares" on the consolidated statement of financial position and condensed consolidated statement of changes in equity.

Consolidated statement of financial position and consolidated statement of changes in equity

	Year ended 31 March 2021			As at 1 April 2020		
	Previously reported US$'m	Reclass-ification[1] US$'m	Restated US$'m	Previously reported US$'m	Reclass-ification[1] US$'m	Restated US$'m
Share capital and share premium	932	3 679	4 611	3 362	1 249	4 611
Treasury shares	-	(3 679)	(3 679)	-	(1 249)	(1 249)
Other reserves	(3 753)	-	(3 753)	(8 846)	-	(8 846)
Retained earnings	32 015	-	32 015	27 234	-	27 234
Capital and reserves attributable to the group's equity holders	29 194	-	29 194	21 750	-	21 750

[1] Represents the impact of the reclassification of the treasury shares between "Share capital and premium" and "Treasury shares" on the consolidated statement of financial position and consolidated statement of changes in equity.

The impact of the Russian invasion of Ukraine

The group is appalled by the war in Ukraine. It is in the world's interest to find a solution that brings the conflict to an end and secures long-term peace and stability.

The group operates a classifieds platform in Ukraine which is part of the OLX group. The group has committed a broad range of support for Ukraine, for its Ukrainian employees, and additionally, a commitment of more than US$10m funding for humanitarian efforts.

The group also has interests in Russia, mainly represented by its investments in VKontakte (VK) and Avito.

On 20 May 2022, following the earlier operational separation of Avito from the OLX Group, the group confirmed its decision to exit Avito and start the search for an appropriate buyer for its shares in Avito.

4. Significant changes in financial position and performance during the reporting period (continued)

The impact of the Russian invasion of Ukraine (continued)

Avito

The group first invested in Avito in March 2013 and, currently, Avito is the leading Russian classifieds platform and one of the top eight most visited websites in Russia. Avito is the second largest online classifieds business in the world, with 35 million unique visitors a month and more than 100 million active listings.

The group's operations in Russia represents 8% (2021: 7%) of the group's total external consolidated revenue for the financial year ended 31 March 2022.

Due to the Ukraine war, the group assessed whether the goodwill recognised from Avito is impaired. The recoverable amount was based on the value in use calculation that included the estimated impact of the war on the operations and the discount rate. The impact of the war in Ukraine did not result in an impairment of goodwill for the business.

Based on the group's 99% effective ownership interest in Avito, its financial results are consolidated for the financial year ended 31 March 2022. Following the group's decision in May 2022 to exit Avito, the search for an appropriate buyer for its shares in Avito is underway.

VK

VK is a Russian online social media and social networking service. Up until 3 March 2022, the group accounted for this investment as an associate using the equity method. The group's effective interest in VK is 27.2% (fully diluted 25.7%) with a shareholder voting interest of 12.3%.

VK's shares are listed on the London Stock Exchange (LSE). The LSE suspended trading of VK shares on 3 March 2022 in response to sanctions in order to maintain orderly markets. The significant decline in the share price presented an indicator for impairment on the carrying value of this investment. Accordingly, the group fully impaired the carrying value of the investment in VK, of US$473.6m for the year ended 31 March 2022.

On 4 March 2022, the group's three directors on the VK Board resigned with immediate effect and no voting rights will be exercised under the current circumstances. The group ceased accounting for this investment as an associate and has reclassified the foreign currency translation reserves related to VK from other comprehensive income to the income statement, amounting to a loss of US$1.14bn.

Subsequent to the loss of significant influence, the group now accounts for this investment at fair value through other comprehensive income.

OLX Ukraine

The financial results of OLX Ukraine are not material for the group.

4. Significant changes in financial position and performance during the reporting period (continued)

The impact of Covid-19 (continued)

The global Covid-19 pandemic began to affect the operations of the group towards the end of March 2020. Just over two years later, including the roll out of vaccines across the world, the pandemic has had limited impact on the group's financial position, financial performance and cash flows presented in these consolidated financial statements for the year ended 31 March 2022.

Use of significant judgements and estimates
The group has continuously monitored the significant judgements and estimates used to support the reported assets, liabilities, income and expenses for the year ended 31 March 2022 for any possible impacts of the pandemic.

Risk management
The annual report for the year ended 31 March 2022 describes certain risks which could have an adverse effect on the group's financial position and results. Those risks should be read in conjunction with these consolidated financial statements. The group has remained resilient and performed well during the year ended 31 March 2022.

5. ACCOUNTING DEVELOPMENTS

The group has adopted all new and amended accounting pronouncements that are relevant to its operations and that are effective for financial years commencing 1 April 2021 but these did not have a significant effect on the consolidated and company financial statements.

The following new standards, interpretations and amendments to existing standards, that are considered relevant to the group, are not yet effective as at 31 March 2022. The group is currently evaluating the effects of these standards and interpretations, which have not been early adopted. The estimated impact is not considered to be material at this stage for the following standards and interpretations:

Standard/Interpretation	Title/ Amendment area	Effective for year ending
IAS 1	*Presentation of Financial Statements (current and non-current liabilities)*	March 2024
IFRS 3	*Business Combinations (assets and liabilities in a business combination)*	March 2023
IFRS 16	*Leases (treatment of lease incentives)*	March 2023
IAS 37	*Onerous contracts (cost of Fulfilling a contract)*	March 2023
IAS 16	*Property, Plant and Equipment (Proceeds before Intended Use)*	March 2023
IAS 12	*Income Taxes (Deferred Tax related to Assets and Liabilities arising from a Single Transaction)*	March 2024
IAS 1/IAS 8	*Presentation of Financial Statements' and Changes in Accounting Estimates and Errors' (accounting policy disclosures and changes in accounting policies or in accounting estimates)*	March 2024
IFRS 16	*Leases (treatment of lease incentives)*	March 2023
IFRS 10/IAS 28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	To be determined by the IASB

Other new standards, interpretations and amendments to existing standards not yet effective

None of the other new standards, interpretations and amendments to existing standards that are not yet effective as at 31 March 2022 are expected to have a significant impact on the group.

BASIS OF CONSOLIDATION

Accounting policies

The consolidated annual financial statements include the results of Naspers Limited and its subsidiaries, associated companies and joint ventures.

Subsidiaries

Subsidiaries are entities over which the group has control. The existence and effect of potential voting rights are considered when assessing whether the group controls another entity to the extent that those rights are substantive. Subsidiaries are consolidated from the date on which control is obtained (acquisition date) up to the date control ceases. For certain entities, the group has entered into contractual arrangements which allow the group to control such entities. Because the group controls such entities, they are consolidated in the consolidated annual financial statements.

Intergroup transactions, balances and unrealised gains and losses are eliminated on consolidation.

Business combinations

Business combinations are accounted for using the acquisition method. The consideration transferred in an acquisition of a business (acquiree) comprises the fair values of the assets transferred, the liabilities assumed, the equity interests issued by the group and the fair value of contingent consideration arrangements where applicable. If the contingent consideration is classified as equity, it is not subsequently remeasured, and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of contingent consideration are recognised in the income statement.

For each business combination, the group measures the non-controlling interest in the acquiree at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Costs related to the acquisition, other than those associated with the issue of debt or equity securities, are expensed as incurred.

Where a business combination is achieved in stages, the group's previously held equity interest in the acquiree is remeasured to fair value as at the acquisition date through the income statement. The fair value of the group's previously held equity interest forms part of the consideration transferred in the business combination at the acquisition date.

When a selling shareholder is required to remain in the group's employment subsequent to a business combination, retention agreements are recognised as employee benefit arrangements and dealt with in terms of the accounting policy for employee or equity compensation benefits.

Goodwill

Goodwill in a business combination is recognised at the acquisition date when the consideration transferred, and the recognised amount of non-controlling interests exceeds the fair value of the net identifiable assets of the entity acquired. If the consideration transferred is lower than the fair value of the identifiable net assets of the acquiree (a bargain purchase), the difference is recognised in the income statement. The gain or loss arising on the disposal of an entity is calculated after consideration of attributable goodwill.

Transactions with non-controlling shareholders

Non-controlling shareholders are equity participants of the group and transactions with non-controlling shareholders are therefore accounted for in equity and included in the statement of changes in equity, where the transaction does not result in the loss of control of a subsidiary. In transactions with non-controlling shareholders, the excess of the cost/proceeds of the transaction over the group's proportionate share of the net asset value acquired/disposed is allocated to the "Existing control business combination reserve" in equity. Refer to the financial liabilities section for the group's accounting policy regarding written put options over non-controlling interests.

Common control transactions

Business combinations in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination (and where that control is not transitory) are referred to as common control transactions. The accounting policy for the acquiring entity would be to account for the transaction at book value in its consolidated financial statements. The book value of the acquired entity is the consolidated book value as reflected in the consolidated financial statements of the selling entity. The excess of the cost of the transaction over the acquirer's proportionate share of the net asset value acquired in common control transactions, will be allocated to the existing control business combination reserve in equity.

BASIS OF CONSOLIDATION (continued)

Accounting policies (continued)

Common control transactions (continued)

The group applies the above common control accounting policy to distributions of non-cash assets that is ultimately controlled by the same party or parties both before and after the distribution.

Associates and joint ventures

Investments in associated companies (associates) and joint ventures are accounted for in terms of the equity method.

Associates are entities over which the group exercises significant influence, but which it does not control or jointly control. Joint ventures are arrangements in which the group contractually shares control over an activity with others and in which the parties have rights to the net assets of the arrangement.

Most major foreign associates and joint ventures do not have year-ends that are coterminous with that of the group, and the group's accounting policy is to account for an appropriate lag period in reporting their results where it is impractical for the associates and joint ventures to provide relevant information in time. Significant transactions and events occurring between the investees' and the group's March year-end are taken into account.

Unrealised gains or losses on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in the relevant associate or joint venture, except where the loss is indicative of impairment of assets transferred.

The group's share of other comprehensive income and other changes in net assets of associates and joint ventures is recognised in the statement of comprehensive income.

For acquisitions of associates and joint ventures achieved in stages, the group measures the cost of its investment as the sum of the consideration paid for each purchase plus a share of the investee's profits and other equity movements. Other comprehensive income recognised in prior periods accumulated in the valuation reserve in relation to the previously held stake in investee is realised and transferred to retained earnings. Acquisition-related costs form part of the investment in the associate or joint venture.

When the group increases its shareholding in an associate or joint venture and continues to exercise significant influence or to exert joint control over the investee, the cost of the additional investment is added to the carrying value of the investee. The acquired share in the investee's identifiable net assets, as well as goodwill arising, is calculated using fair-value information at the date of acquiring the additional interest. Goodwill is included in the carrying value of the investment in the associate or joint venture.

Partial disposals of associates and joint ventures that do not result in a loss of significant influence or joint control are accounted for as dilutions. Dilution gains and losses are recognised in the income statement. The group's proportionate share of gains or losses previously recognised in other comprehensive income by associates and joint ventures are reclassified to the income statement when a dilution occurs if the gains or losses are required to be reclassified to the income statement in terms of the applicable accounting standard.

Where an associate or joint venture holds equity in the group, the carrying amount of the investment in the associate or joint venture is adjusted by an amount representing the group's indirect holding in its own equity because of the cross holding. The amount of the group's share of the associate's or joint venture's results is determined after eliminating, from the associate's or joint venture's results, any income or dividends received by the associate or joint venture from the group.

BASIS OF CONSOLIDATION (continued)

Accounting policies (continued)

Associates and joint ventures (continued)

Each associate and joint venture is assessed for impairment indicators at each reporting date as a single asset. Impairment indicators considered will include poor performance of the associate and joint venture on a consistent basis and/or and other significant changes to the business that may indicate that the equity-accounted investment is impaired. If there is an indicator that it is impaired, the carrying value of the group's investment in the associate or joint venture is adjusted to its recoverable amount determined as the higher of its fair value less costs of disposal and its value in use. The resulting impairment loss is included in "Impairment of equity-accounted investments" in the income statement.

Where the group contributes a non-monetary asset (including a business) to an investee in exchange for an interest in that investee that is equity-accounted, the gain or loss arising on the remeasurement of the contributed non-monetary asset to fair value is recognised in the income statement only to the extent of other parties' interests in the investee.

The gain or loss is eliminated against the carrying value of the investment in the associate or joint venture to the extent of the group's interest.

Disposals

When the group ceases to have control (subsidiaries), exercise significant influence (associates) or exert joint control (joint ventures), the retained interest is remeasured to its fair value, with the change in the carrying value recognised in the income statement. This fair value is the initial carrying amount for the purposes of subsequent accounting for the retained interest. In addition, the amounts previously recognised in other comprehensive income in respect of the entity disposed are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to the income statement.

Impairment of Goodwill

Goodwill is tested annually for impairment or more frequently if change in circumstance indicate that it may be impaired. Goodwill is carried at cost less accumulated impairment losses.

Goodwill is allocated to cash-generating units for purposes of impairment testing. An impairment test is performed by determining the recoverable amount of the cash-generating unit to which the goodwill relates. The recoverable amount of a cash-generating unit or individual asset is the higher of its value in use and its fair value less costs of disposal.

Where the recoverable amount is less than the carrying amount, an impairment loss is recognised in "Other (losses)/gains– net" in the income statement. Impairment losses recognised on goodwill are not reversed in subsequent periods.

6. BUSINESS COMBINATIONS, OTHER ACQUISITIONS AND DISPOSALS

The following sets out the group's significant transactions related to business combinations and equity-accounted investments for the year ended 31 March 2022:

			Amount invested US$'m			
	Company	Classification	Net Cash Paid/ (Received)	Non-cash consideration	Cash in entity acquired	Total consideration
	Acquisition of subsidiaries					
a	Good Bidco B.V. (GoodHabitz)	Subsidiary	252	-	6	258
b	Stack Overflow	Subsidiary	1 644	-	98	1 742
			1 896	**-**	**104**	**2 000**
	Acquisition of equity-accounted investments					
c	Oda	Associate	116	-	-	116
d	API Holdings Private Limited (PharmEasy)	Associate	220	-	-	220
e	Skillsoft Corp.	Associate	500	38	-	538
f	Flink SE (Flink)	Associate	84	-	-	84
	Other[1]	Associate	441	-	-	441
			1 361	**38**	**-**	**1 399**
	Additional investment in existing equity-accounted investments					
g	Bundl Technologies Private Limited (Swiggy)	Associate	299	-	-	299
h	NTex Transportation Services Private Limited (ElasticRun)	Associate	90	-	-	90
i	Think & Learn Private Limited (BYJU's)	Associate	153	-	-	153
j	Delivery Hero SE (Delivery Hero)	Associate	298	1 242	-	1 540
k	Eruditus Learning Solutions Limited (Eruditus)	Associate	127	-	-	127
l	Meesho Inc. (Meesho)	Associate	134	-	-	134
	Other[1]	Associate/ Joint venture	222	-	-	222
			1 323	**1 242**	**-**	**2 565**
	Other investments					
m	UrbanClap Technologies India Private Limited (Urban Company)	FVOCI	84	-	-	84
j	Delivery Hero[2]	FVPL	936	-	-	936
n	JD.Com	FVOCI	-	3 855	-	3 855
o	GoStudent	FVOCI	226	-	-	226
	Other[1]		234	-	-	234
			1 480	**3 855**	**-**	**5 335**
	Partial disposal of equity-accounted investments					
p	Tencent Holdings Limited (Tencent)	Associate	(14 609)	-	-	(14 609)
			(14 609)	**-**	**-**	**(14 609)**

[1] Other includes various acquisitions of subsidiaries, associates and other investments that are not individually material.

[2] Relates to the Delivery Hero shares bought in August 2021 and September 2021 before Competition Commission approval was obtained. Subsequent to the approval this amount was capitalised to the carrying value of the investment in associate.

6. BUSINESS COMBINATIONS, OTHER ACQUISITIONS AND DISPOSALS (continued)

a. In June 2021, the group acquired a 62% effective interest (61% fully diluted) for US$258m in GoodHabitz. GoodHabitz provides educational information online, offering commercial, management, and technical training services in the Netherlands. The group accounted for this investment as a subsidiary.

The group has a put option arrangement with the non-controlling interest exercisable at specified future dates. The settlement of the put option arrangement is in cash or shares at the group's discretion. At acquisition, the group recognised a put option liability amounting to US$144.1m representing the expected redemption amount payable to non-controlling shareholders upon settlement of their ownership interest in the entity, included in the "Other non-current liabilities" line on the statement of financial position.

In addition, the group has a call option arrangement with the non-controlling shareholder that is linked to employment. It is exercisable at specified future dates upon termination of employment of the non-controlling shareholder due to specified circumstances. The group has the right to settle this call option in cash at the fair value of shareholder's interest. The non-controlling shareholder currently has all the economic benefits associated with ownership of the shares, as a result, the group's obligation to settle this interest is included in the put option liability mentioned above.

The main intangible assets recognised in the business combination were customer relationships, trademarks and technology. The main factor contributing to the goodwill recognised in the acquisition is GoodHabitz's market presence, product development capabilities and engineering capabilities.

b. In August 2021, the group acquired a 100% effective and dilutive interest for US$1.7bn in Stack Overflow. Stack Overflow is a leading knowledge sharing platform for the global community of developers and technologists. The group accounted for this investment as a subsidiary.

The main intangible assets recognised in the business combination were trade names, technology and customer relationships. The main factor contributing to the goodwill recognised in the acquisition is Stack Overflow's market presence, engineering capabilities to develop future technology and ability to attract future customers.

The purchase price allocations for the above two acquisitions, in the Edtech segment, were not yet finalised as at 30 September 2021, therefore preliminary figures were disclosed in the condensed consolidated interim financial statements. The changes between the final and preliminary fair values were not material. The table below summarises the final fair values of each major class of identifiable assets and liabilities recognised for the above two acquisitions on the acquisition date.

Since the acquisition dates of the above business combinations, revenue of US$83m and net losses of US$102m have been included in the group's income statement. The impact on revenue and net losses from the above transactions, had the acquisitions taken place on 1 April 2021, were US$115m and US$108m respectively.

Acquisition date fair values of each major class of identifiable assets and liabilities recognised

	GoodHabitz June 2022 US$'m	Stack Overflow August 2022 US$'m
Total consideration	**258**	**1 742**
	25	**283**
Intangible assets	**62**	**247**
Property plant and equipment	**1**	**2**
Cash and deposits	**6**	**98**
Other receivables	**8**	**36**
Other liabilities	**(22)**	**(35)**
Deferred tax liabilities	**(14)**	**(65)**
Non-controlling interest[(1)]	**(16)**	**-**
Goodwill	**233**	**1 459**

[(1)] Non-controlling interest is measured at its proportionate share of the identifiable net assets of GoodHabitz at the acquisition date.

6. BUSINESS COMBINATIONS, OTHER ACQUISITIONS AND DISPOSALS (continued)

Acquisition of equity-accounted investments

c. In April 2021, the group acquired a 13% effective (12% fully diluted) interest for US$116m in Oda, Norway's largest online grocery business. The group accounted for this investment as an equity accounted associate on account of its significant influence on the board of directors.

d. In May 2021, the group acquired a 16% effective interest (15% fully diluted) for US$191m in PharmEasy. PharmEasy owns India's largest integrated digital healthcare platforms. The group accounted for this investment as an equity-accounted associate on account of its significant influence on the board of directors.

   Subsequent to this initial investment the group made an additional investment amounting to US$29m. As we did not participate equally in the funding round our effective interest is 14% (12% fully diluted) in PharmEasy. The group continues to account for its interest in Pharmeasy as an investment in an associate on account of its significant influence on the board of directors.

e. In June 2021, the group acquired a 38% effective interest (34% fully diluted) for US$500m in Skillsoft Corp. (Churchill). Churchill is special-purpose acquisition company which provides cloud-based learning, training and talent management solutions through its acquisition of Skillsoft Corp. (NYSE: SKIL) ("Skillsoft") and Global Knowledge Training LLC ("Global Knowledge"). Skillsoft, a global leader in corporate digital learning, commenced trading on the New York Stock Exchange (NYSE) under the ticker symbol "SKIL." This follows the completion of Software Luxembourg Holding S.A.'s merger with Churchill Capital Corp II and combination with Global Knowledge in June 2021, with the combined company now operating as Skillsoft. The group accounted for this investment as an equity-accounted associate. The cost of the investment in associate includes the fair value of a derivative financial asset amounting to US$38m at date of closing that arose because the purchase price for this investment was fixed in October 2020 on the signing date of this transaction.

   In addition to the associate investment in Skillsoft the group received 16,666,667 issued public warrants amounting to US$41m in exchange for corporate support services to be provided to the company. The public warrants give the group the right to purchase Skillsoft common stock at an exercise price of US$11.50 per share or are subject to a compulsory cash redemption on specified future dates and is contingent on the Skillsoft share price. The group accounts for these warrants as financial assets at fair value through profit or loss and recognised deferred income for the support services to be provided over a specified period.

f. In July 2021, the group acquired a 12% effective interest (12% fully diluted) for US$84m in Flink. Flink is a German-based instant grocery delivery company. The group will account for this investment as an equity-accounted associate on account of its significant influence on the board of directors. The agreement includes an arrangement with the Founder shareholders in which their shareholding may be repurchased by Flink upon termination of employment at specified values. This share-based payment arrangement will be settled in cash. The Founders legal shareholding at acquisition is therefore accounted for as a compound financial instrument and not as a shareholder ownership interest. This increased the group's economic interest for equity-accounting the associate to 20% as a result of this arrangement.

Additional investment in existing equity-accounted investments

g. In April 2021 and February 2022, the group made an additional investment in Swiggy, the operator of a first-party food-delivery marketplace in India, amounting to US$274m and US$25m respectively. At 31 March 2021, the group held a 41% effective interest. As we did not participate equally in the funding round our effective interest is 33% (31% fully diluted) in Swiggy. The group continues to account for its interest in Swiggy as an investment in an associate.

h. In April 2021 and February 2022, the group made an additional investment in ElasticRun, a software and technology platform for providing transportation and logistics services in India, amounting to US$30m and US$60m respectively. At 31 March 2021, the group held a 20% effective interest. Following these investments, the group holds a 23% effective interest (22% fully diluted) in ElasticRun. The group continues to account for its interest in ElasticRun as an investment in an associate.

i. In April 2021, the group made an additional investment amounting to US$153m, in BYJU's, India's largest education company and the creator of India's largest personalised learning app. At 31 March 2021, the group held an 11% effective interest. Following this investment, the group retained its 11% effective interest (10% fully diluted) in BYJU. The group continues to account for its interest in BYJU as an investment in an associate on account of its significant influence on the board of directors.

6. BUSINESS COMBINATIONS, OTHER ACQUISITIONS AND DISPOSALS (continued)

Additional investment in existing equity-accounted investments (continued)

j. In May 2021, the group completed bilateral trades that resulted in an additional investment in Delivery Hero. The group acquired an additional investment in Delivery Hero in March 2021, which increased its shareholding by 8% to approximately 24.99%. The additional investment was acquired via the market and bilateral trades. At 31 March 2021, while legal ownership had transferred for this 8% additional interest, the access to the returns associated with the ownership had not fully transferred for 4% of this interest. Accordingly, the effective interest in Delivery Hero recognised at 31 March 2021 was 21% with the remaining 4% amounting to US$1.2bn recognised as a contractual right to receive the shares or cash. In May 2021, the bilateral trades for the remaining 4% were completed, resulting in an increase in the effective shareholding of Delivery Hero to 24.99% as the access to the returns associated with the ownership for these shares have been transferred. The group paid an additional US$188.0m for the increase in share price for this interest between March and May 2021. In addition, the financial asset amounting to US$1.2bn recognised at 31 March 2021 for the right to receive this interest or cash was derecognised against the carrying value of the investment.

   Further, in August 2021 the group announced its intention to acquire an additional 2.5% stake in Delivery Hero, subject to Austrian Competition regulatory approval, through its subsidiary, MIH Food Holdings B.V. The competition approval was granted in September and accordingly the group acquired an additional investment in Delivery Hero. The group increased its shareholding in Delivery Hero by 2.5% to 27% from 25%.

   The additional investment was acquired initially as a call option to acquire the shares subject to competition approval. The call option was acquired at the fair value of the shares amounting to US$936m and recognised as a financial instrument measured at fair value through profit or loss. In addition, the group applied cash flow hedge accounting to the highly probable forecast acquisition of this additional investment, hedging the exposure to future share price increases in Delivery Hero shares between the date the call option was acquired, and the date approval was granted to acquire the additional shares. The additional investment in Delivery Hero was based on the fair value of the call option on the date that the approval was granted (US$817m) and the accumulated losses in the cash flow hedge reserve (US$119m). The accumulated losses within the cash flow hedge reserve were included in the cost of the investment, as based on the group's judgement the investment in associate is a non-financial asset. The resulting additional investment in Delivery Hero recognised after the basis adjustment was US$936m.

k. In August 2021, the group made an additional investment amounting to US$127m in Eruditus, an online platform using technology and curriculum innovation to offer professional education courses in collaboration with top-ranked universities globally. At 31 March 2021, the group held a 9% effective interest. Following these investments, the group holds a 13% effective interest (11% fully diluted) in Eruditus. The group continues to account for its interest in Eruditus as an investment in an associate on account of its significant influence on the board of directors.

l. In September 2021, the group made an additional investment amounting to US$134m in Meesho, a leading social commerce online marketplace in India that enables independent resellers to build small businesses by connecting them with suppliers to curate a catalogue of goods and services to sell. Meesho also provides logistics and payment tools on its platform. At 31 March 2021, the group held a 12% effective interest. Following these investments, the group holds a 13% effective interest (12% fully diluted) in Meesho. The group continues to account for its interest in Meesho as an investment in an associate on account of its significant influence on the board of directors.

Other investments

m. In April 2021 the group acquired a 4% effective interest (4% fully diluted) for US$84m in Urban Company. Urban Company is one of the largest home services platforms in Asia, with representation in India, UAE, Singapore and Australia. The investment is not held for trading, therefore the group accounts for this as an investment at fair value through other comprehensive income.

6. BUSINESS COMBINATIONS, OTHER ACQUISITIONS AND DISPOSALS (continued)

Other investments (continued)

n. In December 2021 Tencent declared a special interim dividend in the form of a distribution in specie of 457,326,671 Class A ordinary shares of JD.com to its shareholders on the basis of 1 Class A ordinary share of JD.com for every 21 Shares held. As a result of this distribution the group obtained a 4% effective (131,873,028 Class A ordinary shares) interest in JD.com. JD.com is a platform creator that brings value to partners and customers in sectors such as ecommerce, logistics, Internet finance, cloud computing and smart technology. The investment is not held for trading, therefore the group accounts for this as an investment at fair value through other comprehensive income.

   The group recognised a dividend receivable up until the distribution date of 25 March 2022. The dividend in specie distribution of the investment in JD.com has reduced the investment in Tencent by US$3.85bn representing the fair value of the investment on the distribution date.

o. In March 2022 the group acquired a 8% effective (and 7% fully diluted) interest for US$226m in GoStudent. GoStudent is a provider of online tutoring services in a 1:1, video-based format to K-12 students via a managed marketplace model in Austria. The investment is not held for trading, therefore the group accounts for this as an investment at fair value through other comprehensive income.

Partial disposal of equity-accounted investments

p. In April 2021 the group sold 2% of Tencent total issued share capital. The sale reduced its stake in Tencent from approximately 31% to 29%, yielding US$14.6bn in proceeds and a gain on partial disposal of US$12.34bn. The group reclassified a gain of US$41m from the foreign currency translation reserve to the consolidated income statement related to this partial disposal. Proceeds from this disposal are included in short-term investments on the consolidated statement of financial position.

Transactions with Non-controlling interest

The group acquired the share capital held by non-controlling shareholders of its subsidiary Frontier Car Group Inc. (FCG), for US$59.3m. At 31 March 2021, the group held a 91% effective interest. Following the acquisition, the group holds a 99% effective interest (98% fully diluted interest) in FCG. This resulted in the cancellation of the US$66.4m written put option liability and the US$16.6m employment linked cash-settled share-based payment liability related to the non-controlling shareholders which was derecognised. The cancellation of the written put option liability was recognised in equity in the “existing business combination reserve” and the cancellation of the cash settled share-based payment liability was recognised in the consolidated income statement. The group recognised US$59.9m in the “existing business combination reserve” in equity representing the gain from the change in ownership interest in the entity.

6. BUSINESS COMBINATIONS, OTHER ACQUISITIONS AND DISPOSALS (continued)

Financial year ended 31 March 2021

The following relates to the group's significant transactions related to business combinations and equity-accounted investments for the year ended 31 March 2021:

In April 2020, OLX Global B.V. (OLX) contributed its subsidiary, Dubizzle Limited (BVI) (Dubizzle), the leading classifieds platform for users in the UAE, for an interest in Emerging Markets Property Group (EMPG). EMPG owns and operates bespoke classifieds portals in different emerging markets across the world, including Bayut in Dubai, Zameen in Pakistan, and Mubawab in Morocco, North Africa. The total consideration was US$390.5m, including cash of US$75.0m. On disposal of Dubizzle, the group recognised a gain of US$113.5m in "Net gains on acquisitions and disposals" in the income statement, including the recycling of the foreign exchange translation reserve. This gain on disposal recognised from contribution of Dubizzle is to the extent of the external parties' interest in EMPG.

Following the transaction, the group holds a 39% effective and fully diluted interest in EMPG. The group accounts for its interest in EMPG as an investment in associate.

In July 2020, OLX merged its US letgo business with OfferUp, two of America's most popular apps to buy and sell in the US. OLX contributed its US letgo business. The total consideration was US$360.0m, including cash of US$100.0m. On disposal of the US letgo business, the group recognised a gain of US$114.8m in "Net gains on acquisitions and disposals". This gain on disposal recognised from the contribution of the US letgo business is to the extent of the external parties' interest in OfferUp.

Following the transaction, the group holds a 38% effective (35% fully diluted) interest in OfferUp. The group accounts for its interest in OfferUp as an investment in associate.

In August and October 2020, the group made an additional investment in Remitly Global, Inc. (Remitly) amounting to US$52.5m and US$14.3m respectively. Remitly is an international remittances company focused on the consumer segment, primarily in the US, the UK and Canada. Following this investment, the group holds a 24% effective (20% fully diluted) interest in Remitly. The group continues to account for its interest in Remitly as an investment in an associate.

In September 2020, Eruditus Learning Solutions Private Limited (Eruditus), a learning platform that partners with top-tier universities across the US, Europe, LatAm, India and China, announced the successful completion of its Series D funding round totalling US$113.0m (including secondary sales). The group, through Naspers Ventures B.V. (Prosus Ventures) participated in the funding round with a US$59.9m cash contribution. Following the transaction, the group holds a 9% effective (8% fully diluted) interest in Eruditus. The group accounts for its interest in Eruditus as an investment in associate as a result of the group's board representation.

In September 2020, the group made an additional investment amounting to US$25.0m, in VK (previously Mail.ru), a leading Russian social networks and instant messaging service. Following this investment, the group holds a 27% effective interest in Mail.ru. The group continues to account for its interest in Mail.ru as an investment in an associate.

In October 2020, the group made an additional investment in its joint venture Silver Brazil JVCo B.V. (OLX Brazil) amounting to US$89.0m. Furthermore, the group provided loan financing to OLX Brazil amounting to US$171.0m. The capital and loan provided was to finance the joint ventures investment acquisitions. The funding was provided jointly by the group and its partner in the joint venture Adevinta ASA (Adevinta). Accordingly, the group's effective shareholding in this investment subsequent to the additional investment remained unchanged. The additional contribution to OLX Brazil is included in the carrying value of the investment.

In March 2020, MIH Movile Holding B.V. (Movile) signed an agreement to sell its subsidiary Wavy Global Holdings B.V. (Wavy) to Stockholm listed customer engagement platform, Sinch AB, in exchange for cash and the issue of 1 534 582 new shares in Sinch AB (which represents at the reporting date a 2% equity investment). The transaction obtained regulatory approval and was closed in February 2021. The total proceeds on disposal on Wavy was US$310.2m, including cash of US$63.4m. On disposal of Wavy, the group recognised a total gain of US$275.8m, comprising of US$101.3m recognised in "Net gains on acquisitions and disposals" and a gain of US$174.5m recognised in "Other finance income - net" as a result of the exposure to the fair value gains of 1 534 582 Sinch AB listed shares from the signing date of the agreement until the closing date. The gain on disposal recognised in "Net gains on acquisitions and disposals" includes the recycling of the foreign exchange translation reserve. The group recognised its interest in Sinch AB as an investment at fair value through other comprehensive income.

6. BUSINESS COMBINATIONS, OTHER ACQUISITIONS AND DISPOSALS (continued)

Financial year ended 31 March 2021

The following transactions were entered into in March 2021:

IF-JE participaçoes S.A. (iFood) contributed its 100% subsidiary Come Ya S.A.S. (Come Ya) for a 51% effective interest in Inversiones CMR S.A.S. (Domicilios.com) for a total consideration of US$44.0m, including cash of US$7.0m. Domicilios.com is an online food delivery platform in Colombia. On disposal of Come Ya, the group recognised a gain of US$18.6m in "Net gains on acquisitions and disposals". This gain on disposal recognised from the contribution of the Come Ya is to the extent of the external parties' interest in Domicilios.com.

Following the transaction, the group holds a 51% effective (51% fully diluted) interest in Domicilios.com. The group accounts for its interest in Domicilios.com as a joint venture as contractually, the decisions over its operations require unanimous consent of both shareholders.

Prosus acquired approximately 20.37 million shares in Delivery Hero for US$2.6bn by 31 March 2021 to offset current and potential future dilutions in the investment. The acquisition increased the group's shareholding by 8% to approximately 24.99% which continues to position the group as the largest shareholder of Delivery Hero. At 31 March 2021, while legal ownership had transferred for the 8% additional interest, the access to the returns associated with the ownership had not fully transferred for 4% of this interest. Accordingly the effective interest in Delivery Hero recognised at 31 March 2021 was 21% with the remaining 4% amounting to US$1.2bn recognised as a contractual right to receive the shares or cash which is included in "Other investments" on the statement of financial position. At 31 March 2021 the 4% was recognised as a financial instrument at fair value through profit or loss. The fair value recognised represents the consideration paid for this interest which was subsequently included in the effective interest of the investment when access to the returns associated with the ownership had transferred. Refer to note 45.

7. GOODWILL

	31 March 2022 US$'m	2021 US$'m
Cost		
Opening balance	**2 350**	2 324
Foreign currency translation effects	**(165)**	61
Acquisitions of subsidiaries and businesses	**1 692**	43
Disposals of subsidiaries and businesses	**(59)**	(78)
Closing balance	**3 818**	2 350
Accumulated impairment		
Opening balance	**164**	87
Foreign currency translation effects	**2**	12
Impairment	**246**	71
Disposals of subsidiaries and businesses	**(52)**	(6)
Closing balance	**360**	164
Carrying value	**3 458**	2 186

The group recognised impairment losses on goodwill of US$246.0m (2021:US$70.5m) in the current year which related to Stack Overflow in the Edtech segment. Stack Overflow is a recent acquisition and has performed well to date and delivered on its growth plan, however, the current market conditions and the increase in risk free rates resulted in an increase in the discount rate used in the value in use calculations, reducing the recoverable amount to below the carrying amount. The prior year impairment primarily related to Silver Indonesia JVCo B.V. and Aasaanjobs Private Limited in the classifieds segment and an impairment in the media segment.

Impairment testing of goodwill

The group has allocated goodwill to various cash-generating units (CGUs). The recoverable amounts of these cash-generating units have been determined based on the higher of the value in use calculations and the fair value less costs of disposal. Fair value less costs of disposal of these CGUs takes into account the transaction value for the group's recent acquisitions or upcoming disposals where applicable, or is determined using an option pricing methodology. Value in use is based on discounted cash flow calculations. During the current and prior financial year, the recoverable amounts for CGUs was determined predominantly using value in use calculations. The group based its cash flow calculations on 10-year budgeted and forecast information approved by senior management and/or the various boards of directors of group companies. Long-term average growth rates for the respective countries in which the entities operate or, where more appropriate, the growth rate of the cash-generating units, were used to extrapolate cash flows into the future.

The discount rates used reflect specific risks relating to the relevant cash-generating units and the countries in which they operate, while maximising the use of market observable data. Discount rates take into account country risk premiums and inflation differentials as appropriate.

Management used 10-year projected cash flow models, terminal growth rates ranging between 2% and 7% (2021: 2% and 8%) and post-tax discount rates ranging between 10% and 25% (2021: 10% and 25%) in performing the impairment tests. The group uses up to 10-year projected cash flow models as many businesses have monetisation timelines longer than five years as further explained below.

Other assumptions included in cash flow projections vary widely between cash-generating units due to the group's diverse range of business models, and are closely linked to entity-specific key performance indicators.

Goodwill is tested annually as at 31 December or more frequently if there is a change in circumstance that indicates that it might be impaired. The group assessed its goodwill impairment calculations as well as the appropriateness of the recoverable amounts taking into account the impact of significant market movements, the war in Ukraine and the Covid-19 pandemic. The group's 10-year budgets and forecasts consisted of cash flow projections and included the anticipated impact of the war and the pandemic.

7. GOODWILL (continued)

Impairment testing of goodwill (continued)

These budgets and forecasts were used to calculate discounted cash flow valuations to identify whether goodwill allocated to various CGUs was impaired. The value in use amounts used were considered appropriate based on these budgets and forecasts. The increase the risk-free rates and the war in Ukraine at the beginning of the 2022 calendar year resulted in the need to update the goodwill impairment assessment performed at 31 December 2021. The impact of the war in Ukraine did not result in an impairment of goodwill for the businesses in Russia or Ukraine.

Estimating the future performance of the group's CGUs is challenging during this current economic environment. As circumstances change and/or information becomes available, the risk of impairment may increase in future periods.

The group's impairment testing of goodwill takes into account that, in most instances, longer forecast periods are required for many ecommerce businesses. These longer forecast periods are required as the group's ecommerce businesses generally only reach maturity once sufficient market share has been gained, the businesses have reached the appropriate scale and have become profitable. The forecast period is assessed annually to ensure it remains appropriate for the relevant businesses. Key assumptions in estimating these future cash flows over the forecast period include the CGUs ability to capture the required market share and the additional investment required in order for it to reach the appropriate scale. The group uses look-back analysis to assess past performance of its CGUs and uses it to validate past judgements and predict future performance. For certain CGUs risk adjustments are made to the discount rates used (generally being the weighted average cost of capital) when calculating the value in use.

Where the group has committed to the sale of a CGU or has determined that an impairment loss should be recognised on a CGU based on its value in use, the group also calculates that CGU's fair value less costs of disposal to ensure that the recognition of an impairment loss is appropriate.

Post-tax discount rates have been applied as value in use was determined using post-tax cash flows. Impairment testing is performed using the appropriate currency cash flows and accordingly, discount rates take into account country risk premiums and inflation differentials as appropriate.

The calculation of value in use is most sensitive to the following assumptions:

- projected revenue and EBITDA growth rates;
- growth rates used to extrapolate cash flows beyond the budget and forecast period, including the terminal growth rate applied in the final projection year; and
- discount rates.

When determining cash flows over the forecast periods, EBITDA margin assumptions vary between the group's diverse range of businesses.

The group's Classifieds and Edtech segments accounts for 43% and 41% of the overall balance of goodwill respectively. Accordingly, assumptions made in determining the cash flows of classifieds and edtech CGUs have a significant impact on the annual impairment assessment. Key assumptions underlying revenue forecasts for CGUs in the classifieds and edtech segment include the CGUs anticipated market share, the number of listings expected over the forecast period and the revenue and EBITDA contribution of each such listing. EBITDA margins based on the long term 10-year business plan ranges between 1% and 57%, depending on the stage of maturity of the relevant business. Terminal growth rates and discount rates used in performing impairment tests are detailed in the table below.

For those CGUs where no goodwill impairment is recognised, if either the pre- or post-tax discount rate applied to cash flows were to increased relatively by 5% or the growth rate used to extrapolate cash flows were to decrease relatively by 5%, or if both the discount rate and the growth rate were to increase and decrease relatively by 5% respectively, there would be no further significant impairments that would have to be recognised.

For Stack Overflow if either the pre- or post-tax discount rate applied to cash flows were to increase relatively by 5% there would be a further impairment of goodwill of US$119.0m. If the growth rate used to extrapolate cash flows were to decrease relatively by 5% there would be a further impairment of US$9.0m. If both the discount rate and the growth rate were to increase and decrease relatively by 5% respectively there would be a further impairment of goodwill of US$127.0m.

7. GOODWILL (continued)

Impairment testing of goodwill (continued)

The carrying value of goodwill presented per segment as at 31 March 2022, is as follows:

	Carrying value of goodwill	Basis of determination of recoverable amount[1]	Pre-tax discount rates[2]	Post-tax discount rate applied to cash flows[2]	Growth rate used to extrapolate cash flows[2]	Average revenue growth rate[2][3]
	US$'m		%	%	%	%
CGUs by segment						
Classifieds	**1 495**					6.7-55.0
OLX Autos	364	VIU	13.2-15.1	11.5-23.5	3.5	
Frontier Car Group Inc. (FCG)	287					
OLX B.V.	77					
Avito AB	1 016	VIU	28.4	25.0	4.0	
Other classifieds	115	VIU/FVLCoD	Various	Various	Various	
Payments and Fintech	**337**					10.6-38.9
PayU India	130	VIU	16.1	14.0	3.5	
PayU Global Payments Operations (GPO)	119	VIU	16.7	14.0	3.5	
Credit India	88	VIU	22.4	16.5	3.5	
Food Delivery	**27**	VIU	16.9	14.0	4.5	15.3-21.5
Edtech	**1 424**					22.9-36.9
Stack Overflow	1 213	VIU	15.4	13.5	2.3	
GoodHabitz B.V.	211	VIU	13.8	12.0	3.0	
Etail	**123**	VIU	14.6-21.3	13.5-18.0	4.0-4.5	11.8-19.0
Other	**52**	VIU/FVLCoD	Various	Various	Various	
	3 458					

[1] The recoverable amount for the subsidiary's goodwill in these segments is either the value in use (VIU) or the fair value less costs of disposal (FVLCoD).

FVLCoD is based on the most recent transaction value from an acquisition during the current financial year. The fair value for these CGUs are level 3 measurements.

[2] Goodwill is tested annually as at 31 December or more frequently if changes in circumstances indicate that it might be impaired.

[3] The revenue growth rate is based on an average rate over the forecasted period.

Post-tax discount rates have been applied in calculations as value in use was determined using post-tax cash flows.

7. GOODWILL (continued)

Impairment testing of goodwill (continued)

The carrying value of goodwill presented per segment as at 31 March 2021, is as follows:

	Carrying value of goodwill US$'m	Basis of determination of recoverable amount[1]	Pre-tax discount rates [2] %	Post-tax discount rate applied to cash flows[2] %	Growth rate used to extrapolate cash flows[2] %	Average revenue growth rate[2][3] %
CGUs by segment						
Classifieds	1 617					16.1-63.7
Avito AB	1 097	VIU	13.7	12.0	4.0	
Frontier Car Group Inc. (FCG)	287	VIU	12.4-26.3	10.5-22.0	4.0	
OLX B.V.	77	VIU	12.3-14.8	11.0-13.0	4.0	
Other classifieds	156	VIU/FVLCoD	Various	Various	Various	
Payments and Fintech	372					12.8-47.9
PayU India	133	VIU	15.8	13.5	4.0	
PayU Global Payments Operations (GPO)	151	VIU	15.3	13.0	4.0	
Credit India	88	VIU	15.5	13.5	4.0	
Food Delivery	28	VIU	15.5	12.5	4.5	22.3-37.6
Etail	116	VIU	13.7-23.4	12.5-15.5	4.0-5.0	13.3-20.8
Other	53	VIU/FVLCoD	Various	Various	Various	
	2 186					

[1] The recoverable amount for the subsidiary's goodwill in these segments is either the value in use (VIU) or the fair value less costs of disposal (FVLCoD). FVLCoD is based on the most recent transaction value from an acquisition during the prior financial year. The fair value for these CGUs are level 3 measurements.

[2] Goodwill is tested annually as at 31 December or more frequently if a change in circumstance indicates that it might be impaired.

[3] The revenue growth rate is based on an average rate over the forecasted period.

Post-tax discount rates have been applied in calculations as value in use was determined using post-tax cash flows.

Group structure (continued)

8. SIGNIFICANT SUBSIDIARIES

The following information relates to the group's interest in its significant subsidiaries at 31 March:

Name of subsidiary	Effective percentage interest[1] 2022 %	2021 %	Nature of business	Country of incorporation	Functional currency
Listed companies					
Corporate companies					
Prosus N.V.	**42.29**	73.19	Investment holding	Netherlands	US$
Unlisted companies					
Corporate companies					
MIH Holdings Proprietary Limited	**100.00**	100.00	Investment holding	South Africa	ZAR
MIH Internet Holdings Limited B.V.	**42.29**	73.19	Investment holding	The Netherlands	US$
Prosus Services B.V.	**42.29**	73.19	Corporate entity	The Netherlands	US$
Classifieds					
OLX Global B.V.	**41.87**	73.19	Classifieds	The Netherlands	US$
Avito AB	**41.87**	73.19	Classifieds	Sweden	SEK
Brocante Lab SAS (Selency)	**22.90**	40.10	Classifieds	France	EUR
Frontier Car Group Inc (FCG)	**41.87**	66.38	Classifieds	United States of America	US$
Silver Indonesia JVCo B.V. (OLX Indonesia)	**41.87**	73.19	Classifieds	The Netherlands	US$
Food Delivery					
iFood.com Agência de Restaurantes Online S.A. (iFood)	**26.45**	45.55	Food delivery	Brazil	BRL
Payments and Fintech					
PayU Global B.V.	**42.29**	73.19	Investment holding	The Netherlands	US$
iyzi Ödeme ve Elektronik Para Hizmetleri Anonim Şirketi (Iyzico)	**38.54**	66.70	Payments platform	Turkey	TRY
PayU Payments Private Limited	**42.29**	73.19	Payments platform	India	INR
PaySense Private Limited	**34.93**	57.97	Credit platform	Singapore	SGD
Red Dot Payment Private Limited	**31.33**	52.50	Payments platform	Singapore	SGD
Wibmo Inc.	**42.29**	73.19	Payments platform	United States of America	US$
Zooz Mobile Limited	**42.29**	73.19	Payments platform	Israel	US$

[1] The percentage interest shown is the financial effective interest, after disregarding the interests of the group's equity compensation plans treated as treasury shares and taking into account retention options. The group's financial effective interest is, in some instances, impacted by its shareholding in intermediate holding companies including Prosus N.V. Refer to note 4.

Group structure (continued)

8. SIGNIFICANT SUBSIDIARIES (continued)

The following information relates to the group's interest in its significant subsidiaries at 31 March:

Name of subsidiary	Effective percentage interest[1]		Nature of business	Country of incorporation	Functional currency
	2022 %	2021 %			
Edtech					
MIH Edtech Investments B.V.	**42.29**	-	Investment holding	The Netherlands	US$
Good BidCo B.V (GoodHabitz)[2]	**26.35**	-	Educational platform	The Netherlands	EUR
Stack Overflow Limited[2]	**42.29**	-	Educational platform	United Kingdom	GBP
Etail					
MIH B2C Holdings B.V.	**42.29**	73.19	Investment holding	The Netherlands	US$
Dante International S.A. (eMAG)	**33.65**	58.61	Retail and ecommerce	Romania	RON
Extreme Digital Zrt	**18.19**	30.48	Retail and ecommerce	Hungary	HUF
Takealot Online (RF) Proprietary Limited	**100.00**	96.99	Retail and ecommerce	South Africa	ZAR
Other ecommerce					
Movile Mobile Commerce Holdings, S.L.	**39.77**	68.07	Mobile value added services	Brazil	BRL
Sympla Internet Soluções S.A.	**32.91**	56.54	Mobile value added services	Brazil	BRL
Media					
Media24 Holdings Proprietary Limited	**100.00**	100.00	Investment holding	South Africa	ZAR
Media24 Proprietary Limited	**100.00**	100.00	Publishing	South Africa	ZAR

[1] The percentage interest shown is the financial effective interest, after disregarding the interests of the group's equity compensation plans treated as treasury shares and taking into account retention options. The group's financial effective interest is, in some instances, impacted by its shareholding in intermediate holding companies including Prosus N.V. Refer to note 4.

[2] The group acquired its interest in the current year and accounts for its interest as a subsidiary.

Group structure (continued)

8. SIGNIFICANT SUBSIDIARIES (continued)

The summarised financial information contained below relates to subsidiaries of the group that are considered to have significant non-controlling interests:

	Prosus N.V.	
	31 March 2022 US$'m	31 March 2021 US$'m
Summarised statement of financial position		
Non-current assets	**56 073**	48 583
Current assets	**15 265**	7 145
Total assets	**71 338**	55 728
Non-current liabilities	**16 402**	8 535
Current liabilities	**4 413**	4 007
Total liabilities	**20 815**	12 542
Accumulated non-controlling interests	**29 516**	11 667
Summarised income statement		
Revenue	**6 866**	5 116
Net profit for the year attributable to equity holders	**18 733**	7 449
Other comprehensive income/(loss) attributable to equity holders	**(3 167)**	9 011
Total comprehensive income attributable to equity holders	**15 566**	16 460
Total comprehensive loss attributable to non-controlling interests	**(83)**	(12)
Dividends paid to non-controlling interests	**(134)**	(57)
Dividend declared by subsidiaries	**238**	215
Summarised statement of cash flows		
Cash flows (utilised in)/generated from operating activities	**(605)**	159
Cash flows generated from/(utilised in) investing activities	**4 392**	(3 218)
Cash flows generated from financing activities	**2 403**	2 450

9. CHANGES IN NON-CONTROLLING INTEREST

The Prosus group represents a significant portion of Naspers's NAV as it comprises the international ecommerce and internet assets, including the investment in Tencent. In August 2021, subsequent to the closing of the share exchange, Prosus owns 49.5% fully diluted interest which represents a 49.9% effective economic interest in Naspers including the 3.7% effective interest obtained via the share repurchase programme (refer to note 24). Accordingly, the cross-holding agreement that is effective from the closing of the share exchange includes the Naspers shares Prosus already owned. Refer to note 4 for the accounting treatment relating to this transaction.

In addition, Prosus commenced an on-market share repurchase programme of Prosus's N ordinary shares in August 2021 for a total consideration of up to US$5bn from its free-float shareholders in support of delivering the overall benefits of the Prosus share exchange offer to Naspers Limited N ordinary shareholders which was completed on 16 August 2021. 69 825 860 Prosus N ordinary shares were repurchased as at 31 March 2022.

Subsequent to the share-exchange and the share repurchase, the group's economic interest in Prosus N.V. is 42.29% (31 March 2021: 73.19%). Accordingly, the 57.71% (31 March: 2021 26.81%) interest in Prosus held by free float shareholders represents a significant non-controlling interest of the group. This increase in non-controlling interest was accounted for as an equity transaction because there is a change in Naspers's effective interest in the group but no change to the control structure. The excess of the Naspers treasury shares recognised and the increase in non-controlling interest of US$21.81bn was recognised in the "existing business combination reserve" in equity as a result of the share exchange. Refer to note 4 for detailed accounting treatment of the share exchange.

The Prosus group prepares its own consolidated financial results, which are reported to its shareholders in accordance with its listing obligations on Euronext Amsterdam. More information on Prosus's results is available at https://www.prosus.com.

In April 2021, the group acquired the share capital held by non-controlling shareholders of its subsidiary Takealot Online (RF) Proprietary Limited (Takealot), for US$54.8m. Following the acquisition, the group holds a 100% effective interest (96% fully diluted) in Takealot. This resulted in the cancellation of the US$44.4m written put option liability and the US$11.1m employment linked cash-settled share-based payment liability related to the non-controlling shareholder which was derecognised. The cancellation of the written put option liability was recorded in equity in the "existing business combination reserve". The settlement of the fully vested cash-settled share-based payment liability had a minimal impact on the consolidated income statement. The group recognised US$54.5m in the "existing business combination reserve" in equity representing the gain from the change in ownership interest in the entity.

The group acquired the share capital held by non-controlling shareholders of its subsidiary Frontier Car Group Inc. (FCG), for US$59.3m. At 31 March 2021, the group held a 91% effective interest. Following the acquisition, the group holds a 99% effective interest (98% fully diluted interest) in FCG. This resulted in the cancellation of the US$66.4m written put option liability and the US$16.6m employment linked cash-settled share-based payment liability related to the non-controlling shareholders which was derecognised. The cancellation of the written put option liability was recognised in equity in the "existing business combination reserve" and the cancellation of the cash settled share-based payment liability was recognised in the consolidated income statement. The group recognised US$59.9m in the "existing business combination reserve" in equity representing the gain from the change in ownership interest in the entity.

Group structure (continued)

10. INVESTMENTS IN ASSOCIATES

The following information relates to the group's financial interest in its significant associates at 31 March:

Name of associated company	Effective percentage interest[1][2]		Nature of business	Country of incorporation	Functional currency	Year-end
	2022 %	2021 %				
Listed companies						
Delivery Hero SE[3]	**11.54**	15.44	Food delivery	Germany	EUR	December
Tencent Holdings Limited[4]	**12.18**	22.59	Internet-related services	Cayman Islands	RMB	December
VK Group Limited (previously Mail.ru)[5]		19.97	Internet-related services	British Virgin Islands	RUB	December
Remitly Global Inc.	**9.62**	17.65	Digital money transfer	United States of America	US$	December
Skillsoft[6]	**15.88**	-	Educational Platform	United States of America	US$	December
SimilarWeb Limited	**6.31**	12.34	Internet metrics	Israel	NIS	December
Udemy, Inc.	**5.19**	10.24	Educational technology	United States of America	US$	March
Unlisted companies						
Classifieds						
EMPG Holdings Limited	**16.85**	28.60	Classifieds	United Arab Emirates	US$	December
OfferUp Incorporated	**16.51**	28.94	Classifieds	United States of America	US$	December
Food delivery						
Bundl Technologies Private Limited (Swiggy)[3]	**13.84**	30.15	Food delivery	India	INR	March
Flink SE[6]	**4.13**	-	Food delivery	Germany	EUR	December
Oda Group Holding AS[6]	**5.56**	-	Food delivery	Norway	NOK	December

[1] *The percentage interest shown is the financial effective interest, after disregarding the interests of equity compensation plans treated as treasury shares and taking into account retention options. The group's financial effective interest is, in some instances, impacted by its shareholding in intermediate holding companies including Prosus N.V. Refer to note 4.*

[2] *Where the group's interest is below 20% the group accounts for its interest as an investment in an associate on account of its significant influence on the board of directors.*

[3] *Refer to note 6 for the group's additional investment during the current year.*

[4] *The group partially disposed of its interest in the current year (refer to note 6).*

[5] *During March 2022 the group lost its significant influence due to its resignation on the board of directors. The group accounts for the 27.29% interest in VK at fair value through other comprehensive income. The fair value of the investment is US$nil at 31 March 2022. Refer to note 4*

[6] *The group acquired its interest in this entity during the current year (refer to note 6).*

Group structure (continued)

10. INVESTMENTS IN ASSOCIATES (continued)

The following information relates to the group's financial interest in its significant associates at 31 March:

Name of associated company	Effective percentage interest[1][2]		Nature of business	Country of incorporation	Functional currency	Year-end
	2022 %	2021 %				
Unlisted companies (continued)						
Edtech						
Ryzac, Inc. (Codecademy)	**10.05**	15.33	Educational technology	United States of America	US$	December
Sololearn, Inc.	**7.80**	14.52	Educational technology	United States of America	US$	March
Think & Learn Private Limited (BYJU's)[3]	**4.15**	7.74	Educational technology	India	INR	March
Brainly, Inc.	**17.82**	29.32	Educational technology	United States of America	US$	December
Eruditus Learning Solutions Private Limited[3]	**5.57**	6.46	Educational technology	Singapore	SGD	June
Other ecommerce						
Honor Technology, Inc. (Honor)	**5.80**	11.58	Home care	United States of America	US$	December
Meesho, Inc.[3]	**5.85**	9.05	Online marketplace	United States of America	US$	December
API Holdings Private Limited (Pharmeasy)[4]	**5.60**	-	Health care	India	INR	March
NTEx Transportation Services Private Limited (ElasticRun)[3]	**9.57**	15.06	Logistic services	India	INR	March
Corporate						
Naspers Beleggings (RF) Limited[5]	**49.00**	49.00	Investment holding	South Africa	ZAR	March

[1] *The percentage interest shown is the financial effective interest, after disregarding the interests of the group's equity compensation plans treated as treasury shares and taking into account retention options. The group's financial effective interest is, in some instances, impacted by its shareholding in intermediate holding companies including Prosus N.V. Refer to note 4.*

[2] *Where the group's interest is below 20% the group accounts for its interest as an investment in an associate on account of its significant influence on the board of directors.*

[3] *Refer to note 6 for the group's additional investment during the current year.*

[4] *The group acquired its interest in this entity during the current year. Refer to note 6.*

[5] *The group has concluded that it does not control Naspers Beleggings (RF) Limited as it does not have the ability to unilaterally direct its substantive decisions.*

The fair values of the group's investments in its listed associates are detailed below:

	31 March	
	2022 US$'m	2021 US$'m
Listed investments		
Delivery Hero SE	**3 035**	6 810
Tencent Holdings Limited	**132 311**	232 354
VK (previously Mail.ru Group Limited)[1]	**-**	1 409
Remitly inc	**369**	-
Skillsoft	**302**	-
SimilarWeb Limited	**145**	-
Udemy, Inc	**213**	-

The above fair values have been measured using quoted prices in active markets and the disclosed amounts therefore represent level 1 fair-value measurements.

[1] *During March 2022 the group lost its significant influence due to its resignation on the board of directors. Refer to note 4.*

Group structure (continued)

10. INVESTMENTS IN ASSOCIATES (continued)

	31 March 2022 US$'m	31 March 2021 US$'m
Opening balance	**40 566**	22 235
Associates acquired - gross consideration	**4 824**	2 352
net assets acquired (restated)*	**1 278**	212
goodwill and other intangibles recognised (restated)*[1]	**3 661**	2 257
deferred taxation recognised	**(115)**	(117)
Associates disposed of	**(10)**	(20)
Transferred to held-for-sale	**(38)**	-
Share of current year changes in OCI and net asset value	**(2 699)**	6 819
Share of equity-accounted results	**9 375**	7 147
Equity-accounted results due to acquisition accounting	**(72)**	(33)
amortisation of other intangible assets	**(99)**	(46)
realisation of deferred taxation	**27**	13
Impairment	**(587)**	(11)
Dividends received[2]	**(4 426)**	(458)
Foreign currency translation effects	**(249)**	1 546
Disposal of partial interest in associate[3]	**(2 316)**	-
Dilution gains[4]	**93**	989
Closing balance	**44 461**	40 566
Investments in associates		
Listed	**40 463**	38 136
Unlisted	**3 998**	2 430
Total investments in associates	**44 461**	40 566

[1] Includes goodwill of US$2.1bn (2021: US$1.2bn) and intangible assets of US$489.7m (2021: US$298.1m) relating to the acquisition of additional shares in Delivery Hero.

[2] At 31 March 2022, the dividend received from Tencent amounted to US$570.7m cash and dividends in specie of US$3.9bn in shares of JD.com.

[3] At 31 March 2022, gains on partial disposal recognised in the consolidated income statement relates to the 2% disposal of Tencent Holdings Limited. The group recognised a gain on partial disposal of US$12.34bn.

[4] The total dilution gains/(losses) presented in the income statement relate to the group's diluted effective interest in associates and the reclassification of a portion of the group's foreign currency translation reserves from other comprehensive income to the income statement following the shareholding dilutions.

**The group made additional investments in Delivery Hero SE in March 2021. At 31 March 2021 the purchase price allocation (PPA) was not yet finalised and accordingly previously published financial information included only provisional amounts for intangible assets. The PPA was finalised during the year ended 31 March 2022 and accordingly the provisional amount for intangible assets was updated to the final amounts. 'net assets acquired' and 'goodwill and other intangibles recognised' previously published were US$441.0m and US$2 028.0m respectively. This restatement did not change the carrying amount of the investment in Delivery Hero SE at 31 March 2021.*

10. INVESTMENTS IN ASSOCIATES (continued)

The group recognised US$9.3bn (2021: US$7.1bn) from associates as its share of equity-accounted results in the income statement. There are no cumulative unrecognised losses relating to associates that have been fully impaired, recognised (2021: US$nil) as at 31 March 2022.

The group recognised total dilution gains of US$95.1m (2021: US$1.0bn) as part of “Dilution gains on equity accounted investments” in the income statement. The net dilution gain includes US$92.3m which relates to the group's shareholding in Delivery Hero, Swiggy and SimilarWeb and other unlisted investments. The prior year net dilution gain relates primarily to a 4% dilution in the group’s interest in Delivery Hero as a result of share issue.

The total dilution gain presented in the income statement also includes a gain of US$2.8m (2021: dilution loss of US$8.4m) relating to the reclassification of a portion of the group’s foreign currency translation reserves from other comprehensive income to the income statement following shareholding dilutions.

In March 2022, the groups directors resigned with immediate effect from the VK Board and no voting rights will be exercised under the current circumstances and sanctions landscape. As a result of the resignation of the directors from the VK board the group lost significant influence over VK and ceased accounting for this investment as an associate. The group reclassified a portion of the foreign currency translation reserves related to VK from other comprehensive income to the “Net (losses)/gains on acquisitions and disposals” in the income statement amounting to a loss of US$1.14bn as a result of the loss of significant influence.

The group’s share of equity-accounted investments’ other comprehensive income and reserves relates mainly to the revaluation of the associates’ investments at fair value through other comprehensive income.

Direct equity movements relate to the group’s share of equity accounted investments’ transfer of gains on disposal and deemed disposal of financial instruments to retained earnings.

Adjustments are made for significant transactions and events that take place where lag periods are applied. These adjustments usually include impairments and fair-value adjustments related to the underlying financial instruments of associates measured at fair value through profit or loss or at fair value through other comprehensive income.

As at 31 March 2022, the group does not recognise deferred tax on its investments in associates as distributions from associates do not have tax consequences.

10. INVESTMENTS IN ASSOCIATES (continued)

Impairment of equity accounted investments

The group assesses whether there is an indication that its equity-accounted investments are impaired. This assessment was due to the decline in the market capitalisation of the listed equity-accounted investments and the increase in country risk premiums. The group recognised impairment losses of US$589.1m (2021: US$11.0m) for equity-accounted investments of which US$473.6m of the impairment loss related to VK.

The significant decline in the share price of VK presented an indicator for impairment on the carrying value of this investment immediately prior to the loss of significant influence. Accordingly, the group fully impaired the carrying value of the investment for the year ended 31 March 2022.

The impairment assessment for equity-accounted investments included, among other, an assessment for the group's investment in Delivery Hero as a result of a decline in its market capitalisation. The recoverable amount for Delivery Hero is the higher of the value in use and fair value less costs of disposal. The recoverable amount was based on the value in use calculations. The value in use was higher than the market prices for the investment because market prices reflect current market sentiment while value in use considers a longer term horizon. The value in use was determined using the discounted cash flow method. The group used 10-year projected cash flow models as the business have monetisation timelines longer than 5 years. The 10-year projected cash flow models incorporated market views and publicly available analyst projections. The equity-accounted investment was valued using the sum-of-the-parts approach. The value in use calculation determined the equity values for the investment which took into consideration the following key assumptions:

Revenue and Expenses

Revenue and expenses are based on past experience, management's future expectations of business performance and the latest guidance announced by Delivery Hero. The revenue and expense drivers for Delivery Hero are the number of orders which increased annually by forecasted annual growth rates and average order values.

Growth rates

The growth rates were consistent with publicly available information relating to long-term average growth rates for the markets in which the equity-accounted investments operate in. The annual growth rate used for revenue and expenses over the 10-year forecast period ranged between 5% - 47% for Delivery Hero.

Discount rates

The discount rates used reflect specific risks relating to the relevant operations and the regions in which they operate, while for certain operations, risk adjustments are made to discount rates used when calculating the value in use. Discount rates take into account country risk premiums and inflation differentials as appropriate. Post-tax discount rate used ranged between 10% - 15% for Delivery Hero. Pre-tax discount rate used ranged between 11.6%- 16.9%.

Terminal growth rates

The terminal growth rates considered the steady growth rates that would appropriately extrapolate cash flows beyond the forecasted periods once the business segment has assumed to reach maturity. The terminal growth rate for Delivery Hero fell within the range of 2% and 5% based on the expected growth in perpetuity in the markets that these businesses operate.

Based on the value-in-use calculations of these investments, the value in use of Delivery Hero exceeds the carrying amount. Accordingly, there was no impairment loss recognised for this investment.

Sensitivity to changes in assumptions

An adverse adjustment to any of the above key assumptions would result in an impairment of Delivery Hero.

Group structure (continued)

10. INVESTMENTS IN ASSOCIATES (continued)

Material associates' summarised financial information

	31 March[1] Tencent Holdings Limited		31 March[1] Delivery Hero SE Limited		31 March[1][3] VK Group Limited	
				Restated[2]		
	2022 US$'m	2021 US$'m	**2022 US$'m**	2021 US$'m	**2022 US$'m**	2021 US$'m
Dividends received	**4 426**	458	**-**			-
Revenue	**87 530**	71 597	**6 741**	2 919		1 345
Net profit/(loss) from continuing operations	**34 179**	26 365	**810**	(4 133)		(197)
Other comprehensive income	**(18 022)**	21 571	**(26)**	(64)		13
Total comprehensive income/(loss)	**16 157**	47 936	**784**	(4 197)		(184)
Non-current assets[2]	**168 122**	160 556	**10 403**	8 321		3 058
Current assets	76 469	48 476	3 978	3 809		806
Total assets	**244 591**	209 032	**14 381**	12 130		3 864
Non-current liabilities[2]	**51 726**	43 169	**7 469**	6 107		792
Current liabilities	**60 880**	41 064	**1 942**	1 739		655
Total liabilities	**112 606**	84 233	**9 411**	7 846		1 447
Closing net assets	**131 985**	124 799	**4 970**	4 284		2 417
Non-controlling interests	**(11 103)**	(12 857)	**(17)**	(5)		(22)
	120 882	111 942	**4 953**	4 279		2 395
Group's direct interest in associate at year-end	**34 826**	34 545	**1 351**	903		654
Goodwill and other[2]	**11**	11	**3 595**	1 919		103
Carrying value of investment	**34 837**	34 556	**4 946**	2 822		757

[1] Reflects the summarised financial information of the above associates as at 31 December, adjusted for significant transactions and events that took place during the lag period applied for accounting purposes.

[2] The group made additional investments in Delivery Hero SE in March 2021, May 2021 and August 2021. At 31 March 2021 the purchase price allocation (PPA) was not yet finalised and accordingly previously published financial information included only provisional amounts for intangible assets. The PPA was finalised during the year ended 31 March 2022 and accordingly the provisional amount for intangible assets was updated to the final amounts. 'Non-current assets','non-current liabilities' and 'goodwill and other' previously published were US$8 236m,US$4 959m and US$1 694m respectively. This restatement did not change the carrying amount of the investment in Delivery Hero SE at 31 March 2021. Included in goodwill and other is the fair value adjustment related to intangible assets arising as a result of the incremental acquisition acquired amounting to US$40.4m (2021: USD 95.8m).

[3] The group lost significant influence in VK as a result of its resignation on its board of directors.

Group structure (continued)

10. INVESTMENTS IN ASSOCIATES (continued)

Other associates' summarised financial information

	31 March	
	2022 US$'m	2021 US$'m
Net loss from continuing operations	**(632)**	(223)
Other comprehensive income	**60**	26
Total comprehensive loss	**(572)**	(197)
Carrying value of investments	**4 678**	2 430
Total carrying value of investments in associates	**44 461**	40 566

The group had no capital commitments or contingent liabilities at 31 March 2022 or 2021 in respect of its investments in associates.

11. INVESTMENTS IN JOINT VENTURES

The following information relates to the group's financial interest in its significant joint ventures at 31 March:

Name of joint venture	Effective percentage interest[1]		Nature of business	Country of incorporation	Functional currency	Year-end
	2022 %	2021 %				
Unlisted companies						
Silver Brazil JVCo B.V. (OLX Brazil)	**20.93**	36.60	Classifieds	The Netherlands	US$	December
Inversiones CMR S.A.S. (Domicilios.com)	**13.52**	23.23	Food delivery	Colombia	COP	December
El Cocinero a Cuerda S.L. (SinDelantal)	**12.99**	22.24	Food delivery	Spain	EUR	December

[1] *The percentage interest shown is the financial effective interest, after disregarding for the interests of the group's equity compensation plans treated as treasury shares and taking into account retention options. The group's financial effective interest is, in some instances, impacted by its shareholding in intermediate holding companies including Prosus N.V. which was listed on Euronext Amsterdam during the 2020 financial year.*

Adjustments are made for significant transactions and events that take place where lag periods are applied.

Group structure (continued)

11. INVESTMENTS IN JOINT VENTURES (continued)

	31 March	
	2022 US$'m	2021 US$'m
Opening balance	**160**	74
Joint ventures acquired - gross consideration[1]	**5**	134
net assets acquired	**5**	20
goodwill and other intangibles recognised	**-**	114
Share of equity-accounted results	**(48)**	(18)
Equity-accounted results due to acquisition accounting	**-**	(1)
Impairment	**-**	(21)
Dividends received	**(1)**	(2)
Foreign currency translation effects	**30**	(6)
Closing balance	**146**	160

[1] Refer to note 6 for investments in joint ventures during the prior year.

The group recognised losses of US$48.2m (2021 profits of: US$17.5m) from joint ventures as its share of equity-accounted profits in the income statement. There are no cumulative unrecognised losses relating to joint ventures that have been fully impaired, recognised (2021: US$nil) as at 31 March 2022.

Impairment losses of US$nil (2021: US$20.9m) were recognised for the group's investments in joint ventures.

None of the group's interests in joint ventures are considered to be individually material.

As at 31 March 2022 the group does not recognise deferred tax on its investments in joint ventures as distributions from joint ventures do not have tax consequences.

The group had no capital commitments or contingent liabilities in respect of its investments in joint ventures at 31 March 2022 and 2021.

Group structure (continued)

12. ACQUISITIONS OF SUBSIDIARIES AND BUSINESSES

	31 March	
	2022 US$'m	2021 US$'m
Fair value of assets and liabilities:		
Property, plant and equipment	**16**	9
Investments and loans	**-**	2
Other intangible assets	**309**	45
Net current (liability)/assets	**90**	(12)
Deferred taxation	**(81)**	(10)
Long-term liabilities	**(10)**	(9)
Total fair value of assets and liabilities	**324**	25
Non-controlling interests	**(16)**	(24)
Goodwill recognised	**1 692**	43
Purchase consideration	**2 000**	44
Amount to be settled in future	**-**	(7)
Settlement of amounts owing in respect of prior year purchases	**-**	(2)
Net cash in subsidiaries and businesses acquired	**(104)**	(20)
Net cash outflow from acquisitions of subsidiaries and businesses	**1 896**	15

13. DISPOSALS OF SUBSIDIARIES AND BUSINESSES

	31 March	
	2022 US$'m	2021 US$'m
Carrying values of assets and liabilities:		
Property, plant and equipment	**2**	3
Disposal groups classified as held for sale	**-**	174
Goodwill	**8**	72
Other intangible assets	**16**	13
Net current assets/(liabilities)	**7**	8
Deferred taxation	**(4)**	-
Long-term liabilities	**(1)**	-
Foreign currency translation reserve realised	**-**	16
	28	286
Existing control business combination reserve	**1**	(17)
Gain on disposal - net	**21**	346
Fair value gain on shares received	**-**	174
Selling price	**50**	789
Net cash in subsidiaries and businesses disposed of	**(15)**	(35)
Shares received as settlement	**(33)**	(710)
Amounts relating to prior year disposal	**22**	-
Amounts to be received in the future	**(4)**	(17)
Net cash inflow from disposals of subsidiaries and businesses	**20**	27

14. REVENUE FROM CONTRACTS WITH CUSTOMERS

Accounting policy

Revenue from contracts with customers is derived from the sale of goods and rendering of services. Revenue is measured based on the transaction price specified in the contract with the customer. The group recognises revenue when (or as) it transfers control of goods and/or services to its customers, which is when specific criteria have been met for each of the group's activities as described below. Revenue is recognised at the amount the group expects to be entitled to in exchange for the goods and/or services transferred to customers.

Revenue is shown net of value added tax (VAT), returns, rebates and discounts. For contracts that permit returns, rebates or discounts, revenue is recognised only to the extent that it is highly probable that a significant reversal of revenue will not occur as a result of such items. The amount of revenue recognised is adjusted for expected returns, rebates or discounts which are estimated based on the group's historical experience and taking into consideration the type of customer, the type of transaction and the specific terms of each arrangement. The right to return goods is measured at the former carrying amount of the inventory less expected costs to recover goods where applicable.

Where contracts include multiple goods and/or services, the transaction price is allocated to each distinct good or service (or performance obligation) based on respective stand-alone selling prices. Where stand-alone selling prices are not directly observable, they are estimated.

The group identifies all parties that are integral to it generating revenue on its online platforms as its customers and, accordingly, incentives (including cash discounts and discount vouchers/coupons) provided to any party transacting on the platform are treated as a reduction of revenue.

The group considers, for each contract with a customer, whether it is a principal or an agent. The group regards itself as the principal in a transaction where it controls a promised good or service before the good or service is transferred to a customer. Where the group is the principal in a transaction, it recognises revenue in the gross amount of consideration to which it expects to be entitled. The group is the principal in the majority of transactions that it enters into. Where the group is in capacity of an agent, recognises revenue on a net basis.

Revenue earned, but for which the group's right to the consideration payment is not yet unconditional is presented as accrued income as part of other receivables in the statement of financial position. Payments received in advance from contracts with customers represent an obligation to transfer future goods and/or services and are presented as part of accrued expenses and other liabilities in the statement of financial position.

The group is not party to contracts where the period between the transfer of goods and/or services and payment exceeds one year. Consequently, the group does not adjust its transaction prices for financing components.

Revenue recognition for the group's major revenue streams is outlined below in the following paragraphs

Ecommerce revenue

Revenue represents amounts received or receivable from customers relating to online goods sold on the group's etail and other internet platforms and from services rendered. Services rendered include advertising, classifieds listing revenue, payment transaction commissions and fees, food delivery revenue, educational technology revenue, mobile and other content revenue.

Sale of goods

Revenue from goods sold is recognised when the goods are delivered and accepted by customer.

Classifieds listing

The group recognises classifieds listings and related feature fees over the feature period or on listing of an item for sale depending on the nature of the feature purchased. Success fees and other relevant commissions are recognised when a transaction is completed on the group's websites.

Payments and fintech, food delivery and mobile content

Payments and fintech, food delivery, mobile content revenues are recognised once a transaction is completed and is based on the applicable fee for each transaction performed.

Educational technology revenue

Educational technology revenues are recognized over the period in which the online educational content is provided for or when the online educational content is provided depending on the nature of the educational content purchased.

14. REVENUE FROM CONTRACTS WITH CUSTOMERS (continued)

Accounting policy (continued)

Advertising revenues

The group mainly derives advertising revenues from advertisements published in its newspapers and magazines and shown online on its websites and instant-messaging windows. Advertising revenues from print media products are recognised upon publication over the period of the advertising contract. Publication is regarded to be when the print media product has been delivered to the retailer and is available to be purchased by the general public. Online advertising revenues are recognised over the period in which the advertisements are displayed using a time-based measure.

Printing, distribution, circulation and publishing revenue

Revenues from print and distribution services are recognised upon completion of the services and delivery of the related product and customer acceptance.

The recognition of print services revenue is based upon delivery of the product to the distribution depot and acceptance by the distributor of the customer, or, where the customer is responsible for the transport of the customers' products, acceptance by the customer or its nominated transport company. Revenues from distribution services are recognised upon delivery of the product to the retailer and acceptance thereof.

Print and distribution services are separately provided by different entities within the group and separately contracted for by customers. Where these services are provided to the same client, the terms of each separate contract are consistent with contracts where an unrelated party provides one of the services. Revenue is recognised separately for print and distribution services as the contracts are separately negotiated based on fair value for each service.

Circulation revenue is recognised in the month in which the magazine or newspaper is sold.

Book sales are recognised upon delivery of products and customer acceptance. Revenue relating to any particular publication is brought into account in the month that it is published.

		31 March	
	Reportable segment(s) where revenue is included	**2022 US$'m**	2021 US$'m
Online sale of goods revenue	Classifieds and Etail	**4 492**	3 343
Classifieds listings revenue	Classifieds	**1 008**	725
Payment transaction commissions and fees	Payments and Fintech	**703**	513
Mobile and other content revenue	Other Ecommerce	**71**	147
Food delivery revenue	Food Delivery	**986**	733
Advertising revenue	Various	**175**	142
Printing, distribution, circulation, publishing and subscription revenue	Media	**138**	117
Educational technology revenue	Edtech	**83**	-
Other revenue	Various	**284**	214
		7 940	5 934

Revenue is presented on an economic-interest basis (i.e. including a proportionate consolidation of the revenue of associates and joint ventures) in the group's segmental review and is accordingly not directly comparable to the above consolidated revenue figures. Refer to note 22 for disaggregation of revenue by geographical area.

14. REVENUE FROM CONTRACTS WITH CUSTOMERS (continued)

The group has recognised the following assets and liabilities in the statement of financial position that relate to revenue from contracts with customers:

Accrued Income (refer to note 36)

Accrued income balance net of impairment allowances as at 31 March 2022 was US$46.6m (2021: US$17.8m). Refer to note 41 for the group's credit risk management policy. Impairment allowances recorded on accrued income balances were not material.

Deferred Income (refer to notes 32 and 40)

The total deferred income balance as at 31 March 2022 was US$181.9m (2021: US$101.9m) which consists of a current liability portion of US$166.2m (2021: US$101.9m) and a non-current liability portion of US$15.7m (2021: US$nil). Revenue recognised in the current year that was included in the deferred income balance at the beginning of the year (as at 1 April 2021) was US$71.8m (2021: US$47.8m).

There were no significant changes in accrued income or deferred revenue balances during any of the periods presented.

Unsatisfied long-term contracts

The group has no unsatisfied long-term contracts as at 31 March 2022 (2021: US$nil).

EMPLOYEE BENEFITS

Accounting policy

Retirement benefits

The group provides retirement benefits to its eligible employees, primarily by means of monthly contributions to a number of defined contribution pension and provident funds. The assets of these funds are generally held in separate trustee administered funds. The group's contributions to retirement funds are recognised as an expense in the period in which employees render the related service.

Medical aid benefits

The group's contributions to medical aid benefit funds for employees are recognised as an expense in the period in which the employees render services to the group.

Post-employment medical aid benefits

Some group companies provide post-employment healthcare benefits to their retirees. The entitlement to post-employment healthcare benefits is subject to the employee remaining in service up to retirement age and completing a minimum service period. The expected costs of these benefits are accrued over the minimum service period.

Independent actuaries carry out annual valuations of these obligations. All remeasurements resulting from experience adjustments and changes in actuarial assumptions are recognised immediately in other comprehensive income. These obligations are unfunded.

Termination benefits

The group recognises termination benefits when it is demonstrably committed to either terminate the employment of employees before the normal retirement date or provide termination benefits as a result of an offer made to encourage voluntary redundancy.

Where termination benefits fall due more than 12 months after the reporting period, they are discounted. In the case of an offer made to encourage voluntary redundancy, the measurement of termination benefits is based on the number of employees expected to accept the offer. Termination benefits are immediately recognised as an expense in the income statement.

15. EXPENSES BY NATURE (continued)

	31 March 2022 US$'m	2021 US$'m
Operating loss includes the following items:		
Platform cost of sales, website hosting and warehousing cost	**4 055**	2 976
Payment facilitation transaction costs	**627**	391
Delivery services cost	**639**	481
Depreciation[1]	**138**	110
Amortisation[2]	**146**	154
Short-term lease payments	**4**	3
Auditor's remuneration		
Audit fees of the financial statements	**11**	14
Other non-audit services	**3**	2
	14	16
Staff costs		
As at 31 March 2022, the group had 35 276 (2021: 28 445) permanent employees. The total cost of employment of all employees, including executive directors, was as follows:		
Salaries, wages and bonuses	**1 314**	1 012
Social security taxes	**133**	99
Retirement benefit costs	**24**	13
Medical aid fund contributions	**7**	5
Post-employment benefits	**9**	3
Cash settled share-based compensation expenses	**148**	718
Equity settled share-based compensation expenses	**125**	64
	1 760	1 914
Training costs	**17**	9
Retention option expense	**3**	74
Total staff costs	**1 780**	1 997
Advertising expenses	**538**	354
Printing and publishing costs	**168**	106
General administration cost	**535**	410
Other costs of providing services and sale of goods, purchases and expenses	**34**	22
Total	**8 678**	7 020

[1] *Includes depreciation charge of US$2.6m in cost of providing services and sale of goods (2021: US$1.6m).*

[2] *Recognised in selling, general and administration expense.*

16. OTHER GAINS/(LOSSES) - NET

	31 March	
	2022 US$'m	2021 US$'m
Profit on sale of assets	**4**	-
Fair-value adjustments on financial instruments	**6**	(4)
Impairment losses	**(246)**	(83)
Impairment of goodwill and other intangible assets	**(246)**	(72)
Impairment of property, plant and equipment and other assets	**-**	(11)
Dividends received on investments	**45**	5
Income on business support services	**34**	-
Covid-19 donation	**-**	(13)
Other	**1**	(8)
Total other gains/(losses) - net	**(156)**	(103)

Refer to notes 7, 33 and 34 for further information on the above impairments.

17. FINANCE (COSTS)/INCOME

	31 March	
	2022 US$'m	2021 US$'m
Interest income		
Loans and bank accounts	**47**	77
Other	**17**	24
	64	101
Interest expense		
Loans and overdrafts	**(385)**	(247)
Capitalised lease liabilities	**(15)**	(16)
Other	**(11)**	(5)
	(411)	(268)
Other finance (cost)/income - net		
Net (losses)/gain from foreign exchange translation and fair-value adjustments on derivative financial instruments		
On translation of assets and liabilities	**122**	80
(Losses)/gains on derivative and other financial instruments [1]	**(206)**	127
	(84)	207
Total finance (costs)/income - net	**(431)**	40

[1] *The current period includes a cost of US$217 related to the early settlement of portions of the 2025 and 2027 bonds. Refer to note 24.*

18. NET (LOSSES)/GAINS ON ACQUISITIONS AND DISPOSALS

	31 March	
	2022 US$'m	2021 US$'m
Gains on sale of investments - net	**30**	242
(Losses)/ gains on sale of business- net	**(1)**	118
(Losses)/gains recognised on loss of significant influence transactions[1]	**(1 112)**	-
Remeasurement of contingent consideration	**(6)**	-
Transaction related costs	**(43)**	(56)
Other (losses)/gains	**(1)**	4
	(1 133)	308

[1]The group reclassified a portion of the foreign currency translation reserves related to VK from other comprehensive income to the income statement amounting to a loss of US$1.14bn as a result of the loss of significant influence. Refer to note 10.

19. CASH FROM OPERATIONS

	31 March	
	2022 US$'m	2021 US$'m
Profit before tax per income statement	**18 644**	7 222
Adjustments:		
Non-cash and other	**(18 792)**	(7 192)
Loss on sale of assets	**(4)**	-
Depreciation and amortisation	**284**	264
Retention option expense	**3**	74
Share-based compensation expenses	**273**	781
Net finance income	**431**	(40)
Share of equity-accounted results	**(9 255)**	(7 095)
Impairment of equity-accounted investments	**587**	32
Gains on acquisitions and disposals	**(22)**	(364)
Dilution gains on equity-accounted investments	**(95)**	(981)
Gains on partial disposal of equity-accounted investments	**(12 339)**	(19)
Losses/(gains) recognised on loss of significant influence transactions	**1 112**	-
Net realisable value adjustments on inventory, net of reversals	**13**	8
Dividends received on investments	**(45)**	(5)
Income on business support services	**(34)**	-
Impairment of goodwill and other intangible assets	**246**	83
Reversal of bonus provision	**62**	39
Other	**(9)**	31
Working capital	**(586)**	(174)
Cash movement in trade and other receivables	**(210)**	(55)
Cash movement in payables, accruals and share-based payment liability	**(155)**	2
Cash movement in inventories	**(221)**	(121)
Total cash (utilised) from operations	**(734)**	(144)

20. TAXATION

Accounting policy

Tax expense

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In such cases, the related tax is also recognised in other comprehensive income or directly in equity, respectively.

Current income tax

The normal South African company tax rate applied for the year ended 31 March 2022 is 28% (2021: 28%). The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the statement of financial position date in the countries where the group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation. It accounts for uncertain tax positions where appropriate, on the basis of amounts expected to be paid to the tax authorities. International tax rates vary from jurisdiction to jurisdiction.

Withholding tax on dividends

Dividends paid by Naspers Limited to shareholders that are not exempted from dividends withholding tax under South African tax law are subject to dividend withholding tax at a rate of 20%.

	31 March	
	2022 US$'m	2021 US$'m
Current taxation	**165**	(47)
current year	**158**	125
prior year	**7**	(172)
Deferred taxation	**(59)**	1
current year	**(59)**	1
prior year	**-**	-
Total taxation expense/ (credit) per income statement[1]	**106**	(46)
Reconciliation of taxation		
Taxation at statutory rates[2]	**5 220**	2 022
Adjusted for:		
non-deductible expenses[3]	**670**	274
non-taxable income[3]	**(3 515)**	(364)
temporary differences not provided for[4]	**336**	215
assessed losses unprovided	**(7)**	(12)
adjustments related to prior year taxes[1]	**(2)**	(156)
other taxes	**19**	18
changes in taxation rates	**-**	-
tax attributable to equity-accounted earnings	**(2 592)**	(1 987)
tax adjustment for foreign taxation rates[5]	**(23)**	(56)
Taxation provided in income statement	**106**	(46)

[1] Refer to note 44 for details on the tax credit in the prior year.
[2] The reconciliation of taxation has been performed using the statutory tax rate of Naspers Limited of 28% (2021: 28%). The impact of different tax rates applied to profits earned in other jurisdictions is disclosed above as "Tax adjustment for foreign taxation rates".
[3] Non-deductible expenses relate primarily to impairment losses, share-based compensation expenses and dilutions of equity-accounted investments. Non-taxable income relates primarily to the gains on disposals of subsidiaries and associates.
[4] Temporary differences and losses not provided for relate primarily to loss-making entities that did not recognise deferred tax assets.
[5] Tax adjustment for foreign taxation rates relates mainly to a different capital gain tax rate on disposal of associates.

21. DEFERRED TAXATION

Accounting policy

Deferred tax assets and liabilities have been calculated using tax rates (and laws) that have been enacted or substantively enacted by the statement of financial position date, being the rates the group expects to apply to the periods in which the assets are realised or the liabilities are settled. The normal South African corporate tax rate changes to 27% for the year of assessment beginning 1 April 2022 and is considered to be substantively enacted. The deferred tax temporary differences expected to reverse at this new corporate tax are not material.

Deferred taxation is provided on the taxable or deductible temporary differences arising between the tax bases of assets and liabilities and their carrying values for financial reporting purposes. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill or from the initial recognition of an asset or liability in a transaction, other than a business combination, that, at the time of the transaction, affects neither the accounting nor the taxable profit or loss. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which deductible temporary differences and unused tax losses can be utilised.

Deferred tax liabilities are provided for temporary differences arising on investments in subsidiaries, associates and joint ventures, except where the timing of the reversal of the temporary difference is controlled by the group and it is probable that the temporary difference will not reverse in the foreseeable future.

The deferred tax assets and liabilities and movements thereon were attributable to the following items:

	1 April 2021 US$'m	Charged to income US$'m	Acquisition of subsidiaries and businesses US$'m	Disposals of subsidiaries and businesses US$'m	Foreign exchange effects US$'m	31 March 2022 US$'m
Deferred tax assets						
Provisions and other current liabilities	19	-	-	2	(2)	19
Capitalised lease liabilities	4	(1)	-	-	(1)	2
Tax losses carried forward	(13)	(1)	3	(2)	-	(13)
Other	4	5	-	(2)	1	8
Total deferred tax assets	14	3	3	(2)	(2)	16
Offsetting of deferred tax liabilities	13					15
Net deferred tax assets	27					31
Deferred tax liabilities						
Property, plant and equipment	1	-	-	-	(1)	-
Intangible assets	199	(31)	79	(6)	(10)	231
Receivables and other current assets	3	(2)	-	-	(1)	-
Translation reserve						
Other	13	(23)	5	-	3	(2)
Total deferred tax liabilities	216	(56)	84	(6)	(9)	229
Offsetting of deferred tax liabilities	13					15
Net deferred tax liabilities	229					244
Net deferred taxation	(202)	59	(81)	4	7	(213)

21. DEFERRED TAXATION (continued)

	1 April 2020 US$'m	Charged to income[1] US$'m	Charged to other compre-hensive income US$'m	Acquisition of subsi-diaries and businesses US$'m	Foreign exchange effects US$'m	31 March 2021 US$'m
Deferred taxation assets						
Provisions and other current liabilities	15	3	-	-	1	19
Capitalised finance leases	3	1	-	-	-	4
Income received in						
Tax losses carried forward	-	(17)	-	-	4	(13)
Other	2	1	(2)	-	3	4
Total deferred tax assets	20	(12)	(2)	-	8	14
Offsetting of deferred tax liabilities	-					13
Net deferred tax assets	20					27
Deferred taxation liabilities						
Property, plant and equipment	1	-	-	-	-	1
Intangible assets	193	(14)	-	10	10	199
Receivables and other current assets	3	-	-	-	-	3
Other	4	3	(7)	-	13	13
Total deferred tax liabilities	201	(11)	(7)	10	23	216
Offsetting of deferred tax liabilities	-					13
Net deferred tax liabilities	201					229
Net deferred taxation	(181)	(1)	5	(10)	(15)	(202)

The ultimate outcome of additional taxation assessments may vary from the amounts accrued. However, management believes that any additional taxation liability over and above the amounts accrued would not have a material adverse impact on the group's income statement and statement of financial position.

21. DEFERRED TAXATION (continued)

The group has tax losses carried forward of approximately US$3.6bn (2021: US$2.9bn) and unrecognised deferred tax assets on interest carried forward of US$224.7m. A summary of the tax losses carried forward at 31 March 2022 by tax jurisdiction and the expected expiry dates are set out below:

	South Africa US$'m	Asia US$'m	Europe US$'m	Latin America and USA US$'m	Other US$'m	Total US$'m
Expires in year one	-	4	23	20	-	47
Expires in year two	-	23	28	3	-	54
Expires in year three	-	31	30	3	-	64
Expires in year four	-	38	26	7	-	71
Expires in year five	-	31	35	-	-	66
Expires after year five	-	187	94	556	82	919
Non-expiring	314	-	2 024	10	-	2 348
	314	314	2 260	599	82	3 569

The group recognised a deferred income tax expense of US$nil (2021: US$nil) in other comprehensive income as a result of changes in the fair value of derivative financial instruments that relate to cash flow hedges of foreign currency forecast transactions or firm commitments.

Net deferred taxation assets amount to US$30.8m (2021: US$27.1m), of which US$19.2m (2021: US$14.4m) are expected to be utilised within the next 12 months and US$11.5m (2021: US$12.7m) after 12 months. Net deferred taxation liabilities amount to US$244.2m (2021: US$229.3m), of which US$84.2m (2021: US$74.7m) are expected to be settled within the next 12 months and US$159. (2021: US$154.6m) after 12 months.

The group has not recognised any deferred tax assets related to accumulated losses when the utilisation depends on future taxable profits in excess of the profits arising from the reversal of existing taxable temporary differences, and the relevant group entity from which the deferred tax asset would arise has suffered a loss in either the current or a preceding period.

Temporary differences arise from the existence of undistributed profits of subsidiaries and changes in foreign exchange rates on translation of the subsidiaries operations. No deferred tax liabilities is recognised for these temporary differences because the group controls the timing of the reversal of temporary differences associated with the investment by controlling the subsidiaries dividend policies.

22. SEGMENT INFORMATION

Accounting policy

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors that make strategic decisions. The group proportionately consolidates its share of the results of its associates and joint ventures in the various reportable segments. This is considered more reflective of the economic value of these investments.

Operating segments are identified on the basis of internal reports about components of the group that are regularly reviewed by the chief operating decision maker (CODM) in order to allocate resources to the segments and to assess their performance. The CODM has been identified as the group's executive directors who make strategic decisions.

The group proportionately consolidates its share of the results of its associated companies and joint ventures in its reportable segments. This is considered to provide additional information on the economic reality of these investments and corresponds to the manner in which the CODM assesses segmental performance.

The group has identified its reportable segments based on its business by service or product. The operating segments are grouped into the following categories: ecommerce, social and internet platforms, media and corporate. Below are operating segments under each category:

Ecommerce – the group operates internet platforms to provide various services and products. These platforms and communities offer ecommerce, communication, social networks, entertainment and mobile value-added services. The reportable operating segments within ecommerce include classifieds, payments and fintech, food delivery, etail, edtech and other ecommerce.

- *Classifieds* – the group operates a number of leading online classifieds platforms comprising general classifieds (such as OLX and letgo) and verticals (automotive and real estate verticals) in 19 core markets globally.
- *Payments and Fintech* – the group operates one of the largest mobile and online payment platforms in 20 high growth markets through PayU, an online payment services provider. This segment also Includes the group' s fintech and credit interests via associates and subsidiaries.
- *Food Delivery* – the group invests in leading global online food ordering and delivery platforms operating in regions including India, Africa, Latin America and across Europe, Asia and the Middle East through its investments in Delivery Hero, Swiggy and iFood.
- *Edtech* – comprises the group's investment in leading online educational technology platforms (such as Stack Overflow, Skillsoft and GoodHabitz). The group's operations are spread across the globe including the North America, Europe, the Middle East, Africa and the Asia-Pacific region.
- *Etail* – comprises the group's etail subsidiaries (including eMAG and Takealot). The group's operations are spread across Central and Eastern Europe, South Africa and India.
- *Other Ecommerce* – this segment comprises the group's edtech, mobile and other content businesses. Also included are various corporate support functions for the ecommerce segment.

Social and internet platforms – the group holds listed investments in social and internet platforms through Tencent, China's largest and most used internet services platform and Mail.ru, the leading internet company in Russian speaking markets.

Media – through Media24 in Africa, the group publishes newspapers, magazines and books. Its activities also include printing and distribution.

Corporate – this segment comprises entities providing various corporate functions and activities. These services include, but are not limited to, executive oversight, information management, legal, treasury, control and accounting, human resources, taxes and investor relations.

Sales between the above segments are eliminated in the "Inter-segmental" column. The revenue from external parties and all other items of income, expenses, profits and losses reported in the segment report is measured in a manner consistent with that in the income statement.

22. SEGMENT INFORMATION (continued)

Adjusted EBITDA is a non-IFRS measure that represents operating profit/loss, as adjusted to exclude: (i) depreciation; (ii) amortisation; (iii) retention option expenses linked to business combinations; (iv) other losses/gains—net, which includes dividends received from investments, profits and losses on sale of assets, fair-value adjustments of financial instruments, impairment losses and gains or losses on settlement of liabilities, (v) cash-settled share-based compensation expenses deemed to arise from shareholder transactions by virtue of employment; and (vi) subsequent fair value remeasurement of cash-settled share-based compensation expenses, equity-settled share-based compensation expenses for group share option schemes as well as those deemed to arise on shareholder transactions (but not excluding share-based payment expenses for which the group has a cash cost on settlement with participants). It is considered a useful measure to analyse operational profitability.

Trading profit/loss represents operating profit/loss, as adjusted to exclude: (i) amortisation of intangible assets recognised in business combinations and acquisitions, as these expenses are not considered operational in nature; (ii) retention option expenses linked to business combinations; (iii) other losses/gains—net, which includes dividends received from investments, profits and losses on sale of assets, fair-value adjustments of financial instruments, impairment losses and gains or losses on settlement of liabilities; (iv) cash-settled share-based compensation expenses deemed to arise from shareholder transactions by virtue of employment; and (v) subsequent fair value remeasurement of cash-settled share-based compensation expenses, equity-settled share-based compensation expenses for group share option schemes as well as those deemed to arise on shareholder transactions (but not excluding share-based payment expenses for which the group has a cash cost on settlement with participants).

The revenues from external customers for each major group of products and services are disclosed in note 14. The group is not reliant on any one major customer as the group's products are consumed by the general public in a large number of countries.

Revenue
Year ended 31 March

	2022			2021		
	US$'m	**US$'m**	**US$'m**	US$'m	US$'m	US$'m
	External	**Inter-segmental**	**Total**	External	Inter-segmental	Total
Ecommerce	**10 656**	**-**	**10 656**	6 849	-	6 849
- Classifieds	**2 975**	**-**	**2 975**	1 609	-	1 609
- Food Delivery	**2 992**	**-**	**2 992**	1 486	-	1 486
- Payments and Fintech	**784**	**12**	**796**	567	10	577
- Edtech[1]	**425**	**-**	**425**	115	-	115
- Etail	**3 086**	**-**	**3 086**	2 856	-	2 856
- Other[1]	**394**	**(12)**	**382**	216	(10)	206
Social and Internet platforms	**25 794**	**-**	**25 794**	22 526	-	22 526
- Tencent	**25 261**	**-**	**25 261**	22 155	-	22 155
- VK[2]	**533**	**-**	**533**	371	-	371
Media	**257**	**-**	**257**	211	-	211
Corporate	**-**	**-**	**-**	-	-	-
Inter-segment	**(1)**	**-**	**(1)**	-	-	-
Total economic interest	**36 706**	**-**	**36 706**	29 586	-	29 586
Less: Equity-accounted investments	**(28 766)**	**-**	**(28 766)**	(23 652)	-	(23 652)
Total consolidated	**7 940**	**-**	**7 940**	5 934	-	5 934

[1] From 1 April 2021 the group created a new Edtech segment. The Edtech equity-accounted investments were presented in the "Other Ecommerce" segment in prior periods and have been reclassified and presented as part of the new segment.

[2] During March 2022 the group lost its significant influence in VK. Accordingly, results will no longer be presented subsequent to March 2022.

22. **SEGMENT INFORMATION** (continued)

	US$'m	US$'m	US$'m	US$'m	US$'m	US$'m	US$'m
Year ended 31 March 2022	**Total revenue**	**COPS and SGA[1]**	**Adjusted EBITDA[2]**	**Depreciation**	**Amortisation of software**	**Interest on leases**	**Trading (loss)/profit[3]**
Ecommerce	**10 656**	**(11 533)**	**(877)**	**(210)**	**(18)**	**(15)**	**(1 120)**
- Classifieds	**2 975**	**(2 880)**	**95**	**(56)**	**(7)**	**(7)**	**25**
- Food Delivery	**2 992**	**(3 643)**	**(651)**	**(67)**	**(5)**	**(1)**	**(724)**
- Payments and Fintech	**796**	**(848)**	**(52)**	**(6)**	**(1)**	**(1)**	**(60)**
- Edtech[4]	**425**	**(525)**	**(100)**	**(16)**	**(1)**	**-**	**(117)**
- Etail	**3 086**	**(3 059)**	**27**	**(60)**	**(3)**	**(6)**	**(42)**
- Other[4]	**382**	**(578)**	**(196)**	**(5)**	**(1)**	**-**	**(202)**
Social and Internet	**25 794**	**(18 171)**	**7 623**	**(1 225)**	**(42)**	**(37)**	**6 319**
- Tencent	**25 261**	**(17 759)**	**7 502**	**(1 181)**	**(16)**	**(32)**	**6 273**
- VK[5]	**533**	**(412)**	**121**	**(44)**	**(26)**	**(5)**	**46**
Media	**257**	**(234)**	**23**	**(5)**	**-**	**(1)**	**17**
Corporate	**-**	**(209)**	**(209)**	**(6)**	**(1)**	**(1)**	**(217)**
Inter-segment	**(1)**	**1**	**-**	**-**	**-**	**-**	**-**
Total economic interest	**36 706**	**(30 146)**	**6 560**	**(1 446)**	**(61)**	**(54)**	**4 999**
Less: Equity-accounted investments	**(28 766)**	**21 782**	**(6 984)**	**1 308**	**49**	**39**	**(5 588)**
Total consolidated	**7 940**	**(8 364)**	**(424)**	**(138)**	**(12)**	**(15)**	**(589)**

	US$'m	US$'m	US$'m	US$'m	US$'m	US$'m	US$'m
Year ended 31 March 2021	Total revenue	COPS and SGA[1]	Adjusted EBITDA[2]	Depreciation	Amortisation of software	Interest on finance leases	Trading (loss)/profit[3]
Ecommerce	6 849	(7 110)	(261)	(143)	(19)	(16)	(439)
- Classifieds	1 609	(1 535)	74	(47)	(5)	(7)	15
- Food Delivery	1 486	(1 799)	(313)	(36)	(3)	(3)	(355)
- Payments and Fintech	577	(636)	(59)	(8)	-	(1)	(68)
- Edtech[4]	115	(126)	(11)	(3)	-	-	(14)
- Etail	2 856	(2 746)	110	(42)	(2)	(5)	61
- Other[4]	206	(268)	(62)	(7)	(9)	-	(78)
Social and internet	22 526	(15 297)	7 229	(1 016)	(30)	(29)	6 154
- Tencent	22 155	(15 004)	7 151	(986)	(13)	(26)	6 126
- VK	371	(293)	78	(30)	(17)	(3)	28
Media	211	(213)	(2)	(5)	-	(1)	(8)
Corporate	-	(146)	(146)	(5)	-	(1)	(152)
Total economic interest	29 586	(22 766)	6 820	(1 169)	(49)	(47)	5 555
Less: Equity-accounted investments	(23 652)	16 749	(6 903)	1 059	33	32	(5 779)
Total consolidated	5 934	(6 017)	(83)	(110)	(16)	(15)	(224)

[1] Refers to cost of providing services and sale of goods as well as selling, general and administration expenses.

[2] Adjusted EBITDA is a non-IFRS measure that refers to earnings before the remeasurement of cash-settled share-based compensation expenses, equity-settled share-based compensation expenses for Naspers group share option schemes, interest, taxation, depreciation and amortisation. It is considered a useful measure to analyse profitability by eliminating the effects of remeasurement of cash-settled share-based compensation expenses, equity-settled share-based compensation expenses for group share option schemes, financing, tax, capital investment, depreciation and amortisation.

[3] Trading (loss)/ profit is a non-IFRS measure that refers to adjusted EBITDA adjusted for depreciation, amortisation of software and interest on capitalised lease liabilities. It is considered a useful measure to analyse operational profitability.

[4] From 1 April 2021 the group created a new Edtech segment. The Edtech equity-accounted investments were presented in the "Other Ecommerce" segment in prior periods and have been reclassified and presented as part of the new segment.

[5] During March 2022 the group lost its significant influence due in VK. Accordingly, results will no longer be presented subsequent to March 2022.

22. **SEGMENT INFORMATION** (continued)

Additional disclosure

	Year ended 31 March 2022		Year ended 31 March 2021	
	US$'m	**US$'m**	US$'m	US$'m
	Reversal of Impairment/ (Impairment) of assets	**Share of equity-accounted results**	Impairment of assets	Share of equity-accounted results
Ecommerce	**143**	**(526)**	(502)	(1 007)
- Classifieds	**-**	**(70)**	(64)	(44)
- Food Delivery	**390**	**(148)**	(414)	(903)
- Payments and Fintech	**-**	**(23)**	-	(15)
- Edtech[1]	**(246)**	**(155)**	-	(4)
- Etail	**(1)**	**-**	(1)	-
- Other[1]	**-**	**(130)**	(23)	(41)
Social and Internet platforms	**(1 459)**	**9 779**	(553)	8 102
- Tencent	**(1 453)**	**9 863**	(550)	8 156
- VK	**(6)**	**(84)**	(3)	(54)
Media	**-**	**2**	(4)	1
Corporate	**-**	**-**	(10)	-
Total reportable segments	**(1 316)**	**9 255**	(1 069)	7 096
Less: Equity-accounted investments[2]	**1 070**	**-**	986	-
Total	**(246)**	**9 255**	(83)	7 096

[1] From 1 April 2021 the group created a new Edtech segment. The Edtech equity-accounted investments were presented in the "Other Ecommerce" segment in prior periods and have been reclassified and presented as part of the new segment.

[2] All associates' and joint ventures' results are accounted for using the equity accounting method.

22. SEGMENT INFORMATION (continued)

Trading profit as presented in the segment disclosure is the CODM and management's measure of each segment's operational performance. A reconciliation of the segmental trading profit/(loss) to operating profit and profit before tax as reported in the income statement is provided below:

	31 March	
	2022 US$'m	2021 US$'m
Consolidated adjusted EBITDA[1]	**(424)**	(83)
Depreciation	**(138)**	(110)
Amortisation of software	**(12)**	(16)
Interest on capitalised lease liabilities	**(15)**	(15)
Trading loss[2]	**(589)**	(224)
Interest on capitalised finance leases	**15**	15
Amortisation of other intangible assets	**(134)**	(138)
Other gains/(losses) - net	**(156)**	(103)
Retention option expense	**(3)**	(74)
Remeasurement of cash-settled share-based incentive expenses	**1**	(648)
Share-based incentives for share options settled in Naspers Limited shares	**(28)**	(17)
Operating loss per the income statement	**(894)**	(1 189)
Interest income	**64**	101
Interest expense	**(411)**	(268)
Other finance (costs)/income - net	**(84)**	207
Share of equity-accounted results	**9 255**	7 095
Impairment of equity-accounted investments	**(587)**	(32)
Dilution gains on equity-accounted investments	**95**	981
Gains on partial disposal of equity-accounted investments	**12 339**	19
Net gains on acquisitions and disposals	**(1 133)**	308
Profit before taxation per the income statement	**18 644**	7 222

[1] Adjusted EBITDA is a non-IFRS measure that refers to earnings before the remeasurement of cash-settled share-based compensation expenses, equity-settled share-based compensation expenses for Naspers group share option schemes, interest, taxation, depreciation and amortisation. It is considered a useful measure to analyse profitability by eliminating the effects of remeasurement of cash-settled share-based compensation expenses, equity-settled share-based compensation expenses for group share option schemes, financing, tax, capital investment, depreciation and amortisation.

[2] Trading (loss)/ profit is a non-IFRS measure that refers to adjusted EBITDA adjusted for depreciation, amortisation of software and interest on capitalised lease liabilities. It is considered a useful measure to analyse operational profitability.

22. SEGMENT INFORMATION (continued)

Geographical information

Revenue is allocated to a country based on the location of subscribers or users/customers. The group operates in five main geographical areas:

Africa - The group derives revenues from media activities, internet services (including payments and fintech and classifieds services and products) and technology products and services.

Asia - The group's activities comprise its interest in internet activities based in China, India, Thailand and Singapore.

Europe - The group's activities comprise its interest in internet activities based in Central, Eastern and Western Europe and Russia. Furthermore, the group generates revenue from technology products and services provided by subsidiaries based in the Netherlands.

Latin America - The group's activities comprise its interest in internet activities based in Brazil and other Latin American countries.

North America - The group's activities comprise its interest in internet activities based in United States of America and other countries.

Other - Includes the group's provision of various products through internet and technology activities located mainly in Australia.

	31 March 2022		31 March 2021	
Geographical area	**External Consolidated Revenue US$'m**	**External Proportionately Consolidated Revenue[1] US$'m**	External Consolidated Revenue US$'m	External Proportionately Consolidated Revenue[1] US$'m
Africa	**1 136**	**1 148**	852	860
South Africa	**1 129**	**1 141**	843	851
Rest of Africa	**7**	**7**	9	9
Asia	**701**	**26 540**	420	22 803
Europe[2]	**3 621**	**5 961**	3 188	4 175
Central Europe	**768**	**780**	678	678
Eastern Europe	**2 111**	**2 117**	2 029	2 030
Western Europe	**100**	**1 889**	58	673
Russia	**642**	**1 175**	423	794
Latin America	**1 834**	**1 919**	1 266	1 317
North America	**647**	**1 036**	205	363
Other	**1**	**102**	3	68
Total	**7 940**	**36 706**	5 934	29 586

[1] Revenue includes the group's proportionate share of associates' and joint ventures' external revenue.

[2] Europe geographical area for the current and prior year has been disaggregated into the different regions.

23. EARNINGS PER SHARE AND EQUITY

Accounting policy

Earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the group by the weighted average ordinary shares outstanding during the financial year excluding treasury shares.

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- The after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- The weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

The group discloses headline earnings per share as determined in accordance with Circular 1/2021, pursuant to the JSE Listings Requirements. Headline earnings represents net profit for the year attributable to the group's equity holders, excluding certain defined separately identifiable remeasurements relating to, among others, impairments of tangible assets, intangible assets (including goodwill) and equity-accounted investments, gains and losses on acquisitions and disposals of investments as well as assets, dilution gains and losses on equity-accounted investments, remeasurement gains and losses on disposal groups classified as held for sale and remeasurements included in equity-accounted earnings, net of related taxes (both current and deferred) and the related non-controlling interests. These remeasurements are determined in accordance with Circular 1/2021, headline earnings, as issued by the South African Institute of Chartered Accountants, at the request of the JSE Limited in relation to the calculation of headline earnings and disclosure of a detailed reconciliation of headline earnings to the earnings numbers used in the calculation of basic earnings per share in accordance with the requirements of IAS 33 – Earnings per Share, under the JSE Listings Requirements.

Basic headline earnings per share are determined by dividing the headline earnings described above by the weighted average ordinary shares outstanding during the financial year excluding treasury shares. Diluted headline earnings per share are determined by dividing the diluted headline earnings by the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

In the event that the number of ordinary or potential ordinary shares outstanding increases as a result of a capitalisation without consideration, the calculation of the basic and diluted earnings per share for the comparative period are adjusted retrospectively.

Share capital and treasury shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction against share premium.

Where subsidiaries hold Naspers ordinary shares N, the consideration paid to acquire those shares, including attributable incremental costs, is deducted from shareholders' equity and presented separately as treasury shares. Such shares are held by the Prosus group or for the group's equity compensation plans. Where such shares are subsequently sold or reissued, the cost of those shares is released, and the realised gains or losses are recorded in equity. Shares issued to or held by share incentive plans within the group are treated as treasury shares until such time when participants pay for and take delivery of such shares.

During the current year the group made a decision to show the treasury shares separately in the statement of changes in equity as well as on the face of statement of financial position. The group considers that the change in presentation will provide more relevant information about the treasury shares held by Prosus subsequent to the share repurchase program. Refer to note 4 for further details.

23. EARNINGS PER SHARE (continued)

	31 March 2022			
	Gross US$'m	Taxation US$'m	Non-control-ling interests US$'m	Net US$'m
Earnings				
Basic earnings attributable to shareholders				**12 223**
Impact of dilutive instruments of subsidiaries, associates and joint ventures				**(230)**
Diluted earnings attributable to shareholders				**11 993**
Headline adjustments[1]				
Adjustments for:	**(15 656)**	**-**	**5 054**	**(10 602)**
Impairment of goodwill and other intangible assets	**246**	**-**	**(142)**	**104**
(Gain)/loss on sale of assets	**(4)**	**-**	**1**	**(3)**
Losses/(gains) on loss of significant influence transactions	**1 112**	**-**	**(641)**	**471**
Gains on acquisitions and disposals of investments	**(30)**	**-**	**20**	**(10)**
Gains on partial disposal of equity-accounted investments	**(12 339)**	**-**	**3 308**	**(9 031)**
Dilution (gains)/losses on equity-accounted investments	**(95)**	**-**	**63**	**(32)**
Remeasurements included in equity-accounted earnings[2]	**(5 133)**	**-**	**2 782**	**(2 351)**
Impairment of equity-accounted investments	**587**	**-**	**(337)**	**250**
Basic headline earnings				**1 621**
Diluted headline earnings				**1 391**

[1] Headline earnings represent net profit for the year attributable to equity holders of the group, excluding certain defined separately identifiable remeasurements. The headline earnings measure is in pursuant of the JSE Listings Requirements.

[2] Remeasurements included in equity-accounted earnings include US$6.2bn (2021: US$1.1bn) relating to gains arising on acquisitions and disposals by associates and US$1.1bn (2021: US$932.5m) relating to impairments of assets recognised by associates.

Earnings per share and equity (continued)

23. EARNINGS PER SHARE (continued)

	31 March 2021			
	Gross US$'m	Taxation US$'m	Non-controlling interests US$'m	Net US$'m
Earnings				
Basic earnings attributable to shareholders				5 304
Impact of dilutive instruments of subsidiaries, associates and joint ventures				(151)
Diluted earnings attributable to shareholders				5 153
Headline adjustments[1]				
Adjustments for:	(1 347)	(173)	358	(1 162)
Impairment of property, plant and equipment and other assets	11	-	-	11
Impairment of goodwill and other intangible assets	72	-	(19)	53
Gains on acquisitions and disposals of investments	(360)	(173)	164	(369)
Dilution gains on equity-accounted investments	(1 000)	-	268	(732)
Remeasurements included in equity-accounted earnings	(102)	-	(47)	(149)
Impairment of equity-accounted investments	32	-	(8)	24
Basic headline earnings				4 142
Diluted headline earnings				3 991

[1] *Headline earnings represent net profit for the year attributable to equity holders of the group, excluding certain defined separately identifiable remeasurements. The headline earnings measure is pursuant of the JSE Listing Requirements.*

Earnings per share and equity (continued)

23. EARNINGS PER SHARE (continued)

	2022 Number of shares	2021 Number of shares
Number of ordinary shares in issue at year-end (excluding treasury shares)	**215 454 129**	418 334 828
Adjusted for movement in shares held by share trusts and share repurchase programme	**74 322 479**	8 488 386
Weighted average number of ordinary shares in issue during the year	**289 776 608**	426 823 214
Adjusted for effect of future share-based payment transactions	**805 932**	1 128 213
Diluted weighted average number of ordinary shares in issue during the year	**290 582 540**	427 951 427
Earnings per ordinary share (US cents) for the year (restated for prior year)		
Basic	**4 218**	1 243
Diluted	**4 127**	1 204
Headline earnings per ordinary share (US cents) for the year (restated for prior year)		
Basic	**559**	970
Diluted	**479**	933
Dividend paid per A ordinary share (SA cents)	**132**	116
Dividend paid per N ordinary share (SA cents)	**662**	580
Proposed dividend per A ordinary share (SA cents)	**-**	-
Proposed dividend per N ordinary share (SA cents)	**-**	-

Earnings per share information

The earnings per share information presented takes into account the impact of the cross-holding agreement with Naspers as a result of the Prosus share exchange (as described in note 4 “Significant changes in financial position and performance” during the reporting period) and the Prosus share repurchase (refer to note 4) in August 2021.

The group has in issue 435 511 058 N ordinary shares and 961 193 A ordinary shares as at 31 March 2022. The group recognised 221 018 122 N ordinary shares as treasury shares which are the N ordinary shares held by Prosus and the Naspers group share trusts.

The A ordinary shareholders are entitled to one voting right per share but carry one fifth of the economic rights of Naspers N ordinary shareholders.

The number of shares in issue used in the earnings per share information is weighted for the period that the shares were in issue and not recognised as treasury shares. As a result, the N ordinary shares held by Prosus are weighted for the period they were in issue and not recognised as treasury shares between April and August 2021.

Earnings per share and equity (continued)

24. SHARE CAPITAL AND PREMIUM

	31 March	
	2022 US$'m	2021 US$'m
Authorised		
1 250 000 A ordinary shares of R20 each	**2**	2
500 000 000 N ordinary shares of 2 SA cents each	**2**	2
	4	4
Issued		
961 193 A ordinary shares (2021: 961 193)	**2**	2
435 511 058 N ordinary shares (2021: 435 511 058)	**2**	2
	4	4
Share premium	**4 607**	4 607
	4 611	4 611
Cumulative effect of treasury shares[1]	**(43 753)**	(3 679)
	(39 142)	932

[1] Refers to the cumulative net effect of treasury shares held at cost as a result of the Prosus share exchange and for the settlement of equity compensation plans.

Share repurchase programme

Prosus acquired a total of 15 992 042 Naspers ordinary shares N as part of the share purchase programme announced in October 2020. A total of 10 568 947 Naspers ordinary shares N for US$2.4bn were acquired during the year ended 31 March 2021 and a further 5 423 095 Naspers ordinary shares N for US$1.2bn were acquired between April and June 2021. The total purchase consideration for the repurchase programme was US$3.6bn. The shares are held by Prosus and are included in the 49.5% fully diluted investment in Naspers and are recognised as treasury shares.

Treasury shares

The group holds a total of 221 018 122 ordinary shares N (2021:18 137 423), or 50.6% (2021: 4.2%), of the gross number of ordinary shares N in issue at 31 March 2022 as treasury shares. Equity compensation plans hold 2 915 897 (2021: 2 866 670) of the ordinary shares and the remaining 218 102 225 (2021: 15 270 753) ordinary shares N are held by various group companies.

Voting and dividend rights

The company's issued share capital at 31 March 2022 consisted of 961 193 A ordinary shares and 435 511 058 ordinary shares N. The ordinary shares N are listed on the JSE, the A2X Exchange and has an ADR listing in the United States over-the-counter market. The group cancelled its listing of the of its American Depositary Shares ("ADSs") on the London stock exchange (LSE) in January 2022. The ordinary shares N on a poll carry one vote per share. The A ordinary shares are not listed on a stock exchange and on a poll carry 1 000 votes per share.

In terms of the Naspers memorandum of incorporation, both N and A ordinary shareholders are entitled to dividends. However, the dividends declared to A ordinary shareholders are equal to one-fifth of the dividends to which N ordinary shareholders are entitled.

Earnings per share and equity (continued)

24. SHARE CAPITAL AND PREMIUM (continued)

Voting and dividend rights (continued)

Naspers Limited, through Heemstede Beleggings Proprietary Limited, a wholly owned subsidiary of the company, holds 49% of Naspers Beleggings (RF) Limited. Naspers Beleggings (RF) Limited, in turn, holds 472 411 (2021: 472 411) A ordinary shares (49.15% of the total A ordinary shares in issue), which carry approximately 33.82% of the total voting rights in respect of the company's ordinary shares. Keeromstraat 30 Beleggings (RF) Limited holds 296 058 (2021: 296 058) A ordinary shares (30.8% of the total A ordinary shares in issue), which represents 21.20% of the total voting rights in respect of the company's ordinary shares. Some of the company's directors are on the boards of Keeromstraat Beleggings (RF) Limited and Naspers Beleggings (RF) Limited, but do not represent the majority of board members. Each of these boards operates independently. Naspers Beleggings (RF) Limited and Keeromstraat Beleggings (RF) Limited collectively hold 55.02% of the voting rights in respect of the company, exercise their voting rights in consultation with one another in terms of a voting pool agreement and constitute the control structure of Naspers Limited. If they vote together, they can vote the majority of the total voting rights in the company, including in respect of any takeover offer. Under the voting pool agreement, if Naspers Beleggings (RF) Limited and Keeromstraat Beleggings (RF) Limited cannot agree on how to vote then they are required to vote against resolutions that would materially change the control, directorate or senior management of Naspers or the nature, scope or size of Naspers's businesses.

If the company is liquidated, holders of A ordinary shares will be paid the nominal value of such shares before any payment is made to holders of N ordinary shares. This amounted to approximately R19 223 860 as at 31 March 2022 (2021: R19 223 860).

Unissued share capital

The directors of the company have unrestricted authority, until the next annual general meeting, to allot and issue the unissued 288 807 A ordinary shares and 64 488 942 N ordinary shares of the company. This authority was granted subject to the provisions of the Companies Act No 71 of 2008, the JSE Limited Listings Requirements and any other exchange on which the shares of the company may be quoted or listed from time to time.

Earnings per share and equity (continued)

24. SHARE CAPITAL AND PREMIUM (continued)

	2022 Number of shares	2021 Number of shares
Movement in ordinary shares in issue during the year		
Ordinary shares in issue at 1 April	**436 472 251**	436 472 251
N ordinary shares issued	**-**	-
A ordinary shares issued	**-**	-
Shares in issue at 31 March	**436 472 251**	436 472 251
Movement in ordinary shares held as treasury shares during the year		
Shares held as treasury shares at 1 April	**18 137 423**	7 533 095
Shares held by Prosus N.V.[(1)]	**202 831 472**	10 568 947
Shares bought by/sold from trust on market	**185 848**	268 737
Shares acquired by participants from equity compensation plans	**(136 621)**	(233 356)
Shares held as treasury shares at 31 March	**221 018 122**	18 137 423
Net number of ordinary shares in issue at 31 March	**215 454 129**	418 334 828

[(1)] Naspers shares held by Prosus N.V. as a result of the Prosus share exchange and repurchase programme.

	31 March	
	2022 US$'m	2021 US$'m
Share premium		
Balance at 1 April	**4 607**	4 607
Balance at 31 March	**4 607**	4 607

Capital management

The group's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can continue to provide adequate returns to shareholders and benefits for other stakeholders by pricing products and services commensurately with the level of risk.

The group relies upon distributions, including dividends, from its subsidiaries, associates and joint ventures to generate the funds necessary to meet the obligations and other cash flow requirements of the combined group. The operations of the group have historically been funded in a number of ways, including both debt and equity financing. Recent acquisitions were primarily funded through debt financing. The group's businesses are beginning to scale and accordingly, they are expected to become cash generative and able to sustain their operating capital requirements. The group received US$570.7m (2021: US$458.2m) in dividends from Tencent during the year and US$565.4m (2021: US$571.1m) after the year-end – an increase of 25% compared to the 2021 financial year.

Earnings per share and equity (continued)

24. SHARE CAPITAL AND PREMIUM (CONTINUED)

Capital management (continued)

The group's general business strategy is to acquire developing businesses and to provide funding to meet the cash needs of those businesses until they can, within a reasonable period of time, become self-funding. Funding is provided through a combination of loans and share capital, depending on the country-specific regulatory requirements. From a subsidiary's perspective, intergroup loan funding is generally considered to be part of the capital structure. The focus on increased profitability and cash flow generation will continue into the foreseeable future, although the group will continue to actively evaluate potential growth opportunities within its areas of expertise.

The group will also grow its business in the future by making equity investments in growth companies. The group anticipates that it may fund future acquisitions and investments through the issue of debt and equity instruments and utilisation of available cash resources.

The group follows a risk-based approach to the determination of the optimal capital structure. The group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or modify the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Below is a summary of the group bonds in issue for the year ended 31 March 2022:

Currency of year end balance	Listing date[1]	Year of final repayment	Fixed interest rate	Interest payments	31 March 2022 US$'m	31 March 2021 US$'m
US$	Jul 2017	2025	5.50%	semi-annual	**225**	1 200
US$	Jul 2017	2027	4.85%	semi-annual	**614**	1 000
US$	Jan 2020	2030	3.68%	semi-annual	**1 250**	1 250
Eur	Aug 2020	2028	1.54%	annual	**941**	998
Eur	Aug 2020	2032	2.03%	annual	**830**	879
US$	Aug 2020	2050	4.03%	semi-annual	**1 000**	1 000
US$	Dec 2020	2051	3.83%	semi-annual	**1 500**	1 500
US$	Jul 2021	2031	3.06%	Semi-annual	**1 850**	-
Eur	Jul 2021	2033	1.99%	Annual	**941**	-
Eur	Jul 2021	2029	1.29%	Annual	**1 107**	-
US$	Jan 2022	2052	4.99%	Semi-annual	**1 250**	-
US$	Jan 2022	2032	4.19%	Semi-annual	**1 000**	-
Eur	Jan 2022	2027	3.26%	Semi-annual	**1 000**	-
Eur	Jan 2022	2034	2.78%	Annual	**719**	-
Eur	Jan 2022	2030	2.09%	Annual	**664**	-
Eur	Jan 2022	2026	1.21%	Annual	**553**	-
					15 444	7 827

[1] *The publicly traded bonds are listed on the Irish Stock Exchange (Euronext Dublin).*

Earnings per share and equity (continued)

24. SHARE CAPITAL AND PREMIUM (continued)

Capital management (continued)

Bonds issued during the year ended 31 March 2022

In January 2022 the group issued US$ and Eur notes in an aggregate principal amount totalling US$5.25bn equivalent under its Global Medium-Term Note Programme. These issuances consist of US$1.25bn 4.987% notes due 2052, US$1.0bn 4.193% note due 2032, US$1.0bn 3.257% note due 2027, Eur650m 2.778% notes due 2034, Eur600m 2.085% notes due 2030 and Eur500m 1.207% notes due 2026 (the "Bonds").

In July 2021 the group issued US$ and Eur notes in an aggregate principal amount totalling US$4.0bn equivalent under its Global Medium-Term Note Programme. These issuances consist of US$1.85bn 3.061% notes due 2031, Eur1.0bn 1.288% notes due 2029 and Eur850m 1.985% notes due 2033 (the "Bonds").

The favourable market backdrop enabled Prosus to extend its debt maturity profile as part of a refinancing of its existing debt. The purpose of the offerings was to raise proceeds for general corporate purposes, including debt refinancing, which took the form of a tender offer made in relation to its bonds maturing in 2025 and 2027.

Part of the proceeds from the bond issuance was used to partly settle these two bonds. The 2025 bond consisted of US$1.2bn 5.5% notes and the 2027 bond consisted of US$1bn 4.85% notes. The early settlement of these bonds consisted of repayments of principal, accrued interest and present value of the related future interest coupon payments at date of settlement. The group settled US$975m bond notes due in 2025 and US$386m bond notes due in 2027 for a total combined consideration of US$1.6bn. The difference between the market value of the future contractual payments and the carrying value of the note at amortised cost, of US$217.0m (representing the market value premium) was recognised in "other finance (costs)/income -net" in the income statement and as part of "Repayments of long- and short-term loans" in the cash flow statement.

Bonds issued during the year ended 31 March 2021

In August 2020, the group issued bonds totalling US$2.18bn. These bonds consist of 30-year US$1.00bn notes due in 2050, eight-year Eur500m notes due in 2028, and 12-year Eur500m notes due in 2032.

In December 2020 the group issued bonds totalling US$2.23bn. These bonds consist of 30-year US$1.50bn due in 2051, a tap of Eur350m due in 2028, and a tap of Eur250m of its existing notes due in 2032. The 2028 notes were offered at an issue price yield of 1.211% and will be treated as a single class of the group's existing Eur500m 1.539% senior notes due 2028. The 2032 notes were offered at an issue price yield of 1.742% and will be treated as a single class of the group's existing Eur500m 2.031% senior notes due 2032.

The current favourable market backdrop enabled the group to further enhance its average debt maturity profile while reducing its average cost of funding. The purpose of this offering was to raise proceeds for general corporate purposes, including potential future M&A activity, and to further augment the group's liquidity position.

Earnings per share and equity (continued)

24. SHARE CAPITAL AND PREMIUM (continued)

Capital management (continued)

Undrawn revolving credit facility

The group has a total undrawn revolving credit facility (RCF) of US$2.7bn. US$2.5bn of the RCF bears interest at one-month US LIBOR plus 1.25%, before commitment and utilisation fees of which US$2.33bn matures in April 2025 and US$0.17bn in April 2023. The remaining US$273.8m of the RCF is denominated in South African rand (R4.0bn) and bears interest at 3-month JIBAR plus 1.55%, before commitment and utilisation fees.

The borrower under the bonds and the undrawn US$2.5bn (2021: undrawn balance of US$2.5bn) RCF is Prosus N.V. The undrawn revolving credit facility (RCF) of US$2.5bn which matures in March 2027 with the option of 2 extensions of 1 year each. The RCF is undrawn and is denominated in US dollar and Euro and bear interest at a secured overnight financing rate (SOFR) plus a variable mark-up based on credit rating varying between 0.65% and 1.10% before commitment and utilisation fees. The borrower under the undrawn US$273.8m (2021: undrawn balance of nil) RCF is Naspers Limited. Prosus N.V. is obligated to pay a commitment fee equal to 35% of the applicable margin under the RCF. Refer to the group's unutilised banking facilities disclosed in note 41.

The undrawn balance of the RCF is available to fund future investments and development expenditure by the group as part of its growth strategy. The group has specific financial covenants in place to govern its RCF, all of which were complied with during the reporting period. These financial covenants are linked to various financial metrics including the ratio of the group's debt to the value of its investment portfolio.

Net interest-bearing debt-to-equity ratio

As of 31 March 2022, the group had total interest-bearing debt (including capitalised lease liabilities) of US$16.05bn (2021: US$8.19bn) and net cash balance including short-term cash investments of US$13.64bn (2021: US$5.19bn). The net interest-bearing debt-to-equity ratio was 5% at 31 March 2022 and 8% at 31 March 2021 due to the group's cash position and accumulated equity reserves. The group excludes capitalised lease liabilities from total interest-bearing debt when evaluating and managing capital. These items are considered to be operating in nature. The adjusted total interest-bearing debt (excluding capitalised lease liabilities) was US$15.70bn (2021: US$7.89bn) and the adjusted net interest-bearing debt-to-equity ratio was 4% at 31 March 2022 (2021: 7%). The group does not have a formally targeted debt-equity ratio.

The group's listed bonds are rated by Moody's and Standard & Poor's (S&P) as Baa3 and BBB and have a stable and positive outlook respectively.

Earnings per share and equity (continued)

25. OTHER RESERVES

	31 March	
	2022 US$'m	2021 US$'m
Other reserves in the statement of financial position comprise:		
Foreign currency translation reserve	**(1 430)**	(1 841)
Valuation reserve	**3 002**	5 044
Existing control business combination reserve	**10 420**	(9 346)
Share-based compensation reserve	**2 811**	2 390
	14 803	(3 753)

Foreign currency translation reserve

The foreign currency translation reserve relates to exchange differences arising on the translation of foreign operations' income statements and statements of comprehensive income at average exchange rates for the year and their statements of financial position at the ruling exchange rates at the reporting date if the functional currency differs from the group's presentation currency. The movement on the foreign currency translation reserve for the year relates primarily to the effects of foreign exchange rate fluctuations related to the group's net investments in its subsidiaries.

Valuation reserve

The valuation reserve relates to fair-value changes in financial assets at fair value through other comprehensive income, differences between the fair value and the contractually stipulated value of shares issued in business combinations and other acquisitions. Furthermore, the valuation reserve includes the group's share of equity-accounted investees' revaluations of their financial assets at fair value through other comprehensive income and other changes in net asset value of the equity-accounted investees. Other changes in net assets of the associate and joint ventures include changes in their share-based compensation reserve, transactions with non-controlling shareholders and other direct equity movements. The components of the valuation reserve may subsequently be reclassified to profit or loss except for fair value gains or loss relating to the group's financial assets at fair value through other comprehensive income, fair value gains or losses from equity accounted investments' financial assets at fair value through other comprehensive income and other direct reserve movements of equity-accounted investments.

Share-based compensation reserve

The grant date fair value of share incentives issued to employees in equity-settled share-based payment transactions is accounted for in the share-based compensation reserve over the vesting period, if any. The reserve is adjusted at each reporting period when the entity revises its estimates of the number of share incentives that are expected to vest. The impact of revisions of original estimates, if any, is recognised in the income statement, with a corresponding adjustment to this reserve in equity. Upon settlement of share-based compensation benefits, the reserve is reclassified to retained earnings.

A significant proportion of the group's foreign currency translation, valuation and share-based compensation reserves relates to the group's interests in its equity-accounted investments, particularly Tencent.

Existing control business combination reserve (BCR)

The existing control business combination reserve is used to account for transactions with non-controlling shareholders, whereby the excess of the cost of the transactions over the acquirer's proportionate share of the net asset value acquired/sold is allocated to this reserve in equity. Written put option liabilities and other obligations that may require the group to purchase its own equity instruments by delivering cash or another financial asset are also initially recognised from this reserve. Similarly, written put option liabilities and other similar obligations are reclassified to this reserve in the event of cancellation or expiry.

25. OTHER RESERVES (continued)

Below is a summary of the group's significant transactions with non-controlling shareholders during the year:

	31 March 2022			31 March 2021		
	Shareholding acquired/ disposed	**Purchase Price US$'m**	**BCR US$'m**	Shareholding acquired/ disposed	Purchase Price US$'m	BCR US$'m
Movile Mobile Commerce Holdings S.L	**0.68%**	**43**	**(4)**	11.33%	190	(136)
Frontier Car Group Inc	**9.30%**	**61**	**(59)**	6.33%	34	1
Zoop S.A.	**20.12%**	**24**	**(32)**	-	-	-
Letgo Global B.V.	**-**	**-**	**-**	20.06%	32	(25)
Silver Indonesia JVCo B.V.[(1)]	**-**	**-**	**-**	34.22%	54	(37)
MIH Internet Sea Pte Ltd[(1)]	**-**	**-**	**-**	8.71%	89	(114)
Prosus N.V.	**1.19%**	**4 996**	**(2 370)**	0.56%	1 415	(817)
Takealot	**3.01%**	**127**	**(59)**	-	-	-
Media24 Holdings Proprietary Limited	**-**	**-**	**-**	15.00%	16	(30)
Closing balance		**5 251**	**(2 524)**		1 830	(1 158)

[(1)] Purchase price for these transactions includes non-cash consideration paid to non-controlling shareholders.

Refer to note 4 for details of the share exchange transaction. US$21.8bn was recognised in the "existing business combination reserve" for the Prosus group.

26. RETAINED EARNINGS

A dividend will be paid in relation to the Naspers N ordinary shares and A ordinary shares from the amount that Naspers receives from Prosus as a terminal economics distribution under the cross-holding agreement between Naspers and Prosus as referred to in the Prosus results announcement dated 27 June 2022.

FINANCIAL ASSETS

Accounting policy

Classification, initial recognition and measurement

Financial assets are initially recognised when the group becomes a party to the contractual provisions of the instrument.

On initial recognition, financial assets are classified as financial assets measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss. The classification is based on the objectives of the business model within which the financial asset is held and the characteristics of its contractual cash flows.

The group assesses the objective of the business model in which a financial asset is held based on all relevant evidence that is available at the date of assessment including how the performance of the financial asset is evaluated and reported to management and the risks affecting the performance of the financial asset as well as how those risks are managed.

In evaluating the contractual cash flows of a financial asset, the group considers its contractual terms, including assessing whether the financial asset is subject to contractual terms that change (or could potentially change) the timing or amount of associated future cash flows.

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual cash flows represent solely payments of principal and interest on the amount outstanding. In making this assessment, the group considers the effect of terms (including conversion, prepayment and extension features) that may affect the timing and/or amounts of cash flows.

Financial assets classified as at amortised cost include trade and other receivables, related party receivables and cash and cash equivalents.

On initial recognition of an equity investment that is not held for trading, the group may irrevocably elect to present subsequent changes in the fair value of such investments in other comprehensive income. This election is made on an investment-by-investment basis. These investments are classified as financial assets at fair value through other comprehensive income. The group has classified all equity investments that do not represent investments in subsidiaries, associates or joint ventures in this category.

All financial assets not classified as at amortised cost or at fair value through other comprehensive income are measured at fair value through profit or loss. This includes derivative financial assets other than those forming part of effective hedging relationships to which hedge accounting is applied. A financial asset is classified in this category at initial recognition if it is acquired principally for the purpose of selling in the short term, if it forms part of a portfolio of financial assets in which there is evidence of short-term profit making, or, if it is designated in this category to eliminate or significantly reduce an accounting mismatch that would otherwise arise.

Purchases and sales of financial assets are recognised on the trade date, which is the date that the group commits to purchase or sell the asset. Financial assets (excluding trade receivables that are not subject to a significant financing component) are initially measured at fair value plus, for an instrument not at fair value through profit or loss, transaction costs directly attributable to its acquisition or issue. Trade receivables that are not subject to significant financing components are initially measured at the relevant transaction prices.

Financial assets are presented as non-current assets, except for those with maturities within 12 months from the statement of financial position date, which are classified as current assets.

FINANCIAL ASSETS (continued)

Accounting policy (continued)

Classification, initial recognition and measurement (continued)

Subsequent measurement

Amortised cost financial assets are subsequently measured using the effective interest method, reduced by relevant impairment allowances. Interest income, foreign exchange gains and losses and impairment losses on amortised cost financial assets are recognised in the income statement.

Changes in the fair value of equity investments classified as financial assets at fair value through other comprehensive income are recognised in other comprehensive income and are accumulated in the valuation reserve in the statement of changes in equity. Dividends received on equity investments at fair value through other comprehensive income are recognised in the income statement. On derecognition of financial assets at fair value through other comprehensive income, fair value changes accumulated in the valuation reserve are transferred to retained earnings.

Financial assets at fair value through profit or loss are subsequently carried at fair value with changes in fair value included in “other (losses)/gains- net” in the income statement.

Refer to note 42 for the group’s fair-value measurement methodology regarding financial assets.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or where they have been transferred and the group has also transferred substantially all risks and rewards of ownership.

Financial assets are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to realise the asset and settle a related financial liability simultaneously.

Impairment

The group recognises expected credit losses (impairment allowances) on financial assets measured at amortised cost and accrued income balances. The group assesses, on a forward-looking basis, the impairment allowances associated with these financial assets and makes use of provision matrices relevant to its various operations in establishing impairment allowances, specifically for trade receivables.

For "trade and other receivables, including accrued income balances, the group measures impairment allowances at an amount equal to the lifetime expected credit losses on these financial assets. Lifetime expected credit losses are those losses that result from all possible default events over the expected life of the financial instrument.

For related party loans and receivables, the impairment loss allowance is based on a general expected credit loss model. The measurement of the impairment loss allowance on these loans and receivables is based on the assessment of whether there has been a significant increase in credit risk.

The group considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations in full or the outstanding amount exceeds its contractual payment terms.

At each reporting date the group assesses whether financial assets at amortised cost and/or accrued income balances are credit impaired. Financial assets are considered credit impaired when one or more events that have a detrimental impact on expected future cash flows have occurred. Evidence that a financial asset is credit impaired includes but not limited to significant financial difficulty experienced by the borrower, a breach of contract such as defaulting on contractually due repayments or the probability of the borrower entering bankruptcy.

FINANCIAL ASSETS (continued)

Accounting policy (continued)
Impairment (continued)
Impairment allowances for financial assets measured at amortised cost and accrued income balances are recognised in the income statement and in an impairment allowance account. The gross carrying amount of the financial asset is reduced by the impairment loss allowance and is written off when the group has no reasonable expectation of recovering the financial asset in its entirety or a portion thereof.

Refer to note 41 for further details regarding the group's credit risk management.

27. CASH AND CASH EQUIVALENTS

Accounting policy
Cash and cash equivalents are carried in the statement of financial position at amortised cost (other than money market funds) which equals the cost or face value of the asset. Cash and cash equivalents comprise cash on hand and deposits held at call with banks. Certain cash balances are restricted from immediate use according to terms with banks or other financial institutions. For purposes of the statement of cash flows, cash and cash equivalents are presented net of bank overdrafts.

Cash and cash equivalents include money market funds at fair value through profit or loss. These funds have a maturity of three months or less, are highly liquid and include cashflows which are not solely payments of principal and interest as well as subject to insignificant changes in value.

	31 March	
	2022 US$'m	2021 US$'m
Cash at bank and on hand	**1 453**	1 301
Short-term bank deposits[1]	**8 280**	2 457
Bank overdrafts and call loans	**(18)**	(9)
	9 715	3 749
Restricted cash		
The following cash balances are restricted from immediate use according to agreements with banks and other financial institutions:		
Classifieds	**104**	-
Payments and Fintech	**339**	295
Etail	**27**	25
Other Ecommerce	**44**	16
Total restricted cash	**514**	336

[1] Included in short-term bank deposits is an amount of US$927.8m (2021: US$996.2m) which represents money-market investments held with major banking groups and high-quality institutions that have AAA money market fund credit ratings from internationally recognised rating agencies.

Restricted cash is included in cash and cash equivalents due to the fact that it mostly relates to cash held on behalf of customers as well as cash held by the group's Russian operations.

28. SHORT-TERM INVESTMENTS

Accounting policy

Short-term investments are cash investments with maturities of more than three months from the date of acquisition. On initial recognition, short-term investments are recognised at fair value plus directly attributable transaction costs and are subsequently measured at amortised cost.

The group holds investments in money-market investments and fixed deposits. The carrying values of these investments as at 31 March are shown below:

		31 March	
	Weighted average interest rate	**2022 US$'m**	2021 US$'m
Deposits and money-market investments	0.44%	**3 921**	1 209
Fixed deposits	3.8%	**-**	226
Accrued interest income		**3**	4
Total short-term investments		**3 924**	1 439

The deposits and money-market investments of US$3.92bn (2021: US$1.21bn) are mostly denominated in US dollar and fixed deposits of US$ nil (2021: US$226.4m) are denominated in South African rand.

The above investments have maturity dates (from the date of acquisition) of between three and 12 months and have accordingly not been disclosed as part of cash and cash equivalents.

Short-term investments are classified as financial assets at amortised cost. Due to their short-term nature, the carrying values of these investments are considered to be a reasonable approximation of their fair values. None of the group's short-term investments were past due or subject to significant impairment allowances as at 31 March 2022.

Most short-term investments are held in the same currency as the respective entity's functional currency. However, there are certain money-market investments held in euros by entities with US dollar functional currencies which give rise to foreign currency risk. Due to the nature of short-term investments, there is an insignificant exposure to price risk.

Refer to note 41 for further information regarding the credit risk and foreign currency risk of short-term investments.

29. INVESTMENTS AND LOANS

	31 March	
	2022 US$'m	2021 US$'m
Investments at fair value through other comprehensive income	**5 540**	1 608
Investments at fair value through profit or loss	**64**	1 258
Investments at amortised cost	**-**	11
Other investments and loans	**2**	2
Total investments and loans	**5 606**	2 879
Current portion of other investments	**-**	(1 258)
Investments at fair value through other comprehensive income	**-**	(5)
Investments at fair value through profit or loss[1]	**-**	(1 242)
Investments at amortised cost	**-**	(11)
Non-current portion of other investments	**5 606**	1 621

[1] Represents the contractual right to receive the Delivery Hero shares or cash. Refer to note 6.

Reconciliation of investments at fair value through other comprehensive income

	31 March	
	2022 US$'m	**2021 US$'m**
Opening balance	**1 608**	804
Fair value adjustments recognised in OCI	**(509)**	555
Purchases/additional contributions[1]	**4 423**	302
Loss of significant influence of an investment in associate	**26**	-
Disposals	**(51)**	(49)
Foreign currency translation effects	**43**	(4)
Closing balance	**5 540**	1 608

[1] Significant movement in the current year relates to the dividend in specie received from Tencent in the form of JD.com shares. Refer to note 6.

29. INVESTMENTS AND LOANS (continued)

Significant equity investments at fair value through other comprehensive income

Significant equity investments at fair value through other comprehensive income include the following:

	31 March Fair value	
	2022 US$'m	**2021 US$'m**
Listed investments		
JD.com [1]	**3 940**	-
Trip.com Group Limited	**694**	1 189
Sinch AB[2]	**105**	270
Other	**28**	18
	4 767	1 477
Unlisted investments		
GoStudent[3]	**226**	-
Urbanclap Technologies[3]	**84**	-
Wolt Enterprises Oy[4]	**70**	70
Creditas Financial Solutions Limited	**62**	30
Primrose Hill (Zest money)[5]	**38**	-
Sandbox[3]	**33**	-
Pantera Venture Funds	**26**	10
WayFlyer[3]	**25**	-
Mensa Brand Technologies[3]	**25**	-
Other	**184**	21
	773	131
Total	**5 540**	1 608

[1] The group obtained its interest in JD.com as part of the proceeds from a distribution in specie declared from Tencent. Refer to note 6.

[2] The group acquired its interest in Sinch AB as part of the proceeds on disposal of Wavy during the prior year. Refer to note 6.

[3] The group acquired these investments during the current year.

[4] The group acquired Wolt Enterprises Oy during the prior year.

[5] The group lost significant influence during the current year.

Fair value gains or losses on investments held at fair value through other comprehensive income are not reclassified to the income statement. These investments are not held for trading.

30. TRADE RECEIVABLES

	31 March	
	2022 US$'m	2021 US$'m
Carrying value		
Trade accounts receivable, gross	**350**	218
Less: Allowance for impairment of trade receivables	**(32)**	(33)
	318	185
The movement in the allowance for impairment of trade receivables during the year was as follows:		
Opening balance	**(33)**	(27)
Additional allowances charged to income statement	**(22)**	(16)
Allowances reversed through the income statement	**17**	5
Allowances utilised	**6**	4
Acquisition of subsidiaries	**-**	(2)
Disposal of subsidiaries	**-**	3
Closing balance	**(32)**	(33)

The group's maximum exposure to credit risk at the reporting date is the carrying value of the trade receivables mentioned above. The group does not hold any form of collateral as security relating to trade receivables. Refer to note 41 for the group's credit risk management.

At 31 March 2022 and 2021, the total allowance for impairment of trade receivables comprised both portfolio allowances and specific allowances. The majority of the allowance related to a portfolio allowance, which cannot be identified with specific receivables.

The group recognises an allowance for expected credit losses for its trade receivables. The expected credit loss assessment took into account all reasonable and supportable information about the likelihood that counterparties would breach their agreed payment terms and any deterioration of their credit ratings. Where relevant, additional expected credit losses were accounted for when deemed necessary. Overall, the expected credit loss allowance did not have a material impact on the group's trade receivables for the year ended 31 March 2022.

The ageing of trade receivables as well as the amount of the impairment allowance per age class is presented below:

	31 March 2022			31 March 2021		
	Carrying value US$'m	**Impair-ment US$'m**	**Expected loss rate**	Carrying value US$'m	Impair-ment US$'m	Expected loss rate
Current	**247**	**(2)**	**1%**	152	(2)	1%
Past due 30 to 59 days	**61**	**(5)**	**8%**	21	(3)	14%
Past due 60 to 89 days	**6**	**(1)**	**17%**	9	(2)	22%
Past due 90 to 119 days	**6**	**(1)**	**17%**	5	(2)	40%
Past due 120 days and older	**30**	**(23)**	**77%**	31	(24)	77%
	350	**(32)**		218	(33)	

FINANCIAL LIABILITIES

Accounting policy

Financial liabilities are recognised when the group becomes party to the contractual provisions of the relevant instrument. The group classifies financial liabilities at amortised cost or at fair value through profit or loss.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses on these financial liabilities are recognised in the income statement. Other financial liabilities comprise primarily trade and other payables, borrowings and written put option liabilities. These financial liabilities are initially recognised at fair value, net of transaction costs.

Written put option liabilities represent contracts that impose (or may potentially impose) an obligation on the group to purchase its own equity instruments (including the shares of a subsidiary) for cash or another financial asset. Written put option liabilities are initially raised from the "Existing control business combination reserve" in equity at the present value of the expected redemption amount payable. Simultaneously, the group may still recognise non-controlling interest where the risks and rewards of ownership are not deemed to have been transferred to the group on initial recognition of the put option liability. Subsequent revisions to the expected redemption amount payable as well as the unwinding of the discount related to the measurement of the present value of the written put option liability, are recognised in "Existing control business combination reserve" in equity. Where a written put option liability expires unexercised or is cancelled, the carrying value of the financial liability is reclassified to the "Existing control business combination reserve" in equity.

Written put options that provide the group with the discretion to settle its obligations in the group's own equity instruments (including the shares of a subsidiary) are also accounted for as outlined above. Written put option liabilities are presented within "Other non-current and other current liabilities" in the statement of financial position. Written put option liabilities that are linked to a committed employment period are accounted for as share-based compensation benefits. The expected redemption amounts payable for these written put options is dependent on the completion of an employment service period (refer to share-based compensation accounting policy).

Financial liabilities are presented as current liabilities if payment is due or could be demanded within 12 months (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Financial liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis. Financial liabilities are derecognised when the contractual obligation is discharged, cancelled or when it expires.

31. LONG-TERM LIABILITIES

	Long-term liabilities	Current portion	Total liabilities	Long-term liabilities	Current portion	Total liabilities
	31 March					
	2022			2021		
	US$'m	US$'m	US$'m	US$'m	US$'m	US$'m
Interest-bearing	**15 883**	**167**	**16 050**	8 100	92	8 192
Capitalised lease liabilities	**272**	**73**	**345**	240	62	302
Loans and other liabilities	**15 611**	**94**	**15 705**	7 860	30	7 890
Non-interest-bearing	**50**	**31**	**81**	48	18	66
Loans and other liabilities	**50**	**31**	**81**	48	18	66
Total liabilities	**15 933**	**198**	**16 131**	8 148	110	8 258

Type of lease	Currency of year-end balance	Year of final repayment	Weighted average interest rate	31 March 2022 US$'m	31 March 2021 US$'m
Buildings	Various	2022 - 2039	1.50% - 8.41%	**302**	267
Computers, furniture and office equipment	Various	2022 - 2026	3.61% - 10.00%	**22**	19
Vehicles	Various	2022 - 2029	1.50% - 10.77%	**21**	16
				345	**302**

Maturity profile

Minimum instalments		
Payable within year one	**81**	71
Payable within year two	**83**	66
Payable within year three	**60**	49
Payable within year four	**53**	41
Payable within year five	**45**	35
Payable after year five	**77**	100
	399	362
Future finance costs on capitalised lease liabilities	**(54)**	(60)
Present value of capitalised lease liabilities	**345**	302
Present value		
Payable within year one	**73**	62
Payable within year two	**74**	58
Payable within year three	**51**	42
Payable within year four	**45**	34
Payable within year five	**37**	29
Payable after year five	**65**	77
Present value of capitalised lease liabilities	**345**	302

31. LONG-TERM LIABILITIES (continued)

Interest-bearing: Loans and other liabilities

	Asset secured	Currency of year-end balance	Year of final repay-ment	Weighted average year-end interest rate	31 March 2022 US$'m	2021 US$'m
Unsecured[1]						
Publicly traded bond		US$	2025	5.50%	**225**	1 200
Publicly traded bond		US$	2027	4.85%	**614**	1 000
Publicly traded bond		US$	2030	3.68%	**1 250**	1 250
Publicly traded note[2]		Eur	2028	1.54%	**941**	998
Publicly traded note[3]		Eur	2032	2.03%	**830**	879
Publicly traded bond		US$	2050	4.03%	**1 000**	1 000
Publicly traded bond		US$	2051	3.83%	**1 500**	1 500
Publicly traded bond		US$	2031	3.06%	**1 850**	-
Publicly traded bond		US$	2032	4.19%	**1 000**	-
Publicly traded bond		Eur	2027	3.26%	**1 000**	-
Publicly traded bond		Eur	2029	1.29%	**1 107**	-
Publicly traded bond		Eur	2030	2.09%	**664**	-
Publicly traded bond		Eur	2033	1.99%	**941**	-
Publicly traded bond		Eur	2034	2.78%	**719**	-
Publicly traded bond		Eur	2026	1.21%	**553**	-
Publicly traded bond		US$	2052	4.99%	**1 250**	-
Various institutions		Various	Various	Various	**19**	8
Secured[4]						
Exim Bank S.A & Raiffeisen Bank[5]		Eur	2028	EURIBOR 1M +1.41%	**41**	42
Exim Bank S.A.		Eur	2029	EURIBOR 1M +1.60%	**14**	17
Raiffeisen Bank	Building	Eur	2031	EURIBOR 3M +1.60%	**30**	-
Fondo de Inversion Activa		CLP	2024	8.00%	**40**	-
Various institutions	Various	Various	Various	Various	**193**	27
Total facilities					**15 781**	7 921
Unamortised loan costs					**(93)**	(50)
Premium on Euro bonds[2] [3]					**17**	19
					15 705	7 890

[1] The publicly traded bonds are listed on the Irish Stock Exchange (Euronext Dublin). Refer to note 24.

[2] The bond maturing in 2028 was issued in 2 tranches. The second tranche was issued at an issue price of 102.381% (plus Eur 1.9m representing 127-days accrued interest in respect of the period from, and including, 3 August 2020), resulting in a premium of Eur 8.3m which is included in the fair value of the bond at initial recognition and is subsequently released over the term of the bond.

[3] The bond maturing in 2032 was issued in 2 tranches. The second tranche was issued at an issue price of 103.020% (plus Eur 1.8m representing 127-days accrued interest in respect of the period from, and including, 3 August 2020), resulting in a premium of Eur 7.6m which is included in the fair value of the bond at initial recognition and is subsequently released over the term of the bond.

[4] Refer to note 44 for details of the group's assets pledged as collateral.

[5] The Loan is a joint facility between Exim bank and Raiffeisen Bank

31. LONG-TERM LIABILITIES (continued)

Non-interest-bearing: Loans and other liabilities

Loans	Asset secured	Currency of year-end balance	Year of final repayment	31 March 2022 US$'m	2021 US$'m
Secured[1]					
Automotive Finance Corporation	Various	US$	2020	-	13
Unsecured					
Preference shares liability		BRL	2023	**61**	36
Earn-out obligations		Various	Conditional	**20**	13
Other		Various	Various	-	4
				81	66
Total long-term liabilities					
Repayment terms of long-term liabilities (excluding capitalised lease liabilities)					
Payable within year one				**142**	48
Payable within year two				**104**	42
Payable within year three				**16**	17
Payable within year four				**792**	8
Payable within year five				**1 012**	1 205
Payable after year five				**13 796**	6 667
				15 862	7 987
Premium on Euro bonds				**17**	19
Unamortised loan costs				**(93)**	(50)
				15 786	7 956
Interest rate profile of long-term liabilities (long- and short-term portion, including capitalised lease liabilities)					
Liabilities at fixed rates: 1 to 12 months				**167**	92
Liabilities at fixed rates: more than 12 months				**15 749**	8 029
Interest-free loans				**81**	66
Liabilities linked to variable rates				**134**	71
				16 131	8 258

[1] *Refer to note 44 for details of the group's assets pledged as collateral.*

31. LONG-TERM LIABILITIES (continued)

Reconciliation of liabilities arising from financing activities

	Capitalised lease liabilities	Interest bearing liabilities	Non-interest bearing liabilities
		31 March 2022	
	US$'m	US$'m	US$'m
Balance at 1 April 2021	**302**	**7 890**	**66**
Additional liabilities recognised	**94**	**9 549**	**15**
Repayments of long- and short-term loans [1]	**(60)**	**(1 402)**	**-**
Repayments of interest on capitalised lease liabilities	**(18)**	**-**	**-**
Interest accrued	**18**	**-**	**-**
Acquisition of subsidiary	**10**	**-**	**-**
Amortisation of transaction costs	**-**	**8**	**-**
Capitalisation of transaction costs	**-**	**(52)**	**-**
Foreign exchange translation	**(1)**	**(288)**	**-**
Balance at 31 March 2022	**345**	**15 705**	**81**
Less: Current portion	**(73)**	**(94)**	**(31)**
Non-current liabilities	**272**	**15 611**	**50**

(1) Repayment of long- and short-term loans in the cash flow includes US$217m relating to the early settlement if bonds. This was included in other finance cost on the face of the income statement.

	Capitalised lease liabilities	Interest bearing liabilities	Non-interest bearing liabilities
		31 March 2021	
	US$'m	US$'m	US$'m
Balance at 1 April 2020	277	3 515	34
Additional liabilities recognised	67	4 432	161
Repayments of long- and short-term debt	(56)	(39)	(116)
Repayments of interest on capitalised lease liabilities	(15)	-	-
Interest accrued	16	3	-
Acquisition of subsidiary	-	-	-
Disposal of subsidiary	(3)	-	-
Amortisation of transaction costs	-	3	-
Capitalisation of transaction costs	-	(16)	-
Foreign exchange translation	11	(7)	(13)
Remeasurement of capitalised lease liabilities	(5)	-	-
Other	1	(1)	-
Balance at 31 March 2021	302	7 890	66
Less: Current portion	(62)	(30)	(18)
Non-current liabilities	240	7 860	48

32. OTHER NON-CURRENT LIABILITIES

	31 March	
	2022 US$'m	2021 US$'m
Written put option liabilities[(1)]	**1 158**	1 311
Other liabilities	**16**	-
Total other liabilities	**1 174**	1 311
Less: Current portion of other liabilities	**(1 014)**	(1 251)
Non-current portion of other liabilities	**160**	60

[(1)] Relates to put options written over the non-controlling interests in the group's Dante International S.A. (eMAG), Extreme Digital Hungary (eMAG Hungary) , Movile Internet Movel S.A., PaySense Private Limited, letgo B.V. classifieds business (based on OfferUp associate valuation), Good BidCo B.V (Good Habitz) and various other smaller ecommerce units.

During the year, the group recognised an aggregate gain on the remeasurement of written put option liabilities of US$235.7m (2021 loss of: US$534.2m). The movement in the written put option liability in the current year is predominantly due to cancellation of the written put option liabilities as a result of the acquisition of non-controlling interest's in the classifieds segment and a decline in the group's ecommerce subsidiaries enterprise values used to determine the expected redemption amount payable (put option liability). In the prior year the remeasurement was predominantly due to growth in the group's ecommerce subsidiaries that resulted in the increase in the enterprise values used to determine the expected redemption amount payable.

The maturity profile of the group's written put option liabilities is detailed in the table below and reflects the first date on which the respective written put options can be contractually exercised:

	31 March	
	2022 US$'m	2021 US$'m
Exercisable within one year	**1 014**	1 251
Exercisable within one to two years	**-**	60
Exercisable after two to five years	**144**	-
Total other liabilities	**1 158**	1 311

The group has the contractual discretion to settle all written put option obligations either in cash, Naspers N or Prosus N ordinary shares.

The majority of the group's written put option liabilities are exercisable when non-controlling shareholders exercise their put option right during the exercisable period, request an initial public offering (IPO) of the relevant group subsidiary and the IPO is either declined by the group or is ultimately unsuccessful.

32. OTHER NON-CURRENT LIABILITIES (continued)

Sensitivity analysis

The measurement of written put option liabilities is based on the value of the underlying businesses, calculated either through a discounted cash flow analysis or through transaction prices observed in orderly transactions. Accordingly, the measurement of written put option liabilities is subject to significant estimation uncertainty. At 31 March 2022, 84% (2021: 92%) of the total balance of written put option liabilities have been measured using discounted cash flow analyses based on the relevant group subsidiary 10-year budgeted cash flow and forecasts. The valuations were determined using the same inputs and methodology used in the value in use calculations for the goodwill impairment assessment (refer to note 7).

The following analysis illustrates the sensitivity of written put option liabilities to reasonable changes in the most significant underlying variables used in their measurement:

	31 March	
	2022	2021
Increase/(decrease) in written put option liabilities and loss/(gain) in equity	**US$'m**	US$'m
1% increase in the discount rate and a 1% decrease in the terminal growth rate	**(99)**	(247)
1% decrease in the discount rate and a 1% increase the terminal growth rate	**275**	323

Other assumptions contained in the discounted cash flow analyses as at 31 March 2022 used by the group when valuing written put option liabilities vary widely between obligations due to the group's diverse range of business models and are closely linked to entity-specific key performance indicators taking into account the impact of the shift to online ecommerce platforms, the broader market expectations in the technology industry in which the entities operate and the 10 year performance projections used for the entities.

Movements during the year on the group's written put option liabilities are detailed below. Cash flows arising from the settlement of written put option liabilities are presented as part of financing activities in the statement of cash flows.

	31 March	
	2022	2021
	US$'m	US$'m
Opening balance	**1 311**	869
Additional obligations raised	**157**	19
Remeasurements recognised in equity	**(236)**	534
Settlements	**-**	(24)
Expirations and cancellations	**(125)**	(71)
Foreign currency translation effects	**51**	(16)
Closing balance	**1 158**	1 311

33. PROPERTY, PLANT AND EQUIPMENT

Accounting policy

Property, plant and equipment comprises of owned and leased assets.

Property, plant and equipment are stated at cost, being the purchase cost plus the cost to prepare the assets for their intended use, less accumulated depreciation and accumulated impairment losses.

Cost includes transfers from equity of gains/losses on qualifying cash flow hedges relating to foreign currency property, plant and equipment acquisitions. Property, plant and equipment, with the exception of land, are depreciated in equal annual amounts over each asset's estimated useful life to their residual values. Land is not depreciated as it is deemed to have an indefinite life. Depreciation periods vary in accordance with the conditions in the relevant industries, but are subject to the following range of useful lives:

Class of asset	Owned	Leased
Buildings	5 to 50 years	2 to 10 years
Computer equipment	2 to 3 years	2 to 3 years
Manufacturing equipment	2 to 12 years	2 to 4 years
Improvements to buildings	2 to 12 years	3 to 5 years
Office equipment	2 to 12 years	2 to 4 years
Vehicles	2 to 5 years	2 to 5 years

Where parts of property, plant and equipment require replacement at regular intervals, the carrying value of an item of property, plant and equipment includes the cost of replacing the part when that cost is incurred, if it is probable that future economic benefits will flow to the group and the cost can be reliably measured.

The carrying values of the parts replaced are derecognised on capitalisation of the cost of the replacement part. Each component of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately where it has an estimated useful life that differs from that of the item as a whole.

Major leasehold improvements are amortised over the shorter of the respective lease terms and estimated useful lives.

Subsequent costs, including major renovations, are included in an asset's carrying value or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. Repairs and maintenance are charged to the income statement.

The residual values and useful lives of property, plant and equipment are reviewed, and adjusted if appropriate, at each statement of financial position date. Gains and losses on disposals are determined by comparing the proceeds to the asset's carrying value and are recognised in "Other (losses)/gains – net" in the income statement.

Work in progress are assets still in the construction phase and not yet available for use. These assets are carried at cost and are not depreciated. Depreciation commences once the assets are available for use as intended by management.

Borrowing costs directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of those assets. All other borrowing costs are expensed as incurred. A qualifying asset is an asset that takes more than a year to get ready for its intended use.

Leased assets

At inception of a contract, the group assesses whether a contract is, or contains a lease. A contract is or contains a lease if it conveys a right to control the use of an identified asset for a period of time in exchange for consideration. The group's leasing arrangements relate primarily to office buildings, warehouse space, equipment and vehicles. Lease agreements are generally entered into for fixed periods of between two and 10 years, depending on the nature of the underlying asset being leased.

33. PROPERTY, PLANT AND EQUIPMENT (continued)

Accounting policy (continued)

Lessee accounting

The group recognises all leases (with limited exceptions) as right-of-use assets and obligations to make lease payments (lease liabilities) from the lease commencement date.

The right-of-use asset is measured at cost less accumulated depreciation and accumulated impairment. The cost includes the initial amount of the respective lease liability adjusted for lease payments made before the commencement date of the lease, plus initial direct costs incurred and estimated costs to dismantle or destroy the underlying asset, less lease incentives received where applicable.

The right-of-use asset is subsequently depreciated using the straight-line method over the earlier of the useful life of the underlying asset or the period of the lease term. In addition, the right-of-use asset is reduced by impairment losses if any and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments, discounted using the interest rate implicit in the lease and where that rate cannot be readily determined the group entity uses the incremental borrowing rate. This is the rate of interest that the group entity would have to pay to borrow the funds necessary to obtain an asset of a similar value to the respective right-of-use asset in a similar economic environment.

Lease payments included in the measurement of the lease liability comprises of the following:

- Fixed payments
- Variable lease payments that depend on an index or rate
- Amounts expected to be payable under residual value guarantees
- Amounts in an optional renewal lease period if the group is reasonably certain to exercise an extension option
- The exercise price of a purchase option that the group is reasonably certain to exercise, and
- Penalties for early termination of the lease unless the group is reasonably certain not to terminate the lease early.

The lease liability is measured at amortised cost using the effective interest rate method. It is remeasured where there is a change in future lease payments, a change in the group's estimate of amounts expected to be payable under a residual value guarantee or if the group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recognised in the income statement if the carrying amount of the right-of-use asset has been reduced to zero. The group presents right-of-use assets in "Property, plant and equipment" and capitalised lease liabilities in "Long-term liabilities' in the statement of financial position."

The group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The group has applied the 'integrally linked' approach in respect of the tax consequences of lease contracts. At inception of a lease and on the transition date no deferred taxes are recognised as no temporary differences arise between the tax base and carrying amount of the net lease asset or liability (without taking into account advance payments). Subsequent to initial recognition, deferred taxes are recognised when temporary differences arise.

33. PROPERTY, PLANT AND EQUIPMENT (continued)

Accounting policy (continued)

Impairment of property, plant and equipment and other intangible assets

Items of property, plant and equipment and other intangible assets (with finite useful lives) are reviewed for indicators of impairment at least annually. Indicators of impairment include, but are not limited to: significant underperformance relative to expectations based on historical or projected future operating results, significant changes in the manner of use of the assets or the strategy for the group's overall business and significant negative industry or economic trends.

Property plant and equipment and other intangible assets still in the development phase, and not yet available for use (work in progress), are tested for impairment on an annual basis. An impairment loss is recognised in "Other (losses)/gains – net" in the income statement when the carrying amount of an asset exceeds its recoverable amount.

Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. The estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Fair value less costs of disposal is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date less the incremental costs directly attributable to the disposal of an asset or cash-generating unit, excluding finance costs and income tax expense.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows that are largely independent of the cash inflows of other assets or groups of assets (a cash generating unit level).

An impairment loss recognised for an asset in prior years is reversed if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised and the revised recoverable amount exceeds the carrying amount. The reversal of such an impairment loss is recognised in "Other (losses)/gains– net" in the income statement.

33. PROPERTY, PLANT AND EQUIPMENT (continued)

	Land and buildings US$'m	Computer and office equip-ment US$'m	Furniture and fittings US$'m	Other US$'m	Total US$'m
1 April 2021					
Cost	**497**	**124**	**87**	**34**	**742**
Accumulated depreciation and impairment	**(144)**	**(58)**	**(37)**	**(13)**	**(252)**
Carrying value at 1 April 2021	**353**	**66**	**50**	**21**	**490**
Foreign currency translation effects	**(12)**	**(5)**	**2**	**(3)**	**(18)**
Acquisitions of subsidiaries and businesses	**10**	**5**	**-**	**1**	**16**
Disposals of subsidiaries and businesses	**(1)**	**(1)**	**-**	**-**	**(2)**
Acquisitions of assets	**101**	**76**	**61**	**4**	**242**
Acquisitions of right-of-use assets	**93**	**13**	**-**	**14**	**120**
Disposals/scrappings	**(8)**	**-**	**(2)**	**(1)**	**(11)**
Depreciation	**(79)**	**(34)**	**(17)**	**(8)**	**(138)**
31 March 2022					
Cost	**668**	**209**	**144**	**46**	**1 067**
Accumulated depreciation and impairment	**(211)**	**(89)**	**(50)**	**(18)**	**(368)**
Carrying value at 31 March 2022	**457**	**120**	**94**	**28**	**699**
Work in progress at 31 March 2022					**37**
Total carrying value at 31 March 2022					**736**

33. PROPERTY, PLANT AND EQUIPMENT (continued)

	Land and buildings US$'m	Computer and office equip-ment US$'m	Furniture and fittings US$'m	Other US$'m	Total US$'m
1 April 2020					
Cost	425	86	68	20	599
Accumulated depreciation and impairment	(73)	(39)	(27)	(8)	(147)
Carrying value at 1 April 2020	352	47	41	12	452
Foreign currency translation effects	20	4	7	-	31
Transfer to other intangible assets	3	2	4	-	9
Acquisitions of subsidiaries and businesses	1	1	-	7	9
Disposals of subsidiaries and businesses	(2)	(1)	-	-	(3)
Acquisitions of assets	13	31	10	2	56
Acquisitions of right-of-use assets	55	6	1	6	68
Disposals/scrappings	(9)	(1)	-	(1)	(11)
Impairment	(11)	-	-	-	(11)
Depreciation	(69)	(23)	(13)	(5)	(110)
31 March 2021					
Cost	497	124	87	34	742
Accumulated depreciation and impairment	(144)	(58)	(37)	(13)	(252)
Carrying value at 31 March 2021	353	66	50	21	490
Work in progress at 31 March 2021					55
Total carrying value at 31 March 2021					545

The carrying value of work in progress mainly comprises buildings and equipment.

The group recognised no impairment losses (2021:US$10.9m) on property, plant and equipment. No impairment losses (2021:US$nil) were recognised within work in progress. US$nil (2021:US$10.9m) of the impairment losses have been included in “Other (losses)/gains – net” in the income statement.

The carrying values and depreciation of right-of-use assets included in property, plant and equipment are as follows:

	31 March 2022		31 March 2021	
	Carrying value US$'m	**Depreciation charge for the year US$'m**	Carrying value US$'m	Depreciation charge for the year US$'m
Vehicles	**21**	**(7)**	16	(4)
Buildings	**261**	**(65)**	239	(58)
Computers, furniture and office equipment	**22**	**(7)**	21	(6)
	304	**(79)**	276	(68)

Included in the acquisition of property, plant and equipment is an amount of US$122.2m (2021: US$63.9m) relating to leased assets, which are non-cash in nature. Refer to note 44 for details of the group’s assets pledged as collateral.

The group’s leases do not impose covenants, but leased assets may not be used as security for borrowing purposes.

34. OTHER INTANGIBLE ASSETS

Accounting policy

Intangible assets acquired are capitalised at cost. Intangible assets with finite useful lives are amortised using the straight-line method over their estimated useful lives. Residual values of intangible assets are presumed to be zero and along with their useful lives are reassessed on an annual basis.

Amortisation periods for intangible assets with finite useful lives vary in accordance with the conditions in the relevant industries, but are subject to the following maximum limits:

Class of asset	Useful life
Patents	5 years
Title rights	10 years
Brand names and trademarks	25 years
Software	10 years
Intellectual property rights	10 years
Customer-related assets	11 years

No value is attributed to internally developed trademarks or similar rights and assets. The costs incurred to develop these items are charged to the income statement as incurred.

Costs that are directly associated with the production of identifiable and unique software products controlled by the group, and which will probably generate economic benefits exceeding costs beyond one year, are recognised as intangible assets. Direct costs include the software development team's employee costs and an appropriate portion of relevant overheads. All other costs associated with developing or maintaining software programmes are expensed as incurred.

Web and application (app) development costs are capitalised as intangible assets if it is probable that the expected future economic benefits attributable to the asset will flow to the group and its cost can be measured reliably, otherwise these costs are expensed as incurred.

Research expenditure is expensed as incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets if the costs can be measured reliably, the products or processes are technically and commercially feasible, future economic benefits are probable, and the group intends to and has sufficient resources to complete development and to use or sell the asset. Development costs that do not meet these criteria are expensed as incurred.

Work in progress are assets still in the development phase and not yet available for use. These assets are carried at cost and are not amortised but are tested for impairment at each reporting date. Amortisation commences once the assets are available for use as intended by management.

Impairment of other intangible assets

Refer to note 33 for details on the impairment of other intangible assets.

34. OTHER INTANGIBLE ASSETS (continued)

	Customer related assets US$'m	Brand names US$'m	Software US$'m	Total US$'m
1 April 2021				
Cost	**577**	**735**	**218**	**1 530**
Accumulated amortisation and impairment	**(215)**	**(371)**	**(123)**	**(709)**
Carrying value at 1 April 2021	**362**	**364**	**95**	**821**
Foreign currency translation effects	**(25)**	**(21)**	**6**	**(40)**
Acquisitions of subsidiaries and businesses	**103**	**145**	**61**	**309**
Disposals of subsidiaries and businesses	**(7)**	**(7)**	**(2)**	**(16)**
Acquisitions	**10**	**1**	**5**	**16**
Transfer from work in progress	**1**	**-**	**8**	**9**
Disposals	**-**	**(1)**	**(1)**	**(2)**
Amortisation	**(51)**	**(51)**	**(44)**	**(146)**
Cost	**637**	**800**	**288**	**1 725**
Accumulated amortisation and impairment	**(244)**	**(370)**	**(160)**	**(774)**
Carrying value at 31 March 2022	**393**	**430**	**128**	**951**
Work in progress at 31 March 2022				**13**
Total carrying value at 31 March 2022				**964**

34. OTHER INTANGIBLE ASSETS (continued)

	Customer related assets US$'m	Brand names US$'m	Software US$'m	Total US$'m
1 April 2020				
Cost	583	705	156	1 444
Accumulated amortisation and impairment	(189)	(288)	(79)	(556)
Carrying value at 1 April 2020	394	417	77	888
Foreign currency translation effects	11	24	(3)	32
Acquisitions of subsidiaries and businesses	3	4	38	45
Disposals of subsidiaries and businesses	(9)	(4)	-	(13)
Acquisitions	4	-	8	12
Transfer from work in progress	-	-	12	12
Impairment	-	-	(1)	(1)
Amortisation	(41)	(77)	(36)	(154)
31 March 2021				
Cost	577	735	218	1 530
Accumulated amortisation and impairment	(215)	(371)	(123)	(709)
Carrying value at 31 March 2021	362	364	95	821
Work in progress at 31 March 2021				4
Total carrying value at 31 March 2021				825

The group recognised no impairment losses on other intangible assets.

The recoverable amounts of the intangible assets impaired was US$nil in 2021. The intangible assets impaired were written off in full as no future cash inflows are associated with them.

The impairment losses as at 31 March 2021 , US$1.0m have been included in “Other (losses)/gains – net” in the income statement and related to the media segment.

35. INVENTORY

Accounting policy

Inventory is stated at the lower of cost and net realisable value. The cost of inventory is determined by means of the weighted average method.

The cost of finished products and work in progress comprises raw materials, direct labour, other direct costs and related production overheads, but excludes finance costs. Costs of inventories include the transfer from other comprehensive income of gains/losses on qualifying cash flow hedges relating to foreign currency denominated inventory purchases. Net realisable value is the estimate of the selling price, less the costs of completion and selling expenses. Net realisable value includes allowances made for obsolete, unusable and unsaleable inventory and for latent damage first revealed when inventory items are taken into use or offered for sale.

	31 March	
	2022 US$'m	2021 US$'m
Carrying value		
Finished products, trading inventory and consumables	**597**	416
Work in progress	**2**	1
Gross inventory	**599**	417
Allowance for slow-moving and obsolete inventories	**(28)**	(20)
Net inventory	**571**	397

35. INVENTORY (continued)

The total allowance charged to the income statement to write inventory down to net realisable value amounted to US$15.6m (2021: US$10.1m), and reversals of these allowances amounted to US$2.2m (2021: US$2.9m). Net realisable value write-downs relate primarily to general inventory write-downs in the etail and media segment.

Inventories are measured at the lower of cost and net realisable value. In determining the appropriate level of inventory write downs, changes in the ageing of inventory and consumer behaviour were taken into account. Overall, the inventory write down during the year ended 31 March 2022 did not have a significant impact on the group's financial results.

36. OTHER RECEIVABLES

	31 March	
	2022 US$'m	2021 US$'m
Prepayments	**204**	121
Accrued income[1][2]	**47**	18
Staff debtors[1]	**1**	3
VAT and related taxes receivable	**161**	105
Merchant and bank receivables[1][3]	**342**	268
Sundry deposits	**17**	8
Interest receivable on cross-currency interest rate swap[1]	**2**	8
Service provider receivables[1]	**5**	9
Disposal proceeds receivable[1]	**21**	34
Loan receivables[1][4]	**206**	31
Other receivables[5]	**28**	26
Total other receivables	**1034**	631
Less: non-current portion of other receivables[6]	**(135)**	(17)
Current portion of other receivables	**899**	614

[1] *These items are classified as financial assets.*

[2] *Relates to revenue from contracts with customers. Refer to note 14 for movements in accrued income balances.*

[3] *Merchant and bank receivables are presented net of an allowance for expected impairment (credit) losses of US$3.9m (2021:US$2.7m). Refer to note 41 for details of the group's credit risk management policy.*

[4] *Loan receivables are presented net of an allowance for expected impairment (credit) losses of US$7.1m (2021:US$2.1m).*

[5] *Includes financial assets of US$25.9m (2021: US$14.8m).*

[6] *Relates to non-current prepaid rental deposits, loan receivables and employment linked prepayments.*

37. EQUITY COMPENSATION BENEFITS

Accounting policy

The group grants share options, share appreciation rights (SARs), performance stock units (PSUs) and restricted stock units (RSUs) to its employees under a number of equity compensation plans. The group recognises an employee benefit expense in the income statement, representing the fair value of share options, PSUs and RSUs granted. A corresponding entry to equity is raised for equity-settled plans. For SARs and other cash-settled share option schemes the group recognises an employee benefit expense in the income statement at fair value of the amount payable to employees over the vesting period during which the employees become entitled to payment. A corresponding entry to liabilities is raised for these cash-settled plans.

The fair value of the options, PSUs and RSUs at the date of grant under equity-settled plans is charged to the income statement over the relevant vesting periods, adjusted to reflect actual and expected levels of vesting. For cash-settled plans, the group remeasures the fair value of the recognised liability at each reporting date and at the date of settlement, with changes in fair value recognised in the income statement.

A share option, PSU or RSU scheme is considered equity-settled when the transaction is settled through the granting of equity instruments of Naspers Limited, Prosus N.V. or any of its other subsidiaries. SARs and other option schemes are considered cash-settled when there is an obligation to settle in cash or any other asset.

Funding for PSU and RSU share schemes are recognised as contributions to Naspers group share trusts in equity and are accounted for separately from the equity compensation plans.

On the final vesting date of equity-settled plans, the group transfers the accumulated balance relating to vested share options, PSUs and RSUs from the share-based compensation reserve to retained earnings.

The acquisition of Group shares relating to equity-settled equity-compensation plans is accounted for as a separate transaction in equity. The cash outflow to acquire these Group shares is disclosed as a financing activity in the consolidated statement of cash flows.

The group had various equity compensation plans (the plans) in operation during the financial year. In terms of these plans, employees are offered awards in the form of either share options, PSUs, RSUs or SARs.

All awards are granted subject to the completion of a requisite service (vesting) period by employees, ranging from one year to five years. Unvested awards are subject to forfeiture on termination of employment. Generally, vesting takes place in tranches depending on the duration of the total vesting period.

All share options and SARS are granted with an exercise price of not less than 100% of the market value or fair value of the respective company's shares on the date of the grant. RSUs/PSUs are granted with an exercise price of zero.

Naspers group share trusts

The group share trusts hold Naspers and Prosus shares (as shareholders) to settle share options, RSUs and PSUs held by employees of the Naspers and Prosus group. These share trusts were founded by Naspers to administer the Naspers group share schemes for all employees. On listing of Prosus, these trusts received either Naspers or Prosus shares (the shares), as selected by the Trustees's, via the capitalisation issue of Naspers M ordinary shares that converted into Prosus N ordinary shares on listing date. These shares are linked to the respective Naspers shares and accordingly on settlement of the awards employees will receive the Naspers shares as stipulated on grant date and the linked Prosus/Naspers shares granted as a result of the listing. There was no adjustment to the original strike price. For these share schemes, the settlement is in Naspers shares with linked Prosus shares as a result of listing.

In September 2020, the Naspers board approved the establishment of the Prosus RSU share scheme administered by the new Prosus RSU trust. Similar to the other share trusts, the board controls the operational activity of both the Naspers and Prosus group and via the remuneration committee approves the share scheme rules and the granting of awards. The settlement of this share scheme will be in Prosus shares and have been granted to both Naspers and Prosus group employees. Naspers as the controlling entity within the group has the ultimate decision-making power regarding equity-compensation benefit plans and number of shares granted. These decision-making rights have not been specifically ceded to Prosus.

37. EQUITY COMPENSATION BENEFITS (continued)

Accounting policy (continued)

Accordingly, all share trusts discussed above (including the Prosus RSU share trust) are controlled and consolidated by Naspers because the trust's relevant activities are governed by the remuneration committee as mandated by the board and is used to administer the share schemes of the Naspers group as a whole. In addition, Naspers being the ultimate parent of the group controls the decisions of the trusts.

Classification of equity compensation plans for the Naspers group

Naspers group entities issue share options and SARs to employees of the group. Certain of the share option plans are settled in equity instruments of subsidiaries of the group and are classified as equity settled. All of the SARs and the remaining share option plans are settled by the Naspers group in cash or other assets and are classified as cash-settled plans.

The equity-settled share-based compensation plans administered by the group's trusts relate to Naspers and Prosus RSUs and Naspers PSU schemes and share options.

37. EQUITY COMPENSATION BENEFITS (continued)

Although the group has various equity compensation plans in operation, disclosure is provided only for those plans that had the most significant impact on the group's statement of financial position during the current year.

The following share option and RSU plans were in operation during the financial year:

Share option plan/RSU plan	Maximum awards permissible[1]	Vesting period[2]	Period to expiry from date of offer	IFRS 2 classification
Group				
Naspers Share Incentive Trust (Naspers)	Note 3	a[3]	10 years	Equity-settled
MIH Holdings Share Trust (MIH Holdings)	Note 3	a[3]	10 years	Equity-settled
MIH Internet Holdings B.V. Share Trust (MIH Internet)	Note 3	a[3]	10 years	Equity-settled
Naspers Restricted Stock Plan Trust (Naspers RSU/PSU)[4]	Note 3, 4	a	Note 5	Equity-settled
Prosus N.V. Share Award Plan (Prosus RSU/PSU)	Note 7	a	Note 5	Equity-settled
Prosus N.V. Share Option Plan (Prosus Options)	Note 7	a	10 years	Equity-settled
Social and internet platforms				
MIH Russia Internet B.V. Share Trust	10%	c	10 years	Equity-settled
Ecommerce				
Frontier Car Group (FCG) Share Trust Option Scheme	15%	e	10 years	Cash-settled
iFood.com Share Option Scheme	12.5%	a[8]	10 years	Cash-settled
Movile International Holdings B.V. and Movile Mobile Commerce Holdings S.L. Joint Stock Option Plan and Movile International Holdings BV Share Option Plan	15%	a[6]	10 years	Cash-settled
Dante International S.A. (eMAG) Share Option Scheme	15%	a[6]	10 years	Equity-settled
MMC PlayKids Holding B.V. Share Option Scheme	15%	a[6]	10 years	Equity-settled
Red Dot Payment Pte Ltd Options Scheme	20%	a	10 years	Cash-settled
Take2 Share Option Scheme	15%	a	10 years	Cash-settled
Zoop Holding Participações S.A. Share Option Scheme	4,275,000 shares	a	10 years	Cash-settled
Stack Exchange, Inc. 2010 Stock Plan	15%	f	10 years	Cash-settled

The group provides detailed disclosure for those share option and RSU plans that are considered significant to the consolidated annual financial statements.

Notes in relation to the group's share option and RSU plans:

(1) The percentage reflected in this column is the maximum percentage of the respective companies' issued share capital that is available for the plan. Where applicable, the above percentage also includes the % of the underlying assets value allocated to other group schemes, including the Global schemes (also see note 4 in relation to the group's share appreciation rights plans) .

(2) Vesting period:

- a One quarter vests after years one, two, three and four.
- b One third vests after years three, four and five.
- c One fifth vests after years one, two, three, four and five.
- d One third vests after years one, two and three.
- e One quarter vest after year one and monthly thereafter over 3 years.
- f The vesting period shall be determined for each offer letter individually provided that it shall not exceed 10 years.

(3) At the Naspers annual general meeting held on 25 August 2017 a resolution was adopted by shareholders whereby the vesting period for options granted after 25 August 2017 would be one quarter vesting after years one, two, three and four. Options granted before 25 August 2017 vest over three, four and five years respectively. In addition, at the Naspers annual general meeting in August 2020 shareholders approved that up to 5% of the issued capital of Naspers may be granted in the Naspers RSU.

(4) The Naspers Restricted Stock Plan Trust may issue no more than 200 000 RSU awards in aggregate during any one financial year. The number of PSUs that may be offered is at the discretion of the board.

(5) Awards are automatically settled with participants on the vesting date.

(6) For these schemes all offers made from 1 April 2018 vest over one, two, three and four years. All offers preceding this date vest over one, two, three, four and five years.

(7) No more than 5% of the issued capital of Prosus N.V. may be granted in the Prosus RSU.

(8) Prior to September 2020 all options granted, one fifth vests after years one, two, three, four and five.

37. EQUITY COMPENSATION BENEFITS (continued)

The following share appreciation rights plans were in operation during the financial year:

Share appreciation rights plans	Maximum awards permissible[1]	Vesting period[2]	Period to expiry from date of offer	IFRS 2 classification
Media				
Media24 SAR Scheme	10%	a	5 years and 14 days	Cash-settled
Social and internet platforms				
MIH China/MIH TC 2008 SAR Scheme	10%	b[3]	10 years	Cash-settled
Ecommerce				
MIH Food Holdings B.V. SAR Scheme (Delivery Hero)	7.5%	b	10 years	Cash-settled
MIH India Food Holdings B.V. SAR Scheme (Swiggy)	10%	b	10 years	Cash-settled
Avito AB SAR Scheme	15%	b	10 years	Cash-settled
CEE Classifieds SAR Scheme	10%	c	10 years	Cash-settled
Tokobagus Exploitatie B.V. SAR Scheme	15%	c	10 years	Cash-settled
MIH Payments Holdings B.V. SAR Scheme	15%	b[3]	10 years	Cash-settled
PayU Global BV SAR Scheme	15%	b[3]	10 years	Cash-settled
PayU Credit B.V. SAR Scheme	15%	b	10 years	Cash-settled
Naspers Global Classifieds SAR Scheme (Naspers Global Classifieds)	Note 4	b[3]	10 years	Cash-settled
Naspers Global Ecommerce SAR Scheme (Naspers Global Ecommerce)	Note 4	b[3]	10 years	Cash-settled
MIH Fintech Holdings B.V. SAR Scheme (Naspers Global Payments)	Note 4	b	10 years	Cash-settled
MIH Food Delivery Holdings B.V. SAR Scheme (Global Food)	Note 4	b	10 years	Cash-settled
Naspers Ventures B.V. SAR Scheme	15%	d	10 years	Cash-settled
MIH Edtech Investments BV SAR plan (Global Edtech)	Note 4	b	10 years	Cash-settled
Red Dot Payment Pte Ltd SAR Scheme	20%	b	10 years	Cash-settled
SimilarWeb Limited SAR Scheme	5%	c	10 years	Cash-settled
Property24 SAR Scheme	15%	b[3]	10 years	Cash-settled
Takealot Online Proprietary Limited SAR Scheme	15%	b	10 years	Cash-settled
Movile International Holdings BV SAR Scheme	15%	b	10 years	Cash-settled
Dante International S.A. (eMag) SAR Scheme	12.5%	b	10 years	Cash-settled
MIH Learning BV (Skillsoft) SAR Scheme	12.5%	b	10 years	Cash-settled
Good BidCo (Goodhabitz) B.V. SAR Scheme	15%	b	10 years	Cash-settled

The group provides detailed disclosure for those share appreciation rights plans that are considered significant to the financial statements.

Notes in relation to the group's share appreciation rights plans:

(1) The percentage reflected in this column is the maximum percentage of the respective companies issued/notional share capital that is available for the plan. Where applicable, the above percentage also includes the percentage of the underlying assets value allocated to other group schemes, including the Global schemes (also see note 4).

(2) Vesting period:

- a One third vests after years three, four and five.
- b One quarter vests after years one, two, three and four.
- c One fifth vests after years one, two, three, four and five.
- d One quarter vests after years two, three, four and five.

(3) For these schemes all offers made from 1 April 2018 vest over one, two, three and four years. All offers preceding this date vest over one, two, three, four and five years.

(4) 2,5% of the value of each of the relevant underlying assets, as is contributed to the relevant Global schemes, is available for issuance in the Global schemes.

37. EQUITY COMPENSATION BENEFITS (continued)

Liabilities arising from share-based payment transactions

The following liabilities have been recognised in the statement of financial position relating to the group's cash-settled share-based payment obligations:

	31 March	
	2022 US$'m	2021 US$'m
Share-based payment liability		
Total carrying amount of cash-settled share-based payment liability	**1 169**	1 127
Current portion of share-based payment liability	**(985)**	(977)
Non-current portion of share-based payment liability	**184**	150

Reconciliation of the cash-settled share based payment liability

	31 March	
	2022 US$'m	2021 US$'m
Opening carrying amount of cash settled liability	**1 127**	58
SARs scheme charge per the income statement[1]	**148**	718
Employment linked put option charge per the income statement	**23**	52
Additions	**5**	16
Settlements	**(510)**	(107)
Modification[2]	**355**	389
Foreign currency translation effects	**21**	1
Closing carrying amount of cash-settled share based payment liability	**1 169**	1 127

[1]The decrease in the expense is as a result of the decline in the fair values of the underlying businesses that decreased the estimated cash settlement for the schemes.

[2]The group's equity-settled compensation plan was prospectively modified to cash-settled due to the change in settlement policy of the share option scheme (refer to details below for the modification of the iFood share option scheme).

As at 31 March 2021, the iFood share option scheme (the scheme) was equity-settled as these options were settled in iFood Holdings B.V. shares. In June 2021, the Naspers and iFood Holdings B.V. boards approved a prospective change in the settlement of these options by providing liquidity to employees of the scheme. Subsequent to this approval, the group will settle these share options using cash resources. All other features of the awards including strike price, vesting and expiry periods remain unchanged

The fair value of the iFood scheme recognised as a share-based payment liability on the effective date of the amendment was US$302.1m. The share-based payment reserve related to this scheme was US$16.3m. The change in settlement is accounted for as a modification, with the difference between the existing share-based reserve and the share-based liability of US$285.9m being recognised through retained earnings in equity. Following this change, the iFood scheme will be accounted for in terms of the group's accounting policy as cash-settled share-based payments.

In the prior year the group's SAR schemes were modified from equity settled to cash settled. The fair value of the SAR awards on the effective date of the change was US$322m and is recognised as a share-based payment liability. The share-based payment reserve related to these SAR awards was US$80m. The change in settlement has been accounted for as a modification, with the difference between the existing share-based payment reserve and the share-based payment liability being recognised through retained earnings in equity. The SAR schemes are accounted for in terms of the group's accounting policy in respect of cash-settled share-based payments.

37. EQUITY COMPENSATION BENEFITS (continued)

As at 31 March 2022 62.7% (2021:69.9%) of the share-based payment liability relates to vested share-based compensation plans that have not been exercised. Included in the share-based payment liability is an amount of US$89.7m (2021: US$95.1m) as a result of the written put option included in the acquisition agreement that is linked to a committed employment period for the Founders of the respective subsidiaries. The group recognised, in the income statement, a remeasurement of US$23.1m (2021: US$51.6m) included in the current year cash-settled share-based payment expense related to these subsidiaries. The value on settlement of the put options will be dependent on the completion of the respective employment period and accordingly impacts the non-controlling interest recognised for these subsidiaries.

Movements in terms of the group's significant share option and RSU plans are as follows:

	31 March 2022				
	Naspers	Prosus RSU	Naspers RSU	Prosus PSU	Naspers PSU
Shares					
Outstanding at 1 April	**116 649**	**667 619**	**63 844**	**-**	**227 460**
Granted	**-**	**1 833 725**	**-**	**269 298**	**44 268**
Exercised	**(32 787)**	**(159 424)**	**(25 023)**	**-**	**-**
Forfeited	**-**	**(205 460)**	**(9 084)**	**-**	**(6 056)**
Expired	**-**	**-**	**-**	**-**	**-**
Cancelled	**-**	**(1 400)**	**-**	**-**	**-**
Outstanding at 31 March	**83 862**	**2 135 060**	**29 737**	**269 298**	**265 672**
Available to be implemented at 31 March	**77 622**	**-**	**-**	**-**	**-**
Weighted average exercise price	**(SA rand)**	**(Euro)**	**(SA rand)**	**(Euro)**	**(SA rand)**
Outstanding at 1 April	**1 870.44**	**-**	**-**	**-**	**-**
Granted	**-**	**-**	**-**	**-**	**-**
Exercised	**903.30**	**-**	**-**	**-**	**-**
Forfeited	**-**	**-**	**-**	**-**	**-**
Expired	**-**	**-**	**-**	**-**	**-**
Cancelled	**-**	**-**	**-**	**-**	**-**
Outstanding at 31 March	**2 248.55**	**-**	**-**	**-**	**-**
Available to be implemented at 31 March	**2 177.15**	**-**	**-**	**-**	**-**
Weighted average share price of options taken up during the year					
Shares	**32 787**	**159 424**	**25 023**	**-**	**-**
Weighted average share price	**2 678.10**	**68.50**	**2 810.46**	**-**	**-**

37. EQUITY COMPENSATION BENEFITS (continued)

Movements in terms of the group's significant share option and RSU plans are as follows:

	31 March 2021				
	Naspers	Prosus RSU	Naspers RSU	Prosus PSU	Naspers PSU
Shares					
Outstanding at 1 April	122 884	-	119 375	-	84 886
Granted	-	696 940	-	-	142 574
Exercised	(6 235)	(93)	(33 943)	-	-
Forfeited	-	(28 979)	(21 588)	-	-
Expired	-	-	-	-	-
Cancelled	-	(249)	-	-	-
Outstanding at 31 March	116 649	667 619	63 844	-	227 460
Available to be implemented at	95 093	-	-	-	-
Weighted average exercise price	(SA rand)	(Euro)	(SA rand)	(Euro)	(SA rand)
Outstanding at 1 April	1 861.78	-	-	-	-
Granted	-	-	-	-	-
Reduction in strike price due to Novus	-	-	-	-	-
Exercised	1 699.73	-	-	-	-
Forfeited	-	-	-	-	-
Cancelled	-	-	-	-	-
Outstanding at 31 March	1 870.44	-	-	-	-
Available to be implemented at	1 641.28	-	-	-	-
Weighted average share price of options taken up during the year					
Shares	6 235	93	33 943	-	-
Weighted average share price	3 456.95	90. 71	3 209.18	-	-

37. EQUITY COMPENSATION BENEFITS (continued)

Movements in terms of the group's significant share option and RSU plans are as follows:

	31 March 2022				
	MIH Holdings	**MIH Internet**	**Dante International**	**iFood**	**Movile Joint Scheme**
Shares					
Outstanding at 1 April	**334 647**	**1 987 456**	**80 424**	**123 549**	**1 115 232**
Granted	**74 340**	**84 755**	**15 405**	**12 873**	**-**
Exercised	**(2 115)**	**(63 801)**	**(32 776)**	**(33 920)**	**(190 675)**
Forfeited	**(4 073)**	**(8 718)**	**(432)**	**(1 714)**	**(152 892)**
Expired	**-**	**-**		**-**	**-**
Cancelled	**-**	**(2 724)**	**-**	**-**	**-**
Outstanding at 31 March	**402 799**	**1 996 968**	**62 621**	**100 788**	**771 665**
Available to be implemented at 31 March	**221 642**	**1 698 337**	**17 968**	**30 914**	**331 949**
Weighted average exercise price	**(SA rand)**	**(SA rand)**	**(US$)**	**(BRL)**	**(BRL)**
Outstanding at 1 April	**2 268.38**	**1 833.38**	**786.26**	**4 117.50**	**237.36**
Granted	**2 956.60**	**2 961.41**	**2 343.84**	**22 388.59**	**-**
Exercised	**2 272.15**	**1 600.12**	**657.32**	**2 711.87**	**266.40**
Forfeited	**2 971.85**	**3 038.22**	**969.53**	**6 033.30**	**177.08**
Expired	**-**	**-**	**-**	**-**	**-**
Cancelled	**-**	**3 040.00**	**-**	**-**	**-**
Outstanding at 31 March	**2 388.26**	**1 881.80**	**1 123.57**	**6 891.64**	**242.13**
Available to be implemented at 31 March	**1 920.78**	**1 676.50**	**753.42**	**3 583.72**	**267.79**
Weighted average share price of options taken up during the year			**-**	**-**	**-**
Shares	**2 115**	**63 801**	**32 776**	**33 920**	**190 675**
Weighted average share price	**2 541.17**	**2 462.86**	**567.46**	**4 270.68**	**2 170.23**

	31 March 2021				
Shares					
Outstanding at 1 April	282 013	2 019 484	66 641	104 298	634 328
Granted	95 023	113 962	22 475	27 272	603 195
Exercised	(39 093)	(137 362)	(4 181)	-	(84 983)
Forfeited	(3 296)	(8 628)	(4 511)	(8 021)	(37 308)
Expired	-	-	-	-	-
Cancelled	-	-	-	-	-
Outstanding at 31 March	334 647	1 987 456	80 424	123 549	1 115 232
Available to be implemented at 31 March	164 191	1 501 390	33 477	41 240	300 869
Weighted average exercise price	(SA rand)	(SA rand)	(US$)	(BRL)	(BRL)
Outstanding at 1 April	1 922.85	1 765.13	684.47	3 229.46	340.49
Granted	2 839.97	2 882.65	1 043.32	7 177.42	122.24
Exercised	1 105.43	1 637.25	597.06	-	207.84
Forfeited	3 051.36	2 834.24	738.48	2 974.06	192.86
Expired	-	-	-	-	-
Outstanding at 31 March	2 268.38	1 833.38	786.26	4 117.50	237.36
Available to be implemented at 31 March	1 572.35	1 486.85	612.53	2 289.88	273.61
Weighted average share price of options taken up during the year					
Shares	39 093	137 362	4 181	-	84 983
Weighted average share price	3 287.25	3 277.14	1 043.32	-	780.74

37. EQUITY COMPENSATION BENEFITS (continued)

Movements in terms of the group's significant share appreciation rights plans are as follows:

	31 March 2022					
	MIH China	Naspers Global Classifieds	Naspers Global Ecommerce	Naspers Ventures	PayU Global	Takealot
SARs						
Outstanding at 1 April	311 544	21 367 407	10 301 138	3 699 528	1 433 264	90 426
Granted	81 617	6 194 375	1 440 861	2 999 945	223,332	28 778
Exercised	(7 885)	(4 683 827)	(156 547)	(121 265)	(584 675)	(53 865)
Forfeited	(3 039)	(3 508 555)	(50 195)	(36 264)	(168 358)	(1 621)
Cancelled	-	(28 016)	(25 848)		-	-
Outstanding at 31 March	382 237	19 341 384	11 509 409	6 541 944	903 563	63 718
Available to be implemented at 31 March	177 658	5 822 724	8 006 878	2 017 831	265 956	14 221
Weighted average exercise price	(US$)	(US$)	(US$)	(US$)	(US$)	(ZAR)
Outstanding at 1 April	149.50	8.72	24.99	6.00	74.13	4 194.67
Granted	244.59	12.29	64.05	16.94	138.23	18 915.53
Exercised	113.19	8.21	28.56	5.05	62.99	3 539.58
Forfeited	188.37	9.19	44.75	6.67	95.54	6 123.45
Cancelled	-	9.05	63.89	-	-	-
Outstanding at 31 March	170.24	9.90	29.65	11.03	93.19	6 848.17
Available to be implemented at 31 March	136.91	8.38	21.73	5.19	75.45	4 126.97
Weighted average share price of SARs taken up during the year						
Shares	7 885	4 683 827	156 547	121 265	584 675	53 865
Weighted average share price	202.64	12.29	64.26	15.86	193.61	18 915.53

37. EQUITY COMPENSATION BENEFITS (continued)

Movements in terms of the group's significant share appreciation rights plans are as follows:

	31 March 2021					
	MIH China	Naspers Global Classifieds	Naspers Global Ecommerce	Naspers Ventures	PayU Global	Takealot
SARs						
Outstanding at 1 April	461 617	22 150 996	9 683 333	3 079 993	1 207 454	86 524
Granted	68 236	7 257 671	1 065 585	720 903	397 759	13 525
Exercised	(212 245)	(3 874 164)	(415 511)	(20 835)	(65 715)	(2 946)
Forfeited	(6 064)	(4 167 096)	(32 269)	(80 533)	(106 234)	(6 677)
Outstanding at 31 March	311 544	21 367 407	10 301 138	3 699 528	1 433 264	90 426
Available to be implemented at 31 March	91 046	5 385 439	6 806 349	1 400 495	558 725	43 025
Weighted average exercise price	(US$)	(US$)	(US$)	(US$)	(US$)	(ZAR)
Outstanding at 1 April	103.29	8.25	22.99	5.46	71.10	3 556.39
Granted	213.45	9.05	42.02	8.30	82.86	7 536.59
Exercised	69.76	6.39	22.01	5.76	56.97	3 231.99
Forfeited	141.67	8.98	27.93	6.10	82.96	3 117.71
Outstanding at 31 March	149.50	8.71	24.99	6.00	74.13	4 194.67
Available to be implemented at 31 March	134.57	7.88	19.54	5.12	60.34	3 330.20
Weighted average share price of SARs taken up during the year						
Shares	212 245	3 874 164	415 511	20 835	65 715	2 946
Weighted average share price	217.27	9.05	43.10	7.96	106.75	7 536.59

37. EQUITY COMPENSATION BENEFITS (continued)

Share option allocations outstanding and currently available to be implemented at 31 March 2022 by exercise price for the group's significant share incentive plans:

	Share options outstanding			Share options currently available	
Exercise prices	Number outstanding at 31 March 2022	Weighted average remaining contractual life (years)	Weighted average exercise price	Exercisable at 31 March 2022	Weighted average exercise price
Naspers (SA rand)					
0 to 780.6635	**5 879**	**1.26**	**711.51**	**5 879**	**711.51**
1196.8635 to 1371.8535	**11 303**	**2.53**	**1 330.54**	**11 303**	**1 330.54**
1594.5035 to 1700.5135	**9 495**	**3.48**	**1 640.43**	**9 495**	**1 640.43**
1740.8335 to 1962.8635	**9 152**	**3.73**	**1 782.08**	**9 152**	**1 782.08**
2323.5035 to 2839.8635	**18 945**	**4.66**	**2 497.79**	**18 945**	**2 497.79**
2945.8735 to 3100.99	**21 659**	**6.08**	**3 061.78**	**17 543**	**3 052.71**
3207 to 3207	**7 429**	**6.24**	**3 207.00**	**5 305**	**3 207.00**
	83 862			**77 622**	
MIH Holdings (SA rand)					
0 to 482.5933	**9 564**	**0.39**	**366.82**	**9 564**	**366.82**
661.8833 to 886.6933	**29 150**	**1.29**	**671.35**	**29 150**	**671.35**
1046.8833 to 1378.6733	**60 032**	**2.21**	**1 161.30**	**60 032**	**1 161.30**
1594.5233 to 1700.5333	**14 066**	**3.47**	**1 629.39**	**14 066**	**1 629.39**
1712.8733 to 1928.46	**7 163**	**7.84**	**1 865.88**	**2 289**	**1 732.64**
2037.8633 to 2323.5233	**19 564**	**5.19**	**2 301.10**	**17 233**	**2 310.71**
2380.94 to 2450	**11 032**	**7.00**	**2 422.53**	**6 969**	**2 424.00**
2600 to 2782.5	**13 395**	**6.95**	**2 768.60**	**9 111**	**2 782.50**
2819.37 to 2839.8833	**107 878**	**7.98**	**2 829.78**	**40 318**	**2 833.24**
2888.51 to 3380	**85 857**	**8.66**	**3 078.59**	**10 992**	**3 158.80**
3420.55 to 3780.75	**45 098**	**7.27**	**3 425.73**	**21 918**	**3 423.21**
	402 799			**221 642**	
MIH Internet (SA rand)					
376.5832 to 482.5932	**65 695**	**0.44**	**473.56**	**65 695**	**473.56**
661.8832 to 886.6932	**34 735**	**1.30**	**678.13**	**34 735**	**678.13**
1046.8832 to 1477.8832	**901 776**	**2.02**	**1 057.96**	**901 776**	**1 057.96**
1572.0432 to 1740.8532	**34 458**	**3.44**	**1 653.05**	**34 458**	**1 653.05**
1741.2732 to 1991.8832	**30 015**	**4.40**	**1 842.31**	**30 015**	**1 842.31**
1992.8832 to 2323.5232	**194 286**	**4.39**	**2 110.08**	**191 262**	**2 106.92**
2380.94 to 2755.7232	**78 052**	**5.97**	**2 683.82**	**67 348**	**2 705.78**
2782.5 to 2995.97	**240 766**	**7.04**	**2 833.48**	**143 806**	**2 835.18**
3017 to 3164.11	**288 486**	**6.92**	**3 091.25**	**165 750**	**3 101.57**
3207 to 3494	**123 297**	**7.24**	**3 433.74**	**59 221**	**3 435.12**
3702.99 to 3809.00	**5 402**	**6.57**	**3 727.75**	**4 271**	**3 714.26**
	1 996 968			**1 698 337**	

37. EQUITY COMPENSATION BENEFITS (continued)

Share option allocations outstanding and currently available to be implemented at 31 March 2022 by exercise price for the group's significant share incentive plans:

	Share options outstanding			Share options currently available	
Exercise prices	**Number outstanding at 31 March 2022**	**Weighted average remaining contractual life (years)**	**Weighted average exercise price**	**Exercisable at 31 March 2022**	**Weighted average exercise price**
Dante International (USD)					
319.02 to 533.7	**4 316**	**4.21**	**505.53**	**4 316**	**505.53**
678.53 to 882.28	**24 265**	**6.49**	**809.69**	**11 718**	**796.88**
1043.32 to 2343.84	**34 040**	**9.11**	**1 634.88**	**1,934**	**1,043.32**
	62 621			**17 968**	
iFood (BRL)					
408.64 to 2233.05	**11 100**	**4.80**	**1 230.59**	**10 272**	**1 149.79**
3984.58 to 4270.68	**53 210**	**7.40**	**4 211.79**	**16 524**	**4 201.15**
7177.42 to 22388.59	**36 478**	**8.85**	**12 523.31**	**4 118**	**7 177.42**
	100 788			**30 914**	
Movile Joint Scheme (BRL)					
48.87 to 117.31	**411 815**	**8.19**	**115.12**	**116 852**	**109.58**
149.71 to 279.9	**88 043**	**5.47**	**174.85**	**64 617**	**160.57**
285.18 to 307.38	**49 016**	**5.28**	**298.61**	**41 753**	**297.09**
468.87 to 497	**222 791**	**7.18**	**491.05**	**108 727**	**490.28**
	771 665			**331 949**	

37. EQUITY COMPENSATION BENEFITS (continued)

Share appreciation rights allocations outstanding and currently available to be implemented at 31 March 2022 by exercise price for the group's significant share incentive plans:

	SARs outstanding			SARs currently available	
Exercise prices	**Number outstanding at 31 March 2022**	**Weighted average remaining contractual life (years)**	**Weighted average exercise price**	**Exercisable at 31 March 2022**	**Weighted average exercise price**
MIH China (US$)					
81.7856 to 156.04	**234 242**	6.16	132.21	**160 639**	128.80
213.36 to 252.82	**147 995**	8.89	230.44	**17 019**	213.45
	382 237			**177 658**	
Naspers Global Classifieds (US$)					
3.54 to 6.5	**965 954**	4.03	5.68	**965 954**	5.68
7.64 to 12.29	**18 375 430**	8.15	10.12	**4 856 770**	8.92
	19 341 384			**5 822 724**	
Naspers Global Ecommerce (US$)					
15.58 to 20.45	**5 291 964**	2.64	16.06	**5 291 964**	16.06
23.61 to 33.78	**2 360 846**	5.79	30.06	**1 772 285**	29.92
36.31 to 45.64	**2 458 492**	7.79	38.97	**942 629**	38.15
55.25 to 67.1	**1 398 107**	9.36	64.05	**-**	-
	11 509 409			**8 006 878**	
Naspers Ventures(US$)					
5 to 6.83	**2 992 053**	10.74	5.53	**2 017 831**	5.24
8.74 to 19.12	**3 549 891**	14.49	15.67	**-**	-
	6 541 944			**2 017 831**	
PayU Global (US$)					
39.1 to 67.37	**120 947**	5.08	51.65	**82 180**	47.78
75.16 to 140.26	**782 616**	8.07	99.61	**183 776**	87.82
	903 563			**265 956**	
Takealot (ZAR)					
3117.71 to 7536.59	**35 068**	7.55	5,165.46	**14 221**	4,126.97
18915.53 to 18915.53	**28 680**	9.64	18,915.53	**-**	-
	63 748			**14 221**	

37. EQUITY COMPENSATION BENEFITS (continued)

Share option and RSU plan grants made during the year relating to the group's significant plans:

	31 March 2022			
	Prosus RSU (Euro)	**Naspers RSU (SA rand)**	**Prosus PSU (Euro)**	**Naspers PSU (SA rand)**
Weighted average fair value at measurement date	**74.89**	**-**	**75.16**	**2,945.46**
This weighted average fair value has been calculated using the Bermudan Binomial option pricing model, using the following inputs and assumptions:				
Weighted average share price	**74.89**	**-**	**75.16**	**2,945.46**
Weighted average exercise price	**-**	**-**	**-**	**-**
Weighted average expected volatility (%)*	**-**	**-**	**-**	**-**
Weighted average option life (years)	**10.0**	**-**	**10.0**	**10.0**
Weighted average annual suboptimal rate (%)	**160.00**	**-**	**160.00**	**160.00**
Weighted average vesting period (years)	**2.5**	**-**	**3.0**	**3.0**

* *The weighted average expected volatility of all share options listed above is determined using historical daily share prices.*

37. EQUITY COMPENSATION BENEFITS (continued)

Share option and RSU plan grants made during the year relating to the group's significant plans:

	MIH Holdings (SA rand)	MIH Internet (SA rand)	Dante (US$)	iFood (BRL)	Movile (BRL)
Weighted average fair value at measurement date	**1 234.89**	**1 235.26**	**1 172.63**	**9 165.64**	**-**
This weighted average fair value has been calculated using the Bermudan Binomial option pricing model, using the following inputs and assumptions:					
Weighted average share price	**2 955.45**	**2 957.08**	**2 343.84**	**19 927.63**	**-**
Weighted average exercise price	**2 955.45**	**2 957.08**	**2 343.84**	**22 388.59**	**-**
Weighted average expected volatility (%)*	**32.5%**	**32.4%**	**58.0%**	**50.4%**	**-**
Weighted average option life (years)	**10.0**	**10.0**	**10.0**	**10.0**	**-**
Weighted average dividend yield (%)	**0.2%**	**0.2%**	**0.0%**	**0.0%**	**-**
Weighted average risk-free interest rate (%) (based on zero rate bond yield at perfect fit)	**7.1%**	**7.0%**	**1.6%**	**7.3%**	**-**
Weighted average annual suboptimal rate (%)	**160.0%**	**160.0%**	**160.0%**	**160.0%**	**-**
Weighted average vesting period (years)	**2.5**	**2.5**	**2.6**	**2.5**	**-**

* *The weighted average expected volatility of all share options listed above is determined using historical daily share prices.*

	31 March 2021			
	Prosus RSU (Euro)	Naspers RSU (SA rand)	Prosus PSU (Euro)	Naspers PSU (SA rand)
Weighted average fair value at measurement date	80.29	-	-	2,839.26
This weighted average fair value has been calculated using the Bermudan Binomial option pricing model, using the following inputs and assumptions:				
Weighted average share price	80.29	-	-	2,839.26
Weighted average exercise price	-	-	-	-
Weighted average expected volatility (%)*	-	-	-	-
Weighted average option life (years)	10.0	-	-	3.00
Weighted average annual suboptimal rate (%)	160%	-	-	160%
Weighted average vesting period (years)	2.5	-	-	3.0

* *The weighted average expected volatility of all share options listed above is determined using historical daily share prices.*

37. EQUITY COMPENSATION BENEFITS (continued)

Share option and RSU plan grants made during the year relating to the group's significant plans:

	31 March 2021				
	MIH Holdings (SA rand)	MIH Internet (SA rand)	Dante International (US$)	iFood (BRL)	Movile Joint scheme (BRL)
Weighted average fair value at measurement date	1 207.10	1 226.18	520.60	3 158.04	-
This weighted average fair value has been calculated using the Bermudan Binomial option pricing model, using the following inputs and assumptions:					
Weighted average share price	2 839.97	2 882.65	1 043.32	7 177.42	-
Weighted average exercise price	2 839.97	2 882.65	1 043.32	7 177.42	-
Weighted average expected volatility (%)*	35.6%	35.6%	58.7%	42.0%	-
Weighted average option life (years)	10.0	10.0	10.0	10.0	-
Weighted average dividend yield (%)	0.3%	0.2%	0.0%	0.0%	-
Weighted average risk-free interest rate (%) (based on zero rate bond yield at perfect fit)	6.6%	6.6%	0.9%	4.9%	-
Weighted average annual suboptimal rate (%)	160.0%	160.0%	160.0%	160.0%	-
Weighted average vesting period (years)	2.5	2.5	2.5	2.5	-

* *The weighted average expected volatility of all share options listed above is determined using historical daily share prices.*

37. EQUITY COMPENSATION BENEFITS (continued)

Share appreciation rights plan grants made during the year relating to the group's significant plans:

	MIH China (US$)	Naspers Global Classifieds (US$)	Naspers Global Ecommerce (US$)	Naspers Ventures (US$)	PayU Global (US$)	Takelaot (ZAR)
31 March 2022						
Weighted average fair value at re-measurement date	**48.73**	**4.28**	**26.08**	**15.14**	**58.70**	**11 046.97**
This weighted average fair value has been calculated using the Bermudan Binomial option pricing model, using the following inputs and assumptions:						
Weighted average share price	**155.02**	**11.59**	**57.27**	**25.46**	**132.78**	**20 335.39**
Weighted average exercise price	**244.59**	**12.29**	**60.20**	**16.94**	**137.83**	**18 915.53**
Weighted average expected volatility (%)*	**42.0%**	**37.0%**	**50.1%**	**48.3%**	**53.80**	**61.5%**
Weighted average option life (years)	**10.0**	**10.0**	**10.0**	**15.0**	**10.0**	**10.0**
Weighted average risk-free interest rate (%) (based on zero rate bond yield at perfect fit)	**2.3%**	**2.3%**	**2.3%**	**2.3%**	**2.3**	**7.7%**
Weighted average annual suboptimal rate (%)	**160.0%**	**160.0%**	**160.0%**	**160.0%**	**160.0%**	**160.0%**
Weighted average vesting period (years)	**2.5**	**2.6**	**2.6**	**3.5**	**2.5**	**2.5**
Share price at measurement date	**155.02**	**11.59**	**57.27**	**25.46**	**132.78**	**20,335.39**
31 March 2021						
Weighted average fair value at measurement date	83.12	5.30	33.59	4.79	79.03	13 585.76
This weighted average fair value has been calculated using the Bermudan Binomial option pricing model, using the following inputs and assumptions:						
Weighted average share price	247.12	12.19	64.46	9.17	138.96	18 915.73
Weighted average exercise price	213.45	9.05	42.02	8.30	82.66	7 536.59
Weighted average expected volatility (%)*	35.3%	34.7%	47.6%	47.2%	53.7%	59.3%
Weighted average option life (years)	5.0	10.0	10.0	15.0	10.0	10.0
Weighted average risk-free interest rate (%) (based on zero rate bond yield at perfect fit)	0.8%	1.7%	1.7%	2.0%	1.7%	7.3%
Weighted average annual suboptimal rate (%)	160.0%	160.0%	160.0%	160.0%	160.0%	160.0%
Weighted average vesting period (years)	2.5	2.5	2.5	3.5	2.5	2.5
Share price at measurement date	247.12	12.19	64.46	9.17	138.96	18,915.73

* *The weighted average expected volatility of all share options listed above is determined using historical daily share price.*

38. PROVISIONS

Accounting policy

Provisions are obligations of the group where the timing or amount (or both) of the obligation is uncertain.

Provisions are recognised when the group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made.

The group recognises a provision relating to its estimated exposure on all products at the statement of financial position date. A provision for onerous contracts is established when the expected benefits to be derived under a contract are less than the unavoidable costs of fulfilling the contract. Reorganisation provisions are recognised in the period in which the group becomes legally or constructively committed to a formal restructuring plan.

Provisions are reviewed at each statement of financial position date and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of a provision is determined by discounting the anticipated future cash flows expected to be required to settle the obligation at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense in the income statement.

	31 March	
	2022 US$'m	2021 US$'m
Pending litigation	**7**	15
Reorganisation	**-**	1
Long-service and retirement gratuity	**5**	5
Other	**3**	2
Total provisions	**15**	23
Less: Non-current portion of provisions	**(6)**	(6)
Current portion of provisions	**9**	17

The group is currently involved in various litigation matters. The litigation provision has been estimated based on management's assessment on likelihood of requirements on legal counsel and management's estimates of costs and possible claims relating to these after taking appropriate legal advice. Please refer to note 44 for contingent assets disclosed in respect of the group's litigation matters.

The provision for reorganisation relates to the relocation costs of certain of our operations.

The provision for long service and retirement gratuity relates to the estimated cost of these employee benefits.

Included in other provisions are estimated amounts related to other regulatory matters.

39. POST-EMPLOYMENT LIABILITIES

39.1 Medical liability

The group operates a post-employment medical benefit scheme. The obligation of the group to pay medical aid contributions after retirement is no longer part of the conditions of employment for new employees. A number of pensioners and current employees, however, remain entitled to this benefit. The entitlement to this benefit for current employees is dependent upon the employees remaining in service until retirement age and completing a minimum service period. The group determines its obligations for post-employment medical aid benefits by way of an annual valuation. The key assumptions and valuation method are described below.

Key assumptions and valuation method

The actuarial valuation method used to value the obligations is the projected unit credit method. Future benefits are projected using actuarial assumptions and the obligations for in-service members are accrued over the expected working lifetimes.

The significant actuarial assumptions used in the current and prior period valuations are outlined below:

	31 March	
	2022	2021
Discount rates	**10.7%**	10.5%
Healthcare cost inflation	**8.7%**	8.6%
Average retirement age[(1)]	**60/65**	60
Membership discontinued at retirement	**0%**	0%

[(1)]Active employees' normal retirement age was updated to 65 year in the current valuation data.

39. POST-EMPLOYMENT LIABILITIES (continued)

39.1 Medical liability (continued)

The group assumes that current in-service members would retire on their current medical scheme option and that there would be no change in medical scheme options at retirement.

Actuarial assumptions are generally more suited to the estimation of the future experience of larger groups of individuals. The overall experience of larger groups is less variable and is more likely to tend to the expected value of the underlying statistical distribution. The smaller the group size, the less likely it is that the actual future experience will be close to that which is expected. Furthermore, assumptions that are appropriate for the group overall, may not be appropriate at an individual entity level.

Post-employment medical liability

	31 March	
	2022 US$'m	2021 US$'m
Opening balance	**24**	21
Current service cost	**1**	2
Interest cost	**2**	2
Employer benefit payments	**(2)**	(2)
Remeasurements	**(2)**	-
Disposal of subsidiary	**-**	(3)
Foreign currency translation effects	**-**	4
Total post-employment medical liability	**23**	24
Current portion of post-employment medical liability	**2**	2
Non-current portion of post-employment medical liability	**21**	22

As the value of the liability is based on a number of assumptions, a sensitivity analysis is presented below to show the effect of a one-percentage point decrease or increase in the rate of healthcare cost inflation:

	Assumption		
Healthcare cost inflation	8.7%	-1%	+1%
Accrued liability 31 March 2022 (US$'m)	24	22	26
% change		-8.2%	9.6%
Current service cost plus interest cost 2022 and 2023 (US$'m)	2	2	2
% change		-8.0%	9.7%

39.2 Pension and provident benefits

The group provides retirement benefits for its full-time employees by way of various separate defined contribution pension and provident funds. All full-time employees have access to these funds. Contributions to these funds are paid on a fixed scale. Substantially all the group's full-time employees are members of either one of the group's retirement benefit plans or a third-party plan. Certain of these funds are related parties to the group and as at 31 March 2022 and 2021 there were no outstanding amounts between the group and these funds. The group has no legal or constructive obligations to pay further contributions if the funds do not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

An amount of US$3.9m (2021: US$3.4m) was recognised as an expense during the period in relation to the group's defined contribution funds.

40. ACCRUED EXPENSES

	31 March	
	2022 US$'m	2021 US$'m
Deferred income[1]	**166**	102
Accrued expenses[2]	**203**	211
Accrued interest related to the bonds[2]	**124**	80
Amounts owing in respect of investments acquired[2]	**3**	170
Taxes and other statutory liabilities	**116**	105
Bonus accrual	**103**	92
Accrual for leave	**36**	30
Other personnel accruals	**65**	50
Payments received in advance	**67**	26
Payables from reverse factoring arrangements[2]	**90**	92
Merchant payable[2]	**742**	519
Other[3]	**58**	44
	1 773	1 521

[1] Relates to revenue from contracts with customers. Refer to note 14 for movements in deferred income balances.

[2] These items are classified as financial liabilities.

[3] Includes financial liabilities of US$56.5m (2021: US$33.2m).

HEDGING

Accounting policy

The group uses derivative financial instruments (derivatives) to reduce exposure to fluctuations in foreign currency exchange rates and interest rates. These instruments mainly comprise forward exchange contracts and interest rate (including cross currency) swap agreements. Forward exchange contracts protect the group from movements in exchange rates by fixing the rate at which a foreign currency asset or liability will be settled. Cross-currency interest rate swap agreements protect the group from movements in foreign exchange risk on a net investment in a foreign operation.

The group documents, at inception of hedging transactions, the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedging transactions. The group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives used in hedging transactions are expected to be and have been highly effective in offsetting changes in fair values or cash flows of hedged items. Hedging instruments are included in "Derivative financial instruments" in the statement of financial position. The group designates derivatives as hedging instruments either in their entirety or elements thereof, as appropriate. The fair values of derivatives used for hedging purposes are disclosed in note 44.

The method of recognising the resulting gain or loss arising from the remeasurement of derivatives used for hedging is dependent on the nature of the item being hedged. The group designates a derivative as either a hedge of the fair value of a recognised asset, liability or firm commitment (fair value hedge), or a hedge of a forecast transaction or of the foreign currency risk of a firm commitment (cash flow hedge). The group also designates certain derivatives as hedges of the group's net investments in its foreign operations (cash flow hedges).

Fair value hedges
When a derivative is designated as a fair value hedge, changes in the fair value of the derivative are recorded in the income statement, along with changes in the fair value of the hedged asset or liability that is attributable to the hedged risk.

Cash flow hedges
When a derivative is designated as a cash flow hedging instrument, the effective portion of the change in the fair value of the derivative is recognised in other comprehensive income and accumulated in the hedging reserve. The ineffective portion of the change in the fair value of the derivative is recognised in the income statement.

When the hedged forecast transaction or firm commitment subsequently results in the recognition of a non-financial item such as inventory, the amount accumulated in the hedging reserve is included directly in the initial cost of the non-financial item when it is recognised.

For all other hedged forecast transactions, the amount accumulated in the hedging reserve is reclassified to the income statement in the same period during which the hedged expected future cash flow affects in the income statement.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. The amount accumulated in the hedging reserve at that time remains in equity until, for a hedge resulting in the recognition of a non-financial item, it is included in the initial cost on initial recognition or, for other cash flow hedges, it is reclassified to the income statement in the same period as the expected cash flows affect the income statement.

When a committed or forecast transaction is no longer expected to occur, the amounts accumulated in the hedging reserve are reclassified to the income statement.

HEDGING (continued)

Accounting policy (continued)

Net investment hedges

When a derivative is designated as a hedging instrument in a hedge of the group's net investment in a foreign operation, the effective portion of the change in fair value of the hedging instrument is recognised in other comprehensive income and presented in the foreign currency translation reserve within equity. The ineffective portion of the change in fair value of the derivative is recognised in the income statement. The amount accumulated in the foreign currency translation reserve is reclassified to the income statement on disposal of the relevant foreign operation.

Certain derivative transactions, while providing effective economic hedges under the group's risk management policies, do not qualify for hedge accounting. Changes in the fair value of derivatives that do not qualify for hedge accounting are recognised immediately in the income statement.

41. FINANCIAL RISK MANAGEMENT

Financial risk factors

The group's activities expose it to a variety of financial risks such as market risk (including currency risk, fair-value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. These include the effects of changes in debt and equity markets, foreign currency exchange rates and interest rates. The group's overall risk management programme seeks to minimise the potential adverse effects of financial risks on its financial performance. The group uses derivative financial instruments, such as forward exchange contracts and interest rate swaps, to hedge certain risk exposures.

Risk management is carried out by management under policies approved by the board of directors and its risk management committee. Management identifies, evaluates and, where appropriate, hedges financial risks. The various boards of directors within the group provide written policies, in line with the overall group policies, covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, the use of derivative financial instruments and the investment of excess liquidity.

41.1 Foreign exchange risk

The group operates internationally and is exposed to foreign exchange risk as a substantial portion of its revenue and expenses is denominated in the currencies of the countries in which it operates.

Where the group's revenue is denominated in local currency, depreciation of the local currency against the US dollar adversely affects the group's earnings and its ability to meet cash obligations. Some entities in the group use forward exchange contracts to hedge their exposure to foreign currency risk in connection with their obligations. Management may hedge the net position in the major foreign currencies by using forward exchange contracts. However, in many territories, forward cover is not available and accordingly, such exposures are not hedged. The group also uses forward exchange contracts to hedge foreign currency exposure in its media business where cover is generally taken for 50% to 100% of firm commitments in foreign currency for up to one year.

The group classifies its forward exchange contracts relating to forecast transactions and firm commitments as either cash flow or fair value hedges and measures them at fair value.

During the 31 March 2022 financial year, the group did not designate forward exchange contracts as either a cash flow or a fair value hedge.

In certain instances, the group will hedge its foreign currency risks associated with certain of its net investments in foreign operations. The group will determine which investments to hedge based on the foreign currency risk arising on translation of its foreign operations.

41. FINANCIAL RISK MANAGEMENT (continued)

41.1 Foreign exchange risk (continued)

Financial risk factors (continued)

Following the acquisition of the group's interest in Delivery Hero SE during the 2018 financial year, the group elected to hedge the foreign exchange risk resulting from the difference between the functional currency of Delivery Hero (Euro) and the currency of the funding incurred to acquire the investment (USD). The Group therefore entered into a cross-currency interest rate swap, and in order to best reflect the result of this risk management strategy, designated it as a hedge of its net investment in Delivery Hero.

The cross-currency interest rate swap matures in July 2025 and on maturity the group will exchange EUR200m for US$225.0m. As the investment in Delivery Hero SE is translated at the spot rate, the group has designated only the spot exchange rate element of the cross-currency interest rate swap as forming part of the hedging relationship.

In July 2021 the group issued US$1.85bn 3.061% notes due in 2031, Eur1.0bn 1.288% notes due in 2029 and Eur850m 1.985% notes due in 2033 (the bonds). The purpose of the offerings was to raise proceeds for general corporate purposes, including debt refinancing, which took the form of a tender offer made in relation to its bonds maturing in 2025 and 2027. Part of the notes due in 2025 was linked to a cross-currency interest rate swap. Due to the part settlement of the 2025 bond notes, the group partly settled the cross-currency interest rate swap (the swap) related to the portion of the bond notes that were settled. The group therefore discontinued the hedge for the portion of the swap that was settled. The group continued the hedge relationship for the remaining portion of the swap as the hedge of the net investment in Delivery Hero. The repayment of the swap amounted to US$20m in July 2021, representing the fair value of the portion settled at that date. Cumulative losses of US$13.7m (2021: loss of US$24.1m) have been recognised in the foreign currency translation reserve relating to the net investment hedge since the inception of the hedging relationship. The increase in the value of the net investment in Delivery Hero used to determine hedge ineffectiveness for the period is US$2.1bn (2021: increase in value of US$1.50bn).

The hedge ratio remained 1:1 and the risk strategy for this hedge relationship remained unchanged. The accumulated amount recognised for this hedge relationship in the foreign currency translation reserve was not reclassified following this partial settlement. The amount will only be reclassified if the investment in Delivery Hero is disposed.

During the current year, total gains of US$12.1m (2021: losses of US$79.3m) were recognised on the cross-currency interest rate swap. Gain of US$10.4m (2021: losses of US$48.2m) for the year have been recognised in the foreign currency translation reserve relating to the net investment hedge (and comprise the fair value movements used as a basis for recognising hedge effectiveness). Gains of US$1.8m (2021: losses of US$31.0m) were recognised as part of "Other finance (costs)/income – net" in the income statement. This is the element of the cross-currency interest rate swap not designated as part of the hedging relationship. Ineffectiveness may arise from credit risk on the cross-currency interest rate swap. Ineffectiveness is negligible as all critical terms on the hedging instrument and hedged item match.

Where the group has surplus funds offshore, the treasury policy is to spread the funds between more than one currency to limit the effect of foreign exchange rate fluctuations and to generate the highest possible interest income. As at 31 March 2022, the group had a net cash balance including short-term cash investments, of US$13.64bn (2021: US$5.19bn), of which US$87.32m (2021: US$414.3m) was held in South Africa. The US$13.55bn (2021: US$4.77bn) held offshore was largely denominated in US dollar which is also the functional currency of the relevant group subsidiary in which the cash is held. However, there are certain money-market investments held in Euros by entities with US dollar functional currencies which do give rise to foreign currency risk.

41. FINANCIAL RISK MANAGEMENT (continued)

41.1 Foreign exchange risk (continued)

Financial risk factors (continued)

Foreign currency sensitivity analysis

The group's presentation currency is the US dollar, but as it operates internationally, it is exposed to a number of currencies, of which the exposure to the US dollar, euro, Indian rupee, Brazil real, Romanian lei, Turkish Lira, Polish Zloty and Russian rouble are the most significant. The group is also exposed to the British pound, Chinese yuan renminbi and South African rand albeit to a lesser extent. For purposes of the below analysis, financial instruments are only considered sensitive to foreign exchange rates when they are not denominated in the functional currency of the group entity holding the relevant financial instrument.

The sensitivity analysis details the group's sensitivity to a 10% increase of the US dollar against the Indian rupee, South African rand, Euro and Romanian lei (2021: 10% decrease on forementioned currencies and 10% increase against Euro), as well as 40% increase against Russian rouble, and a 20% increase of the US dollar against the Brazilian real, Turkish Lira and Polish Zloty (2021: 10% decrease of the US dollar against the forementioned currencies). These movements would result in a US$379.5m increase in net profit after tax for the year (2021: US$180.5m decrease). Other equity would decrease by US$124.0m (2021: US$72.8m increase).

This analysis includes only outstanding foreign currency denominated monetary assets and liabilities (i.e. those monetary assets and liabilities denominated in a currency that differs from the relevant group company's functional currency) and adjusts their translation at the period-end for the above percentage changes in foreign currency rates. The sensitivity analysis includes external loans, as well as loans to foreign operations within the group, but excludes translation differences due to translating from functional currency to presentation currency. The analysis has been adjusted for the effect of hedge accounting.

Foreign exchange rates

The exchange rates used by the group to translate foreign entities' income statements, statements of comprehensive income and statements of financial position are as follows:

	31 March 2022		31 March 2021	
	Average rate	**Closing rate**	Average rate	Closing rate
Currency (1FC = US$)				
South African rand (ZAR)	**0.0670**	**0.0685**	0.0614	0.0677
Euro (Eur)	**1.1586**	**1.1067**	1.1691	1.1730
Chinese yuan renminbi (CNY)	**0.1562**	**0.1577**	0.1479	0.1526
Brazilian real (BRL)	**0.1891**	**0.2110**	0.1830	0.1775
Indian rupee (INR)	**0.0134**	**0.0132**	0.0135	0.0137
Polish zloty (PLN)	**0.2525**	**0.2382**	0.2593	0.2533
Russian rouble (RUB)	**0.0134**	**0.0122**	0.0134	0.0132
Romanian lei (RON)	**0.2346**	**0.2240**	0.2405	0.2384
Turkish Lira (YTL)	**0.0927**	**0.0681**	0.1344	0.1212
British pound sterling (GBP)	**1.3620**	**1.3135**	1.3152	1.3782

The average rates listed above are only approximate average rates for the year. The group measures separately the transactions of each of its material operations, using the particular currency of the primary economic environment in which the operation conducts its business, translated at the prevailing exchange rate on the transaction date.

41. FINANCIAL RISK MANAGEMENT (continued)

41.1 Foreign exchange risk (continued)

Financial risk factors (continued)

Uncovered liabilities

The below table details the group's unhedged liabilities that are denominated in a currency other than the functional currency of the settling entity:

	31 March 2022		31 March 2021	
	Currency amount of liabilities US$'m	**US$'m**	Currency amount of liabilities US$'m	US$'m
Uncovered liabilities				
Euro	**5 284**	**5 847**	1 738	2 039
South African rand	**5**	**-**	694	46
US dollar	**13**	**13**	11	11
British pound	**1**	**2**	1	1
Other	**-**	**1**	-	2

Derivative financial instruments

The following table details the group's derivative financial instruments:

	31 March 2022		31 March 2021	
	Assets US$'m	**Liabilities US$'m**	Assets US$'m	Liabilities US$'m
Current portion				
Forward exchange contracts	**27**	**18**	3	2
Derivatives contained in acquisition agreements	**-**	**-**	15	-
	27	**18**	18	2
Non-current portion				
Derivatives contained in lease agreements	**11**	**2**	9	2
Cross-currency interest rate swap	**2**	**-**	-	30
	13	**2**	9	32
Total	**40**	**20**	27	34

The group's forward exchange contracts and cross-currency interest rate swap are subject to master netting arrangements that allow for offsetting of asset and liability positions with the same counterparty in the event of default. None of the group's forward exchange contracts and cross-currency interest rate swap agreement have been offset in the statement of financial position. At 31 March 2022 and 2021, there were no contracts that could be offset under the master netting arrangement.

41. FINANCIAL RISK MANAGEMENT (continued)

41.2 Credit risk

The group is exposed to credit risk relating to the following assets:

Trade receivables and accrued income balances

Trade receivables consist primarily of invoiced amounts from normal trading activities. The group has a diversified customer base across various geographical areas. Various credit checks are performed on new debtors to determine the quality of their credit history. These checks are also performed on existing debtors with long-overdue accounts. Furthermore, current debtors are monitored to ensure they do not exceed their credit limits.

The group's trade receivables arise mainly in its etail, classifieds, media and online content businesses. Average payment terms vary considerably between the group's businesses, given the diverse nature of their operations. Average payment terms, however, generally do not exceed 60 days from date of invoice.

Accrued income balances relate to unbilled revenue that has been earned and have substantially similar risk characteristics as trade receivables. Accrued income balances arise mainly in the group's etail, classifieds and payments businesses and are included within "Other receivables" in the statement of financial position.

The group applies the simplified approach mandated by IFRS 9 *Financial Instruments* when measuring impairment loss allowances related to trade receivables and accrued income balances and accordingly the group's impairment allowances on these financial assets equal, at all times, the credit losses expected to arise over the lifetime of these financial assets.

In measuring credit losses expected to arise over the lifetime of trade receivables and accrued income balances, financial assets are grouped according to their shared credit characteristics and aging profile.

The quantification of credit losses expected to arise over the lifetime of trade receivables and accrued income balances is based on:

(i) the group's actual observed historical loss experience/rates within each business and
(ii) forward-looking information that is considered predictive of future credit losses within each business.

The historical loss experience/rates that are taken into account when determining impairment allowances is determined with reference to representative sales periods within each business (typically not shorter than 12 months) and the credit losses incurred over that period.

Forward-looking information considered in measuring lifetime expected credit losses include macroeconomic factors, with the most significant factors considered being inflation and unemployment rate increases as these are considered to most significantly affect the future ability of the group's customers to settle their accounts as they fall due for payment. All forward-looking information considered is specific to the economy that most significantly affects the underlying customer's ability to repay the relevant amount due, however, due to the recoverability of debt owing, the group's credit losses on trade receivables and accrued income balances were not material. Due to the group's diverse operations, the forward-looking information considered that the values assigned when calculating impairment allowances vary by business type and country in which the customer is located.

41. FINANCIAL RISK MANAGEMENT (continued)

41.2 Credit risk (continued)

Related party loans and receivables

Related party loans and receivables consist primarily of balances with a number of associates and joint ventures of the group. The measurement of the impairment loss allowance on these loans and receivables is based on the assessment of whether there has been a significant increase in credit risk. Management has assessed that the credit risk of these loans and receivables is based on the credit worthiness of the borrowers and their ability to repay the amounts owing. There has been no significant increase in the credit risk of the borrowers during the financial year. Consequently, the impairment loss allowance is based on a 12-month expected credit loss model. As the amounts owing are due by associates and joint ventures the impairment loss assessment took into account the credit rating of the borrower, the probability of default and actual performance against budgets and forecasts of group companies. Budget forecasts consider these equity-accounted investments businesses remaining operational. In addition, the associates and joint ventures have sufficient liquid assets and will therefore be able to settle their debt. As at 31 March 2022 and 31 March 2021, impairment allowances on related party loans and receivables were not material.

Other receivables

Credit risk related to other receivables arises mainly from accrued income balances, merchant and bank receivables and disposal proceeds receivable.

Accrued income

The credit risk profile and impairment methodology applied to accrued income balance that are included within "Other receivables" in the statement of financial position is outlined above.

Merchant and bank receivables

Merchant and bank receivables balances relate to transactions, primarily in the group's payments and fintech, etail and food delivery segments, where the group facilitates the payment process between the end consumer and the provider of goods and services (i.e. the merchant).

Impairment allowances are established on merchant and bank receivables by considering the group's historical loss experience/rates as well as forward-looking information which also considered the impact of the Covid-19 pandemic. The group also considers whether the underlying counterparty is a new or recurring customer. The credit risk inherent in merchant and bank receivables is also reduced by the group's right to offset amounts receivable from counterparties against the corresponding amounts payable to banks and other merchants (refer to note 40) in the event of default. An average payment term of 30 days generally apply to merchant and bank receivables. Merchant receivables are generally recovered in the month subsequent to the financial year end, as a result, impairment allowances are not significant.

As at 31 March 2022, an impairment allowance of US$3.9m (2021: US$2.7m) has been recognised with respect to merchant and bank receivables.

41. FINANCIAL RISK MANAGEMENT (continued)

41.2 Credit risk (continued)

Other receivables (continued)

Disposal proceeds receivable

Disposal proceeds receivable relate to amounts held in escrow following disposals of group businesses to external parties. These amounts are generally held in escrow by the relevant purchaser as security for the group's warranty and indemnity obligations in terms of disposal agreements.

The group assesses, on a continuing basis, whether a significant increase in credit risk has taken place with respect to the relevant underlying counterparty. At 31 March 2022, impairment allowances related to disposal proceeds receivable were not significant.

Loan receivables

Loan receivables are amounts owing to various third parties of the group including external service providers. The group assesses, on a continuing basis, whether a significant increase in credit risk has taken place with respect to the relevant underlying counterparty. At 31 March 2022, impairment allowances related to loan receivables amounted to US$7.1m (31 March 2021: US$2.1m).

Cash and cash equivalents, short-term investments, derivative asset and investments at fair value through profit or loss

The group is exposed to certain concentrations of credit risk relating to its cash and cash equivalents, short-term investments, derivative assets and investments at fair value through profit or loss. There are no significant concentrations of credit risk relating to these financial assets. The group places these instruments mainly with major banking groups and high-quality institutions that have high credit ratings. The group's treasury policy is designed to limit exposure to any one institution and to invest excess cash in low-risk investment accounts. As at 31 March 2022 the group held the majority of its cash and cash equivalents, short-term investments and derivative assets with local and international banks with a 'Baa1' credit rating or higher. The majority of the group's short-term investments are placed with international banks with an 'A1' credit rating (Moody's International's long-term deposit rating). The credit standings of counterparties that are used by the group are evaluated on a continuous basis.

Total impairment losses on financial assets at amortised cost

Total impairment losses (net of reversals) recorded on financial assets measured at amortised cost amounted to US$11.5m as at 31 March 2022 (2021: US9.1m). The assessment includes all reasonable and supportable information about the likelihood that counterparties would breach their agreed payment terms and any deterioration of their credit ratings. Where relevant, additional expected credit losses were accounted for when deemed necessary. As at 31 March 2022, the impact of Covid-19 on the group's impairment allowances was not significant.

41. FINANCIAL RISK MANAGEMENT (continued)

41.3 Liquidity risk

Prudent liquidity risk management implies, among other aspects, maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. In terms of the memorandum of incorporation of the company, no limitation is placed on its borrowing capacity. The facilities expiring within one year are subject to renewal at various dates during the next year. The group had the following unutilised banking facilities as at 31 March 2022 and 2021:

	31 March	
	2022 US$'m	2021 US$'m
On call	**164**	80
Expiring within one year	**19**	15
Expiring beyond one year	**2 776**	2 500
	2 959	2 595

The following analysis details the remaining contractual maturity of the group's non-derivative liabilities and derivative financial assets and liabilities. The analysis is based on the undiscounted cash flows of financial liabilities based on the earliest date on which the group can be required to settle the liability. The analysis includes both interest and principal cash flows.

	31 March 2022				
	Carrying value US$'m	**Contractual cash flows US$'m**	**0 - 12 months US$'m**	**1 - 5 years US$'m**	**5 years + US$'m**
Non-derivative financial liabilities					
Interest-bearing: Capitalised lease liabilities	**(345)**	**(393)**	**(80)**	**(237)**	**(76)**
Interest-bearing: Loans and other liabilities	**(15 705)**	**(23 098)**	**(464)**	**(3 813)**	**(18 821)**
Non-interest-bearing: Loans and other liabilities	**(81)**	**(109)**	**(44)**	**(65)**	**-**
Other current and non-current liabilities	**(1 158)**	**(1 158)**	**(1 014)**	**(144)**	**-**
Trade payables	**(609)**	**(609)**	**(609)**	**-**	**-**
Accrued expenses	**(1 221)**	**(1 221)**	**(1 221)**	**-**	**-**
Related party loans and payables	**(6)**	**(6)**	**(6)**	**-**	**-**
Dividends payable	**(2)**	**(2)**	**(2)**	**-**	**-**
Bank overdrafts	**(18)**	**(18)**	**(18)**	**-**	**-**
Derivative financial assets/(liabilities)					
Forward exchange contracts - inflow	**29**	**4 771**	**4 771**	**-**	**-**
Forward exchange contracts - outflow	**(20)**	**(4 763)**	**(4 763)**	**-**	**-**
Derivatives contained in lease agreements - inflow	**11**	**11**	**-**	**11**	**-**
Derivatives contained in lease agreements - outflow	**(2)**	**(2)**	**-**	**(2)**	**-**
Cross-currency interest rate swap - inflow	**2**	**268**	**12**	**256**	**-**
Cross-currency interest rate swap - outflow	**-**	**(267)**	**(8)**	**(259)**	**-**

41. FINANCIAL RISK MANAGEMENT (continued)

41.3 Liquidity risk (continued)

	31 March 2021				
	Carrying value Restated US$'m	Contractual cash flows Restated US$'m	0 - 12 months Restated US$'m	1 - 5 years Restated US$'m	5 years + Restated US$'m
Non-derivative financial liabilities					
Interest-bearing: Capitalised finance leases	(302)	(362)	(71)	(191)	(100)
Interest-bearing: Loans and other liabilities	(7 890)	(12 117)	(244)	(2 584)	(9 289)
Non-interest-bearing: Loans and other liabilities	(66)	(66)	(15)	(48)	(3)
Other non-current liabilities	(60)	(60)	-	(60)	-
Trade payables	(395)	(395)	(395)	-	-
Accrued expenses and other current liabilities[1]	(2 356)	(2 356)	(2 356)	-	-
Related party payables	(4)	(4)	(4)	-	-
Dividends payable	(2)	(2)	(2)	-	-
Bank overdrafts	(9)	(9)	(9)	-	-
Derivative financial assets/(liabilities)					
Forward exchange contracts - inflow	3	3	3	-	-
Forward exchange contracts - outflow	(2)	(2)	(2)	-	-
Derivatives contained in acquisition agreements - inflow	15	15	15		
Derivatives contained in lease agreements - inflow	9	9	-	9	-
Derivatives contained in lease agreements - outflow	(2)	(2)	-	(2)	-
Cross-currency interest rate swap - inflow	-	977	43	934	-
Cross-currency interest rate swap - outflow	(30)	(1 011)	(30)	(981)	-

[1] *Includes written put option liabilities - refer to note 32.*

41.4 Interest rate risk

As part of the process of managing the group's fixed and floating borrowings mix, the interest rate characteristics of new borrowings and the refinancing of existing borrowings are positioned according to expected movements in interest rates. Where appropriate, the group uses derivative financial instruments, such as interest rate swap agreements, purely for hedging purposes. The fair value of these instruments will not change significantly as a result of changes in interest rates due to their short-term nature and floating interest rates. Refer to note 31 for the interest rate profiles and repayment terms of long-term liabilities as at 31 March 2022 and 2021.

Interest rate sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for both derivative and non-derivative instruments at the statement of financial position date (after taking into account the effect of hedge accounting) and the stipulated change taking place at the beginning of the next financial year and held constant throughout the reporting period in the case of instruments that have floating rates. The group is mainly exposed to interest rate fluctuations of the South African, American, European, Brazilian, Russian and London repo rates. Management's best estimate of the possible change in these interest rates is an increase of 100 basis points (2021: 100 basis points for all rates) for South African and European repo rates, an increase of 300 basis points for Brazilian, London and Johannesburg Interbank Average Rate. Best estimate of the possible change in Russian key rate to the interest rates is an increase of 500 basis points.

If interest rates changed as stipulated above and all other variables were held constant, specifically foreign exchange rates, the group's net profit after tax and total equity for the year ended 31 March 2022 would increase by US$83.4m as at 31 March 2022 (2021: increase by US$6.9m).

41. FINANCIAL RISK MANAGEMENT (continued)

41.5 Price risk

During the 31 March 2022 financial year, the group increased its shareholding in Delivery Hero by 2.5% to 27% from 25%. The additional investment was acquired initially as a call option to acquire the shares subject to competition approval, which was considered highly probable. The group applied cash flow hedge accounting to the highly probable forecast acquisition of this additional investment, hedging the exposure to future share price increases in Delivery Hero shares between the date the call option was acquired, and the date approval was granted to acquire the additional shares. The additional investment in Delivery Hero was based on the fair value of the call option on the date that the approval was granted (US$817m) and the accumulated losses in the cash flow hedge reserve (US$119m). The accumulated losses within the cash flow hedge reserve were included in the cost of the investment, as based on the group's judgement the investment in associate is a non-financial asset. The resulting additional investment in Delivery Hero recognised after the basis adjustment was US$936m.

Price risk sensitivity analysis

The group has various listed investments measured at fair value through other comprehensive income. The group's sensitivity to a 10% decrease in the share price of these investments will result in a US$476.7m decrease in other comprehensive income (2021: US$146.4m).

42. FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying values, net gains and losses recognised in profit or loss, total interest income, total interest expense and impairment per class of financial instrument are as follows:

	31 March 2022			
	Carrying value US$'m	Net gains/ (losses) recog-nised in profit or loss US$'m	Total interest income US$'m	Impair-ment US$'m
Assets				
Investments and loans	**5 606**	**3**	**-**	**-**
Financial assets at fair value through profit or loss	**64**	**3**	**-**	**-**
Financial assets at fair value through other comprehensive income[2]	**5 540**	**-**	**-**	**-**
Other loans and investments[3]	**2**	**-**	**-**	**-**
Receivables and loans[3]	**1 224**	**31**	**20**	**16**
Trade receivables	**318**	**(3)**	**-**	**5**
Other receivables	**650**	**-**	**6**	**11**
Related party receivables	**256**	**34**	**14**	**-**
Derivative financial instruments[1]	**40**	**4**	**-**	**-**
Forward exchange contracts	**27**	**(2)**	**-**	**-**
Cross currency interest rate swap	**2**	**-**	**-**	**-**
Derivatives contained in lease agreements	**11**	**6**	**-**	**-**
Short-term investments[3]	**3 924**	**(63)**	**8**	**-**
Cash and cash equivalents[1][3]	**9 733**	**(29)**	**36**	**-**
Total	**20 527**	**(54)**	**64**	**16**

[1] *Measured at fair value through profit or loss. Cash and cash equivalents include money market funds which are part of cash and cash equivalents.*

[2] *During the year losses of US$509.4m (2021: a gain of US$555.4.m) was recognised in other comprehensive income with respect to the group's financial assets at fair value through other comprehensive income.*

[3] *Measured at amortised cost.*

42. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

	31 March 2022		
	Carrying value US$'m	Net gains/ (losses) recog-nised in profit or loss US$'m	Total interest expense US$'m
Liabilities			
Long-term liabilities[1]	**16 078**	**68**	**392**
Interest-bearing: Capitalised lease liabilities	**273**	**-**	**14**
Interest-bearing: Loans and other liabilities	**243**	**-**	**16**
Interest-bearing: Bonds	**15 368**	**68**	**362**
Non-interest-bearing: Loans and other liabilities	**50**	**-**	**-**
Other non-current liabilities[2]	**144**	**-**	**-**
Short-term payables and loans[1]	**3 050**	**27**	**12**
Interest-bearing: Capitalised lease liabilities	**73**	**-**	**3**
Interest-bearing: Loans and other liabilities	**94**	**-**	**2**
Non-interest-bearing: Loans and other liabilities	**31**	**-**	**-**
Trade payables	**609**	**(7)**	**-**
Other current liabilities[2]	**1 014**	**14**	
Accrued expenses	**1 221**	**6**	**7**
Related party payables	**6**	**-**	**-**
Foreign currency intergroup payables	**-**	**14**	**-**
Dividends payable	**2**	**-**	**-**
Derivative financial instruments[3]	**20**	**7**	**-**
Forward exchange contracts	**18**	**8**	**-**
Derivatives contained in lease agreements	**2**	**(1)**	**-**
Bank overdrafts[1]	**18**	**-**	**7**
Total	**19 166**	**102**	**411**

[1] *Measured at amortised cost except for earn-out obligations included in non-interest bearing loans and other liabilities.*
[2] *Includes written put option liabilities (Refer to note 32).*
[3] *Measured at fair value through profit or loss.*

42. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

The carrying values of all financial instruments, apart from those disclosed below, are considered to be a reasonable approximation of their fair values. The carrying values of these financial instruments are considered to be a reasonable approximation of the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants.

The fair value of the group's publicly traded bonds are detailed below:

Financial liabilities	Carrying value US$'m	Fair value US$'m	Level 1 US$'m	Level 2 US$'m	Level 3 US$'m
31 March 2022					
Publicly traded bonds	**15 368**	**13 056**	**-**	**13 056**	**-**
31 March 2021					
Publicly traded bonds	7 796	7 935	-	7 935	-

The fair values of the publicly traded bonds have been determined with reference to the listed prices of the instruments as at the end of the reporting period. The fair value of the publicly traded bonds are level 2 financial instruments. The publicly traded bonds are listed on the Irish Stock Exchange (Euronext Dublin).

	31 March 2021			
	Carrying value US$'m	Net gains/ (losses) recog-nised in profit or loss[1] US$'m	Total interest income[1] US$'m	Impair-ment[1] US$'m
Assets				
Investments and loans	2 879	-	-	-
Financial assets at fair value through profit or loss	1 258	-	-	-
Financial assets at fair value through other comprehensive income[2]	1 608	-	-	-
Other loans and receivables[3]	13	-	-	-
Receivables and loans[3]	755	46	36	15
Trade receivables	185	2	-	10
Other receivables	386	-	33	5
Foreign currency intergroup receivables	-	44	-	-
Related party receivables	184	-	3	-
Derivative financial instruments[1]	27	185	-	-
Forward exchange contracts	3	(6)	-	-
Cross-currency interest rate swap	15	189	-	-
Derivatives contained in lease agreements	9	2	-	-
Short-term investments[3]	1 439	(5)	21	-
Cash and cash equivalents[1][3]	3 758	26	44	-
Total	8 858	252	101	15

[1] *Measured at fair value through profit or loss. Cash and cash equivalents include money market funds which are part of cash and cash equivalents.*

[2] *During the prior year gains of US$669.0m was recognised in other comprehensive income with respect to the group's financial assets at fair value*

[3] *Measured at amortised cost.*

42. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

	31 March 2021		
	Carrying value US$'m	Net gains/ (losses) recog-nised in profit or los US$'m	Total interest expense US$'m
Liabilities			
Long-term liabilities[1]	8 208	(3)	248
Interest-bearing: Capitalised finance leases	240	-	13
Interest-bearing: Loans and other liabilities	7 860	(3)	232
Non-interest-bearing: Loans and other liabilities	48	-	3
Other non-current liabilities	60	-	-
Short-term payables and loans[1]	2 867	(30)	16
Interest-bearing: Capitalised finance leases	62	(1)	3
Interest-bearing: Loans and other liabilities	30	(2)	2
Non-interest-bearing: Loans and other liabilities	18	(1)	-
Trade payables	395	(2)	-
Accrued expenses and other current liabilities[2]	2 356	4	11
Related party payables	4	-	-
Foreign currency intergroup payables	-	(28)	-
Dividends payable	2	-	-
Derivative financial instruments[3]	34	(58)	-
Forward exchange contracts	2	(27)	-
Derivatives contained in lease agreements	2	-	-
Cross-currency interest rate swap	30	(31)	-
Bank overdrafts[1]	9	-	4
Total	11 118	(91)	268

[1] Measured at amortised cost except for earn-out obligations included in non-interest bearing loans and other liabilities.

[2] Includes written put option liabilities (Refer to note 32).

[3] Measured at fair value through profit or loss.

The group categorises fair-value measurements into levels 1 to 3 of the fair value hierarchy based on the degree to which the inputs used in measuring fair value are observable:

- Level 1 fair-value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair-value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). The fair value of financial instruments that are not traded in active markets (for example, derivatives such as interest rate swaps, forward exchange contracts and certain options) is determined through valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to measure the fair value of an instrument are observable, the instrument is included in level 2.
- Level 3 fair-value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

42. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

Valuation techniques and key inputs used to measure significant level 2 and level 3 fair values

Level 2 fair-value measurements

- *Forward exchange contracts* – in measuring the fair value of forward exchange contracts, the group makes use of market observable quotes of forward foreign exchange rates on instruments that have a maturity similar to the maturity profile of the group's forward exchange contracts. Key inputs used in measuring the fair value of forward exchange contracts include: current spot exchange rates, market forward exchange rates and the term of the group's forward exchange contracts.
- *Cross-currency interest rate swap* – the fair value of the group's interest rate and cross-currency swaps is determined through the use of discounted cash flow techniques using only market observable information. Key inputs used in measuring the fair value of interest rate and cross-currency swaps include: spot market interest rates, contractually fixed interest rates, foreign exchange rates, counterparty credit spreads, notional amounts on which interest rate swaps are based, payment intervals, risk-free interest rates as well as the duration of the relevant interest rate and cross-currency swap arrangement.
- *Cash and cash equivalents* – relate to short-term bank deposits which are money-market investments held with major banking groups and high-quality institutions that have AAA money market fund credit ratings from internationally recognised ratings agencies. The fair value of these deposits is determined by the amounts deposited and the gains or losses generated by the funds as detailed in the statements provided by these Institutions. The gains/losses are recognised in the income statement.
- *Financial assets at fair value* – relates to a contractual right to receive shares or cash. The fair value is based on a listed share price on the date the transaction was entered into.

Level 3 fair-value measurements

- *Financial assets at fair value* – relate predominantly to unlisted equity investments. The fair value of these investments is based on the most recent funding transactions for these investments.
- *Derivatives contained in lease agreements* – relate to foreign currency forwards embedded in lease contracts. The fair value of the derivatives is based on forward foreign exchange rates that have a maturity similar to the lease contracts and the contractually specified lease payments.
- *Earn-out obligations* – relate to amounts that are payable to the former owners of businesses now controlled by the group provided that contractually stipulated post-combination performance criteria are met. These are remeasured to fair value at the end of each reporting period. Key inputs used in measuring fair value include: current forecasts of the extent to which management believe performance criteria will be met, discount rates reflecting the time value of money and contractually specified earn-out payments.

Instruments not measured at fair value for which fair value is disclosed

- *Level 2* – the fair values of the publicly traded bonds have been determined with reference to the listed prices of the instruments at the reporting date. As the instruments are not actively traded, this is a level 2 disclosure.

42. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

The fair values of the group's financial instruments that are measured at fair value at each reporting period are categorised as follows:

	31 March 2022			
	Fair value US$'m	**Level 1 US$'m**	**Level 2 US$'m**	**Level 3 US$'m**
Assets				
Financial assets at fair value through other comprehensive income	**5 540**	**4 767**	**-**	**773**
Financial assets at fair value through profit or loss	**64**	**19**	**-**	**45**
Forward exchange contracts	**27**	**-**	**27**	**-**
Derivatives contained in lease agreements	**11**	**-**	**-**	**11**
Cash and cash equivalents[1]	**928**	**-**	**928**	**-**
Cross-currency interest rate swap	**2**	**-**	**2**	**-**
Total	**6 572**	**4 786**	**957**	**829**
Liabilities				
Forward exchange contracts	**18**	**-**	**18**	**-**
Derivatives contained in lease agreements	**2**	**-**	**-**	**2**
Earn-out obligations	**20**	**-**	**-**	**20**
Total	**40**	**-**	**18**	**22**

[1] Relates to short-term bank deposits which are money market investment held with major banking groups and high-quality institutions that have AAA money market fund credit ratings from internationally recognised rating agencies.

	31 March 2021			
	Fair value US$'m	Level 1 US$'m	Level 2 US$'m	Level 3 US$'m
Assets				
Financial assets at fair value through other comprehensive income	1 608	1 465	4	139
Financial assets at fair value through profit or loss	1 258	-	1 242	16
Forward exchange contracts	3	-	3	-
Derivatives contained in lease agreements	9	-	-	9
Cash and cash equivalents[1]	996	-	996	-
Derivatives contained in acquisition agreements	15	15	-	
Total	3 889	1 480	2 245	164
Liabilities				
Forward exchange contracts	2	-	2	-
Derivatives contained in lease agreements	2	-	-	2
Earn-out obligations	13	-	-	13
Cross-currency interest rate swaps	30	-	30	-
Total	47	-	32	15

[1]Relates to short-term bank deposits which are money market investment held with major banking groups and high-quality institutions that have AAA money market fund credit ratings from internationally recognised rating agencies.

42. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

The following table shows a reconciliation of the group's level 3 financial instruments:

	31 March 2022			
	Earn-out obligations	**Financial assets at FVOCI[1]**	**Derivatives embedded in leases**	**Financial assets at FVPL[2]**
	US$'m	**US$'m**	**US$'m**	**US$'m**
Balance at 1 April 2021	**(13)**	**139**	**7**	**16**
Additions	**-**	**582**	**-**	**23**
Total gains recognised in other comprehensive income	**-**	**107**	**-**	**-**
Total (losses)/ gains recognised in the income statement	**(9)**	**-**	**2**	**6**
Settlements/disposals	**1**	**(46)**	**-**	**-**
Foreign currency translation effects	**1**	**1**	**-**	**-**
Transfers	**-**	**(10)**	**-**	**-**
Total	**(20)**	**773**	**9**	**45**

	31 March 2021			
	Earn-out obligations	Financial assets at FVOCI[1]	Derivatives embedded in leases	Financial assets at FVPL[2]
	US$'m	US$'m	US$'m	US$'m
Balance at 1 April 2020	(22)	90	4	13
Additions	(1)	76	3	3
Total losses recognised in the income statement	(10)	-	-	-
Total gains recognised in other comprehensive income	-	24	-	-
Settlements/disposals	20	(51)	-	-
Total	(13)	139	7	16

[1] *Financial assets at fair value through other comprehensive income.*
[2] *Financial assets at fair value through profit or loss.*

There was a transfer of US$4.4m (2021: US$nil) from level 2 to level 1 and another transfer of US$9.9m (2021: US$nil) from level 3 to level 1, during the current year.

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43. RELATED PARTY TRANSACTIONS AND BALANCES

The group entered into transactions and has balances with a number of related parties, including associates, joint ventures, directors (key management personnel), and shareholders. Transactions that are eliminated on consolidation as well as gains or losses eliminated through the application of the equity method are not included. The transactions and balances with related parties are summarised below:

	31 March	
	2022 US$'m	2021 US$'m
Sale of goods and services to related parties[1]		
EMPG Holdings Limited	**12**	18
Bom Negocio Atividades de Internet Ltda (OLX Brazil)	**14**	3
Skillsoft Corp	**34**	-
	60	21

[1] The group receives revenue from a number of its related parties in connection with service agreements. The nature of these related party relationships are that of associates and joint ventures.

The balances of advances, deposits, receivables and payables between the group and related parties are as follows:

	31 March	
	2022 US$'m	2021 US$'m
Loans and receivables[1]		
Bom Negocio Atividades de Internet Ltda (OLX Brazil)[2]	**219**	171
Inversiones CMR S.A.S	**21**	-
GoodGuyz Investments B.V.	**6**	-
Silvergate Capital Corporation	**4**	-
Various other related parties	**6**	13
Less: allowance for impairment losses[3]	**-**	-
Total related party receivables	**256**	184
Less: non-current portion of related party receivables	**(243)**	(174)
Current portion of related party receivables	**13**	10

[1] The group provides services and loan funding to a number of its related parties. The nature of these related party relationships are that of equity-accounted investments.

[2] OLX Brazil acquired an interest in Grupo Zap in prior year. The acquisition was partially funded via a contribution and loan funding from the group. Refer to note 6. The loan is repayable by October 2035 and is interest free until April 2022. Subsequently interest is charged annually at SELIC+2%.

[3] Impairment allowance for related parties is based on a 12-month expected credit loss model and was not material. Refer to note 41.

Purchases of goods and services from related parties amounted to US$2.4m (2021: US$nil) and amounts payable to related parties amounted to US$5.5m (2021: US$4.1m). These amounts are not considered significant and relate to various related parties, most of which are equity-accounted investments of the group.

43. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

Directors' remuneration

	31 March	
	2022 US$'000	2021 US$'000
Non-executive directors		
fees for services as directors	**4 277**	4 349
fees for services as directors of subsidiary companies	**505**	487
	4 782	4 836

No executive director has a notice period of more than one year.

The company directors' service contracts do not include predetermined compensation as a result of termination that would exceed one year's salary and benefits and none are linked to any restraint payments.

The individual directors received the following remuneration and emoluments:

	Salary US$'000	Annual short-term incentive payments US$'000	Annual long-term incentive payments[1][2] US$'000	Pension contributions and other benefits paid on behalf of director US$'000	Total US$'000
Executive directors					
2022					
V Sgourdos	**1 200**	**864**	**7 948**	**109**	**10 121**
Paid by other companies in the group					
B van Dijk	**1 435**	**897**	**13 412**	**139**	**15 883**
Paid by other companies in the group					
	2 635	**1 761**	**21 360**	**248**	**26 004**
2021					
V Sgourdos	1 143	1 143	8 087	109	10 482
Paid by other companies in the group					
B van Dijk	1 448	1 424	13 647	142	16 661
Paid by other companies in the group					
	2591	2567	21 734	251	27 143

[1] Long term incentive payments include PSUs, SARs and share options.

[2] The IFRS 2 expense recognised for unvested and vested but unexercised LTI awards as at 31 March 2022 is a credit of US$26.9m (2021: debit of US$155.4m) for the CEO and debit of US$4.2m (2021: debit of US$18.9m) for the CFO.

Other disclosures (continued)

43. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

Directors' remuneration (continued)

Annual performance-related short-term incentive (STI) payments made in respect of the 2021/2022 performance year for Basil Sgourdos and Bob van Dijk were based on a combination of group financial, strategic and operational objectives, approved by the human resources and remuneration committee. These group financial objectives had a weighting of 50% of maximum annual STI.

The individual directors received the following remuneration and emoluments during the current financial year:

	2022[1]						
	Directors' fees		Committee and trustee fees		Other fees[2]		
Non-executive directors	Paid by company US$'000	Paid by subsidiary US$'000	Paid by company US$'000	Paid by subsidiary US$'000	Paid by company US$'000	Paid by subsidiary US$'000	Total US$'000
J P Bekker[3]	558	24	-	8	-	-	590
E M Choi[4]	109	-	27	-	-	-	136
H J du Toit[5]	-	-	-	-	-	-	-
C L Enenstein	244	-	110	-	-	50	404
D G Eriksson[6]	-	-	-	-	-	-	-
M Girotra	234	-	52	-	-	-	286
R C C Jafta	244	72	127	42	-	-	485
AGZ Kemna[7]	160	-	54				214
F L N Letele	244	-	27	-	-	-	271
D Meyer	241	-	67	-	-	-	308
R Oliveira de Lima	244	-	56	-	-	50	350
S J Z Pacak	244	-	205	-	-	-	449
M R Sorour[8]	244	139	-	-	-	120	503
J D T Stofberg	244	-	27	-	-	-	271
B J van der Ross[9]	244	-	27	-	-	-	271
Y Xu	244	-	-	-	-	-	244
	3 498	235	779	50	-	220	4 782

[1] Following the listing of Prosus, non-executive directors serve on the boards of both Naspers and Prosus. As a result of the non-executive directors assuming dual responsibilities the fees were split between Naspers and Prosus on a 30/70 basis.

[2] Compensation for assignments.

[3] Koos Bekker elected to donate the rand equivalent of his director's fees, being [R8.5m] (pre-tax), to education. This year the recipient was the primary Volkskool in Heidelberg, South Africa.

[4] Emilie Choi resigned with effect from 26 August 2021.

[5] Hendrik Du Toit elected not to receive directors' fees.

[6] Retired with effect from 1 April 2021.

[7] Appointed with effect from 15 April 2021.

[8] Mark Sorour received US$15 085,63 from MIH Holdings Proprietary Limited for the period 1 April 2021 to 31 March 2022. This payment relates to the increased cost of medical aid for retired members of the MMED medical aid scheme as a result of the unbundling of MultiChoice Group. The company will provide an annual allowance to cover the difference in cost for retired scheme members during FY20 and FY21, however, this was extended to FY22. This is not disclosed in the above table.

[9] Retired with effect from 1 April 2022.

General notes

Directors' fees include fees for services as directors, where appropriate, of Media24 Proprietary Limited. An additional fee may be paid to directors for work done as directors with specific expertise.

Committee fees include fees for attending meetings of the audit committee, risk committee, human resources and remuneration committee, nomination committee and social, ethics and sustainability committee. Committee and trustee fees include, where appropriate, fees to be considered by shareholders at the Annual General Meeting on 27 August 2021 for services as trustees of the group's share-incentive schemes. Non-executive directors are subject to regulations on appointment and rotation in terms of the company's memorandum of incorporation and the South African Companies Act.

Other disclosures (continued)

43. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

Directors' remuneration (continued)

Non-executive directors are subject to regulations on appointment and rotation in terms of the company's memorandum of incorporation and the South African Companies Act.

	2021[1]						
	Directors' fees		Committee and trustee fees		Other fees[2]		
Non-executive directors	Paid by company US$'000	Paid by subsidiary US$'000	Paid by company US$'000	Paid by subsidiary US$'000	Paid by company US$'000	Paid by subsidiary US$'000	Total US$'000
J P Bekker[3]	**533**	**22**	**-**	**7**	**-**	**-**	562
E M Choi	**224**	**-**	**64**	**-**	**-**	**-**	288
H J du Toit[4]	**-**	**-**	**-**	**-**	**-**	**-**	-
C L Enenstein	**234**	**-**	**105**	**-**	**-**	**50**	389
D G Eriksson	**234**	**-**	**260**	**-**	**-**	**-**	494
M Girotra[5]	**234**	**-**	**49**	**-**	**-**	**-**	283
R C C Jafta	**234**	**65**	**150**	**23**	**-**	**-**	472
F L N Letele	**231**	**-**	**26**	**-**	**-**	**-**	257
D Meyer	**234**	**-**	**26**	**-**	**-**	**-**	260
R Oliveira de Lima	**234**	**-**	**53**	**-**	**-**	**50**	337
S J Z Pacak	**234**	**-**	**59**	**-**	**-**	**-**	293
T M F Phaswana[6]	**-**	**-**	**-**	**-**	**-**	**-**	-
M R Sorour[7]	**234**	**150**	**-**	**-**	**-**	**120**	504
J D T Stofberg	**231**	**-**	**26**	**-**	**-**	**-**	257
B J van der Ross	**234**	**-**	**29**	**-**	**-**	**-**	263
Y Xu[8]	**177**	**-**	**-**				177
	3 502	237	847	30	-	220	4 836

[1] Following the listing of Prosus, non-executive directors serve on the boards of both Naspers and Prosus. As a result of the non-executive directors assuming dual responsibilities the fees were split between Naspers and Prosus on a 30/70 basis.
[2] Compensation for assignments.
[3] Koos Bekker elected to donate the rand equivalent of his director's fees, being R3.6m (pre-tax), to education. This year the recipient was the primary Volkskool in Heidelberg, South Africa.
[4] Hendrik Du Toit elected not to receive directors' fees.
[5] Retired with effect from 1 April 2021.
[6] Retired with effect from 1 April 2020.
[7] Mark Sorour received US$13 078,95 from MIH Holdings Proprietary Limited for the period 1 April 2020 to 31 March 2021. This payment relates to the increased cost of medical aid for retired members of the MMED medical aid scheme as a result of the unbundling of MultiChoice Group. The company will provide an annual allowance to cover the difference in cost for retired scheme members during FY20 and FY21 only. This is not disclosed in the above table.
[8] Appointed on 26 June 2020 as a director of Naspers and on 18 August 2020 as a director of Prosus.

Other disclosures (continued)

43. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

Directors' interests in Naspers scheme shares in the group's equity compensation plans

The executive directors of Naspers are allowed to participate in Naspers group share-based incentive schemes (including those of associate companies and joint ventures). Details as at 31 March 2022 in respect of the executive directors' participation in such scheme shares not yet released, are as follows:

Name	Incentive scheme	Offer date	Number of shares	Purchase price	Release period	Value of option[1]
V Sgourdos	MIH Internet Holdings BV Share Trust[2]	25/06/2018	8 277	R3 100.99	25/06/2022	R1 351.31
	MIH Internet Holdings BV Share Trust	16/07/2019	4 107	R3 494.00	16/07/2022 to 16/07/2023	R1 293.01 to R1 456.05
	MIH Internet Holdings BV Share Trust	21/09/2020	6315	R2 827.88	21/09/2022 to 21/09/2024	R1 157.09 to R1 329.25
	MIH Internet Holdings BV Share Trust	13/07/2021	5 489	R2 819,37	13/07/2022 to 13/07/2025	R1 055.97 to R1 290.21
	Naspers Global Ecommerce SAR	15/08/2017	25 354	US$27.25	15/08/2022	US$31.14
	Naspers Global Ecommerce SAR	08/09/2017	21 020	US$27.60	08/09/2022	US$31.38
	Naspers Global Ecommerce SAR	25/06/2018	53 692	US$33.57	25/06/2022	US$26.68
	Naspers Global Ecommerce SAR	16/07/2019	113 253	US$36.70	16/07/2022 to 16/07/2023	US$25.58 to US$29.40
	Naspers Global Ecommerce SAR	21/09/2020	111 238	US$41.98	21/09/2022 to 21/09/2024	US$24.77 to US$30.41
	Naspers Global Ecommerce SAR	21/06/2021	92 661	US$63.89	21/06/2022 to 21/06/2025	US$21.02 to US$26.62
	Naspers PSU	09/09/2019	12 718	-	30/06/2022	R3 528.34
	Naspers PSU	21/09/2020	28 623	-	21/09/2023	R2 827.88
	Naspers PSU	21/06/2021	16 472	-	21/06/2024	R2 945.46
	Prosus N.V. Share Option Plan	26/08/2021	5442	Eur71.61	26/08/2022 to 26/08/2025	Eur24.56 to Eur28.53
	Prosus PSU	26/08/2021	15 995	-	26/08/2024	Eur 67.32

[1] The value of the option represents the fair value on grant date in accordance with IFRS in the respective scheme currency.

[2] Following the listing of Prosus on 11 September 2019, the MIH Services FZ LLC trust was renamed the MIH Internet Holdings BV Share Trust.

Other disclosures (continued)

43. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

Directors' interests in Naspers scheme shares in the group's share incentive schemes (continued)

Name	Incentive scheme	Offer date	Number of shares	Purchase price	Release period	Value of option[1]
B van Dijk	MIH Internet Holdings BV Share [2]	25/06/2018	15 287	R3 100.99	25/06/2022	R1 351.31
	MIH Internet Holdings BV Share Trust	16/07/2019	7 919	R3 494.00	16/07/2022 to 16/07/2023	R1 293.01 to R1 456.05
	MIH Internet Holdings BV Share Trust	21/09/2020	10 656	R2 827.88	21/09/2022 to 21/09/2024	R1 157.09 to R1 329.25
	MIH Internet Holdings BV Share Trust	13/07/2021	9 264	R2 819,37	13/07/2022 to 13/07/2025	R1 055.97 to R1 290.21
	Naspers Global Ecommerce SAR	15/08/2017	146 789	US$27.25	15/08/2022	US$31.14
	Naspers Global Ecommerce SAR	08/09/2017	35 055	US$27.60	08/09/2022	US$31.38
	Naspers Global Ecommerce SAR	25/06/2018	104 610	US$33.57	25/06/2022	US$26.68
	Naspers Global Ecommerce SAR	16/07/2019	218 416	US$36.70	16/07/2022 to 16/07/2023	US$25.58 to US$29.40
	Naspers Global Ecommerce SAR	21/09/2020	187 714	US$41.98	21/09/2022 to 21/09/2024	US$24.77 to US$30.41
	Naspers Global Ecommerce SAR	21/06/2021	156 368	US$63.89	21/09/2022 to 21/09/2025	US$21.02 to US$26.62
	Naspers PSU	09/09/2019	24 527	-	30/06/2022	R3 528.34
	Naspers PSU	21/09/2020	48 302	-	21/09/2023	R2 827.88
	Naspers PSU	21/06/2021	27 796	-	21/06/2024	R2 945.46
	Prosus N.V. Share option plan	26/08/2021	9 183	Eur 71.61	26/08/2022 to 26/08/2025	Eur24.56 to Eur 28.53
	Prosus PSU	26/08/2021	26 993	-	26/08/2024	Eur67.32

[1] The value of the option represents the fair value on grant date in accordance with IFRS in the respective scheme currency.

(2) Following the listing of Prosus on 11 September 2019, the MIH Services FZ LLC trust was renamed the MIH Internet Holdings BV Share Trust.

Other disclosures (continued)

43. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

Directors' interests in Naspers shares

The directors of Naspers have the following interests in Naspers A ordinary shares at 31 March:

	2022			2021		
	Naspers A ordinary shares			Naspers A ordinary shares		
	Beneficial			Beneficial		
Name	Direct	Indirect	Total	Direct	Indirect	Total
J D T Stofberg[1]	-	175	175	-	175	175
S J Z Pacak[1]	-	105	105	-	105	105
	-	280	280	-	280	280

[1] *Additional Naspers A shares received as part of the Naspers A share capitalisation award approved by shareholders at the extraordinary general meeting on 23 August 2019.*

Koos Bekker and Cobus Stofberg each have an indirect 25% interest in Wheatfields 221 Proprietary Limited, which controls 168 605 Naspers Beleggings (RF) Beperk ordinary shares, 16 860 500 Keeromstraat 30 Beleggings (RF) Beperk ordinary shares and 179 989 Naspers A shares.

No other director of Naspers had any direct interest in Naspers A ordinary shares at 31 March 2022 or 31 March 2021.

The directors of Naspers (and their associates) had the following interests in Naspers N ordinary shares as at 31 March:

	2022			2021		
	Naspers N ordinary shares			Naspers N ordinary shares		
	Beneficial			Beneficial		
Name	Direct	Indirect[1]	Total	Direct	Indirect	Total
J P Bekker[2]	-	1 687 887	1 687 887	-	4 688 691	4 688 691
H J Du Toit[2]	1 265	-	1 265	3 512	-	3 512
C L Enenstein	-	415	415	-	415	415
F L N Letele[3]	2 604	-	2 604	2 604	-	2 604
S J Z Pacak[2]	113 986	82 800	196 786	316 635	134 000	450 635
V Sgourdos[2][4]	11 694	104 395	116 089	32 483	98 410	130 893
M R Sorour[2]	1 349	166 636	167 985	2 145	159 295	161 440
J D T Stofberg[2]	81 028	291 888	372 916	183 317	291 888	475 205
B J van der Ross[2]	918	295	1 213	2 550	820	3 370
B van Dijk[2]	18 651	1 088 957	1 107 608	51 809	1003 928	1055 737
Y Xu	-	-	-	-	-	-
	231 495	3 423 273	3 654 768	595 055	6 377 447	6 972 502

[1] *Naspers SOs that have been released (vested), but have not yet been exercised, are included in the indirect column:*
Bob van Dijk – 1 088 957 (2021: 1 003 928). Basil Sgourdos – 104 395 (2021: 98 410). Mark Sorour - 166 194 (2021: 158 853). Steve Pacak – 54 000 (2021: 54 000)..

[2] *Each of these directors participated in the share exchange which was approved by shareholders on 9 July 2021 and concluded on 16 August 2021. As part of this transaction, the directors traded a portion of their Naspers N ordinary shares in exchange for Prosus ordinary shares.*

[3] *On interrogation of the Naspers certificated register, the direct holding has been restated. The comparative has also been restated*

[4] *On 31 January 2022, Basil has exercised 11 124 Naspers and Prosus options and decided to dispose of the Naspers N ordinary shares he received and to retain the Prosus ordinary shares N. The full net gain after tax on disposal of these shares was reinvested back into the group in the form of Prosus N.V. ordinary shares N when, on 1 March 2022, he purchased 20 000 Prosus ordinary shares N at a volume weighted average value per share of €56.3933.*

There have been no further changes to the directors' interests in the table above between the end of the financial year and 17 June 2022.

43. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

Key management remuneration

Comparatives have not been restated to account for the change in the composition of key management.

	2022 US$'000	2021 US$'000
Short-term employee benefits[1]	**23 805**	17 183
Post-employment benefits	**744**	634
Share-based payment expense	**45 316**	294 490
	69 865	312 307

[1] Short-term employee benefits consist of base salary, short-term incentives and other short-term benefits.

No other remuneration is paid to executive directors. Remuneration is earned for services rendered in conducting the business of the group.

44. COMMITMENTS AND CONTINGENCIES

The group is subject to commitments and contingencies, which occur in the normal course of business, including legal proceedings and claims that cover a wide range of matters. The group plans to fund these commitments and contingencies out of existing facilities and internally generated funds.

(a) Capital expenditure

Commitments in respect of contracts placed for capital expenditure at 31 March 2022 amount to US$96.0m (2021: US$60.4m).

(b) Other commitments

The group entered into contracts for the receipt of various services. These service contracts are for the receipt of information technology and computer support services, access to networks, consulting services and contractual relationships with customers, suppliers and employees. The group's commitments in respect of these agreements amount to US$133.5m (2021: US$81.4m).

(c) Lease commitments

Lease commitments include the group's short-term lease arrangements as well as other contractual lease agreements whose commencement date is after 31 March 2022. Short-term lease commitments relate to leasing arrangements with lease terms of 12 months or less that are not recognised on the statement of financial position. The group has the following lease commitments at 31 March:

	31 March	
	2022 US$'m	2021 US$'m
Minimum lease payments:		
Payable in year one	**6**	2
Payable in year two	**5**	2
Payable in year three	**4**	2
Payable in year four	**3**	2
Payable in year five	**3**	2
Payable after five years	**3**	4
	24	14

44. COMMITMENTS AND CONTINGENCIES (continued)

(d) Litigation claims

Taxation matters

The group operates a number of businesses in jurisdictions where taxes are payable on certain transactions or payments. The group continues to seek relevant advice and works with its advisers to identify and quantify such tax exposures. Our current assessment of possible withholding and other tax exposures, including interest and potential penalties, amounts to approximately US$18.0m (2021: US$40.5m).

Further, the group had an uncertain tax position of US$170.8m at 31 March 2020 related to amounts receivable from tax authorities. In the financial year ended 31 March 2019, the group concluded that this uncertain tax position was not probable and reflected the uncertainty in the tax expense recognised during that financial year. In September 2020, the group received this amount and has recognised it in “Taxation” in the consolidated income statement, where it was originally recognised. The receipt of the amount has evidenced that no taxation was payable on the transaction and therefore this cash flow has been classified consistently with the underlying transaction in the consolidated statement of cash flows.

(e) Assets pledged as collateral

The group pledged property, plant and equipment, investments, cash and cash equivalents, trade receivables and other working capital as collateral against its secured long-term liabilities with an outstanding balance of US$317.8m (2021: US$98.9m). Refer to note 31 for further details.

45. SUBSEQUENT EVENTS

In August 2021 the group entered into an agreement with the shareholders of the Indian digital payments provider IndiaIdeas.com Limited (BillDesk) to acquire 100% of the equity in BillDesk for a consideration of approximately US$4.7bn (INR345.0bn). The acquisition is structured as an all-cash transaction with the purchase price payable at closing, subject to the approval of the competition commission of India. The group will account for the investment in BillDesk as a subsidiary.

In May 2022 the group announced its intention to exit its Russian businesses. The group has started the search for an appropriate buyer for its shares in Avito.

In March 2022 the group received a special interim dividend from Tencent, in the form of a distribution in specie of 131 873 028 JD.com shares. The group completed the sale of the 131 873 028 JD.com shares in June 2022, for total proceeds of approximately US$3.6bn. Accumulated fair value losses related to these shares of approximately US$255m will be reclassified from the valuation reserve to retained earnings within equity as a result of this disposal.

In June 2022, the board of directors approved the beginning of an open-ended, repurchase programme in respect of the ordinary shares N of Prosus N.V. and N ordinary shares of Naspers Limited, from the respective Prosus and Naspers free-float shareholders. With the support of Tencent Holdings Limited, Prosus has removed all restrictions on the sale by Prosus of the ordinary shares in Tencent and will begin selling small amounts of Tencent Shares regularly, in an orderly manner, while concurrently purchasing Prosus Ordinary Shares N and Naspers N Ordinary Shares as long as the discount to net asset value is at elevated levels.

Company statement of financial position

As at 31 March 2022

	Notes	31 March 2022 R'm	31 March 2021 R'm
ASSETS			
Non-current assets		**1 300 047**	1 297 809
Investments in subsidiaries	2	**1 297 356**	1 295 954
Loans to subsidiaries	3	**2 684**	1 846
Property, plant and equipment		**1**	2
Other intangible assets		**2**	-
Investment at fair value through other comprehensive income	4	**4**	7
Current assets		**91**	1 977
Other receivables	5	**11**	7
Related party receivables	6	**7**	1 811
Taxation receivable		**43**	54
Cash and cash equivalents	16	**30**	105
TOTAL ASSETS		**1 300 138**	1 299 786
EQUITY AND LIABILITIES			
Shareholders' equity		**1 299 563**	1 299 714
Share capital and premium	7	**44 455**	44 425
Other reserves		**1 299**	1 296
Retained earnings		**1 253 809**	1 253 993
Current liabilities		**575**	72
Accrued expenses and other current liabilities	8	**26**	22
Related party payables	6	**522**	24
Dividends payable		**27**	26
TOTAL EQUITY AND LIABILITIES		**1 300 138**	1 299 786

The accompanying notes are an integral part of these company annual financial statements.

Company statement of comprehensive income

for the year ended 31 March 2022

	Notes	31 March 2022 R'm	31 March 2021 R'm
Revenue	9	**1 472**	2 728
Selling, general and administration expenses	10	**(235)**	(185)
Other gains - net	11	**267**	272
Operating profit		**1 504**	2 815
Interest income	12	**52**	159
Interest expense	12	**(20)**	-
Other finance costs - net	12	**(33)**	(149)
Loss on acquisitions and disposals	13	**(235)**	(35)
Profit before taxation		**1 268**	2 790
Taxation	14	**(12)**	-
Profit for the year		**1 256**	2 790
Other comprehensive income[1]		**-**	5
Fair-value gain on financial assets at fair value through other comprehensive income	4	**-**	2
Actuarial gain of post employment liabilities		**-**	3
Total comprehensive income for the year		**1 256**	2 795

(1) *All components of other comprehensive income will not subsequently be reclassified to profit or loss.*

The accompanying notes are an integral part of these company annual financial statements.

Company statement of changes in equity

for the year ended 31 March 2022

	Share capital and premium		Share-based compensation reserve	Valuation reserve	Retained earnings	Total
	A shares R'm	N shares R'm	R'm	R'm	R'm	R'm
Balance at 1 April 2020	19	44 395	6	1 294	1 253 720	1 299 434
Total comprehensive income for the year	-	-	-	5	2 790	2 795
Profit for the year	-	-	-	-	2 790	2 790
Total other comprehensive income for the year	-	-	-	5	-	5
Treasury share movement[1]	-	11	-	-	-	11
Transfers to non-distributable reserves	-	-	(6)	(3)	9	-
Dividends[2]	-	-	-	-	(2 526)	(2 526)
Balance at 31 March 2021	19	44 406	-	1 296	1 253 993	1 299 714
Balance at 1 April 2021	**19**	**44 406**	**-**	**1 296**	**1 253 993**	**1 299 714**
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**1 256**	**1 256**
Profit for the year	**-**	**-**	**-**	**-**	**1 256**	**1 256**
Total other comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**-**
Treasury share movement[1]	**-**	**30**	**-**	**-**	**-**	**30**
Income movements of equity	**-**	**-**	**-**	**-**	**-**	**-**
Transfer of reserves as a result of disposals[3]	**-**	**-**	**-**	**3**	**(3)**	**-**
Dividends[2]	**-**	**-**	**-**	**-**	**(1 437)**	**(1 437)**
Balance at 31 March 2022	**19**	**44 436**	**-**	**1 299**	**1 253 809**	**1 299 563**

(1) Relates to shares acquired by participants from the Naspers equity compensation plan upon the vesting of their equity compensation awards. Once shares are acquired by participants they are no longer accounted for as treasury shares and result in an increase in N ordinary share capital and premium. This together with gains and losses arising from the vesting of compensation awards is reflected as a net movement.

(2) Refer to note 17 for further details relating to dividend payments.

(3) Relates to the transfer of gain on disposal of equity investments at fair value through other comprehensive income. Refer to note 4.

The accompanying notes are an integral part of these company annual financial statements.

Company statement of cash flows

for the year ended 31 March 2022

	Notes	31 March 2022 R'm	2021 R'm
Cash flows from operating activities			
Cash generated in operations	15	**2 065**	606
Interest income received		**31**	327
Interest expense paid		**(17)**	-
Dividends received		**1 437**	2 375
Taxation paid	14	**(1)**	(54)
Net cash generated from operating activities		**3 515**	3 254
Cash flows from investing activities			
Proceeds from sale of property, plant and equipment		**3**	-
Intangible assets acquired		**(2)**	-
Additional investment in subsidiary[1]		**(966)**	-
Disposal of subsidiary[2]		**106**	-
Loans repaid by subsidiaries	3	**127**	23
Loans advanced to subsidiaries	3	**(1 454)**	(751)
Net cash utilised in investing activities		**(2 186)**	(728)
Cash flows from financing activities			
Proceeds from issue of share capital[3]		**30**	11
Dividends paid	17	**(1 434)**	(2 523)
Net cash utilised in financing activities		**(1 404)**	(2 512)
Net (decrease)/increase in cash and cash equivalents		**(75)**	14
Foreign exchange translation adjustments on cash and cash equivalents		**-**	(6)
Cash and cash equivalents at the beginning of the year		**105**	97
Cash and cash equivalents at the end of the year	16	**30**	105

(1) *In August 2021 the company purchased 1 128 507 756 Prosus B ordinary shares for €56.4m (ZAR986.3m) cash. Refer to note 2 for further details.*

(2) *In April 2021 the company sold its 100% held subsidiary, Naspers Properties Proprietary Limited, to Media24 Proprietary Limited for a cash consideration of R106m. Refer to note 2 for further details.*

(3) *Relates to shares acquired by participants from the Naspers equity compensation plan upon the vesting of their equity compensation awards. Once shares are acquired by participants they are no longer accounted for as treasury shares and result in an increase in N ordinary share capital and premium. This together with gains and losses arising from the vesting of compensation awards is reflected as a net movement in the statement of changes in equity.*

The accompanying notes are an integral part of these company annual financial statements.

1. PRINCIPAL ACCOUNTING POLICIES

Basis of preparation

The company annual financial statements are presented in accordance with, and comply with, International Financial Reporting Standards (IFRS) and interpretations of those standards as issued by the International Accounting Standards Board (IASB) and effective at the time of preparing these financial statements, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, Financial Pronouncements as issued by the Financial Reporting Standards Council and the Companies Act No 71 of 2008.

Accounting policies

The accounting policies of the company are the same as those of the group, where applicable (refer to note 2 of the consolidated annual financial statements), specifically as regards:

- Investments at fair value through other comprehensive income; and
- Financial assets measured at amortised cost.

Investments in subsidiaries

Investments in subsidiaries are accounted for at cost less accumulated impairment losses in the company annual financial statements. Cost is adjusted to reflect changes in consideration arising from contingent consideration arrangements and includes the directly attributable costs of acquiring investments. Loans receivable which are forgiven are recognised as a capital contribution to the subsidiary and are measured at cost (represented by the carrying amount of the loan) at the date of the contribution.

IFRS 9 *Financial Instruments*

Classification of loans to subsidiaries

Loans to subsidiaries, related party receivables and cash and cash equivalents are classified as financial assets at amortised cost as these items are held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual cash flows represent solely payments of principal and interest on the amount outstanding. In making this assessment, the company considers the effect of terms (including conversion, prepayment and extension features) that may affect the timing and/or amounts of cash flows.

In terms of IFRS 9, an intercompany loan may only be accounted for in terms of IAS 27 if it meets the definition of an equity instrument from the perspective of the subsidiary to which the loan has been granted.

Accordingly, as all loans extended to subsidiaries of the company are accounted for as debt instruments by the relevant subsidiaries, the company has applied the recognition and measurement provisions of IFRS 9 to these loans.

Measurement of financial assets at amortised cost

The company applied the measurement provisions of IFRS 9, including those relating to impairment allowances on financial assets at amortised cost, to all financial instruments within the measurement scope of IFRS 9. The company's impairment methodology related to financial assets at amortised cost is detailed in note 3 of the company annual financial statements.

Accounting judgements and sources of estimation uncertainty

The preparation of the company financial statements necessitates the use of estimates, assumptions and judgements by management. These estimates, assumptions and judgements affect the reported amounts of assets, liabilities and contingent assets and liabilities at the reporting date as well as the reported income and expenses for the year. Although estimates are based on management's best knowledge and judgement of current facts as at the statement of financial position date, the actual outcome may differ from these estimates.

1. PRINCIPAL ACCOUNTING POLICIES (continued)

Impairment of investments in subsidiaries

The company periodically evaluates the carrying value of assets when events and circumstances indicate that the carrying value may not be recoverable. Factors that the company considers important, which could trigger an impairment review include, but are not limited to, significant under-performance relative to expected historical or projected future operating results, significant changes in the manner of use of the acquired assets or the strategy for the company's overall business, significant negative industry or economic trends that are likely to prevail into the long-term and the market capitalisation of listed investments relative to its net book value. The carrying value of an asset is considered impaired when the recoverable amount of such an asset is separately identifiable and is less than its carrying value. The recoverable amount is the higher of fair value less costs to sell and the value in use. In that event, a loss is recognised based on the amount by which the carrying value exceeds the recoverable amount of the asset. Impairments that are recognised, are recognised in the profit or loss account. An impairment loss is directly recognised in the profit or loss account while the carrying amount of the asset concerned is concurrently reduced.

The recoverable amount is determined primarily using anticipated cash flows discounted at a rate commensurate with the risk involved or the last traded price for listed investments. The revenue growth rates and profit margins (EBITDA margins) used to estimate future performance are based on past performance and our expectations for growth rates and profit margins achievable in the markets and businesses the companies are active in. In addition to the forecasts used in the impairment assessments, sensitivity analyses have been prepared. The recoverable amount for unlisted investments is determined using fair value less costs to sell in the event of a recent transaction for the investment during the relevant financial year.

Assets to be disposed of are recorded at the lower of their cost and fair value, reduced by the estimated costs to dispose of the asset. The realisable value is determined based on the active market, whereby the prevailing bid price is taken as market price. The costs deducted in determining net realisable value are based on the estimated costs that are directly attributable to the sale and are necessary to realise the sale.

If it is established that an impairment that was recognised in the past no longer exists or has reduced, the increased carrying amount of the asset concerned is set no higher than the carrying amount that would have been determined if no impairment value adjustment for the asset concerned had been reported.

2. INVESTMENTS IN SUBSIDIARIES

The following information relates to Naspers Limited's direct interest in its significant subsidiaries:

Name of subsidiary	Functional currency	Effective percentage interest*		Direct investment in shares		Nature of business	Country of incorporation
		2022 %	2021 %	**2022 R'm**	2021 R'm		
Listed companies							
Prosus N.V.[1]	US$	**42.3**	73.0	**1 274 691**	1 273 705	Investment holding	The Netherlands
Unlisted companies							
Heemstede Beleggings Proprietary Limited	ZAR	**100.0**	100.0	**-**	-	Investment holding	South Africa
MIH Holdings Proprietary Limited	ZAR	**100.0**	100.0	**20 455**	20 455	Investment holding	South Africa
Media24 Holdings Proprietary Limited[2]	ZAR	**100.0**	90.4	**2 210**	1 794	Investment holding	South Africa
Naspers Properties Proprietary Limited[3]	ZAR	**0.0**	100.0	**-**	-	Property holding	South Africa
				1 297 356	1 295 954		

* *The percentage interest shown is the effective financial interest, after disregarding the interest of any equity compensation plans treated as treasury shares.*

(1) *In August 2021, the company completed a voluntary share exchange offer to its shareholders. This offered its shareholders the opportunity to tender their existing Naspers N ordinary shares for newly issued Prosus N ordinary shares at an exchange ratio of 1 (one) Naspers N ordinary share for 2.27443 Prosus N ordinary shares. At the conclusion of the share exchange, Prosus acquired 197,408,377 Naspers N ordinary shares from Naspers N shareholders in exchange for the issue of 448,991,535 new Prosus N ordinary shares. The voluntary share exchange offer was primarily for a capital restructure of the Prosus group. The cross-holding agreement between Naspers and Prosus resulted in an increase in the effective interest of Prosus free float shareholders. The company's effective interest in Prosus therefore reduced to 42.29%. The control structure of Prosus remained unchanged as the company retained majority of the voting rights in Prosus. Furthermore, newly created 1 128 507 756 Prosus B ordinary shares were issued for €56.4m (ZAR986.3m) to the company, representing 100% of the total issued Prosus B ordinary shares, which entitles it to one vote per share, but only to one millionth of the amount of the distribution that a holder of a Prosus N ordinary share is entitled to. The company cannot list or trade these shares. Refer to note 4 of the consolidated annual financial statements for details regarding the share exchange.*

(2) *In July 2021, the company subscribed to 7,912,609 additional shares in Media24 Holdings Proprietary Limited bringing its direct interest to 91.19%. The company ceded its rights and contributed its claims of R150.0m to Media24 Holdings Proprietary Limited in settlement of the additional shares subscribed to. Furthermore, Media24 Holdings Proprietary Limited bought out all of the Welkom Yizani Investments (RF) Limited shareholders, this resulted in the company having an effective financial interest of 100% in Media24 Holdings Proprietary Limited. The investment in Media24 was assessed for impairment and it was determined that the provision for impairment could be fully reversed by R265m as at 31 March 2022.*

(3) *On 1 April 2021 the company purchased one additional share in Naspers Properties Proprietary Limited, this was in full and final settlement of the full debt to the value of R340.0m owed to it by Naspers Properties Proprietary Limited. This was a non-cash transaction. On the same day the company sold its 100% held subsidiary, Naspers Properties Proprietary Limited, to Media24 Proprietary Limited for a cash consideration of R106m, which resulted in a loss of R234.0m.*

2. INVESTMENTS IN SUBSIDIARIES (continued)

Impairment assessment

At the end of each year, the company assesses whether there is an indication that the company's investments in subsidiaries are impaired. The impairment assessment is performed at the level of Prosus N.V., MIH Holdings Proprietary Limited and Media24 Holdings Proprietary Limited. The recoverable amounts of these investments have been determined based on the higher of the value in use and the fair value less costs of disposal.

Prosus N.V.

In light of the decline in the market capitalisation of Prosus N.V. the company assessed whether its investment should be impaired. The recoverable amount of Prosus N.V. is based on its value in use. The value in use was determined based on the sum of Prosus N.V.'s listed and non-listed ecommerce investments. The value in use was determined by using the sum of the recoverable amounts of the investments (i.e. discounted cash flow calculations for unlisted investments and the higher of fair value less costs of disposal and the discounted cash flow model for listed investments). As the value in use of Prosus N.V. exceeds the carrying value recognised on the statement of financial position, no impairment was recognised for this investment.

The value in use calculations determined the equity values for the non-listed ecommerce portfolio which took into account the following key assumptions:

- Revenue and expenses were based on past experience and management's future expectations of business performance.
- The growth rates were consistent with publicly available information relating to long-term average growth rates for the market in which the equity-accounted investments and subsidiaries operate in. Growth rates ranged between 6% and 60%.
- The discount rates reflected both the time value of money and other market specific risks relating to the respective entity. Discount rates ranged between 9% and 25%.
- The terminal growth rates considered the steady growth rates that would appropriately extrapolate cash flows beyond the forecasted periods. Terminal growth rates ranged between 2% and 7%.

As part of our impairment testing, we performed sensitivity analyses on the underlying discounted cash flow calculations. The main inputs for the expected future cash flows are revenue growth, profit margins, discount rates and long-term growth rates on which sensitivity analyses have been prepared. Reasonable possible changes on the revenue growth rates, profit margins and discount rates used to estimate future performance have been assessed as to whether it impacts the recoverable amounts of the company’s investments in subsidiaries. It has been determined that some investments are more sensitive to changes than others.

As part of our impairment testing, we also compared the sum of the total value of the underlying assets of Prosus, as well as the carrying amounts, to the market capitalisation of Prosus. The market capitalisation of R1,122bn (US$76.8bn) as at 31 March 2022 shows a discount to the total market value of the listed marketable securities held by Prosus as at 31 March 2022, which amounted to R2,060bn (US$141bn). We considered that it is common that investment holding companies trade at a discount to the fair value on the controlling basis of their underlying assets. Holding company discounts vary significantly but are normally in the 10% to 40% range, although, in some cases, this can extend to over 50%. The reasons for holding company discounts can vary according to each company’s specific circumstances, but can include management costs, tax leakage, governance and shareholder structure, information asymmetry and perceived reinvestment risk.

Based on our analysis, we conclude that this discount does not – as such – result in an additional reduction of the value determined under IAS 36 used in the impairment assessment of Prosus.

If either the pre- or post-tax discount rate applied to cash flows were to increase relatively by 5% or the growth rate used to extrapolate cash flows were to decrease relatively by 5%, or if both the discount rate and the growth rate were to increase and decrease relatively by 5% respectively, there would be no impairments that would have to be recognised.

MIH Holdings and Media24

The recoverability of the carrying amounts of MIH Holdings Proprietary Limited and Media24 Holdings Proprietary Limited were tested through a sum of the recoverable amounts of their underlying investments using a combination of value in use calculations and quoted prices for listed investments.

2. INVESTMENTS IN SUBSIDIARIES (continued)

Impairment assessment (continued)

The value in use is based on discounted cash flow calculations. The company based its cash flow calculations on up to ten-year budget and forecast information of the underlying entities. Forecasts are approved by senior management and/or the various boards of directors of group companies. Long-term average growth rates for the respective countries in which the entities operate or, where more appropriate, the growth rate of the entity, were used to extrapolate cash flows into the future. Terminal growth rates used in the calculation range between -5% and 6% (2021: 0% and 5%) and post-tax discount rates range between 16.7% and 18.0% (2021: 15.5% and 17.5%).

The company's impairment assessment takes into account that, in most instances, longer forecast periods are required for many ecommerce businesses. These longer forecast periods are required as the ecommerce businesses generally only reach maturity once sufficient market share has been gained, the businesses have reached the appropriate scale and have become revenue generative/profitable. Key assumptions in estimating these future cash flows over the forecast period include the entity's ability to capture the required market share and the additional investment required in order for it to reach the appropriate scale.

Value in use calculations are performed using the appropriate operational cash flows, and accordingly, discount rates take into account country risk premiums and inflation differentials as appropriate. Post-tax discount rates have been applied in calculations as value in use was determined using post-tax cash flows.

The calculation of value in use is most sensitive to the following assumptions:

- revenue growth rates;
- expected EBITDA margins;
- growth rates used to extrapolate cash flows beyond the budget and forecast period, including the terminal growth rate applied in the final projection year; and
- discount rates.

When determining cash flows over the forecast periods, EBITDA margin assumptions vary between the diverse range of businesses.

The carrying amount pertaining to the investment in MIH Holdings Proprietary Limited and Media24 Holdings Proprietary Limited, amounting to R20.5bn and R2.2bn respectively, is especially sensitive to changes in the underlying assumptions.

Key assumptions underlying revenue forecasts for the ecommerce businesses include the entities' anticipated market share. The ecommerce assets are at various life stages and the early stage investments are more sensitive to changes in assumptions.

The company recognised a full reversal of impairment on the investment in Media24 Holdings Proprietary Limited of R265.3m during the financial year ended 31 March 2022 (2021: partial reversal of impairment of R268.3m). Media24's improved performance in the current year was the basis for the budgets and forecast used for determining the recoverable amount, accordingly this improved performance and future projections resulted in the reversal of impairment up to the recoverable amount for this investment. The recoverable amount of Media24 Holdings Proprietary Limited was determined to be R4.0bn (2021: R1.8bn).

We performed sensitivity analyses on the underlying discounted cash flow calculations. The main inputs for the expected future cashflows are revenue growth, profit margins, discount rates and long-term growth rates on which sensitivity analyses have been prepared. Reasonable possible changes on the revenue growth rates, profit margins and discount rates used to estimate future performance have been assessed as to whether it impacts the recoverable amounts of the company's investments in subsidiaries. It has been determined that some investments are more sensitive to changes than others.

For MIH Holdings Proprietary Limited and Media24 Holdings Proprietary Limited, if either the pre- or post-tax discount rate applied to cash flows were to increase relatively by 5% or the growth rate used to extrapolate cash flows were to decrease relatively by 5%, or if both the discount rate and the growth rate were to increase and decrease relatively by 5% respectively, there would be no impairments that would have to be recognised.

3. LOANS TO SUBSIDIARIES

	31 March 2022 R'm	2021 R'm
Loans to subsidiaries		
Media24 Holdings Proprietary Limited[1]	**-**	150
MIH Holdings Proprietary Limited	**2 684**	1 356
Naspers Properties Proprietary Limited[1]	**-**	340
	2 684	1 846

[1] *Refer to note 2 for details on the decrease in loan balances.*

Loans to subsidiary companies do not have any fixed repayment terms and are interest free, except for Rnil (2021: R180.0m) of the Naspers Properties Proprietary Limited loan account which bears interest at a rate of nil (2021: prime less 2%). The loans are not expected to be repaid within the next 12 months.

As a result of loans to subsidiary companies having no fixed repayment terms, these loans are considered to be repayable on demand by the company and accordingly the effect of discounting these loans is insignificant.

The company establishes allowances for credit losses (impairment allowances) on loans to subsidiaries equal to the 12-month expected credit losses on these items unless there has been a significant increase in credit risk since initial recognition of these loans. Where there has been a significant increase in credit risk since initial recognition, impairment allowances are adjusted to equal the lifetime expected credit losses on these loans.

At 31 March 2022 the impairment allowances related to loans to subsidiaries were not significant on account of the loan counterparty's holdings of substantial highly-liquid marketable securities and cash/short-term cash investment balances. These holdings by the counterparties significantly exceed their obligations, including their liabilities towards the company, and accordingly mitigate the credit risk arising from these loans significantly.

4. INVESTMENT AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	31 March 2022 R'm	2021 R'm
Investment in the MultiChoice Group Limited shares	**4**	7
	4	7

The investment in the MultiChoice Group Limited (the MultiChoice Group) relates to shares received by share-incentive trusts and other Naspers group companies that held Naspers Limited N-ordinary shares (as treasury shares) at the time of distribution of the group's interest in the MultiChoice Group to its shareholders in 2019. The MultiChoice Group shares, with a fair value of R4.0m (2021: R6.8m) are held by the Naspers Share Incentive Trust and will be utilised when relevant awards are settled with participants on exercise. The Naspers Share Incentive Trust is a special purpose vehicle of the company, acting in its capacity as an agent. To this extent, a cash-settled share-based payment liability of R4.0m (2021: R6.8m) has been raised for these awards and is included in note 8.

5. OTHER RECEIVABLES

	31 March 2022 R'm	2021 R'm
Prepaid expenses	**9**	7
Other	**2**	-
	11	7

6. RELATED PARTY TRANSACTIONS AND BALANCES

For details on related party loans, interest and dividends received refer to notes 3 and 9.

	31 March	
	2022 R'm	2021 R'm
Related party receivables		
MIH Treasury Services Proprietary Limited	**-**	1 809
MIH Holdings Proprietary Limited	**1**	2
Prosus Services B.V.	**6**	-
	7	1 811
Related party payables		
MIH Treasury Services Proprietary Limited	**(517)**	-
MIH Holdings Proprietary Limited	**(5)**	(23)
Media24 Proprietary Limited	**-**	(1)
	(522)	(24)

Related party receivables and payables are due within 30 days from statement date and are interest free. These financial assets are considered, by nature, to be trade receivables and accordingly are subject to the simplified impairment methodology in IFRS 9. As the amounts owing are due by group companies, the impairment assessment takes into account the existence of collateral and letters of support by group companies. As at 31 March 2022 and 2021, impairment allowances on related party receivables were not significant on account of the receivable counterparties' holdings of substantial highly-liquid marketable securities and cash/short-term cash investment balances.

During the current financial year the company subscribed to additional shares in Media24 Holdings Proprietary Limited by ceding its rights and contributing its claims of R150.0m to Media24 Holdings Proprietary Limited in settlement of the additional shares subscribed to. The company also purchased one additional share in Naspers Properties Proprietary Limited, which was in full and final settlement of the full debt owed to it by Naspers Properties Proprietary Limited of R340.0m and on the same day the company sold its 100% held subsidiary, Naspers Properties Proprietary Limited, to Media24 Proprietary Limited for a cash consideration of R106m, which resulted in a loss of R234.0m. Refer to note 2.

	31 March	
	2022 R'000	2021 R'000
Directors' emoluments		
Executive directors		
paid by other companies in the group	**68 955**	84 258
Non-executive directors		
fees for services as directors	**19 620**	21 657
fees for services as directors of subsidiary companies	**50 801**	51 829
	139 376	157 744

Based on the principal activities of the company as holding company, the transactions disclosed in the notes are related party transactions. The financial statement impact and nature of the transactions are disclosed in the respective notes. Refer to note 43 of the consolidated annual financial statements for disclosure on executive and non-executive directors' remuneration.

7. SHARE CAPITAL AND PREMIUM

	31 March	
	2022 R'm	2021 R'm
Authorised		
1 250 000 A ordinary shares of R20 each	**25**	25
500 000 000 N ordinary shares of 2 cents each	**10**	10
	35	35
Issued and fully paid		
961 193 A ordinary shares of R20 each (2021: 961 193)	**19**	19
435 511 058 N ordinary shares of 2 cents each (2021: 435 511 058)	**9**	9
Share capital	**28**	28
Share premium	**44 130**	44 130
Share capital and premium	**44 158**	44 158
Cumulative effect of treasury shares used in equity compensation plans[(1)]	**297**	267
	44 455	44 425

[(1)] *Refers to the cumulative net effect on share premium of treasury shares held at cost and gains and losses arising on vesting of equity compensation awards.*

Voting and dividend rights

The A ordinary shareholders are entitled to 1 000 votes per share. In terms of the Naspers memorandum of incorporation, both N and A ordinary shareholders are entitled to nominal dividends, however, the dividends declared to A ordinary shareholders are equal to one-fifth of the dividends to which N ordinary shareholders are entitled. In respect of all other rights, the A ordinary shares rank pari passu with the N ordinary shares of the company.

Refer to note 24 of the consolidated annual financial statements for further details on voting and dividend rights, treasury shares and unissued share capital.

Capital management, unissued shares and valuation reserve

Refer to notes 24 and 25 of the consolidated annual financial statements for the group's capital management policy. The company relies upon distributions, including dividends, from its subsidiaries and interest to generate the funds necessary to meet its obligations and other cash flow requirements. The valuation reserve relates mainly to movements in investments held at fair value through other comprehensive income and actuarial gains and losses.

7. SHARE CAPITAL AND PREMIUM (continued)

	2022 Number of shares	2021 Number of shares
Movement in ordinary shares in issue during the year		
Ordinary shares in issue at 1 April	**436 472 251**	436 472 251
Shares in issue at 31 March	**436 472 251**	436 472 251
Movement in N ordinary shares held as treasury shares during the year		
Shares held as treasury shares at 1 April	**159 745**	168 282
Shares acquired by participants from the Naspers equity compensation plan	**-**	(8 537)
Shares held as treasury shares at 31 March	**159 745**	159 745

	31 March	
	2022 R'm	2021 R'm
Share premium		
Balance at 1 April	**44 130**	44 130
Balance at 31 March	**44 130**	44 130

8. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

	31 March	
	2022 R'm	2021 R'm
Accrued expenses	**19**	15
Cash-settled share-based payment liability	**4**	7
Other current liabilities	**3**	-
	26	22

9. REVENUE

	31 March	
	2022 R'm	2021 R'm
Dividends received		
Media24 Holdings Proprietary Limited	**-**	36
Prosus N.V.[(1)]	**1 472**	2 683
Interest received		
Naspers Properties Proprietary Limited	**-**	9
	1 472	2 728

The revenues disclosed above are related-party transactions with the respective group entities.

[(1)] *In August 2021, simultaneous with the share exchange transaction, the cross holding agreement between the company and Prosus N.V. became effective. The company is obligated to pass on any distributions (including dividends) it receives from Prosus N.V. to its free float shareholders.*

10. EXPENSES BY NATURE

Selling, general and administrative expenses include the following items:

	31 March	
	2022 R'm	2021 R'm
Staff costs		
The total cost of employment of all employees, was as follows:		
Salaries, wages and bonuses, retirement benefit costs, medical aid fund contributions, post-employment benefits, UIF, SDL and training costs	**-**	8
Share-based compensation expenses	**-**	2
Total staff costs	**-**	10
Fees paid to non-employees for administration, management and technical services	**37**	48
Auditor's remuneration		
Audit fees	**1**	1
Other expenses	**197**	126
	235	185

11. OTHER GAINS - NET

	31 March	
	2022 R'm	2021 R'm
Reversal of impairment of Media24 Holdings (Pty) Ltd investment[(1)]	**265**	268
Share-based compensation liability move	**-**	2
External dividend received	**-**	2
Gain on disposal of property, plant and equipment	**2**	-
Total other gains - net	**267**	272

(1) *The investment in Media24 was assessed for impairment and it was determined that the provision for impairment could be fully reversed by R265.3m in the current year (2021: partially reversed by R268.3m). Refer to note 2.*

12. FINANCE (COSTS)/INCOME

	31 March 2022 R'm	2021 R'm
Interest expense		
Loans and overdrafts	**(5)**	-
Revolving credit facility	**(15)**	-
	(20)	-
Interest income		
Loans and bank accounts	**30**	132
Other	**22**	27
	52	159
Net loss from foreign exchange translation of derivative and other financial instruments		
On translation of assets and liabilities	**(33)**	(149)
Other finance costs - net	**(33)**	(149)
Finance (costs)/income - net	**(1)**	10

13. LOSS ON ACQUISITIONS AND DISPOSALS

	31 March 2022 R'm	2021 R'm
Loss on sale of investments[1]	**(234)**	-
Transaction-related costs	**(1)**	(35)
	(235)	(35)

(1) *The loss on sale resulted from the sale of Naspers Property Proprietary Limited to Media24 Proprietary Limited.*

14. TAXATION

	31 March 2022 R'm	31 March 2021 R'm
Normal taxation	**12**	-
current year	**55**	54
prior year overprovision	**(43)**	(54)
Taxation per statement of comprehensive income	**12**	-
Reconciliation of taxation		
Taxation at statutory rate of 28% (2021: 28%)	**355**	781
Adjusted for:		
non-deductible expenses[1]	**134**	47
unprovided timing differences	**(1)**	-
non-taxable income[1]	**(494)**	(837)
prior year adjustments	**(43)**	(54)
other taxes	**61**	63
Taxation per statement of comprehensive income	**12**	-
Taxation paid		
Opening balance	**(54)**	-
Recognised in profit or loss	**12**	-
Receivable at the end of the year	**43**	54
Taxation paid per statement of cash flows	**1**	54

(1) *In the current and prior financial years non-deductible expenses relate primarily to donations made and expenses incurred that are not in the production of taxable income. The non-taxable income relates primarily to dividend income and the reversal of impairment of investment.*

The normal South African company tax rate applied for the year ending 31 March 2022 is 28% (2021: 28%). The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the statement of financial position date in the country of operation and where it generates taxable income. The normal South African corporate tax rate changes to 27% for the year of assessment beginning 1 April 2022 and is considered to be substantively enacted. The deferred tax temporary differences expected to reverse at this new corporate tax rate are not material.

15. CASH GENERATED FROM OPERATIONS

	31 March	
	2022 R'm	2021 R'm
Profit before tax per statement of comprehensive income	**1 268**	2 790
Adjustments:		
Non-cash and other	**(1 504)**	(3 008)
Finance costs/(income) - net	**1**	(19)
Dividends received[1]	**(1 472)**	(2 721)
Gain on disposal of property, plant and equipment	**(2)**	-
Share-based compensation expenses	**-**	2
Share-based compensation liability move	**-**	(2)
Reversal of impairment of investment	**(265)**	(268)
Loss on sale of investment	**234**	-
Working capital	**2 301**	824
Cash movement in other receivables and related party receivables	**1 805**	2 346
Cash movement in accrued expenses and payables	**496**	(1 522)
Cash generated from operations	**2 065**	606

(1) *The difference between the dividend received per the statement of comprehensive income and the cash dividend received in the statement of cash flows was due to the exchange rate difference between the date on which the dividend was initially recognised and the date on which the cash was received. The exchange rate difference was recognised in "Other finance (costs)/income – net" in the statement of comprehensive income.*

16. CASH AND CASH EQUIVALENTS

	31 March	
	2022 R'm	2021 R'm
Cash at bank and on hand	**30**	105
	30	105

17. DIVIDENDS

	31 March	
	2022 SA cents per share	2021 SA cents per share
Dividends paid		
Naspers N ordinary shares		
Number 92 - declared 25 August 2021 - paid 6 December 2021 (2021: Number 91 - declared 21 August 2020 - paid 30 November 2020)	**661**	580
Naspers A ordinary shares		
Number 92 - declared 25 August 2021 - paid 6 December 2021 (2021: Number 91 - declared 21 August 2020 - paid 30 November 2020)	**132**	116
Total dividend per share for the year	**793**	696
	R'm	R'm
Total dividends declared for the year[(1)]	**1 437**	2 526
Total value of dividends paid per the statement of cash flows	**1 434**	2 523

(1) *In August 2021, simultaneous with the share exchange transaction, the cross holding agreement between the company and Prosus N.V. became effective. The company is obligated to pass on any distributions (including dividends) it receives from Prosus N.V. to its free float shareholders.*

18. FINANCIAL RISK MANAGEMENT

Foreign exchange risk

Refer to note 41 of the consolidated annual financial statements for the group's foreign exchange risks policy.

The company entered into foreign exchange contracts at a notional value of R1.4bn (2021: R2.6bn) that were designated as cash flow hedge instruments for a foreign currency dividend receivable. Only the spot elements were designated as a hedge and the remaining portion was recognised in finance income. The purpose of this hedge was to manage the foreign currency risk associated with an outstanding foreign dividend receivable balance. The hedge ratio was 1:1. Cumulative losses of R10m (2021: gains of R311m) have been recognised in other comprehensive income relating to this cash flow hedge since the inception of the hedging relationship and were reclassified to finance income as the underlying dividend receivable balance was revalued and recognised in the statement of comprehensive income. Foreign exchange gains of R10m (2021: losses of R311m) were recognised on the hedged items attributable to the hedged risks. Net gains of R20m (2021: gains of R25m) were recognised as part of "Other finance (costs)/income – net" in the income statement, being the forward element of the forward exchange contract not designated as part of the hedging relationship.

Ineffectiveness is negligible as all critical terms on the hedging instruments and hedged items match. Both the forward exchange contracts and hedged items have been settled by year end.

Movements in the hedging reserve for the year are detailed below:

	31 March	
	2022 R'm	2021 R'm
Opening balance	**-**	-
(Losses)/gains on cash flow hedges recognized in other comprehensive income	**(10)**	311
Derecognised and reported in finance income/(cost)	**10**	(311)
Closing balance	**-**	-

Foreign currency sensitivity analysis

The company's functional currency is the South African rand, but as it operates internationally, it is exposed to the US dollar and the euro due to holding foreign cash deposits.

The sensitivity analysis below details the company's sensitivity to a 10% decrease (2021: 10% decrease) in the rand against the US dollar and the euro. These percentage decreases represent management's assessment of the possible changes in the foreign exchange rates at the respective year-ends. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period-end for the above percentage change in foreign currency rates.

A 10% decrease (2021: 10% decrease) of the rand against the US dollar and the euro would result in an increase in net profit after tax of R1.8 (2021: R2.0m increase in net profit after tax).

18. FINANCIAL RISK MANAGEMENT (continued)

Credit risk

Refer to note 41 of the consolidated annual financial statements for the group's credit risks and credit risk management policy regarding related party receivables and cash and cash equivalents (which are the same as those of the company) and to note 3 for the company's credit risk management policy regarding loans to subsidiaries.

Guarantees

The company has offshore bonds of R12.3bn (2021: R32.9bn) in Prosus N.V. of which the undrawn balance is available to fund future investments. The company is the guarantor to these bonds. The guarantees have also been disclosed as part of the company's liquidity risk below. The maximum potential exposure to credit risk under financial guarantee contracts amounts to R12.3bn (2021: R32.9bn). Refer to note 24 for details regarding the group's capital management policies relating to the issuing of bonds. Based on there not being a significant increase in credit risk of Prosus N.V., expected credit losses for these guarantees are not material.

Liquidity risk

Refer to note 41 of the consolidated annual financial statements for the group's liquidity risks. In terms of the memorandum of incorporation of the company, no limitation is placed on its borrowing capacity.

The following analysis details the remaining contractual maturity of the company's non-derivative financial liabilities. The analysis is based on the undiscounted cash flows of financial liabilities based on the earliest date at which the company can be required to settle the liabilities. The analysis includes both interest and principal cash flows.

	Carrying value R'm	Contractual cash flows R'm	0 - 12 months R'm
31 March 2022			
Non-derivative financial liabilities			
Accrued expenses and other current liabilities	**(22)**	**(22)**	**(22)**
Related party payables	**(522)**	**(522)**	**(522)**
Dividends payable	**(27)**	**(27)**	**(27)**
Financial guarantees	**-**	**(12 255)**	**(12 255)**
31 March 2021			
Non-derivative financial liabilities			
Accrued expenses and other current liabilities	(15)	(15)	(15)
Related party payables	(24)	(24)	(24)
Dividends payable	(26)	(26)	(26)
Financial guarantees	-	(32 913)	(32 913)

18. FINANCIAL RISK MANAGEMENT (continued)

Liquidity risk (continued)

Revolving credit facility

The company has a revolving credit facility (RCF) of R4bn which matures in August 2024. The RCF is undrawn and is denominated in South African rand and bears interest at 3-month JIBAR plus 1.55%, before commitment and utilisation fees.

The company has specific financial covenants in place regarding the RCF, all of which were complied with during the reporting period. These financial covenants are linked to various financial metrics.

The upfront facility and arrangement fees paid in respect of the RCF are amortised over the period of the facility. Since the RCF remains available at the statement of financial position date, the facility and arrangement fees have been included in prepayments.

	31 March	
	2022 R'm	2021 R'm
Facility arrangement fees		
Fees related to revolving credit facility	**2**	-
Accumulated amortisation of fees	**-**	-
	2	-

Interest rate risk

Refer to note 41 of the consolidated annual financial statements for the group's interest rate risks policy.

Interest rate sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for non-derivative instruments at the reporting date and the stipulated change taking place at the beginning of the next financial year and held constant throughout the reporting period in the case of instruments that have floating rates. The company is mainly exposed to interest rate fluctuations of the South African, American and European repo rates through cash balances held in bank accounts. The following changes in the repo rates represent management's assessment of the possible change in interest rates at the respective year-ends:

South African repo rate: increases by 100 basis points (2021: increases by 100 basis points)

American, European and London Interbank rates: increases by 100 basis points each (2021: increases by 100 basis points each).

Interest sensitivity analysis

If interest rates change as stipulated above and all other variables were held constant, specifically foreign exchange rates, the company's profit after tax for the year ended 31 March 2022 would increase by R3.9m (2021: increase by R14.7m).

19. FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying values, net gains or losses recognised in profit or loss, total interest income, total interest expense and impairment per class of financial instrument are as follows:

	31 March 2022		
	Carrying value R'm	Net gains/(losses) recog-nised in profit or loss R'm	Total interest/ finance income/ (cost) R'm
Assets			
Loans to subsidiaries	**2 684**	**-**	**-**
Investment at fair value through other comprehensive income[1]	**4**	**-**	**-**
Related party receivables[2]	**7**	**(33)**	**47**
Cash and cash equivalents	**30**	**-**	**3**
Total	**2 725**	**(33)**	**50**
Liabilities			
Accrued expenses and other current liabilities	**22**	**-**	**(15)**
Related party payables	**522**	**-**	**(5)**
Dividends payable	**27**	**-**	**-**
Total	**571**	**-**	**(20)**

(1) *Represents a level 1 fair-value measurement. Level 1 fair-value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.*

(2) *Included in the above is a net foreign exchange loss of R52.3m which is attributable to the net movements on the foreign currency revaluations on the Euro dividends receivable from the Prosus N.V. investment over the period of declaration to receipt and the fair value exposure from the FEC taken out to hedge the dividend receivable. Also included is a net foreign exchange gain of R19.9m is attributable to the purchase of Prosus B ordinary shares.*

The carrying values of all financial instruments disclosed above are considered to be a reasonable approximation of the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The carrying value of the loan is a reasonable approximation of fair value based on a discounted cash flow using a market-related interest rate.

19. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

The carrying values, net gains or losses recognised in profit and loss, total interest income, total interest expense and impairment per class of financial instrument are as follows:

	31 March 2021		
	Carrying value R'm	Net gains/(losses) recog-nised in profit or loss R'm	Total interest/ finance income/ (cost) R'm
Assets			
Loans to subsidiaries	1 846	-	9
Investment at fair value through other comprehensive income[1]	7	-	-
Related party receivables[2]	1 811	(145)	153
Cash and cash equivalents	105	(6)	4
Total	3 769	(151)	166
Liabilities			
Accrued expenses and other current liabilities	15	-	-
Related party payables	24	2	-
Dividends payable	26	-	-
Total	65	2	-

(1) *Represents a level 1 fair-value measurement. Level 1 fair-value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.*

(2) *Included in the above is a net foreign exchange loss of R144.2m which is attributable to the net movements on the foreign currency revaluations on the Euro dividends receivable from the Prosus N.V. investment over the period of declaration to receipt and the fair value exposure from the FEC taken out to hedge the dividend receivable.*

The carrying values of all financial instruments disclosed above are considered to be a reasonable approximation of the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The carrying value of the loan is a reasonable approximation of fair value based on a discounted cash flow using a market-related interest rate.

Refer to note 42 of the consolidated annual financial statements for details regarding the calculation of the fair values of financial instruments.

20. EQUITY COMPENSATION BENEFITS

Refer to note 37 of the consolidated annual financial statements for details regarding the Naspers Limited share incentive plan.

21. SUBSEQUENT EVENTS

There have been no events between 31 March 2022 and the date of this report requiring adjustment or disclosure.

Administration and corporate information

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AUDITOR
PricewaterhouseCoopers Inc

TRANSFER SECRETARIES
JSE Investor Services Proprietary Limited
(Registration number: 2000/007239/07)
PO Box 10462
Johannesburg 2000
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Tell: +27 (0)86 140 0110/+27 (0)11 029 0253

For the purpose of holding a virtual annual general meeting
The Meeting Specialist Proprietary Limited
JSE Building
One Exchange Square, Gwen Lane
Sandown 2196
PO Box 2043
Marshalltown 2107
South Africa
proxy@tmsmeetings@co.za
Tell: 27 (0)11 520 7951/0/2

ADR PROGRAMME
Bank of New York Mellon maintains a Global BuyDIRECT[SM] plan for Naspers Limited
For additional information, please visit
Bank of New York Mellon's website at
www.globalbuydirect.com
or call Shareholder Relations at
1-888-BNY-ADRS
or 1-800-345-1612 or write to:
Bank of New York Mellon
Shareholder Relations Department –
Global BuyDIRECT[SM]
Church Street Station
PO Box 11258, New York, NY 10286-1258, USA

SPONSOR
Investec Bank Limited
(Registration number: 1969/004763/06)
PO Box 785700, Sandton 2146
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Tel: +27 (0)11 286 7326
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ATTORNEYS
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PO Box 61771
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Johannesburg 2107
South Africa

Werksmans Inc.
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INVESTOR RELATIONS
Eoin Ryan
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Analysis of shareholders and shareholder's diary

for the year ended 31 March 2022

ANALYSIS OF SHAREHOLDERS

Size of holdings	Number of N shareholders	Number of N shares owned
1 – 100 shares	65 968	1 783 053
101 – 1 000 shares	17 661	5 325 539
1 001 – 5 000 shares	2 776	6 068 579
5 001 – 10 000 shares	547	3 890 652
More than 10 000 shares	1 169	418 443 235

The following shareholders hold 5% and more of the N ordinary issued share capital of the company:

Name	% held	Number of N ordinary shares owned
Prosus N.V	49%	213 400 419

PUBLIC SHAREHOLDER SPREAD

To the best knowledge of the directors, the spread of public shareholders in terms of paragraph 4.25 of the JSE Limited Listings Requirements at 31 March 2022 was 48.41%, represented by 88 108 shareholders holding 210 838 168 N ordinary shares in the company. The non-public shareholders of the company, comprising 13 shareholders representing 224 672 890 N ordinary shares, are analysed as follows:

Category	Number of N ordinary shares	% of N ordinary issued share capital
Naspers share-based incentive schemes	2 915 897	0.67%
Directors	3 654 768	0.84%
Group companies	218 102 225	50.08%

SHAREHOLDERS' DIARY

Annual general meeting	August
Reports	
Interim for half-year to September	November
Announcement of annual results	June
Annual financial statements	June
Dividend	
Declaration	August
Payment	December
Financial year-end	March