

17 November 2017

Andrew Kabega  
Senior Adviser, Listings Compliance (Sydney)  
ASX Compliance Pty Ltd  
20 Bridge Street  
Sydney NSW 2000

Dear Andrew,

**eServGlobal Limited: Confirmation of securities issued under Retail Offer and Placement**

eServGlobal Limited provides the following details in respect to the retail component of the ANREO and placement announced on 24 October 2017:

- The issue date for the fully paid ordinary shares is 20 November 2017
- The number of fully paid ordinary shares that will be issued on 20 November 2017 is 37,687,946.
- An amendment is required to the Appendix 3B released on 20 October 2017 because the size of the Retail Offer is less than originally calculated.

The actual size of the Retail Offer was 37,470,922 shares, a difference of 217,024 fully paid ordinary shares due to the rounding applied at the individual holder level and the exclusion of certain foreign shareholders.

In accordance with usual practice in the UK, rather than underwriting the shortfall, the company placed the entirety of the Retail Offer, as calculated at the time of the placement, being 37,687,946 shares with an institutional investor, subject to clawback ("Clawback Shares").

Clawback meaning that the subscriber would receive the number of shares subscribed for, less the amount subscribed for by retail holders under the Retail Offer.

The total number of shares subscribed for under the Retail Offer was 28,237,312 shares giving a shortfall of 9,233,610 shares. The number of Clawback Shares to be issued is 9,450,634 (Retail Offer as calculated at the time of placement less shares subscribed for under the Retail Offer).

There is no change to the total number of shares to be issued, however, for the purposes of ASX *Listing Rule 7.1*, 217,024 shares of the Clawback Shares are not shortfall and should be characterised as a placement under the Company's Listing Rule 7.1 capacity and not an issue that satisfies *Listing Rule 7.2 exception 3*.

There are also changes to the issued capital arising from the expiration of unlisted employee options.

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An amended Appendix 3B is attached, marked to show the changes.

eServGlobal Limited will issue a cleansing notice under section 708A(5)(e) of the Corporations Act in respect to the 217,024 shares on 20 November 2017, following the issue of the shares.

- The issued capital of the Company following the issue described above will be:

906,850,662	Fully Paid Ordinary Shares
1,500,000	Options issued under the ESOP exercisable for \$0.36.
11,000,000	Executive Options exercisable for \$0.21
3,225,000	Employee Options exercisable for \$0.21

Yours sincerely



**Tom Rowe**  
Company Secretary

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# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

eServGlobal Limited

ABN

59 052 947 743

We (the entity) give ASX the following information.

### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- |   |   |  |
|---|---|--|
| 1 | +Class of +securities issued or to be issued  | Ordinary Fully Paid Shares   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | ANREO- <del>213,394,663</del> <u>213,177,639</u><br>Institutional Placement-53,272,003<br><u>Clawback Placement- 217,024</u> |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Ordinary Fully Paid Shares   |

+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>
5	<p>Issue price or consideration</p>	<p>\$0.15</p>
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Anticipated equity investment in HomeSend for the short and medium term. Funding for further cost reductions within core business Working capital and transaction fees Discharge of debt to Lombard Odier</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	<p>No</p>
6b	<p>The date the security holder resolution under rule 7.1A was passed</p>	<p>-</p>
6c	<p>Number of +securities issued without security holder approval under rule 7.1</p>	<p>-</p>
6d	<p>Number of +securities issued with security holder approval under rule 7.1A</p>	<p>-</p>

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	-				
6f	Number of +securities issued under an exception in rule 7.2	-				
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	-				
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	-				
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	<del>42,755,596</del> <u>42,538,572</u>				
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	30 October 2017- 228,978,720 20 November 2017- 37,687,946				
8	Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>906,850,662</td> <td>Ordinary Fully Paid Shares</td> </tr> </tbody> </table>	Number	+Class	906,850,662	Ordinary Fully Paid Shares
Number	+Class					
906,850,662	Ordinary Fully Paid Shares					

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<del>1,640,000</del>	Options issued under the ESOP exercisable for \$0.36.
	<u>1,500,000</u>	
	11,000,000	Executive Options exercisable for \$0.21
	<del>3,875,000</del>	Employee Options exercisable for \$0.21
<u>3,225,000</u>		
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

## Part 2 - Pro rata issue

11 Is security holder approval required?	No
12 Is the issue renounceable or non-renounceable?	Non-renounceable
13 Ratio in which the +securities will be offered	One ordinary fully paid share for every 3 ordinary fully paid shares held at the Record Date
14 +Class of +securities to which the offer relates	Ordinary Fully Paid Shares
15 +Record date to determine entitlements	24 October 2017
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17 Policy for deciding entitlements in relation to fractions	Entitlements will be rounded down.
18 Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	United States of America, Japan, Canada, Republic of South Africa, Indonesia, Hong Kong and the Republic of Ireland.
19 Closing date for receipt of acceptances or renunciations	10 November 2017

20	Names of any underwriters	The offer is not underwritten
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	finnCap Limited and Veritas Securities Limited
23	Fee or commission payable to the broker to the issue	5% of institutional component of ANREO (excluding subscriptions from funds managed by Lombard Odier)
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	27 October 2017
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

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+ See chapter 19 for defined terms.

- 32 How do security holders dispose of their entitlements (except by sale through a broker)? N/A
- 33 +Issue date 30 October 2017- Institutional component of ANREO.  
20 November 2017- Retail component of ANREO.

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of +securities  
(tick one)
- (a)  +Securities described in Part 1
- (b)  All other +securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
 1 - 1,000  
 1,001 - 5,000  
 5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over
- 37  A copy of any trust deed for the additional +securities

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+ See chapter 19 for defined terms.



## Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

+ See chapter 19 for defined terms.

## Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:  
November 2017

(Company Secretary)

Date: ~~20 October 2017~~17

Print name: Tom Rowe

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+ See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	640,183,996
<b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	Nil
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	0
<b>“A”</b>	640,183,996

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	96,027,599
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>53,272,003-Institutional Placement <u>217,024- Clawback Placement</u></p>
“C”	<del>53,272,003</del> <u>53,489,027</u>
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15  <i>Note: number must be same as shown in Step 2</i>	96,027,599
<b>Subtract</b> “C”  <i>Note: number must be same as shown in Step 3</i>	<del>53,272,003</del> <u>53,489,027</u>
<b>Total</b> [“A” x 0.15] – “C”	<del>42,755,596</del> <u>42,538,572</u>  <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.