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Notice of Annual General Meeting

eServGlobal Limited ACN 052 947 743

Thursday 30 May 2019
at 1.00pm

FinnCap
60 New Broad Street
London
United Kingdom EC2M 1JJ

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 10.00pm in Sydney, Australia on 28 May 2019.

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 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 10.00pm Sydney time (1.00pm London time) on 28 May 2019.

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 1:00 p.m. (GMT) 24 May 2019. 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, Depositary 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 1.00pm London time on 30 May 2019 at the offices of FinnCap, 60 New Broad Street, London, United Kingdom EC2M 1JJ.

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 December 2018.

2 Resolution 1- 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 December 2018 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 Resolution 2- Re-election of Director – Thomas 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 17.2 of the Company's constitution and, being eligible, offers himself for election, be re-elected as a director of the Company.'

4 Resolution 3- Election of Director- Jamie Brooke

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

'Jamie Brooke, who retires in accordance with article 16.4(b) of the Company's constitution and, being eligible, offers himself for election, be elected as a director of the Company.'

5 Resolution 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 130,952,123 Shares on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting is approved.'

DATED 30 April 2019
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 and DI Holders 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 1.00pm on 30 May 2019 in London, United Kingdom.

All Shareholders and DI Holders 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 at the AGM.

Agenda item 1 is not a resolution.

Resolutions 1 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.

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 financial year ended 31 December 2018 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 or DI Holders at the AGM on such reports or statements, however Shareholders and DI Holders will be given ample opportunity to raise questions with respect to these reports and statements at the meeting. Shareholders and DI Holders may also ask questions about the management of the Company.

Shareholders and DI Holders 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 and DI Holders may address written questions to the Chairman. Any written questions must be submitted to the Company Secretary before 5.00pm Sydney time 28 May 2019.

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@capitalcorporatelaw.com.au

Resolution 1 – 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 approved on a show of hands at the 2018 Annual General Meeting.

If the Remuneration Report receives an against vote of at least 25% at this AGM, it will be a First Strike.

The Remuneration Report is contained in the Annual Report.

Voting Exclusion:

The Company will disregard any votes cast on Resolution 1 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 1 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 2– Re-election of Director- Thomas Rowe

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

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. Listing Rule 14.4 requires that a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer.

The Shareholders last appointed Mr Rowe as a Director at the 2016 Annual General Meeting. Messrs John Conoley and Andrew Hayward were last appointed by Shareholders at the 2017 Annual General Meeting

and Mr Stephen Baldwin was last re-elected by Shareholders at the 2018 Annual General Meeting. Mr Brooke's appointment as a Director is the subject of Resolution 3.

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

Directors' recommendation

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

Resolution 3 – Election of Director- Jamie Brooke

Clause 16.4 of the Company's Constitution and Listing Rule 14.4 requires each Director (excluding the Managing Director) who is appointed by the Directors to retire at the next annual general meeting following their appointment. The Director may then submit themselves for election by the Shareholders (and DI Holders) at the annual general meeting.

The AGM is the first annual general meeting since Mr Brooke was appointed as a Director by the Board on 8 October 2018.

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

Directors' recommendation

The Directors, with Mr Brooke abstaining, recommend that the Shareholders vote in favour 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 181,627,599 Equity Securities (excluding exemptions under Listing Rule 7.2).

The Company's current capacity under Listing Rule 7.1 permits it to issue up to 161,984,780 Equity Securities without Shareholder approval. In the absence of Resolution 4 being passed, the Company's capacity under Listing Rule 7.1 will not be completely "refreshed" until 24 October 2019. 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 130,873,965 Shares that occurred on 3 October 2018 and 78,158 Shares that occurred on 24 October 2018.

The Shares were issued at \$0.11 (£0.0625) to institutional investors through an institutional placement conducted in conjunction with the ANREO. The issue price was the same price as offered to Shareholders under the ANREO, being an 4.8% premium to the closing price of the Company's Shares on the ASX on 26 September 2018, being the day before the Company entered into a trading halt to conduct the ANREO.

The funds raised were used, together with funds raised under the ANREO, for:

- The anticipated equity investment in HomeSend for the short to medium term; and
- working capital and transaction fees.

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.

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 and, if not defined in the Corporations Act, the Listing Rules.

Capitalised words in Appendix A are as defined in the table to Appendix A.

AGM	means the annual general meeting of the Company to be held on 30 May 2019
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 December 2018.
ANREO	means the Company's accelerated non-renounceable entitlement offer announced on 27 September 2018.
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.
Explanatory Memorandum	means the explanatory memorandum to the notice of meeting contained in this booklet.
First Strike	means a meeting at which at least 25% of the votes cast on a resolution that the remuneration report be adopted are cast against the adoption of the report, that satisfies section 250U(b) of the Corporations Act.
Key Management Personnel	means the key management personnel as defined in section 9 of the Corporations Act
Listing Rules	means the official listing rules of ASX.
Notice and Notice of Meeting	means the Notice of Meeting included in this document.
Proxy Form	means the proxy form enclosed with this document.
Resolution	means a resolution the subject of this Notice of Meeting and Explanatory Memorandum.
Share	means an ordinary share in the capital of the Company, the terms of which are contained in the Company's constitution.
Shareholders or Ordinary Shareholders	means holders of Shares from time to time.

CANCELLED

Form of Instruction - Annual General Meeting to be held on 30 May 2019 at 1.00 pm



To View the Annual Report online visit:

<http://eservglobal.com/investors/>

**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 24 May 2019 at 1.00 pm UK time.**

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 Abstain' option overleaf is provided to enable you to abstain on any particular Resolution. However, it should be noted that a 'Vote Abstain' 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 1.00 pm UK time on the 24 May 2019. 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.

All Named Holders

CANCELLED



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 Clearing Pty Limited <CCNL DI A/C>" to vote on my/our behalf at the Annual General Meeting of the Company to be held at **FinnCap, 60 New Broad Street, London, United Kingdom EC2M 1JJ**, on **11 May 2019 at 1.00 pm UK time** and at any adjournment thereof.

CANCELLED

Ordinary Resolutions

- | | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| 1. 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 period ended 31 December 2018 as set out in the Directors' report, be adopted. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To consider and, if thought fit, to pass the following proposed resolution as an ordinary resolution: Thomas Rowe, who retires in accordance with article 17.2 of the Company's constitution and, being eligible, offers himself for election, be re-elected as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To consider and, if thought fit, pass the following resolution as an ordinary resolution: Jamie Brooke, who retires in accordance with article 16.4(b) of the Company's constitution and, being eligible, offers himself for election, be elected as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. 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 130,952,123 Shares on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting is approved. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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.

