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Results of Institutional Entitlement Offer and Placement Sydney: 24 October 2017

eServGlobal Limited (AIM: ESG, ASX: ESV) ("eServGlobal" or the "Company")

Total fundraising of c.\$40 million

c.\$26.4 million Institutional Offer and c.\$8 million Firm Placing

Conditional Placing of c.\$5.7 million subject to clawback under the Retail Offer

Following the announcement of 20 October 2017, the Company is pleased to announce the successful completion of the institutional component ("**Institutional Offer**") of its 1 for 3 accelerated non-renounceable entitlement offer ("**Entitlement Offer**") alongside a firm placing to institutional and other investors ("**Firm Placing**") (together with the Entitlement Offer, the "**Fundraising**").

The Institutional Offer will raise approximately £15.8 million (\$26.4 million) from subscriptions for new fully paid ordinary shares in the Company ("**New Ordinary Shares**") at 9 pence per new share ("**Issue Price**").

The Firm Placing will raise approximately £4.8 million (\$8 million) from subscriptions for new fully paid New Ordinary shares at the Issue Price.

The Retail Offer will raise a further £3.4 million (\$5.7 million) for the Company at the Issue Price, further details of which can be found below.

The net proceeds from the Fundraising will be used in part to fund an expected capital raise by the HomeSend JV to fund its short-term cash requirements and provide further capital for future cash calls, therefore enabling the Company to maintain its 35 per cent. ownership in the HomeSend JV. The proceeds will also be used to further support the rationalisation exercise within the core business, pay down all the Company's debt to strengthen the balance sheet and for general working capital purposes.

The Fundraising has been structured to allow the Company to receive the proceeds as quickly as possible in order to begin implementing these strategies and without the need for Shareholder approval.

The Issue Price represents a discount of 10 per cent. to the closing mid-market price on AIM of 10 pence per Ordinary Share as at 19 October 2017, being the latest practicable date prior to the announcement of the Fundraising.

The Entitlement Offer will comprise two components:

- the Institutional Offer, being the accelerated non-renounceable entitlement offer to existing institutional shareholders of the Company; and
- the Retail Offer, being an entitlement offer to existing retail shareholders of the Company.

Pursuant to the Retail Offer, the Company will offer Qualifying Holders, being holders of Ordinary Shares or Depositary Interests in the Company (who are not Institutional Shareholders or Overseas Shareholders) on the register at the close of business on the Record Date, to subscribe for Ordinary Shares at the Issue Price on the same basis as the Institutional Shareholders under the Institutional Offer.

As part of the Retail Offer, the Retail Offer Shares are being conditionally allocated by way of a conditional placing to institutional and other investors at the Issue Price who have agreed to subscribe for the Retail Offer Shares to the extent that Qualifying Holders do not take up their Retail Offer Entitlements ("**Clawback Placing**"). Consequently, subject to the Placing Agreement not being terminated prior to admission of the Clawback Placing Shares, all of the Retail Offer Shares will be issued irrespective of whether Qualifying Holders subscribe for Retail Offer Shares.

The Retail Offer will raise approximately £3.4 million, bringing the total money raised to £24.0 million (\$40 million), before expenses.

John Conoley, Executive Chairman, eServGlobal, commented:

"I am delighted with the support we have received from institutional investors who recognise the strong progress HomeSend is making in their potentially enormous market as well as the opportunities for the core business. I am also pleased that we are able to provide retail investors the opportunity to participate in the Fundraising.

"HomeSend is building momentum in the global payments market and is now poised to realise the significant opportunities before it. As we announced in a trading update on 10 October 2017, we expect the core business to achieve EBITDA breakeven in the 4th quarter of 2017 as we continue the structural changes to the business. A proportion of the Fundraising will be used to complete the restructure as well as pay down debt. This is an exciting time for eServGlobal as we make further progress towards realising the Group's potential."

This announcement contains inside information for the purposes of Article 7 of Regulation 596/2014.

Enquiries:

eServGlobal

www.eservglobal.com

Tom Rowe, Company Secretary

investors@eservglobal.com

Alison Cheek, VP Corporate Communications

Andrew Hayward, Chief Financial Officer

finnCap Ltd (Nomad and Broker)

www.finnCap.com

Corporate Finance

T: +44 (0) 20 7220 0500

Jonny Franklin-Adams / Anthony Adams / Hannah Boros

Corporate Broking

Tim Redfern/ Richard Chambers

Veritas Securities Limited, Joint Broker (Australia) +61 2 8252 3200

Robert Scappatura

Alma PR (Financial Public Relations) www.almapr.co.uk

Hilary Buchanan / John Coles T: +44 (0) 208 004 4218

This announcement is for information purposes only and is not intended to and does not constitute or form part of an offer to sell or subscribe for or any invitation to purchase or subscribe for any securities or the solicitation of an offer to buy any securities, pursuant to the Proposals or otherwise. The Retail Offer will be implemented solely by means of the Retail Offer Booklet. The Retail Offer Booklet and, where relevant, the Application Form, will contain the full terms and conditions of the Retail Offer. The Retail Offer Booklet will be posted to the Qualifying Holders on 27 October 2017.

The distribution of this announcement in or into jurisdictions other than the United Kingdom or Australia may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom or Australia should inform themselves about, and observe, such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. Subject to certain exceptions, this announcement is not for release, publication or distribution, directly or indirectly, in or into the United States, Canada, the Republic of South Africa, Japan or any jurisdiction where to do so might constitute a violation of local securities laws or regulations.

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Forward Looking Statements

This announcement contains certain forward looking statements relating to the Company's future prospects, developments and business strategies.

Forward looking statements are identified by their use of terms and phrases such as "targets", "estimates", "envisages", "believes", "expects", "aims", "intends", "plans", "will", "may", "anticipates", "would", "could" or similar expressions or the negative of those, variations or comparable expressions, including references to assumptions.

These forward looking statements are based on current expectations and are subject to risks and uncertainties which could cause actual results to differ materially from those expressed or implied by those statements. If one or more of these risk factors or uncertainties materialises, or if the underlying assumptions prove incorrect, the Company's actual results may vary materially from those expected, estimated or projected. Given these risks and uncertainties, potential investors should not place any reliance on forward looking statements.

These forward looking statements relate only to the position as at the date of this announcement. Neither the Directors nor the Company undertake any obligation to update forward looking statements or risk factors, other than as required by the AIM Rules for Companies or by the rules of any other applicable securities regulatory authority, whether as a result of the information, future events or otherwise.

Reasons for the Fundraising and use of proceeds

The aggregate net cash proceeds of the Fundraising are expected to be £22.8 million.

As announced by the Company on 10 October 2017, the HomeSend business opportunity has expanded beyond its initial investment case and is showing strong momentum in its expanded focus on the banking market with one of Asia's largest banks already sending live transactions. The Company expects the HomeSend JV to shortly make a capital call under the joint venture agreement and has earmarked £8.5 million of the proceeds to fund the Company's proportion of the cash call in respect of the short term cash flow requirements for HomeSend and headroom for potential cash calls to be made in the medium term.

In addition to supporting the funding requirements of HomeSend, £2.5 million will be used to complete the rationalisation exercise within the core business to create the target breakeven point of approximately €12.0 million as announced on 10 October 2017. Cost reduction to date has been opportunistic and has enabled reduced complexity of the business and historic contracts. The completion of the rationalisation supports the Company's plans to enter the 2018 financial year with an EBITDA breakeven point of an estimated €12 million in annual revenues and supports the core business's intention to right-size the simplified business around high quality customers and contracts. As announced on 10 October 2017, the Company is expecting to achieve operational EBITDA breakeven in the quarter to December 2017, with an overall FY17 EBITDA of between €(8.3)-(7.0) million or €(5.4)-(4.1) million on an adjusted basis (adjusted to remove estimated PLC/corporate costs). If the breakeven point of €12 million is achieved, revenues of €12 million in 2018 should give the core business an adjusted EBITDA of €2.4 million (adjusted to exclude estimate PLC/corporate costs). The Directors believe that the core business is now a self-sustaining business based on its current customer base and the Company believes that completing this rightsize of the core business

will position it to be capable of realising M&A value in 2018, should this be the desired course of action.

Approximately £11.0 million will be used to strengthen the balance sheet through the repayment in its entirety, of the outstanding Loan Facilities from the Lenders. £2.0 million will be retained by the Company to support further working capital requirements and transaction costs.

A presentation that was given in connection with the Firm Placing, Institutional Offer and Clawback Placing is now available on the Company's website: www.eservglobal.com.

The Firm Placing and the Institutional Offer

The Firm Placing comprises a placing of 53,272,003 New Ordinary Shares at the Issue Price to institutional and other investors to raise approximately £4.8 million (before expenses). The Firm Placing Shares will be issued using part of the existing authorities granted to the Directors under ASX Listing Rule 7.1.

The Institutional Offer comprises an offer of 175,706,717 New Ordinary Shares at the Issue Price to Institutional Shareholders on the basis of 1 New Ordinary Share for every 3 Existing Ordinary Shares held by the Institutional Shareholders on 24 October 2017 (being the Record Date for the Retail Offer) or to the extent that Institutional Shareholders did not take up their entitlements, to other Institutional Shareholders and other investors to raise approximately £15.8 million (before expenses).

The Firm Placing and the Institutional Offer (together, the “**Placings**”) are conditional, *inter alia*, on:

- the conditions in the Placing Agreement relating to the Placings being satisfied or (if applicable) waived and the Placing Agreement not having been terminated in accordance with its terms prior to Placing Admission; and
- Placing Admission becoming effective by no later than 8.00 a.m. on 30 October 2017 (or such later time and/or date, being no later than 8.00 a.m. on 20 December 2017 or such later time as the Company and finnCap may agree).

The Placing Agreement contains customary warranties given by the Company to finnCap as to matters relating to the Group and its business and a customary indemnity given by the Company to finnCap in respect of liabilities arising out of or in connection with the Fundraising. finnCap is entitled to terminate the Placing Agreement in certain circumstances prior to Placing Admission, including circumstances where any of the warranties are found not to be true or accurate in any material respect or were misleading in any material respect or the occurrence of certain force majeure events.

The Mandate Letter contains a customary indemnity given by the Company to Veritas in respect of liabilities arising out of or in connection with Veritas' appointment in relation to the Placings. Veritas is entitled to terminate the Mandate Letter in certain circumstances, including circumstances where the Company does not provide all reasonable assistance to Veritas in connection with the performance by Veritas of its functions under the Mandate Letter or where the Company undergoes a change of control, goes into liquidation, becomes insolvent or ceases to carry on its business.

The Placing Shares will represent approximately 26.3 per cent. of the entire issued share capital of the Company following Placing Admission.

The Placing Shares will be issued credited as fully paid and will rank in full for all dividends and other distributions declared, made or paid after Placing Admission in respect of Ordinary Shares and will otherwise rank on Placing Admission *pari passu* in all respects with the existing Ordinary Shares. The Placing Shares are not being made available to the public and are not being offered or sold in any jurisdiction where it would be unlawful to do so.

Subject to all relevant conditions set out in the Placing Agreement being satisfied (or, if applicable, waived) on or before Placing Admission, the Firm Placing Shares and the Institutional Offer Shares will be issued and admitted to trading on AIM (in the form of Depositary Interests) and the ASX (in CHES) on 30 October 2017.

The Retail Offer and Clawback Placing

The Board has structured the Fundraising to allow Qualifying Holders to subscribe for Ordinary Shares at the Issue Price on the same basis as the Institutional Shareholders under the Institutional Offer. In order to minimise transaction costs and to avoid the need to publish an FCA approved prospectus, the total consideration under the Retail Offer is lower than €5.0 million (or the equivalent amount in aggregate).

Qualifying Holders, on and subject to the terms and conditions of the Retail Offer, will be given the opportunity under the Retail Offer to apply for any number of Retail Offer Shares at the Issue Price, payable in full in cash on application, up to their *pro rata* to their holdings on the following basis:

1 Retail Offer Share for every 3 Existing Ordinary Shares

held by Qualifying Holders at the Record Date and so in proportion for any other number of Ordinary Shares then held.

For clarity for those Ordinary Shareholders who are in Australia and New Zealand, the Retail Offer is a non-renounceable *pro rata* entitlements offer, as that term is used in Australia, and will be offered under section 708AA of the Corporations Act and the mutual recognition laws in New Zealand.

The Retail Offer Shares will, when issued, rank *pari passu* in all respects with the Existing Ordinary Shares.

Fractions of Retail Offer Shares will not be allotted to Qualifying Holders in the Retail Offer and entitlements under the Retail Offer will be rounded down to the nearest whole number of Retail Offer Shares.

Qualifying Holders will not be able to make applications in excess of their *pro rata* initial entitlement.

As part of the Retail Offer, the Retail Offer Shares are being conditionally allocated by way of the Clawback Placing to institutional and other investors at the Issue Price who have agreed to subscribe for the Retail Offer Shares to the extent that Qualifying Holders do not take up their Retail Offer Entitlements. Consequently, subject to the Placing Agreement not being terminated prior to admission of the Clawback Placing Shares, all of the Retail Offer Shares will be issued irrespective of whether Qualifying Holders subscribe for Retail Offer Shares.

The Clawback Placing has not been underwritten.

The Admission of the Retail Offer Shares being issued to Qualifying Holders pursuant to the Retail Offer is conditional only on Admission of the Institutional Offer Shares.

The Admission of Clawback Placing Shares to investors pursuant to the Clawback Placing is conditional on:

- the conditions in the Placing Agreement relating to the Clawback Placing being satisfied or (if applicable) waived and the Placing Agreement not having been terminated in accordance with its terms prior to Retail Offer Admission; and
- Retail Offer Admission (including admission of the Clawback Placing Shares) becoming effective by no later than 8.00 a.m. (GMT) on 20 November 2017 (or such later time and/or date, being no later than 8.00 a.m. (GMT) on 20 December 2017 or such later time as the Company and finnCap may agree).

The Retail Offer is not a rights issue, as that term is used in England and Wales. Qualifying Depository Interest Holders should note that although the Retail Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of entitlements under the Retail Offer may only be made by the Qualifying Holder originally entitled or by a person entitled by virtue of a *bona fide* market claim raised by Euroclear UK & Ireland's Claims Processing Unit. Qualifying Ordinary Shareholders should note that the Application Form is not a negotiable document and cannot be traded. Qualifying Holders should be aware that in the Retail Offer, unlike in a rights issue (as this term is used in England and Wales), any Retail Offer Shares not applied for will not be sold in the market or placed for the benefit of Qualifying Holders who do not apply under the Retail Offer.

Options

It is the current intention of the Non-Executive Directors to recommend shareholders approve the issue of additional share options to Executive Directors and employees (in an amount equivalent to approximately 5% of the shares issued pursuant to the Fundraise) at the 2018 Annual General Meeting on the following terms: (i) a strike price equivalent to the Issue Price under the Fundraise; (ii) 5 year options with vesting at 3 years based on performance hurdles. Further details of any proposed issue of options will be provided to shareholders in the notice for the 2018 Annual General Meeting.

Admission, Settlement and CREST

Application will be made to the London Stock Exchange for each of the Placing Shares, the Clawback Placing Shares and the Retail Offer Shares to be admitted to trading on AIM and to the ASX for each of the Placing Shares and the Retail Offer Shares to be admitted to trading on the ASX. It is expected that Placing Admission will become effective on 30 October 2017 and that dealings in the Placing Shares will commence at 8.00 a.m. (GMT) on that date and that Retail Offer Admission will become effective on 20 November 2017 and that dealings in the Retail Offer Shares and Clawback Placing Shares will commence at 8:00 a.m. (GMT) on that date.

If the Placings or Retail Offer do not proceed the Existing Ordinary Shares will continue to be traded on AIM and the ASX.

Further details of how to apply for Retail Offer Shares will be set out in the Retail Offer Booklet to be posted to Qualifying Holders on 27 October 2017.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Trading resumes Ex-Entitlement on ASX	24 October 2017
Record Date for entitlement under the Retail Offer	7.00 p.m. (AEDT) in respect of Qualifying Ordinary Shareholders and 6.00 p.m. (BST) in respect of Qualifying Depository Interest Holders 24 October 2017
Publication and mailing of the Retail Offer Booklet and personalised Application Form	27 October 2017
Retail Offer Entitlements credited to stock accounts of Qualifying Depository Interest Holders	30 October 2017
Issue date of Placing Shares and CHESS member accounts credited with Placing Shares (as applicable)	30 October 2017
Admission and dealings in the Placing Shares commence on AIM and CREST accounts credited with Placing Shares (in Depository Interest form)	8.00 a.m. 30 October 2017
Recommended latest time for requesting withdrawal of Retail Offer Entitlements from CREST (to satisfy bona fide market claim only)	4.30 p.m. 5 November 2017
Latest time and date for depositing Retail Offer Entitlements into CREST (to satisfy bona fide market claim only)	3.00 p.m. on 7 November 2017
Last date to extend the closing date for Retail Offer	7 November 2017
Closing date - latest time and date for settlement of CREST application and payment in full under the Retail Offer	11.00 a.m. on 10 November 2017
Closing date - latest time and date for receipt of completed Application Forms and payment in full under the Retail Offer	5.00 p.m. (AEDT) on 10 November 2017
Announce the results of the Retail Offer	15 November 2017
Issue date of Retail Offer Shares and CHESS member accounts to be credited with Retail Offer Shares	20 November 2017

Admission and commencement of dealings in Retail
Offer Shares on AIM and CREST accounts credited with
Retail Offer Shares (in Depositary Interest form)

8.00 a.m. on 20 November 2017

Notes:

- (1) The times and dates set out in the expected timetable of principal events above and mentioned throughout this Announcement may be adjusted by the Company, subject to the ASX Listing Rules and the AIM Rules for Companies, in which event details of the new times and dates will be notified by means of an announcement through a Regulatory Information Service and on the company announcements platform of the ASX.
- (2) Unless otherwise stated, references to times in this Announcement are to times in London.
- (3) Different deadlines and procedures for return of forms may apply in certain cases.

STATISTICS

Number of Existing Ordinary Shares in issue on the date of this document (which excludes the Placing Shares)	640,183,996
Issue Price	£0.09 or A\$0.15
Basis of Institutional Offer and Retail Offer Entitlements	1 New Ordinary Share for every 3 Existing Ordinary Shares held by Institutional Shareholders and Qualifying Holders
Number of Firm Placing Shares	53,272,003
Number of Institutional Offer Shares	175,706,717
Number of Retail Offer Shares	37,687,946
Number of Ordinary Shares in issue immediately following Placing Admission ⁽²⁾	869,162,716
Number of Ordinary Shares in issue immediately following Retail Offer Admission ^{(1), (2)}	906,850,662
Percentage of Enlarged Issued Share Capital represented by the Placing Shares ^{(1), (2)}	25.2 per cent.
Percentage of Enlarged Issued Share Capital represented by the Retail Offer Shares ^{(1), (2)}	4.2 per cent.
Gross proceeds receivable by the Company under the Fundraising ^{(1), (2)}	£24.0 million
Net proceeds receivable by the Company under the Fundraising ^{(1), (2)}	£22.8 million
ISIN	AU000000ESV3
Retail Offer Entitlement ISIN	AU000000ESVAR5
AIM Symbol	ESG
ASX Symbol	ESV

Notes to Statistics:

(1) Assuming all of the Retail Offer Shares are issued under the Retail Offer.

(2) Assuming all of the Firm Placing Shares and Institutional Offer Shares are issued under the Placings.

DEFINITIONS

In this announcement the following terms and expressions have the following meanings unless the context requires otherwise. References to the singular shall include references to the plural, where applicable, and *vice versa*.

"£", "pounds", "pence" "sterling"	the legal currency for the time being of the United Kingdom
"Application Form"	the application form accompanying the Retail Offer Booklet (where appropriate) to be used by Qualifying Ordinary Shareholders in connection with the Retail Offer
"AEDT"	Australian Eastern Daylight Savings Time
"AIM"	AIM, the market of that name operated by the London Stock Exchange
"AIM Rules for Companies"	the rules and guidance for companies whose shares are admitted to trading on AIM published by the London Stock Exchange, as amended from time to time
"Application Form"	the application form to accompany the Retail Offer Booklet (where appropriate) to be used by Qualifying Ordinary Shareholders in connection with the Retail Offer
"ASX"	ASX Limited or, where the context requires, the Australian Securities Exchange operated by ASX Limited
"AUS\$" or "A\$"	Australian dollars
"Board" or "Directors"	the directors of the Company from time to time
"BST"	British Summer Time
"CCSS"	the CREST Courier and Sorting Service established by Euroclear to facilitate, <i>inter alia</i> , the deposit and withdrawal of securities
"CHES"	Australian Clearing House Electronic Subregister System
"Clawback Placing"	means the conditional placing of Retail Offer Shares with other investors at the Issue Price to the extent that Qualifying Holders do not take up their Retail Offer Entitlements
"Clawback Placing Shares"	the 37,687,946 New Ordinary Shares conditionally placed (subject to clawback) pursuant to the Clawback Placing

"Company" or "eServ"	eServGlobal Limited (ABN 59 052 947 743)
"Computershare UK"	Computershare Investor Services PLC
"Corporations Act"	the Corporations Act 2001 (Cth)
"CREST"	the computerised settlement system operated by Euroclear, which facilitates the transfer of title to securities in uncertificated form
"Depository"	Computershare Investor Services PLC acting in its capacity as Depository pursuant to the terms of the agreement for the provision of depositing services entered into between the Company and Computershare Investor Services PLC and, as relevant, includes its nominee on the Company's register of members
"Depository Interests" or "DIs"	the depository interests issued by the Depository representing an entitlement to an Ordinary Share which may be traded through CREST in dematerialised form
"Enlarged Issued Share Capital"	the entire issued Ordinary Share capital of the Company immediately following Retail Offer Admission comprising the Existing Ordinary Shares, the Placing Shares and the Retail Offer Shares (assuming all of the Placing Shares are issued under the Placings and all of the Retail Offer Shares are issued under the Retail Offer)
"Euroclear"	Euroclear UK & Ireland Limited, the operator of CREST
"Ex-Entitlement Date"	20 October 2017
"Existing Ordinary Shares"	the 640,183,996 Ordinary Shares in issue at the Record Date (which excludes the Placing Shares)
"FCA"	the Financial Conduct Authority, acting in its capacity as competent authority in the United Kingdom pursuant to Part VI of FSMA
"finnCap"	finnCap Limited, which is authorised and regulated by the FCA, the Company's nominated adviser and joint broker
"Firm Placing"	the placing of the Firm Placing Shares pursuant to the Placing Agreement
"Firm Placing Shares"	the 53,272,003 Ordinary Shares conditionally placed pursuant to the Firm Placing

"FSMA"	the UK Financial Services and Markets Act 2000, as amended from time to time
"Fundraising"	the Firm Placing, the Institutional Offer and the Retail Offer
"GMT"	Greenwich Mean Time
"Group"	the Company and its subsidiaries
"HomeSend"	HomeSend CVBA, a limited cooperative company incorporated in Belgium
"HomeSend JV"	the joint venture between MasterCard/Europay U.K. Limited, the Company and BICS S.A. in relation to HomeSend
"Institutional Offer"	the offer and placing of the Institutional Offer Shares with Institutional Shareholders and other Investors pursuant to the Placing Agreement
"Institutional Offer Shares"	the 175,706,717 Ordinary Shares conditionally offered and placed pursuant to the Institutional Offer
"Institutional Shareholders"	certain Existing Shareholders who, together, held 527,120,158 Ordinary Shares on the Ex-Entitlement Date representing 82.3 per cent. of the Existing Ordinary Shares who have agreed to not participate in the Retail Offer
"ISIN"	International Securities Identification Number
"Issue Price"	9 pence per New Ordinary Share or, for places procured by Veritas, AU\$0.15 (being 9 pence based on an exchange rate of A\$1.00: £0.60)
"Lenders"	1798 Volantis Fund Limited, acting through its investment manager Lombard Odier Asset Management (USA) Corporation and 1798 Volantis Catalyst Fund Limited, acting through its investment manager Lombard Odier Asset Management (USA) Corporation
"Loan Facilities"	the facility agreement entered into between the Lenders and the Company on 20 June 2017
"London Stock Exchange"	London Stock Exchange plc
"Mandate Letter"	the mandate letter dated 19 October between Veritas and the Company relating to the Fundraising

"New Ordinary Shares"	the new ordinary shares to be issued by the Company in accordance with the Fundraising and "New Ordinary Share" means one of them
"Ordinary Shares"	ordinary shares in the capital of the Company
"Overseas Shareholders"	Shareholders and holders of Depositary Interests who have registered addresses in, or who are resident or ordinarily resident in, or are citizens of any Restricted Jurisdictions
"Placing Admission"	means admission of the Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
"Placing Agreement"	the conditional placing agreement dated 20 October 2017 entered into between the Company and finnCap relating to the Fundraising
"Placing Shares"	the Firm Placing Shares and the Institutional Offer Shares
"Placings"	the Firm Placing and the Institutional Offer
"Qualifying Depositary Interest Holders"	holders of Depositary Interests in respect of and representing Ordinary Shares as set out on the register of Depositary Interest Holders of the Depositary on the Record Date (other than Overseas Shareholders and Institutional Shareholders)
"Qualifying Holders"	Qualifying Ordinary Shareholders and Qualifying Depositary Interest Holders
"Qualifying Ordinary Shareholders"	holders of Ordinary Shares on the register of members of the Company at the close of business on the Record Date (other than Overseas Shareholders and Institutional Shareholders)
"Record Date"	24 October 2017, at 7.00 p.m. (AEST) in respect of Qualifying Ordinary Shareholders and at 6.00 p.m. (BST) in respect of Qualifying Depositary Interest Holders
"Regulatory Information Service" or "RIS"	one of the regulatory information services authorised by the London Stock Exchange to receive, process and disseminate regulatory information in respect of AIM quoted companies
"Restricted Jurisdiction"	each and any of Canada, Japan, the Republic of Ireland, the United States or any other jurisdiction, as determined by the Directors, outside of the United Kingdom, a member State of the European Union, Australia or New Zealand.

"Retail Offer"	the offer made by the Company to Qualifying Holders inviting them to apply to subscribe for the Retail Offer Shares on the terms and subject to the conditions set out in the Retail Offer Booklet and, where relevant, in the Application Form
"Retail Offer Booklet"	the Retail Offer Booklet containing the terms and conditions of the Retail Offer to be mailed to Qualifying Holders
"Retail Offer Entitlements"	an entitlement of a Qualifying Holder, pursuant to the Retail Offer, to apply for 1 Retail Offer Share for every 3 Existing Ordinary Shares held by the Qualifying Holder at the Record Date (and, to the extent that a Qualifying Holder holds its Existing Ordinary Shares through a Depositary, the Depositary shall ensure that the relevant Qualifying Holder is able to take up its entitlement under the Retail Offer in Depositary Interest form)
"Retail Offer Shares"	37,687,946 New Ordinary Shares which are subject to the Retail Offer
"Retail Offer Admission"	admission of the Retail Offer Shares and the Clawback Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
"Shareholders"	the holders of Existing Ordinary Shares
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland
"UK Listing Authority"	the FCA in its capacity as the competent authority for the purposes of Part VI of FSMA
"US" or "United States"	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia and any other area subject to its jurisdiction
"Veritas"	Veritas Securities Limited

EXCHANGE RATE

Unless otherwise stated, the rates of exchange used for the purpose of this announcement are:

£1.00	AUS\$1.683
£1.00	€1.1202