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## Notice of Extraordinary General Meeting

eServGlobal Limited ACN 052 947 743

22 July 2019  
at 11.30am

The Grace Hotel Sydney  
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.

The ASX takes no responsibility for the contents of this Notice or the Explanatory Memorandum.

## 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 EGM, Shares will be taken to be held by those persons recorded in the Company's register of members as at 11.30am in Sydney, Australia on 20 July 2019.

Current Depository Interest holders can attend the EGM 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 EGM may appoint a proxy to attend and vote at the EGM 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 EGM, 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 "<b>CREST Voting Instruction</b>") 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 <a href="http://www.euroclear.com/CREST">www.euroclear.com/CREST</a>).</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 11.30am Sydney time (2.30am London time) on 20 July 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 2.30 p.m. (GMT) 16 July 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 Extraordinary General Meeting

eServGlobal Limited ACN 052 947 743 (Company)

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Notice is given that an Extraordinary General Meeting (**EGM**) of eServGlobal Limited (**Company**) will be held at 11.30am Sydney time on 22 July 2019 at The Grace Hotel Sydney, 77 York Street, Sydney New South Wales, 2000

## Agenda

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

### 1 Sale of Core Business

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

*"That for the purpose of ASX Listing Rule 11.2, Rule 15 of the AIM Rules for Companies and for all other purposes, approval is given for the sale of all of the shares in eServGlobal Holdings SAS and all the Company's shares in PT eServGlobal Indonesia to Seamless Distribution Systems AB. (or its nominee) on terms and conditions set out in the Explanatory Memorandum that accompanies this Notice of Meeting"*

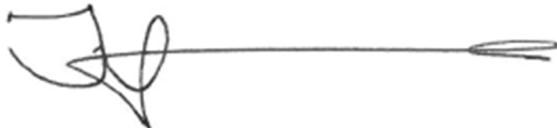
### 2 Change of Name

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

*'That the Company change its name to Wameja Limited.'*

DATED 21 June 2019

By Order of the Board



Tom Rowe

Company Secretary

eServGlobal Limited

# Explanatory Memorandum

eServGlobal Limited ACN 052 947 743 (Company)

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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 Extraordinary General Meeting (**EGM**) to be held at 11.30am on 22 July 2019 in Sydney, Australia.

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 EGM.

Resolution 1 is an ordinary resolution. An ordinary resolution requires a simple majority of votes cast by Shareholders (in person or by proxy) entitled to vote on the resolution. Resolution 2 is a special resolution and requires a majority in favour of 75% of votes cast by Shareholders (in person or by proxy) entitled to vote on the resolution.

## Resolution 1 – Sale of Core Business

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eServGlobal Holdings SAS is a company incorporated in France and is a wholly owned subsidiary of eServGlobal Limited.

eServGlobal Holdings SAS, together with its subsidiaries and PT eServGlobal Indonesia conduct the Company's core business of providing digital financial transactions technology solutions, enabling financial and telecommunications service providers to create smoother transactions for their customers through deep technical expertise and rapid implementation. Utilising its own technology platform, the Core Business offers a range of transaction services including digital wallets, commerce, remittance, recharge, rapid service connection and business analytics.

The Core Business is the sole operating business of eServGlobal Limited. The other activity of the Company is the management of its investment in HomeSend. The Core Business does not include any aspect of the Company's investment in HomeSend SCRL and there will be no impact to the Company's investment in HomeSend arising from the sale of the Core Business. The Company will retain its two seats on the HomeSend Board, currently held by John Conoley, Executive Chairman, and James Hume, Chief Operating Officer.

### Requirement for Shareholder Approval

The Core Business is the main undertaking of the Company and, as a result, Listing Rule 11.2 requires that shareholder approval be obtained, as an ordinary resolution, for the sale of the Core Business to Seamless.

The sale of the Core Business is deemed to be a "fundamental change of business" as described in Rule 15 of the AIM Rules for Companies and Shareholder approval is required under that rule. Should the sale

complete, the Company will continue to trade on AIM as an operating company rather than investing company.

**Indicative Timetable**

The indicative timetable for the sale of the Core Business is:

<b>Event</b>	<b>Proposed Date</b>
Shareholder Meeting to consider this resolution	22 July 2019
Completion of sale of Core Business	25 July 2019
Last date to complete sale of Core Business	4 August 2019, after this date the buyer may terminate the agreement to purchase.

**Terms and Conditions of the sale of the Core Business**

Subject to the approval under Resolution 1 and 2, the Company has agreed to sell its shareholding in eServGlobal Holdings SAS and PT eServGlobal Indonesia to Seamless on the following terms and conditions:

1. The purchase price is €2,000,000 in cash, subject to the following adjustment:
  - a. The purchase price shall be reduced to the extent that the equity value (being total assets less total liabilities) of the Core Business, at 30 April 2019, as calculated in accordance with agreed accounting standards and policies, is less than a target amount of €3,594,000. The maximum adjustment is €500,000.
  - b. There is no adjustment to increase the purchase price.
2. The only condition precedent to Completion is that Resolution 1 and 2 are approved by the Company’s Shareholders. Seamless may terminate the SPA if Resolution 1 and 2 are not approved by 4 August 2019 and, in certain circumstances, including if the agreed equity value of the Core Business as at 30 April 2019 is less than €3,094,000. If Resolution 1 were approved but not Resolution 2, Seamless would be entitled to terminate the SPA. If Resolution 2 were passed but not Resolution 1, Seamless would be entitled to terminate the SPA.
3. Prior to completion, the Company has agreed, amongst other obligations customary in a transaction of this type, to:
  - a. Regularly consult with Seamless regarding the conduct of the Core Business.
  - b. Not terminate any material agreement.
  - c. Only enter into agreements and undertaking on terms and conditions customary for the Core Business and not change prices or discount terms.
  - d. Not materially change the terms of any employment arrangements and not hire or dismiss any employees without Seamless’ agreement.
  - e. Not increase the indebtedness of eServGlobal Holdings SAS, its subsidiaries or PT eServGlobal Indonesia or dispose of any assets, other than in the ordinary course of business.
4. The Company has given warranties to Seamless which are reasonable in the circumstances taking into account the jurisdictions in which the Core Business operates, the nature of the Core Business and the liabilities being acquired by Seamless as a share sale rather than asset

sale. The warranties include:

- a. No infringement of third party intellectual property rights.
- b. Compliance with laws regarding data protection.
- c. Anti-money laundering and terrorism financing, anti-corruption and trade sanctions ("Anti-Corruption Warranties").
- d. Compliance with tax laws.
- e. Compliance with employment laws
- f. Accuracy and completeness of information provided by the Company and its subsidiaries during the due diligence process.

The warranty claim period is until 31 January 2024 in respect of tax warranties and certain fundamental warranties relating to title to assets and authority to enter into the agreement with a period of twelve months from Completion for the balance of the warranties.

The warranty claims, other than claims under fundamental warranties relating to title to assets and authority to enter into the agreement and Anti-Corruption Warranties, are limited to a total amount of €1,000,000 less the amount of any adjustment made to the purchase price under 1(a) above or less any amount by which the equity value exceeds €3,594,000 subject to a maximum reduction of €500,000.

Claims under fundamental warranties relating to title to assets and authority to enter into the agreement are limited to the adjusted purchase price less any amount received by Seamless under a non-fundamental warranty or less any amount by which the equity value exceeds €3,594,000, subject to a maximum reduction of €500,000. The Anti-Corruption Warranties are uncapped.

5. The Company has given an indemnity to Seamless in relation to certain operational and employment matters.
6. Until Completion, the Company has agreed that it will not solicit, initiate, encourage, assist, discuss or enter into any agreement, understanding or arrangement with respect to any offer, negotiation or proposal from any third party for the sale of the Core Business or sale of the shares in eServGlobal Holdings SAS or PT eServGlobal Indonesia.
7. Seamless is entitled to the following break fees if the agreement to acquire the Core Business is terminated by Seamless in the following circumstances:
  - a. A breach of warranty by the Company with an estimated impact to the equity value of eServGlobal Holdings SAS as at completion of or exceeding €200,000.
  - b. The Company accepting an offer in breach of the non-solicit obligations described in paragraph 6 above; or,
  - c. the Directors withdrawing their recommendation to shareholders to approve Resolution 1.

The break fee is €200,000 in respect to paragraph 7(a), being a reasonable estimate of the fees, expenses and internal costs incurred by Seamless in conducting extensive due diligence of the Core Business and the negotiation of the terms of the sale and purchase.

The break fee, in respect to paragraph 7(b), is the difference between the purchase price payable by Seamless and the value of consideration payable under the offer accepted in breach of the obligations described under paragraph 6 but shall be a minimum of €700,000 but no more than €1,000,000.

The break fee in respect of paragraph 7 (c) is €700,000.

There is no break fee if the Shareholders do not approve Resolution 1 or 2.

8. The Company has agreed that it will not for a period of three years from Completion directly or indirectly conduct, hold an interest in or in any other way promote a business activity that competes with any of the activities of the Core Business. The Company's involvement in HomeSend is specifically excluded from this restraint.

### Information on Seamless

Seamless is a technology and digital distribution company, providing technology solutions to mobile operators and retail distributors in 30 countries. Based in Sweden, Seamless is listed on Nasdaq First North Premier (Ticker: SDS) and has a global presence in over 30 countries with specialised focus in the emerging markets of Africa, Americas, Europe, Asia and Middle East. Seamless operates a proprietary Transaction Switch platform, branded as ERS 360°, which is a multi-access electronic transaction platform, hosting end-to-end functional solutions for retail distributors, telecom operators and other service providers.

### Background to and Advantages of the Sale

The Core Business has made significant progress over the last few of years in terms of reducing its cost base, entering FY19 with an annualised cost base and breakeven point of €10.0m. The timing and cost of this right-sizing exercise has proven to be greater than initially anticipated. Despite revenue falling short of market expectations in FY18 due to various contract delays, the Company has since announced contract wins with new and existing customers and entered FY19 with a strong pipeline. The Board has determined, however, that it is in the best interest of shareholders to dispose of the Core Business and is pleased that the investment and efforts made to date in positioning the business as an asset have resulted in the realisation of some value for shareholders through the sale of the Core Business.

The Company has undertaken an extensive sale process with the help of its advisers for the sale of the Core Business. The terms and conditions the subject of this Resolution 1 are the most commercially advantageous to the Company that have been obtained.

It has been apparent for some time that Shareholders and DI Holders have considered the inherent value of the Company to lie with its investment in HomeSend. The sale of the Core Business will enable the Company to focus on realising the future value of the Company's stake in HomeSend and to provide ongoing support for the growth of HomeSend.

The Sale is constructed as a share sale rather than asset sale, thus providing a simpler transaction and a cleaner balance sheet for the Company post transaction. Set out below is a pro forma balance sheet of the Company, post Completion, based on the 31 December 2018 accounts:

	<b>Proforma</b>	<b>Adjustment</b>	<b>31 Dec 2018</b>
	<b>\$`000</b>	<b>\$`000</b>	<b>\$`000</b>
<b>Current Assets</b>			
Cash and cash equivalents	20,500	(6,951)	27,451
Trade receivables and contract assets	-	(4,159)	4,159
Inventories	-	(28)	28
Current tax assets	-	(37)	37
Other current assets	-	(973)	973

<b>Total Current Assets</b>	<b>20,500</b>	<b>(12,148)</b>	<b>32,648</b>
<b>Non-Current Assets</b>			
Investment in associate	25,791		25,791
Property, plant and equipment	-	(257)	257
Deferred tax assets		(673)	673
Intangible assets	-	(3,294)	3,294
Other receivables*	1,149	1,149	-
<b>Total Non-Current Assets</b>	<b>26,940</b>	<b>(3,075)</b>	<b>30,015</b>
<b>Total Assets</b>	<b>47,440</b>	<b>(15,223)</b>	<b>62,663</b>
<b>Current Liabilities</b>			
Trade and other payables	-	(4,085)	4,085
Current tax payables	530	(516)	1,046
Provisions	1,250	138	1,112
Contract Liabilities	-	(595)	595
<b>Total Current Liabilities</b>	<b>1,780</b>	<b>(5,058)</b>	<b>6,838</b>
<b>Non-Current Liabilities</b>			
Provisions	-	(717)	717
<b>Total Non-Current Liabilities</b>	<b>-</b>	<b>(717)</b>	<b>717</b>
<b>Total Liabilities</b>	<b>1,780</b>	<b>(5,775)</b>	<b>7,555</b>
<b>Net Assets</b>	<b>45,660</b>	<b>(9,448)</b>	<b>55,108</b>

\*Funds drawn under the HomeSend facility of €713,681.25 as announced on 6 June 2019. The total amount of the facility is €7.1M as announced on 16 May 2019.

### Disadvantages of the Sale

The sale of the Core Business on the terms proposed is for less than the equity value of the assets being sold. The sale removes the opportunity for the Company to realise that value.

The Directors consider it unlikely that a superior offer will be obtained in the short to medium term.

### Post Completion

The Directors expect that in 2020 the annualised ordinary course operating expenses will be reduced to approximately €300,000 per year through the outsourcing of the back office and finance function and the reduction of Board and management expenses.

It is expected that Andrew Hayward will cease as a Director and Chief Financial Officer on or about Completion and that John Conoley will cease in his executive role within six months of Completion (with the Chairman's role reverting to a non-executive position).

After transaction costs the Directors expect that the Company will have cash and cash equivalents post Completion (after taking into account the purchase price less deal related costs) of approximately €12.5 million. Of this amount, €8.3 million is allocated to existing credit facilities in place for HomeSend as well as a further €2.2 million of expected HomeSend working capital requirements.

In addition to the HomeSend commitments, the remaining cash will be applied towards restructuring costs of the Company subsequent to Completion (approximately €1 million) and ongoing operating expenses.

On Completion, the remaining 3,350,000 employee options on issue that have not already vested, will vest and there will be a total of 11,000,000 executive options and 6,575,000 employee options available to exercise. The exercise price is A\$0.21. The details of the executive options and employee options are set out in the table below:

<b>Option Class</b>	<b>Number of Options</b>	<b>Vesting Date</b>	<b>Expiry Date</b>
Executive Options	3,000,000	14 March 2018	14 March 2021
Executive Options	2,000,000	8 August 2018	8 August 2021
Executive Options	6,000,000	13 March 2019	13 March 2022
Employee Options	3,225,000	8 August 2018	8 August 2021
Employee Options	3,350,000	Completion*	24 November 2022

\*Completion is a trigger event for vesting of these employee options, pursuant to the terms and conditions of the employee options as approved by Shareholders at the annual general meeting of the Company held on 13 March 2017. These employee options would otherwise vest on 24 November 2019.

The Board has resolved, pursuant to the terms of the options, to extend the exercise period to the current expiry date of the options for each holder who ceases employment with the Company or their engagement as a Director, as a result of the sale of the Core Business. This includes employees or Directors who may leave the Company prior to, or after, Completion. The terms and conditions of the options were approved by Shareholders and provide that:

- the holder has 90 days to exercise the options after ceasing:
  - employment with the Company or its subsidiaries; or,
  - ceasing as a Director
- unless the Board extends the period to exercise the options to such later date, being no later than:
  - the expiry date, in the case of the executive options;
  - 14 March 2021, in the case of the employee options and executive options that vested on 8 August 2018; and,
  - the expiry date, in the case of the employee options that will vest on Completion.

Completion will not have any impact on the performance options in issue, or that may be issued in the future as approved by Shareholders at the annual general meeting of the Company held on 17 May 2018.

### **Shareholder Support**

Certain institutional investors, including Lombard Odier Asset Management (Europe) Limited, Toscafund Asset Management LLP, AXA Investment Managers UK Limited, Herald Investment

Management Limited and Canaccord Genuity Wealth Management have undertaken to vote in favour of the Resolutions 1 and 2 in respect of their aggregate shareholdings of 501,433,371 Depository Interests, representing approximately 41.4 per cent. of the issued share capital of the Company.

### **Directors' Recommendation**

The Board believes that the sale of the Core Business on the terms proposed is in the best interests of the Company and, in the absence of a superior proposal, the Directors unanimously recommend that Shareholders and DI Holders vote in favour of Resolution 1.

In the absence of a superior proposal, Stephen Baldwin intends to vote all Shares held or controlled by him in favour of Resolution 1.

In the absence of a superior proposal, John Conoley would vote all Depository Interests held or controlled by him in favour of Resolution 1. However, due to the Board's determination to extend the exercise period for the executive options held by him, should he cease involvement with the Company following the disposal of the Core Business, he is excluded from voting on Resolution 1.

### **Voting Exclusion:**

The Company will disregard any votes cast on Resolution 1:

- by any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed, or an associate of any such person;
- as a proxy for any such person; or
- by a member of the Key Management Personnel 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 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 recommend that Shareholders and DI Holders vote in favour of Resolution 1.

## **Resolution 2– Change of Name**

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The terms of the sale of the Core Business require that the Company cease to use the name "eServGlobal."

The Board propose that the Company name be changed to "Wameja Limited". If approved, the Directors intend to apply to ASIC for the change of name on Completion.

The change of name will take effect when ASIC alters the details of the Company's registration.

The Company has reserved ASX Code "WJA" and intends to use that code on the ASX as soon as possible after the change of name takes effect.

The Company has registered the domain [www.wameja.com](http://www.wameja.com).

## Directors' recommendation

The Directors recommend that Shareholders and DI Holders vote in favour of Resolution 2.

# Glossary of Terms

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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.

<b>AIM</b>	means AIM, a market of the London Stock Exchange
<b>AIM Rule or AIM Rules</b>	means together the AIM Rules for Companies and the AIM Rules for Nominated Advisers governing admission to and the operation of AIM
<b>AIM Rules for Companies</b>	means the AIM Rules for Companies published by the London Stock Exchange
<b>ASIC</b>	means the Australian Securities and Investments Commission
<b>ASX</b>	means the ASX Limited ACN 008 624 691 and the market that it operates
<b>Board</b>	means the board of Directors of the Company
<b>Chairman</b>	means the Chairman of the Company as approved from time to time and includes an acting Chairman
<b>Company or eServGlobal or ESV or eServ</b>	means eServGlobal Limited ACN 052 947 743
<b>Completion</b>	means the completion of the sale of the Core Business to Seamless on the terms and conditions described in the Explanatory Memorandum to Resolution 1
<b>Constitution</b>	means the constitution of the Company
<b>Core Business</b>	means the business of eServGlobal Holdings SAS and its subsidiaries providing digital financial transactions technology solutions, enabling financial and telecommunications service providers to create smoother transactions for their customers through deep technical expertise and rapid implementation. Utilising its own technology platform, the core business offers a range of transaction services including digital wallets, commerce, remittance, recharge, rapid service connection and business analytics.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth)
<b>Corporations Regulations</b>	means the <i>Corporations Regulations 2001</i> (Cth)
<b>Depository Interest</b>	means de-materialised depository interests representing Ordinary Shares issued by the depository, Computershare Investor Services PLC, and settled on CREST
<b>DI Holders</b>	means holders of Depository Interests
<b>Directors</b>	means the directors of the Company from time to time, and Director means any one of them
<b>EGM</b>	means the extraordinary general meeting of the Company convened by this Notice of Meeting

<b>Explanatory Memorandum</b>	means the explanatory memorandum to the notice of meeting contained in this booklet
<b>HomeSend</b>	means HomeSend SCRL
<b>Key Management Personnel</b>	means the key management personnel as defined in section 9 of the Corporations Act
<b>Listing Rules</b>	means the official listing rules of ASX
<b>Notice and Notice of Meeting</b>	means the Notice of Meeting included in this document
<b>Proxy Form</b>	means the proxy form enclosed with this document
<b>Resolution</b>	means a resolution the subject of this Notice of Meeting and Explanatory Memorandum
<b>Seamless</b>	means Seamless Distribution Systems AB
<b>Share</b>	means an ordinary share in the capital of the Company, the terms of which are contained in the Company's constitution
<b>Shareholders or Ordinary Shareholders</b>	means holders of Shares from time to time
<b>SPA</b>	means the sale and purchase agreement between the Company and Seamless for the sale of all of the Company's shares in eServGlobal Holdings SAS and PT eServGlobal Indonesia.

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**CANCELLED**

## Form of Instruction - Extraordinary General Meeting to be held on 22 July 2019

To be effective, all forms of instruction must be lodged with the Company's Depository at:  
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 16 July 2019 at 2.30 pm (BST).

### 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 vote withheld 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 2.30 pm (BST) on the 16 July 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.



C000000000

I/We hereby instruct the Custodian "Computershare Clearing Pty Limited <CCNL DI A/C>" to vote on my/our behalf at the Extraordinary General Meeting of eServGlobal Limited to be held at **The Grace Hotel Sydney 77 York Street Sydney NSW 2000**, on 22 July 2019 at **11.30 am** (AEST) and at any adjournment thereof.

**CANCELLED**

## Special Business

- |  | For                      | Against                  | Abstain                  |
|--|--------------------------|--------------------------|--------------------------|
| 1. To consider and, if thought fit, pass the following resolution as an ordinary resolution: That for the purpose of ASX Listing Rule 11.2, Rule 15 of the AIM Rules for Companies and for all other purposes, approval is given for the sale of all of the shares in eServGlobal Holdings SAS and all the Company's shares in PT eServGlobal Indonesia to Seamless Distribution Systems AB. (or its nominee) on terms and conditions set out in the Explanatory Memorandum that accompanies this Notice of Meeting. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To consider and, if thought fit, pass the following resolution as a special resolution: That the Company change its name to Wameja Limited.   | <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.

