

LESAKA TECHNOLOGIES, INC.
CONTRACTUAL AGREEMENT COMPLIANCE POLICY

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1. CONTRACTUAL AGREEMENT COMPLIANCE POLICY

1.1. INTRODUCTION

It is the policy of Lesaka Technologies, Inc. and all its subsidiaries (hereinafter referred to as the “Company”) to conduct its business activities in compliance with all applicable legal requirements in order to minimize risks, such as:

- Litigation;
- Government proceedings;
- Negative publicity; and
- Potential customer loss associated with non-compliance.

The Company has adopted this Contractual Agreement Compliance Policy (hereinafter referred to as the “Policy”) to help ensure that all contractual agreements that the Company enters into comply with the requirements of all applicable laws and regulations.

The Policy is a management tool for identifying, monitoring and reporting on legal risks associated with contractual agreements. While the Policy shall be implemented primarily by the Company’s executive officers and its various business units’ leaders, the Policy applies to all Company employees.

1.2. ELEMENTS OF THE POLICY

The key elements of the Policy include:

- Adopting a formal system of procedures to be followed in connection with the preparation, execution and recording of all contracts (which term shall include, in addition to definitive agreements, all term sheets, memoranda of understanding and other writings that create binding obligations on the Company);
- Allocating responsibility for the implementation of and adherence to the Policy; and
- Conducting a periodic assessment of the effectiveness of such procedures with a view to continuous improvement.

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2. FORMAL CONTRACTUAL PROCEDURES

2.1. PROCEDURES

All contracts shall be prepared, **when deemed necessary** by either the Chief Executive Officer and/ or Chief Financial Officer of the Company and/ or by qualified attorneys from the Company's list of preferred attorneys.

The qualification of an attorney shall be determined based on all relevant factors, including without limitation, the subject matter of the contract, the identity of the counterparties to the contract, the jurisdiction(s) in which the contract is to be performed, the amount involved and proposed duration of the contract.

It shall be the responsibility of the Chief Executive Officer and/ or Chief Financial Officer to select the attorney most suitable to draft the agreement for the relevant business unit.

The Compliance Officer shall conduct any due diligence deemed necessary by business unit owners on a third party with whom a contract is potentially being established. The Compliance Officer shall ensure that the relationship between the Company and the third party complies at all times with all applicable laws (including FCPA), rules and regulations.

A final draft of any contract (including all annexures thereto and other related documents) shall be submitted by the business unit leader, via the Compliance Officer, to the Chief Executive Officer and/ or Chief Financial Officer, together with a completed Contractual Compliance Sign Off Form attached as **Appendix A** hereto (the "Sign off Form").

The Sign off Form shall be executed by:

- The leader of the relevant business unit; and
- Either the Chief Executive Officer or the Chief Financial Officer (where applicable).

Any changes to a contract after the Sign off Form has been executed shall require the Sign off Form to be re-submitted and re-executed.

One signed contract (together with all annexures thereto and other related documents) shall be submitted to the Compliance Officer, who shall record the contract in a spreadsheet or other suitable record format and file the original agreement with the Company's other contracts, appropriately identified to facilitate later retrieval.

3. IMPLEMENTATION AND NON-COMPLIANCE

3.1. RESPONSIBILITY FOR IMPLEMENTATION

The Compliance Officer is primarily responsible for the oversight of the implementation and operation of the Policy.

Business unit leaders shall be responsible for communicating the requirements of the Policy to the employees of their respective business units, if necessary. They shall also be responsible for the adherence to the Policy by their employees.

3.2. REPORTING OF NON-COMPLIANCE

Business unit leaders shall report any known instance of non-compliance with the Policy to the Compliance Officer.

The Compliance Officer shall investigate all instances of non-compliance and shall report such non-compliance of which he/ she becomes aware, at least annually, to the Audit Committee of Lesaka Technologies, Inc.

4. POLICY REVIEW

The Audit Committee of the Company will periodically (preferably annually) review the policy and may recommend changes from time to time for the consideration of the Board.

Any proposed changes to this Policy where indicated, shall be referred to the Board for appropriate action.

BOARD APPROVAL RECEIVED: SEPTEMBER 2022

APPENDIX A – SIGN OFF FORM

CONTRACTUAL COMPLIANCE SIGN OFF FORM

NOTE: No contract shall be signed before this Sign Off Form is fully executed. Any changes to a contract after the Sign Off Form has been executed shall require the Sign Off Form to be re-submitted and re-executed.

NAME OF LESAKA ENTITY : _____

NAME OF THIRD PARTY : _____

CONTRACT TITLE : _____

SIGN-OFF BY FCPA/OFAC : Name: _____

AUTHORITY : Signature: _____

: Date: _____

SIGN-OFF BY DESIGNATED : Name: _____

CONTRACTUAL MANAGER : Signature: _____

: Date: _____

SIGN-OFF BY AUTHORISED : Name: _____

SIGNATORY : Signature: _____

: Date: _____

SIGN-OFF BY BUSINESS UNIT : Name _____

LEADER : Signature: _____

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: Date: _____

NOTE: The Chief Executive Officer is permitted to sign any agreement on behalf of the Company and/ or delegate his/ her authority. As such, if you have expressly been delegated such authority, please attach the signed delegation documentation.
