

NET 1 UEPS TECHNOLOGIES, INC.  
CORPORATE GOVERNANCE GUIDELINES

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## 1. EXECUTIVE SUMMARY

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### 1.1. BACKGROUND

NET 1 UEPS Technologies, Inc. (hereinafter referred to as the "Company") is committed to conducting its business in accordance with applicable laws, rules and regulations and the highest standards of business ethics and ethical conduct. Corporate Governance is about maximizing shareholders' value on a sustainable basis and ensuring fairness to all other stakeholder of the Company.

The Company shall continue to ensure good governance through the implementation of effective policies and procedures, which is mandated and regularly reviewed by the Board or the committees of the members of the Board. The Company shall also continue to function under the able direction of the Board of Directors (hereinafter referred to as the "Board"), and through the procedures and policies mandated by the Board. Hence, the business and affairs of the Company are subject to the general oversight and authority of the Board. The Board has adopted a set of corporate governance guidelines. These guidelines will provide the authority and practices for governance of the Company.

Further to the above, sound corporate governance principles are the foundation upon which the trust of investors is built. These principles are critical to growing the reputation of the Company ensuring dedication to excellence in performance and integrity. Corporate governance facilitates fairness, accountability, responsibility and transparency across the Company.

Therefore, the aim of the guidelines that follow is to assist the Company in conducting relations between shareholders, boards of directors and managers. These guidelines will be reviewed on an annual basis to reflect the evolving functions of the Board and developing trends of best practice and regulatory compliance in corporate governance.

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## 2. BOARD OF DIRECTORS

The Board, which is elected by the shareholders, is the ultimate decision making body of the Company, except with respect to those matters reserved to the shareholders. It selects the senior management team, which is charged with the conduct of the Company's business. Having selected the senior management team, the Board acts as an advisor and counselor to senior management and ultimately monitors its performance.

The primary goal of the Board is to maximize shareholder value over the long-term. This should be achieved by creating increased value for the Company's customers, employees, investors, suppliers, and the communities in which the Company operates, by focusing on perpetuating a successful business and by optimizing financial returns. The Board is responsible for ensuring that management's processes, policies and decisions further this goal.

The Board believes that management speaks for the Company. Individual directors may occasionally meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that directors would do this with the knowledge of management and, in most instances, absent unusual circumstances or as contemplated by the committee charters, at the request of management. Individual directors will maintain confidentiality on all Board- related matters.

### 2.1. ROLE OF THE BOARD OF DIRECTORS

The fundamental role of the directors is to exercise their business judgment and to act in such manner as they reasonably believe to be in the best interests of the Company and its shareholders.

In fulfilling that responsibility the directors should be able to rely on the honesty and integrity of the Company's senior management and expert legal, accounting, financial and other advisors.

The main role and responsibilities of the Board according to law and the nature of its mission can be summed up in the following way:

- The Board is responsible for promoting the success of the Company by directing and supervising the Company's affairs and manager(s);
- Assessing the performance of the Chief Executive Officer (the "CEO") and other executive officers;
- Planning for CEO succession and overseeing the development of executive officers;
- The Board and the manager(s) are responsible for setting the Company's values and standards, as well as short and long term objectives;
- Overseeing the integrity of the Company's financial statements and the Company's financial reporting process; and
- The Board is responsible for ensuring that the Company's obligations to all its shareholders are understood and met.

### 3. BOARD COMPOSITION

#### 3.1. DIRECTOR QUALIFICATION STANDARDS

The Nominating and Corporate Governance Committee will review, with the Board, the requisite skills and characteristics criteria for new Board members. This assessment will include members' qualifications as independent directors, as well as consideration of perceived needs of the Board, candidates' background, skills, business experience, and expected contributions.

They Committees will also consider and make recommendations to the Board regarding the size, structure, composition, and functioning of the Board.

The Nominating and Corporate Governance Committee may also take into account the benefits of diverse viewpoints, as well as the benefits of constructive working relationships among the directors. Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long term interests of the Company's shareholders. They must also have an inquisitive and objective perspective, practical wisdom and mature judgment.

#### 3.2. DIRECTOR INDEPENDENCE

A majority of the Board must be independent as defined by the rules of The NASDAQ Stock Market LLC ("Nasdaq") and other applicable law and regulation.

An "independent" director is a director who meets the NASDAQ Stock Market LLC definition of independence, as determined by the Board. A director will be considered independent if he or she is not an officer or employee of the Company or its subsidiaries, is free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and who otherwise meets the requirements set forth by Nasdaq, regulatory agencies, and any additional Board guidelines.

A director will not be considered "independent" until the Board affirmatively determines that such director meets all applicable standards. The Board will review these determinations at least once each year.

- **CURE PERIOD FOR MAJORITY INDEPENDENT BOARD**

If the Company is unable to comply with this requirement because one director ceases to be independent for reasons beyond his or her reasonable control, or due to one temporary vacancy, the Board will still have authority to take valid actions during such non-compliance, but will remedy such non-compliance as promptly as possible and in any event as required by Nasdaq or other applicable law or regulation.

#### 3.3. CONFLICTS OF INTEREST

Directors are expected to avoid any action, position or interest that conflicts with an interest of the Company, or gives the appearance of a conflict. The Company shall annually solicit information from directors in order to monitor potential conflicts of interest and directors are expected to be mindful of their fiduciary obligations to the Company. Additional requirements regarding actual or apparent conflicts of interest can be found in the Company's Code of Ethics.

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**3.4. RETIREMENT POLICY**

The Board does not believe that a fixed retirement age for directors is appropriate.

**3.5. TERM LIMITS**

The Board does not believe it should establish term limits.

**3.6. SIZE OF BOARD**

The Company's Bylaws provide that the Board will not be constituted of less than one nor more than ten directors. The Board will periodically review the appropriate size of the Board.

**3.7. CHANGE IN DIRECTOR RESPONSIBILITIES**

Any director who experiences a significant change in responsibilities or assignment, including nomination for service as a director of another company, will review and consult with the Chairperson of the Board and of the Nominating and Corporate Governance Committee on the potential impact, if any, the change may have on continued Board service.

**3.8. SEPARATION OF CHAIRPERSON AND CEO**

The Board has no policy mandating the separation of the offices of Chairperson and the CEO. The Board retains the discretion to consider these matters on a case-by-case basis.

**3.9. DIRECTOR NOMINATION PROCESS**

The Nominating and Corporate Governance Committee will annually review the results of the evaluation of the Board, and the needs of the Board for various skills, experience, expected contributions and other characteristics, for the purpose of determining the director candidates to be nominated at the annual meeting.

The Nominating and Corporate Governance Committee will evaluate candidates proposed by directors, shareholders or management in light of the Committee's views of the current needs of the Board for certain skills, experience or other characteristics, the candidate's background, skills, experience, other characteristics and expected contributions and the qualification standards established from time to time by the Nominating and Corporate Governance Committee.

In making the determinations regarding nominations of directors, the Nominating and Corporate Governance Committee may take into account the benefits of diverse viewpoints as well as the benefits of a constructive working relationship among directors.

The Nominating and Corporate Governance Committee shall also review and determine whether existing members of the Board should stand for re-election, taking into consideration matters relating to the number of terms served by individual directors and the changing needs of the Board.

**3.10. EXECUTIVE SESSIONS OF INDEPENDENT DIRECTORS**

The independent directors will periodically, but at least twice per year, meet in executive session as a part of regularly scheduled Board meetings. The director who presides at these meetings shall be the Chairperson of the Nominating and Corporate Governance Committee or in his or her absence, the most senior independent director present.

**3.11. RETENTION OF ADVISORS/CONSULTANTS**

The Board and each committee of the Board shall have the authority to retain outside financial, legal or other advisors as they deem appropriate. The Company shall provide for appropriate funding for payment of compensation to any such advisors.

**3.12. MANAGEMENT SUCCESSION**

The Nominating and Corporate Governance Committee is responsible for overseeing an annual review by the Board of succession planning, including transitional leadership for unplanned vacancies.

## 4. COMMUNICATION AND ACCESS

### 4.1. SHAREHOLDER COMMUNICATION WITH DIRECTORS

Shareholders may communicate with any and all Company directors by transmitting correspondence by mail or facsimile, addressed as follows:

Net 1 UEPS Technologies, Inc.  
 Board of Directors P.O. Box 2424 Gauteng, South Africa  
 Fax: 27 11 880 7080

The Corporate Secretary shall transmit such communications to the identified director addressee(s) as soon as practicable, unless there are safety or security concerns that mitigate against further transmission of the communication, as determined by the Corporate Secretary. The Board of Directors or individual directors so addressed shall be advised of any communication as soon as practicable. The Corporate Secretary shall relay all communications to directors, without any other screening for content, absent safety or security issues.

The Company will make every effort to schedule its annual meeting of shareholders at a time and date to maximize attendance by directors taking into account the directors' schedules. All directors shall make every effort to attend the Company's annual meeting of shareholders absent an unavoidable and irreconcilable conflict.

### 4.2. BOARD ACCESS TO MANAGEMENT

The Board shall have complete access to the Company's employees and independent auditors. Directors will use judgment to be sure that such contacts are not distracting to the business operations of the Company.

The Board expects that senior officers of the Company will regularly attend Board meetings, to present proposals or otherwise assist in the work of the Board.

## 5. BOARD MEETINGS, EVALUATION AND COMPENSATION

### 5.1. BOARD MEETINGS AND MATERIALS

#### Scheduling

Board meetings are scheduled in advance, typically four (4) times per year.

#### Agendas

The Chairperson of the Board will establish and distribute in advance the agenda for each Board meeting. Directors are encouraged to suggest items for the agenda.

#### Expectations for Directors

Each director is expected to attend each meeting of the Board and any committee on which he or she serves (absent an unavoidable and irreconcilable conflict), and to be reasonably available to management and the other directors for consultation between meetings.

Directors are expected to review carefully information distributed to them prior to Board and committee meetings. If a director has a question about the materials or Company operations generally that are not likely to be of general interest or relevance to the entire Board, those issues should be discussed by the director with management either prior to or between Board meetings.

### 5.2. EVALUATION OF BOARD PERFORMANCE

The Nominating and Corporate Governance Committee is responsible for coordinating an annual self-evaluation by the directors of the Board's performance.

The Nominating and Corporate Governance Committee will receive comments from all directors which will be discussed with the full Board on an annual basis.

- **DIRECTOR EDUCATION AND ORIENTATION**

The Nominating and Corporate Governance Committee shall arrange for an orientation program for new directors.

### 5.3. DIRECTOR COMPENSATION

The Remuneration Committee shall annually review, and make recommendations to the Board regarding, director compensation.

- **STOCK OWNERSHIP GUIDELINES**

All directors are expected to own stock in the Company in an amount appropriate for them, considering all relevant factors, including South African exchange control regulations which may limit or prohibit ownership of shares by South African residents.

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## 6. COMMITTEES

### 6.1. CURRENT COMMITTEES

The current committees of the Board are the:

- Audit Committee;
- the Remuneration Committee; and
- the Nominating and Corporate Governance Committee.

From time to time the Board may establish a new committee or disband a current committee depending upon the circumstances; provided, however, that the Board will maintain compliance with NASDAQ and other applicable regulations.

### 6.2. COMMITTEE FUNCTIONS

The number and content of committee meetings and other matters of committee governance will be determined by each committee in light of the authority delegated by the full Board to the committee, the committee's charter, and legal, regulatory, accounting or governance principles applicable to that committee's function.

The Company will provide to each committee access to employees and other resources to enable committee members to carry out their responsibilities.

### 6.3. COMMITTEE MEMBER SELECTION

The Board will designate the members and Chairpersons of each committee, upon recommendation by the Nominating and Governance Committee, endeavouring to match the committee's function and needs for expertise with individual skills and experience of the appointees.

The Audit Committee, the Remuneration Committee, and the Nominating and Corporate Governance Committee shall each consist of at least three (3) directors, each of whom shall satisfy the independence (and, in the case of the Audit Committee, the financial literacy and experience) requirements of NASDAQ.

In addition, each member of the Audit Committee, the Remuneration Committee, or the Nominating and Corporate Governance Committee shall satisfy such additional independence or other membership requirements as imposed by the rules of the SEC, NASDAQ, these Guidelines, the respective committee charters, or other law or regulation. It is the sense of the Board that consideration should be given to rotating committee members periodically, but the Board does not feel that such a rotation should be mandated as a policy since there may be reasons to maintain an individual director's committee membership for a longer period.

### 6.4. COMMITTEE AGENDA

The Chairperson of the committee, in consultation with the appropriate members of management and staff, will develop the committee's agenda. Each committee will issue a schedule of agenda subjects to be discussed for the ensuing year at the beginning of each fiscal year (to the degree these can be foreseen). This forward agenda will also be shared with the full Board.

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## 6.5. COMMITTEE CHARTER

Each committee operates under a charter which sets forth its principles, policies, objectives and responsibilities. The charters will provide that each committee will meet to review its performance at least once a year.

The charters of the Audit Committee, the Remuneration Committee and the Nominating and Corporate Governance Committee shall be subject to periodic review by the Board. Each committee shall have the powers and responsibilities set out in its charter, which shall be posted on the Company's website.

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**7. AMENDMENTS**

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The Nominating and Corporate Governance Committee will review these Corporate Governance Guidelines annually and will recommend changes for review and approval by the Board.

**BOARD APPROVAL RECEIVED: AUGUST 2019**