

## **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.

**Notice of the Annual General Meeting of the Company to be held at the offices of Taylor Wessing LLP, 5 New Street Square, London, EC4A 3TW, on 24 November 2016 at 10.30am is set out on pages 5 to 8 of this document.**

**A Form of Proxy for use at the Annual General Meeting 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, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA, as soon as possible but in any event so as to arrive by no later than 10.30am on 22 November 2016. Alternatively, you can submit your proxy electronically at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) by following the authentication requirements on the website. Electronic proxy appointments must be received by 10.30am on 22 November 2016.**

# 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*

## Registered Office

3rd Floor, Hamilton House  
111 Marlowes  
Hemel Hempstead  
Hertfordshire  
HP1 1BB

**24 October 2016**

*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 2016 (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 is given on pages 5 to 8. Resolutions 1 to 6 set out in the Notice comprise ordinary business to be transacted at the meeting and Resolutions 7 and 8 comprise special business to be transacted at the meeting.

### Resolution 1 – Adoption of the Annual Accounts and Directors' 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 2016 are included in the Annual Report.

### Resolutions 2.1 and 2.2 – To declare a final dividend and an enhanced dividend

The purpose of these resolutions is to approve firstly the final dividend recommended by the Directors of 1.1 pence per ordinary share and, secondly, the enhanced dividend of 0.95 pence per ordinary share, for the year ended 30 June 2016. These dividends will, subject to shareholder approval, be paid on 11 January 2017 to shareholders registered on 9 December 2016 with the ex-dividend date being 8 December 2016.

### Resolution 3 – Re-election of Director

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

The Board has considered the performance of the Director to be re-elected at the Annual General Meeting and is satisfied that his performance continues to be effective and demonstrates commitment to the role.

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

### Resolution 4 – 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 5 – 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 6 – 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 2017 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 £2,311,125 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 21 October 2016 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 £2,311,125 equivalent to approximately a further one-third of the Company's issued ordinary share capital as at 21 October 2016 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 £4,622,250 representing a total amount equal to approximately two-thirds of the Company's issued ordinary share capital as at 21 October 2016 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 Association of British Insurers ('ABI') and the Pensions and Lifetime Savings Association ('PALSA').

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 7 – 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 2017 Annual General Meeting and 23 February 2018. 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 £693,337. This authority extends to approximately 10% of the issued share capital of the Company as at 21 October 2016 being the latest practicable date prior to the publication of this document. Whilst the Board recognises that the 10% figure is outside the accepted ABI/PALSA guidelines the Board considers that, given the Company's size, market position and general liquidity, 10% is appropriate. The Board has no present intention of exercising this authority but wishes to have the flexibility to do so in the future.

### **Resolution 8 – 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 2017 Annual General Meeting and 23 February 2018. 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 21 October 2016 being the last practicable date before publication of this document) and the maximum and minimum prices at which they may be bought. Given the size of the Company it has determined in consultation with its advisers that a buy back price not exceeding 10% above mean mid prices, using the recent averages of mid-prices, would be appropriate. The purchases will only be made on the AIM Market of the London Stock Exchange. The directors have not yet decided whether such shares, if repurchased, would be cancelled or taken into treasury, a decision will be taken in the light of prevailing circumstances. The Board will only exercise the power to make purchases of shares after considering the effect on earnings per share and the benefit to shareholders generally.

## **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, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA, so as to arrive by no later than 10.30am on 22 November 2016; or
2. submit your proxy electronically at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) by following the authentication requirements on the website so as to be received by no later than 10.30am on 22 November 2016; 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.

Completion of the Form of Proxy or appointment of a proxy electronically or through CREST does not prevent you from attending and voting in person. Please note that the Annual Report and Accounts for the period ending 30 June 2016 together with the Notice and the Form of Proxy are also available on the Company's website at [www.netcall.com](http://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 offices of Taylor Wessing LLP, 5 New Street Square, London, EC4A 3TW, on 24 November 2016 at 10.30am for the transaction of the following business:

### ORDINARY BUSINESS

#### Resolutions 1 to 6 will be proposed as ordinary resolutions:

1. That the Company's Annual Accounts for the financial year ended 30 June 2016 together with the Directors' Report and the Auditors' Report on those accounts be adopted.
- 2.1 That a final dividend of 1.1 pence per ordinary share recommended by the Directors, payable on 11 January 2017 to those shareholders registered at the close of business on 9 December 2016 for the financial period ending 30 June 2016, be approved.
- 2.2 That an enhanced dividend of 0.95 pence per ordinary share in respect of the year ended 30 June 2016, to be satisfied in cash and to be paid on 11 January 2017 to those shareholders registered at the close of business on 9 December 2016, be approved.
3. That Michael Edward Wilson Jackson be re-elected as a Director.
4. That Grant Thornton UK LLP be reappointed as Auditors to the Company until the conclusion of the next Annual General Meeting of the Company.
5. That the Directors be authorised to determine the Auditors' remuneration.
6. 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 or grant rights to subscribe for, or convert any security into, shares in the Company:-

- (a) up to an aggregate nominal amount of £2,311,125; and
- (b) up to a further aggregate nominal amount of £2,311,125 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 23 February 2018 or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2017 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 Resolution which will be proposed as a special resolution:

**7.** To resolve as a special resolution:

“That:

- (i) subject to the passing of resolution 6 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 £693,337;
- (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”.

**8.** 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 13,866,748 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 110% of the average market value for an ordinary share, as derived from the London Stock Exchange Daily Official 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 23 February 2018 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.”

The Directors believe that the proposals set out in Resolutions 1 to 8 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.

24 October 2016

3rd Floor, Hamilton House, 111 Marlowes, Hemel Hempstead, Hertfordshire, HP1 1BB.

## NOTES

- (1) A member entitled to attend and vote at the meeting convened by the above Notice is entitled to appoint a proxy to attend and speak and vote on his behalf. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
- (2) 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 22 November 2016 (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) at the offices of Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA; or
  - (b) submit your proxy electronically at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) by completing the authentication requirements on the website so as to be received by 10.30am on 22 November 2016 (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.

Completion of the Form of Proxy or appointment of a proxy through CREST will not prevent you from attending and voting in person.

- (3) 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 24 November 2016 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](http://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 (ID7RA11) 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).

- (4) Any member or his or her proxy attending the Annual General Meeting has the right to ask any question at the meeting relating to the business of the meeting.

- (5) 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 22 November 2016 shall be entitled to attend and 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 attend and 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 attend and vote at the meeting.
- (6) 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.
- (7) The following documents are available for inspection at the registered office of the Company, 3rd Floor, Hamilton House, 111 Marlowes, Hemel Hempstead, Hertfordshire, HP1 1BB, 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 and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the 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; and
  - (d) copies of the Articles of Association of the Company.
- (8) As at 21 October 2016 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 140,536,667 ordinary shares of which 1,869,181 are held in treasury. Therefore, the total number of voting rights in the Company as at 21 October 2016 (being the last business day prior to the publication of this Notice) is 138,667,486.
- (9) 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.