THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document, you should consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.

If you sell or have sold or otherwise transferred all of your Existing Ordinary Shares, please send this document and any accompanying documents as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom you sell or have sold or transferred your shares for delivery to the purchaser or transferee. However this document and any accompanying documents should not be sent or transmitted in or into any jurisdiction where to do so might constitute a violation of local securities law or regulations, including but not limited to, the USA and the other Excluded Territories.

This document comprises an admission document prepared in accordance with the AIM Rules. This document does not constitute a prospectus for the purposes of the Prospectus Rules and has not been approved by or filed with the Financial Services Authority.

The Existing Ordinary Shares are currently admitted to trading on AIM. If the Company completes the Acquisition and issues the New Shares, it is expected that the current admission to trading on AIM of the Existing Ordinary Shares will be cancelled with effect from 8.00 a.m. on 31 October 2005. An Application will be made for the Existing Ordinary Shares to be re-admitted, and New Shares to be admitted, to trading on AIM. It is expected that Admission will become effective and dealings for normal settlement in the Enlarged Share Capital will commence at 8.00 a.m. on 31 October 2005.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UKLA. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The rules of AIM are less demanding that those of the Official List. It is emphasised that no application has been made for admission of the Existing Ordinary Shares or the New Shares to the Official List. The Enlarged Share Capital will also be listed on ASX. Neither the Existing Ordinary Shares nor the New Shares will be dealt on any other recognised investment exchange and no other such application will be made. Furthermore, neither the London Stock Exchange nor the UKLA has itself examined or approved the contents of this document.

---

eServGlobal Limited

(incorporated and registered in Australia with registered number ABN 59 052 947 743)

Proposed acquisition of Ferma SA

Placing of 54,782,609 new Ordinary Shares at a price of 46 pence per new Ordinary Share

Further issue of 2,426,415 new Ordinary Shares at a price of 46 pence per new Ordinary Share

Admission of the Enlarged Share Capital to trading on AIM

Nominated Adviser and Broker to the Company
Numis Securities Limited

Your attention is drawn to the risk factors set out in Part II of this document.

The Directors whose names appear on page 6 of this document and the Company, accept responsibility for the information contained in this document including individual and collective responsibility for compliance with the AIM Rules. To the best of the knowledge of the Directors and the Company (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and there is no omission likely to affect the import of such information. To the extent information has been sourced from a third party, this information has been accurately reproduced and, as far as the Company is aware and is able to ascertain from information published by the relevant third party, no facts have been omitted which may render the reproduced information inaccurate or misleading.

Numis, which is regulated by the Financial Services Authority, is acting as nominated adviser and nominated broker to the Company in relation to the matters set out in this document. Its responsibilities as eServGlobal's nominated adviser under the AIM Rules are owed solely to London Stock Exchange and not owed to eServGlobal or to any Director of eServGlobal or to any person in respect of his or its decision to acquire shares in eServGlobal in reliance on any part of this document. No representation or warranty, express or implied, is made by Numis as to any of the contents of this document in connection with the proposed Acquisition, Placing and issue of the Additional Shares.

Numis is acting for eServGlobal and no one else and will not be responsible to any person other than the Company for providing advice in relation to the Acquisition, the Placing and issue of Additional Shares. Numis will not be offering advice and will not be responsible for providing any of the protections provided to clients of Numis to recipients of this document in respect of the Acquisition, the Placing or the issue of the Additional Shares or any acquisition of shares or securities of eServGlobal. No liability is accepted by Numis for the accuracy of any information or opinions contained in, or for the omission of any material information from, this document.

This document is not an offer of securities for sale in the United States and the Placing Shares and the Additional Shares have not been and will not be registered under the United States Securities Act of 1993, or under the laws of any state, district or other jurisdiction of the United States and no regulatory clearance in respect of the Placing Shares or the Additional Shares will be applied for in such jurisdiction.

Copies of this document, are available during normal business hours on any day (except Saturdays, Sundays and public holidays) at the offices of Numis Securities Limited, Cheapside House, 138 Cheapside, London EC2V 6LH until the expiry of one month from the date of admission.

CONTENTS

DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

“Acquisition”	the proposed acquisition by the Company of Ferma pursuant to the Acquisition Agreements
“Acquisition Agreements”	each of the conditional agreements: (a) dated 21 October 2005 between the Company and Intertechnique; and (b) dated 21 October 2005 between the Company and the Individual Vendors, the principal terms of which are summarised in paragraph 10 of Part V of this document
“Additional Shares”	the 2,426,415 new Ordinary Shares to be issued by the Company simultaneously with the Placing Shares at 46 pence per share
“Admission”	admission of the Placing Shares and Additional Shares and readmission of the Existing Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules
“A-IFRS”	Australian equivalents of International Financial Reporting Standards
“AIM”	a market operated by the London Stock Exchange
"AIM Rules"	the rules published by the London Stock Exchange entitled "AIM Rules for Companies"
“ASIC”	Australian Securities and Investments Commission
"ASTC"	ASX Settlement and Transfer Corporation Pty Ltd (ABN 49 008 504 5532)
"ASTC Settlement Rules"	the operating rules of ASTC
"ASX"	Australian Stock Exchange Limited
"ASX Listing Rules"	the listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX
"AUS$" or “A$”	Australian dollars
“CHESS”	Australian Clearing House Electronic Subregister System
“Combined Code”	the Combined Code on Corporate Governance issued by the UK Financial Reporting Council in July 2003
“Company” or “eServGlobal”	eServGlobal Limited
"Corporations Act"	Corporations Act 2001 of the Commonwealth of

	Australia
"CREST"	the computerised settlement system to facilitate the transfer of title of shares in uncertificated form, operated by CRESTCo Limited
“Directors” or “Board”	the directors of the Company at the date of this document whose names are set out on page 6 of this document
“Enlarged Group”	the Company and its subsidiaries after it has acquired Ferma pursuant to the Acquisition
“Enlarged Share Capital”	the issued share capital of the Company immediately following Admission
“Excluded Territories”	the USA, Canada, Japan and the Republic of Ireland
“Existing Ordinary Shares”	the Ordinary Shares in issue at the date of this document
“Extraordinary General Meeting”	the extraordinary general meeting of Shareholders to be held on 28 October 2005
“Ferma”	Ferma SA
“Ferma Group Company”	Ferma and any company controlled by Ferma
“Forms of Proxy”	the forms of proxy for use by Shareholders at the Extraordinary General Meeting
“FSMA”	the Financial Services and Markets Act 2000 (as amended) of the UK
"Group"	the Company and its subsidiaries prior to the Acquisition
“IFRS”	International Financial Reporting Standards
“Individual Vendors”	those individual minority shareholders in Ferma who together hold approximately 3.87% of the issued capital of Ferma and who are further described in paragraph 10 of Part V of this document
“London Stock Exchange”	London Stock Exchange plc
“New Shares”	the Placing Shares and the Additional Shares
“Numis”	Numis Securities Limited, the Company’s nominated adviser and broker
“Official List”	Official List of the UKLA
“Ordinary Shares”	the ordinary shares of no par value in the capital of the Company
“PKF Corporate Advisory”	PKF Corporate Advisers Pty Ltd
“Placing”	the placing by Numis of the Placing Shares at the Placing Price pursuant to the Placing Agreement, as more particularly described at paragraph 18 of Part V of this document

“Placing Agreement”	the conditional agreement dated 30 September 2005 between the Company and Numis relating to the Placing
“Placing Price”	46 pence per Placing Share
“Placing Shares”	the 54,782,609 new Ordinary Shares to be issued by the Company at the Placing Price pursuant to the Placing Agreement
“Prospectus Rules”	the Prospectus Rules brought into effect on 1 July 2005 pursuant to Commission Regulation (EC) No. 809/2004
"Shareholder"	a holder of Ordinary Shares
“Share Schemes”	the share option schemes described in paragraph 14.4 of Part V of this document
"UK"	United Kingdom of Great Britain and Northern Ireland
“UKLA”	the Financial Services Authority acting in its capacity as the competent authority for the purposes of Part VI of FSMA
“United States”, “USA” or “US”	the United States of America, its possessions and territories, all areas subject to its jurisdiction or any subdivision thereof, and state of the United States and the District of Columbia
US$	US dollars
“Vendors”	each of Intertechnique SA and the Individual Vendors
“£”	Pounds Sterling
“€”	Euros

EXCHANGE RATE

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

£1.00	AUS$2.35
£1.00	€1.47

DIRECTORS, SECRETARY AND ADVISERS

Directors	Ian Buddery	*Executive chairman*
	Patrick McGrory	*Executive director and CEO*
	François Barrault	*Non-executive director*
	Graham Libbesson	*Non-executive director*
	Jim Pratt	*Non-executive director*
	David Smart	*Non-executive director*
Registered office	Level 2 10 Spring Street Sydney NSW 2000 Australia Telephone Number: +61 (0)2 9364 2705	
Company secretary	John M Hartigan	
Nominated Adviser and Broker	Numis Securities Limited Cheapside House 138 Cheapside London EC2V 6LH United Kingdom	
Auditors	Deloitte Touche Tohmatsu Grosvenor Place 225 George Street Sydney NSW 2000 Australia	
Solicitors to the Company as to English Law	Shepherd+ Wedderburn Bucklersbury House 83 Cannon Street London EC4N 8SW United Kingdom	
Solicitors to the Company as to Australian Law	Dibbs Abbott Stillman Level 8 Angel Place 123 Pitt Street Sydney NSW 2000 Australia	
Solicitors to the Company as to French Law	Bird & Bird Centre d'Affaires Edouard VII 3 Square Edouard VII Paris 75009 France	
Solicitors to the Nominated Adviser	Travers Smith 10 Snow Hill London EC1A 2AL United Kingdom	
Reporting Accountants	PKF Corporate Advisers Pty Ltd Level 10 1 Margaret St Sydney NSW 2000	

UK Registrar	Computershare Investor Services PLC PO Box 859 The Pavilions Bridgewater Road Bristol BS99 1XR United Kingdom
Australian Registrar	Computershare Investors Services Pty Limited Level 3 60 Carrington Street Sydney NSW 2000 Australia

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Date of this document	**21 October 2005**
Latest date for receipt of Forms of Proxy from Shareholders for the Extraordinary General Meeting	**3.00 p.m. on 26 October 2005 (Sydney time)**
Extraordinary General Meeting	**3.00 p.m. on 28 October 2005 (Sydney time)**
Completion of the Acquisition and issue of the New Shares	**8.00 a.m. on 31 October 2005**
Admission to trading on AIM of the Existing Ordinary Shares and New Shares*	**8.00 a.m. on 31 October 2005**
CREST stock accounts credited in respect of depository interests representing Placing Shares*	**8.00 a.m. on 31 October 2005**
Despatch of definitive share certificates in respect of New Shares to be held in certificated form*	**by 14 November 2005**

*The above dates assume that required Shareholder approvals are obtained, the Acquisition is completed and the Placing Shares and Additional Shares are issued. If any of the dates set out in the expected timetable change, eServGlobal will notify changes to the dates through a Regulatory Information Service of London Stock Exchange, through the ASX announcements platform and to Shareholders as appropriate.

All references in this document are to London time unless otherwise stated.

ADMISSION STATISTICS

Placing Price	**46 pence**
Number of Placing Shares being placed on behalf of the Company	**54,782,609**
Number of Additional Shares to be issued simultaneously with the Placing Shares	**2,426,415**
Gross Proceeds of the Placing and issue of the Additional Shares	**£26.3m**
Number of Ordinary Shares in issue immediately following Admission*	**168,049,719**
Estimated net proceeds receivable by the Company pursuant to the Placing	**£ 24.3m**
Market capitalisation of the Company at the Placing Price following Admission*	**£77.3m**
New Shares expressed as a percentage of the Existing Ordinary Shares	**51.6%**

* Assuming no further exercise of options under the Share Schemes.

PART I

LETTER FROM THE CHAIRMAN OF ESERVGLOBAL LIMITED

Dear Shareholder

Proposed acquisition of Ferma SA

Proposed Admission to AIM of the Enlarged Share Capital

Proposed Placing of 54.78 million new Ordinary Shares at a price of 46 pence per share and issue of a further 2.43 million new Ordinary Shares at a price of 46 pence per share

1. Introduction

eServGlobal entered into the Acquisition Agreements on 21 October 2005 to acquire all of the issued share capital of Ferma for a total consideration of €38 million (approximately £25.9 million). The Acquisition will be partly funded by a placing 54,782,609 new Ordinary Shares at 46 pence per share to raise approximately £25.2 million (approximately €37 million), before expenses. The Placing is fully underwritten by Numis.

In addition, in order to provide further working capital to the Enlarged Group, the Company has conditionally agreed to issue the 2,426,415 Additional Shares for a total consideration of approximately £1.12 million simultaneous with the issue of the Placing Shares. Guinness Peat Group PLC has agreed to subscribe, or for its nominee to subscribe, for 1,226,415 Additional Shares and Bell Potter Securities Limited has agreed to subscribe for 1,200,000 Additional Shares, each at 46 pence per share. The issue of the Additional Shares is not underwritten by Numis but is conditional on completion of both the Placing and the Acquisition.

The AIM Rules require eServGlobal to obtain approval from Shareholders to the Acquisition because it constitutes a reverse takeover under those rules. eServGlobal is also required to obtain shareholder approval to the issue of the Placing Shares under the ASX Listing Rules because those Placing Shares represent more than 15% of eServGlobal's total issued capital. The Company has convened a meeting of its Shareholders to obtain approval for the Acquisition and the issue of Placing Shares to be held in Sydney, Australia on 28 October 2005.

If, following approval from Shareholders, the Acquisition proceeds and the New Shares are issued, the existing admission of eServGlobal's Ordinary Shares to trading on to AIM will be cancelled and the Company will be obliged to apply for readmission of the Existing Ordinary Shares and admission of the New Shares to trading on AIM. This document constitutes an AIM admission document in respect of the Enlarged Group comprising eServGlobal and Ferma prepared in accordance with Schedule 2 of the AIM Rules. The purpose of this document is to provide you with details of the proposed Acquisition, Placing and issue of the Additional Shares and to satisfy the admission requirements of AIM in relation to the readmission of eServGlobal.

2. Information on eServGlobal

eServGlobal is an Australian company. It was admitted to the official list of ASX and its shares were first quoted on 8 September 2000. eServGlobal was listed on AIM in October 2004.

eServGlobal provides service control, billing, rating and messaging software for telecommunications companies. eServGlobal's products are designed for use in all types of telecommunications networks including fixed, mobile, circuit or internet protocol networks. Products are sold directly and via collaborations with other suppliers.

Systems installed by eServGlobal handle about 250 million revenue generating calls and messages each day. The Company has offices in Europe (Benelux, Poland, UK and Germany), Asia (India and Indonesia), Australia and New Zealand. eServGlobal employs more than 180 staff throughout these offices.

eServGlobal achieved sales revenue in the financial year to 30 June 2005 of AUS$38.4 million, EBITDA (earnings before interest, tax, depreciation and amortisation) of AUS$4.13 million (before non-recurring costs) and profit after tax of AUS$1.11 million. 64 per cent of eServGlobal's revenue was generated in Europe with the remaining of 36 per cent of revenue being generated in Asia, Australia and New Zealand. Revenue from operations in Asia, Australia and New Zealand in the financial year to 30 June 2005 was 65 per cent higher than revenue for those territories in the financial year to 30 June 2004. Revenue from operations in Europe in the financial year to 30 June 2005 was 20 per cent higher than revenue for that territory in the financial year to 30 June 2004. Most of eServGlobal's revenue comes from installing its service platform for large telecommunications suppliers. A smaller proportion of revenue comes from maintenance services supplied to an installed customer base with remaining income derived from consulting and other services.

3. Industry Overview

Telecommunication companies (eg carriers, network suppliers and switching companies supplying hardware and systems used by carriers) need software programs and technical services to establish and provide communications services and to manage customers. Solutions are required for fixed, mobile and internet networks.

Telecommunications software is typically characterised by the functions it performs including, for example:

- Billing and customer management software;
- Service management software;
- Network management software; and
- "Intelligent networks".

"Intelligent networks" control and add new intelligence or functionality to a telecommunication carrier's network beyond that provided by traditional infrastructure – e.g. voicemail, caller ID, prepaid and premium rate charging, calling cards, personalised call routings and multi media applications.

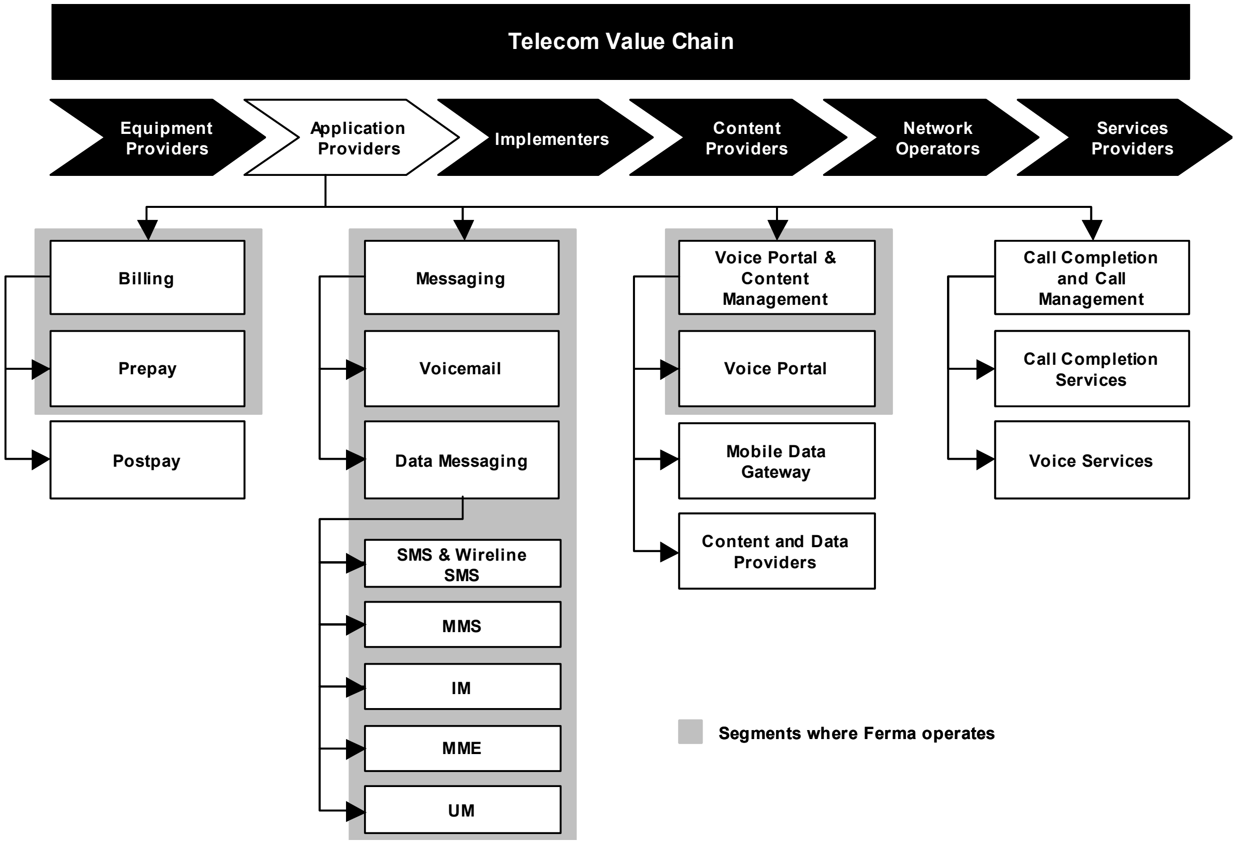
The value of sales of products in the telecommunications infrastructure sector (including telecommunications software) was estimated as US$4 Billion in 2003 with an estimated annual growth rate of 11.6% (source: Gartner Dataquest).

4. **Information on Ferma**

Ferma was registered in France in 1989 and in 1999 it was acquired by the Vendors. Ferma was an early leader in pre-paid mobile balance-recharging solutions for telecommunication companies.

Ferma employs approximately 285 people in offices in 8 countries. Ferma supplies over 60 telecommunication companies in more than 40 countries. A range of solutions are provided from products Ferma has developed on its open "Divaphone" platform for fixed, mobile and internet infrastructure on all networks.

The following diagram illustrates the telecommunications services market from supplier to end user and those areas where the Directors believe Ferma operates.



Ferma's products include

- *Prep@y Suite* – enables service providers to boost mass market adoption of data and multimedia services;
- *Mobile POS* – enables telecommunications companies to build and manage electronic voucher distribution networks for payment options (e.g. wholesalers, retailers and street sellers);
- *Ferma VoMS* – enables a subscriber to call a prepaid recharging service and, using a voucher, credit a prepaid account;
- *Ferma CRVS* – enables carriers to offer prepaid roaming for mobile services by providing real time charging;
- *MAilis Software suite* – handles multimedia messages (voice, fax, email, video, music etc) and offers facilities for value adding (e.g. voice clips, celebrity greetings); and
- *Ferma Narvis* – allows carriers to offer and charge for new voice services such as weather forecasts and SMS centric services (SM Broadcasting, lottery, voting services etc)

5. Market and Competition

eServGlobal's services and products ("solutions") support the charging and billing activities of telecommunication companies for voice, data and messaging services supplied to their customers. The Directors believe that the Company and Ferma are well positioned to supply similar solutions for additional telecommunications services as they evolve – e.g. data services, multimedia services (voice, fax, music etc), flexible payment plans, prepayment plans and value added options (e.g. voice clips, celebrity greetings, broadcasting, lotteries, voting etc).

eServGlobal and Ferma both supply solutions for these new services to telecommunications companies and firms supplying them with billing systems and other infrastructure services. The Directors believe that the segments of the telecommunications infrastructure market targeted by the Company and Ferma will provide opportunities to increase revenue and profit for the Enlarged Group.

Niche suppliers like Ferma and eServGlobal compete with a number of specialist intelligent network software suppliers in many countries. Large telecommunications switching equipment manufacturers are both customers and competitors of the Company and Ferma. In a rapidly changing environment, the Directors believe that competitiveness tends to depend on the ability to rapidly deploy solutions which drive revenue and reduce costs for clients, and to deliver the same solutions on any type of infrastructure platforms and networks. The Enlarged Group will focus on expanding these capabilities.

6. Background and reasons for the Acquisition

eServGlobal and Ferma both operate in the telecommunication infrastructure sector offering solutions and products that are mostly complimentary rather than substitutable. They share similar distribution channels and both adopt strategies involving direct selling and collaborations with other suppliers.

Despite their similar business models, Ferma and eServGlobal do not presently share the same customers to any material extent and, while there are some countries where both groups operate, each group derives the majority of its revenue from countries where the other has a smaller presence.

The Directors believe the Acquisition will create opportunities to

- Deliver operating efficiencies to most parts of the Enlarged Group;
- Cross sell to customers of Ferma and eServGlobal respectively;
- Realise the benefits of complementary activities;
- Benefit from economies of scale;
- Enhance product development activities; and
- Improve profitability and cash flow.

7. Principal Terms of the Acquisition

The terms of the Acquisition Agreements are summarised in paragraph 10 of Part V of this document.

8. The Placing

eServGlobal proposes to raise £25.2million (before expenses) by issuing 54,782,609 Placing Shares at 46p per share. The proceeds of the Placing will be used to pay part of the purchase price payable for Ferma.

Numis has agreed to underwrite the issue of the Placing Shares on the terms and subject to the conditions of the Placing Agreement. The Placing Shares represent approximately 49.4% of eServGlobal's existing issued share capital.

The Placing Shares will rank in full for all distributions declared, made or paid after their issue and rank pari passu in all other respects with the Existing Ordinary Shares.

Further details of the Placing Agreement are set out in paragraph 18 of Part V of this document.

9. The Additional Shares

EServGlobal proposes to raise approximately £1.12 million (before expenses) by issuing 2,426,415 Additional Shares at 46 pence per share. The proceeds of the issue of the Additional Shares will be used for the Enlarged Group's general working capital purposes. The Additional Shares represent approximately 2.2 per cent of eServGlobal's existing issued share capital.

The Additional Shares will rank in full for all distributions declared, made or paid after their issue and rank pari passu in all other respects with the Existing Ordinary Shares.

The issue of the Additional Shares is subject to and conditional upon the completion of the Placing and the Acquisition. Further details of the terms of the subscription of the Additional Shares are set out in paragraph 10 of Part V of this document.

10. Related Party Disclosure

Owing to the size of its shareholding in the Company, Guinness Peat Group PLC which together with its subsidiaries, holds approximately 22.04 per cent of the Existing Ordinary Shares, is a related party of the Company for the purposes of the AIM Rules. Under the Placing, GPG Nominees Australia Limited, a subsidiary of Guinness Peat Group PLC has agreed to subscribe for 5,942,935 of the Placing Shares at the Placing Price. Guinness Peat Group PLC has also agreed to subscribe, or for its nominee to subscribe, for a further 1,226,415 of the Additional Shares at 46 pence per share. The issue of each of the Placing Shares and the Additional Shares to Guinness Peat Group PLC and/or its subsidiaries will constitute a related party transaction for the purposes of the AIM Rules. The Directors consider, having consulted with Numis, the Company's nominated adviser, that the terms of the subscription for Placing Shares and Additional Shares by Guinness Peat Group PLC and/or its subsidiaries are each fair and reasonable insofar as Shareholders are concerned.

Further details in relation to the related party transactions are set out in paragraph 10 of Part V of this document.

11. Financial Information

Financial information on eServGlobal for the financial year ended 30 June 2005, and on Ferma for the financial years ended 31 August 2003, 2004 and 2005 are set out in Part III of this document. In addition, an unaudited pro forma statement of net assets of the Enlarged Group, following the proposed acquisition of Ferma, the Placing and the issue of the Additional Shares is set out in Part IV of this document to illustrate the effect of the proposed transactions on the net assets of eServGlobal as at 30 June 2005, as if the proposed transactions had occurred on that date.

12. Current Trading and Prospects

For the quarter ended 30 September 2005, eServGlobal traded in line with the Directors' expectations. The Directors believe that the opportunity to acquire Ferma will enhance the Group's prospects and look forward to the future with confidence.

The Director's believe Ferma's business to be subject to the same influences as eServGlobal's and against this backdrop, are satisfied with Ferma's current trading, which is in line with Ferma's management's expectations.

13. The Board

Paragraph 6 of Part V of this document contains brief biographies of and other information regarding the Directors, including further details of their other current and past directorships.

14. Corporate Governance

The Directors intend, insofar as is practicable given the Company's size and the constitution of the Board, to comply with the main provisions on the Combined Code on Corporate Governance and the Principles of Good Corporate Governance and Best Practice of the ASX.

The Directors have an established Audit Committee, and a Remuneration and Nominations Committee.

The Remuneration and Nominations Committee makes recommendations to the Board regarding the terms and conditions of service of, including remuneration and the grant of options to, executive directors. The Remuneration and Nominations Committee is also responsible for making recommendations to the Board regarding the appointment of executive and non-executive directors to the Board.

The Audit Committee has primary responsibility for monitoring the quality of the Company's internal financial controls and ensuring that the financial performance of the Company is properly measured and reported on, and for reviewing reports from the Company's auditors relating to the Company's accounting and internal controls.

The Directors will comply with Rule 21 of the AIM Rules relating to directors' dealings as applicable to AIM companies and will also take all reasonable steps to ensure compliance by the Company's applicable employees. Any dealing by the Directors and applicable employees in the Ordinary Shares is also subject to the Company's Securities Dealing Policy, which is described in paragraph 11.3 of Part V of this document.

Further details relating to the corporate governance and internal controls can be found in paragraph 11 of Part V of this document.

15. Admission, Settlement and Dealings

Trading in the Company's shares on AIM was suspended on 29 September 2005 following announcement of the Company's entry into of discussions to acquire Ferma and is expected to resume on 24 October 2005, following publication of this document. Application will be made to the London Stock Exchange for the Existing Ordinary Shares and the New Shares to be readmitted and admitted respectively to trading on AIM. It is expected that Admission will become effective and dealings for normal settlement will commence on 31 October 2005.

If the Placing and the Acquisition and the issue of the Additional Shares do not proceed, the Existing Ordinary Shares will continue to be traded on AIM. Settlement of transactions in the Ordinary Shares through CREST is voluntary and Shareholders who wish to receive and retain share certificates will be able to do so.

The Ordinary Shares are not themselves admitted to CREST but Computershare Investor Services PLC has agreed to issue depositary interests in respect of the underlying Ordinary Shares ("Depositary Interests"). The Depositary Interests are independent securities constituted under English law, which may be held and transferred through the CREST system. Depositary Interests have the same security code (ISIN) as the underlying Ordinary Shares and do not have (or require) a separate quotation on AIM.

CREST members are able to hold and transfer interests in Ordinary Shares within CREST pursuant to this depositary interest arrangement established by the Company. With effect from Admission, all of the Ordinary Shares will be eligible to participate in this arrangement.

Settlement on the Australian register will be conducted under the ASX's electronic CHESS system. Trading in the Ordinary Shares on the ASX has not been suspended as a result of the announcement of the proposed acquisition of Ferma.

16. Dividend Policy

The Enlarged Group will focus on integration over the next twelve months and the Directors will consider dividend policy in that context and having regard to opportunities for capital growth for Shareholders that may emerge from the Acquisition. In these circumstances, no assurance can be given about future dividend policy, or the extent of future dividends.

17. Taxation

Your attention is drawn to paragraph 14 of Part V of this document which provides a summary of UK and Australian taxation in respect of the holders of Ordinary Shares. Shareholders who are in any doubt as to their taxation position or who are subject to tax in any other jurisdiction should consult an appropriate professional adviser immediately.

18. Action to be taken

This document should be read in conjunction with, and for the purposes of, the notice convening the Extraordinary General Meeting to be held on 28 October 2005. No further action is required by Shareholders in response to this document.

The notice convening the Extraordinary General Meeting was sent to Shareholders in advance of this document being posted. A Form of Proxy for use by Shareholders in relation to the Extraordinary General Meeting accompanied the notice convening the Extraordinary General Meeting. Whether or not Shareholders intend to be present at the Extraordinary General Meeting they are requested to complete, sign and return the Form of Proxy in accordance with the instructions thereon to the Company, as soon as practicable but in any event so as to arrive by no later than 3.00p.m. on 26 October 2005 (Sydney time). Completion and return of a Form of Proxy does not preclude a Shareholder from attending the Extraordinary General Meeting and voting in person if they wish to do so.

19. Additional Information

Your attention is drawn to Part V of this document.

20. Recommendations

The Directors consider the Placing, the Acquisition and the issue of the Additional Shares to be in the best interests of the Company and its shareholders as a whole. As indicated above the Directors consider, having consulted with Numis, the Company's nominated adviser, that the terms of each of the participation in the Placing by and the issue of the Additional Shares to Guinness Peat Group PLC and/or its subsidiaries are fair and reasonable insofar as Shareholders are concerned. Accordingly the Directors unanimously recommend that the Shareholders vote in favour of the resolutions to be proposed at the Extraordinary General Meeting to be held on 28 October 2005 as they intend to do so in respect of their own beneficial holdings of, in aggregate, 17,641,408 Existing Ordinary Shares (being approximately 15.9% of eServGlobal's existing issued share capital).

Yours sincerely

Ian Buddery
Chairman

PART II

RISK FACTORS

Potential investors should carefully consider the risks described below before making a decision to invest in the Company. If any of the following risks actually occur, the Enlarged Group's business, financial condition, results or future operations could be materially affected. In such circumstances the price of the Company's shares could decline and investors could lose all or part of their investment. This document contains forward looking statements that involve risks and uncertainties. The Enlarged Group's results could differ materially from those anticipated in the forward looking statements as a result of many factors, including the risks faced by the Enlarged Group, which are described below and elsewhere in the document. Additional risks and uncertainties not currently known to the Board may also have an adverse effect on the Enlarged Group's business. The information set out below does not constitute an exhaustive summary of the risks affecting the Enlarged Group and is not set out in any order of priority.

1. RISKS RELATING TO THE BUSINESS OF THE ENLARGED GROUP

1.1 Dependence on Key Transactions

Significant eServGlobal and Ferma revenue depends on sales to, and contracts with, a small number of existing and new customers in each financial year. The termination or delay of any of these contracts or sales could have a material impact for the Enlarged Group's financial results in the relevant year. To manage this risk, the Enlarged Group will implement strategies designed to maintain a pipeline of contracting opportunities.

1.2 Risks relating to the Acquisition

The successful integration of the Company and Ferma is critical to achieving many of the benefits that the Directors believe should result from the Acquisition. The process of integration may require a disproportionate amount of time and focus from the Enlarged Group's management, which may distract management's attention from its day to day responsibilities. There are a number of risks which may have an adverse impact on the financial performance of the Enlarged Group that relate to unforseen difficulties in the integration of Ferma into the Group including, inter alia, loss of customers or supplier relationships due to the Acquisition, loss of senior management following the Acquisition, difficulties in the integration of IT systems and cultural differences. Delays or problems with this integration could result in the Enlarged Group incurring significant costs and could adversely affect the business of the Enlarged Group. Further there can be no assurance that the historic performance of Ferma will be indicative of the future performance of its business under the management and control of eServGlobal.

1.3 Ability to attract and retain suitably skilled personnel

The Enlarged Group's future growth and competitiveness are dependent on its ability to attract and retain suitably skilled personnel in the various markets in which it operates and at reasonable rates of remuneration. There can be no assurance that the Enlarged Group will be able to continue to attract or retain such personnel. The Company has implemented a share option scheme to provide incentives to employees.

1.4 **Management Growth**

The acquisition of Ferma represents a significant expansion of the Company. Such rapid growth may place strain on many areas of the Company, including internal processes, IT systems and management.

1.5 **Competition**

In the markets in which the Enlarged Group will operate it faces a number of competitors, many of which are larger than eServGlobal. Although the Company has been able to compete effectively to date, there can be no assurance that this will continue to be the case, nor that the Enlarged Group will be able to compete effectively against future competitors. Some of these competitors are based in countries such as India with low cost structures enabling them to aggressively compete on pricing.

1.6 **Multi-jurisdictional Operations**

The Enlarged Group will operate in numerous jurisdictions which have differing regulatory and taxation environments. This may create issues for repatriation of funds, foreign exchange rate risks, relocation of personnel, transfer pricing and other cultural and financial issues associated with operating in different countries and may lead to increased operational and administrative costs.

1.7 **Access to debt funding**

The Enlarged Group's business is such that it does not own significant tangible assets. Further the assets it does own are located in numerous jurisdictions, some of which have legal regimes unattractive to lenders seeking to rely on proper enforcement procedures. The consequence is that the Company has not had access to debt finance on the terms that would normally be available to companies of similar size and financial performance. This inability to access debt funding can limit the sources of working capital available to the Enlarged Group if it is unable to trade profitably.

1.8 **Pace of Technological Change**

The Enlarged Group's performance depends upon the it's skills, products and services not becoming technologically outdated. Although the Enlarged Group invests in research and development in order to maintain and enhance its technology, there can be no assurance that this will be sufficient particularly having regard to the resources of its larger competitors. Failure to adapt to technological changes or to maintain products and services at the forefront of technology could be expected to have a material adverse effect in the Enlarged Group's business, operating results and financial condition.

1.9 **Litigation Risks**

The Enlarged Group provides technical services and software solutions to large telecommunications carriers, financial institutions and other companies. While the Company has not experienced any product liability claims to date, there is always the possibility, particularly in the more litigious jurisdictions in which the Enlarged Group does business, that claims may be brought for defective or non-conforming software and there can be no guarantee that the level or terms of insurance cover in place would satisfy any valid claims. Even if such claims were without merit, the Enlarged Group may incur significant costs and devote significant amounts of management time defending such claims.

1.10 Intellectual Property Infringement Risks

There can be no assurance that claims against the Enlarged Group regarding infringement of any intellectual property rights will not be asserted by third parties from time to time with respect to the Enlarged Group's products or that the Enlarged Group's products will not infringe patent, trademark, copyright or other proprietary rights of third parties. Additionally in the event of such infringement, there can be no assurance that the Enlarged Group will be able to obtain licences to use any such intellectual property on reasonable terms, if at all. Failure to obtain pertinent licences or to modify appropriately the Enlarged Group's product designs could have a material adverse effect on the Enlarged Group's operating results and financial position.

The Company relies and the Enlarged Group will rely in the future on intellectual property laws and third-party non-disclosure agreements to protect its intellectual property rights. Despite precautions which may be taken by the Enlarged Group to protect its products, unauthorised parties may attempt to reverse-engineer, copy or obtain and use its products and other technology incorporated in its products. Alternative technological solutions to the development of products similar to the Enlarged Group's products are available to competitors or prospective competitors. In certain jurisdictions where the Enlarged Group operates, intellectual property laws may not be as well developed or provide similar protection to such laws in Australia or the UK. To the extent that the Enlarged Group's products are protected by intellectual property rights, litigation may be necessary to protect such rights and could result in substantial costs to, and diversion of effort by, the Enlarged Group with no guarantee of success. The failure of the Enlarged Group to protect its proprietary information, and the expense of doing so, could have a material adverse effect on the Enlarged Group's operating results and financial position.

2. RISKS ASSOCIATED WITH THE TELECOMMUNICATIONS INDUSTRY

The telecommunications software industry has experienced rapid growth in recent years as a result of a number of factors. There are risks that the factors that have contributed to the growth of the telecommunications software industry will fail to continue and that the industry will not be able to sustain recent rates of growth.

3. GENERAL RISKS

EServGlobal's Ordinary Shares are traded on ASX and the AIM market of London Stock Exchange. The market price of shares may be subject to fluctuations in response to many factors, including variations in the operating results of the Enlarged Group, divergence in financial results from analysts' expectations, changes in earning estimates by stock market analysts, general economic conditions, legislative changes in the Enlarged Group's sector and other events and factors outside of the Enlarged Group's control.

In addition, stock markets have from time to time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for the Company's Ordinary Shares.

Admission to AIM should not be taken as implying that there will be a liquid market for Ordinary Shares. It may be more difficult for an investor to realise their investment in the Company than in a company whose shares are quoted on the Official List.

PART III (A)

FINANCIAL INFORMATION IN RELATION TO ESERVGLOBAL

The financial information on eServGlobal set out below does not constitute statutory accounts within the meaning of section 240 of the UK Companies Act 1985. The information that relates to A-IFRS for the year ended 30 June 2005 is extracted without material adjustment from the audited consolidated accounts of eServGlobal, on which the audit opinion was unqualified. It is noted that there is no difference between IFRS and A-IFRS.

Details of the accounting policies used to prepare the above accounts have been set out in the notes to the financial statements.

PKF Corporate Advisers Pty has undertaken a review of the extracted accounts, and has concluded that the extracted accounts have been appropriately extracted from eServGlobal's accounts. In addition, PKF Corporate Advisers Pty Limited have reviewed the accounting policies and confirmed that there are no adjustments between A-IFRS disclosures.

CONSOLIDATED PROFIT AND LOSS ACCOUNT

	Note	IFRS and A-IFRS Year ended 30 June 2005 AUS$000
Turnover	2	38,427
Cost of sales		(21,681)
Gross profit		16,746
Administrative expenditure		(14,688)
Other operating income		419
Operating profit	1	2,477
Interest payable and similar charges		(2)
Profit on ordinary activities before taxation		2,475
Tax on profit on ordinary activities	5	(798)
Profit for the financial year		1,677

All amounts relate to continuing operations.

The company has no recognised gains or losses other than the profit for the year.

CONSOLIDATED BALANCE SHEET

	Note	IFRS and A-IFRS As at 30 June 2005 AUS$000
Fixed assets		
Intangible assets	7	24,862
Tangible assets	8	1,824
Investments		
		2,828,059
Current assets		
Debtors	10	15,323
Cash at bank and in hand		11,742
		27,065
Creditors: amounts falling due within one year	11	(7,628)
Net current assets		19,437
Total assets less current liabilities		46,123
Provisions for liabilities	12	(685)
Net assets		45,438
Capital and reserves		
Called up share capital	15	53,312
Profit and loss account	16	(7,874)
Equity shareholders' funds	17	45,438

ACCOUNTING POLICIES -

Set out below are the accounting policies that are applicable to eServGlobal:

Financial reporting framework

The financial report is a general purpose financial report which has been prepared in accordance with the Corporations Act 2001, A-IFRS, IFRS Accounting Standards and Urgent Issues Group Consensus Views, and complies with other requirements of the law.

The financial report has been prepared on the basis of historical cost and except where stated, does not take into account changing money values or current valuations of non-current assets. Cost is based on the fair values of the consideration given in exchange for assets.

Significant accounting policies

Accounting policies are selected and applied in a manner, which ensures that the resulting financial information satisfies the concepts of relevance and reliability, thereby ensuring that the substance of the underlying transactions or other events is reported.

The following significant accounting policies have been adopted in the preparation and presentation of the financial report:

Accounts payable

Trade payables and other accounts payable are recognised when the consolidated entity becomes obliged to make future payments resulting from the purchase of goods and services.

Acquisition of assets

Assets acquired are recorded at the cost of acquisition, being the purchase consideration determined as at the date of acquisition plus costs incidental to the acquisition.

In the event that settlement of all or part of the cash consideration given in the acquisition of an asset is deferred, the fair value of the purchase consideration is determined by discounting the amounts payable in the future to their present value as at the date of acquisition.

Depreciation

Depreciation is provided on property, plant and equipment. Depreciation is calculated on a straight line basis so as to write off the net cost of each asset over its expected useful life. Leasehold improvements are depreciated over the period of the lease or estimated useful life, whichever is the shorter, using the straight line method. The following estimated useful lives are used in the calculation of depreciation:

Office furniture and fittings	5 years
Plant and equipment	3 years
Equipment under finance lease	2-3 years
Leasehold improvements	over the period of the lease

ACCOUNTING POLICIES (CONTINUED)

Derivative financial instruments

The consolidated entity on occasion enters into forward foreign exchange contracts to manage its foreign exchange exposure. Further details of financial instruments are disclosed in note 30 to the financial statements.

Foreign exchange contracts

Exchange differences on forward foreign exchange contracts to hedge the purchase or sale of specific goods and services are deferred and included in the measurement of the purchase or sale.

In the event of the early termination of a foreign currency hedge of an anticipated purchase or sale of goods and services, the deferred gains and losses that arose on the foreign exchange contract prior to its termination are:

i. deferred and included in the measurement of the purchase or sale when it takes place, where the anticipated transaction is still expected to occur; or
ii. recognised in the net profit or loss at the date of termination, if the anticipated transaction is no longer expected to occur.

Employee benefits

Provision is made for benefits accruing to employees in respect of wages and salaries, annual leave and long service leave when it is probable that settlement will be required and they are capable of being measured reliably.

Provisions made in respect of wages and salaries and annual leave, expected to be settled within 12 months, are measured at their nominal values, using the remuneration rate expected to apply at the time of settlement.

Provisions made in respect of long service leave which are not expected to be settled within 12 months are measured as the present value of the estimated future cash outflows to be made by the consolidated entity in respect of services provided by employees up to the reporting date.

Financial instruments issued by the group

Debt and equity instruments

Debt and equity instruments are classified as either liabilities or as equity in accordance with the substance of the contractual arrangement.

Transaction costs on the issue of equity instruments

Transaction costs arising on the issue of equity instruments are recognised directly in equity as a reduction of the proceeds of the equity instruments to which the costs relate. Transaction costs are the costs that are incurred directly in connection with the issue of those equity instruments and which would not have been incurred had those instruments not been issued.

Interest and dividends

Interest and dividends are classified as expenses or as distributions of profit consistent with the statement of financial position classification of the related debt or equity instruments or component parts of compound instruments.

ACCOUNTING POLICIES (CONTINUED)

Foreign currency

All foreign currency transactions during the financial year are brought to account using the exchange rate in effect at the date of the transaction. Foreign currency monetary items at the reporting date are translated at the exchange rate existing at that date.

eServGlobal has chosen to adopt Australian dollars as the functional currency for all overseas subsidiaries on transition to A-IFRS/IFRS. As the group presently adopts the integrated method for accounting for overseas subsidiaries there will be no impact on transition to A-IFRS/IFRS.

Exchange differences are recognised in net profit or loss in the period in which they arise.

Financial statements of integrated foreign operations are translated at the reporting date using the temporal method and exchange differences are taken to the net profit or loss for the year.

Goods and services tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

i. where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or

ii. for receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables.

Cash flows are included in the statement of cash flows on a gross basis. The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authorities is classified as operating cash flows.

Goodwill

The adoption of IFRS and A-IFRS will not significantly impact the carrying amount of goodwill as at 1 July 2004 (date of transition) as the directors have decided not to restate past business combinations. Under IFRS and A-IFRS, goodwill is not subject to amortisation, but must be tested for impairment annually and whenever there is an indication that goodwill may be impaired.

The directors have determined that there is one cash generating unit ("**CGU**") which comprises the entire integrated business of the consolidated entity, and accordingly goodwill should be considered in that context. The directors commissioned an independent report from PKF Corporate Advisers Pty Ltd to consider the indicative value of the goodwill under A-IFRS principles, and on the basis of that report the directors have formed the view that there is no impairment in the carrying value of goodwill at the transition date of 1 July 2004.

ACCOUNTING POLICIES (CONTINUED)

Income tax

Under IFRS and A-IFRS, tax balances are determined using a ‘balance sheet’ approach. Changes in deferred tax assets and deferred tax liabilities will arise as a consequence of the different method of measurement required under IFRS and A-IFRS. Furthermore, under IFRS and A-IFRS, tax losses and timing differences should be brought to account if the probability test is satisfied. Accordingly, certain tax losses have been brought to account on transition.

From 1 July 2002 the wholly owned Australian resident entities elected to be taxed in Australia as a single entity. The head entity within the tax-consolidated group for the purposes of the consolidation system is eServGlobal. As a result, all income tax expenses, revenues, assets and liabilities of the members of the tax-consolidated group are recognised in the financial statements of the parent entity.

Interest-bearing liabilities

Bank loans and other loans are recorded at an amount equal to the net proceeds received. Interest expense is recognised on an accrual basis.

Share-based payments

Equity-settled share based payments in respect of equity instruments issued after 7 November 2002 that were unvested as at 1 January 2005 are measured at fair value at grant date. The fair value determined at grant date of equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the estimated number of equity instruments that will vest.

Investments

Investments in controlled entities are recorded at cost. Dividend revenue is recognised on a receivable basis.

Leased assets

Leased assets classified as finance leases are recognised as assets. The amount initially brought to account is the present value of minimum lease payments.

A finance lease is one that effectively transfers from the lessor to the lessee substantially all the risks and benefits incidental to ownership of the leased property. Finance leased assets are amortised on a straight-line basis over the estimated useful life of the asset.

Finance lease payments are allocated between interest expense and reduction of lease liability over the term of the lease. The interest expense is determined by applying the interest rate implicit in the lease to the outstanding lease liability at the beginning of each lease payment period.

Operating lease payments are recognised as an expense on a basis that reflects the pattern in which economic benefits from the leased asset are consumed.

ACCOUNTING POLICIES (CONTINUED)

Principles of consolidation

The consolidated financial statements are prepared by combining the financial statements of all the entities that comprise the consolidated entity, being the company (the parent entity) and its controlled entities as defined in accounting standard AASB 1024 "Consolidated Accounts". Consistent accounting policies are employed in the preparation and presentation of the consolidated financial statements.

The consolidated financial statements include the information and results of each controlled entity from the date on which the company obtains control and until such time as the company ceases to control such entity. In preparing the consolidated financial statements, all intercompany balances and transactions, and unrealised profits arising within the consolidated entity are eliminated in full.

Receivables

Trade receivables and other receivables are recorded at amounts due less any allowance for doubtful debts.

Recoverable amount of non-current assets

Non-current assets are written down to recoverable amounts where the carrying value of any non-current asset exceeds recoverable amount. In determining the recoverable amount of non-current assets, the expected net cash flows have not been discounted to their present value.

Research and development costs

Research and development costs are recognised as an expense when incurred, except to the extent that such costs, together with unamortised deferred costs in relation to that project, are expected, beyond any reasonable doubt to be recoverable.

Any deferred research and development costs are amortised over the period in which the corresponding benefits are expected to arise, commencing with the commercial production of the product. The unamortised balance of research and development costs deferred in previous periods is reviewed regularly and at each reporting date, to ensure the criterion for deferral continues to be met. Where such costs are no longer considered recoverable, they are written off as an expense in net profit or loss.

Revenue recognition

Sale of Goods, Licences and Disposal of Assets
Revenue from the sale of goods, licences and disposal of other assets is recognised when the consolidated entity has passed control of the goods or other assets to the buyer.

Rendering of Services
Revenue from a contract to provide services is billed based on contractual terms, or on an actual time and costs basis. Revenue is recognised when the work is performed. Where the services are part of a project to supply custom designed and developed software or solutions, revenue is recognised by reference to the stage of completion of the project.

Revenue from Support, Maintenance and Facilities Management Agreements
Revenue from support and maintenance contracts is recognised over time as it is earned.

ACCOUNTING POLICIES (CONTINUED)

Provisions

Provisions are recognised when the consolidated entity has a present obligation, the future sacrifice of economic benefits is probable, and the amount of the provision can be measured reliably.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

Dividends

A provision is recognised for dividends when they have been declared, determined or publicly recommended by the directors. Dividends declared after the reporting date but before the financial report is authorised for issue are not recognised as a liability at the reporting date, in accordance with accounting standard AASB 137 "Provisions, Contingent Liabilities and Contingent Assets".

Notes

1. Profit on ordinary activities before taxation

	IFRS and A-IFRS 2005 AUS$000
The profit on ordinary activities before taxation is stated after charging:	
Auditors' remuneration	
- audit fees	180
- non audit fees	283
Depreciation of tangible fixed assets:	841
Amortisation of intangible fixed assets:	
- goodwill	1,571
- research and development	598
Operating lease rentals	
- land and buildings	898
Foreign exchange loss	958
Loss on disposal of tangible fixed assets	84

2. Turnover

Turnover by geographical market

Asia Pacific	13,681
Europe	24,746
Americas	-
Unallocated	419
	38,846

4. Directors' remuneration

	IFRS and A-IFRS 2005 AUS$
Directors' emoluments	922,495

The emoluments of the highest paid director were AUS$434,467.

5. Tax on profit on ordinary activities

a) Factors affecting the tax charge for the period

The tax assessed for the period is lower than the standard rate of corporation tax (30 per cent). The differences are explained below:

	AUS$000
Profit on ordinary activities before tax	2,475
Profit on ordinary activities multiplied by the standard rate of corporation tax in Australia of 30%	743
Permanent differences:	
- Non-deductible/ (non-assessable) expenses	128
- Amortisation on revaluation of assets owned by subsidiaries	(226)
- Withholding tax credits not brought to account as future tax benefit	860
- tax losses utilised	(453)
- tax losses previously written off now brought to account	(380)
- A-IFRS adjustment to opening tax balance to reflect "balance sheet" approach to calculating tax liability	780
- Non-deductible employee benefit expenses	67
Foreign exchange gain on translation of integrated overseas operations	(59)
Effect of lower rates of tax on overseas income	(14)
- Over provision of tax in prior years	(648)
Current tax charge for year	798

	IFRS and A-IFRS 2005 AUS$
6. Earnings per share	

Basic earnings per ordinary share are calculated as follows:

	Profit AUS$000	**Weighted average ordinary shares in issue Number**	**Earnings per ordinary share Cents**
2005			
Basic earnings per share	1,677	108,060,463	1.55

The share options are dilutive in respect of the basic earnings per share calculation. A diluted earnings per share has been calculated as follows:

	Profit AUS$000	**Weighted average ordinary shares in issue Number**	**Earnings per ordinary share Cents**
2005			
Basic earnings per share	1,677	108,060,463	1.55
Dilutive effect of share options	-	3,041,830	-
	1,677	111,102,293	1.51

The following potential ordinary shares are not dilutive and therefore excluded from the weighted average number of ordinary shares and potential ordinary shares used in the calculation of diluted earnings per share:

	Number
Options	50,000

7. Intangible fixed assets			IFRS and A-IFRS 2005
	Goodwill AUS$000	Deferred Research and Development AUS$000	Total AUS$000
Cost			
At 1 September 2004 and 31 August 2005	31,407	3,965	35,372
Amortisation			
At 1 September 2004	(6,545)	(3,367)	(9,912)
Charge for the year	-	(598)	(598)
At 31 August 2005	(6,545)	(3,965)	(10,510)
Net book value			
At 1 September 2004 and 31 August 2005	24,862	-	24,862

8. Tangible fixed assets

	Fixture and fittings	Leasehold improvements AUS$000	Plant and equipment AUS$000	Total AUS$000
Cost				
At 30 June 2004	290	369	3,646	4,305
Additions	17	24	1,212	1,253
Disposals	(19)	-	(561)	(580)
At 30 June 2005	288	393	4,297	4,978
Depreciation				
At 30 June 2004	158	349	2,302	2,809
Charge for the year	42	5	794	841
On disposals	(14)	-	(482)	(496)
At 30 June 2005	186	354	2,614	3,154
Net book value				
At 30 June 2004	132	20	1,344	1,496
At 30 June 2005	102	39	1,683	1,824

9. Investments

At 30th June 2005 the parent company's subsidiary undertakings were:

	Country of consolidation	Proportion of shares held
Integrator Pty Limited	Australia	100%
eServGlobal (NZ) Pty Limited	Australia	100%
eServGlobal (HK) Limited	Hong Kong	100%
eServGlobal NVSA	Belgium	100%
eServGlobal UK Limited	United Kingdom	100%
eServGlobal Inc	United States of America	100%

10. Debtors

	IFRS and A-IFRS 2005 AUS$000
Trade debtors	7,077
Other debtors	718
Deferred tax asset	803
Prepayments and accrued income	6,725
	15,323

11. Creditors: amounts falling due within one year

	2005 AUS$000
Trade creditors	5,998
Social security and taxation	226
Accruals and deferred income	1,404
	7,628

12. Provisions for liabilities

	Deferred tax AUS$000	Employee benefits AUS$000	Total AUS$000
At 30 June 2005	130	555	685

13. Financial Instruments

a) Significant Accounting Policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which revenues and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 1 to the financial statements.

b) Interest Rate Risk

The consolidated entity's exposure to interest risk at 30 June 2005 is limited to the interest generated on cash balances of AUS$11.7 million (2004: AUS$14.7 million) which attract a variable interest rate and yielded a 3.6% (2004: 4%) weighted average interest rate for the financial year.

c) Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the consolidated entity. The consolidated entity has adopted the policy of only dealing with creditworthy counterparties and obtaining sufficient collateral or other security where appropriate, as a means of mitigating the risk of financial loss from defaults. The consolidated entity measures credit risk on a fair value basis.

The consolidated entity does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics.

The carrying amount of financial assets recorded in the financial statements, net of any provisions for losses, represents the consolidated entity's maximum exposure to credit risk without taking account of the value of any collateral or other security obtained.

d) Net Fair Value

The carrying amount of financial assets and liabilities represents their respective net fair values, determined in accordance with the accounting policies disclosed in note 1 to the financial statements.

e) Forward Foreign Exchange Contracts

It is the policy of the company to enter into forward foreign exchange contracts in certain circumstances to cover specific foreign currency receipts.

There are no forward foreign currency contracts outstanding as at the reporting date.

14. Deferred taxation

The potential deferred tax asset (at a tax rate of 30%) which has not been recognised in the financial information is set out below. This asset will be recoverable to the extent that suitable profits arise in the future.

	IFRS and A-IFRS 2005 AUS$000
Taxation losses	2,043
Timing differences	4,278
Withholding tax credits	1,453
	7,774

Tax consolidation system

Legislation to allow groups, comprising a parent entity and its Australian resident wholly owned entities, to elect to consolidate and be treated as a single entity for income tax purposes, was substantively enacted on 21 October 2002.

From 1 July 2002 the wholly owned Australian resident entities elected to be taxed in Australia as a single entity. The implementation of the tax consolidation system has been formally notified to the Australian Taxation Office. The head entity within the tax consolidated group for the purposes of the consolidation system is eServGlobal. As a result, income tax expenses, revenues, assets and liabilities of the members of the tax consolidated group are recognised in the financial statements of the parent entity.

The tax values of the subsidiary assets have been reset on implementation of tax consolidation resulting in uplift in tax value of AUS$18,800,000, which is deductible over the lifetime of the asset, being 25 years. This will give rise to an annual deduction against taxable income of AUS$752,000. The company has not brought to account the future income tax benefit.

15. Called up share capital	**IFRS and A-IFRS 2005 AUS$000**
Allotted, issued and fully paid up	
109,800,035 fully paid ordinary shares	53,071

Share Options

16. Profit and loss

	IFRS and A-IFRS 2005 AUS$000
At 1 September 2004	(9,551)
Profit for the year	1,677
	(7,874)

17. Reconciliation of movements in shareholders' funds

	IFRS and A-IFRS 2005 AUS$000
Profit for the year	1,677
	1,677
Opening equity shareholders' funds	43,761
Closing equity shareholders' funds	45,438

18. Share options

The company has ownership-based remuneration schemes for directors, executives and employees. In accordance with the provisions of the scheme, directors and employees may be granted options to acquire ordinary shares in the company. The board believes that the options scheme has a significant role to play in motivating employees to help ensure the continued performance of the company, although the obligations to expense the notional benefit of options issued has impacted the ability to grant options. The exercise of any share options is not dependent on any performance criteria.

During the financial year, the company issued no options.

At the date of this report, option holders are entitled to purchase an aggregate of 172,576 ordinary shares of the entity as a result of options issued prior to the introduction of the eServGlobal Employee Share Option Plan. The exercise price of the options ranges from AUS$0.20 to AUS$1 and the options may be exercised at various times up until 8 September 2007.

Under the eServGlobal Employee Share Option Plan, established 4 August 2000 to assist in the attraction, retention and motivation of employees and Directors of the company and its related bodies corporate, at the date of this report directors, executives and employees are entitled to purchase an aggregate of 4,548,330 ordinary shares of the entity at an issue prices ranging from AUS$0.15 per ordinary share to AUS$0.40 per share. At 30 June 2005 1,276,650 of these options had vested. The options may be exercised at various times up until 30 June 2009. The holders of such options do not have the right, by virtue of the option to participate in any share issue or interest issue of any other body corporate or scheme, and do not participate in any dividends declared.

18. Share options (continued)

Share Options	**2005 Number**
Balance at the beginning of the financial year (i)	9,331,674
Cancelled during the financial year (ii)	-
Granted during the financial year (iii)	-
Lapsed during the financial year (iv)	(155,000)
Exercised during the financial year (v)	(4,455,768)
Balance at the end of the financial year (vi)	4,720,906

(i) Balance at the beginning of financial year

		Vested Number	Unvested Number	Expiry Date	Exercise Price
Granted 4 September 2002 (a)	3,140,244	1,046,748	2,093,496	2007	AUS$0.18
Granted 24 December 1998	1,556,029	1,556,029	-	2005	AUS$0.20
Granted 18 March 1999	1,170,711	1,170,711	-	2006	AUS$0.20
Granted 21 October 1999	283,740	283,740	-	2006	AUS$0.20
Granted 1 January 2000	150,950	150,950	-	2007	AUS$0.20
Granted 8 September 2000	50,000	50,000	-	2007	AUS$1.00
Granted 12 November 2003	250,000	-	250,000	2008	AUS$0.20
Granted 12 November 2003	250,000	-	250,000	2008	AUS$0.40
Granted 20 December 2003	500,000	-	500,000	2008	AUS$0.15
Granted 20 December 2003	500,000	-	500,000	2008	AUS$0.40
Granted 30 June 2004 (b)	1,480,000	-	1,480,000	2009	AUS$0.23
	9,331,674	4,258,178	5,073,496		

Share options carry no rights to dividends and no voting rights

(a) In accordance with the terms of the Employee Share Options Plan, option granted on 4 September 2002 vest/vested as follows:

1,046,748	4 September 2003
1,046,748	4 September 2004
1,046,748	4 September 2005
3,140,244	

(b) In accordance with the terms of the Employee Share Option Plan, options granted on 30 June 2004 vest/vested as follows:

493,314	30 June 2005
493,334	30 June 2006
493,352	30 June 2007
1,480,000	

In accordance with the terms of the Employee Share Option Plan, options may be exercised at any time from the date on which they vest to the date of their expiry.

(ii) Cancelled during the financial year
No options were cancelled during the financial year

18. Share options (continued)
(iii) Granted during the financial year
There were no options granted during the financial year

(iv) Lapsed during the financial year

	Number	Exercise Price
Issued 4 September 2002	155,000	AUS$0.18
	155,000	

(v) Exercised During the financial year

2003 Options – Series

	Number Exercised	Exercise Date	Share Price at Exercise Date AUS$
24 December 1998	113,496	10/12/04	0.45
24 December 1998	1,357,411	20/12/04	0.65
18 March 1999	253,231	25/08/04	0.65
18 March 1999	350,000	13/10/04	0.65
18 March 1999	567,480	19/10/04	0.65
21 October 1999	283,740	21/12/04	0.65
1 January 2000	56,748	10/12/04	0.65
1 January 2000	56,748	21/01/05	0.58
4 September 2002	100,000	13/10/04	0.58
4 September 2002	8,000	13/10/04	0.58
4 September 2002	13,334	13/10/04	0.58
4 September 2002	33,334	13/10/04	0.58
4 September 2002	30,000	13/10/04	0.60
4 September 2002	23,334	19/10/04	0.72
4 September 2002	50,000	29/10/04	0.66
4 September 2002	200,000	02/11/04	0.60
4 September 2002	13,334	02/11/04	0.60
4 September 2002	200,000	12/11/04	0.60
4 September 2002	160,000	24/11/04	0.60
4 September 2002	333,334	29/11/04	0.57
4 September 2002	16,666	10/12/04	0.60
4 September 2002	170,244	10/12/04	0.63
4 September 2002	40,000	16/12/04	0.67
4 September 2002	25,334	04/04/05	0.87
	4,455,768		

18. Share options (continued)

(vi) Balance at end of financial year

	Number	Vested Number	Unvested Number	Date	Exercise Price AUS$
Issued 4 September 2002 (a)	1,568,330	783,336	784,994	2007	0.18
Issued 24 December 1998	85,122	85,122	-	2005	0.20
Issued 1 January 2000	37,454	37,454	-	2007	0.20
Issued 8 September 2000	50,000	50,000	-	2007	1.00
Issued 12 November 2003	250,000	-	250,000	2008	0.20
Issued 12 November 2003	250,000	-	250,000	2008	0.40
Issued 20 December 2003	500,000	-	500,000	2008	0.15
Issued 20 December 2003	500,000	-	500,000	2008	0.40
Issued 30 June 2004	1,480,000	493,314	986,686	2009	0.23
	4,720,906	1,449,226	3,271,680		

Share options carry no rights to dividends and no voting rights

(a) In accordance with the terms of the Employee Share Option Plan, options granted on 4 September 2002 vest/vested as follows:

390,001	4 September 2003
393,335	4 September 2004
784,994	4 September 2005

Options issued on 12 November 2003 vest on 12 November 2006

Options issued on 20 December 2003 vest on 20 December 2006

Options issued on 30 June 2004 vest as follows:

493,314	30 June 2005
493,334	30 June 2006
493,352	30 June 2007

In accordance with the terms of the Employee Share Option Plan, options may be exercised at any time from the date on which they vest to the date of their expiry.

19. Operating lease commitments	**IFRS and A-IFRS 2005 AUS$000**
Annual commitments under non-cancellable operating leases are as follows:	
Land and buildings	
Expiring within one year	895
Expiring between one and five years	1,323
	2,218

20. Related Party Transactions

a) Equity Interests in Related Parties
Equity Interests in Controlled Entities
Details of the percentage of ordinary shares held in controlled entities are disclosed in note 9 to the financial statements.

b) Directors' Remuneration
Details of directors' remuneration are disclosed in note 4 to the financial statements.

c) Specified Directors' and Specified Executives' Equity Holdings
Fully paid ordinary shares issued by eServGlobal Limited

	Balance at 1/7/04	**Received on exercise of options**	**Net other change**	**Balance at 30/06/05**
I Buddery (i)	16,055,982	-	-	16,055,982
P McGrory	3,085,426	-	-	3,085,426
P McGrory (ii)	947,281	-	-	947,281
R Allen (iv)	20,000	-	(20,000)	-
R Allen (iii) (iv)	20,750,251	-	(20,750,251)	-
Specified executives				
J M Hartigan (iii)	10,000	-	-	10,000
F Dedobbeleer	-	333,334	-	333,334
S Sharma	1,297,596	-	-	1,297,596
A Taylor	5,794,535	-	-	5,794,535
	47,961,071	333,334	(20,770,251)	27,524,154

(i) Relevant interest held in shares registered in the name of Wallaby Hill Pty Ltd in which I Buddery holds an interest.

(ii) Relevant interest held in shares registered in the name of Integrator Administration Pty Ltd in which P McGrory holds an interest.

(iii) Held indirectly.

(iv) R Allen resigned as a director on the 8th September 2004, prior to the exercise of all of his options.

20. Related Party Transactions (continued)

Executive share options issued by eServGlobal Limited

	Balance at 1/7/04	Exercised	Other Change	Balance at 30/6/05	Balance vested at 30/06/05	Vested and exercisable	Vested during the year
Specified directors							
I Buddery	-	-	-	-	-	-	-
P McGrory	-	-	-	-	-	-	-
R Allen (i)	567,480	-	(567,480)	-	-	-	-
F Barrault	500,000	-	-	500,000	-	-	-
G Libbesson	-	-	-	-	-	-	-
J Pratt	500,000	-	-	500,000	-	-	-
D Smart	50,000	-	-	50,000	50,000	50,000	-
Specified executives							
J M Hartigan	500,000	-	-	500,000	-	-	-
P Curran	300,000	-	-	300,000	100,000	100,000	100,000
F Dedobbeleer	500,000	(333,334)	-	166,666	-	-	166,666
C Lynch	300,000	-	-	300,000	183,332	183,332	99,999
S Sharma	-	-	-	-	-	-	-
A Taylor	-	-	-	-	-	-	-
	3,217,480	(333,334)	(567,480)	2,316,666	333,332	333,332	366,665

(i) Resigned as a director 8 September 2004, prior to the exercise of all of his options.

All executive share options issued to directors and executives during the financial year were made in accordance with the provisions of the executive share option plan.

Each executive share plan option converts into 1 ordinary share of eServGlobal Limited when the option is exercised and the exercise price paid. When options are issued, no amounts are paid or payable by the recipient of the option.

	2005 AUS$
d) Other Transactions with Specified Directors	
The profit from ordinary activities before income tax includes the following items of revenue and (expense) that resulted from transactions with directors or their director – related entities:	
Roger Allen has an economic interest in the management of a fund that holds an interest Sententia Pty Ltd, which provided IT consulting and other services on normal commercial terms	20,551

20. Related Party Transactions (continued)

e) Transactions within the Wholly-Owned Group

The wholly-owned group includes:

- the ultimate parent entity in the wholly-owned group and
- wholly-owned controlled entities

The ultimate parent entity in the wholly-owned group is eServGlobal Limited.

During the financial year eServGlobal Limited provided accounting and administration services, at cost, to entities in the wholly-owned group.

Under the Australian Tax Consolidation system eServGlobal Ltd assumed all of the tax liabilities of the Australian tax consolidated group.

Included below is the wording for the Auditors Report issued by Deloitte given in respect of eServGlobal's financial statements for the year ended 30 June 2005.

Independent Audit Report to the
Members of eServGlobal Limited

Scope

The financial report and directors' responsibility
The financial report comprises the statement of financial position, statement of financial performance, statement of cash flows, accompanying notes to the financial statements, and the directors' declaration for both eServGlobal Limited (the company) and the consolidated entity, for the financial year ended 30 June 2005 as set out on pages 20 to 57. The consolidated entity comprises the company and the entities it controlled at the year's end or from time to time during the financial year.

The directors of the company are responsible for the preparation and true and fair presentation of the financial report in accordance with the Corporations Act 2001. This includes responsibility for the maintenance of adequate accounting records and internal controls that are designed to prevent and detect fraud and error, and for the accounting policies and accounting estimates inherent in the financial report.

Audit approach
We have conducted an independent audit of the financial report in order to express an opinion on it to the members of the company. Our audit has been conducted in accordance with Australian Auditing Standards to provide reasonable assurance whether the financial report is free of material misstatement. The nature of an audit is influenced by factors such as the use of professional judgement, selective testing, the inherent limitations of internal controls, and the availability of persuasive rather than conclusive evidence. Therefore, an audit cannot guarantee that all material misstatements have been detected.

We performed procedures to form an opinion whether, in all material respects, the financial report is presented fairly in accordance with the Corporations Act 2001 and Accounting Standards and other mandatory professional reporting requirements in Australia so as to present a view which is consistent with our understanding of the company's and the consolidated entity's financial position, and performance as represented by the results of their operations and their cash flows.

Our procedures included examination, on a test basis, of evidence supporting the amounts and other disclosures in the financial report, and the evaluation of accounting policies and significant accounting estimates made by the directors.

While we considered the effectiveness of management's internal controls over financial reporting when determining the nature and extent of our procedures, our audit was not designed to provide assurance on internal controls.

The audit opinion expressed in this report has been formed on the above basis.

Audit Opinion

In our opinion, the financial report of eServGlobal Limited is in accordance with:

(a) the Corporations Act 2001, including:

   (i) giving a true and fair view of the company's and consolidated entity's financial position as at 30 June 2005 and of their performance for the year ended on that date; and

   (ii) complying with Accounting Standards in Australia and the Corporations Regulations 2001; and

(b) other mandatory professional reporting requirements in Australia.

DELOITTE TOUCHE TOHMATSU

Catherine Hill
Partner
Chartered Accountants
Sydney, 29 August 2005

PKF Corporate Advisers Pty Limited
ABN 70 050 038 170
Australian Financial Services Licence 247420
Licensed Business Agent

Level 10, 1 Margaret Street
Sydney NSW 2000

DX 10173 Sydney Stock Exchange NSW

Tel: 61 2 9251 4100
Fax: 61 2 9240 9821

www.pkf.com.au

21 October 2005

The Directors
eServGlobal Limited
PO Box R458
ROYAL EXCHANGE NSW 2000

Dear Sirs

ESERVGLOBAL LIMITED ("ESERVGLOBAL" OR THE "COMPANY")

Introduction

We report on the financial information of the Company set out in Part III (A) of the admission document of the Company dated 21 October 2005 (the **"Admission Document"**) in relation to the year ended 30 June 2005. The financial information comprises:

- information extracted from the audited financial statements of eServGlobal for the year ended 30 June 2005 ("**eServGlobal Audited Financial Statements**") that was stated in accordance with the requirements of the Australian Equivalents to International Financial Reporting Standards ("**A-IFRS**") (as set out in Part III (A) of the Admission Document) (the **"eServGlobal Extracted Financial Information"**); and

- information that has been extracted from the eServGlobal Audited Financial Statements that has been restated by the directors of eServGlobal to reflect the requirements of the International Financial Reporting Standards ("**IFRS**") as if those accounting standards applied to the Company for the year ended 30 June 2005 (the "**eServGlobal Restated Financial Information**").

The eServGlobal Audited Financial Statements were originally prepared in conformity with then prevailing Australian Accounting Standards ("**AGAAP**").

The eServGlobal Audited Financial Statements were audited and an unqualified audit report was provided by Deloitte Touche Tohmatsu that states, inter alia:

"In our opinion, the financial report of eServGlobal Limited is in accordance with:

(a) the Corporations Act 2001, including:

(i) giving a true and fair view of the company's and consolidated entity's financial position as at 30 June 2005 and of their performance for the year ended on that date; and

(ii) complying with Accounting Standards in Australia and the Corporations Regulations 2001; and

(b) other mandatory professional reporting requirements in Australia."

The eServGlobal Extracted Financial Information and eServGlobal Restated Financial Information has been prepared for inclusion in the Admission Document on the basis of the accounting policies set out in Part III (A) of the Admission Document. This report is included for the purpose of complying with paragraph 20.1 of the Prospectus Rules as applied by Schedule 2 of the AIM Rules and for no other purpose.

Responsibilities

The directors of eServGlobal are responsible for preparing the eServGlobal Extracted Financial Information and eServGlobal Restated Financial Information on the basis of preparation set out in paragraph 2 and in accordance with A-IFRS and IFRS, respectively.

It is our responsibility to form an opinion on the eServGlobal Extracted Financial Information and eServGlobal Restated Financial Information for the purposes of the Admission Document on the following:

- whether or not the eServGlobal Extracted Financial Information has been correctly extracted from the eServGlobal Audited Financial Statements; and
- whether the eServGlobal Restated Financial Information has been appropriately restated in accordance with the requirements of IFRS, as if those accounting standards applied to the Company for the year ended 30 June 2005.

The directors of eServGlobal are responsible for the adequacy of financial information that should be contained in the Admission Document.

Basis of Opinion

We conducted our work in accordance with Australian Auditing Standards. Our work included an assessment of evidence relevant to the amounts and disclosures in the eServGlobal Extracted Financial Information and eServGlobal Restated Financial Information. It also included an assessment of whether the accounting policies are adequately disclosed.

We were not requested to undertake the necessary procedures under Statements of Investment Circular Reporting Standards issued by the Auditing Practices Board in the United Kingdom and we are unable to express any view as to the truth or fairness of the eServGlobal Extracted Financial Information, eServGlobal Restated Financial Information and eServGlobal Audited Financial Statements .

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion

In our opinion:

- the eServGlobal Extracted Financial Information has been correctly extracted from the eServGlobal Audited Financial Statements; and
- the eServGlobal Restated Financial Information has been appropriately restated in accordance with the requirements of the IFRS, as if those accounting standards applied to eServGlobal for the year ended 30 June 2005. We confirm that are no adjustments required to restate the eServGlobal Extracted Financial Information from A-IFRS to IFRS.

Declaration

For the purposes of paragraph (a) of Schedule 2 of the AIM Rules we are responsible for this report as part of the Admission Document and we declare that we have taken all reasonable care to ensure the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Admission Document in compliance with Schedule 2 of the AIM Rules.

Yours faithfully

Vince Fayad
Director

PART III (B)

FINANCIAL INFORMATION IN RELATION TO FERMA S.A

The financial information on Ferma S.A set out below does not constitute statutory accounts within the meaning of section 240 of the UK Companies Ac. 1985 The information for the years ended 31 August 2003 to 2005 (inclusive) is extracted without material adjustment from the audited accounts of Ferma S.A., on which the audit opinions were unqualified. It is noted that the 31 August 2005 audited accounts have not, as at the date of the Admission Document, been approved by the shareholders of Ferma S.A. as required by French law. Ferma S.A.'s major shareholder (holding more than 50% of the votes exercisable at a general meeting of Ferma S.A.'s shareholders) has indicated that it will vote in favour of the approval of those accounts and that approval is dependent upon a 50% or more majority at the requisite general meeting.

In addition, a separate column showing Ferma S.A.'s accounts using IFRS and A-IFRS (which has been prepared by the directors of eServGlobal Limited) has been detailed below.

The audited accounts were expressed in Euros and have been translated into Australian dollars at the following rates, where Euro 1 equals:

Year ended 31 August	**2005 AUS$**	**2004 AUS$**	**2003 AUS$**
Profit and loss account			
- average spot rate for the year	1.67315	1.67425	1.78049
Balance sheet			
- rate as at 31 August	1.6348	1.7245	1.6975

Any difference between the average spot rate and the year end spot rate has been adjusted against the profit and loss account reserve in the balance sheet.

Details of the accounting policies used to prepare the above accounts have been set out in the notes to the financial statements.

PKF Corporate Advisers Pty Limited has undertaken a review of the extracted accounts and has concluded that the extracted accounts have been:

- appropriately extracted from Ferma S.A.'s accounts; and
- correctly translated from Euro's to Australian dollars.

In addition, PKF Corporate Advisers Pty Limited have stated that the normalisation adjustments which give rise to the restated profit and loss accounts detailed below have been prepared on a reasonable basis.

COMPANY PROFIT AND LOSS ACCOUNTS

	Notes	IFRS and A-IFRS Year ended 31 August 2005 AUS$	French GAAP Audited Year ended 31 August 2005 AUS$	Audited Year ended 31 August 2004 AUS$	Audited Year ended 31 August 2003 AUS$
Turnover	2	74,186,544	74,186,544	62,064,392	66,980,982
Cost of sales		(29,415,901)	(29,415,901)	(17,264,307)	(22,384,698)
Gross profit		44,770,643	44,770,643	44,800,085	44,596,284
Administrative expenditure		(42,893,924)	(42,959,123)	(44,604,141)	(49,219,144)
Other operating income		3,512,236	3,512,236	5,767,624	4,981,802
Operating profit		5,388,955	5,323,756	5,963,568	358,942
Interest receivable and other similar income	4	1,137,327	1,137,327	2,427,878	940,499
Interest payable and similar charges	5	(699,728)	(699,728)	(833,250)	(702,899)
Profit on ordinary activities before taxation	1	5,826,554	5,761,355	7,558,196	596,542
Tax on profit on ordinary activities	6	(1,203,888)	(1,217,474)	(3,203,170)	(349,248)
Profit for the financial year		4,622,666	4,543,881	4,355,026	247,294

Source: The audited accounts of Ferma S.A. for the years ended 31 August 2003 to 2005 (inclusive)

All amounts relate to continuing operations.

The company has no recognised gains or losses other than the profit for the year.

RESTATEMENT OF FERMA S.A. PROFIT AND LOSS ACCOUNTS

(Please note that the Restatement of Ferma S.A.'s profit and loss account does not form part of its statutory accounts)

Set out below is a restatement of Ferma S.A.'s profit from ordinary activities to earnings before interest, taxes and depreciation (**"Restated EBITDA"**) which excludes one-off and other non-recurring items:

		IFRS and A-IFRS	**French GAAP**		
		Audited Year ended 31 August 2005 AUS$	**Audited Year ended 31 August 2005 AUS$**	**Audited Year ended 31 August 2004 AUS$**	**Audited Year ended 31 August 2003 AUS$**
Profit on ordinary activities before taxation		5,806,635	5,741,436	7,765,237	681,182
Add back:					
Restructuring costs	1	-	-	-	3,370,468
Overstated bonus	2	-	-	(159,054)	169,147
Management charge	3	168,988	168,988	169,099	179,829
Depreciation		1,302,750	1,302,750	1,542,749	2,440,592
Amortisation		221,083	221,083	172,595	509,110
Interest received		(1,137,327)	(1,137,327)	(2,427,878)	(940,499)
Interest paid		699,728	699,728	833,251	702,900
Restated EBITDA		7,061,857	6,996,658	7,895,999	7,112,729

Notes

1) Restructuring costs

Due to falling sales of the Dialis product, which was developed at the Sophia-Antipolis plant, Ferma management announced a relocation of the site's Prepaid and VoMS operations to Grenoble and Malakoff where the Dialis operations were scaled down to after-sales service. The result of this decision was the closing down of the Sophia-Antipolis plant and the redundancy of its 26 employees.

2) Overstated bonus

Timing difference. Note that the slight difference in values between 31 August 2003 and 31 August 2004 relates to the change in the exchange rates applicable during each year.

3) Management charge

Fee payable to Zodiac – charge will not be incurred following completion of the Acquisition.

COMPANY BALANCE SHEETS

	Notes	IFRS and A-IFRS Audited As at 31 August 2005 AUS$	FRENCH GAAP Audited As at 31 August 2005 AUS$	As at 31 August 2004 AUS$	As at 31 August 2003 AUS$
Fixed assets					
Intangible assets	7	168,160	168,160	83,514	118,811
Tangible assets	8	1,699,072	1,699,072	1,883,366	2,377,502
Investments	9	1,024,614	1,024,614	861,179	799,740
		2,891,846	2,891,846	2,828,059	3,296,053
Current assets					
Stocks	10	5,001,391	5,001,391	4,751,335	4,741,925
Debtors	11	45,864,018	45,163,349	43,804,073	37,873,079
Cash at bank and in hand		1,748,455	1,748,455	808,689	301,646
		52,613,864	51,913,195	49,364,097	42,916,650
Creditors: amounts falling due within one year	12	(23,536,891)	(23,536,891)	(21,332,720)	(16,522,433)
Net current assets		29,076,973	28,376,304	28,031,377	26,394,217
Total assets less current liabilities		31,968,819	31,268,150	30,859,436	29,690,270
Provisions for liabilities	13	(2,733,536)	(2,536,870)	(2,993,182)	(6,675,813)
Net assets		29,235,283	28,731,280	27,866,254	23,014,457
Capital and reserves					
Called up share capital	15	2,658,348	2,658,348	2,804,209	2,760,305
General reserves	16	21,954,269	21,529,051	20,707,019	20,006,858
Profit and loss for the year	16	4,622,666	4,543,881	4,355,026	247,294
Equity shareholders' funds	17	29,235,283	28,731,280	27,866,254	23,014,457

CASHFLOW STATEMENTS

	IFRS and A-IFRS	French GAAP		
	Audited	Audited	Audited	Audited
	As at	As at	As at	As at
	31 August	31 August	31 August	31 August
	2005	2005	2004	2003
	AUS$	AUS$	AUS$	AUS$
Operating activities				
Self-financing ability	16,388,307	16,281,719	11,655,302	13,972,861
Variation in operating activities, net book value	(497,195)	(497,195)	66,016	484,937
Variation in accounts receivables	(7,229,986)	(7,229,986)	4,255,166	129,618
Variation in customer advances	656,680	656,680	(237,364)	(173,517)
Variation in accounts payables	4,048,971	4,155,559	758,539	(3,498,921)
Self-financed research and development	(10,653,701)	-	-	-
Variation in other operating accounts receivable and payable,	(4,209,417)	(4,209,417)	4,613,001	1,604,558
Net cash provided by operating activities	(1,496,341)	9,157,360	21,110,660	12,519,536
Investment activities				
Self-financed research and development	-	(10,653,701)	(9,207,278)	(7,969,084)
Acquisitions of intangible fixed assets	(305,006)	(305,006)	(141,161)	(192,276)
Acquisitions of tangible fixed assets	(1,186,281)	(1,186,281)	(1,060,571)	(1,079,766)
Acquisitions of long-term investments	(208,228)	(208,228)	(36,177)	-
Income from disposals of fixed assets	-	-	6,917	367
Repayment of long-term investments	-	-	-	52,436
Net cash used in investing activities	(1,699,515)	(12,353,216)	(10,438,270)	(9,188,323)
Financing activities				
Variation in loans	5,967,837	5,967,837	(10,304,750)	(2,097,253)
Dividends paid	(2,125,523)	(2,125,523)	-	(1,239,737)
Effect of foreign exchange	293,308	293,308	139,403	5,030
Net cash provided by (used in(financing activities	4,135,622	4,135,622	(10,165,347)	(3,331,960)
Variation in cash position	939,766	939,766	507,043	(747)
Cash and cash equivalent at the beginning of the period	808,689	808,689	301,646	302,393
Cash and cash equivalent at the end of the period	1,748,455	1,748,455	808,689	301,646
Cash and cash equivalent	1,748,455	1,748,455	808,689	301,646

ACCOUNTING POLICIES

FRENCH GAAP

General accepted account principles

The statutory accounts have been prepared in accordance with accounting principles generally accepted in France and the financial year covers the twelve-month period from 1 September to 31 August.

Valuation methods and accounting policies

Revenue: Ferma trades in hardware, markets software licenses and provides software customerisation services and maintenance and support.

Hardware and licenses: revenue is recognised when the hardware or license is delivered to customers.

Services: revenue is recognised when the service has been completed.

Maintenance and support: maintenance fees are spread on a pro rata time basis over the term of the contract. Support services are charged when the service has been completed;

Intangible fixed assets

Goodwill and know-how: goodwill and know-how are brought to account at cost and have been fully amortised.

Software: software is depreciated over 12 to 36 months.

Tangible fixed assets

Tangible fixed assets are booked into the balance sheet at their historic cost (purchase price plus acquisition costs). Tangible assets are subject to scheduled depreciation calculated on the basis of their anticipated service life. Decreasing-balance or straight-line depreciation is applied at standard rates:

Buildings, fixtures and fittings, installations	6 – 25 years
Technical installations, equipment and tools	3 – 10 years
Other tangible fixed assets	3 – 10 years

The net book value obtained may be deemed to be financially justified.

In order to comply with the principles applied by the Zodiac Group, the differential between decreasing-balance and straight-line depreciation has been treated as exceptional depreciation for all fixed assets acquired since 1 January 2000. Scheduled depreciation of earlier acquisitions has not been restated.

Long-term investment and investment securities

The gross value is equal to the historic cost net of ancillary expenses. Where the fair value is less than the gross value, a provision for loss in value is set up for the difference.

Trade debtors

Trade debtors are valued at their nominal value and reviewed on a case by case basis. A provision for loss in the value may be set up, depending on the risk.

ACCOUNTING POLICIES (CONTINUED)

Stock and Work in Progress

Stock and work in progress are valued at average weighted cost price, taking account of supply costs incurred. A provision for loss in value is set up as and when the reference market value falls below the average weighted cost. The loss in value is equal to the difference between the market value and the average weighted unit cost; and

Service labour in progress is valued at the closing date on the basis of the state of progress of the project.

Exclusion of excess labour in progress costs: after other production costs have been taken into account and the cost of labour in progress exceeds the net realisable value, the Company re-evaluates its work-in-progress by excluding these excess costs and capping its work-in progress to the extent that it is equal to the net realisable value. The adjusted net realisable value is posted on the balance sheet.

Advances and payments on account received on orders

Only advances and payments on account received are booked in the accounts.

Provisions for contingencies and charges

These provisions are set up to cover what, given past or current events, are probable risks and charges. The provision has a clearly defined purpose but if and when and how much of it will be used are not know.

Pension plan liabilities

A provision is booked since financial year 2000 in order to honour the company's pension plan liabilities towards its staff.

The commitment is calculated on the basis of the salaried staff's entitlement, which is determined using the forecasting method based on current salaries and a present value rate.

Valuation of the accounts in foreign currency and exchange differences

Receivables denominated in foreign currency which are firmly hedged against exchange risks are valued at the guaranteed rate and any differential between this and the invoice rate is booked on the income statement.

Accounts receivable and payable denominated in foreign currencies which are not hedged against exchange risks are valued at the rate on 31 August and any differential is entered into the balance sheet. Where necessary, a provision is set up for exchange risks on the asset conversion differential.

Cash and cash equivalent denominated in foreign currency are converted at the rate on 31 August and the proceeds entered on the income statement. The value of proceeds firmly hedged against exchange risks is reduced to the value of the cover and the differential between this and the closing rate is entered into the income statement.

ACCOUNTING POLICIES (CONTINUED)

Explanation between IFRS and A-IFRS

Set out below is a summary of differences in accounting policies that are applicable to IFRS and A-IFRS to that of French GAAP:

Pension plan liabilities

Under French GAAP, there was no requirement to accrue for pension plan liabilities. However, Ferma's policy was in fact to recognise such liabilities. Broadly speaking, Ferma's methodology used to calculate pension plan liabilities were in-line with that of A-IFRS and IFRS. However, there were some minor differences noted and these have been adjusted accordingly.

Revenue recognition

Ferma accounts for service revenues on a "completed basis". Under AFRS and IFRS, service revenues should be recognised on a "time basis". The effect of any adjustment required has been reviewed and considered to be immaterial (that is, approximately AUS$40,000 increase to profit).

Income taxes

Under French GAAP, deferred income tax (asset and liability) balances are not recognised. These asset and liabilities have been brought to account IFRS/A-IFRS.

NOTES TO THE FINANCIAL STATEMENTS

1. Profit on ordinary activities before taxation

	IFRS and A-IFRS	French GAAP		
	2005	2005	2004	2003
	AUS$	AUS$	AUS$	AUS$
The profit on ordinary activities before taxation is stated after:				
Depreciation of tangible fixed assets:				
- owned assets	1,302,750	1,302,750	1,542,749	2,440,592
Amortisation of intangible fixed assets:	221,083	221,083	172,595	509,110

2. Turnover

	IFRS and A-IFRS	French GAAP		
	2005	2005	2004	2003
	AUS$	AUS$	AUS$	AUS$
Turnover by activity				
Hardware	7,977,628	7,977,628	3,548,471	8,287,471
Licenses	42,339,541	42,339,541	36,980,722	34,577,839
Services	8,552,617	8,552,617	6,129,299	10,636,462
Maintenance and support	15,316,758	15,316,758	15,405,900	13,479,210
Total turnover	74,186,544	74,186,544	62,064,392	66,980,982
Turnover by geographical market				
European Union	5,852,699	5,852,699	3,618,650	4,333,236
Other countries	68,333,845	68,333,845	58,445,742	62,647,746
Total turnover	74,186,544	74,186,544	62,064,392	66,980,982

The 2003 turnover figure has been restated to incorporate the 10 new countries that joined the European Union in 2004.

3. Staff costs

	IFRS and A-IFRS	French GAAP		
	2005	2005	2004	2003
	AUS$	AUS$	AUS$	AUS$
Staff costs during each period were as follows:				
Wages and salaries	22,683,306	22,683,306	23,550,171	25,339,113
Social security costs	10,130,440	10,130,440	10,060,634	11,480,129
	32,813,746	32,813,746	33,610,805	36,819,242

	2005	2004	2003
	Number	Number	Number
The average number of employees during each period was:	252	246	271

4. Interest receivable and other similar income

	IFRS and A-IFRS	French GAAP		
	2005	2005	2004	2003
	AUS$	AUS$	AUS$	AUS$
Other interest and similar income	293,183	293,183	154,838	140,837
Net income from disposal of Securities	20,772	20,772	1,058,181	-
Financial income from subsidiaries	35,529	35,529	26,041	29,743
Reversed provisions and expenditure transferred	300,364	300,364	360,086	427,946
Exchange gains	487,479	487,479	828,732	341,973
	1,137,327	1,137,327	2,427,878	940,499

5. Interest payable and similar charges

	IFRS and A-IFRS	French GAAP		
	2005	2005	2004	2003
	AUS$	AUS$	AUS$	AUS$
Allocation to provisions	-	-	300,637	369,667
Interest and similar expenditure	278	278	33,123	45,857
Exchange losses	699,450	699,450	499,490	287,375
Financial profit/loss	699,728	699,728	833,250	702,899

6. Tax on profit on ordinary activities

Analysis of charge in period:

	IFRS and A-IFRS	French GAAP		
	2005	2005	2004	2003
	AUS$	AUS$	AUS$	AUS$
Tax on operating income	2,177,307	2,190,893	2,711,432	368,141
Tax on financial income	164,320	164,320	587,196	103,735
Tax on exceptional income	(375,838)	(375,838)	51,692	(205,777)
Research tax credit	(761,901)	(761,901)	(147,150)	83,149
Total current tax	1,203,888	1,217,474	3,203,170	349,248

7. Intangible fixed assets

	Goodwill AUS$	Software licences, and similar rights AUS$	Total AUS$
Cost			
At 1 September 2003	1,190,397	2,197,739	3,388,136
Additions	-	137,046	137,046
Disposals	(969,903)	(129,630)	(1,099,533)
Exchange difference	(10,176)	35,179	25,003
At 31 August 2004	210,318	2,240,334	2,450,652
Additions	-	312,161	312,161
Disposals	-	(12,549)	(12,549)
Exchange difference	(10,939)	(123,398)	(134,337)
At 31 August 2005	199,379	2,416,548	2,615,927
Depreciation			
At 1 September 2003	1,190,397	2,078,928	3,269,325
Charge for the year	-	172,595	172,595
On disposals	(969,903)	(129,076)	(1,098,979)
Exchange difference	(10,176)	34,373	24,197
At 31 August 2004	210,318	2,156,820	2,367,138
Charge for the year	-	221,083	221,083
On disposals	-	(12,549)	(12,549)
Exchange difference	(10,939)	(116,966)	(127,905)
At 31 August 2005	199,379	2,248,388	2,447,767
Net book value			
At 31 August 2003	-	118,811	118,811
At 31 August 2004	-	83,514	83,514
At 31 August 2005	-	168,160	168,160

8. Tangible fixed assets

	Fixtures, fittings, tools and equipment AUS$
Cost	
At 1 September 2003	10,998,244
Additions	1,029,669
Disposals	(779,978)
Exchange differences	182,429
At 31 August 2004	11,430,364
Additions	1,211,344
Disposals	(398,548)
Exchange differences	(613,181)
At 31 August 2005	11,629,979
Depreciation	
At 1 September 2003	8,620,742
Charge for the year	1,542,749
On disposals	-
Exchange differences	(616,493)
At 31 August 2004	9,546,998
Charge for the year	1,302,750
On disposals	(401,600)
Exchange differences	(517,241)
At 31 August 2005	9,930,907
Net book value	
At 31 August 2003	2,377,502
At 31 August 2004	1,883,366
At 31 August 2005	1,699,072

9. Fixed Asset Investments

	Shares in Subsidiaries AUS$	Investment in joint venture AUS$	Guaranteed deposits and security AUS$	Total AUS$
Cost				
At 1 September 2003	224,623	4,244	583,524	812,391
Additions in the year	-	-	34,821	34,821
Exchange difference	3,573	67	10,327	13,967
At 31 August 2004	228,196	4,311	628,672	861,179
Additions in the year	151,343	-	61,769	213,112
Exchange difference	(15,337)	(224)	(34,116)	(49,677)
At 31 August 2005	364,202	4,087	656,325	1,024,614
Provision				
At 1 September 2003	12,651	-	-	12,651
Written back in the year	(12,478)	-	-	(12,478)
Exchange difference	(173)			(173)
At 31 August 2004	-	-	-	-
Provided during year	-	-	-	-
Exchange difference	-	-	-	-
At 31 August 2005	-	-	-	-
Net book value				
At 31 August 2003	211,972	4,244	583,524	799,740
At 31 August 2004	228,196	4,311	628,672	861,179
At 31 August 2005	364,202	4,087	656,325	1,024,614

The fixed asset investments of Ferma S.A. consist of the following unlisted companies:

	Class of shares held	Proportion of shares held	Country of incorporation
Ferma Romania	Ordinary	50%	Romania
Ferma Information Technology (Shanghai)	Ordinary	100%	China
Ferma Indonesia	Ordinary	99%	Indonesia

10. Stocks

	IFRS and A-IFRS	French GAAP		
	2005	**2005**	**2004**	**2003**
	AUS$	**AUS$**	**AUS$**	**AUS$**
Work in progress	3,666,067	3,666,067	3,591,057	3,342,632
Finished goods and goods for resale	2,102,372	2,102,372	2,185,545	2,243,873
	5,768,439	5,768,439	5,776,602	5,586,505
Stock provisions	(767,048)	(767,048)	(1,025,267)	(844,580)
	5,001,391	5,001,391	4,751,336	4,741,925

11. Debtors

	IFRS and A-IFRS	French GAAP		
	2005	**2005**	**2004**	**2003**
	AUS$	**AUS$**	**AUS$**	**AUS$**
Trade debtors	29,136,014	29,136,014	24,501,417	28,570,483
Amounts owed by parent	8,827,920	8,827,920		
(Zodiac) undertaking			15,607,587	5,234,319
Other debtors	3,658,489	3,658,489	1,787,417	2,737,008
Deferred tax	700,669	-	-	-
Prepayments and accrued income	3,540,926	3,540,926	1,907,652	1,331,269
	45,864,018	45,163,349	43,804,073	37,873,079

12. Creditors: amounts falling due within one year

	IFRS and A-IFRS		French GAAP		
	2005		**2005**	**2004**	**2003**
	AUS$	3.2	AU S$	**AUS$**	**AUS$**
Payments received on account	1,808,331		1,808,331	1,214,841	1,429,468
Trade creditors	9,781,659		9,781,659	5,742,975	4,906,396
Social security and taxation	9,310,686		9,310,686	12,516,612	8,256,983
Other creditors	185,452		185,452	148,423	61,531
Accruals and deferred income	2,450,763		2,450,763	1,709,869	1,868,055
	23,536,891		23,536,891	21,332,720	16,522,433

13. Provisions for liabilities

	Pensions and Similar obligations AUS$	Restructuring AUS$	Legal and warranties AUS$	Other provisions AUS$	Total AUS$
Provision					
At 1 September 2003	502,800	3,219,687	1,606,582	1,346,744	6,675,813
Provided during the year	23,686	65,085	874,889	543,403	1,507,063
Utilised during the year	-	(3,140,962)	(347,491)	(647,896)	(4,136,349)
Unused accrual reversed in year	-	(4,658)	(706,468)	(338,001)	(1,049,127)
Exchange difference	8,707	(41,245)	20,180	8,140	(4,218)
At 31 August 2004	535,193	97,907	1,447,692	912,390	2,993,182
Provided during the year	285,660	-	75,292	63,483	424,435
Utilised during the year	-	(94,991)	(82,193)	(345,062)	(522,246)
Unused accrual reversed in year	-	-	(209,860)	-	(209,860)
Exchange difference	(34,385)	(2,916)	(70,335)	(41,005)	(148,641)
At 31 August 2005	786,468	-	1,160,596	589,806	2,536,870

14. Deferred taxation

The potential deferred tax asset (at a tax rate of 33%) which has not been recognised in the financial information, is set out below. This asset will be recoverable to the extent that suitable profits arise in the future.
Under IFRS and A-IFRS the deferred tax asset has been recognised.

	IFRS and A-IFRS	French GAAP		
	2005 AUS$	2005 AUS$	2004 AUS$	2003 AUS$
Short term timing differences				
- not recognised	-	400,283	711,667	246,952
- recognised	428,596	-	-	-

15. Called up share capital

	IFRS and A-IFRS	French GAAP		
	2005	2005	2004	2003
	AUS$	AUS$	AUS$	AUS$
Authorised				
17,675 ordinary shares of 92euros each	2,658,348	2,658,348	2,804,209	2,760,305
Allotted, issued and fully paid up				
17,675 ordinary shares of 92euros each	2,658,348	2,658,348	2,804,209	2,760,305

16. Reserves

	General reserves AUS$	Profit and loss account AUS$
At 1 September 2003	20,006,858	247,294
Allocation of prior year profit	247,294	(247,294)
Profit for the year	-	4,355,026
Exchange gains taken to reserves	452,867	-
At 31 August 2004	20,707,019	4,355,026
Allocation of prior year profit	4,355,026	(4,355,026)
Profit for the year	-	4,543,881
Dividend paid	(2,175,095)	-
Exchange losses taken to reserves	(1,357,899)	-
At 31 August 2005	21,529,051	4,543,881

17. Reconciliation of movements in shareholders' funds

	IFRS and A-IFRS	French GAAP		
	2005	2005	2004	2003
	AUS$	AUS$	AUS$	AUS$
Profit for the year	4,407,562	4,543,881	4,355,026	247,294
Dividend paid	(2,175,095)	(2,175,095)	-	(1,300,347)
Exchange gain/(loss)	1,535,598	(1,503,760)	496,771	49,083
	696,869	865,026	4,851,797	(1,003,970)
Opening equity shareholders' funds	28,538,414	27,866,254	23,014,457	24,018,427
Closing equity shareholders' funds	29,235,283	28,731,280	27,866,254	23,014,457

18. Guarantees and other financial commitments

	Forward currency US$	Future commitments AUS$	Detail
2003			
Commitments undertaken			
Forward currency sales	565,000		Forward CCF cover (US$)
Commitments received			
Deposits, guarantees and security		1,156,945	Market guarantees
Forward currency purchases	565,000		Forward CCF cover (US$)
2004			
Commitments undertaken			
Forward currency sales	1,510,000		Forward CCF cover (US$)
Commitments received			
Deposits, guarantees and security		373,806	Market guarantees
Forward currency purchases	1,510,000		Forward CCF cover (US$)
2005			
Commitments undertaken			
Deposits, guarantees and security		947,489	Market guarantees
Forward currency sales	3,507,000	-	Forward CCF cover (US$)
Commitments received			
Forward currency purchases	3,507,000	-	Forward CCF cover (USD)

19. Related Party Transactions

	Ferma Shangai AUS$	Ferma Romania AUS$	Ferma Indonesia AUS$	AUS$	Intertechnique AUS$
2003					
Other accounts receivable (included within other debtors)	-	406,882	-	5,234,319	33,271
Trade accounts payable	69,598	201,179	-	-	-
2004					
Intercompany loan	-	-	-	15,607,587	-
Other accounts receivable (included within other debtors)	-	350,881	-	42,436	-
Trade accounts payable	158,654	239,712		21,299	24,833
2005					
Intercompany loan	-	-	-	8,827,920	-
Other accounts receivable (included within other debtors)	-	692,423	285,825	58,505	-
Trade accounts payable	112,213	441,144	-	11,769	-

20. Restatement from French GAAP to IFRS

COMPANY IFRS PROFIT AND LOSS ACCOUNTS
Year ended 31 August 2005

	Year ended 31 August 2005 French GAAP AUS$	IAS 12 AUS$	IAS 19 AUS$	Year ended 31 August 2005 IFRS AUS$
Turnover	74,186,544	-	-	74,186,544
Cost of sales	(29,415,901)	-	-	(29,415,901)
Gross profit	44,770,643	-	-	44,770,643
Administrative expenditure	(42,979,042)	-	[1]65,199	(42,913,843)
Other operating income	3,512,236	-	-	3,512,236
Operating profit	5,303,837	-	65,199	5,369,036
Interest receivable and other similar income	1,137,327	-	-	1,137,327
Interest payable and similar charges	(699,728)	-	-	(699,728)
Profit on ordinary activities before taxation	5,741,436	-	65,199	5,806,635
Tax on profit on ordinary activities	(1,593,312)	[2](61,369)	[3]74,955	(1,579,726)
Extraordinary income	155,166	-	-	155,166
Extraordinary charges	(135,247)	-	-	(135,247)
Extraordinary loss	19,919	-	-	19,919
Tax on extraordinary loss	375,838	-	-	375,838
Profit for the financial year	4,543,881	(61,369)	140,154	4,622,666

[1] Adjustment to pension provision.
[2] Current year deferred tax adjustment (liability).
[3] Current year deferred tax adjustment (asset).

20. Restatement from French GAAP to IFRS (continued)

COMPANY IFRS BALANCE SHEETS
As at 31 August 2005

	As at 31 August 2005 French GAAP AUS$	IAS 12 AUS$	IAS 19 AUS$	As at 31 August 2005 IFRS AUS$
Fixed assets				
Intangible assets	168,160	-	-	168,160
Tangible assets	1,699,072	-	-	1,699,072
Investments	1,024,614	-	-	1,024,614
	2,891,846	-	-	2,891,846
Current assets				
Stocks	5,001,391	-	-	5,001,391
Debtors	45,163,349	[4]400,070	[5]300,599	45,864,018
Cash at bank and in hand	1,748,455	-	-	1,748,455
	51,913,195	400,070	300,599	52,613,864
Creditors: amounts falling due within one year	(23,536,891)		-	(23,536,891)
Net current assets	28,376,304	400,070	300,599	29,076,973
Total assets less current liabilities	31,268,150	400,070	300,599	31,968,819
Provisions for liabilities	(2,536,871)	[6](98,848)	[7](97,817)	(2,733,536)
Net assets	28,731,279	301,222	202,782	29,235,283
Capital and reserves				
Called up share capital	2,658,348	-	-	2,658,348
Other reserves	21,529,050	[8]362,591	[8]62,628	21,954,269
Profit and loss account	4,543,881	(61,369)	140,154	4,622,666
Equity shareholders' funds	28,731,279	301,222	202,782	29,235,283

[4] Relates to deferred tax assets resulting from timing differences on the method of depreciation.
[5] Relates to deferred tax assets resulting from pension provisions.
[6] Adjustment to deferred tax liability.
[7] Adjustment to pension provision.
[8] Opening balance adjustments relating to prior years.

Included below is the wording for the Auditors Report issued by Ernst & Young (translated into English) given in respect of the Ferma S.A. financial statements for the year ended 31 August 2003.

Statutory auditors' report on the financial statements

To the shareholders,

In the compliance with the assignment entrusted to us by the shareholders' meeting, we hereby report to you, for the year ended 31 August 2003 on:

- the audit of the accompanying financial statements of Ferma S.A.;
- the specific verifications and information required by law.

These financial statements have been prepared by the Supervisory Board. Our role is to express an opinion on these financial statements based on our audit.

I. Opinion on the financial statements

We conducted our audit in accordance with professional standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

The CRC 2000-06 rule relating to recognition of liabilities has been applied for the first time without any adverse affect on the opening balance sheet. As disclosed in the notes to the financial statements, the Company recorded a provision of €1.893 million for restructuring. We are satisfied that this provision complies with the CRC ruling and is adequate in view of the management decision announced before year-end.

In our opinion, the financial statements give a true and fair view of the Company's financial position and its assets and liabilities, as of 31 August 2003, and of the results of its operations for the year then ended in accordance with the accounting rules and principles applicable in France.

II. Specific verifications and information

We have carried out, in accordance with French professional standards, the specific procedures proscribed by French law.

We have nothing to report with respect to the fairness of information contained in the Director's Report and its consistency with the annual accounts and other information presented to the shareholders concerning the financial position and annual accounts.

Paris, 7 November 2003

The Statutory Auditors
ERNST & YOUNG Audit

French original signed by
Patrick Lhomme

French original signed by
Bernard Nicot

Included below is the wording for the Auditors Report issued by Ernst & Young (translated into English) given in respect of the Ferma S.A. financial statements for the year ended 31 August 2004.

Statutory auditors' on the financial statements

To the shareholders,

In the compliance with the assignment entrusted to us by the shareholders' meeting, we hereby report to you, for the year ended 31 August 2004 on:

- the audit of the accompanying financial statements of Ferma S.A.;
- the justification of our assessments;
- the specific verifications and information required by law.

These financial statements have been prepared by the Supervisory Board. Our role is to express an opinion on these financial statements based on our audit.

I. Opinion on the financial statements

We conducted our audit in accordance with professional standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements give a true and fair view of the Company's financial position and its assets and liabilities, as of 31 August 2004, and of the results of its operations for the year then ended in accordance with the accounting rules and principles applicable in France.

II. Justification of our assessments

In accordance with the requirements of article L.225-235 of the French Company Law (Code de commerce), introduced by the Financial Security Act of 1 August 2003 and which came into effect for the first time this year, we performed assessments to enable us to express the above mentioned opinion on the financial statements, taken as a whole. They related primarily to the accounting principles applied and the material estimates made by Management for the preparation of the year end accounts, together with their overall presentation. We have nothing to report with respect to these assessments.

III. Specific verifications and information

We have also performed the specific verifications required by law in accordance with professional standards applicable in France.

We have no matters to report regarding the fair presentation and the conformity with the financial statements of the information given in the management report of the Supervisory Board, and in the documents addressed to the shareholders with respect to the financial position and the financial statements.

Paris-La Défense, 18 November 2004

The Statutory Auditors
ERNST & YOUNG Audit

French original signed by
Valérie Quint

Included below is the wording for the Auditors Report issued by Ernst & Young (translated into English) given in respect of the Ferma S.A. financial statements for the year ended 31 August 2005.

Statutory auditors' report on the financial statements

To the shareholders,

In the compliance with the assignment entrusted to us by the shareholders' meeting, we hereby report to you, for the year ended 31 August 2005 on:

- the audit of the accompanying financial statements of Ferma S.A.;
- the justification of our assessments;
- the specific verifications and information required by law.

These financial statements have been prepared by the Supervisory Board. Our role is to express an opinion on these financial statements based on our audit.

IV. Opinion on the financial statements

We conducted our audit in accordance with professional standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements give a true and fair view of the Company's financial position and its assets and liabilities, as of 31 August 2005, and of the results of its operations for the year then ended in accordance with the accounting rules and principles applicable in France.

V. Justification of our assessments

In accordance with the requirements of article L.823-9 of the French Company Law (Code de commerce), we performed assessments relating primarily to the appropriateness of the accounting principles applied and the material estimates made by Management.

The assessments performed in the course of our audit enable us to express the above mentioned opinion on the financial statements, taken as a whole.

VI. Specific verifications and information

We have also performed the specific verifications required by law in accordance with professional standards applicable in France.

We have no matters to report regarding the fair presentation and the conformity with the financial statements of the information given in the management report of the Supervisory

Board, and in the documents addressed to the shareholders with respect to the financial position and the financial statements.

Paris-La Défense, 20 October 2005

The Statutory Auditors
ERNST & YOUNG Audit

French original signed by
Valérie Quint

PKF Corporate Advisers Pty Limited
ABN 70 050 038 170
Australian Financial Services Licence 247420
Licensed Business Agent

Level 10, 1 Margaret Street
Sydney NSW 2000

DX 10173 Sydney Stock Exchange NSW

Tel: 61 2 9251 4100
Fax: 61 2 9240 9821

www.pkf.com.au

21 October 2005

The Directors
eServGlobal Limited
PO Box R458
ROYAL EXCHANGE NSW 2000

Dear Sirs

FERMA S.A

Introduction

We report on the financial information relating to Ferma S.A. (**"Ferma"**) set out in Part III (B) of the admission document of eServGlobal Limited dated 21 October 2005 (the **"Admission Document"**) in relation to the years ended 31 August 2003 to 31 August 2005 (inclusive) (the **"Ferma Financial Information"**). The Ferma Financial Information has been extracted from the audited financial statements of Ferma for the years ended 31 August 2003 to 31 August 2005 (inclusive) **("Ferma Audited Financial Statements").** The Ferma Audited Financial Statements were originally prepared in conformity with then prevailing French Accounting Standards **("French GAAP")**.

Also set out in Part III (B) of the Admission Document is information for the year ended 31 August 2005 extracted from the Ferma Audited Financial Statements, that has been restated by the directors of eServGlobal to reflect International Financial Reporting Standards **("IFRS")** and Australian equivalents of International Financial Reporting Standards **("A-IFRS")** as if those accounting standards applied to Ferma for the year ended 31 August 2005 (the **"Ferma Restated Financial Information")**.

In addition, the Ferma Financial Information has been restated by the directors of eServGlobal for the following:

- translated from Euros into Australian dollars;
- restated in accordance with the requirements of both the IFRS and A-IFRS, as if those accounting standards applied to Ferma S.A. for the year ended 31 August 2005; and
- the profit and loss account has been restated **("Restated Profit")** to reflect any one-off or non-recurring costs or items of income.

The Ferma Audited Financial Statements were audited and an unqualified audit report was provided by Ernst & Young LLP, Paris, France that states, inter alia,

"In our opinion, the financial statements give a true and fair view of the Company's financial position ***as at the relevant financial year*** *(bold type represents emphasis added) and of the results of its operations for the year then ended in accordance with the accounting rules and principles applicable in France."*

The Ferma Financial Information, Ferma Restated Financial Information and Restated Profit have been prepared for inclusion in the Admission Document on the basis of the accounting policies set out in Part III (B) of the Admission Document. This report is included for the purpose of paragraph 20.1 of the Prospectus Rules as applied by Schedule 2 of the AIM Rules and for no other purpose.

PKF

Responsibilities

The directors of eServGlobal are responsible for preparing the Ferma Financial Information, Ferma Restated Financial Information and Restated Profit from the Ferma Audited Financial Statements.

It is our responsibility to form an opinion, for the purposes of the Admission Document, on the following:

- whether or not the Ferma Financial Information has been correctly extracted from the Ferma Audited Financial Statements;
- the appropriateness of the foreign currency translation from Euros into Australian dollars;
- whether or not the Restated Profit has been compiled on a reasonable basis; and
- whether the Ferma Restated Financial Information has been appropriately restated in accordance with the requirements of IFRS and A-IFRS, as if those accounting standards applied to Ferma for the year ended 31 August 2005.

The directors of eServGlobal are responsible for the adequacy of financial information that should be contained in the Admission Document.

Basis of Opinion

We conducted our work in accordance with Australian Auditing Standards. Our work included an assessment of evidence relevant to the amounts and disclosures in the Ferma Financial Information, Ferma Restated Financial Information and Restated Profit. It also included an assessment of whether the accounting policies are adequately disclosed.

We were not requested to undertake the necessary procedures under Statements of Investment Circular Reporting Standards issued by the Auditing Practices Board in the United Kingdom and we are unable to express any view as to the truth or fairness of the Ferma Financial Information, Ferma Restated Financial Information, Restated Profit or the Ferma Audited Financial Statements.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Ferma Financial Information, Ferma Restated Financial Information and Restated Profit is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion

In our opinion:

- the Ferma Financial Information has been correctly extracted from the Ferma Audited Financial Statements;
- we are satisfied with the basis of the translation of the currency from Euros into Australian dollars;
- the Restated Profit has been compiled on a reasonable basis; and
- the Ferma Restated Financial Information has been appropriately restated in accordance with the requirements of A-IFRS and IFRS, as if those accounting standards applied to Ferma for the year ended 31 August 2005.

PKF

Declaration

For the purposes of paragraph (a) of Schedule 2 of the AIM Rules we are responsible for this report as part of the Admission Document and we declare that we have taken all reasonable care to ensure the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Admission Document in compliance with Schedule 2 of the AIM Rules.

Yours faithfully

Vince Fayad
Director

PART III (C)

FINANCIAL INFORMATION IN RELATION TO THE CONSOLIDATED BALANCE SHEET OF FERMA S.A AND ITS SUBSIDIARIES

The financial information comprising of Ferma S.A and its controlled entities ("**Ferma Group**") ("**Consolidated Balance Sheet")** set out below does not constitute statutory accounts within the meaning of section 240 of the UK Companies Act 1985. The information included within the Consolidated Balance Sheet has been extracted from the audited accounts of Ferma S.A, as set out in Part III (B), and the unaudited accounts of its subsidiaries, for the year ended 31 August 2005.

As Ferma S.A is substantially owned by Zodiac, it does not need to issue consolidated accounts and accordingly, no audit opinion has been previously issued in relation to the Consolidated Balance Sheet.

The Consolidated Balance Sheet has been subject to review by PKF Corporate Advisers Pty Limited.

FERMA S.A. CONSOLIDATED IFRS BALANCE SHEET

	IFRS **Ferma S.A.** AUS$	**Aggregated Subsidiaries** AUS$	**Consolidation Adjustments** **AUS$**	**IFRS Consolidated Ferma Group** **AUS$**
Fixed assets				
Intangible assets	168,160	16,859	(10,847)	174,172
Tangible assets	1,699,072	123,830	(71,588)	1,751,314
Investments	1,024,614	-	(368,289)	656,325
Share of joint ventures				
Share of gross assets	-	-	479,135	479,135
Share of gross liabilities	-	-	(414,183)	(414,183)
	2,891,846	140,689	(385,772)	2,646,763
Current assets				
Stocks	5,001,391	61,273	-	5,062,664
Debtors	45,864,018	1,228,173	(1,003,390)	46,088,801
Cash at bank and in hand	1,748,455	699,165	(270,485)	2,177,135
	52,613,864	1,988,611	(1,273,875)	53,328,600
Creditors: amounts falling due within one year	(23,536,891)	(1,357,179)	1,226,404	(23,667,666)
Net current assets	29,076,973	631,432	(47,471)	29,660,934
Total assets less current Liabilities	31,968,819	772,121	(433,243)	32,307,697
Provisions for liabilities	(2,733,536)	-	-	(2,733,536)
Net assets	29,235,283	772,121	(433,243)	29,574,161
Capital and reserves				
Called up share capital	2,658,348	319,705	(319,705)	2,658,348
General reserves	21,954,269	54,846	(48,632)	21,960,483
Profit and loss for the year	4,622,666	397,570	(64,906)	4,955,330
Equity shareholders' funds	29,235,283	772,121	(433,243)	29,574,161

ACCOUNTING POLICIES -

Set out below are the accounting policies that are applicable to the Consolidated Balance Sheet:

Principles of consolidation

The consolidated financial statements are prepared by combining the financial statements of Ferma S.A and its subsidiaries “Consolidated Balance Sheet”. Consistent accounting policies are employed in the preparation and presentation of the Consolidated Balance Sheet.

The Consolidated Balance Sheet include the information of each of Ferma’s subsidiaries from the date on which the Ferma obtains control and until such time as it ceases to control such entity. In preparing the consolidated financial statements, all intercompany balances and transactions, and unrealised profits arising within the consolidated entity are eliminated in full.

PKF Corporate Advisers Pty Limited
ABN 70 050 038 170
Australian Financial Services Licence 247420
Licensed Business Agent

Level 10, 1 Margaret Street
Sydney NSW 2000

DX 10173 Sydney Stock Exchange NSW

Tel: 61 2 9251 4100
Fax: 61 2 9240 9821

www.pkf.com.au

21 October 2005

The Directors
eServGlobal Limited
PO Box R458
ROYAL EXCHANGE NSW 2000

Dear Sirs

ESERVGLOBAL LIMITED ("ESERVGLOBAL" OR THE "COMPANY")

Introduction

We report on the consolidated balance sheet of Ferma S.A and its subsidiaries **("Ferma Group") ("Consolidated Balance Sheet")** set out in Part III(C) of the admission document dated 21 October 2005 of eServGlobal **("Admission Document")**. The Consolidated Balance Sheet represents the aggregation of the balance sheets of Ferma and Ferma's subsidiaries as at 31 August 2005, adjusted for all intercompany transactions (such as loans to and from each entity).

The Consolidated Balance Sheet has been prepared in accordance with the requirements of both the International Financial Reporting Standards **("IFRS")** and Australian Equivalents to International Financial Reporting Standards **("A-IFRS")**.

The financial information has been prepared for inclusion in the Admission Document, on the basis of the accounting policies set out in Part III (C) thereof. This report is required by paragraph 20.1 of the Prospectus Rules as applied by Schedule 2 of the AIM Rules and is given for the purpose of complying with that paragraph and for no other purpose.

Responsibilities

The directors of eServGlobal are responsible for preparing the Consolidated Balance Sheet in accordance with paragraph 20.1 of Annex 1 of Appendix 3 of the Prospectus Rules as applied by Schedule 2 of the AIM Rules.

It is our responsibility to form an opinion, for the purposes of the Admission Document, as to the proper compilation of Consolidated Balance Sheet and to report that opinion to you.

In providing this opinion, we have relied on audited financial information for Ferma S.A as well as unaudited financial information for each of Ferma S.A's subsidiaries, as set out in Part III(C) of the Admission Document.

Basis of Opinion

We conducted our work in accordance with Australian Auditing Standards. Our work principally consisted of:

- confirmation that the financial information relating to Ferma S.A and each of Ferma S.A's subsidiaries contained in the Consolidated Balance Sheet is consistent with the information as set out in Part III(C) of the Admission Document;

- a review of the financial information relating to each of Ferma S.A's subsidiaries used in the preparation of the Consolidated Balance Sheet, for the purposes of ensuring that the financial information is in a form suitable for consolidation; and

- a review of the evidence supporting the elimination adjustments and discussing with these adjustments with both the directors of eServGlobal and Ferma S.A's management.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Consolidated Balance Sheet has been properly compiled from the supporting information reviewed.

Opinion

In our opinion, the Consolidated Balance Sheet is:

- compiled in accordance with the accounting policies stated for Ferma S.A;

- we are satisfied with the computation of the aggregated amount for the subsidiaries of Ferma S.A and we have obtained all necessary explanations in relation to the balances relating to the subsidiaries;

- we are satisfied with the basis of the consolidation adjustments used in order to arrive at the Consolidated Balance Sheet.

Declaration

For the purposes of paragraph (a) of Schedule 2 of the AIM Rules we are responsible for this report as part of the Admission Document and we declare that we have taken all reasonable care to ensure the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affects its import. This declaration is included in the Admission Document in compliance with Schedule 2 of the AIM Rules.

Yours faithfully

Vince Fayad
Director

PART IV

PRO FORMA STATEMENT OF NET ASSETS OF THE ENLARGED GROUP

The following pro forma statement of net assets of the Enlarged Group, following the proposed acquisition of Ferma S.A., the Placing and the Additional Shares has been prepared to illustrate the effect of the proposed transactions on the net assets of eServGlobal Ltd as at 30 June 2005, as if the proposed transactions had occurred on that date. This statement has been prepared for illustrative purposes only and, because of its nature, may not give a true picture of the financial position of the Enlarged Group. Because of its nature, the pro forma financial information addresses a hypothetical situation and, therefore does not represent the Enlarged Group's actual financial position or results.

The pro forma statement of net assets has been prepared under both IFRS and A-IFRS.

PROFORMA BALANCE SHEET (IFRS/A-IFRS)	**eServ as at 30 June 2005 Note 1 A$000**	**Ferma as at 31 August 2005 Note 2 A$000**	**Note 3 A$000**	**Note 4 A$000**	**Note 5 A$000**	**Note 6 A$000**	**Note 7 A$000**	**Note 8 A$000**	**Pro forma net assets as at 30 June 2005 A$000**
Fixed assets									
Tangible fixed assets	1,824	174							1,998
Intangible fixed assets	24,862	1,751		42,781			2,058		71,453
Long-term investments	803	656		-					1,459
Share of joint ventures									
Share of gross assets	-	479							479
Share of gross liabilities	-	(414)							(414)
	27,489	2,646	-	42,781	-	-	2,058	-	74,975
Current assets									
Stocks	-	5,063							5,063
Debtors	14,520	46,089				(8,828)			51,781
Cash at bank and in hand	11,742	2,177	59,220	(61,075)	2,623	(1,357)	(2,058)	(2,936)	8,336
	26,262	53,329	59,220	(61,075)	2,623	(10,185)	(2,058)	(2,936)	65,180
Creditors: amounts due within one year	(7,628)	(23,668)				(1,095)			(32,391)
Net current assets	18,634	29,661	59,220	(61,075)	2,623	(11,280)	(2,058)	(2,936)	32,789

Total assets less current liabilities	46,123	32,307	59,220	(18,294)	2,623	(11,280)	-	(2,936)	107,764
Creditors: amounts due after more than one year	(130)	-							(130)
Provisions for liabilities	(555)	(2,734)							(3,289)
Net assets	45,438	29,573	59,220	(18,294)	2,623	(11,280)	-	(2,936)	104,345

Notes:

1. The net assets of eServGlobal as at 30 June 2005 have been extracted, without material adjustment, from eServGlobal's audited Balance Sheet set out in Part III (A) of this document.

2. The net assets of Ferma Group as at 31 August 2005 have been extracted, without material adjustment from the Consolidated Balance Sheet set out in Part III (C) of this document.

3. The gross proceeds of the Placing of AUS$59.22 million (i.e. 54,782,609 Ordinary Shares at 46 pence each or AUS$1.08 translated at £1 = AUS$2.35).

4. The consideration for the Acquisition, being AUS$61.075 million (€38million translated at €1 = AUS$1.60723). The cost of the Acquisition has been reflected against Ferma Group share capital reserves. Based on the consideration payable for the Acquisition of €38 million (AUS$61 million translated at €1 = AUS$1.6348), Ferma Group's net assets of €18 million (as set out in Part III (C) of this document) and the payment of the dividend of €6.230 million described in note 6 above, set out below is a calculation of the goodwill on consolidation:

	€000	**AUS$000**
Total consideration	38,000	61,075
Net assets of Ferma Group as at 31/08/05	18,090	29,574
Less: dividend payable	(6,900)	(10,185)
Less: provision for employee shares	(670)	(1,095)
Goodwill	13,010	42,781

5. The gross proceeds of the issue of the 2,426,415 Additional Shares at 46 pence each, being AUS$2.623 million (translated at £1 = AUS$2.35).

6. Immediately prior to the Acquisition the following transactions are to occur:

- Payment of a dividend by Ferma of €6.230 million (AUS$10.2 million translated at €1 = AUS$ 1.6348 as at 31 August 2005) to Ferma's shareholders; and

- Zodiac is to repay its loan of approximately €5.4 million (AUS$8.828 million translated at €1 = AUS$ 1.6348 as at 31 August 2005).

As a result of the above transactions, there will be a net reduction in cash at bank and in hand AUS$1.357 million.

In addition, a provision for employee share payments of €670,000 (AUS$1.1 million translated at €1 = AUS$1.6348 as at 31 August 2005) has been agreed to be paid to key executives immediately upon the Acquisition.

7. Payment of costs associated with the Acquisition estimated at AUS$2.058 million. These costs have been added to the goodwill arising on Acquisition.

8. Payment of costs of associated with the Capital Raising of AUS$2.936 million. These costs have been charged against the capital raising.

PKF Corporate Advisers Pty Limited
ABN 70 050 038 170
Australian Financial Services Licence 247420
Licensed Business Agent

Level 10, 1 Margaret Street
Sydney NSW 2000

DX 10173 Sydney Stock Exchange NSW

Tel: 61 2 9251 4100
Fax: 61 2 9240 9821

www.pkf.com.au

21 October 2005
The Directors
eServGlobal Limited
PO Box R458
ROYAL EXCHANGE NSW 2000

Dear Sirs

ESERVGLOBAL LIMITED ("ESERVGLOBAL" OR THE "COMPANY")

Introduction

We report on the Pro forma combined net assets ("**the Pro forma financial information**") set out in Part IV of the admission document dated 21 October 2005 of eServGlobal (the "**Admission Document**"). The Pro forma financial information represents the aggregation of eServGlobal's statement of net assets as at 30 June 2005 and the statement of net assets as at 31 August 2005 of Ferma S.A and its subsidiaries' ("**Ferma Group**"), adjusted for certain transactions such as the Capital Raising ("**Pro forma Adjustments**").

This Pro forma financial information has been prepared in accordance with the requirements of both the International Financial Reporting Standards ("**IFRS"**) and Australian Equivalents to International Financial Reporting Standards ("**A-IFRS**").

The financial information has been prepared for inclusion in the Admission Document on the basis of the accounting policies of eServGlobal and Ferma Group set out in Part III (A) and III (C) of the Admission Document.

Responsibilities

The directors of eServGlobal are responsible for preparing the Pro forma financial information as if in accordance with paragraph 20.2 of Annex 1 of Appendix 3 of the Prospectus Rules.

It is our responsibility to form an opinion as to the proper compilation of the Pro forma financial information as if required by paragraph 7 of Annex II of the Prospectus Rules and to report that opinion to you.

In providing this opinion, we have relied on the audited accounts for both eServGlobal and the Ferma Group and have made no independent examination of the underlying financial information.

Basis of Opinion

We conducted our work in accordance with Australian Auditing Standards. Our work principally consisted of:

- confirming that the Pro forma financial information is consistent with the financial information for the financial periods in question relating to eServGlobal and the Ferma Group contained in Parts III (A) and III (C) of the Admission Document; and
- considering the evidence supporting the Pro forma Adjustments and discussing the Pro forma Adjustments with the directors of eServGlobal.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Pro forma financial information has been properly compiled on the basis stated.

Opinion

In our opinion:

- the Pro forma financial information has been properly compiled on the basis stated; and
- such basis is in accordance with the accounting policies of eServGlobal and Ferma as set out in Part III (A) and III (C) of the Admission Document

Declaration

For the purposes of paragraph (a) of Schedule 2 of the AIM Rules, we are responsible for this report as part of the Admission Document and we declare that we have taken all reasonable care to ensure the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affects its import. This declaration is included in the Admission Document in compliance with Schedule 2 of the AIM Rules.

Yours faithfully

Vince Fayad
Director

PART V
ADDITIONAL INFORMATION

1. RESPONSIBILITY

The Directors whose names appear on page 6 of this document and the Company, accept responsibility for the information contained in this document including individual and collective responsibility for compliance with the AIM Rules. To the best of the knowledge of the Directors and the Company (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and there is no omission likely to affect the import of such information.

2. THE GROUP

2.1 The Company was incorporated in Australia on 29 July 1991, under the Corporations Law (now the Corporations Act) as a proprietary company with Shareholders' liability being limited to the amount paid up or payable on their shares with registered number ABN 59 052 947 743. On 4 May 2000, the Company converted to a public company regulated under the Corporations Act and the Shareholders' liability remains limited. The Company's shares have the ISIN number AU000000ESV3.

2.2 The principal legislation under which the Company operates is the Corporations Act.

2.3 The Company's registered office and head office is Level 2, 10 Spring Street Australia, Sydney NSW 2000; telephone number (612) 9364 2700.

2.4 The Company was incorporated on 29 July 1991 as Sun-Direct Pty Ltd, changing its name to X-Direct Pty Ltd in 1992. The Company further changed its name to eServ Pty Limited on 16 April 1999 and to eServGlobal Limited on 3 December 2001.

2.5 The Company is the holding company of the Group. It has six subsidiaries, two of which are incorporated in Australia, one in Hong Kong, one in Belgium, one in the United Kingdom and one in United States of America. Details of each are as follows:

Company	**Activity**	**Country of Incorporation**	**Ownership**
Integrator Pty Ltd (Australia)	Non trading	Australia	100%
EservGlobal (NZ) Pty Ltd (NZ)	Sales and marketing support	New Zealand	100%
EServGlobal (HK) Limited (HK)	Sales and marketing support	Hong Kong	100%
EServGlobal NVSA (Belgium)	Sales and marketing support	Belgium	100%
EServGlobal UK Limited	Sales and marketing support	United Kingdom	100%
EServGlobal Inc	Sales and marketing support	United States of America	100%

2.6 Following the Acquisition, Ferma will become a wholly owned subsidiary of the Company. Ferma has 3 subsidiaries which are incorporated in Indonesia, China and Romania respectively. Details of each of which are as follows.

Company	**Activity**	**Country of Incorporation**	**Ownership**
PT Ferma Indonesia	Sales and marketing support	Indonesia	99%
Ferma Information Technology (Shanghai) Co. Ltd	Sales and marketing support	China	100%
Ferma Romania SRL	Research and development, helpdesk	Romania	50%

3. SHARE CAPITAL

3.1 The Company does not have an authorised share capital and there is no limit on the number of shares that can be issued or capital that can be raised by the Company. The Ordinary Shares do not have a par value. The Ordinary Shares are all in registered form.

3.2 The issued share capital of the Company as at the date of this document is 110,840,695 Ordinary Shares.

3.3 At the Extraordinary General Meeting resolutions are being proposed that:

(a) the Acquisition be approved; and

(b) the Board be authorised to issue that number of Ordinary Shares required to raise up to AUS$65 million at a price per share to be determined but subject to that price per share being no less than £0.45 and the Australian dollar equivalent of that amount calculated on the date the shares are issued.

3.4 The Directors intend to exercise the authorities granted by the resolution described in paragraph 3.3(b) to issue 57,209,024 New Shares representing approximately 51.6% of eServGlobal's Existing Share capital.

3.5 The Placing and issue of the Additional Shares will result in the issue of 57,209,024 new Ordinary Shares. The Company does not have an authorised capital. The issued capital of the company as at the date of this document is 110,840,695 Ordinary Shares and is expected immediately following Admission to be 168,047,719 Ordinary Shares (assuming no further exercise of any options granted under the Share Schemes).

3.6 Share capital reconciliation:

At 30 June 2005	**At 30 June 2004**
109,800,035	105,344,267

The Company's share capital has not undergone any consolidations, splits or other forms of reconstruction since incorporation. The rights attaching to shares have not changed since incorporation. There have been no material share issues in the period since 30 June 2002. Share issues over this period have represented conversion of employee and executive options, details of which are set out in paragraph 3.10.

3.7 On Admission, Shareholders who do not participate in either the Placing or the issue of the Additional Shares will suffer an immediate dilution of 51.6% of their interests in the Company.

3.8 The Company does not have any outstanding debentures or convertible securities other than the options mentioned in paragraph 3.10 below. There are no proposals to issue any such securities apart from issuing options under employee incentive plans.

3.9 The are no partly paid shares in issue.

3.10 The Company has granted the following outstanding options over Ordinary Shares which, save as disclosed below, are fully vested and are currently exercisable.

Date of grant	**Number of shares under option**	**Exercise price per options**	**Expiry date of options**
24 December 1998	85,122	AUS$0.20	24 December 2005
1 January 2000	37,454	AUS$0.20	1 January 2007
8 September 2000	50,000	AUS$1.00	8 September 2007
4 September 2002	671,666	AUS$0.18	4 September 2007
12 November 2003	250,000	AUS$0.20	12 November 2008
12 November 2003	250,000	AUS$0.40	12 November 2008
20 December 2003	500,000	AUS$0.15	20 December 2008
20 December 2003	500,000	AUS$0.40	20 December 2008
30 June 2004	1,173,671*	AUS$0.23	30 June 2009

* 932,686 of these options have not vested at the date of this document. 493,314 will vest on 30 June 2006 and the remaining 493,314 options will vest on 30 June 2007.

4. ADDITIONAL INFORMATION ON DIRECTORS

4.1 In addition to any directorships held of companies in the Group, the Directors hold or have held the following directorships or have been partners in the following partnerships within the five years prior to the date of this document:

Name	**Current Directorships/Partnerships**	**Past Directorships/Partnerships**
Ian Buddery	M4soft Pty Ltd Wallaby Hill Pty Ltd HIM Properties Pty Ltd Asthma Foundation NSW	Wallaby Hill Property Pty Ltd m2Wealth International m2Wealth AG
Patrick McGrory	Integrator Pty Limited Patrick McGrory & Associates Pty Ltd Integrator Administration Pty Limited XNS Pty Ltd	

Name	Current Directorships/Partnerships	Past Directorships/Partnerships
François Barrault	Netasq	Lucent Technology
Graham Libbesson	Mainpac Pty Limited Mainpac Health Pty Limited Mainpac Health (NSW) Pty Limited iPlatinum Pty Limited Support Solutions (Technologies) Pty Limited Sequence Capital Pty Limited Sequence Development Fund Limited Firmcare Pty Limited Serraselmin Pty Limited Bunyala Investments Pty Limited Unorfadox Pty Limited	World Audio Limited
Jim Pratt	GlobeTrac Inc Global Axxess Corporation Limited GlobeTrac Limited Brek Energy Corporation	Telstra Holdings (Bermuda) No.2 Ltd Mobitel, Sri Lanka (Telstra JV)
David Smart	Cromer Golf Club Limited	Metal Manufactures Group Limited

4.2 At the date of this document, none of the Directors has any unspent convictions in relation to indictable offences.

4.3 No Director has previously been subject to any public criticism by any statutory or regulatory authorities (including recognised professional bodies) or has ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.

4.4 No Director has been made bankrupt or has been the subject of an individual voluntary arrangement. There have been no receiverships, compulsory liquidations, creditors' voluntary liquidations, administrations, company voluntary arrangements or any composition or arrangement with its creditors generally or any class of its creditors of any company of which any Director was a director at the time of or within the 12 months preceding the date of, such event.

4.5 There have been no compulsory liquidations, administrations or partnership voluntary arrangements of any partnerships of which any Director was a partner at the time of, or within the 12 months preceding the date of, such event.

4.6 There have been no receiverships of any asset of any Director or of a partnership of which any Director was a partner at the time of, or within the 12 months preceding the date of, such event. Nor has any Director been a partner in any partnership which has been placed in compulsory liquidation, administration or been the subject of a partnership voluntary arrangement which he was a partner or within 12 months after he ceased to be a partner in that partnership.

4.7 The Directors (other than Mr McGrory) may resign without notice. Mr McGrory has entered into a service agreement with the Company. The terms of the service agreement with Mr McGrory are described at paragraph 5 below.

4.8 Pursuant to the Company's Constitution, at each Annual General Meeting, one third of the directors of the Company (or, if their number is not a multiple of 3, then the number nearest to but not exceeding one third) must retire from office. The directors retire by rotation, with the directors who have been the longest in office being the directors who must resign in any year.

4.9 The Constitution ensures that no director is able to remain in office for longer than 3 years without facing re-election. Each director is entitled to offer himself for re-election as a director at the Annual General Meeting that coincides with his retirement. The Managing Director is exempted by his office as managing director from the requirement to retire by rotation.

4.10 The business address of all the Directors is Level 2, 10 Spring Street, Sydney NSW 2000 Australia.

4.11 The interests of the Directors (all of which are beneficial) in the issued capital of the Company as at 17 October 2005 (being the last practical business day prior to the date of this document) are:

	Current		**Following Admission**		
Director	**Number of Ordinary Shares**	**% of Existing Ordinary Shares**	**Number of Ordinary Shares**	**% of Enlarged Share Capital****	**Number of options**
Ian Buddery*	15,055,982	13.58	15,055,982	8.96	0
Patrick McGrory	3,532,707	3.02	3,532,707	2.10	0
Francois Barrault	0	0	0	0	500,000
Graham Libbesson	0	0	0	0	0
Jim Pratt	0	0	0	0	500,000
David Smart	0	0	0	0	50,000

*Held through Wallaby Hill Pty Ltd, a company in which Mr Buddery owns a substantial amount of the issued share capital.

**Assuming no further exercise of options under the Share Schemes.

***Includes shares in which Mr McGrory has a relevant interest held through Integrator Administration Pty Limited.

4.12 All options are issued to Directors pursuant to the Executive Option Plan. Each executive option converts into 1 Ordinary Share of eServGlobal when the option is exercised and the exercise price is paid. When options are issued no amounts are paid or payable by the recipient of the option, prior to the exercise of his options.

4.13 In respect of each Director, there are no conflicts of interest between any duties they have to the Company and the private interests and/other duties they may also have.

4.14 There are no outstanding loans granted by any member of the Group to the Directors or any guarantees provided by any member of the Group for the benefit of the Directors.

4.15 No Director has or has had any interest in any transaction which is or was unusual in its nature or conditions or which is or was significant to the business of the Group and which was effected by the Company during the current or immediately preceding financial year, or was effected during an earlier financial year and remains in any respect outstanding or unperformed.

5. DIRECTORS REMUNERATION

5.1 Details of Directors service contracts/non executive letters of appointment are as follows.

Director	Date of Contract/ letter of appointment	Notice period from the Company	Notice period to the Company	Salary & Fees (AUS$)*	Benefit s (AUS$)*	Bonus (AUS$)*	Pension (superannuation) (AUS$)*
I Buddery	none	N/A	Nil	238,999	Nil	Nil	11,342
P McGrory	18/09/03	12 months	12 months	331,250	Nil	91,875	11,342
F Barrault	none	N/A	Nil	50,182	22,968	Nil	Nil
G Libbesson	none	N/A	Nil	42,500	Nil	Nil	3,825
J Pratt	none	N/A	Nil	41,250	22,968	Nil	1.013
D Smart	none	N/A	Nil	42,500	Nil	Nil	3,825

*For the financial year to 30 June 2005. Save as set out below, bonus payments are set at the discretion of the Remuneration Committee at the beginning of each financial year.

5.2 Mr Patrick McGrory entered into a service agreement with the Company on 18 September 2003, which was subsequently varied on 29 September 2004. The principal terms of the agreement are as follows. The basic annual salary (which is subject to annual review) payable to Mr McGrory is AUS$350,000. The Company makes superannuation contributions, which are subject to annual review, of AUS$11,342 on behalf of Mr McGrory. In addition, Mr McGrory may become entitled, subject to satisfying certain performance criteria, to a bonus of up to AUS$150,000 per annum. The service agreement may be terminated by the Company or Mr McGrory at any time on giving the other party not less than 12 months' previous notice

5.3 The options over Ordinary Shares granted to the Directors as remuneration for their performance are set out at paragraph 4.11 of this Part V.

5.4 No member of the Group is party to any service contract with any of the Group's senior management which provides for benefits on the termination of any such arrangement.

5.5 Save as disclosed in this paragraph 5, there are no existing or proposed service or consultancy agreements between any Director and any member of the Group.

5.6 There is no arrangement under which any Director has waived or agreed to waive future emoluments.

5.7 In the year ended 30 June 2005 the total aggregate remuneration paid, and benefits-in-kind granted, to the Directors was AUS$922,495. The estimated aggregate amount payable and benefits in kind to be granted to the Directors for the current financial year, under the arrangements in force at the date of this document is AUS$1 million.

6. FURTHER INFORMATION REGARDING THE DIRECTORS

6.1 **Ian Buddery**
Aged 48. Executive Chairman.

Ian Buddery was founder of eServGlobal, and past director and CEO. He holds a significant interest in the Company through a private company. During his 26 years in the technology industry, Ian has held senior management positions with major multinational vendor organisations and local firms. He has international business experience, particularly in Europe and Australasia.

Ian resigned from the board in May 2001 and rejoined the Company as Executive Chairman in September 2003.

6.2 **Patrick McGrory**
Aged 41. Chief Executive Officer and Director.

Patrick McGrory joined eServGlobal in April 2000 as Vice-President, Americas, following the merger with Integrator Pty Ltd, where Patrick was co-founder and CEO. Patrick's telecommunications industry experience includes both technical and senior management positions with corporations in the USA and Australia, including six years at Singtel/Optus.

Patrick joined the Board in September 2003.

6.3 **Francois Barrault**
Aged 45. Non-executive director.

Francois is President of BT International. He has played significant roles within Lucent Technologies such as President Mobility International and President and CEO EMEA. Prior to Lucent, Francois worked at Ascend Communications, where he had the position of Senior Vice-President, International. He has over 19 years' experience in this industry, including executive positions within IBM, Computervision/Prime and Stratus. Francois was also co-founder and Chairman of the Board of Astria, an e-commerce software supplier.

François holds a Master of Science (D.E.A) in Robotics/AI and an E.D.P in Engineering from the Ecole Centrale de Nantes. François is based in Brussels, Belgium.

François has been a member of the Board since March 2003.

6.4 **Graham Libbesson**
Aged 53. Non-executive director, member of the Audit Committee and member of the Remuneration and Nominations Committee.

Graham has involvement in the IT industry through various directorships and hands-on consulting roles. He is also a consultant to Pitcher Partners Chartered Accountants and leader of that firm's ICT industry group. He is a retired managing partner and a senior tax partner of a large firm of chartered accountants. His twenty eight years of experience as a chartered accountant and tax advisor, together with his strong background in corporate law and governance and operational experience in the IT industry bring expertise in all areas of the Company's activities and commercial transactions.

Graham holds a Bachelor of Laws and a Bachelor of Commerce from the University of New South Wales and is a qualified Chartered Accountant (ACA). He is a member of the Institute of Chartered Accountants in Australia.

6.5 **Jim Pratt**
Aged 56. Non-executive director and Chairman of the Remuneration and Nominations Committee.

Jim brings to the Board over 30 years of experience in the telecommunications industry in Europe, Australia and Asia. In 1994, Jim was appointed as the founding Chief Executive Officer of Peoples Telephone Company Ltd., a GSM 1800 network operator in Hong Kong.

On his return to Australia, Jim was appointed Managing Director of Telstra International's offshore wireless business interests and held this position until August 2001. From September 2002 he has headed up, as President and CEO, the GlobeTrac Group of companies who are involved in AVL & Telematics in Europe.

Jim is also the previous Chairman (2002/2003) of the Board of Directors of the GSM Association (GSMA). The GSM Association (GSMA) is a wireless industry body representing some 600 GSM network operators.

Jim is a member of the Australia Institute of Company Directors.

Jim has been a member of the Board since April 2003.

6.6 **David Smart**
aged 62 – Non-executive director and chairman of the Audit Committee

David has held senior executive positions in large scale manufacturing and merchandising businesses for more than 20 years. This includes 13 years as Chief Financial Officer of Tubemakers Australia Limited and Metal Manufacturers Limited.

David holds a Bachelor of Commerce and MBA from the University of New South Wales and is a Fellow of the Australian Society of Certified Practising Accountants.

David has been a Director since July 2000.

7. SUBSTANTIAL SHAREHOLDERS

7.1 Insofar as is known to the Company and in addition to the interests of the Directors disclosed in paragraph 5 above, the following persons are, at the date of this document, and are expected, following Admission, to be interested directly or indirectly in 3% or more of the Existing Ordinary Shares and the Enlarged Share Capital respectively:

Shareholder	**Current**		**Following Admission**	
	Number of ordinary shares	% of Existing Share Capital	Number of Ordinary Shares	% of Enlarged Share Capital*
Guinness Peat Group PLC**	24,231,046	22.04%	31,400,396	18.69%
Wallaby Hill Pty Ltd	15,055,982	13.58%	15,055,982	8.96%
Nutraco Nominees Limited	6,401,500	5.78%	6,401,500	3.81%
Andy Taylor	5,794,535	5.23%	5,794,535	3.45%
Link Traders (Aust) Pty Ltd	4,996,550	4.51%	4,996,550	2.97%
Ian McManamey	4,147,654	3.74%	4,147,654	2.47%
ANZ Nominees Limited	4,002,909	3.61%	4,002,909	2.38%
Patrick McGrory	3,532,707	3.19%	3,532,707	2.10%
Morley Fund Management Limited	-	-	10,000,000	5.95%
Gartmore Investment Management PLC	-	-	8,695,652	5.17%
Merrill Lynch Investment Managers Limited	-	-	5,478,261	3.26%

* Assuming no further exercise of options under the Share Schemes.
** The interests of Guinness Peat Group PLC include the interests of its wholly owned subsidiaries.
***Includes shares in which Mr McGrory has a relevant interest held through Integrator Administration Pty Limited.

7.2 None of the Company's major shareholders listed above has voting rights different from the other holders of Ordinary Shares in the Company.

7.3 Save as disclosed in paragraph 7.1 above and insofar as the Company has the information, the Directors are not aware of any person or persons who either alone or, if connected jointly following the Acquisition, the Placing and the issue of the Additional Shares, is or will be interested directly or indirectly in 3% or more of the issued ordinary share capital of the Company.

7.4 Save as disclosed in paragraph 7.1 above, and insofar as the Company has the information, the Directors are not aware of any person or persons who either alone or, if connected jointly following the implementation of the Acquisition, will (directly or indirectly) exercise or could exercise control over the Company.

8. POWERS OF THE COMPANY AND DIRECTORS

8.1 Powers of the Company

The Company, being incorporated, or taken to have been incorporated, under the Corporations Act, has the legal capacity and powers of an individual both in and outside Australia. The Company also has all the powers of a body corporate, including the power to:

(i) issue and cancel shares in the Company;
(ii) issue debentures (despite any rule of law or equity to the contrary, this power includes a power to issue debentures that are irredeemable, redeemable only if a contingency, however remote, occurs, or redeemable only at the end of the period, however long);
(iii) grant options over unissued shares in the Company;
(iv) distribute any of the Company's property among the shareholders, in kind or otherwise;
(v) give security by charging uncalled capital;
(vi) grant a floating charge over the Company's property;
(vii) arrange for the Company to be registered or recognised as a body corporate in any place outside Australia; and
(viii) do anything that it is authorised to do by any other law (including the law of a foreign country).

8.2 Directors

The business of the Company is managed by, or under the direction of, the directors, who may exercise all powers of the Company that the Constitution, the Corporations Act or the ASX Listing Rules do not require to be exercised by the Company in general meeting. The powers of the directors include, without limitation, all of the powers of the Company to:

(i) borrow money;
(ii) charge any property or business of the Company or all or any of its uncalled capital;
(iii) issue debentures or give any other security for a debt, liability or obligation of the Company or any other person; and
(iv) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

The directors may delegate any of their powers, other than those which by law must be dealt with by the directors as a board, to a committee or committees.

9. RIGHTS ATTACHING TO SHARE CAPITAL

9.1 General

The Ordinary Shares are the only class of share in issue in the capital of the Company. The rights attaching to the Ordinary Shares arise from a combination of the Constitution of the Company, statute (including the Corporations Act) and general law in force in Australia and resolutions of the board of Directors of the Company. A summary of the principal rights attaching to the Ordinary Shares is set out below. The following summary is provided for information purposes only and does not purport to be complete.

9.2 Voting

Subject to any special rights attaching to any class of shares, at a meeting of members of the Company, every member who is a registered holder of an Ordinary Share at a time prescribed for this purpose in the notice of meeting whether present in person or by proxy, representative or attorney has one vote on a show of hands and one vote per share on a poll. However any shares that are not fully paid, on a poll will carry only that fraction of one vote which the amount paid on that Ordinary Share bears to the total amounts paid and payable on that Ordinary Share.

Pursuant to section 671B of the Corporations Act a person must advise the Company where its shareholding reaches 5% of the total voting shares in the Company. Such holders must also notify the Company when their interest changes by more than 1%.

Pursuant to section 672A of the Corporations Act the Company may direct any shareholder to disclose full details of their interest in shares in the Company.

9.3 Major Shareholders

Nothing in the articles confers on major Shareholders in the company any voting rights which are different to those conferred on the holders of Ordinary Shares as described in paragraph 8.2 above.

9.4 Meetings of Members

Each Shareholder is entitled to receive notice of and, except in certain circumstances, to attend and vote at meetings of members of the Company. Each Shareholder is entitled to receive all financial reports, notices and other documents required to be sent to Shareholders under the Company's constitution or the general law in force in Australia.

9.5 Dividends

Subject to any special terms and conditions of issue, the profits of the Company which the Directors from time to time determine to distribute by way of dividends are divisible amongst the holders of Ordinary Shares in proportion to the amount paid up on the Ordinary Shares held by them.

9.6 Issue of further Shares

The Directors may, subject to any restrictions imposed by the Company's Constitution, the ASX Listing Rules, the general law in Australia and the AIM Rules, allot, issue, grant options over, or otherwise dispose of, further shares on such terms and conditions as they see fit.

9.7 Alteration of Constitution

The Constitution can only be amended by a special resolution passed by at least three-quarters of Shareholders present and voting at the general meeting. At least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.

9.8 Transfers of Shares

(a) Holders of Ordinary Shares may transfer them by a proper transfer affected in accordance with the ASTC Settlement Rules or in any form approved by the Directors and as otherwise permitted by the general law of Australia.

(b) The Company may, or may request the ASX or ASTC to, apply a holding lock to prevent a proper ASTC transfer, or may refuse to register a transfer, where permitted to do so under the Corporations Act, the ASTC Settlement Rules or the ASX Listing Rules. If the Directors request a holding lock or refuse to register a transfer, the Company must give the relevant parties notice of the request or the refusal and the reasons for it within five business days.

9.9 **Winding Up**

Subject to the Company's Constitution and to any special rights attaching to any class of shares, holders of Ordinary Shares will be entitled in a winding up to share in any surplus assets of the Company in proportion to the amounts paid up (or credited as paid up) on the Ordinary Shares held by them.

9.10 **Small Holdings**

Subject to the ASX Listing Rules and AIM Rules, the Company may sell the Ordinary Shares of a member who holds less than a marketable parcel of Ordinary Shares.

9.11 **Redemption**

None of the shares in the issued capital of the Company are redeemable.

9.12 **Buy Back Authorisation**

The Company's Constitution contains provisions authorising the Company to buy back shares, subject to restrictions contained in the Corporations Act and the ASX Listing Rules.

9.13 **Takeovers**

The Company is incorporated in Australia, has its registered office and principal place of business in Australia and is resident in Australia. Transactions in the Company's Ordinary Shares are governed by the Corporations Act, the Constitution and the ASX Listing Rules and regulated by ASIC, the ASX and the Takeovers Panel (established under Part 10 of the Australian Securities and Investments Commission Act, 2001 of the Commonwealth of Australia).

The Corporations Act forbids the acquisition of a "relevant interest" (basically, power to vote or dispose of the share) in voting shares in a company incorporated in Australia if, as a result, the "voting power" of the acquirer (or any other person) would increase from 20% or below to more than 20%. Similarly, the acquisition is forbidden if any person who already has more than 20%, but less than 90%, of the voting power gains increased voting power in the target company.

There are several exceptions which allow acquisitions which would otherwise be prohibited from taking place. These exceptions include acquisitions:

- under a formal takeover offer in which all Shareholders can participate;
- with the approval of the Company's Shareholders given at a general meeting of the Company; and
- in 3% increments every 6 months (provided that the acquirer has had voting power of at least 19% in the target company for at least six months).

10. MATERIAL CONTRACTS AND RELATED PARTY TRANSACTIONS

10.1 The following contracts not being contracts entered into in the ordinary course of business, have been entered into by the Group within the two years immediately preceding the date of this document and are, or may be material or are, or may contain provisions under which any member of the Group has an obligation or entitlement which is material to the Group.

EservGlobal

10.2 On 30 September 2005 the Company entered an agreement with Numis Securities Limited pursuant to which Numis agreed to act as UK corporate adviser and broker to the Company in relation to the Placing. Under this agreement Numis' services include providing corporate advice in connection with the Placing, assisting in arranging and co-ordinating presentations to potential placees and acting as nominated adviser and broker in relation to the placing of the Placing Shares.

Further details about the Placing Agreement are set out in paragraph 19 of this Part V.

10.3 Pursuant to the acquisition agreement between (1) the Company (as purchaser) and (2) Intertechnique SA (as vendor) dated 21 October 2005, the Company agreed to acquire 96.13% of the issued capital of Ferma. Completion of the acquisition is contemplated to occur on 31 October 2005 (and in any event no later than 4 November 2005), but is conditional on:

- the Extraordinary General Meeting approving the Acquisition;
- Admission;
- the acquisition by the Company of those shares in Ferma held by the Individual Vendors the subject of the acquisition agreement further described in paragraph 10.4 below; and
- authorisation of the Acquisition by the advisory board of Ferma.

The purchase consideration is €36,531,598 (approximately £24.85 million). The Company has paid a non-refundable part payment of €1,000,000 to the vendor.

Intertechnique SA provides certain representations, warranties and indemnities to the Company under the acquisition agreement. The indemnity is limited as follows:

- individual claims must be for an amount not less than €50,000 and no claim may be made until the total of claims exceeds €200,000;
- the maximum amount claimable is €4,500,000, except in relation to environmental and tax claims where the maximum amount claimable is €10,000,000; and
- claims must be notified within 12 months of completion of the Acquisition, except in the case of tax and social security matters which may be brought up to 3 months after the expiry of the relevant statutory period.

Any amount payable by Intertechnique SA pursuant to the indemnity is further limited to 96.13% of the loss suffered or amount claimed by the Company.

10.4 Pursuant to the agreement between (1) the Company (as purchaser) and (2) Mr Roger Agniel, Mr Patrick Brouquier, Mr Philip Weil and Mr Daniel Blonde (as vendors) dated 21 October 2005, the Company agreed to acquire 3.87% of the issued capital of Ferma. Completion of the acquisition is contemplated to occur on 31 October 2005 (and in any event no later than 4 November 2005), but is conditional on prior completion of the Acquisition Agreement between the Company and Intertechnique SA described in paragraph 10.3 above.

The purchase consideration is €1,468,402 (approximately £1.00 million).

The Individual Vendors provide limited representations and warranties and an indemnity to the Company under the agreement. The representations and warranties are substantially limited to the capacity of the Individual Vendors to transfer the shares to the Company and to provide good title.

10.5 On 17 October 2005, the Company entered into a subscription agreement with Guinness Peat Group PLC in relation to 1,226,415 of the Additional Shares. The subscription agreement provides:

- Guinness Peat Group PLC will subscribe for 1,226,415 Additional Shares;
- such Additional Shares will be subscribed for at a price of 46 pence per Ordinary Share – being a total of £564,150 million; and
- Guinness Peat Group PLC's obligation to subscribe for such Additional Shares is conditional on the Placing and the Acquisition and, if these do not occur by 30 November 2005, Guinness Peat Group PLC is not obliged to subscribe or pay for the Additional Shares.

Guinness Peat Group PLC has indicated to the Company that its subsidiary, GPG Nominees Australia Limited, will subscribe for such Additional Shares as its nominee.

10.6 On 19 October 2005, the Company entered into a subscription agreement with Bell Potter Securities Limited in relation to 1,200,000 of the Additional Shares. The subscription agreement provides:

- Bell Potter Securities Limited will subscribe for 1,200,000 Additional Shares;

- such Additional Shares will be subscribed for at a price of 46 pence per Ordinary Share – being a total of £552,000;
- Bell Potter Securities Limited is entitled to a placing fee in relation to such Additional Shares of £11,040; and
- Bell Potter Securities Limited's obligation to subscribe for such Additional Shares is conditional on the Placing and the Acquisition and, if these do not occur by 30 November 2005, Bell Potter Securities Limited is not obliged to subscribe or pay for the Additional Shares.

Ferma

10.7 Ferma has entered into a Treasury Agreement dated 25 April 2001 with Zodiac SA (the current parent company of Ferma). Pursuant to the agreement, Ferma granted to Zodiac SA the management of its cash needs or excess cash needs. Ferma makes exclusively available to Zodiac SA its excess cash and Zodia SA agrees to advance sums as requested by Ferma, in minimum amounts of €40,000 and multiples of €40,000.

The Treasury Agreement is automatically terminated in the event Ferma ceases to be a subsidiary of Zodiac SA and so will terminate on completion of the Acquisition.

10.8 Ferma has entered into a Management Services Agreement dated October 2001 with Intertechnique SA. Pursuant to the Management Services Agreement, €100,616 was paid by Ferma to Intertechnique SA for the period July 2001 to June 2002.

The Management Services Agreement with Intertechnique SA has been terminated

10.9 Ferma has entered into a Management Services Agreement dated October 2001 with Zodiac SA. Zodiac SA. Pursuant to the Management Services Agreement, the following payments were made by Ferma to Zodiac SA:

- €100,000 for the period July 2002 to June 2003;
- €99,906 for the period July 2003 to June 2004; and
- €100,000 for the period July 2004 to June 2005.

On completion of the Acquisition, the Management Services Agreement with Zodiac SA will be terminated.

10.10 On 7 April 2004, the Supervisory Board authorised the subscription by Mr Agniel of 1% of the capital of PT Ferma Indonesia (the subsidiary of Ferma located in Jakarta, Indonesia) in order to comply with local law.

11. CORPORATE GOVERNANCE

The Board fully supports the underlying principles of corporate governance contained in the Combined Code, notwithstanding that, as its securities are not listed on the Official List, it is not required to comply with such recommendations. The Board also supports the Principles of Good Corporate Governance of Best Practice Recommendations of the ASX Corporate Governance Council. In both cases the Company has sought to comply with the provisions of these codes insofar as is practicable and appropriate for a public company of its size and nature, and it recognises its overall responsibility for the Company's systems of internal control and of monitoring their effectiveness.

11.1 Board's Responsibilities

The primary responsibilities of eServGlobal's Board include:

- the establishment of long term goals of the Company and strategic plans to achieve those goals;

- the review and adoption of the annual business plan and budgets for the financial performance of the Company and monitoring the results on a monthly basis;

- the appointment and removal of the chief executive officer;
- ensuring that the Company has implemented adequate systems of internal controls together with appropriate monitoring of compliance activities; and
- the approval of the annual and half-yearly accounts and reports.

The Board meets regularly and usually on a monthly basis to review the performance of the Company against its goals both financial and non-financial. In normal circumstances, prior to the scheduled monthly board meetings, each Board member is provided with a formal board package containing appropriate management and financial reports.

The responsibilities of the management including the chief executive officer are contained in letters of appointment and updated from time to time, usually annually.

11.2 Structure the Board

The Board consists of four non-executive Directors, and two executive Directors, one being the Executive Chairman and one being the Chief Executive Officer. Four Directors (a majority) are clearly independent Directors.

The Executive Chairman holds a substantial shareholding interest (as defined under the Corporations Act) in the Company, and was a former CEO of the Company. It is the view of the Board, that it is in the Company's best interests that the chairperson not be an independent Director.

The Board has two board committees – a Remuneration and Nominations Committee and an Audit Committee, both of which are chaired by independent Directors and carry out the normal functions of those committees.

11.3 Promote Ethical and Responsible Decision-Making

eServGlobal has published in its employment policies a formal code of conduct that applies to all employees, who are expected to maintain a high standard of conduct and work performance, and observe standards of equity and fairness in dealing with others. The detailed policies and procedures encapsulate the Company's ethical standards.

Following the listing of the Company's securities on AIM, on 22 December 2004 the Board updated the company's policies concerning trading in the Company's securities, and adopted a Securities Dealing Policy which can be summarised as follows:

A Director, employee or an associate of any of them shall not:

- engage in short term trading of the Company's securities;
- deal in the Company's securities when he or she is in possession of insider information, or unpublished price-sensitive information;
- without prior approval as specified in the Securities Dealing Policy, deal in the Company's securities between the latter of the end of a fiscal period or the date two months prior to the release date, and the date the Company issues a general release of information relating to the company's performance; and
- in the case of a director or senior executive, deal in the Company's securities without advising the Chairman of the Board before commencing the transaction. In all cases, trading can only occur after prior written approval is granted. Applications to trade and approvals have to follow the processes set out in the Securities Dealing Policy.

With the prior approval of the Chairman, each Director has the right to seek independent legal and any other professional advice at the Company's expense concerning any aspect of the Company's operations or undertakings in order to fulfil his duties and responsibilities as a director.

11.4 Safeguard Integrity in Financial Reporting

EServGlobal's Audit Committee consists of two non-executive directors. The members of the Audit Committee at the date of this document are:

- David Smart (Chairman)
- Graham Libbesson

Both Audit Committee members are independent directors and qualified experienced accountants. The Board believes that the Audit Committee is of an appropriate size for the Company.

The Audit Committee provides a forum for the effective communication between the Board and external auditors. The Audit Committee reviews:

- The annual and half-year financial reports and accounts prior to their approval by the Board;
- The effectiveness of management information systems and systems of internal control; and
- The efficiency and effectiveness of the external audit functions, including reviewing the respective audit plans.

The Audit Committee meets with and receives regular reports from the external auditors concerning any matters that arise in connection with the performance of their role, including the adequacy of internal controls.

The Audit Committee, in conjunction with the Chief Financial Officer, assesses the provision of non-audit services by the auditors to ensure that the auditor independence requirements of the Corporations Act in relation to the audit are met.

The Audit Committee requires the Chief Executive Officer and the Chief Financial Officer to report formally on the financial results and these executives are required to confirm that the Company's financial reports and accounts present a true and fair view, in all material aspects, of the Company's financial position and operational results, and are prepared in accordance with the law and the relevant accounting standards.

11.5 Timely and Balanced Disclosure

The Board and senior management are conscious of the ASX Listing Rule and AIM Rules disclosure requirements, and take steps to ensure compliance. Also, the Company has a policy that requires:

- All announcements be reviewed by the Company Secretary; and
- All media comment is provided by the Chairman, Chief Executive Officer or Chief Financial Officer.

11.6 Respect the Rights of Shareholders

eServGlobal provides information to its Shareholders through the formal communications process (eg ASX and London Stock Exchange releases, annual general meeting, annual report, occasional Shareholder letters). This material is normally also available on the eServGlobal website (www.eservglobal.com).

The Company requests its external auditor to attend the annual general meeting and to be available to answer any shareholder questions about the conduct of the audit and the preparation and content of the audit report.

11.7 Recognise and Manage Risk

The Board monitors the risks and internal controls of eServGlobal through the Audit Committee. The Audit Committee looks to the Chief Financial Officer to ensure that an adequate system is in place to identify and, where possible, on a cost effective basis, to manage risks inherent in the business, and to have appropriate internal controls. EServGlobal is a relatively small group which operates across numerous international borders and is subject to the laws of many countries. This in itself, and the nature of eServGlobal's business, bring some inherent risk. As part of its normal processes, at least annually eServGlobal's management formally identifies and assesses the risks to the business, and these assessments are noted by the Audit Committee and the Board. This list of risks is not published because it may provide a competitive advantage to eServGlobal's competitors.

11.8 Encourage Enhanced Performance

The Board uses a personal evaluation process to review the performance of directors. Individual directors are asked to write to the Chairman on a confidential basis to comment on their own performance, and the performance of the Board and its committees. This information is reviewed by the Chairman, who then assesses the information received and reports to the Remuneration and Nominations Committee on the responses received from individual directors, and his own personal assessment. The Remuneration and Nominations Committee then determines whether any external advice or training is required, and ultimately provides a general report to the Board identifying the outcome of the review.

Key executives are reviewed periodically against the business objectives and their own contractual obligations, including their personal key performance indicators.

11.9 Remunerate Fairly and Responsibly

The Board's Remuneration and Nominations Committee consists of the following Directors:

- Jim Pratt (Chairman)
- Graham Libbesson

The Remuneration and Nominations Committee has specific responsibilities for the recommendation of Board nominations, and for recommendations relating to remuneration policies applicable for all Directors and senior executive officers.

In relation to Board nominations, when it is considered necessary, the Committee identifies an appropriate list of suitable candidates and makes recommendations to the Board.

In relation to remuneration policies applicable to all Directors and senior executive officers, the Committee reviews the remuneration policies applicable to all Directors and senior executive officers on an annual basis and makes recommendations on remuneration packages and terms of employment to the Board. Remuneration packages, which consist of base salary, fringe benefits, incentive schemes (including performance related bonuses), superannuation, and entitlements upon retirement or termination, are reviewed with due regard to performance.

In order to retain and attract executives of sufficient calibre to facilitate the efficient and effective management of the Company's operations, the Remuneration and Nominations Committee may seek the advice of external advisers in connection with the structure of remuneration packages.

11.10 Recognise the Legitimate Interests of Stakeholders

EServGlobal's code of conduct is published internally on its intranet through its internal policies and procedures that guide the way the Company conducts its business. The policies cover compliance with laws, employment practices, occupational health and safety, confidentiality and other legal compliance.

12. EMPLOYEES

12.1 Group Employees

At 30 June 2005 the Group had 180 employees. The countries in which they were located and categories of employment were as follows.

	Australia and New Zealand	United Kingdom	European Union	Asia
Management	6	2	4	-
Administration	6	4	1	-
Sales and Marketing	3	2	8	1
Technical	46	44	52	1

The Company does not employ a significant number of temporary employees.

12.2 Ferma Employees

At 31 August 2005, Ferma Group Companies had 300 employees. The countries in which they were located and categories of employment were as follows.

	France	Romania	Middle East	Asia
Management	8	1	-	2
Administration	51	1	-	2
Sales and Marketing	30	-	4	7
Technical	163	24	2	5

13. SETTLEMENT OF SECURITIES

13.1 UK Shareholders and CREST

CREST is a computerised paperless share transfer and settlement system, which allows shares and other securities, including depository receipts, to be held in electronic rather than paper form. Foreign securities (such as the Ordinary Shares) cannot be held or traded in the CREST system. To enable investors in foreign securities to settle their transactions in CREST, a depository may be appointed to hold the relevant securities and issue dematerialised depository interests representing the underlying securities. The Company utilises Computershare Investor Services plc, to act as depository. The depository holds the Ordinary Shares in trust for the depository interest holders and this trust relationship is documented in a deed poll executed by the depository. The deed poll also sets out the procedure for depository interest holders to vote at general meetings of the Company and to exercise their rights as Shareholders.

The depository interests are independent securities and are held on a register maintained by the depository. The depository interests have the same security code (ISIN) as the Ordinary Shares which they represent and do not require a separate admission to AIM.

Shareholders wishing to settle their securities through CREST can transfer their Ordinary Shares to the depository, which will then issue depository interests to those Shareholders, representing the transferred Ordinary Shares.

13.2 Australian Shareholders and CHESS

Settlement on the Australian register is conducted under ASX's electronic CHESS system.

14. TAXATION

14.1 General

The following paragraphs are intended to provide a general summary of the Australian and UK taxation implications that may arise for certain shareholders in respect of holding and disposing of ordinary shares.

As taxation laws are complex, the following comments are intended as a general guide to the Australian and UK tax implications only. Shareholders should not rely on these comments as advice in relation to their own affairs but should consult their own tax adviser applicable to their own needs and circumstances. The comments are based on the law and understanding of the practice of the tax authorities in the UK and Australia at the date of this document.

If you are in any doubt as to your tax position, or are subject to tax in a jurisdiction other than in the UK or Australia, you should consult your professional adviser immediately.

14.2 Australian Taxation Considerations

As taxation laws are by their nature somewhat complex the following comments are intended as a general guide to the Australian tax implications only and hence the comments provided in this report are, of necessity, general in nature applying to persons who are the beneficial owners of ordinary shares.

The comments are based on the law and understanding of the practice of the tax authorities in Australia at the date of this document. In particular, the Australian taxation comments are based on the provisions of the Income Tax Assessment Act 1936 and the Income Tax Assessment Act 1997.

Investors should also be cognisant that any changes to the legislation or judicial interpretation of the legislation may affect their investment and that taxation is only one of the matters that need to be considered when making a decision on a financial product.

Australian shareholders should consider seeking advice from an Australian Financial Services Licence holder before making any decisions in relation to a financial product.

Taxation of Future Share Disposals

Australian Resident Shareholders

The taxation treatment on the disposal of ordinary shares will depend upon whether the shares are held on revenue or capital account.

Australian Resident Shareholders (whether they are individuals, corporates or other shareholders who own their shares through other means including superannuation funds) who trade in shares as part of the ordinary course of their business would be regarded for Australian tax purposes as holding their ordinary shares on revenue account. These shareholders will be required to include the profit arising from the disposal of their ordinary shares in their assessable income. Conversely, a loss arising from the disposal of ordinary shares on revenue account would be allowed as a deduction from assessable income.

Generally, all other Australian Resident Shareholders will hold their ordinary shares on capital account. These Australian Resident Shareholders must consider the impact of Australian capital gains tax rules on the disposal of their Ordinary shares.

The Australian capital gains tax rules stipulate that an Australian Resident Shareholder will derive a capital gain where the proceeds received on disposal exceed the cost base of the ordinary Share. Any resulting capital gain (referred to as a net capital gain after recoupment of capital losses) is included in the Shareholder's assessable income.

Similarly, an Australian Resident Shareholder will make a capital loss on the disposal of an ordinary Share where the disposal proceeds received are less than the reduced cost base of the ordinary Share for capital gains tax purposes. Capital losses can be used to offset current year capital gains, or may in certain circumstances be carried forward to offset future capital gains. Apart from capital gains, capital losses cannot be used to offset other assessable income.

A capital gains discount may apply to reduce the amount of net capital gains that might otherwise be included in a Shareholder's assessable income.

For Australian Resident Shareholders that are individuals or trusts (other than complying superannuation entities) a capital gains tax discount may be available if the Ordinary shares are held for at least 12 months prior to disposal. If this concession applies it will result in only 50% of the net capital gain (i.e. after recoupment of capital losses) being included in the assessable income of those particular shareholders.

For an Australian Resident Shareholder that is a complying superannuation entity a capital gains discount may be available if the Ordinary shares are held for at least 12 months prior to disposal. If this concession applies it will result in only 66 2/3% of the capital gain (after recoupment of any available capital losses as described above) being included in the assessable income of the complying superannuation entity.

Non-Australian Resident Shareholders – shares held on revenue account

Where Non-Australian Resident Shareholders hold Ordinary shares on revenue account, the profits on sale of the Ordinary shares may be required to be included in the Shareholder's Australian assessable income. This is subject to the application of any double tax treaty relief which may exclude such profits from Australian taxation.

Non-Australian Resident Shareholders – shares held on capital account

Although the Company is publicly listed in Australia, there are provisions in the Australian income tax legislation which will treat the Company as a private company if it is not widely held. In broad terms, a publicly listed company may be treated as a private company for Australian tax purposes if at any time during the income year not more than 20 persons hold 75% or more of the shares in the company.

If the Company is treated as a public listed company for Australian tax purposes during the income year of disposal, then Non-Australian Resident Shareholders who hold Ordinary shares on capital account will only be subject to the Australian capital gains tax rules where the Non-Resident Shareholder together with their associates, beneficially held at least 10% of the Ordinary shares on issue at any time during the five year period prior to disposal.

If the Company is treated as a private company for Australian tax purposes during the income year of disposal, then Non-Australian Resident Shareholders who hold Ordinary shares on capital account will be subject to the Australian capital gains tax rules regardless of their percentage interest in the Company.

Where the capital gains tax rules apply a capital gains discount as described above for Australian Resident Shareholders may be available if the Ordinary shares are held for at least 12 months prior to disposal. Relief from Australian tax may nevertheless apply under an applicable double tax treaty in certain circumstances.

Dividends

Broadly, dividends paid by the Company on Ordinary shares may be “franked” or “unfranked”. Franked dividends have franking credits attached. These credits represent underlying Australian corporate tax that has been paid by the Company on the profits distributed. To the extent a dividend is “unfranked” no franking credits are attached.

Australian Resident Shareholders

Australian Resident Shareholders will include dividends together with any attached franking credits in their assessable income. A tax offset will be allowed equal to the amount of franking credits attached to the dividend.

Individual Shareholders and complying superannuation entities may receive a tax refund if the franking credits attached to the dividend exceed their tax liability for the income year.

Generally, to be eligible for the franking credit and tax offset, the Shareholder must hold the ordinary shares at risk for 45 days (not counting the day of acquisition or disposal). However, for Individual Shareholders this rule may not apply where the tax offset entitlement does not exceed AUS$5,000 in respect of all dividends received during the income year in which the dividend is paid.

Where the Shareholder is taxed as a corporate entity under Australian tax law, the Shareholder will not be entitled to a refund for any franking credits that exceed its tax liability for the income year, except in limited circumstances for tax exempt institutions and life insurance companies.

Where more than 95% of an Australian resident company is beneficially owned by non residents, the company will be classified as an Exempting company. The payment of “franked” dividends by exempting companies to Australian resident members are treated as unfranked distributions for Australian income tax purposes (ie Australian resident shareholders will not be entitled to a franking credit to set off against their income tax liability in respect of a dividend paid by an exempting company).

The receipt of a franked dividend will also generally give rise to a credit in the corporate entity’s franking account to the extent the dividend is franked.

Non-Australian Resident Shareholders

Fully franked dividends paid to Non-Australian Resident Shareholders are generally not subject to Australian withholding tax.

Unfranked dividends paid to Non-Australian Resident Shareholders will be subject to Australian withholding tax at a rate of 30% on the unfranked component of the dividend paid. The withholding tax rate is generally reduced to 15% (lower for certain other countries such as the United Kingdom and the United States of America for particular shareholders) where there is an applicable double tax treaty. Where a withholding tax applies the Company will be required to deduct the appropriate amount of withholding tax prior to making the dividend payment to the Shareholder.

Other Matters

Australian Resident Shareholders will generally be required to notify the Company of their tax file number (or Australian Business Number if carrying on an enterprise) in respect of Ordinary shares held. Failure to do so may result in the Company being required to withhold tax at the top marginal individual rate including Medicare Levy (currently 48.5%) from all dividends except fully franked dividends. The Shareholder will however be entitled to a credit or refund in their tax returns to the extent of the tax withheld.

14.3 UK Taxation

The following paragraphs broadly outline the taxation position of UK Shareholders in the Company. The following paragraphs provide general advice only. Each Shareholder’s specific circumstances will impact on their taxation position. All Shareholders are recommended to obtain their own taxation advice. In particular, all Shareholders, including UK tax resident Shareholders are advised to consider the potential impact of any relevant double tax agreements on their shareholding.

Taxation of Chargeable Gains

UK Resident Shareholders

A disposal of Ordinary shares by a Shareholder who is (at any time in the relevant UK tax year) resident or ordinarily resident in the UK may give rise to a chargeable gain or allowable loss for the purpose of UK taxation of chargeable gains.

UK company Shareholders may claim indexation relief to reduce the gains subject to UK tax. Gains made by UK company Shareholders, which have held at least 10% of the Company's ordinary share capital for 12 months in the two year period prior to their sale, may have their gains (or losses) exempted from UK tax, under the UK's substantial shareholding exemption ("SSE"). The SSE conditions are complex but broadly both the vendor and the Company must be trading companies or members of trading groups immediately before and after the disposal.

Individual Shareholders may claim taper relief to reduce the proportion of any gains subject to UK taxation, depending upon how long they have held their shares. However as the company is listed on the Australian stock exchange, taper relief is likely to obtained only at the lower rates applicable to non-business assets.

Non-UK Resident Shareholders

A Shareholder who is not resident in the UK for tax purposes but who carried on a trade, profession or vocation in the UK through a branch or agency and has used, held or acquired the ordinary shares for the purpose of such trade, profession or vocation may also be subject to UK taxation on chargeable gains on a disposal of those ordinary shares

In addition, special rules may apply to tax gains on disposals made by individuals at a time when they are temporarily not resident nor ordinarily resident in the UK.

Dividends

The Company will not be required to withhold UK tax from dividends paid on the ordinary shares.

The Company is expected to be required to withhold Australian dividend withholding tax ("WHT") from dividends paid on the Ordinary shares. The terms of the UK-Australian Tax Treaty may reduce the withholding tax rates of 0% or 5% or 15% depending on the status of the UK resident Shareholder, and various conditions being met. The 0% rate is generally only available to UK companies that own over 80% of voting power the Company. The 5% rate is generally only available to UK shareholders who own over 10% of voting power in the company. The 15% rate is generally only available to Shareholders that own less that 10% of the voting power in the Company The amount of the dividend received plus the WHT will be included in the assessable income of the UK resident Shareholder. In these circumstances the Shareholder should be entitled to a credit against UK tax for the WHT. The credit would be limited to the lesser of the WHT or the UK tax payable on the combined amount of the dividend plus WHT. If the WHT exceeds the UK tax payable on the dividend, the excess is neither creditable nor repayable.

The UK income tax liability of UK individual Shareholders, who are UK resident and domiciled, on dividend income received from the Company is calculated by treating this income as the top slice of the individual's income.

Shareholders who are treated as resident, but not domiciled in the UK are generally only subject to UK income tax to the extent that dividends are remitted into the UK.

The UK tax treatment of any holder of Ordinary shares who is resident in the UK, and carries on a trade, profession or vocation in the UK to which the Ordinary shares are attributable may be different from that described above and such shareholder should seek his own tax advice.

UK Resident Company Shareholder

Dividends paid to a UK resident company Shareholder will be assessable income of the Shareholder, and will be subject to UK tax at the rates applicable to the UK company's other taxable income.

If the UK resident company Shareholder is unable to use the foreign tax credits (for example because of tax losses) it can carry the surplus Australian tax credits back three years, carry them forward, surrender them to other group companies or can, use them in certain circumstances, against the UK tax arising on other non-UK dividends.

Inheritance Tax ("IHT")

If any Shareholder is regarded as domiciled in the UK for IHT purposes, inheritance tax may be payable in respect of the Ordinary shares on the death of the Shareholder or on any gift of the Ordinary shares.

In the case of a Shareholder who is not regarded as domiciled in the UK for these purposes, no such UK IHT will be payable if the Ordinary shares, in the Company, are situated outside the UK for IHT purposes.

UK Stamp Duty and Stamp Duty Reserve Tax

The following summary does not apply to Ordinary shares issued or transferred into depository or clearance arrangements, to which special rules apply except as mentioned below.

There is generally no liability to UK stamp duty or stamp duty reserve tax ("SDRT") on the issue of Ordinary shares by the Company

Any agreement to transfer, or any transfer of, ordinary shares listed on a UK share register or if the transfer is executed in the UK will generally be subject to UK stamp duty or stamp duty reserve tax at the rate of 0.5 per cent,

The transfer of ordinary shares by way of a CREST transfer form to enable the issue of corresponding depository interests in CREST should be exempt from stamp duty provided the shares are registered outside the UK only. Neither the depository interest intended to be held in electronic form nor the withdrawal of Ordinary shares on the cancellation of the depository interests should be subject to SDRT

14.4 Share Schemes

The Company has 3,517,913 employee and executive options in issue. All but 172,576 of these were issued under the EservGlobal Employee Share Option Plan (the "eOption Plan"). The expiry date and exercise price of these are set out at paragraph 3.10 above. The share options carry no dividend or voting rights. All of these options have vested other than 986,628. Of these, 493,314 vest on 30 June 2006 and the remainder on 30 June 2007.

Under the Option Plan the Company may offer options to employees or directors or to their related bodies corporate. The terms of the offer are as set out in the option deed executed by the option holder. The exercise price must be at least the trade weighted average market price over the 5 trading days prior to offer of the options. The options may be exercised earlier than any specified exercise date on occurrences such as a takeover bid or where the employee ceases to be employed for certain specified reasons (death or permanent disability). If the option holder ceases to be employed before the options can be exercised the options will lapse. If the options are exercisable at any time those options must be exercised within 3 months after the date of termination of employment or 12 months in the case of redundancy.

The total number of options that can be issued under the eOption Plan together with any other employee plans in a five year period must not exceed 5% of the shares in issue.

15. WORKING CAPITAL STATEMENT

The Directors are of the opinion, having made due and careful enquiry, that, taking into account the net proceeds of the Placing and the issue of the Additional Shares and the existing facilities available to the Enlarged Group, the Enlarged Group has sufficient working capital for its present requirements, that is for at least 12 months from the date of Admission.

16. ENVIRONMENTAL ISSUES

The Company is not aware of any environmental issues or risks affecting the utilisation of the property, plant or equipment of the Enlarged Group.

17. LITIGATION

17.1 **eServGlobal**

There are no material governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) in which any Group company is involved, by or against any Group company, which may have or have had in the twelve months preceding the date of this document a significant effect on the Group's financial position or profitability.

17.2 **Ferma**

There are no material governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) in which any Ferma Group Company is involved, by or against any Ferma Group Company, which may have or have had in the twelve months preceding the date of this document a significant effect on Ferma's financial position or profitability.

18. SIGNIFICANT CHANGES

18.1 **eServGlobal**

Save as disclosed in this document, there has been no significant change in the financial or trading position of the Group since 30 June 2005 being the date on which the Group's latest accounts were prepared.

18.2 **Ferma**

Save as disclosed in this document, there has been no significant change in the financial or trading position of Ferma since 31 August 2005 being the date on which Ferma's latest accounts were prepared.

19. ARRANGEMENTS RELATING TO THE PLACING

19.1 Pursuant to the Placing Agreement, Numis has agreed, as agent for the Company, to use its reasonable endeavours to procure subscribers for the Placing Shares at the Placing Price. In the event that Numis is unable to procure subscribers for any of the Placing Shares, it has agreed to subscribe itself for such Placing Shares at the Placing Price. Under the Placing Agreement:

(a) the Company has agreed to pay Numis a commission equal to 4 per cent. of the proceeds of the Placing (plus any applicable VAT) (excluding any Placing Shares subscribed for by Guinness Peat Group PLC or any of its nominees) together with a corporate advisory fee of £150,000;

(b) the Company has agreed to pay all other costs and expenses of the Placing and related arrangements together with VAT on all such costs and expenses; and

(c) the Company has given certain customary warranties and indemnities to Numis as to the accuracy of the information in this document and as to other matters in relation to the Group and the Enlarged Group and their respective businesses.

19.2 Numis may terminate the Placing Agreement in specified circumstances, including for breach of warranty or if an event of force majeure occurs, in either case at any time prior to Admission.

20. RELATED PARTY TRANSACTIONS

20.1 **eServGlobal**

Save for the related party transactions described in Part I of this document, in the 3 years preceding the date of this document there have been no transactions between eServeGlobal or any member of the Group and a related party.

20.2 **Ferma**

Save for the related party transactions described in Part I of this document, in the 3 years preceding the date of this document there have been no transactions between Ferma or any of its subsidiaries and a related party.

21. GENERAL

21.1 The Company is dependent upon certain intellectual property rights (principally copyright) to protect its software products. Save as set out in this document, there are no patents or intellectual property rights, licences or particular contracts which are of fundamental importance to the Enlarged Group's business.

21.2 The Company's principal place of business in the UK is 7th Floor, Eastgate House, Carr Street, Ipswich IP4 1HA, United Kingdom.

21.3 Save as disclosed in this document there is no person (excluding professional advisers otherwise disclosed in this document and trade suppliers) who has:

(a) received, directly or indirectly, from any undertaking in the Group within the twelve month period immediately preceding Admission; or

(b) entered into contractual arrangements (not otherwise disclosed herein) to receive, directly or indirectly, from any undertaking in the Group on or after Admission any of the following:

(i) fees totalling £10,000 or more; or

(ii) securities in the Company with a value of £10,000 or more calculated by reference to the expected opening price on Admission; or

(iii) any other benefit with a value of £10,000 or more at the date of Admission.

21.4 The professional advisors who have received fees in connection with Admission are Numis Securities Limited, Shepherd + Wedderburn, Dibbs Abbott Stillman, Bird & Bird and PKF Corporate Advisers Pty Limited.

21.5 The total net proceeds of the Placing and the issue of the Additional Shares will be approximately £26.3 million. It is estimated that the total expenses payable by the Company in connection with the Acquisition, the Placing and the issue of the Additional Shares will amount to approximately £2 million (including VAT).

21.6 Numis Securities Limited has given and not withdrawn its written consent to the inclusion in this document of its name and the references thereto in the form and context in which they appear.

21.7 PKF Corporate Advisory Pty Ltd has given and not withdrawn its written consent to the inclusion in this document of its reports and its name and the references thereto in respect of Part V in the form and context in which they appear.

21.8 There have been no interruptions in the business of the Enlarged Group which may have or have had in the 12 months preceding publication of this document a significant effect on the financial position of the Enlarged Group.

21.9 The Ordinary Shares are in registered form. No temporary documents of title will be issued.

21.10 Save as disclosed in this document there have been no payments by the Enlarged Group to promoters in the two years prior to the date of this document and no fees have been paid in the 12 months preceding the date of this document (other than to trade suppliers) in the sum of £10,000 or more in cash or in kind.

21.11 Save as disclosed in this document, there are no investments in progress which are significant to the Enlarged Group and the Enlarged Group has made no firm commitment in relation to any proposed future investment.

21.12 The financial information contained in Part III of this document does not constitute a financial report within the meaning of Chapter 2M of the Corporations Act 2001. Copies of the audited accounts of the Company for the three years ending 30 June 2005 have been lodged with ASIC. The Company's current auditors Deliotte Touche Tohmatsu, Chartered Accountants, audited the Company's consolidated financial statements for each of the three years ended 30 June 2003, 2004 and 2005 upon which unqualified audit opinions have been given.

21.13 The financial information contained in Part III of this document does not constitute statutory accounts within the meaning of article L.232.1 and L.227.9 of the French Commercial Code. A copy of the audited accounts of Ferma for the years ended 31 August 2003 and 31 August 2004 have been delivered to the register of commerce and companies of Nanterre (France). The auditors report on the accounts for those years were unqualified. As at the date of this document the accounts for the year ended 31 August 2005 have been audited but have not yet been approved by the shareholders of Ferma as required by French law. The auditors report on the accounts for the year ended 31 August 2005 was unqualified.

21.14 This document does not constitute an offer to sell, or the solicitation of an offer to acquire, Ordinary Shares in any jurisdiction where such an offer or solicitation is unlawful and is not for distribution in any jurisdiction in which such distribution is unlawful. The Ordinary Shares have not been, and will not be, registered under the US Securities Act of 1933 or under the applicable securities laws of any state of the United States, any province or territory of Canada, Japan, South Africa, Australia or the Republic of Ireland and may not be sold, directly or indirectly, within the United States or the Excluded Territories or to any citizen, national or resident of the United States or the Excluded Territories.

21.15 The last financial year of the Group ended on 30 June 2005. In the period since that date there have been no significant trends in production, sales and inventory, and costs and selling prices of the Group's products and services.

21.16 eServGlobal is not aware of any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Enlarged Group's prospects for at least the current financial year.

21.17 This document includes statements that are, or may be deemed to be "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including such terms as "believes", "estimates", "plans", "anticipates", "targets", "aims", "continues", "expects", "intends", "may", "will", "would" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not matters of fact. They appear in a number of places throughout this document and include statements regarding the Enlarged Group's intentions, beliefs or current expectations concerning, among other things, the Enlarged Group's results of operations, financial condition, liquidity, prospects, growth, strategies and the industries in which the Enlarged Group operates. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. A number of factors could cause actual results and developments to differ materially from those expressed or implied by the forward-looking statements including, without limitation: conditions in the markets, the market position of the Enlarged Group, earnings, financial position, cash flows, return on capital and operating margins, anticipated investments and capital expenditures, changing business or other market conditions and general economic conditions. These and other factors could adversely affect the outcome and financial effects of the plans and events described herein. Forward-looking statements contained in this document based on past trends or activities should not be taken as a representation that such trends or activities will continue in the future. Subject to any requirement under the AIM Rules or other legal or regulatory requirements, eServGlobal undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. You should not place undue reliance on forward-looking statements, which speak only as of the date of this document.

22. Documents available for inspection

Copies of this document are available at the Registered Office of the Company and at the offices of Numis Securities Limited, Cheapside House, 138 Cheapside London EC2V 6LH during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this document until one month following Admission.

Dated 21 October 2005.