



NETCALL plc

NOTICE OF ANNUAL GENERAL MEETING

Netcall plc (the 'Company')

(Registered in England and Wales with no: 01812912)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt as to what action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the UK, or, if not, another appropriately authorised financial adviser, without delay. If you have sold or transferred all of your ordinary shares in Netcall plc, you should pass this document and the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

A Form of Proxy for use at the Annual General Meeting ("AGM") is enclosed. However, a proxy may also be appointed by CREST members, by using the CREST electronic proxy appointment service. To be valid, any instrument appointing a proxy must be received by Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, as soon as possible but in any event so as to arrive by no later than 10.30am on 15 December 2020. Alternatively, you can submit your proxy electronically at www.sharegateway.co.uk by following the authentication requirements on the website. Electronic proxy appointments must be received by 10.30am on 15 December 2020. Since this AGM will be a closed meeting in line with HM Government's Covid-19 guidelines, please carefully read the following letter to shareholders and the proxy completion recommendations made therein and in the notes accompanying the Notice of AGM.

NETCALL plc

(Registered in England and Wales with no: 01812912)

Directors

Michael Jackson *Chairman*
Henrik Bang *Chief Executive*
James Ormondroyd *Group Finance Director*
Michael Neville *Non-Executive Director*
Tamer Ozmen *Non-Executive Director*

Registered Office

1st Floor, Building 2
Peoplebuilding Estate
Maylands Avenue
Hemel Hempstead
Hertfordshire
HP2 4NW

20 November 2020

To holders of ordinary shares of 5 pence each in the Company.

Dear Shareholder,

This letter accompanies the annual report for the financial year to 30 June 2020 (the 'Annual Report') and gives details of the business to be transacted at the Annual General Meeting of the Company.

ANNUAL GENERAL MEETING

Notice of the Annual General Meeting ("AGM") is given on pages 6 to 9. Resolutions 1 to 7 set out in the Notice comprise ordinary business to be transacted at the meeting and Resolutions 8, 9 and 10 comprise special business to be transacted at the meeting. The meeting will be held at the Company's office at Suite 203, Bedford Heights, Brickhill Drive, Bedford, MK41 7PH commencing at 10.30am on 17 December 2020.

Your Board recognises the current issues surrounding Covid-19, and the health of our shareholders, employees and other stakeholders is of paramount importance to us. As a result of the continuing Covid-19 situation and the need to have a safe and secure meeting, we have decided, in line with recent UK legislation on holding company meetings during the Covid-19 pandemic and our articles of association, that this year's AGM will be convened with a minimum quorum of shareholders (which will be comprised of Netcall's management) in order to conduct the functional business of the AGM.

Therefore, the AGM will be held as a closed meeting and, sadly, we will be unable to welcome shareholders to our AGM in the usual way. Accordingly, shareholders (and any appointed proxies (other than the Chairman of the AGM) or corporate representatives) will not be granted access to the AGM in person. Given this, we strongly urge shareholders to vote by proxy on the resolutions in this Notice as early as possible and we recommend shareholders appoint the Chairman of the AGM as their proxy. To ensure that your vote is counted, it is particularly important that you appoint the Chairman of the AGM as your proxy as any other person who might be appointed will not be allowed access to the AGM.

In light of the above, we are establishing an alternative way for shareholders to ask questions of the Board. To that end, shareholders who wish to ask a question of the Board relating to the business of the meeting can do so by sending an e-mail to ir@netcall.com. Please see page 8 of this Notice of AGM for further details in this respect.

We will continue to monitor closely any developments relating to the current outbreak of Covid-19, including the related public health guidance and legislation issued by the UK Government. Should it become necessary or appropriate to revise the current arrangements for the AGM, details of any such changes will be made available on www.netcall.com and will also be the subject of public announcement as appropriate. We will also make such other updates as may be required by our articles of association.

Your vote is important to us and in the light of the above, we recommend that you ensure your vote is counted by submission of a printed proxy form, voting electronically or through CREST as set out later in this letter.

Resolution 1 – Adoption of the Annual Accounts, Directors' Report and the Directors' Remuneration Report

Company law requires the Directors to present their report, the Annual Accounts and the Auditors' Report on those accounts, to shareholders for formal adoption. The Directors' Report and the Annual Accounts for the financial year to 30 June 2020 are included in the Annual Report.

Resolution 2 – To declare the final dividend

The purpose of this resolution is to approve the final dividend recommended by the Directors of 0.25 pence per ordinary share for the year ended 30 June 2020. This dividend will, subject to shareholder approval, be paid on 9 February 2021 to shareholders registered on 29 December 2020 with the ex-dividend date being 24 December 2020.

Resolution 3 – Re-election of Michael Edward Wilson Jackson as Director

The Articles of Association require certain of the Directors to retire by rotation. Accordingly, Michael Jackson is offering himself for re-election. Resolution 3 proposes his re-election.

The Board has considered the performance of Mr Jackson and is satisfied that his performance continues to be effective and demonstrates commitment to the role. Since his appointment on 23 March 2009 he has chaired the Company's Nomination Committee and is a member of the Audit and Remuneration Committees. All of these posts he continues to hold at the date hereof and is not therefore regarded by the Board as being an independent non-executive director.

Your Board has adopted the Quoted Companies Alliance Corporate Governance Code (2018) (QCA Code 2018) as its corporate governance model. The principles therein recommend that where a non-executive director has continually held office for more than nine years such director should offer himself for re-election on an annual basis. Given the small size of the Board, presently five members, your Board has concluded that requiring its non-executive directors to offer themselves for re-election annually is not appropriate for the Company at present. Nevertheless, the Board will keep this under constant review and will advise shareholders in the event a change is considered advisable but shareholders will note that the QCA Code 2018 recognises that certain of its recommendations may not be suitable for growing companies.

Resolution 4 – To elect Tamer Ozmen as a Director

Tamer Ozmen was co-opted to the Board as a Non-Executive Director on 21 November 2019 and this resolution formally proposes his election as a Director. Your Board considers that Mr Ozmen brings significant additional expertise to it given his extensive background in the technology and telecommunications industries with particular reference to the implementation of digital transformation projects. He has over twenty years' experience in senior management positions including that of CEO of Microsoft, Turkey and most recently as Head of Microsoft Consultancy Services in the UK. He has also been Group Vice-President of Online and Multichannel at Orange S.A. and is a Non-Executive Director of Charles Taylor plc.

Brief biographies of the Directors are included in the Annual Report.

Resolution 5 – To reappoint the auditors

The Company is required to appoint auditors at each Annual General Meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting. The Audit Committee, on behalf of the Board, has reviewed the effectiveness, independence and objectivity of the external auditors, and propose the reappointment of Grant Thornton UK LLP as auditors of the Company.

Resolution 6 – Authority for the Directors to determine the auditors' remuneration

This Resolution authorises the Directors, in accordance with standard practice, to negotiate and agree the remuneration of the auditors. In practice the Audit Committee will consider the audit fees for recommendation to the Board.

Resolution 7 – To Renew the Power of the Board to Allot Shares

The Companies Act 2006 (the 'Act') provides that the Directors may not allot ordinary shares unless authorised to do so by the Company in General Meeting or by its Articles of Association ('Articles'). The Directors by the Articles are empowered to allot unissued shares but the power is subject to shareholder renewal. The renewal of this power is sought until the conclusion of the 2021 Annual General Meeting or fifteen months from the date of the passing of this resolution, whichever is the earlier, subject to the limitation specified in this resolution. The Directors' current authority expires at the close of the forthcoming Annual General Meeting, accordingly, this resolution proposes that the Directors are given authority to allot ordinary shares and other relevant securities up to an aggregate nominal amount of £2,408,816 without obtaining the further consent of its shareholders. This is the approximate equivalent of one-third of the issued share capital of the Company as at 12 November 2020 being the last practicable date prior to publication of this document.

In addition, the proposed authority will allow the Directors to allot new shares and other relevant securities in connection with a rights issue up to a further aggregate nominal amount of £2,408,816 equivalent to approximately a further one-third of the Company's issued ordinary share capital as at 12 November 2020 being the last practicable date prior to publication of this document. This latter authority is being sought in accordance with recent changes in corporate governance guidelines. Once this resolution is passed the Directors will have the authority in certain circumstances to allot new shares and other relevant securities up to a nominal amount of £4,817,632 representing a total amount equal to approximately two-thirds of the Company's issued ordinary share capital as at 12 November 2020 being the last practicable date before the publication of this document. The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines in order to respond to market developments and to enable allotments to take place. If the Directors do exercise the additional authority, they intend to follow continuing best practice as regards its use (including the Directors standing for re-appointment in certain circumstances), as recommended by The Investment Association ('TIA') and The Pensions and Lifetime Savings Association ('PLSA').

The Directors have no present intention of allotting, or agreeing to allot, any shares otherwise than in connection with the Company's employee share schemes, to the extent permitted or required by such schemes.

SPECIAL BUSINESS

Resolution 8 – To Disapply Rights of Pre-emption

The Act gives holders of ordinary shares, with limited but important exceptions, certain rights of pre-emption on the issue for cash of new equity securities. The Directors believe that it is in the best interests of the Company that, as in previous years, the Board should have limited authority to allot some shares for cash without first having to offer such shares to existing shareholders. The Directors' current authority expires at the close of the forthcoming Annual General Meeting and, accordingly, this resolution seeks to renew this authority on similar terms for a further period, expiring at the earlier of the close of the 2021 Annual General Meeting and 16 March 2022. The authority, if granted, will relate to allotment in respect of rights issues, and similar offerings (where difficulties arise in offering shares to certain overseas shareholders and in relation to fractional entitlements and certain other technical matters) and generally to allotments (other than in respect of rights issues) of equity securities having an aggregate nominal value not exceeding £722,645. This authority extends to approximately 10% of the issued share capital of the Company as at 12 November 2020 being the latest practicable date prior to the publication of this document. The Board considers that, given the Company's size, market position and general liquidity, an overall authority of 10% is appropriate. However, your Board intends that in the event of the authority, or any part of it, being utilised, in doing so it will follow the Statement of Principles set out by the Pre-Emption Group. These are that 5% would be applied on an unrestricted basis, and in the event that the additional 5% were to be employed this would be utilised exclusively for the purposes of an acquisition or a specified capital investment.

Resolution 9 – Purchase of Own Shares

This resolution is to grant the Company authority to make market purchases of its own shares. The authority should not be taken to imply that shares will be purchased at any particular price or, indeed, at all. The authority will expire on the earlier of the conclusion of the 2021 Annual General Meeting and 16 March 2022. The resolution specifies the maximum number of shares which may be purchased (representing approximately 10% of the Company's issued ordinary share capital as at 12 November 2020 being the last practicable date before publication of this document) and the maximum and minimum prices at which they may be bought. This is in line with corporate governance guidelines. The directors will continue to exercise this power only when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be to increase earnings per share and is in the best interests of the shareholders generally. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into consideration when exercising this authority. Any shares purchased in this way will be cancelled and the number of shares in issue will be reduced accordingly, save that the Company may hold in treasury any of its own shares that it purchases pursuant to the Act and the authority conferred by this resolution. This gives the Company the ability to re-issue treasury shares quickly and cost-effectively and provides the Company with greater flexibility in the management of its capital base. It also gives the Company the opportunity to satisfy the employee share scheme awards with treasury shares. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares. The directors intend to seek renewal of this power at subsequent annual general meetings.

Resolution 10 – Calling General Meeting

Resolution 10 seeks authority to call general meetings, other than annual general meetings, on 14 days' notice. The notice period for general meetings of a company is 21 days but this notice period may be reduced to 14 days (other than for annual general meetings) subject to two conditions. The first condition is that the company offers a facility to shareholders to vote by electronic means. The second condition is that there is an annual resolution of shareholders approving the reduction of the notice period from 21 to 14 days. Resolution 10 seeks such approval. The approval will expire on the earlier of the date falling 15 months after the date of passing of this resolution and the next annual general meeting of the Company.

ACTION TO BE TAKEN

You are asked to:

- 1.** complete the enclosed Form of Proxy and return it, together with any power of attorney or other authority under which it is signed or a notarially certified or office copy thereof, to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, so as to arrive by no later than 10.30am on 15 December 2020; or
- 2.** submit your proxy electronically at www.sharegateway.co.uk by following the authentication requirements on the website so as to be received by no later than 10.30am on 15 December 2020; or
- 3.** if you hold your shares in uncertificated form, use the CREST electronic proxy appointment services, details of which are set out in Note 3 to the Notice of Annual General Meeting.

Please note, shareholders are recommended to appoint as their proxy, the Chairman of the Meeting to ensure their vote is counted as no other appointee will be granted access to the AGM. Please note that the Annual Report and Accounts for the period ending 30 June 2020 together with the Notice and the Form of Proxy are also available on the Company's website at www.netcall.com.

RECOMMENDATION

The Board believes that the Resolutions to be put to the Annual General Meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of its members as a body. Accordingly, the Directors unanimously recommend that shareholders vote in favour of the Resolutions as they intend to do in respect of their own beneficial shareholdings.

Yours sincerely

Michael Greensmith

Michael Greensmith
Company Secretary
Netcall plc

Notice of Annual General Meeting

Netcall plc

(Registered in England and Wales with no: 01812912)

NOTICE is given that the Annual General Meeting of Netcall plc (the 'Company') will be held at the Company's office at Suite 203, Bedford Heights, Brickhill Drive, Bedford, MK41 7PH on 17 December 2020 at 10.30am for the transaction of the following business:

ORDINARY BUSINESS

Resolutions 1 to 7 will be proposed as ordinary resolutions:

1. That the Company's Annual Accounts for the financial year ended 30 June 2020 together with the Directors' Report and the Auditors' Report on those accounts be adopted.
2. That a final dividend of 0.25 pence per ordinary share recommended by the Directors, payable on 9 February 2021 to those shareholders registered at the close of business on 29 December 2020 for the financial period ending 30 June 2020, be approved.
3. That Michael Edward Wilson Jackson be re-elected as a Director.
4. That Tamer Ozmen be elected as a Director.
5. That Grant Thornton UK LLP be reappointed as Auditors to the Company until the conclusion of the next Annual General Meeting of the Company.
6. That the Directors be authorised to determine the Auditors' remuneration.
7. To resolve as an ordinary resolution:

"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 £2,408,816; and
- (b) up to a further aggregate nominal amount of £2,408,816 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 16 March 2022 or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2021 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 BUSINESS

As special business to consider and, if thought fit, to pass the following Resolutions which will be proposed as special resolutions:

8. To resolve as a special resolution:

“That:

- (i) subject to the passing of resolution 7 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 7 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 £722,645;
- (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 7’ were omitted”.

9. To resolve as a special resolution:

“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 14,452,987 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) 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 16 March 2022 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”.

10. To resolve as a special resolution:

“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”.

The Directors believe that the proposals set out in Resolutions 1 to 10 are in the best interests of shareholders as a whole and they unanimously recommend that shareholders vote in favour of each of these resolutions as they intend to do in respect of their own holdings.

By order of the Board.

Michael Greensmith

Michael Greensmith
Company Secretary
Netcall plc

20 November 2020

1st Floor, Building 2
Peoplebuilding Estate
Maylands Avenue
Hemel Hempstead
Hertfordshire
HP2 4NW

NOTES

- (1) As explained on page 2 of this Notice, shareholders (and any appointed proxies (other than the chairman of the AGM) or corporate representatives) will not be granted access to the AGM in person. In line with the recent UK legislation on holding company meetings during the Covid-19 pandemic and our articles of association, this year's AGM will be convened with a minimum quorum of shareholders (which will be comprised of Netcall's management) in order to conduct the functional business of the AGM. Shareholders are entitled and encouraged to register their vote in advance by appointing the chairman of the AGM as their proxy and giving voting instructions as further detailed below. To ensure that your vote is counted, it is particularly important that you appoint the chairman of the AGM as your proxy as any other person who might be appointed will not be allowed access to the AGM.
- (2) Any shareholder attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM, but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, (b) the answer has already been given on the Company's website (www.netcall.com) in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered. Shareholders' entitlements to attend (and therefore ask questions) at the AGM are, this year, subject to the restrictions and limits described in note 1 above.
- (3) As shareholders are unable to attend this year's AGM as described in note 1 above, we recognise that, in light of the exceptional arrangements for this year's AGM, shareholders will not have the opportunity to ask questions at the meeting. Instead, those shareholders who wish to ask questions of the Board relating to the business of the meeting can do so by sending an e-mail to ir@netcall.com by no later than close of business on Tuesday 15 December 2020. Questions will then be addressed and answered subject to the points in (a), (b) and (c) in note 2 above in the manner considered most appropriate by the Company given the nature of the question, which is expected to be either reply e-mail or via a statement on the Company's website, www.netcall.com.
- (4) Given that attendance restrictions will apply to the AGM because of Covid-19, shareholders are encouraged to register their vote in advance by appointing the chairman of the AGM as their proxy. It is particularly important to consider appointing the chairman of the AGM as your proxy since, if you appoint some other person, that person will not be able to attend the AGM as your proxy. Any shareholder entitled to attend, speak and vote is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend the AGM and to speak and vote on his/her behalf. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. A proxy need not be a member of the Company. However, as noted above, it is particularly important to consider appointing the chairman of the AGM as your proxy as, if you appoint some other person, that other person will not be able to attend the AGM and cast votes as your proxy. You can find a Form of Proxy to make an appointment and give proxy instructions, with this Notice, on the Company's website (www.netcall.com) or you can request a copy from the Registrar at the address below.
- (5) To appoint a proxy you may:

 - (a) use the Form of Proxy enclosed with this Notice of Annual General Meeting. To be valid, the Form of Proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or an office copy of the same, must be deposited by 10.30am on 15 December 2020 (or, in the case of an adjourned meeting, not less than 48 hours prior to the time and dated set for the adjourned meeting, excluding any part of a day which is not a business day) at the offices of Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD; or
 - (b) submit your proxy electronically at www.sharegateway.co.uk by completing the authentication requirements on the website so as to be received by 10.30am on 15 December 2020 (or, in the case of an adjourned meeting, not less than 48 hours prior to the time and date set for the adjourned meeting, excluding any part of a day which is not a business day). Holders of ordinary shares will need to use their personal proxy registration code, which is printed on the Form of Proxy, to validate the submission of their proxy online. Should the Form of Proxy be completed electronically and a hard copy then posted, the Form of Proxy that arrives last will be counted to the exclusion of instructions received earlier, whether electronically or posted; or
 - (c) if you hold your shares in uncertificated form, use the CREST electronic proxy appointment service as described in Note (3) below.

Please note, shareholders are recommended to appoint as their proxy, the Chairman of the Meeting, to ensure their vote is counted, as no other appointee will be granted access to the AGM.

- (6)** CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 17 December 2020 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual (www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 7RA11) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take or, (if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s)), to procure that his or her CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

- (7)** Please note, any shareholder wishing to put a question at the AGM, concerning the business to be conducted thereat, is invited to do so by submitting the same by e-mail to ir@netcall.com by no later than close of business on Tuesday 15 December 2020 to which response will be made as stated in note 3 above.
- (8)** Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only shareholders registered in the register of members of the Company as at 10.30am on 15 December 2020 shall be entitled to vote at the Annual General Meeting in respect of the number of shares registered in their name at such time. If the Annual General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to vote at the adjourned meeting is 10.30am on the day prior to the day immediately before the date fixed for the adjourned meeting (excluding any part of a day that is not a business day). Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to vote at the meeting.
- (9)** In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (10)** The following documents are available for inspection at the registered office of the Company, 1st Floor, Building 2, Peoplebuilding Estate, Maylands Avenue, Hemel Hempstead, Hertfordshire, HP2 4NW, by appointment only due to, and in compliance with, Covid-19 restrictions, applying at the date of request during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the conclusion of the Annual General Meeting.
- (a) the register of interests of the Directors and their families in the share capital of the Company;
 - (b) copies of the terms and conditions of the appointment of Non-Executive Directors;
 - (c) copies of service contracts between the Directors and the Company or its subsidiary undertakings;
 - (d) copies of the indemnities awarded to certain directors as referred to in the Annual Report; and
 - (e) copies of the Articles of Association of the Company.
- (11)** As at 12 November 2020 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 146,398,155 ordinary shares of which 1,869,181 are held in treasury. Therefore, the total number of voting rights in the Company as at 12 November 2020 (being the last business day prior to the publication of this Notice) is 144,528,974.
- (12)** You may not use any electronic address provided either in this Notice of Annual General Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

