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Notice of Annual General Meeting

eServGlobal Limited ACN 052 947 743

Monday 14 March 2016
at 11.00am

Institute of Chartered Accountants
Level 9
33 Erskine 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 11.00am AEDST on 12 March 2016.

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. Alternatively, DI Holders can vote using the form of instruction.

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 Limited:

<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 12 March 2016.

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 11:00 a.m. (GMT) 9 March 2016. 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 14 March 2016 at the Institute of Chartered Accountants, Level 9, 33 Erskine 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 2015.

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 2015, as set out in the Directors' report, be adopted.'

NB: This resolution is advisory only, however, if at least 25% of the votes cast on Resolution 2 are against the adoption of the Remuneration Report then Resolution 3 shall be put to the meeting. 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 Spill Resolution

This Resolution shall only be put to the meeting if at least 25% of the votes cast on Resolution 2 are against the adoption of the Remuneration Report.

To consider and, if thought fit, to pass the following proposed resolution in accordance with section 250V(1) of the Corporations Act:

*'That within 90 days of the date of this resolution the Company convene a meeting of Shareholders (**Spill Meeting**) and that at the Spill Meeting:*

- (a) All Directors who were Directors at the date of the 2016 Annual General Meeting shall cease to hold office immediately before the end of the Spill Meeting; and,*
- (b) Resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.*

NB: This resolution shall be determined under section 250R(2) and 250R(4)-(10) 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.

4 Re-election of Director – Tom Rowe

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

'Thomas Rowe, who retires in accordance with article 17.1 of the Company's constitution and, being eligible, offers himself for election, be elected as a director of the Company.'

5 Ratify the Issue of Unlisted Options

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 39,866,107 Unlisted Options to acquire one Share per Unlisted Option on payment of £0.0456 per Unlisted Option on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting is approved.'

6 Issue of Options to John Conoley

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

'That for the purposes of Listing Rule 10.14, Section 208(1) of the Corporations Act and for all other purposes, the Company be authorised to issue to John Conoley 3,000,000 Options to purchase 3,000,000 Shares on payment of \$0.21 per Option on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting, as an incentive for Mr Conoley's activities as a Director and executive of the Company and in addition to his remuneration in that office.'

7 Issue of Employee Options

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

'That 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 the issue of up to 3,000,000 Options to purchase 3,000,000 Shares on payment of \$0.21 per Option be approved on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting to such employees of the Company or its wholly owned subsidiaries as determined by the Directors.'

DATED 12 February 2016

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 14 March 2016.

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 7 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 2015 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 10 March 2016.

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 unanimously rejected on a show of hands at the previous annual general meeting (**First Strike**) and if the Remuneration Report receives an against vote of at least 25% at this AGM (**Second Strike**), Resolution 3 will be put to the 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 – Spill Resolution

Resolution 3 is required to ensure the Company complies with Section 250V of the Corporations Act in the event that the Company receives a Second Strike. In general terms, the Corporations Act requires that if a Second Strike occurs, a resolution to be put to the meeting (**Spill Resolution**) that within 90 days a meeting be held (**Spill Meeting**) at which all Directors who were directors at the date of the Second Strike retire at the end of the Spill Meeting and the Shareholders elect persons to the vacated offices.

Resolution 3 is an ordinary resolution.

Voting Exclusion:

The Company will disregard any votes cast on Resolution 3 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 3 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 unanimously recommend that Shareholders vote **against** this Resolution.

Resolution 4– Election of Tom Rowe

Clause 17.1 of the Company's Constitution requires 1/3 of the Directors to retire at each annual general meeting. The order of retirement under Clause 17.1 is that the Directors who have been longest in office shall retire.

The Shareholders last appointed Mr Rowe as a Director at the 2014 Annual General Meeting, being the same meeting at which Mr John Conoley was appointed as a Director. Mr Stephen Baldwin, was last re-elected by Shareholders at the 2015 annual general meeting. Mr Rowe has elected to retire and submit himself for re-election.

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

Directors' recommendation

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

Resolution 5 – Ratify Issue of Unlisted Options

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 an issue of securities 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 Unlisted Options, the subject of Resolution 5, will not be included at "C" and the Company will have capacity under Listing Rule 7.1 to issue 39,866,107 Equity Securities (excluding exemptions under Listing Rule 7.2).

In the absence of Resolution 5 being passed, the Company's capacity under Listing Rule 7.1 will not be "refreshed" until 6 October 2016. Resolution 5 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 39,866,107 Unlisted Options that occurred on 5 October 2015.

The Unlisted Options were issued to Henderson Global Investors Limited as consideration for the facilitation of the £5,000,000 loan facility announced on 5 October 2015. The Unlisted Options are unlisted and are on the following terms:

- Each Unlisted Option is to acquire one Share on payment of the Exercise Price.
- Exercise Price is £0.0456 per Unlisted Option.
- Exercise Period: 2 years commencing on 5 October 2015.
- Expiry Date: 5 October 2017. In the event of a change in control of the Company, the Unlisted Options shall expire 30 days after then Company notifies the optionholder of the change of control.
- The Exercise Price or the number of Shares in respect to which the Unlisted Option may be exercised may be reorganised in accordance with ASX Listing Rule 7.22.
- The Unlisted Options are transferable by the optionholder.

No funds were raised from the issue of the Unlisted Options.

Voting exclusion

The Company will disregard any votes cast on Resolution 5 by:

- any person who participated in the issue of the Unlisted Options;
- an associate of that person (or those persons).

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 6 – Issue of Options to John Conoley

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 Conoley, the Executive Chairman as an incentive for performance and in addition to his salary or other payments that would otherwise be payable in cash.

The proposed issue of Options is to be the long-term incentive component of Mr Conoley's remuneration package.

The potential issue of Options to purchase Shares is intended to further align his interests with those of the Company and its Shareholders.

The Options and any Shares issued on exercise of Options will not reduce the Company's capacity under Listing Rule 7.1 or 7.1A due to Listing Rule 7.1 Exception 9.

The Options have an exercise price of A\$0.21 which is calculated as a 110% of the VWAP of Shares traded on ASX from 20 April 2015, being the date Mr Conoley commenced his executive role with the Company (as Executive Chairman) to 1 February 2016 (rounded down).

Approval is sought for the grant of the following Options on the following terms and conditions:

Vesting date	The earlier of 14 March 2018 or the date of a Trigger Event.
Vesting condition	The Options will only vest if the Allottee is an employee or Director of the Company or a wholly owned subsidiary of the Company at the vesting date.
Expiry Date	The earlier of: <ol style="list-style-type: none"> 1. 14 March 2021; 2. The date the Allottee ceases as an employee or Director of the Company or a wholly owned subsidiary of the Company due to: <ul style="list-style-type: none"> • his resignation or, • in the case of his employment, termination for breach; or 3. 90 days following termination or his employment or engagement as a Director, or such longer period (not exceeding 14 March 2021) as determined by the Board, for any other reason than those stated in (2) above.
Exercise price	\$0.21
Number of Options	3,000,000
Allottee	John Conoley
Maximum number of securities	Each Option will entitle the holder to acquire one Share on payment of the exercise price. Subject to any reorganisation, the maximum number of Shares that may be acquired on exercise of the Options the subject of Resolutions 6 is 3,000,000.
Issue price	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, a holder of Options is not entitled to participate in such further issues 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.

Additional Information

ASX Listing Rule 10.11 requires the approval of Shareholders for the issue of securities to a Director. Information required under Listing Rule 10.13 not otherwise specified above, together with other additional information is set out below:

Maximum number of securities to be issued	3,000,000 Option
Terms of issue	The Options are governed by the terms and conditions set out in the table above.
Issue date	The Options will be issued as soon as practicable following Shareholder approval, but in any event, not later than 1 month after the date of the Annual General Meeting.
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. Total funds raised, assuming all of the Options vest and are exercised, will be AUD\$630,000.

Related Party Transaction

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 Conoley 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.

The Board, with Mr Conoley abstaining, has determined that the grant of the Options satisfies the "reasonable remuneration" exemption in Section 211(1) of the Corporations Act from the requirement for Shareholder approval under the Corporations Act.

In coming to this decision, the Board considered, amongst other matters, the following factors

Total Remuneration Package	Excluding the Options the subject of Resolution 6, the total remuneration package of John Conoley is: Fixed: £260,000 per annum Bonus: Mr Conoley will participate in the Company's corporate bonus plan. Pensions and Allowances: £16,000
Existing interests in Company	Mr Conoley currently holds no securities in the Company.
Dilutionary Effect of Issue of Options	The exercise of all the Options the subject of Resolution 6 would have an insignificant dilutionary effect on existing Shareholders voting power as the Shares that may be issued would comprise only 1.13% of the post exercise issued capital. There would be no dilution of voting power on issue of the Options. The economic dilution would be less than the dilution of voting power due to the requirement for Mr Conoley to pay \$0.21 per Option to exercise.

Value of LTI Benefit	<p>The exercise price has been calculated at a 110% premium to the VWAP for the period of 20 April 2015 to 1 February 2016. This is approximately a 400% premium to the Company's current Share price on the ASX.</p> <p>Due to the significant reduction in Share price the Board determined that it was appropriate to use a long term VWAP, rather than a more recent and shorter period VWAP as the base line from which to apply the premium to set the exercise price for the Options.</p> <p>Utilising the VWAP for the period of 20 April 2015 to 1 February 2016 as the "market price" in a <i>black scholes</i> model valuation for the Options, the Options have a value of A\$288,000. Utilising the market price on the ASX of A\$0.046 in the same model, gives a value of the Options of A\$24,000.</p>
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Voting exclusion

The Company will disregard any votes cast on Resolution 6 by:

- a person who is to receive securities in relation to the entity;
- an associate of that person (or those persons);
- by a member of the Key Management Personnel as a proxy for a person who is entitled to vote;
- 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.

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, with Mr Conoley abstaining, recommend that the Shareholders vote in favour of Resolution 6. The reasons for giving the recommendation are:

- The incentive represented by the issue of Options is a cost-effective and efficient incentive when compared to the alternative of cash incentives.
- The primary purpose of the Options is to reward performance and provide an incentive to Mr Conoley that is aligned to the increase of shareholder value. 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 these resolutions.

Resolution 7 – Issue of Employee Options

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, 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.

Listing Rule 7.2, Exception 4 provides that Listing Rule 7.1 will not apply to the issue of Shares on conversion of the Options, regardless of the time of exercise.

The Employee Options are to be issued on the same terms and conditions (other than the allottee) as those described in the Explanatory Memorandum to Resolution 6. No other employee share option plan is in use by the Company at this time. (The previous ESOP was approved at the 2012 AGM and that approval expired in 2013. Between that approval and its expiry, 11,600,000 options were issued under the ESOP and at the date of this Notice of Meeting there are still 6,140,000 options on issue under the ESOP.)

The Employee Options are intended to 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 Employee Options to employees as an incentive component of their remuneration package. The number of Employee Options issued to the participating employees is to be determined by the Board.

If this resolution is passed, the Company will be able to issue up to 3,000,000 Options to employees during the next three years without the need to seek further shareholder approval (subject to Chapter 10 of the Listing Rules). The Board intends to issue the Options within 12 months of the date of Shareholder approval.

The issue of Shares on exercise of the Options will not require shareholder approval.

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.

This resolution is not seeking approval for the issue of Options to any Director or related party as that term is defined in the Listing Rules.

Voting exclusion

The Company will disregard any votes cast on Resolution 7 by:

- Any Director (except one who is ineligible to participate in any employee incentive scheme);
- an associate of a Director (except one who is ineligible to participate in any employee incentive scheme); 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.

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

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

Glossary of Terms

In this Notice of Meeting and Explanatory Memorandum unless defined below, capitalised words have the same meaning as in the Corporations Act:

AGM	means the annual general meeting of the Company to be held on 14 March 2016
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.
Annual Report	means the annual report produced for the financial period ending 31 October 2015.
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.
Company or eServGlobal or ESV or eServ	means eServGlobal Limited ACN 052 947 743.
Constitution	means the constitution of the Company.
Control	has the meaning given in section 50AA of the Corporations Act.
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.
ESOP	means the Company's former Employee Share Option Plan
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.
Option and Employee Option	means an option on the terms described in the Explanatory Memorandum to Resolution 6.
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
Trigger Event	means: <ul style="list-style-type: none"> • a sale of substantially all of the business, or substantially all of the assets, of the Company; or • A change of Control of the Company, as determined by the Directors, acting reasonably.
Unlisted Option	Means the options issued to Henderson Global Investors Limited on the terms described in the Explanatory Memorandum to Resolution 5.
VWAP	means the volume weighted average price of Shares traded in the ASX, as determined by the Directors, acting reasonably.



MR A SAMPLE
< DESIGNATION >
SAMPLE STREET
SAMPLE TOWN
SAMPLE CITY
SAMPLE COUNTY
AA11 1AA

CANCELLED

Form of Instruction - Annual General Meeting to be held on 14 March 2016 11.00 am

To be effective, all forms of instruction must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 9 March 2016 at 11.00 am.

Explanatory Notes:

1. Please indicate, by placing "X" in the appropriate space overleaf, how you wish your votes to be cast in respect of each of the Resolutions. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast, the form will be rejected.
2. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular Resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a Resolution.
3. To give an instruction via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 11am on the 09 March 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid an appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
4. Any alterations made in this form should be initialled.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

CANCELLED

All Named Holders

MR A SAMPLE
< Designation >
Additional Holder 1
Additional Holder 2
Additional Holder 3
Additional Holder 4

Form of Instruction



Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



C0000000000

I/We hereby instruct the Custodian "Computershare Company Nominees Limited" to vote on my/our behalf at the Annual General Meeting of the Company to be held at **Institute of Chartered Accountants, Level 9, 33 Erskine Street, Sydney NSW 2000, Australia**, on 14 March 2016 at **11.00 am** and at any adjournment thereof.

CANCELLED

Ordinary Resolutions

1. Remuneration Report.

For Against Abstain

2. Spill Resolution.

3. Election of Tom Rowe.

4. Ratify Issue of Unlisted Options.

5. Issue of Options to John Conoley.

6. Issue of Employee Options.

Signature

Date

CANCELLED

MM / YY

In the case of joint holders, only one holder need sign. In the case of a corporation, the Form of Instruction should be signed by a duly authorised official whose capacity should be stated, or by an attorney.

