

**NET1 U.E.P.S. TECHNOLOGIES, INC.  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

**Charter**

**As adopted on 2 June 2005**

The Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of **Net1 U.E.P.S. Technologies, Inc** (“**Net1**”) 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 Net1 as they relate to Board and committee composition and leadership, Board evaluations, stockholder communications to the Board, and corporate governance matters.

**Composition**

The Committee shall be appointed annually by the Board on the recommendation of this Committee and shall be comprised of at least three (3) directors, each of whom shall be “independent” as defined by The Nasdaq Stock Market, Inc. and applicable law. The Board shall designate one member as Committee Chairperson. The Board may remove Committee members with or without cause. The Committee may, at its discretion in accordance with applicable law or regulation, delegate to one or more of its members the authority to act on behalf of the Committee.

**Meetings**

The Committee shall hold meetings at least twice (2) 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 Net1 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 Net1 and encourage and receive recommendations for director candidates from all sources.
- Monitor the Corporation'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 Net1 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 Net1 as are deemed appropriate by the members of the Committee.
- Recommend to the Board the annual assignment of directors to Board committees and the nomination of committee chairpersons.
- Develop and recommend to the Board a set of corporate governance principles for Net1 and monitor compliance with such principles.
- Monitor the Corporation's compliance with governance obligations and "best practices" and recommend changes for review and approval by the full Board.
- Establish and monitor procedures by which the Board will conduct, at least annually, evaluations of its performance.
- Establish and monitor procedures for the receipt of stockholder communications directed to the Board.
- Prepare or review disclosure regarding the Committee's duties required to be included in Net'1 annual proxy statement.
- Review and make recommendations to the Board regarding proposals submitted by stockholders for presentation at a stockholder meeting.
- Develop and implement director orientation and continuing education programs.
- Oversee an annual review by the Board on succession planning, including transitional leadership for unplanned vacancies.
- Report to the Board on the Committee's activities on a regular basis.

**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. Net1 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.