

Company Number: 1812912

COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF NETCALL plc
(the "Company")

Passed on 12th May 2000

At the extraordinary general meeting of the Company duly convened and held on 12 May 2000 the following resolution was passed :

SPECIAL RESOLUTION

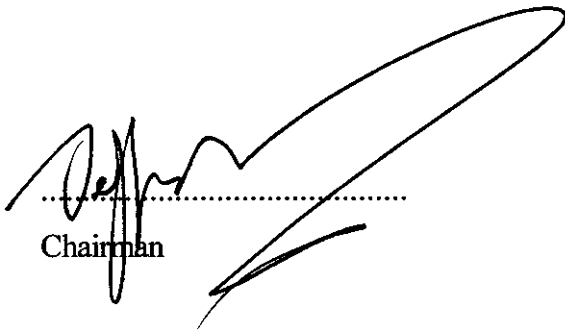
The directors of the Company be and they are hereby empowered pursuant to section 95 of the Companies Act 1985 (the "Act") to allot equity securities as defined in section 94 of the Act pursuant to the authority conferred upon them by resolution number 5 passed at the annual general meeting of the Company held on 16 December 1999 as if section 89(1) of the Act did not apply to such allotment provided that the power conferred by this resolution, unless previously revoked or varied by special resolution of the Company in general meeting, shall be limited to:

- (i) the allotment to Freeserve plc pursuant to the Sale and Purchase Agreement (as such term is defined in the Company's circular of 18 April 2000) of 2,500,000 new ordinary shares of 5 pence each in the capital of the Company;
- (ii) the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all the ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements

or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory bodies in, any territory; and

- (iii) to the allotment (otherwise than pursuant to (ii) above) of equity securities of up to an aggregate nominal amount of £72,909.55 representing 5% of the issued ordinary share capital of the Company following the issue of the 2,500,000 new ordinary shares of 5 pence each in the capital of the Company pursuant to (i) above

and shall expire on the date of the next annual general meeting of the Company or (if earlier) fifteen months from the date of passing this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity security to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.



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Chairman