

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

EURONET SERVICES INC.

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(Name of Registrant as Specified in Its Charter)  
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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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- No fee required  
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(3) Filing Party:  
(4) Date Filed:

EURONET SERVICES INC.  
HORVAT U. 14-24  
1027 BUDAPEST  
HUNGARY  
011-361-224-1000

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON JULY 8, 1999

The annual meeting of stockholders of Euronet Services Inc., a Delaware corporation (the "Company"), will be held on Thursday, July 8, 1999 at 11:00 a.m. (Central time), at the Marriott Overland Park, 10800 Metcalf Avenue, Overland Park, Kansas 66210, USA, for the purpose of electing the Company's directors and transacting such other business as may properly come before the meeting and at any adjournment thereof.

The Board of Directors (the "Board") has fixed the close of business on May 25, 1999, as the record date for determination of stockholders entitled to notice of, and to vote at, the annual meeting and at any adjournment thereof.

WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE YOUR PROXY AND MAIL IT IN THE ENCLOSED POSTAGE PAID ENVELOPE. IF YOU ATTEND THE MEETING, YOU MAY, IF YOU WISH, REVOKE YOUR PROXY AND VOTE YOUR SHARES PERSONALLY.

By Order of the Board

Jeffrey B. Newman  
Secretary and General Counsel

June 7, 1999

EURONET SERVICES INC.  
HORVAT U. 14-24  
1027 BUDAPEST  
HUNGARY  
011-361-224-1000

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PROXY STATEMENT  
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ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON JULY 8, 1999

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors (the "Board") of Euronet Services Inc., a Delaware corporation (the "Company"), for use at the annual meeting of stockholders to be held on Thursday, July 8, 1999, at 11:00 a.m. (Central time), at the Marriott Overland Park, 10800 Metcalf Avenue, Overland Park, Kansas 66210, USA, and at any adjournment thereof (the "Meeting").

Stockholders at the close of business on May 25, 1999 (the "Record Date") are entitled to notice of, and to vote at, the Meeting. The stockholders will be entitled to one vote for each share of Common Stock, par value \$0.02 per share, (the "Common Stock") held of record at the close of business on the Record Date. To take action at the Meeting, a quorum which is composed of holders of a majority of the outstanding shares of Common Stock must be represented by proxy or in person at the Meeting. On May 25, 1999, there were 15,213,453 shares of Common Stock outstanding.

Shares of Common Stock represented by valid proxies received by the Company in time for the Meeting will be voted as specified in such proxies. Any stockholder giving a proxy has the right to revoke it at any time before it is exercised by attending the Meeting and voting in person or by filing with the Company's secretary an instrument of revocation or a duly executed proxy bearing a later date.

Votes cast by proxy or in person at the Meeting will be tabulated by the judge of elections appointed for the Meeting. The judge of elections will treat abstentions as shares of Common Stock that are present and entitled to be voted for purposes of determining the presence of a quorum but as not voted for purposes of determining the approval of any matter submitted to stockholders for a vote. If a broker indicates on a proxy that such broker does not have discretionary authority as to certain shares of Common Stock to vote on a particular matter, such shares of Common Stock will not be considered as present and entitled to vote with respect to that matter.

This proxy statement, the accompanying proxy, and the Company's annual report to stockholders for the year ended December 31, 1998 (the "Annual Report"), were first sent or given to stockholders on or about June 7, 1999. ADDITIONAL COPIES OF THE ANNUAL REPORT, NOT INCLUDING EXHIBITS, WILL BE FURNISHED WITHOUT CHARGE TO ANY STOCKHOLDER UPON WRITTEN REQUEST TO: JEFFREY B. NEWMAN AT THE COMPANY'S ADDRESS SET FORTH ABOVE. EXHIBITS TO THE ANNUAL REPORT WILL BE FURNISHED TO STOCKHOLDERS UPON WRITTEN REQUEST AND PAYMENT OF AN APPROPRIATE PROCESSING FEE.

BENEFICIAL OWNERSHIP OF COMMON STOCK

As of the close of business on May 25, 1999, the Company had 15,213,453 shares of Common Stock issued and outstanding. The following table sets forth, to the Company's knowledge as of May 25, 1999, based on filings with the Securities and Exchange Commission, the beneficial ownership of Common Stock by (i) each person or entity beneficially owning more than 5% of the shares of the Company's Common Stock, (ii) each director, each nominee, and certain named executive officers, individually, and (iii) all directors and executive officers as a group.

STOCKHOLDER	Beneficial ownership	
-----	Number of	Percentage of
-----	shares(1)	outstanding(1)
-----	-----	-----
<b>Directors and Named Executive Officers</b>		
Michael J. Brown(2).....	3,063,202	20.2%
Daniel R. Henry(3).....	759,619	5.0%
Jeffrey B. Newman(4).....	28,000	*
Bruce S. Colwill(5).....	28,832	*
Anthony Ficarra(6).....	8,000	*
Dennis H. Depenbusch(7).....	289,905	1.9%
Steven J. Buckley(8).....	1,000	*
Nicholas B. Callinan(9).....	5,898	*
Thomas A. McDonnell(10).....	1,000	*
Andrzej Olechowski(11).....	2,400	*
Eriberto R. Scocimara(12).....	1,000	*
All directors and executive officers as a group (8 persons).....	4,188,856	27.5%
<b>Five Percent Holders:</b>		
DST Systems, Inc.(10).....	1,683,597	11.1%
333 West 11th Street Kansas City, Missouri 64105-1594		
Hungarian-American Enterprise Fund(12).....	1,008,702	6.6%
East Putman Avenue Greenwich, Connecticut 06830		
Poland Investment Fund L.P.(9)(13).....	737,268	4.9%
Corporation Trust Center 1209 Orange Street, Wilmington, Delaware 19801		
Advent Partners L.P.(9)(13).....	29,491	*
101 Federal Street Boston, Massachusetts 02110		
Advent Private Equity Fund--Central Europe L.P.(9)(13).....	707,777	4.7%
123 Buckingham Palace Road London SW1 9SL UK		
Hungarian Private Equity Fund L.P.(9)(13).....	294,910	1.9%
101 Federal Street Boston, Massachusetts 02110		
Poland Partners L.P.(8).....	1,769,446	11.7%
c/o Corporation Trust Company 1209 Orange Street Wilmington, Delaware 19801		
Capital International, Inc. (14).....	1,152,900	7.6%
11100 Santa Monica Boulevard Los Angeles, CA 90025		
Capital International S.A. (14).....	113,330	0.7%
11100 Santa Monica Boulevard Los Angeles, CA 90025		

\* The percentage of shares of Common Stock beneficially owned does not exceed one percent of the outstanding Shares.

- (1) Calculations of percentage of beneficial ownership assumes the exercise by only the respective named stockholder of all options for the purchase of shares of Common Stock held by such stockholder which are exercisable within 60 days of May 25, 1999.
- (2) Includes an aggregate of 851,323 shares of Common Stock issuable pursuant to options exercisable within 60 days of May 25, 1999.
- (3) Includes an aggregate of 777,707 shares of Common Stock issuable pursuant to options exercisable within 60 days of May 25, 1999.
- (4) Includes an aggregate of 28,000 shares of Common Stock issuable pursuant to options exercisable within 60 days of May 25, 1999.
- (5) Includes an aggregate of 28,832 shares of Common Stock issuable pursuant to options exercisable within 60 days of May 25, 1999.
- (6) Includes an aggregate of 8,000 shares of Common Stock issuable pursuant to options exercisable within 60 days of May 25, 1999.
- (7) Includes an aggregate of 289,905 shares of Common Stock issuable pursuant to options exercisable within 60 days of May 25, 1999.
- (8) Steven Buckley is also the President of Poland Partners L.P.
- (9) Mr. Callinan's shares are held indirectly through his interest in Advent Partners L.P. Mr. Callinan is also Senior Vice President and Managing Director for Central and Eastern Europe of Advent International Corporation.
- (10) Thomas A. McDonnell is also the President of DST Systems, Inc.
- (11) Includes an aggregate of 1,400 shares of Common Stock issuable pursuant to options exercisable within 60 days of May 25, 1999.
- (12) Eriberto R. Scocimara is also the President and Chief Executive Officer of the Hungarian-American Enterprise Fund.
- (13) These entities are affiliated through Advent International Corporation of which Mr. Callinan is Senior Vice President and Managing Director for Central and Eastern Europe. Such entities own in the aggregate 1,769,446 shares, which constitute approximately 11.7% of the outstanding shares.
- (14) Capital International Research and Management, Inc, dba Capital International, Inc., an Investment Adviser registered under Section 203 of the Investment Adviser Act of 1940, and Capital International S.A, are both indirect, wholly-owned subsidiaries of The Capital Group Companies, Inc. Both Capital International Inc. and Capital International S.A. do not own shares of Common Stock for their own account, but hold shares in a discretionary account on behalf of others.

ELECTION OF DIRECTORS

The Directors, Executive Officers and key employees of the Company are as follows:

Name	Age	Position
Directors		
Michael J. Brown(1)...	42	Chairman, President and Chief Executive Officer
Daniel R. Henry.....	33	Director, Chief Operating Officer
Thomas A. McDonnell(1)(2)(3)...	53	Director
Nicholas B. Callinan (1)(2).....	52	Director
Steven J. Buckley (1)(2)(3).....	43	Director
Eriberto R. Scocimara.....	63	Director
Andrzej Olechowski....	51	Director
Executive Officers		
Daniel C. Stevens(4)..	43	Chief Financial Officer and Chief Accounting Officer
Jeffrey B. Newman.....	44	Vice President and General Counsel
Anthony M. Ficarra....	55	Chief Information Officer
Ronald Ferguson(5)....	49	President--ARKSYS Systems Inc.
Dennis H. Depenbusch..	35	Vice President
Other Key Employees		
Miro I. Bergman.....	36	Regional Director--Central Europe
Thierry Michel.....	36	Regional Director--Western Europe
Roger Heinz.....	38	Managing Director--Germany

- (1) Member of the Compensation Committee
- (2) Member of the Audit Committee
- (3) Member of the Stock Option Committee
- (4) Mr. Stevens was appointed Chief Financial Officer effective April 20, 1999. Mr. Bruce Colwill was Chief Financial Officer until his resignation on February 28, 1999. Mr. Richard Halka was Acting Chief Financial Officer from February 28, 1999 until April 20, 1999, and is continuing with the Company as European Finance Director.
- (5) Appointed Vice President of the Company effective April 20, 1999.

Classified Board

The Company has a classified Board of Directors consisting of two directors with terms expiring in 1999, three directors with terms expiring in 2000 and two directors with terms expiring in 2001, who will serve until 1999, 2000 and 2001, respectively, and until their respective successors are elected and qualified. Mr. Brown and Mr. Henry are employee directors. The remaining five directors are independent directors. Each year, two directors (three in one year) are elected for a full term of three years to succeed those directors whose terms expire in such year.

The election of each director requires an affirmative vote by the holders of a majority of the outstanding shares of Common Stock present and entitled to be voted at the Meeting. Mr. Nicholas B. Callinan and Mr. Eriberto R. Scocimara are the directors who have terms expiring in 1999, and they are the persons named in the proxy solicited by the Board that the Board will vote in favor of electing, unless the proxy is marked otherwise. If elected, the nominees will serve until their terms expire in 2001. If either nominee is unable to serve as a director, the persons acting under the proxy may vote the proxy for the election of a substitute. It is not currently contemplated that either nominee will be unable to serve.

The following information relates to the nominees listed above, to the other directors of the Company whose terms of office will extend beyond 1999, and to key employees of the Company. All directors have held their

present positions for at least five years, except as otherwise indicated. THE BOARD RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE NOMINEES LISTED BELOW.

#### Nominees

Nicholas B. Callinan has been a Director of the Company since its incorporation in December 1996 and he previously served on the board of Euronet Holding N.V. From 1993 he served as Senior Vice President and Managing Director for Central and Eastern Europe of Advent International Corporation, the ultimate general partner of private equity funds which are a shareholder of the Company. In 1997, he was appointed Managing Director of Emerging Markets for Advent International Corporation. From 1983 to 1993, he was founder and Chief Executive Officer of Western Pacific Management & Investment Company, which later became the Advent Group of Companies. Mr. Callinan has a B.E. in Civil Engineering and an M.B.A. from the University of Melbourne. Mr. Callinan's term as Director of the Company will expire in May 1999, or when his successor is duly elected and qualified at the next annual meeting of stockholders.

Eriberto R. Scocimara has been a Director of the Company since its incorporation in December 1996 and he previously served on the boards of Euronet's predecessor companies. Since April 1994 Mr. Scocimara has served as President and Chief Executive Officer of the Hungarian-American Enterprise Fund, a private company that is funded by the U.S. government and invests in Hungary and is also a shareholder of the Company. Since 1984 he has been the President of Scocimara & Company, Inc., an investment management company. Mr. Scocimara is currently a director of the Hungarian-American Enterprise Fund, Carlisle Companies, Roper Industries, Quaker Fabrics and several privately-owned companies. He has a Licence de Science Economique from the University of St. Gallen, Switzerland, and an M.B.A. from Harvard University. His term as a Director of the Company will expire in May 1999 or when his successor is duly elected and qualified at the next annual meeting of stockholders.

#### Other Directors

Michael J. Brown is one of the founders of the Company and has served as its Chief Executive Officer since 1994. In 1979 Mr. Brown founded Innovative Software, a computer software company that was merged with Informix in 1988. During this period, Innovative Software conducted three public offerings of its shares. Mr. Brown served as President and Chief Operating Officer of Informix from February 1988 to January 1989. He served as President of the Workstation Products Division of Informix from January 1989 until April 1990. Annual revenues of Informix had grown to \$170 million by the time Mr. Brown left Informix in 1990. In 1993 Mr. Brown was a founding investor of Visual Tools, Inc., a company that writes and markets component software for the growing Visual Basic and Visual C++ developer market. Visual Tools, Inc. was acquired by Sybase Software in February 1996. Mr. Brown received a B.S. in Electrical Engineering from the University of Missouri--Columbia in 1979 and a M.S. in Molecular and Cellular Biology at the University of Missouri--Kansas City in 1996. Mr. Brown has been a Director of the Company since its incorporation in December 1996 and he previously served on the boards of Euronet's predecessor companies. Mr. Brown's term will expire in July 2001. Mr. Brown is married to the sister of Mr. Henry's wife.

Daniel R. Henry founded the predecessor of the Company with Michael Brown in 1994 and is serving as Chief Operating Officer of the Company. Mr. Henry divides his time between Budapest and Kansas City, and he oversees the daily operations of the Company's European subsidiaries. Mr. Henry also is responsible for the expansion of the Company into other countries and the development of new markets. Prior to joining the Company, Mr. Henry was a commercial real estate broker for five years in the Kansas City metropolitan area where he specialized in the development and leasing of premiere office properties. Mr. Henry received a B.S. in Business Administration from the University of Missouri--Columbia in 1988. Mr. Henry has been a Director of the Company since its incorporation in December 1996 and he previously served on the boards of Euronet's predecessor companies. His term as Director of the Company will expire in May 2000. Mr. Henry is married to the sister of Mr. Brown's wife.

Thomas A. McDonnell has been a Director of the Company since its incorporation in December 1996 and he previously served on the boards of Euronet's predecessor companies. From 1973 to September 1995, he served as Treasurer of DST Systems, Inc. Since October 1984 he has served as Chief Executive Officer and since January 1973 (except for a 30 month period from October 1984 to April 1987) he has served as President of such company. From February 1987 to October 1995, he served as Executive Vice President and from 1983 to November 1995 he served as a director of Kansas City Southern Industries. From December 1989 to October 1995, he served as a director of The Kansas City Southern Railway Company. From October 1994 to April 1995 he served as President and from 1992 to September 1995 as director of Berger Associates, Inc. From 1994 to January 1997, Mr. McDonnell was a director of First of Michigan Capital Corporation. He is currently a director of Informix, BHA Group, Inc., DST Systems Inc., Cerner Corporation, Computer Science Corporation and Janus Capital Corporation. Mr. McDonnell has a B.S. in Accounting from Rockhurst College and an M.B.A. from the Wharton School of Finance. Mr. McDonnell's term as Director of the Company will expire in May 2000.

Steven J. Buckley has been a Director of the Company since its incorporation in December 1996 and he previously served on the boards of Euronet's predecessor companies. In April 1994 he was a co-founder of Poland Partners L.P., a venture capital fund for investment in Poland and since that time April 1994 he has served as President and Chief Executive Officer of Poland Partners Management Company, the advisor of such fund. From June 1990 to April 1994, he was a founder and director of Company Assistance Ltd., a business advisory firm in Poland. He has a B.A. in Political Science from Stanford University and an M.B.A. from Harvard University. Mr. Buckley's term as Director of the Company will expire in May 2000.

Andrzej Olechowski has served as a Director of the Company since its incorporation in December 1996. He has held several senior positions with the Polish government: from 1993 to 1995, he was Minister of Foreign Affairs and in 1992 he was Minister of Finance. From 1992 to 1993, and again in 1995, he served as economic advisor to President Walesa. From 1991 to 1992, he was Secretary of State in the Ministry of Foreign Economic Relations and from 1989 to 1991 was Deputy Governor of the National Bank of Poland. At present Dr. Olechowski is Chairman of Central Europe Trust, Poland, a consulting firm. Since 1994, he has served as Chairman of the City Council in Wilanow, a district of Warsaw. His memberships include a number of public policy initiatives as well as International Advisory Boards of Goldman Sach International, Creditanstalt, Banca Nazionale del Lavoro, International Finance Corporation, Textron and boards of various charitable and educational foundations. He received a Ph.D. in Economics in 1979 from the Central School of Planning and Statistics in Warsaw. Mr. Olechowski's term will expire in July 2001.

#### Executive Officers

Daniel C. Stevens joined the company as CFO effective April 20, 1999. From June 1998 until the date he joined the Company, Mr. Stevens was a partner in Rochdale Principals, an agricultural finance venture. From January 1997 to June 1998, he was Senior Vice-President, Chief Financial and Risk Officer for U.S. Central Credit Union, the principal financial intermediary and technology, operational and payment provider for the U.S. credit union industry. Mr. Stevens held various positions with ABN AMRO in their North American headquarters from November 1993 until January 1997; his final position was Senior Vice President and Chief Financial Officer, USA. Prior to that, he was First Vice President and Chief Financial Officer of the US operations of Caisse Nationale de Credit Agricole. Mr. Stevens started his financial career with Arthur Andersen & Co., Chicago. He holds a B.A. in English/Communications from Loyola University and a M.S.A. from DePaul University. Mr. Stevens is a Certified Public Accountant.

Jeffrey B. Newman joined the Company as Vice President and General Counsel on January 31, 1997. Prior to this, he practiced law in Paris with the law firm of Salans Hertzfeld & Heilbronn and then with the Washington, D.C. based law firm of Arent Fox Kintner Plotkin & Kahn, PLLC, of which he was a partner since 1993. He established the Budapest office of Arent Fox Kintner Plotkin & Kahn, PLLC in 1991 and has resided in Budapest since that time. He is a member of the Virginia, District of Columbia and Paris bars. He received a B.A. in Political Science and French from Ohio University and law degrees from Ohio State University and the University of Paris.



Anthony M. Ficarra joined the company as Chief Information Officer in January 1998. Prior to this, he was with Bisys Inc. from 1983 to 1997 as Director National Operations (Banking), Vice-President (Electronic Financial Services), Eastern Region General Manager, and finally Senior Vice President/Chief Information Officer. From 1971 to 1983, he worked with Tymshare Inc. with the final post of Regional Vice President of the Dynatax Division. From 1969 to 1971, he was with Brandon Applied Systems in the final post of Executive Vice President/General Manager. He also previously worked with Thiokol Chemical Corporation from 1962 to 1966. Mr. Ficarra has a B.B.A. in Management from Florida International University.

Ronald Ferguson joined the Company as President of Arksys in December 1998. Prior to this he was President of Bankline MidAmerica, Inc., from mid 1997. Mr. Ferguson was Vice President of Marketing for AeroComm, Inc. for a period of three years and also was principal of Ferguson Group, a consulting company involved with technology based hardware and software firms. During the period from 1984 to 1990, Mr. Ferguson was Vice President of Marketing for Innovative Software, Inc. which was later acquired by Informix Software, Inc. where he was also Vice President of Marketing. Prior to Innovative Software, he was Director of Financial Services Marketing for United Computing Services from 1981 to 1984. He also was President of Dynabank Corporation from 1976 to 1981 and started his career with the First National Bank in Lawrence Kansas in 1973. Mr. Ferguson has a BS in Business and an MBA from the University of Kansas.

#### Key Employees

Miro I. Bergman joined the Company in 1997 and is currently Regional Manager for Central Europe and Managing Director of the Company's Czech Republic operations. Prior to joining Euronet, he established a Colorado based company involved in international trade. From 1992 to 1996, Mr. Bergman was with First Bank System as Vice President responsible for the bank's off-premises ATM business of over 1,200 ATMs and served as a Manager of new co-brand card initiatives. From 1988 to 1992, Mr. Bergman worked for Citicorp--Diners Club in various card management and marketing positions. Mr. Bergman received a B.S. in Business Administration from the University of New York at Albany in 1984 and an M.B.A from Cornell University in 1988.

Thierry Michel joined the Company in November 1997 and is currently Regional Manager for Europe and Managing Director of Euronet's French subsidiary, EFT Services France S.A.S. Prior to joining the Company, he was Vice President of Business Development at GE Capital-Sovac from 1994 to 1997. From 1990 to 1993, he was Vice President of Marketing and Sales at Robeco and also Chief Information Officer from 1987 to 1990. From 1985 to 1987, he was Chief Information Officer at American Express in France. Mr. Michel received a Masters degree in General Engineering from l'Ecole polytechnique in 1983, a Masters degree in Systems and Telecommunications from l'Ecole National Supérieure de Telecommunication in 1985. In 1984 he received a Ph.D. in Economics from l'Universite de Paris.

Roger Heinz joined the Company as Managing Director of the Euronet's German subsidiary, Euronet Services GmbH, in July 1997. From 1985 to 1997, Mr. Heinz was with NCR Germany and NCR Poland as Sales Manager and Sales and Operations Director.

## MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

The Board held six (6) meetings (including telephonic meetings) during 1998. During 1998, each director attended at least 75% of the aggregate of the total number of meetings of the Board (held during the period for which he was a director) and the total number of meetings held by all Board committees on which he served (during the periods that he served as a member). The Board has a standing audit committee, a standing compensation committee and a standing stock option committee. The Board does not have a standing nominating committee.

The Audit Committee, which is comprised solely of independent directors, held two (2) meetings in 1998. The Audit Committee makes recommendations concerning the engagement of independent accountants, reviews with the independent accountants the plans and results of the audit engagement, approves professional services provided by the independent accountants, reviews the independence of the independent accountants, considers the range of the audit and non-audit fees and reviews the adequacy of the Company's internal accounting controls. In addition, the Audit Committee is responsible for reviewing and overseeing transactions between the Company and related parties or affiliated companies. Thomas A. McDonnell, Steven J. Buckley and Nicholas B. Callinan are the current members of the Audit Committee.

The Compensation Committee, which is comprised of a majority of independent directors, held one (1) meeting in 1998. The Compensation Committee makes determinations with respect to salaries and bonuses payable to the Company's Executive Officers. Michael J. Brown, Thomas A. McDonnell, Steven J. Buckley and Nicholas B. Callinan are the current members of the Compensation Committee. Mr. Brown does not participate in decisions regarding his own compensation.

The Stock Option Committee, which is comprised solely of independent directors, did not hold any meetings in 1998, but acted by written consent throughout the year to grant options to the employees of the Company. The Stock Option Committee makes determinations with respect to grants of options to officers and other key employees of the Company. Thomas A. McDonnell and Steven J. Buckley are the current members of the Stock Option Committee.

### Compensation Committee Interlocks and Insider Participation

Of the members of the Company's Compensation Committee, Michael J. Brown is the Chief Executive Officer and President of the Company. Mr. Brown does not participate in decisions relating to his own compensation.

### Section 16 Compliance

To the Company's knowledge, based solely on a review of the copies of such reports furnished to the Company and written representations that no other reports were required, during 1998, the Company's directors, officers, and greater than 10% beneficial owners complied with all applicable Section 16(a) filing requirements.

### Compensation of Directors

The Company pays each director a fee of \$2,000 for each board meeting attended, \$1,000 for each committee meeting attended and \$250 for participation in a telephonic meeting. In addition, each Director receives for each year of service options to purchase 1,000 shares of Common Stock in accordance with the Company's Stock Option Plan. The Company also reimburses directors for out-of-pocket expenses incurred in connection with the directors' attendance at meetings. Dr. Andrzej Olechowski is also paid \$4,000 for serving as a member of the Company's Advisory Board.

EXECUTIVE COMPENSATION

The following table sets forth certain information regarding the compensation awarded or paid by the Company to its Chief Executive Officer and to the other executive officers of the Company whose total annual salary and bonus equaled or exceeded \$100,000 during the year ended December 31, 1998 (the "Named Executive Officers") for the periods indicated:

SUMMARY COMPENSATION TABLE

Name and principal position	Period	Annual compensation		Long-term compensation				
		Salary(\$)	Bonus(\$)	Other annual compensation(\$)	Securities underlying options/sar's (#)	Restricted stock award(s)(\$)	LTIP Payouts(\$)	All other compensation(\$)
Michael J. Brown.....	1998	150,000	--	--	--	--	--	--
Chief Executive Officer	1997	100,000	--	--	--	--	--	--
	1996	100,000	--	--	1,149,890	--	--	--
Jeffrey B. Newman.....	1998	167,198	20,000	--	10,000	--	--	--
Vice President and	1997	133,000	--	--	17,500	--	--	--
General Counsel	1996	--	--	--	52,500	--	--	--
Daniel R. Henry.....	1998	148,513	--	--	--	--	--	--
Chief Operating Officer	1997	80,000	--	--	--	--	--	--
	1996	50,000	--	--	539,399	--	--	--
Anthony M. Ficarra.....	1998	167,347	50,000	--	32,000	--	--	--
Chief Information Officer								
Bruce S. Colwill.....	1998	134,082	20,000	--	25,000	--	--	--
Chief Financial Officer								

Option Grants in Last Fiscal Year

The following table provides certain information concerning Options granted to the Named Executive Officers of the Company during the year ended December 31, 1998.

INDIVIDUAL GRANTS

Name	Number Of Securities Underlying Options Granted	% Of Total Options Granted To Employees In Fiscal Year	Exercise Price Per Share	Expiration Date	Potential Realizable Value At Assumed Annual Rates Of Stock Price Appreciation For Option Term(1)	
					5%(\$)	10%(\$)
Michael J. Brown.....	--	--	--	--	--	--
Jeffrey B. Newman.....	10,000	1.9%	\$5.87	May 18, 2008	36,916	93,553
Daniel R. Henry.....	--	--	--	--	--	--
Anthony M. Ficarra.....	32,000	3.1%	\$5.87	May 18, 2008	118,132	299,369
Bruce S. Colwill.....	25,000	2.4%	\$5.87	May 18, 2008	92,290	233,882

(1) Potential realizable value is based on the assumption that the shares appreciate at the annual rates shown (compounded annually) from the date of grant until the expiration of the option term. Those numbers are calculated based upon the requirements promulgated by the Commission and do not reflect any estimate by the Company of future price increases.

Aggregate Option Exercises In Last Fiscal Year And Fiscal Year-End Option Values

The following table sets forth certain information concerning Options exercised by the Named Executive Officers during the year ended December 31, 1998 and Options held by such individuals at December 31, 1998:

Name	Shares Acquired On Exercise		Number Of Securities Underlying Unexercised Options At December 31, 1998		Value Of Unexercised In-the-Money Options At December 31, 1998(\$)	
	Exercisable	Unexercisable	Realized Value \$(1)	Unexercisable	Exercisable	Unexercisable
Michael J. Brown.....	75,000	167,625	851,323	--	459,714	--
Daniel R. Henry.....	--	--	777,707	88,088	760,741	173,533
Jeffrey B. Newman.....	--	--	28,000	52,000	11,340	17,010
Anthony M. Ficarra.....	--	--	8,000	64,000	--	--
Bruce S. Colwill.....	--	--	28,832	25,000	31,473	--

(1) Based on the difference between the exercise price of the Options and the fair market value of the Common Stock on June 24, 1998, which is the date on which the Options were exercised.

Employment Agreements

Mr. Brown serves as the Chief Executive Officer, President and Chairman of the Board of the Company pursuant to an employment agreement dated December 17, 1996. Under the terms of his agreement, Mr. Brown's salary for 1997 was \$100,000, subject to annual review and adjustments by the Board of Directors. His salary was increased to \$200,000 per year effective July 1, 1998. Mr. Brown is reimbursed for all reasonable and proper business expenses incurred by him in the performance of his duties under the agreement. The terms of the agreement also provide that Mr. Brown will be entitled to fringe benefits and perquisites comparable to those provided to any or all of the Company's senior officers. The term of the agreement expires in December 1999. The term of the agreement, however, will be automatically extended on the same terms and conditions for successive periods of one year each unless declined by either party for any reason. In the event that Mr. Brown's employment with the Company is terminated by the Company for Cause (as defined in the agreement), or if Mr. Brown voluntarily terminates employment with the Company, he will be entitled to receive all compensation, benefits and reimbursable expenses accrued as of the date of such termination. In the event that Mr. Brown's employment with the Company is terminated by reason of death or disability (as defined in the agreement), he (or his designated beneficiary) will be paid his annual salary at the rate then in effect for an additional one-year period. The agreement also contains certain non-competition, non-solicitation and confidentiality covenants.

The Company has entered into employment agreements with terms substantially similar to the terms of Mr. Brown's agreement with Messrs. Henry (Chief Operating Officer) and Newman (Vice President and General Counsel). These agreements expire on December 17, 1999 but are automatically renewable for successive one year terms.

The Company also has employment agreements with Messrs. Stevens, Ficarra and Mr. Ferguson. These agreements are not fixed-term agreements, but are terminable by either the employee or the Company upon 30 days notice. The agreements provide that the employee is reimbursed for all reasonable and proper business expenses incurred by him in the performance of his duties under the agreement and that the employee is entitled to fringe benefits and perquisites comparable to those provided to any or all of the Company's senior officers. The agreements also contain certain non-competition, non-solicitation and confidentiality covenants.

Benefit Plans

The Company provides insurance benefits to its officers and other employees, including health, dental, and life insurance, subject to certain deductibles and copayments by employees.

REPORT OF THE COMPENSATION COMMITTEE  
ON EXECUTIVE COMPENSATION

The Company's executive compensation program is administered by the Compensation Committee. The Committee is responsible for establishing and administering the policies which govern both annual compensation and equity ownership programs. The grant of options is governed by the Company's Stock Option Committee. Mr. Brown does not participate in any decisions regarding his own compensation.

#### Overview and Philosophy

The Company's executive compensation program has the following objectives:

- . To provide competitive compensation that will help attract, retain and reward highly qualified executives who contribute to the long-term success of the Company.
- . To align management's interests with stockholders by including long-term equity incentives.

Currently, the Company's compensation package for executives consists of a base salary and stock options which vest over a period of years, generally five years. The Company's executive compensation package was revised in 1998 to include a performance based cash bonus program with the objective of reinforcing the incentive impact of the compensation package.

#### Compensation Levels in 1998

The Company's philosophy in recruiting during 1997 and the first part of 1998 was to grant relatively low base salaries and an option package that was considered potentially very valuable in light of anticipated growth of the Company. However, the fall in the Company's stock price during 1998 has resulted in a situation in which the strike price of most of the options granted to the Company's employees is higher than the current market price. As a result, it has been necessary, in order to recruit employees, to set starting salaries at higher levels. Correlatively, salaries for employees with greater seniority with the Company have been increased somewhat during 1998 in order to maintain parity with newly recruited employees. Notwithstanding this, the Company has attempted to keep base salaries as low as possible by establishing bonus compensation based on overall results of the Company.

#### Base Salary

In most cases, the Company sets base salary compensation within the range of salaries of executive officers with comparable qualifications, experience and responsibilities at other companies in the same or similar businesses and of comparable size and success. In addition, salary determinations upon hiring depend both upon the executive's salary at his previous place of employment and upon the individual's potential value to the Company as measured by certain subjective non-financial objectives. The non-financial objectives include the individual's potential and actual contribution to the company as a whole, including his or her ability to motivate others, develop the skills necessary to grow as the Company matures, recognize and pursue new business opportunities and initiate programs to enhance the Company's growth and success.

In view of compensation earned through grant of share options at the time of the Company's initial public offering in March, 1997, the base salaries of Michael Brown, Chief Executive Officer, and Daniel Henry, Chief Operating Officer, were initially set at levels that were well below industry standard. Mr. Brown's base salary was increased to from \$100,000 to \$200,000 in July 1998. The Compensation Committee increased Mr. Henry's salary from \$95,000 to \$175,000 on July 1, 1998 to bring it into line with his responsibilities as Chief Operating Officer. The Committee believes the Mr. Brown's and Mr. Henry's overall compensation packages (base salary, incentive compensation and stock options) are now within an appropriate range given industry standard and the size of the Company. Base salaries for other executive and management level employees were reviewed at the end of 1998 and increases of up to 26% were granted.

## Annual Incentive Compensation and Stock Options Programs

The Company's 1998 Incentive Compensation Plan resulted in the payment of a very low level of bonuses to its key employees, because in most cases the 1998 annual corporate objectives required to trigger bonus payments were not met. No bonuses were paid to the Chief Executive Officer or the Chief Operating Officer. Those bonuses paid were either tied to the accomplishment of specific, employee-defined objectives or to pre-negotiated contractual provisions.

A new bonus plan was established for the Company's employees for 1999. Under this plan, bonus objectives for executives and corporate employees are based only on overall Company financial performance during 1999. For country managers and in-country staff, 25% of the bonuses are based country based objectives and 75% on overall corporate performance. The level of bonus ranges from 10% to 75% of base salary.

### Stock Option Programs

The Company's stock option plans are designed to promote the identity of long-term interests between the Company's employees and its stockholders and to assist in the retention of executives. All option grants are proposed by management and approved by the Stock Option Committee of the Board of Directors, which consists of two non-management members of the Compensation Committee. The size of option grants is generally intended by management to reflect the executive's position with the Company and his or her contributions to the Company. Under the general terms of the Company's Stock Option Plan, options are to be granted at an option price equal to the fair market value of the Common Stock on the date of grant. However, reflecting the belief that the Company's stock is undervalued, the Compensation Committee and the Board of Directors established a "floor" strike price of \$5 per share in December 1998. Other than options issued to employees of ARKSYS Systems, Inc. ("ARKSYS") in connection with the acquisition of ARKSYS, no options have been granted since that time at a strike price of less than \$5 per share. Stock Options generally vest over a five year period in order to encourage key employees to remain with the Company.

### Benefits

The Company's executive officers are entitled to receive medical insurance benefits. A 401(K) Plan is being established and will be available to executives on the same basis as other full-time employees of the Company.

The amount of perquisites, as determined in accordance with the rules of the Securities and Exchange Commission relating to executive compensation, did not exceed 10% of salary and bonus for 1998 for any of the Named Executive Officers.

### Conclusion

Through these programs, a significant portion of the Company's executive compensation is linked directly to individual and Company performance in furtherance of strategic goals, as well as stock price appreciation. The Committee intends to continue the policy of linking executive compensation to Company performance and stockholder return.

## Performance Graph

Set forth below is a line graph comparing the total cumulative return on the Common Stock from March 7, 1997 (the date of the IPO) through December 31, 1998 with the Center for Research in Security Prices ("CRSP") Total Returns Index for U.S. companies traded on the Nasdaq Stock Market (the "Market Group") and an index group of peer companies, the CRSP Total Returns Index for U.S. Nasdaq Financial Stocks (the "Peer Group"). The companies in each of the Market Group and the Peer Group were weighted by market capitalization. Returns are based on monthly changes in price and assume reinvested dividends. These calculations assume the value of an investment in the Common Stock, the Market Group and the Peer Group was \$100 on March 7, 1997. The Company's Common Stock is traded on the Nasdaq National Market under the symbol EEFT.

[GRAPH APPEARS HERE]

Total Returns Index	3/7/97	6/30/97	12/31/97	6/30/98	12/31/98
- - - - Euronet Services Inc.	100.00	73.75	51.67	29.17	17.92
- - - - The Market Group	100.00	115.61	126.56	152.58	178.34
___ The Peer Group	100.00	116.25	146.21	150.95	141.73

#### CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

With the exception of the compensation and other transactions described above, there are no relationships or related party transactions requiring disclosure.

#### INDEPENDENT ACCOUNTANTS

The firm of KPMG Polska Audyt Sp. zo.o. currently serves as the Company's independent accountants. KPMG Polska Sp. zo.o. will be retained as the Company's independent auditors in 1999.

#### OTHER MATTERS

The Board knows of no other business which may come before the Meeting. If, however, any other matters are properly presented to the Meeting, it is the intention of the persons named in the accompanying proxy to vote, or otherwise act, in accordance with their judgment on such matters.

#### STOCKHOLDER PROPOSALS FOR THE 2000 ANNUAL MEETING

Any proposal of a stockholder to be presented at the Company's annual meeting of stockholders in 2000, including the nomination of persons to serve on the Board, must be received not later than February 8, 2000 to be included in the proxy materials for that meeting. Any proposal of a stockholder to be presented at the Company's annual meeting of stockholders in 2000 which has not been included in the Company's proxy materials must be received not later than April 24, 2000 to be considered timely. Stockholders submitting proposals should submit them in writing and direct them to the Company's secretary at the Company's principal executive offices via certified mail, return receipt requested, to ensure timely delivery. No stockholders proposals were received with respect to the Meeting scheduled for July 8, 1999.

#### METHOD OF PROXY SOLICITATION

The entire cost of this solicitation of proxies will be borne by the Company. The Company's directors, officers, and regular employees, without additional remuneration, may solicit proxies by telephone, telegraph and personal interviews. The Company will, if requested, reimburse banks, brokerage houses, and other custodians, nominees and certain fiduciaries for their reasonable out-of-pocket expenses incurred in connection with the distribution of proxy materials to their principals.

By Order of the Board,

Jeffrey B. Newman  
Secretary and General Counsel

June 7, 1999



EURONET SERVICES INC.  
FOR USE AT THE ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON JULY 8, 1999

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF EURONET SERVICES INC. The undersigned holder of shares of Common Stock of the Company hereby appoints Michael J. Brown, President and Chief Executive Officer, or failing him, Jeffrey B. Newman, Vice President and General Counsel, as proxy for the undersigned to attend, vote, and act for and on behalf of the undersigned at the annual meeting of stockholders of the Company to be held on Thursday July 8, 1999 at 11:00 a.m. (Central time), at the Marriott Overland Park, 10800 Metcalf Avenue, Overland Park, Kansas 66210, USA, and at any adjournments thereof (the "Meeting"), and hereby revokes any proxy previously given by the undersigned. If this proxy is not dated, it shall be deemed to be dated on the date on which this proxy was mailed to the Company.

Without limiting the general powers hereby conferred, with respect to the Company's proposal to elect directors, the shares of Common Stock represented by this proxy are to be:

VOTED FOR the election as directors of all nominees listed below (except as marked to the contrary below), or

WITHHELD FROM VOTING for all nominees listed below.

INSTRUCTIONS: To withhold authority to vote for any individual nominee, strike a line through the nominee's name in the list below.

Nicholas B. Callinan

Eriberto R. Scocimara

(CONTINUED AND TO BE SIGNED AND DATED ON REVERSE SIDE.)

(CONTINUED FROM PREVIOUS SIDE)

This proxy, when properly executed, will be voted in the manner directed herein by the undersigned stockholder. If no direction is made, this proxy will be voted in favor of each of the nominees set forth above.

Please sign exactly as name appears exactly as your name(s) appear(s) on the books of the Company. When shares of Common Stock are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person.

Dated \_\_\_\_\_, 1999

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Signature

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Signature, if Held Jointly

PLEASE MARK, SIGN, DATE AND RETURN THE PROXY CARD  
PROMPTLY USING THE ENCLOSED ENVELOPE.

