

NET 1 UEPS TECHNOLOGIES, INC.

POLICY FOR THE REVIEW AND APPROVAL OF  
TRANSACTIONS WITH RELATED PERSONS

**CONTENTS**

CONTENTS..... 2

1. EXECUTIVE SUMMARY ..... 3

    1.1. INTRODUCTION..... 3

2. COMPLIANCE WITH OTHER COMPANY POLICIES..... 4

3. RELATED PARTY TRANSACTION..... 5

    3.1. RELATED PERSON TRANSACTION ..... 5

4. MATERIAL RELATIONSHIPS ..... 6

    4.1. REPORTING MATERIAL RELATIONSHIPS..... 6

    4.2. INDIRECT MATERIAL INTEREST ..... 6

5. REVIEW AND APPROVAL PROCEDURE ..... 7

    5.1. PROPOSED OR MATERIALLY AMENDED RELATED PERSON TRANSACTIONS ..... 7

    5.2. RATIFICATION PROCEDURES..... 7

6. DISCLOSURE AND REVIEW ..... 9

    6.1. DISCLOSURE ..... 9

    6.2. REVIEW OF ONGOING TRANSACTIONS ..... 9

    6.3. REVIEW OF THE POLICY..... 9

---

## 1. EXECUTIVE SUMMARY

---

### 1.1. INTRODUCTION

Net 1 UEPS Technologies, Inc. (hereinafter refer to as the “Company”), seeks to conduct its business in accordance with the highest standards of honesty and business ethics. The Company is therefore particularly careful about entering into transactions with its directors and executive officers and their affiliates, since such relationships can increase the risk of real or perceived conflicts of interest.

The policy for the review and approval of transactions with related persons (hereinafter referred to as the “Policy”) sets forth the Policy of the Company with respect to the review, approval, ratification and disclosure of transactions or arrangements between the Company and its directors, executive officers and other related persons.

The Company's Board of Directors (hereinafter refer to as the “Board”) has adopted the Policy to address the review and approval of transactions required to be disclosed under Item 404(a) of Regulation S-K as interpreted by the Securities and Exchange Commission (“Related Person Transactions”). The Board has determined that the Audit Committee (hereinafter referred to as the “Committee”) is best suited to assess Related Person Transactions in accordance with the Policy.

It is the Company's policy that a Related Person Transaction shall not be initiated or materially modified unless and until the Committee has approved such transaction or modification, and that any existing Related Person Transaction shall not continue past its next contractual termination date unless it is re-approved by the Committee, in each case in accordance with this Policy.

---

**2. COMPLIANCE WITH OTHER COMPANY POLICIES**

---

This Policy is designed to complement, not supersede, the Company's existing policies, including its Corporate Governance Guidelines, its Code of Conduct and Policy of Reporting Potential Violations, and charters of Board committees.

Any notice, approval, or other action required under any other Company policy or code must be properly observed regardless of whether a report has been or will be made in compliance with this Policy.

Moreover, no approval of a Related Person Transaction pursuant to this Policy shall be construed as a waiver or approval under any other Company code or policy, and any such waiver or approval must be separately obtained in compliance with the applicable policy.

Net1	POLICY FOR THE REVIEW AND APPROVAL OF TRANSACTIONS WITH RELATED PERSONS
------	---

### 3. RELATED PARTY TRANSACTION

The Company recognizes that Related Person Transactions can present potential or actual conflicts of interest and create the appearance that Company decisions are based on considerations other than the best interests of the Company and its stockholders.

The Company recognizes however that there are situations where Related Person Transactions may be in, or may not be inconsistent with, the best interests of the Company and its stockholders.

Therefore, the Company has adopted the procedures set forth below for the review, approval ratification and disclosure of all Related Person Transactions by the Committee. The Committee will have overall responsibility for the implementation and compliance with the Policy.

#### 3.1. RELATED PERSON TRANSACTION

For the purposes of the Policy, a Related Person Transaction is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the Company (including any of its subsidiaries) was, is or will be a participant and the amount involved exceeds \$120,000 and in which any Related Person had, has or will have a direct or indirect interest.

For purposes of the Policy, a Related Person means:

- Any person who is, or at any time since the beginning of the Company's last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company;
- Any person (including any "group" as that term is used in Section 13(d)(3) of the U.S. Securities Exchange Act of 1934) who is known to be the beneficial owner of more than 5% of any class of the Company's voting securities;
- Any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the director, executive officer, nominee or more than 5% beneficial owner, and any person (other than a tenant or employee) sharing the household of such director, executive officer, nominee or more than 5% beneficial owner; and
- Any firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner or principal or in a similar position or in which such person has a 10% or greater beneficial ownership interest.

Related Person Transactions" shall exclude all employment relationships or transactions involving an executive officer and any related compensation resulting solely from that employment relationship which have been reviewed and approved by the Company's Board of Directors, Compensation Committee or group of independent directors of the Company performing a similar function.

Approved by: Net1 Board	Last revision date: June 2019 Version: 2	Date of next review: June 2020	Page 5 of 9
----------------------------	---	-----------------------------------	-------------

## 4. MATERIAL RELATIONSHIPS

### 4.1. REPORTING MATERIAL RELATIONSHIPS

Directors and officers are expected to promptly notify the General Counsel or the Chair of the Committee of any potential or existing Material Relationships of which they are aware.

For the purposes of the Policy, the term Material Relationship refers to any transaction, arrangement, or relationship, or any series of similar transactions, arrangements or relationships, in which the Company or any of its subsidiaries was, is, or will be a participant, in which the amount involved exceeds \$120,000, and in which any of the following persons had, has, or will have a direct or indirect material interest:

- Any person who has been a director or executive officer of the Company, or a Board nominee, at any time since the beginning of the Company's last fiscal year;
- Any person who is the beneficial owner of more than 5% of the Company's voting securities; and
- Any child; stepchild; parent; stepparent; spouse; sibling; mother-, father-, sister-, brother-, son- or daughter-in-law of; and any person (other than a tenant or employee) sharing a household with any person covered above.

### 4.2. INDIRECT MATERIAL INTEREST

A person can have an indirect material interest in a transaction by virtue of a position or relationship with a firm, corporation or other entity that engages in a transaction with the Company.

However, a person shall not be deemed to have an indirect material interest where his or her interest arises only from:

- Such person's position as a director of such other entity; or
- The ownership, by that person and all other persons specified in above (in 4.1) , in the aggregate, of less than a 10% equity interest in any such other entity other than a partnership; or
- Such person's position as a limited partner in a partnership in which such person and all other persons specified above (in 4.1) above have an aggregate interest of less than 10%.

In all other cases, including transactions with a firm, corporation or other entity in which a person is an officer, employee or general partner, determination of whether there is an indirect material interest will be made after presentation of the applicable facts to the General Counsel or the Chair of the Committee.

Accordingly, if you believe that a transaction might be a Material Relationship, you should err on the side of caution and report it to the General Counsel or the Chair of the Committee for review of materiality in accordance with the Policy.

## 5. REVIEW AND APPROVAL PROCEDURE

The General Counsel shall be responsible for collecting information regarding Material Relationships, determining whether a relationship meets the definition of Related Person Transaction, and preparing information regarding Related Person Transactions for presentation to the Committee, except to the extent otherwise determined by the Chair of the Committee.

### 5.1. PROPOSED OR MATERIALLY AMENDED RELATED PERSON TRANSACTIONS

Related Person Transactions, or material amendments to any existing Related Person Transaction, that are identified as such prior to the consummation thereof or amendment thereto shall be consummated or amended only following the procedures set forth herein.

The material terms of such transaction shall be presented to the Committee. The Committee shall consider all relevant factors regarding the transaction including, but not limited to:

- Any Related Person's relationship to the Company and interest in the transaction;
- The material facts of the proposed Related Person Transaction, including the:
  - aggregate value of the transaction;
  - the role of Company employees in arranging the transaction;
  - the impact on the independence of any director; and
  - the potential costs and benefits to the Company, if applicable, the availability of other sources of comparable products or services.
- An assessment of whether the proposed Related Person Transaction is competitively bid, or otherwise on terms that are fair to the Company and comparable to those that could be obtained in an arms-length negotiation with an unrelated third party.

No member of the Committee may participate in any review, consideration or approval of any Related Person Transaction in which such member has any interest.

The Committee shall approve only those Related Person Transactions which it determines in good faith to be in, or not inconsistent with, the best interests of the Company and its stockholders.

### 5.2. RATIFICATION PROCEDURES

In the event that the Company's Chief Executive Officer, Chief Financial Officer or General Counsel or any director becomes aware of a Related Person Transaction that has not previously been approved or ratified under the Policy:

- If the transaction is pending or ongoing, it will be submitted to the Committee promptly, and the Committee shall consider all the relevant factors regarding the Related Person Transaction as set forth under Proposed or Materially Amended Transactions above;
- Based on the review, the Committee shall evaluate all options relating to such Related Person Transaction, including ratification, amendment or termination of such transaction; and
- If the transaction is completed, the Committee shall evaluate the transaction, based on the relevant factors as set forth under Proposed or Materially Amended Transactions and shall determine if rescission of the transaction or any disciplinary action is appropriate.

In any case in which the Committee learns of a Related Person Transaction that has not been previously approved or ratified under this Policy, and which is ongoing or completed, the Committee shall request that the Chief Financial Officer and General Counsel evaluate the Company's controls and procedures

to ascertain the reason that the transaction was not submitted to the Committee for prior approval and whether any changes in such controls and procedures are recommended.

Net1	POLICY FOR THE REVIEW AND APPROVAL OF TRANSACTIONS WITH RELATED PERSONS
------	---

## **6. DISCLOSURE AND REVIEW**

### **6.1. DISCLOSURE**

All Related Person Transactions that are required to be disclosed in the Company's filings with the Securities and Exchange Commission, as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

The material features of the policy shall be disclosed in the Company's annual report on Form 10-K or in the Company's proxy statement as required by applicable laws, rules and regulations.

### **6.2. REVIEW OF ONGOING TRANSACTIONS**

From time to time, the Committee shall review any previously approved or ratified Related Person Transactions that remain ongoing and have a remaining term of more than six months or remaining amounts payable to or receivable from the Company of more than \$120,000.

Based on all relevant facts and circumstances, taking into consideration the Company's contractual obligations, the Committee shall determine if it is in the best interests of the Company and its stockholders to continue, modify or terminate the Related Person Transaction.

### **6.3. REVIEW OF THE POLICY**

This Policy has been approved and adopted by the Board on the recommendation of the Committee.

The Committee will periodically review this Policy and may recommend changes in this policy from time to time for the consideration of the Board.

**BOARD APPROVAL RECEIVED: AUGUST 2019**

Approved by: Net1 Board	Last revision date: June 2019 Version: 2	Date of next review: June 2020	Page 9 of 9
----------------------------	---	-----------------------------------	-------------