

NETCALL plc (the 'Company')

Passed on 16 December 2021

At the Annual General Meeting of the above named Company duly convened and held at the offices of Taylor Wessing LLP, 5 New Street Square, London, EC4A 3TW, on Thursday 16 December 2021 at 10.30am the following resolutions were duly passed:

"ORDINARY RESOLUTION

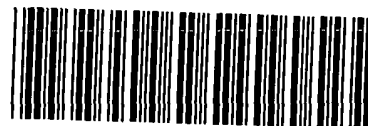
- (1) 'THAT in substitution for all subsisting authorities the Directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the 'Act') to exercise all the power of the Company to allot shares in the Company and to grant rights to subscribe for, or convert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

- (a) up to an aggregate nominal amount of £2,490,293; and
- (b) up to a further aggregate nominal amount of £2,490,293 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 15 March 2023 or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2022 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'."

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"SPECIAL RESOLUTIONS

(2) 'THAT:

- (i) subject to the passing of resolution 6 (*in the Notice*) 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 6 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 £747,088;
- (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 6' 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 14,941,757 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;
 - (c) the maximum price that may be paid for any such shares is not more than the higher of (i) the price of the last independent trade of; and (ii) the highest current independent bid for the Company's shares on the AIM market of the London Stock Exchange at the time that ordinary share is contracted to be purchased; and
 - (d) such authority shall expire at the earlier of the close of the next Annual General Meeting or 15 March 2023 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.'
- (4) 'THAT regulation 59 of the Articles of Association, ("Articles"), be amended as follows:
 - "(a) by deleting the sub-heading at the commencement of regulation 59 and replacing it with the words "Requirements for General Meetings";
 - (b) by inserting a new regulation 59.1 namely:
"An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings";
 - (c) by inserting a new regulation 59(2), divided into sub-regulations 59.2.1 and 59.2.2, namely:
"59.2.1. The directors may call a general meeting at any time and have power to postpone a general meeting, (including for the avoidance of doubt, an annual general meeting), at their absolute discretion in the event of, but not limited to, governmental intervention or guidance, whether or not in consequence of national emergency or other such catastrophe;" and
"59.2.2. A general meeting, (including an annual general meeting), may be held by such electronic and/or virtual, audio visual, or, by combination of such means with personal attendance, or other such mechanisms as the directors may from time to time reasonably consider, in their absolute discretion, appropriate;" and
 - (d) by renumbering sub-regulations "59.1" as "59.3" and "59.2" as "59.4" '
- (5) 'THAT a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice in writing, such authority to expire on the earlier of the date falling 15 months after the passing of this resolution and the next Annual General Meeting of the Company, but so that the Company may before such expiry issue a notice for a general meeting to be held after such expiry as if such authority has not expired'."


CHAIRMAN