

eServGlobal Limited

(Incorporated and registered in Australia with registered number ABN 59 052 947 743)

1. RIGHTS ATTACHING TO SHARE CAPITAL

1.1 General

The Ordinary Shares are the only class of share in issue in the capital of eServGlobal Limited (the “**Company**”). The rights attaching to the Ordinary Shares arise from a combination of the constitution of the Company, statute (including the Corporations Act 2001 (Cth)) and general law in force in Australia and resolutions of the board of directors of the Company. A summary of the principal rights attaching to the Ordinary Shares is set out below. The following summary is provided for information purposes only and does not purport to be complete.

1.2 Voting

At a meeting of members of the Company, every shareholder present in person or by proxy, representative or attorney has one vote on a show of hands and one vote per share on a poll.

1.3 Meetings of Members

Each shareholder is entitled to receive notice of and, except in certain circumstances, to attend and vote at meetings of members of the Company. Each shareholder is entitled to receive all financial reports, notices and other documents required to be sent to shareholders under the Company's Constitution or the general law in force in Australia.

1.4 Dividends

Subject to any special terms and conditions of issue, the profits of the Company which the directors from time to time determine to distribute by way of dividends are divisible amongst the holders of Ordinary Shares in proportion to the amount paid up on the Ordinary Shares held by them.

1.5 Issue of further Shares

The directors may, subject to any restrictions imposed by the Company's Constitution, the Australian Stock Exchange (“**ASX**”) Listing Rules and the general law in Australia, allot, issue, grant options over, or otherwise dispose of, further shares on such terms and conditions as they see fit.

1.6 Transfers of Shares

1.6.1 Holders of Ordinary Shares may transfer them by a proper transfer effected in accordance with the ASX Settlement and Transfer Corporation Pty Ltd (“**ASTC**”) Settlement Rules or in any form approved by the Directors and as otherwise permitted by the general law of Australia.

1.6.2 The Company may, or may request the ASX or ASTC to, apply a holding lock to prevent a proper ASTC transfer, or may refuse to register a transfer, where permitted to do so under the Corporations Act, the ASTC Settlement Rules or the ASX Listing Rules. If the Directors request a holding lock or refuse to register a transfer, the Company must give the relevant parties notice of the request or the refusal and the reasons for it within five business days.

1.7 Winding Up

Subject to the Company's Constitution and to any special rights attaching to any class of shares, holders of Ordinary Shares will be entitled in a winding up to share in any surplus assets of the Company in proportion to the amounts paid up (or credited as paid up) on the Ordinary Shares held by them.

1.8 **Small Holdings**

Subject to the ASX Listing Rules, the Company may sell the Ordinary Shares of a member who holds less than a marketable parcel of Shares.

1.9 **Buy Back Authorisation**

The Company's Constitution contains provisions authorising the Company to buy back shares, subject to restrictions contained in the Corporations Act and the ASX Listing Rules.

Dated September 14th, 2004