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Notice of Annual General Meeting

eServGlobal Limited ACN 052 947 743

Friday 22 March 2013
at 11.00am

The Grace Hotel
77 York 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 20 March 2013.

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 CREST Voting 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:

| | |
|--|---|
| <p>Australia (Proxy Forms)</p> <p>By mail: GPO Box 242 MELBOURNE VIC 3001 AUSTRALIA</p> <p>By facsimile: 1800 783 447 (inside Australia) +61 3 9473 2555 (outside Australia)</p> | <p>United Kingdom (CREST Voting Instruction)</p> <p>Holders of Depository Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf.</p> <p>In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "CREST Voting Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST).</p> |
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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 20 March 2013.

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 15:00 p.m. (GMT) 18 March 2013. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. Holders of Depository Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations

will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depository Interest holder concerned to take (or, if the Depository Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depository Interest holders and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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 22 March 2013 at The Grace Hotel, 77 York 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 2012.

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 2012, 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.

3 Re-election of Director – James Brooke

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

'James Brooke, 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.'

4 Ratify the Issue of Shares

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

'That for the purposes of Listing Rule 7.4 and for all other purposes, the issue and allotment of 29,507,815 Shares on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting is approved.'

5 Additional Share Issue Capacity under Listing Rule 7.1A

To consider and, if thought fit, pass the following resolution as a special resolution:

'That, for the purposes of Listing Rule 7.1A and for all other purposes, the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting is approved.'

DATED 20 February 2013

By Order of the Board

A handwritten signature in black ink, consisting of a stylized initial 'T' followed by a long horizontal line that ends in a small flourish.

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 22 March 2013.

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 4 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.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

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 2012 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. Shareholders may also ask questions about the management of the Company.

Shareholders may ask questions of 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.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman. Any written questions must be submitted to the Company Secretary before 5.00pm 20 March 2013.

By mail to:

The Company Secretary
eServGlobal Limited

C/o Simpsons Solicitors
Lvl 2, Pier 8/9
23 Hickson Road
Millers Point NSW 2000

By facsimile to: 61 2 8014 5060

By email to: trowe@simpsons.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 Division 9 of Part 2G.2 of the Corporations Act. The Remuneration Report was passed unanimously on a show of hands at the 2012 annual general meeting.

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, or is cast by the Chairman in accordance with the exceptions under the Corporations Act.

Directors' recommendation

The Directors abstain from making a recommendation in relation to this Resolution.

Resolution 3 – Re-election of Mr James Brooke

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 Brooke's third annual general meeting since his election at the 2010 annual general meeting.

This AGM is also Mr David Smart's third annual general meeting since his election at the 2010 annual general meeting. Mr Smart has not submitted himself for re-election at this AGM, and accordingly he will retire at this AGM pursuant to clause 17.2 of the Company's Constitution.

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 Brooke's and Mr Smart's retirement at the AGM will satisfy the requirements under clause 17.1.

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

Directors' recommendation

The Directors, with Mr Brooke abstaining, unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 4 – Ratify Issue of Shares

Listing Rule 7.1 permits the Company to issue, in general terms, 15% of its issued capital in any 12 month period without shareholder approval. Listing Rule 7.4 permits a Company to obtain subsequent approval of a share issue such that the issue will be treated as having been made with shareholder approval for the purpose of Listing Rule 7.1. If approved the Shares the subject of Resolution 4 will be included at "A" in the formula under Listing Rule 7.1 rather than at "C" and the Company will have capacity under Listing Rule 7.1 to issue 37,356,899 Equity Securities (excluding the approval sought under Resolution 5 and exemptions under Listing Rule 7.2).

The Company has currently utilised substantially all of its capacity under Listing Rule 7.1 and in the absence of Resolution 4 being passed the Company's capacity under Listing Rule 7.1 will not be refreshed until December 2013. Resolution 4 is seeking approval under Listing Rule 7.4 to refresh the Company's Listing Rule 7.1 capacity effective from the date of the AGM in respect to the issue of a total of 29,507,815 Shares that occurred on 4 and 5 December 2012.

The Shares were issued at \$0.32 (£0.21) to institutional and sophisticated investors in Australia and the United Kingdom through a book-build process.

The funds raised are to be used for working capital and technology development.

Voting exclusion

The Company will disregard any votes cast on Resolution 4 by any person who participated in the issue of the Shares.

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

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 5 – Additional Share Issue Capacity under Listing Rule 7.1A

Listing Rule 7.1A enables mid to small cap listed companies to seek shareholder approval by special resolution to issue Equity Securities equivalent to an additional 10% of the number of ordinary securities

on issue by way of placements over a 12 month period. This is in addition to the existing capacity permitted by Listing Rule 7.1 and referred to in Resolution 4.

Resolution 5 is seeking approval of by special resolution for issue of such number of equity securities as calculated under the formula in Listing Rule 7.1A.2, at an issue price as permitted by Listing Rule 7.1A.3 to such persons as the Board may determine (subject to the Corporations Act and any relevant Laws), on the terms as described in this Explanatory Memorandum (10% Placement Facility).

A company is eligible to seek shareholder approval for this additional placement capacity if it satisfies both of the following criteria at the date of the AGM:

- have a market capitalisation of \$300 million or less; and
- are not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will satisfy both these criteria at the date of the AGM.

Description of Listing Rule 7.1A

Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company.

The Company, as at the date of the Notice, has on issue one class of quoted equity securities - fully paid ordinary shares.

Formula for calculating 10% Placement Facility

The 10% Placement Facility is calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the 12 months;
- plus the number of fully paid shares issued in the 12 months with the approval of Shareholders under Listing Rule 7.1 or 7.4;
- less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue equity securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 249,045,997 Shares. If Resolution 4 and 5 are approved, the Company will have the capacity to issue:

- 37,356,899 Equity Securities under Listing Rule 7.1; and
- 24,904,599 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer above).

Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of equity securities in the same class calculated over the 15 Trading Days immediately before:

- the date on which the price at which the equity securities are to be issued is agreed; or
- if the Equity Securities are not issued within 5 Trading Days of the date above, the date on which the Equity Securities are issued.

10% Placement Period

Shareholder approval under Listing Rule 7.1A is valid from the date of the AGM and expires on the earlier to occur of:

- the date that is 12 months after the date of the AGM (22 March 2014); or
- the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX (10% Placement Period).

Information required by Listing Rule 7.3A

For the purposes of Listing Rule 7.3A, the following additional information is provided:

- If Resolution 5 is approved by Shareholders and the Company issues securities under the 10% Placement Facility, the existing Shareholders face the risk of economic and voting dilution as a result of the issue of Shares, to the extent that such Shares are issued; including:
 - (a) the market price of ordinary shares may be significantly lower on the issue date than on the date on which this approval is being sought; and
 - (b) the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date or the equity securities may be issued as part consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

- The following table gives examples of the potential dilution of existing ordinary shareholders on the basis of the current market price of Shares and the current number of ordinary securities for

variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of the Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

| Variable "A" in Listing Rules 7.1A.2 | | Dilution | | |
|---|----------------------------|---------------------------------------|-----------------------|--|
| | | \$0.21 50% decrease in Issue Price | \$0.42 Issue Price | \$0.84 100% increase in Issue Price |
| Current Variable A 249,045,997 Shares | 10% voting dilution | 24,904,599 Shares | 24,904,599 Shares | 24,904,599 Shares |
| | Funds raised | \$5,229,966 | \$10,459,932 | \$20,919,863 |
| 50% increase in current Variable A 373,568,995 Shares | 10% voting dilution | 37,356,899 Shares | 37,356,899 Shares | 37,356,899 Shares |
| | Funds raised | \$7,844,949 | \$15,689,898 | \$31,379,795 |
| 100% increase in current Variable A 498,091,994 Shares | 10% voting dilution | 49,809,199 Shares | 49,809,199 Shares | 49,809,199 Shares |
| | Funds raised | \$10,459,932 | \$20,919,864 | \$41,839,727 |

The table has been prepared on the following assumptions:

- Resolution 4 is approved.
- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the AGM.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue price is \$0.42, being the approximate market price on 8 February 2013, being the date of finalisation of this Notice.
- If issued, the Equity Securities will be issued for the purpose of raising working capital, product development for the Company or raising funds, or as consideration, for strategic investments or acquisitions by the Company. A proportion of the Equity Securities may be issued for non-cash consideration and in such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

- The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors, including but not limited to, the following:
 - The methods of raising funds that are available to the Company, including but not limited to, rights issues or any other issues in which existing Shareholders can participate;
 - The effect of the issue of Equity Securities on the control of the Company;
 - The financial situation and solvency of the Company; and
 - Advice from corporate, financial and broking advisers (if applicable)

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in making strategic investments or acquisitions, it is likely the allottees under the 10% Placement Facility will be the vendors of the new investments or assets.

- The Company has not obtained approval under Listing Rule 7.1A previously.
- In the past 12 months the Company has issued:
 - 52,198,291 Shares at \$0.32 (£0.21) to institutional and sophisticated investors in Australia and the United Kingdom through a book-build process;
 - 11,800,000 options with an exercise price of \$0.36 to employees under the Company's Employee Share Option Plan as approved at the Company's 2012 AGM

Voting exclusion

The Company will disregard any votes cast on Resolution 5 by a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed. At this point in time, there are no potential allottees to whom Equity Securities may be issued under this Resolution.

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 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 the direction on the proxy form to vote as the proxy decides.

Directors' recommendation

The Directors unanimously 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:

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| AGM | means the annual general meeting of the Company to be held on 22 March 2013 |
| 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 2012. |
| 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. |
| Equity Security | means an equity security as defined in the Listing Rules, and includes a Share, option or right to a Share or a security that may convert into a Share, option or right to a Share |
| 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. |

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| 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. |
| Trading Days | has the same meaning as in the Listing Rules. |
| VWAP | means the volume weighted average price of Shares traded in the ASX, as determined by the Directors, acting reasonably. |



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

┌ 000001 000 ESV
 MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Proxy Form

For your vote to be effective it must be received by 11.00am (Sydney Time) Wednesday 20 March 2013

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:

SRN/HIN: I9999999999



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

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of eServGlobal Limited to be held at 11.00am (Sydney time) on 22 March 2013 at The Grace Hotel, 77 York Street, Sydney, NSW 2000 and at any adjournment or postponement of that Meeting. I/We expressly authorise the Chairman of the Meeting to exercise my/our vote even though the resolution may relate directly or indirectly to the remuneration of a member of the key management personnel.

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 – James Brooke | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Ratify the Issue of Shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 Additional Share Issue Capacity under Listing Rule 7.1A | <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.*

| | | |
|--|--|--|
| <p>Individual or Securityholder 1</p> <div style="border: 1px solid black; height: 25px; width: 100%;"></div> <p>Sole Director and Sole Company Secretary</p> | <p>Securityholder 2</p> <div style="border: 1px solid black; height: 25px; width: 100%;"></div> <p>Director</p> | <p>Securityholder 3</p> <div style="border: 1px solid black; height: 25px; width: 100%;"></div> <p>Director/Company Secretary</p> |
|--|--|--|

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____



eServGlobal Limited
 ABN 59 052 947 743

— 000002 000 ESVRM
 MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030



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) Wednesday 20 March 2013

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 ➔



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IND

Proxy Form

Please mark to indicate your directions

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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).

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

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|---|---|---|

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____



eServGlobal Limited
ABN 59 052 947 743

All correspondence to:
Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne VIC 3001
Australia

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

Facsimile: 61 3 9473 2500

www.investorcentre.com/contact
www.computershare.com

┌ 000002 000 ESVRM
MR SAM SAMPLE
FLAT 123
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SAMPLEVILLE VIC 3030



Dear Securityholder,

We have been trying to contact you in connection with matters arising from your securityholding in eServGlobal Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notice of meeting.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Security Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

eServGlobal Limited