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Notice of Annual General Meeting

eServGlobal Limited ACN 052 947 743

Wednesday 28 March 2012
at 11.00am

Computershare Investor Services Pty Limited
The Function Room
Level 4,
60 Carrington Street
Sydney NSW 2000

This document includes forward-looking statements. The words "believe", "anticipate", "expect", "intend", "aim", "plan", "predict", "continue", "assume", "positioned", "may", "will", "should", "shall", "risk" and any other similar expressions that are predictions of or indicate future events and future trends identify forward-looking statements. These forward-looking statements include all matters that are not historical facts. Shareholders should not place undue reliance on forward-looking statements because they involve known and unknown risks, uncertainties and other factors that are in many cases beyond the Company's control. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance, and the Company's actual results of operations, financial condition and liquidity, and the development of the industry in which it operates may differ materially from that made in or suggested by the forward-looking statements contained in this document. The cautionary statements set forth above should be considered in connection with any subsequent written or oral forward-looking statements that the Company, or persons acting on its behalf, may issue. These forward-looking statements are made as of the date of this document and are not intended to give any assurances as to future results. Save as required by law or regulation the Company undertakes no obligation to update these forward-looking statements, and will not publicly release any revisions it may make to these forward-looking statements that may result from events or circumstances arising after the date of this document.

Notes

Determination of entitlement to attend and vote at the Annual General Meeting

The Company has determined, in accordance with the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, that for the AGM, Shares will be taken to be held by those persons recorded in the Company's register of members as at 7.00pm AEDST on 26 March 2012.

Current Depository Interest Holders can attend the AGM but will not be permitted to vote at the meeting. For their votes to be counted DI holders must submit their Form of Instruction to Computershare UK by the required cut-off time below.

Voting by proxy

A Shareholder who is entitled to attend and vote at the AGM may appoint a proxy to attend and vote at the AGM on behalf of that Shareholder. A proxy need not be a Shareholder of the Company. If a Shareholder is entitled to cast two or more votes at the AGM, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the appointment does not specify the proportion or the number of the Shareholder's votes that each proxy may exercise, each proxy may exercise half of the Shareholder's votes on a poll.

A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.

Proxies may be lodged with the Company's share registry Computershare Investor Services Pty Ltd:

Australia (Proxy Forms)	United Kingdom (Form of Instruction)
By mail: GPO Box 242 MELBOURNE VIC 3001 AUSTRALIA	By mail: Computershare Investor Services PLC The Pavilions, Bridgwater Road BRISTOL BS99 6ZY UNITED KINGDOM
By facsimile: 1800 783 447 (inside Australia) +61 3 9473 2555 (outside Australia)	By facsimile: 0870 703 6116

To be effective, the Company must receive the completed proxy form and, if the form is signed by the Shareholder's attorney or authorised representative, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 11.00am AEDST on 26 March 2011.

A Depository Interest Holder may only vote by giving its instructions on the Form of Instruction to the registered Shareholder of their Shares, Computershare Clearing PTY Ltd. This Form of Instruction is required to be received by Computershare Clearing PTY Ltd no later than 3:00pm (UK time) on 22 March 2012. Depository Interest Holders will not be entitled to vote in person at the meeting.

Explanatory notes

Shareholders should refer to the Explanatory Memorandum.

Interpretation

Terms used in this Notice of Meeting have the meanings given to them in Glossary in the Explanatory Memorandum.

Notice of Annual General Meeting

eServGlobal Limited ACN 052 947 743 (Company)

Notice is given that the Annual General Meeting (**AGM**) of eServGlobal Limited (**Company**) will be held at 11.00am Sydney time on 28 March 2012 at Computershare Investor Services Pty Limited, The Function Room, Level 4, 60 Carrington Street, Sydney, NSW 2000

Agenda

1 Financial Statements and Reports

To receive and consider the Company's Financial Statements, Directors' and Auditor's Reports for the financial year ended 31 October 2011.

2 Remuneration Report

To consider and, if thought fit, to pass the following proposed resolution in accordance with section 250R(2) of the Corporations Act:

'That the Remuneration Report for the financial year ended 31 October 2011, as set out in the Directors' report, be adopted.'

NB: This resolution is advisory only. This resolution shall be determined under section 250R(2) of the Corporations Act. Votes must not be cast on this resolution by Key Management Personnel and closely related parties in contravention of section 250R or 250BD of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

3 Re-election of Director – Richard Mathews

To consider and, if thought fit, to pass the following proposed resolution as an ordinary resolution:

'Richard Mathews, who retires in accordance with article 17.2 of the Company's constitution and, being eligible, offers himself for election, be elected as a director of the Company.'

The Directors, with Mr Mathews abstaining, unanimously recommend that you vote in favour of this resolution.

4 Election of Director – Stephen Baldwin

To consider and, if thought fit, to pass the following proposed resolution as an ordinary resolution:

'Stephen Baldwin, who retires in accordance with article 16.4 of the Company's constitution and, being eligible, offers himself for election, be elected as a director of the Company.'

The Directors, with Mr Baldwin abstaining, unanimously recommend that you vote in favour of this resolution.

5 Adoption of Employee Share Option Plan

To consider and, if thought fit, to pass the following proposed resolution as an ordinary resolution:

*'That the eServGlobal Limited Employee Share Option Plan (**ESOP**), a summary of which is set out in the Explanatory Memorandum accompanying this Notice of Meeting, be approved for the purposes of ASX Listing Rule 7.2- Exception 9(b), Section 260C(4) of the Corporations Act 2001 and for all other purposes.'*

6 Issue of Options to Mr Craig Halliday

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

'That for the purposes of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue to Mr Craig Halliday 1,500,000 Options to purchase 1,500,000 Shares, as an incentive for Mr Halliday's activities as a Director and executive of the Company and in addition to his remuneration in that office, such Options to be issued on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

DATED 22 February 2012

By Order of the Board

A handwritten signature in black ink, consisting of a stylized 'T' and 'R' followed by a long horizontal line ending in an arrowhead.

Tom Rowe

Company Secretary

eServGlobal Limited

Explanatory Memorandum

eServGlobal Limited ACN 052 947 743 (Company)

The information in this Explanatory Memorandum is provided to Shareholders of eServGlobal Limited (**Company** or **ESV**) in compliance with the Corporations Act, Listing Rules, AIM Rules and the Company's Constitution.

Introduction

This Explanatory Memorandum is despatched with and forms part of the Notice of the Company's Annual General Meeting (**AGM**) to be held at 11.00am on 28 March 2012.

All Ordinary Shareholders should read this Explanatory Memorandum in full and if they have any questions, obtain professional advice before making any decisions in relation to the Resolutions to be put to Shareholders at the AGM.

Agenda item 1 is not a resolution.

Resolutions 2 to 6 inclusive are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders (in person or by proxy) entitled to vote on the resolution.

Item 1 – Financial Statements and Reports

The Corporations Act requires that the Directors' Report, Directors' Declaration, Independent Audit Report and the financial statements of the Company for the year ended 31 October 2011 be presented at the AGM. In addition, the Company's Constitution provides for such reports and statements to be received and considered at the meeting. Apart from matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders at the AGM on such reports or statements, however Shareholders will be given ample opportunity to raise questions with respect to these reports and statements at the meeting.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company, or to the Company's Auditor which are relevant to:

- the content of the Auditor's Report to be considered at the meeting; or
- the conduct of the audit of the annual financial statements to be considered at the meeting.

Any written questions must be submitted to the Company Secretary before 5.00pm 21 March, 2012.

By mail to:

The Company Secretary
eServGlobal Limited
C/o Company Matters
Level 12
680 George Street, Sydney, NSW 2000

By facsimile to: 61 2 9287 0350

By email to: rowe@company matters.com.au

Resolution 2 – Remuneration Report

The Corporations Act requires that the section of the Directors' Report dealing with the remuneration of Directors and Key Management Personnel (**Remuneration Report**) be put to the vote of Shareholders for adoption by way of a non-binding vote.

The vote is relevant to the recently introduced Division 9 of Part 2G.2 of the Corporations Act. The Remuneration Report was passed unanimously on a show of hands at the preceding Annual General Meeting held on 24 November 2011.

The Remuneration Report is contained in the Annual Report.

Voting Exclusion:

The Company will disregard any votes cast on Resolution 2 in contravention of section 250R or 250BD of the Corporations Act:

- by or on behalf of a member of the Key Management Personnel whose remuneration is included in the Remuneration Report;
- by or on behalf of a closely related party (such as close family members and any controlled companies) of a member of Key Management Personnel whose remuneration is included in the Remuneration Report; or
- as a proxy of any of the above.

However, the Company need not disregard a vote cast on Resolution 2 if it is cast as a proxy for a person who is entitled to vote, in accordance with the directions (For, Against or Abstain) on the proxy appointment and in accordance with the exceptions under the Corporations Act.

Resolution 3 – Re-election of Mr Richard Mathews

Clause 17.2 of the Company's Constitution requires each Director (excluding the Managing Director) to retire at the third annual general meeting following his or her last election or appointment by a general meeting. This AGM is Mr Mathews' third annual general meeting since his election at the 2009 annual general meeting.

Clause 17.1 of the Company's Constitution requires the lowest whole number of 1/3rd of the Directors, other than the Managing Director, to retire at each annual general meeting. Mr Mathews' retirement at the AGM will satisfy the requirements under clause 17.1.

The details of Mr Mathews' qualifications and experience are contained in the Annual Report.

Resolution 4 – Election of Mr Stephen Baldwin

Clause 16.4 of the Company's Constitution requires each Director (excluding the Managing Director) who is appointed by the Directors to retire at the next annual general meeting following their appointment. The Director may then submit themselves for election by the Shareholders at the annual general meeting.

This AGM is the first annual general meeting since Mr Baldwin's appointment as a Director by the Board on 25 November 2011.

The details of Mr Baldwin's qualifications and experience are contained in the Annual Report.

Resolution 5– Adoption of Employee Share Option Plan

- 5.1 Listing Rule 7.1 generally restricts listed companies from issuing more than 15% of their issued share capital in any 12 month period without shareholder approval. There are however, a number of exceptions to this restriction including Listing Rule 7.2, Exception 9(b). Listing Rule 7.2, Exception 9(b) provides that Listing Rule 7.1 will not apply to an issue to a participant under an employee incentive scheme (e.g. the ESOP), if within three years before the date of the issue, holders of ordinary securities have approved the issue of securities under the scheme as an exception to this rule.
- 5.2 Listing Rule 7.2, Exception 4 provides that Listing Rules 7.1 will not apply to the issue of Shares on conversion of the options, regardless of the time of exercise.
- 5.3 The terms of the ESOP to be adopted by shareholders under this resolution are summarised in Annexure A. No options have previously been issued under this ESOP. No other employee share option plan is in use by the Company at this time. At the date of the AGM there will be a residual balance of 110,000 options on issue under the previous employee share option plan, dated 4 August 2000.
- 5.4 The ESOP is intended to attract and retain staff, motivate employees to improve Company performance and align the interests of employees with those of the Company and its Shareholders. The Company may award options under the ESOP to employees as an incentive component of their remuneration package. The number of options issued to the participating employees, and the terms of their exercise, is to be determined by the Board each year.
- 5.5 If this resolution is passed, the Company will be able to issue options under the ESOP to participants during the next three years without the need to seek further shareholder approval (subject to Chapter 10 of the Listing Rules).
- 5.6 The issue of Shares on exercise of the options will not require shareholder approval.
- 5.7 The passing of this resolution will provide approval for the giving of financial assistance to the acquisition of Shares under an employee share scheme pursuant section 260C(4) of the Corporations Act.
- 5.8 This resolution is not seeking approval for the issue of options to any Director or person in a position of influence as that term is defined in the Listing Rules.

Voting exclusion

- 5.9 The Company will disregard any votes cast on Resolution 5 by:
- Any Director;
 - an associate of a Director; or,
 - by a member of the Key Management Personnel as a proxy for a person who is entitled to vote; or
 - by a closely related party (such as close family members and any controlled companies) of a member of Key Management Personnel as a proxy for a person who is entitled to vote.
- 5.10 However, the Company need not disregard a vote if:
- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions (For, Against or Abstain) on the proxy form; or
 - it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Directors' recommendation

- 5.11 Mr Halliday has an interest in the outcome of this resolution by reason of his interest in Resolution 6. Because of his interest in the outcome, Mr Halliday does not make a recommendation in relation to this resolution.
- 5.12 All Directors other than Mr Halliday consider that the incentive represented by the issue of the Options to Mr Halliday is a cost effective and efficient incentive to reward performance and provide an incentive to Mr Halliday when compared to other forms of incentive and accordingly recommend that Shareholders vote in favour of this resolution.

Resolution 6 – Issue of Options to Mr Craig Halliday

- 6.1 This resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 in respect of the issue of Options to purchase Shares to Mr Craig Halliday as an incentive for performance and in addition to his salary or other payments that would otherwise be payable in cash.
- 6.2 The proposed issue of Options forms part of the long term incentive component of Mr Halliday's remuneration package.
- 6.3 The potential issue of Options to purchase Shares to Mr Halliday is intended to further align Mr Halliday's interests with those of the Company and its Shareholders. The issue of the Options will provide appropriate incentive to Mr Halliday to maximise the return to Shareholders over the long term and assist in developing a unity of purpose for both Company management and Shareholders.
- 6.4 Approval for the issue of these options is sought under Listing Rule 10.11. If approval under Listing Rule 10.11 is obtained, approval will not be required under Listing Rule 7.1.
- 6.5 The Options have an exercise price of AUD 0.36 which is a material premium of approximately 29% to the Share price of AUD 0.28 as at close of trade on the ASX on 17 February 2012, being the date of preparation of this Notice of Meeting and Explanatory Memorandum.
- 6.6 Approval is sought for the grant of the following Options as contained in the table below:

Vesting date	Two years from the date of issue.
Vesting condition	Nil, other than described below at paragraph 6.7
Expiry Date	5 years from the date of issue.
Exercise (strike) price	\$0.36
Number of Options to be issued to Mr Halliday	1,500,000

- 6.7 The Options will only vest if the Mr Halliday remains engaged with the Company at the vesting date.
- 6.8 In the event of termination of Mr Halliday's engagement, any Options held by that Director that have not vested will lapse immediately and any vested Options will be exercisable for a period of 90 days following termination.
- 6.9 Total funds raised, assuming all of the Options vest and are exercised, will be \$540,000. The Company intends to apply these funds to the general working capital of the Company.
- 6.10 A simple majority of Shareholders is required to pass this resolution.

General Information

- 6.11 ASX Listing Rule 10.11 requires the approval of holders of ordinary securities before securities can be issued to a 'related party'. The Listing Rules apply the same definition of related party as the Corporations Act, or a person whose relationship with the entity or related party is in ASX's opinion, such that approval ought to be obtained. Specific information must be provided to Shareholders in accordance with Listing Rule 10.11 and this is set out below.

Related party	Mr Craig Halliday
Maximum number of securities to be issued	1,500,000
Date the Company will issue the securities	The Company will grant the Options to Mr Halliday within one month after the date of the Annual General Meeting.
Relationship to Company	Mr Halliday is a related party for the purpose of Chapter 10 of the Listing Rules because he is a Director of the Company.
Terms of issue	Mr Halliday will be issued that number of Options, at the exercise price of AUD 0.36 per Option and subject to vesting in accordance with the relevant timeframes stated in the table above. The exercise of the Options is also subject to the Mr Halliday's continued employment or consultancy with the Company. The other terms of the Options are set out in Annexure A.
Issue date	The Options will be issued as soon as practicable following Shareholder approval, but in any event, not later than one month after the date of the Annual General Meeting.
Maximum number of securities	Each Option will entitle Mr Halliday to acquire one Share. The maximum number of Shares that may be acquired on exercise of the Options is 1,500,000.
Consideration	No amount will be payable on the grant of an Option.
Further issues	If the Company makes an issue of Shares or other securities, including equity securities convertible into Shares (Further Issue), a holder of Options is not entitled to participate in such Further Issue unless the Options have been exercised on or before the relevant record date.
Reorganisations	If there is a reorganisation (including consolidation, sub-division, reduction or return) of the capital of the Company, the rights of each holder of Options issued will be changed to the extent necessary to comply with the Listing Rules applying to a re-organisation of capital at the time of the re-organisation (including the adjustment of the exercise price of the Option (if applicable) in accordance with Listing Rule 6.22).

Ranking	All Shares issued pursuant to the exercise of Options will, subject to the Constitution, rank in all respects (other than in respect of dividends, rights issues or bonus issues for which the record date for participation has passed) pari passu with the existing Shares at the date of issue and allotment.
Quotation	The Options will not be quoted on ASX. The Company intends to apply to ASX for quotation of any Shares acquired on exercise of the Options.
Intended use of funds	If and when the Options are exercised, it is the current intention of the Board that the funds will be used for working capital.

Reasonable remuneration

- 6.12 Section 208(1) of the Corporations Act provides that a public company must not, without the approval of the Company's members, give a financial benefit to a related party unless an exception to the prohibition which are set out in sections 210 to 216 of the Corporations Act apply to the issue. As a Director of the Company, Mr Halliday is a related party of the Company for the purposes of section 228(2) Corporations Act. The issue of the Options will constitute the giving of a financial benefit to a related party for the purposes of section 229(3)(e) of the Corporations Act.
- 6.13 The Board has resolved that the grant of the Option constitutes reasonable remuneration within the meaning of section 211(1) of the Corporations Act as:
- the incentive represented by the issue of the Options is a cost effective and efficient incentive when compared to other forms of incentive; and,
 - The primary purpose of the Options is to reward performance and provide an incentive to Mr Halliday. Given this purpose, the Directors do not consider that there is any opportunity cost or benefit foregone to the Company in granting the Options, the subject of this resolution.
- 6.14 Accordingly, shareholder approval is not required under section 208(1) of the Corporations Act.

Voting exclusion

- 6.15 The Company will disregard any votes cast on Resolution 6 by:
- Mr Craig Halliday;
 - an associate of Mr Halliday; or,
 - by a member of the Key Management Personnel as a proxy for a person who is entitled to vote; or
 - by a closely related party (such as close family members and any controlled companies) of a member of Key Management Personnel as a proxy for a person who is entitled to vote.
- 6.16 However, the Company need not disregard a vote if:
- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions (For, Against or Abstain) on the proxy form; or
 - it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Directors' recommendation

- 6.17 Mr Halliday has an interest in the outcome of this resolution. Because of his interest in the outcome, Mr Halliday does not make a recommendation in relation to this resolution.
- 6.18 All Directors other than Mr Halliday consider that the incentive represented by the issue of the Options to Mr Halliday is a cost effective and efficient incentive to reward performance and provide an incentive to Mr Halliday when compared to other forms of incentive and accordingly recommend that Shareholders vote in favour of this resolution.

Glossary of Terms

In this Notice of Meeting and Explanatory Memorandum the following words and expressions have the following meanings:

AGM	means the annual general meeting of the Company to be held on 28 March 2012
AIM	means AIM, a market of the London Stock Exchange.
AIM Rule or AIM Rules	means together the AIM Rules for Companies and the AIM Rules for Nominated Advisers governing admission to and the operation of AIM.
AIM Rules for Companies	means the AIM Rules for Companies published by the London Stock Exchange.
AIM Rules for Nominated Advisers	means the AIM Rules for Nominated Advisers published by the London Stock Exchange.
Annual Report	means the annual report produced for the financial period ending 31 October 2011.
ASIC	means the Australian Securities and Investments Commission.
ASX	means the ASX Limited ACN 008 624 691 and the market that it operates.
Board	means the board of Directors of the Company.
Chairman	means the Chairman of the Company as approved from time to time and includes an acting Chairman.
Closely Related Party	means closely related party as defined in section 9 of the Corporations Act
Company or eServGlobal or ESV or eServ	means eServGlobal Limited ACN 052 947 743.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Depository Interest	means de-materialised depository interests representing Ordinary Shares issued by the depository, Computershare Investor Services PLC, and settled on CREST.
DI Holders	means holders of Depository Interests.
Directors	means the directors of the Company from time to time, and Director means any one of them.

Explanatory Memorandum	means the explanatory memorandum to the notice of meeting contained in this booklet.
Key Management Personnel	means the key management personnel as defined in section 9 of the Corporations Act
Listing Rules	means the official listing rules of ASX.
Notice and Notice of Meeting	means the Notice of Meeting included in this document.
Proxy Form	means the proxy form enclosed with this document.
Resolution	means a resolution the subject of this Notice of Meeting and Explanatory Memorandum.
Share	means an ordinary share in the capital of the Company, the terms of which are contained in the Company's constitution.
Shareholders or Ordinary Shareholders	means holders of Shares from time to time.

Annexure A

Employee Share Option Plan summary

Under the Employee Share Option Plan, at the Board's discretion, Directors and certain of the Company's employees and consultants are granted options to subscribe for Shares on the terms set out in the plans (**Options**).

An Option entitles the holder to acquire the total number of Shares the subject of that Option:

- (a) subject to the satisfaction of any performance-based or other requirements imposed by the Board; and
- (b) during the period and at the price specified by the Board at the time the Options are granted.

The exercise price, expiry date and vesting date of each Option will be determined by the Board from time to time, but prior to the issue of the Option.

Options are also subject to certain contingencies as outlined in the Employee Share Option Plan. For example, if an employee is lawfully terminated or resigns from the Company, all unvested Options held by that employee will lapse immediately.

Shares issued pursuant to the exercise of an Option rank equally with all existing Shares of that class from the date of allotment.

The Employee Share Option Plan may be terminated or suspended at any time by the Board. However, the termination of the plan will not affect or prejudice Options granted prior to the termination or suspension.

The Directors consider that the Employee Share Option Plan will be a useful tool for the Company to incentivise Employee performance, thereby increasing the value of the Company.

The Board must not grant Options if the total number of Shares relating to unexercised and unexpired Options existing or which would be issued if all Offers for Options were accepted, exceeds 10% of the total number of issued Shares as at the date the Board proposes to issue the Options.

While the Company is listed on the ASX any reorganisation or amendment of the Options is subject to the Listing Rules. Should the Company cease to be listed on the ASX, then the Board has the discretion to reorganise or amend the terms of the Options subject to the rules of any other applicable securities exchange and the law.



eServGlobal Limited
 ABN 59 052 947 743

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
 GPO Box 242 Melbourne
 Victoria 3001 Australia

Alternatively you can fax your form to
 (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
 (custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
 (outside Australia) +61 3 9415 4000



Proxy Form

For your vote to be effective it must be received by 11.00am (Sydney Time) Monday 26 March 2012

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week: www.investorcentre.com

View the Annual Report of eServGlobal Limited: www.eservglobal.com/investors/relations

- Review your securityholding
- Update your securityholding

Your secure access information is:



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of eServGlobal Limited hereby appoint

the Chairman of the meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of eServGlobal Limited to be held at Computershare Investor Services Pty Limited, The Function Room, Level 4, 60 Carrington Street, Sydney, NSW 2000 on Wednesday 28 March 2012 at 11.00am (Sydney Time) and at any adjournment of that meeting.

Important for Item 2, 5 and 6 if the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 2 as set out below and in the Notice of Meeting and you are also expressly authorising the Chairman of the Meeting to exercise your proxy on Items 5 and 6.

If you do not mark this box, and you have not directed your proxy how to vote on Items 2, 5 and 6 the Chairman of the Meeting will not cast your votes on Items 2, 5 and 6 and your votes will not be counted in computing the required majority if a poll is called on these items. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Items 2, 5 and 6).

The Chairman of the Meeting intends to vote all available proxies in favour of Items 2, 5 and 6 of business.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 2 (except where I/we have indicated a different voting intention below) and I/we also expressly authorise the Chairman of the Meeting to exercise my/our proxy on Items 5 and 6. I/We acknowledge that the Chairman of the Meeting may exercise my proxy even though Items 2, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel and/or even if the Chairman of the Meeting has an interest in the outcome of these items and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Director - Richard Mathews	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Election of Director - Stephen Baldwin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Adoption of Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Issue of Options to Mr Craig Halliday	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____