

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should consult immediately an independent financial adviser fully authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your Ordinary Shares, please send this document and the accompanying Form of Proxy immediately to the purchaser or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser.

The Directors, whose names appear on page 3, accept responsibility both individually and collectively for all the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all care to ensure that such is the case) the information contained in the document is in accordance with the facts and does not omit to state anything likely to affect the import of such information.



Netcall plc

(Incorporated and registered in England with registered no. 01812912)

Notice of Extraordinary General Meeting

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of Netcall plc as set out on page 3 of this document and which recommends that you vote in favour of the Resolution to be proposed at the Extraordinary General Meeting referred to below.

Notice of an Extraordinary General Meeting of the Company convened for 12 noon on Tuesday 11 September 2007 to be held at 10 Harding Way, St Ives, Cambridgeshire, PE27 3WR is set out at the end of this document and you will find enclosed a form of proxy for use at the Extraordinary General Meeting. Whether or not you intend to be present at the meeting, you are requested to complete this form which should be completed and returned so as to be received by the Company's registrars, Neville Registrars Limited by hand (during normal business hours) at Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA or by post at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not less than 48 hours before the time fixed for the meeting. Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting at the Extraordinary General Meeting should they so wish.

Copies of this document will be available free of charge during normal business hours on weekdays (excluding public holidays) from the date hereof until 17 September 2007 from the offices of Evolution Securities Limited, 100 Wood Street, London, EC2V 7AN, United Kingdom.

CONTENTS

	Page
Letter from the Chairman	3
Notice of the Extraordinary General Meeting	5
Proxy Form	7

LETTER FROM THE CHAIRMAN OF NETCALL PLC

Netcall plc

Directors:

R Allsop

R Elder

H Bang

Registered and Head Office:

10 Harding Way

St Ives

Cambridgeshire

PE27 3WR

17 August 2007

Dear Shareholder

Extraordinary General Meeting

I am writing to inform you that an Extraordinary General Meeting of the Company has been convened for 12 noon on Tuesday 11 September 2007 to propose a resolution to give the Company authority to undertake market purchases of its own shares.

As you will be aware, the Company's recent cancellation of its share premium account was approved by the High Court on 20 June 2007 and became effective upon registration with Companies House on 28 June 2007. As outlined to you in my letter of 27 April 2007, the effect of this cancellation has been to eliminate the accumulated losses of the Company and create distributable reserves for the first time.

Under its articles of association and Section 163 of the Companies Act 1985, the Company has the power to purchase its own shares. The resolution to be proposed at the EGM will enable the Company, subject to certain limitations, to purchase shares in the market for cancellation. This authority would last for the period until conclusion of the Company's Annual General Meeting in 2008. Such authority would allow for purchases to be made on the terms set out in the Resolution of up to a maximum number of 6,605,000 ordinary shares (representing approximately 10% of the present issued ordinary share capital). A purchase of the proposed maximum of 6,605,000 ordinary shares at the share price of 26.5p (the closing market price on 15 August 2007) would involve the Company in the expenditure of approximately £1.75 million before stamp duty and commissions, and at the proposed minimum permitted price of 5.0p would involve the expenditure, on the same basis, of £0.33 million.

As at 17 August 2007 there were outstanding options to subscribe for a total of 6,440,000 ordinary shares in the Company, representing approximately 9.75% of the Company's issued share capital at that time. If the Company was to exercise in full the proposed authority to purchase its own shares and prior to such purchase the Company's issued share capital remained unchanged, the shares for which there are outstanding options to subscribe would represent approximately 10.83% of the Company's issued ordinary share capital, as reduced by those purchases.

The Directors intend to use the share purchase authority with discretion and purchases would only be made from funds not required for other purposes and in the light of market conditions prevailing at the time. In reaching a decision to purchase any shares, your Directors would take account of the Company's cash resources and capital, the effect of such purchase on the Company's business, and any impact on earnings per share or on net tangible assets per share. No announcement will be made by the Company in advance of market purchases, but any purchases made by the Company would be announced by 8.30 am on the business day next following the transaction.

In being granted this authority, the Board is not indicating any commitment to purchase ordinary shares. The authority, if conferred, will only be exercised if to do so would be in the best interest of shareholders generally.

Recommendation

Your Board considers the proposed resolution to be in the best interests of the Company and its shareholders as a whole. Accordingly, your Directors unanimously recommend that you vote in favour of the resolution, as they intend to do in respect of their own holdings.

Yours faithfully

Ron Elder
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Netcall plc (the "Company") will be held at the Company's offices at 10 Harding Way, St Ives Cambridgeshire PE27 3WR on Tuesday 11 September 2007 at 12 noon for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution:

"THAT:

1. The Company be and is hereby generally and unconditionally authorised, pursuant to Section 166 of the Companies Act 1985 (the "Act") to make market purchases (as defined in Section 163 of the Act) of its own ordinary shares of 5 pence each ("ordinary shares") on such terms and in such manner as the directors of the Company shall determine;

The general authority conferred by this resolution shall:

- 1.1 Be limited to a maximum number of 6,605,000 ordinary shares (representing approximately 10% of the issued share capital of the Company as at the date of this notice);
- 1.2 Not permit payment of a price per ordinary share, exclusive of expenses of less than 5 pence or more than 105% of the average price at which business was done in the ordinary shares of the Company in the five business days preceding the purchase;
- 1.3 Expire at the conclusion of the Annual General Meeting of the Company to be held in 2008 save that the Company may before the expiry of the power hereby conferred contract to purchase its own ordinary shares which contract requires or might require the purchase of such ordinary shares wholly or partly after such expiry."

By order of the Board

Abigail Pearson-Hurrell
Secretary

Registered office
10 Harding Way
St Ives
Cambridgeshire
PE27 3WR

17 August 2007

NOTES

- 1 Only holders of ordinary shares, or their duly authorised representatives, are entitled to attend and vote at this meeting. A member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote in his stead. A proxy need not also be a member of the Company. Forms of proxy need to be deposited with the company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not later than 48 hours before the time of the meeting. Completion of a form of proxy will not preclude a member attending and voting in person at the meeting.
- 2 A pre-paid form of proxy is enclosed for holders of ordinary shares.
- 3 A copy of this notice and accompanying letter will be available for the public at the Company's registered office.
- 4 In accordance with regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the register of members of the Company as at 12 noon on the 9 September 2007, shall be entitled to attend and vote at the meeting in respect of the number of shares in their name at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

NETCALL PLC FORM OF PROXY

For use at the Extraordinary General Meeting to be held on 11 September 2007

I (Block letters please)

of

being a member of NETCALL PLC hereby appoint the Chairman of the meeting, or failing him*

of

as my Proxy for me at the EXTRAORDINARY GENERAL MEETING of the Company to be held on 11 September 2007 at 12 noon and at any adjournment of such Meeting and on my behalf to vote:

* If it is desired to appoint as a proxy any other person, delete the Chairman of the meeting, or failing him and insert the name of the proxy; the alteration must be initialled.

Special Resolution	For	Against
1. To approve market purchases of the Company's shares		

Dated2007

Signature of Shareholder:

NOTES

- 1 The Chairman of the meeting shall act as a proxy unless another proxy is desired, in which case, insert the full name of your proxy in the space provided above. A proxy need not be a member of the Company, but must attend the meeting in person. The proxy will act in his/her discretion in relation to any business, other than that above, at the meeting (including any resolution to amend a resolution or to adjourn the meeting).
- 2 When you have completed this form, sign it and return it to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3BR. Any alteration or deletion must be signed and initialled.
- 3 In the case of a corporation, this form of proxy must be executed under its common seal or signed on its behalf by an attorney or officer of the corporation.
- 4 In the case of joint holders, the vote of the senior holder shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of members in respect of the joint holding.
- 5 To be valid, this form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited with the Company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3BR, not less than 48 hours before the time of the meeting (or any adjournment thereof).
- 6 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of members of the Company not later than 12 noon on 9 September 2007 or, if the meeting is adjourned, shareholders entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend and vote at the meeting.

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BUSINESS REPLY SERVICE
Licence No. BM 3865

2



**The Registrar
Neville House
18 Laurel Lane
HALESOWEN
West Midlands
B63 3BR**

First fold

Third fold
and tuck in flap opposite