

THE COMPANIES ACT 2006

COMPANY NO 01812912

NETCALL plc (the 'Company'

Passed on 24th November 2011

SATURDAY



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26/11/2011

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COMPANIES HOUSE

At the Annual General Meeting of the above named Company duly convened and held at the offices of Messrs Taylor Wessing LLP, 5 New Street Square, London, EC4A 3TW, on Thursday 24th November 2011 at 10 30 am the following resolutions were duly passed

"ORDINARY RESOLUTION

- (1) 'THAT in substitution for all subsisting authorities, the directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the 'Act') to exercise all the power of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company -

- (a) up to an aggregate nominal amount of £2,032,464; and
- (b) up to a further aggregate nominal amount of £2,032,464 provided that such shares or rights are equity securities (as defined in section 560(1) of the Act) in connection with an offer by way of a rights issue to the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares (and to the holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities) but subject to the directors having the right to make such exclusions or other arrangements as they deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems under the law in any territory or jurisdiction or the requirements of any regulatory body or stock exchange or any other matters,

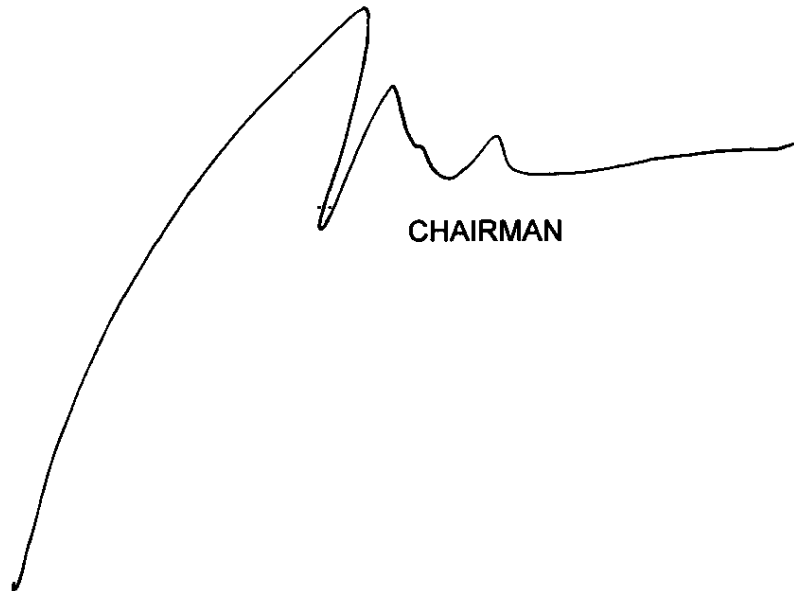
and so that this authority shall expire on 23rd February 2013 or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2012 but so that the Company may, before this authority expires, make any offer, agreement or arrangement which would or might require shares to be allotted or rights to be granted after such expiry and the directors may allot shares or grant rights pursuant to such offer, agreement or arrangement as if the authority had not expired, and

- (c) the authority conferred by this resolution shall revoke and supersede any and all previous authorities to allot relevant securities given to the directors to the extent the same have not previously been utilised or revoked and have not expired' "

“SPECIAL RESOLUTIONS

- (2) **‘THAT**
- (i) the directors be and are hereby empowered pursuant to section 571 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 5 in this notice and sell pursuant to section 573 of the Act, equity securities held by the Company as treasury shares (as defined by section 724 of the Act) for cash as if section 561 of the Act did not apply to any such allotment or sale provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares
 - (a) in connection with an offer by way of rights, open offer or other pre-emptive offer in favour of the holders of ordinary shares in the Company where the equity securities respectively attributable to the interests of all the holders of ordinary shares in the Company are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them but subject to such exclusions or other arrangements as the directors may deem fit, necessary or expedient in relation to the fractional entitlements or legal or practical problems arising in respect of the laws of or the requirements of any recognised regulatory body or any stock exchange otherwise in any overseas territory, and
 - (b) otherwise than pursuant to sub-paragraph (a) of this resolution up to an aggregate nominal amount of £609,739,
 - (ii) the power hereby conferred shall expire on the conclusion of the next Annual General Meeting following the date of this resolution (or, if sooner, 15 months from the date of the passing of this resolution) but may be previously revoked or varied by special resolution, and
 - (iii) the power hereby conferred shall enable the Company to make any offer or agreement before the expiry of that power that would or might require equity securities to be allotted or treasury shares to be sold after such power expires and the directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement subject to the limits prescribed by paragraph (i) of this resolution as if the power hereby conferred had not expired. This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words ‘subject to the passing of resolution 5’ were omitted’
- (3) **‘THAT** the Company be authorised generally and unconditionally, for the purposes of section 701 of the Act, to make market purchases (within the meaning of section 693 (4) of the Act) of its ordinary shares provided that
- (a) the maximum number of ordinary shares that may be acquired is 12,194,783 being approximately 10% of the Company’s existing issued share capital,

- (b) the minimum price per share that may be paid for any such shares is £0 05 pence, and
- (c) the maximum price that may be paid for any such shares is not more than the higher of (i) an amount equal to 120% of the average market value for an ordinary share, as derived from the London Stock Exchange Business List, for the five business days prior to the day on which the purchase is made, or (ii) that stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003, and (iii) such authority shall expire at the earlier of the close of the next Annual General Meeting or 23rd February 2013 except that the Company shall be entitled, at any time prior to the expiry of this authority, to make a contract of purchase which would or might be executed wholly or partly after such expiry and to purchase shares in accordance with such contract as if the authority conferred had not expired' "



CHAIRMAN