

**NET 1 UEPS TECHNOLOGIES, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

Charter

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Net 1 UEPS Technologies, Inc (“Net 1”) has the responsibilities, authority and duties described in this Charter.

Purpose

The Committee has the responsibility and authority to supervise and review the affairs of Net 1 as they relate to Board and committee composition and leadership, Board evaluations, succession planning, stockholder communications, and corporate governance matters.

Composition

The Committee shall be comprised of at least three (3) directors, each of whom shall be “independent” as defined by The NASDAQ Stock Market LLC and applicable law. Each member of the committee will be elected by the Board and shall serve until his successor is elected and qualifies or until such member’s earlier resignation, removal or death. The Board shall designate one member as Committee Chairperson. The Board may remove any committee member with or without cause.

Meetings

The Committee shall hold meetings at least two (2) times each year, and shall hold such additional meetings as deemed necessary or desirable by the Chairperson of the Committee and as may be required to perform the functions described under “Duties and Powers” below. The Committee may, at its discretion, meet in executive session with or without the presence of management.

Duties and Powers

The following shall be the principal recurring functions of the Committee in carrying out its responsibilities. The functions are set forth as a guide with the understanding that the Committee may modify or supplement them as appropriate.

- Monitor the composition, size and independence of the Board and recommend changes to the Board as appropriate.
- Review periodically the continued appropriateness of Board membership for each director, including upon a change in a director’s employment or other relevant circumstances.

- Develop and recommend to the Board the appropriate skills and characteristics required of directors, as well as any additional qualifications appropriate for any one or more directors, based on the needs of Net 1 from time to time, and confer with the full Board as to the application of these criteria in connection with identifying new Board candidates.
- Seek out appropriate, qualified candidates to serve as directors of Net 1 and encourage and receive recommendations for director candidates from all sources.
- Monitor Net 1’s procedures for the receipt and consideration of director nominations by stockholders and other persons.
- Interview and otherwise examine director candidates and their credentials.
- Recommend to the Board candidates for nomination as directors except that if Net 1 is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate or recommend such nomination unless required to do so by contract or requested to do so by the Board.
- Perform such other advisory functions with respect to the selection and nomination of directors of Net 1 as are deemed appropriate by the members of the Committee.
- Review the Board's committee structure and composition and recommend to the Board the annual assignment of directors to Board committees and the nomination of committee chairpersons.
- Review Net 1’s Corporate Governance Guidelines annually and recommend changes, as appropriate, for review and approval by the Board.
- Monitor Net 1’s compliance with governance obligations and “best practices” and recommend changes for review and approval by the full Board.
- Consider and recommend to the Board stock ownership and/or stock retention guidelines, if any, for non-employee directors.
- Establish a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation..
- Establish and monitor procedures for the receipt of stockholder communications directed to the Board.
- Review and discuss with management disclosure of Net 1’s corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and

to recommend that this disclosure be, included in Net 1's proxy statement or annual report on Form 10-K, as applicable.

- Review and make recommendations to the Board regarding proposals submitted by stockholders for presentation at a stockholder meeting.
- Develop and implement an orientation program for new directors and a continuing education programs for current directors; periodically review these programs and update them as necessary.
- Oversee an annual review by the Board on succession planning, including transitional leadership for unplanned vacancies.
- If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.
- Report to the Board on the Committee's activities on a regular basis.
- Review any director resignation letter tendered in accordance with the Net 1's director resignation policy, and evaluate and recommend to the Board whether such resignation should be accepted.

Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including sole authority to retain and terminate search firms, special counsel and other experts or consultants. Net 1 shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such advisors.

Annual Review

The Committee shall review on at least an annual basis (i) this Charter and the scope of responsibilities of this Committee and (ii) the Committee's performance of its duties. Any proposed changes to this Charter or the Committee's scope of responsibilities, where indicated, shall be referred to the Board for appropriate action.

Operating Procedures

Formal actions to be taken by the Committee shall be by unanimous written consent or by a majority of the persons present (in person or by conference telephone) at a meeting at which a quorum is present. A quorum shall consist of at least 50% of the members of the Committee. Any actions taken by the Committee during any period in which one or more of the members fail for any reason to meet the membership requirements set forth above shall still constitute duly authorized actions of the Committee for all corporate purposes.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

Board approval received: August 2010

Revised: August 2015