

SH01

Return of allotment of shares



iris
SHAW'S FORMS ON DISK

Rec'd by 29 Aug 2010

✓ **What this form is for**
You may use this form to
give notice of shares allotted
following incorporation

✗ **What this form is NOT for**
You cannot use this form to
give notice of shares taken by
subscribers on formation of
company or for an allotment
new class of shares by an
company

THURSDAY



AIFXTMVE
A16 26/08/2010 85
COMPANIES HOUSE

1

Company details

Company number

0 1 8 1 2 9 1 2

Company name in full

NETCALL PLC

→ **Filling in this form**
Please complete in typescript
or in bold black capitals
All fields are mandatory unless
specified or indicated by *

2

Allotment dates

From Date

3 0 0 7 2 0 1 0

To Date

Allotment date
If all shares were allotted on
the same day enter that date
in the 'from date' box. If shares
were allotted over a period of
time, complete both 'from date'
and 'to date' boxes

3

Shares allotted

Please give details of the shares allotted, including bonus shares

| Class of shares (E.g. Ordinary/Preference etc.) | Currency | Number of shares allotted | Nominal value of each share | Amount paid (including share premium) | Amount (if any) unpaid (including share premium) |
|--|----------|------------------------------|--------------------------------|---|--|
| ORDINARY | GBP | 34670092 | 5 pence | NON CASH | NIL |
| | | | | SHARE | |
| | | | | EXCHANGE | |

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted

Details of non-cash
consideration

If a PLC, please attach
valuation report (if
appropriate)

The 34,670,092 ordinary shares of 5 pence each in the capital of Netcall plc were allotted and issued in accordance with the terms of a scheme of arrangement under Part 26 of the Companies Act 2006 (the 'Scheme') dated 29th July 2010 between Telephonetics plc and the Scheme Shareholders as defined in the Scheme in consideration for the cancellation of the Scheme Shares (as defined in the Scheme) and the allotment and issue of New Netcall Shares (as defined in the Scheme) to the shareholders of Telephonetics plc together with a payment to Telephonetics plc shareholders at the rate of 5 pence per share

SH01

Return of allotment of shares

Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return

4

Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7.

| Class of shares (E g Ordinary/Preference etc) | Amount paid up on each share | Amount (if any) unpaid on each share | Number of shares | Aggregate nominal value |
|---|---------------------------------|---|------------------|----------------------------|
| ORDINARY | 0 05 pence | NIL | 121236201 | £ 6061810 05 |
| | | | | £ |
| | | | | £ |
| | | | | £ |
| Totals | | | 121236201 | £ 6061810 05 |

5

Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

| | | | | |
|---|---------------------------------|---|------------------|----------------------------|
| Currency | N/A | | | |
| Class of shares (E g Ordinary/Preference etc) | Amount paid up on each share | Amount (if any) unpaid on each share | Number of shares | Aggregate nominal value |
| | | | | |
| | | | | |
| Totals | | | | |

| | | | | |
|---|---------------------------------|---|------------------|----------------------------|
| Currency | N/A | | | |
| Class of shares (E g Ordinary/Preference etc) | Amount paid up on each share | Amount (if any) unpaid on each share | Number of shares | Aggregate nominal value |
| | | | | |
| | | | | |
| Totals | | | | |

6

Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

N/A

Total aggregate
nominal value

Continuation pages

Please use a Statement of Capital continuation
page if necessary

SH01

Return of allotment of shares

7

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section 4** and **Section 5**.

Continuation page
Please use a Statement of Capital continuation page if necessary

Class of share

ORDINARY

Prescribed particulars

ORDINARY SHARES OF FIVE PENCE CARRYING EQUAL RIGHTS WITH ONE ANOTHER AS TO VOTING AND DIVIDEND AND TO DISTRIBUTION INCLUDING IN THE EVENT OF INSOLVENCY BUT CARRYING NO ENTITLEMENT TO REDEMPTION

Class of share

Prescribed particulars

N/A

Class of share

Prescribed particulars

N/A

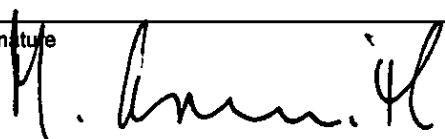
8

Signature

I am signing this form on behalf of the company

Signature

Signature

 25/8/10.

This form may be signed by
~~Director, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager~~

SH01

Return of allotment of shares

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name MICHAEL GREENSMITH

Company name
ORME & SLADE, SOLICITORS

Address
NATIONAL WESTMINSTER BANK CHAMBERS
THE HOMEND

Post town LEDBURY

County/Region HEREFORDSHIRE

Postcode

| | | | | | | | |
|---|---|---|--|--|---|---|---|
| H | R | 8 | | | 1 | A | B |
|---|---|---|--|--|---|---|---|

Country UNITED KINGDOM

DX 27281 LEDBURY

Telephone 01531 632226



Checklist

Forms completed incorrectly or with information missing may be returned.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register
- ☐ You have shown the date(s) of allotment in section 2
- ☐ You have completed all appropriate share details in section 3
- ☐ You have completed the appropriate sections of the Statement of Capital
- ☐ You have signed the form



Important information

Please note that all information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland

The Registrar of Companies, Companies House,
Fourth Floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh,
Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland.

The Registrar of Companies, Companies House,
Second Floor, The Linehall,
32-38 Linehall Street, Belfast,
Northern Ireland, BT2 8BG
DX 481 N R Belfast 1