



# Northern 3 VCT PLC

## SECURITIES NOTE

(including application forms)

Sponsor

Howard Kennedy



This document, the Registration Document and the Summary, which together comprise the prospectus relating to Northern 3 VCT PLC ("the Prospectus"), have been prepared in accordance with the Prospectus Rules made under Section 84 of the Financial Services and Markets Act 2000 and the Prospectus has been approved by and filed with the Financial Services Authority.

Application will be made to the UK Listing Authority for up to 15,000,000 Offer Shares to be issued pursuant to the Offer to be admitted to the Official List. Application will also be made to the London Stock Exchange for up to 15,000,000 Offer Shares to be admitted to trading on its main market for listed securities. It is expected that Admission will become effective, and that dealings in the Offer Shares will commence, by 15 March 2010 and for subsequent allotments thereafter, within 20 Business Days of allotment. The Existing Shares are admitted to the Official List and are traded on the London Stock Exchange's main market for listed securities.

The Company and its Directors, whose names appear on page 7 of this document, each accept responsibility for the information contained in the Prospectus. To the best of the knowledge of the Company and the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

Howard Kennedy is acting as sponsor and Downing Corporate Finance Limited is acting as promoter of the Company in connection with the Offer, and neither of them is advising any other person or treating any other person as a customer or client in relation to the Offer or (subject to the responsibilities and liabilities imposed by FSMA or the regulatory regime established thereunder) will be responsible to any such person for providing the protections afforded to their respective customers or clients, or for providing advice in connection with the Offer.

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## NORTHERN 3 VCT PLC

*(Incorporated in England and Wales under the Companies Act 1985 with registered number 4280530)*

### Offer for Subscription of up to 15,000,000 Offer Shares of 5p each

**Sponsor**  
**Howard Kennedy**

**Manager**  
**NVM Private Equity Limited**

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The existing share capital, together with the Offer Shares to be issued under the Offer, assuming that the Offer is fully subscribed, will be:

	<b>Issued and to be issued fully paid</b>	
	<b>No. of Shares</b>	<b>Nominal value</b>
Shares of 5p each (ISIN: GB0031152027)	43,957,954	£2,197,897.70

A maximum of 15,000,000 Offer Shares, which are being offered to the public, are being made available under the Offer. The Offer will open on 22 January 2010 and may close at any time thereafter but, in any event, no later than 1.00pm on 5 April 2010 for the 2009/10 tax year and 5.00pm on 12 May 2010 for the 2010/11 tax year, unless previously extended by the Directors. The terms and conditions of application are set out on pages 19 and 20 of this document and are followed by an Application Form for use in connection with the Offer. There is no minimum subscription for the Offer to proceed. The Offer is not underwritten.

**Your attention is drawn to the Risk Factors set out on page 2 of this document. An investment in the Company is only suitable for Investors who are capable of evaluating the risks and merits of such an investment and who have sufficient resources to bear any loss which might arise. If you are in any doubt as to the action you should take, you should consult an appropriate financial adviser authorised under the Financial Services and Markets Act 2000.**

This document should be read in conjunction with the Summary and Registration Document, which may be obtained from:

	Downing Corporate Finance Limited Kings Scholars House 230 Vauxhall Bridge Road London SW1V 1AU	NVM Private Equity Limited Northumberland House Princess Square Newcastle upon Tyne NE1 8ER
<b>telephone:</b>	020 7416 7780	0191 244 6000
<b>download:</b>	<a href="http://www.downing.co.uk">www.downing.co.uk</a>	<a href="http://www.nvm.co.uk">www.nvm.co.uk</a>
<b>email:</b>	<a href="mailto:vct@downing.co.uk">vct@downing.co.uk</a>	<a href="mailto:n3vct@nvm.co.uk">n3vct@nvm.co.uk</a>

## RISK FACTORS

The Company's business, financial condition or results could be materially and adversely affected by any of the risks described below. In such cases, the market price of the Offer Shares may decline due to any of these risks and Investors may lose all or part of their investment. Additional risks and uncertainties not presently known to the Directors, or that the Directors currently deem immaterial, may also have an adverse effect on the Company. The Directors consider the following to be all the material known risks for potential Investors in the Company, but the risks listed do not necessarily comprise all those associated with an investment in the Company and are not set out in any particular order of priority:

- Although it is intended that the Company will be managed so as to continue qualifying as a VCT, there is no guarantee that such status will be maintained. Failure to do so could result in adverse tax consequences for Investors, including being required to repay the 30% income tax relief.
- The levels and bases of reliefs from taxation may change and could apply retrospectively. The tax reliefs referred to in this document are those currently available and their value depends on the individual circumstances of Investors. The Company's objectives have been set on the basis that all Investors obtain 30% income tax relief on their subscriptions. Therefore, this investment may not be suitable for Investors who do not qualify for the full 30% income tax relief.
- Although the Offer Shares will be Listed, it is unlikely that a liquid market in the Offer Shares will develop as the initial income tax relief is only available to those subscribing for new shares and there may only be one market maker. It may, therefore, prove difficult for Shareholders to sell their Offer Shares. In addition, there is no guarantee that the market price of the Offer Shares will fully reflect their underlying NAV or the ability to buy and sell at that price. It should be noted that shares held in a VCT usually trade at a discount to the VCT's NAV.
- The Offer Shares are being issued at a price, calculated on the basis of a formula, based on the latest published NAV of the Company. The most recent published unaudited NAV of the Company is at 31 December 2009; Investors should be aware that if a revised NAV is published during the course of the Offer, Investors may receive a different allocation of Offer Shares from that anticipated.
- Shareholders should be aware that the sale of Offer Shares within five years of their subscription will require the repayment of some or all of the 30% income tax relief obtained upon investment. Accordingly, investment in the Company is not suitable as a short or medium term investment.
- The majority of the Company's investments will be in companies whose securities are not publicly traded or freely marketable and may, therefore, be difficult to realise. Such businesses may well be in high risk sectors and would therefore be exposed to greater risks than established businesses.
- In order to comply with VCT legislation, the Qualifying Companies in which the Company invests, utilising the net proceeds of the Offer, must have gross assets of not more than £7 million prior to such investment and have fewer than 50 full time employees. Such companies generally have a higher risk profile than larger companies and may also have limited trading records. Therefore, Qualifying Companies may not produce the anticipated returns and Investors could get back less than they invested.
- There is no guarantee that the Company's objectives will be met or that suitable investment opportunities will be identified.
- The Company's ability to obtain maximum value from its investments (for example, through their sale) may be limited by the requirements of the relevant VCT legislation in order to maintain the VCT status of the Company (such as the obligation to have at least 70% by value of its investments in Qualifying Investments).
- The past performance of investments made by the Company or other funds managed by NVM should not be regarded as an indication of the future performance of investments made by the Company.
- Changes in legislation, including those proposed in the Pre-Budget Report 2009, concerning VCTs in general, and Qualifying Investments and qualifying trades in particular, could be applied retrospectively and may limit the number of new qualifying investment opportunities and/or reduce the level of returns which would otherwise have been achievable.
- The value of Offer Shares and the income derived from them may go down as well as up and Shareholders may not receive back the full amount invested.
- The Company's ability to make market purchases of its own Shares each year may be limited by the liquidity of the Company, the rules of the UK Listing Authority, the Act and the VCT Regulations.

## FORWARD-LOOKING STATEMENTS

Potential Investors should not place undue reliance on forward-looking statements. This Securities Note includes statements that are (or may be deemed to be) "forward-looking statements", which can be identified by the use of forward-looking terminology including terms such as "believes", "continues", "expects", "intends", "may", "will", "would", "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. Forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward-looking statements contained in this Securities Note, based on past trends or activities, should not be taken as a representation that such trends or activities will continue in the future. These statements will be updated as and when required by the Prospectus Rules, the Listing Rules and the DTR, as appropriate.

**Potential Investors should consult their professional advisers.**

# PART I – Northern 3 VCT PLC

## INTRODUCTION

VCTs were introduced to encourage individuals, by offering them substantial tax benefits, to invest in a portfolio of investments comprising at least 70% unlisted UK trading companies. VCTs are investment companies whose shares are listed on the Official List and traded on the London Stock Exchange. To date, over £3.5 billion has been raised by more than 100 VCTs.

VCTs were created so that their Investors can benefit from a spread of Qualifying Investments under the supervision of professional managers, who can in many cases contribute valuable experience, contacts and advice to the businesses in which VCTs invest. For the tax benefits to be available, VCTs have to be approved by HM Revenue & Customs for the purposes of the VCT legislation. VCTs are entitled to exemption from corporation tax on any gains arising on the disposal of their investments and such gains may be distributed tax-free to Investors.

New Shareholders who subscribe for the Offer Shares will have the benefit of having exposure to the existing investments of the Company. As at the date of this document, the Company's venture capital portfolio comprised 37 investments with a carrying value of £13.7 million.

## REASONS FOR THE OFFER

The Directors believe that the Offer will benefit Shareholders in a number of ways:

- (i) **Diversity** – The additional funds raised will expand the capital base of the Company and allow an increased spread of risk across a larger number of investments and at various stages of the business cycle and be invested in accordance with the Company's investment policy. If the Offer is fully subscribed, the Directors expect that the combined pool of investments should increase to between 45 and 50 companies by 2013.
- (ii) **Costs** – The fixed running costs of the Company will be spread over a larger asset base, thereby reducing the overall level of the running costs to existing Shareholders as a percentage of the Company's assets.
- (iii) **Liquidity** – Increasing the overall size of the Company may lead to increased secondary market liquidity in the Company's Shares in the longer term.

## OBJECTIVES OF THE COMPANY

Northern 3 VCT is managed by NVM Private Equity. It invests mainly in unquoted venture capital holdings and aims to provide high long-term tax-free returns to Shareholders through a combination of dividend yield and capital growth.

## INCOME

The Board has a stated objective of paying an annual dividend of at least 4p per Offer Share, subject to the availability of sufficient distributable profits. Set out below is a table illustrating the returns to Shareholders on Offer Shares assuming an annual dividend of 4p per Offer Share is paid. Investors should note that the target minimum annual dividend of 4p per Offer Share is an objective and is not guaranteed.

Illustrative yield per Offer Share (after 30% income tax relief)				
Net of tax offer price <sup>1</sup>	Target annual dividends	Tax-free yield	Gross equivalent yield	
			40% taxpayer <sup>2</sup>	50% taxpayer <sup>2</sup>
66.5p	4.0p	6.0% p.a.	8.0% p.a.	9.4% p.a.

<sup>1</sup> The returns listed are based on the Initial Offer Price of 95p multiplied by 70%, to reflect initial income tax relief of 30%. Investors should note that they will be required to pay the full offer price and claim the income tax relief separately.

<sup>2</sup> The gross equivalent yield is the yield on a non-VCT UK dividend that would result in a net yield of 4.21% (being a 4p dividend divided by 95p, the Initial Offer Price), assuming a 40% taxpayer and 50% taxpayer respectively.

## VCTS FOR RETIREMENT PLANNING

The Board believes that an investment in the Company could be used in conjunction with pensions for retirement planning for certain Investors for the following reasons:

- i) The Company will provide tax-free income.
- ii) Recent tax legislation has made pension contributions less attractive to those earning over £130,000 because of potentially lower levels of tax relief on pension contributions and higher marginal rates of income tax on pension income.

The table below compares the tax reliefs of VCTs and pensions.

Comparison of VCTs and Pensions		
	VCT	Pension
Effective Tax Relief	30%	20%-40%
Income Tax	Tax-free	25% of fund at retirement can be taken as a tax-free lump sum Balance taxed as earned income
Capital Gains Tax	Tax-free	N/a
Minimum Holding Period	5 Years	Until retirement
Maximum Annual Investment	£200,000	Lower of £245,000 or taxable income
Maximum Total Investment	None	£1,750,000
Death	Value can be passed onto beneficiaries (may be subject to inheritance tax)	After an annuity is purchased there will be no inheritance

The above figures assume that the Shareholder and the VCT qualify for all applicable tax reliefs.

*(source: Downing)*

## INVESTMENT POLICY

The Company's objective is to provide high long-term tax-free returns to Shareholders through a combination of dividend yield and capital growth, by investing in a portfolio mainly comprising holdings in unquoted UK companies.

The Company is a Venture Capital Trust approved by HM Revenue & Customs. In order to maintain approved status, the Company must comply on a continuing basis with the provisions of Section 274 of the Income Tax Act 2007; in particular, the Company is required at all times to hold at least 70% of its investments (as defined in the legislation) in VCT qualifying holdings, of which at least 30% must comprise eligible ordinary shares. For this purpose a "VCT qualifying holding" consists of up to £1 million invested in any one year in new shares or securities of a UK unquoted company (which may be quoted on AIM) which is carrying on a qualifying trade, and whose gross assets at the time of investment do not exceed a prescribed limit. The definition of "qualifying trade" excludes certain activities such as property investment and development, financial services and asset leasing.

The Company's investment policy has been designed to enable the Company to comply with the VCT qualifying conditions set out above. The Directors intend that the long-term disposition of the Company's assets will be approximately 80% in a portfolio of VCT-qualifying unquoted and AIM investments and 20% in cash or near-cash investments (including listed fixed-interest securities), to provide a reserve of liquidity which will maximise the Company's flexibility as to the timing of investment acquisitions and disposals, dividend payments and share buy-backs. Within the VCT-qualifying portfolio, investments will be structured using various investment instruments, including ordinary and preference shares, loan stocks and convertible securities, to achieve an appropriate balance of income and capital growth, having regard to the VCT legislation.

The target size range for Qualifying Investments is from approximately £250,000 to £1 million (the maximum permitted within any tax year), with an average investment of over £500,000. As a result, and based on the Company's present gross assets of approximately £26 million, no single investment would normally represent more than 5.0% of the Company's total assets at the time of acquisition. However, Shareholders should be aware that the Company's Qualifying Investments are held with a view to long-term capital growth as well as income and will often have limited marketability; as a result it is possible that individual holdings may grow in value to the point where they represent a significantly higher proportion of total assets prior to a realisation opportunity being available. Investments will normally be made using the Company's equity shareholders' funds and it is not intended that the Company will take on any long-term borrowings.

The Directors consider that the ability to invest jointly with other funds managed by the Manager is desirable because it will enable the Company to participate in larger investments than those which it could undertake using only its own resources. The maximum size of a joint investment is £7 million without breaking any investment rules of the relevant funds. It has been agreed that where a joint investment opportunity arises between the Company and other funds managed by NVM, an investment allocation will be offered to each party pro-rata to their respective net assets at the time of investment. Any costs associated with any such investment will be borne by the relevant party pro-rata to its respective investment.

The net proceeds of the Offer will initially be invested in a portfolio of cash, listed Fixed Income Securities and a range of other securities. In the longer term approximately 20% of the net proceeds of the Offer will be retained in cash and near cash investments (including listed Fixed Income Securities). The Fixed Income Securities portfolio will consist of sterling-denominated financial instruments and Fixed Income Securities issued by the UK Government, European Union governments, and major UK and international companies and institutions, in order to protect the capital invested by concentrating on investment instruments of high credit quality.

### Diversification

The portfolio of Qualifying Investments will be diversified by investing in a broad range of VCT-qualifying industry sectors and by holding investments in companies at different stages of maturity in the corporate development cycle. The normal investment holding period will be in the range from three to seven years. Up to approximately 10% by value of the Company's investments may be in early stage companies with high growth potential.

### Risk Allocation

The net proceeds of the Offer will be put on deposit or invested in listed Fixed Income Securities and a range of other securities, with a view to maintaining capital value, until suitable qualifying investment opportunities are found that fit the Company's requirements. The Company's long term objective is to invest approximately 80% of its net assets in venture capital investments, at which point it is envisaged that the approximate split of the Company's investments will be:

- 20% in cash and near cash investments (including listed Fixed Income Securities);
- 70% in a spread of established unquoted companies (including companies quoted on AIM and PLUS); and
- 10% in early-stage unquoted companies with high growth potential.

### Borrowing

It is not intended that the Company will take on any long term borrowings.

## TRACK RECORD OF THE COMPANY

Northern 3 VCT PLC was incorporated in 2001. The Company's financial performance for the last three financial periods is summarised below:

<b>The Company – Dividends and Total Return</b>				
<b>Period ended</b>	<b>31 December 2009 per Existing Share</b>	<b>31 March 2009 per Existing Share</b>	<b>31 March 2008<sup>1</sup> per Existing Share</b>	<b>30 September 2006 per Existing Share</b>
<b>Dividends</b>				
Dividends in respect of the period <sup>2</sup>	2.0p	4.0p	6.0p	4.0p
<b>Total Return</b>				
Cumulative dividends since inception	24.9p	22.9p	18.9p	12.9p
Net Asset Value (after deduction of relevant dividends) <sup>3</sup>	89.0p	84.0p	96.3p	95.2p
Total Return (net asset value plus cumulative dividends)	113.9p	104.9p	115.2p	106.1p
<sup>1</sup> The results to 31 March 2008 comprised an eighteen month period. <sup>2</sup> Dividends have been listed against the period to which they relate and deducted from the NAV as applicable. <sup>3</sup> The Company's most recently published unaudited NAV was 91.0p per Existing Share as at 31 December 2009 (before deducting the interim dividend of 2.0p per Existing Share which was paid on 15 January 2010), giving an unaudited Total Return since launch of 113.9p per Existing Share.				

**Please note that the past performance of the Company is not a guide to the future performance of the Company and no projection is implied or should be inferred.**

## TAXATION BENEFITS TO INVESTORS (see Part IV for further details)

The principal UK tax reliefs, which are available on a maximum investment of £200,000 per individual in each of the 2009/10 and 2010/11 tax years, are set out below:

- **Income tax relief at 30%** of the amount subscribed provided that the VCT shares are held for at least five years. Relief is restricted to the amount which reduces the Investor's income tax liability to nil.
- **Tax-free dividends, which may include capital distributions**, from a VCT.
- **Capital gains tax exemption** on the disposal of ordinary shares in a VCT.

The table below shows the effect of the initial 30% income tax relief (based on an illustrative issue price of 100p per Offer Share):

Effect of Initial Income Tax Relief	
	per Share
<b>Cost of Investment</b>	
Gross Investment	100.0p
30% income tax relief	(30.0p)
Net of tax cost of investment	70.0p
<b>Initial Value of Investment</b>	
Gross subscription by Investor	100.0p
Issue costs	(5.5p)
Initial Net Asset Value	94.5p
Initial "Uplift" (pence)	+24.5p
Initial "Uplift" (%)	+35.0%

The above table shows that, assuming an illustrative issue price of 100p per Offer Share and income tax relief at 30%, the Investor's net of tax cost of investment is 70p per Offer Share and the initial NAV is 94.5p, an "uplift" of 24.5p per share or 35%. **Investors should note that they are required to hold Offer Shares for at least five years in order to retain the income tax relief and, as such, this initial uplift cannot be immediately realised.** (Source: Downing)

The above is only a very brief summary of the UK tax position of Investors in VCTs and is based on the Company's understanding of current law and practice. Further details are set out in Part IV of this document. Potential Investors are recommended to consult their own appropriate professional adviser as to the taxation consequences of their investing in a VCT.

## REALISATION OF INVESTMENT

### Share Buyback Policy

The Company wishes to ensure that there is liquidity in the Shares and accordingly it intends to pursue an active discount management policy.

The Directors therefore intend that the Company will buy back those Shares which Shareholders wish to sell, at a discount of 15% to the latest published NAV, subject to applicable legislation governing the Company, market conditions at the time and the Company having both funds and distributable reserves available for the purpose. Subject to legislative requirements, the Directors may utilise the proceeds of the Offer to fund share buybacks. Shares which are bought back by the Company may be cancelled or held in treasury and later sold in the market. This buyback policy aims to support the Share price by limiting the discount to NAV at which Shares trade. The making and timing of any share buybacks will remain at the absolute discretion of the Board. Under the current listing rules of the UK Listing Authority, the price paid for the Shares cannot be more than the higher of (i) the amount equal to 105% of the average of the middle market quotations for the five business days immediately preceding the date on which the Share is purchased; (ii) the price of the last independent trade; and (iii) the highest then current independent bid on the London Stock Exchange.

### Dividend Policy

A significant benefit of a VCT, not available to an investment trust, is the ability to distribute realised capital gains as well as income by way of tax free dividends. With a view to encouraging the development of a more active secondary market in the Company's Shares the Board intends, as far as possible, to declare an annual dividend of at least 4p per Share, subject to the availability of sufficient distributable profits. This figure is not intended to be a maximum and the Board may declare a higher dividend where the profits in a given year make this possible. The Company paid dividends per Share of at least 4p in respect of each of the last three financial periods ended 31 March 2009, 31 March 2008 and 30 September 2006. The first dividend relating to the Offer Shares is expected to be paid in July 2010 as a final dividend in respect of the year ending 31 March 2010. All dividends unclaimed for twelve years after being declared or becoming due for payment will be forfeited and revert to the Company.

### **Dividend Re-Investment Plan**

It is expected that the first applicable dividend in relation to which the Dividend Re-Investment Plan will operate will be the final dividend for the financial year ending on 31 March 2010, which is expected to be paid in July 2010. Under the Dividend Re-Investment Plan, participants' dividends will be invested in existing Shares purchased in the market, rather than being used to subscribe for new Shares. On the basis of current law, plan participants will not qualify for income tax relief on the amount applied in acquiring Shares and so will not have to hold the Shares for the five year qualifying period applicable to new subscriptions. Shareholders should note that Shares acquired first will be treated as being disposed of first, whether or not income tax relief was obtained on those Shares. The tax consequences of a Shareholder choosing to participate in the Dividend Re-Investment Plan will depend upon his or her personal circumstances. Shares subscribed through the Dividend Re-investment Plan will not form part of each Shareholder's annual limit for new subscriptions in VCTs because they are not new Shares and no income tax relief is available. Dividends paid by the Company are tax-free provided the Shareholder's holding is acquired within the annual qualifying limit of £200,000 and need not be reported in the Shareholder's annual tax return. Any loss or gain accruing to a Shareholder on a disposal of the Shares acquired within the annual qualifying limit of £200,000 will neither be a chargeable gain, nor an allowable tax loss, for the purposes of capital gains tax. Shareholders should consult an independent financial adviser authorised under FSMA.

### **Enhanced Buyback Offer**

The Enhanced Buyback Offer is being made to purchase in aggregate 10% of the Shares in issue as at 12 January 2010 at a price representing a discount of 1% to NAV as at 31 December 2009, adjusted for any declared but unpaid dividends. Under the terms of the Enhanced Buyback Offer each Shareholder will be entitled to apply for 10% of his or her qualifying shareholding to be purchased by the Company at the Enhanced Buyback Price. Shareholders may make applications under the Enhanced Buyback Offer in respect of more than 10% of their total shareholding on the basis that some Shareholders may not wish to participate in the Enhanced Buyback Offer. In this case, any such entitlements not taken up will be allocated on a pro rata basis to Shareholders making applications in respect of more than 10% of their shareholding. Cash arising on the sale of Shares in the Enhanced Buyback Offer will not be released to Shareholders but will be applied in taking up new Shares in the Offer. The Enhanced Buyback Offer will open at the same time as applications can be made under the Offer but will close on 26 February 2010.

## **DIRECTORS**

*The Company has five Directors, all of whom are non-executive. Tim Levett is an executive director of the Manager.*

**James Ferguson BA (Chairman)** was chairman and managing director of Stewart Ivory Limited from 1989 until 2000. He is chairman of Value & Income Trust plc, The Monks Investment Trust PLC, Edinburgh US Tracker Trust plc and The Scottish Oriental Smaller Companies Trust plc, a non-executive director of The Independent Investment Trust plc and a former deputy chairman of the Association of Investment Companies. He was appointed to the Board in 2001.

**Chris Fleetwood BA FCA** is currently chairman of the Darlington Building Society, the Onyx Group Limited and Adit North and is the managing partner of io solutions, e-business strategy advisers. Formerly, he was the group chief executive of Whesoe plc from 1988 until 2000. He was appointed to the Board in 2001.

**John Hustler FCA MSI CF** was for ten years a corporate finance partner at KPMG, where he was head of venture capital; he formed Hustler Venture Partners Limited, a specialist adviser to small firms, in 1993. He is non-executive chairman of Northern Venture Trust and Octopus Titan VCT 2 plc and a non-executive director of Hygea VCT plc. He was appointed to the Board in 2001.

**Tim Levett MBA** is the executive chairman of NVM. His biographical details are given in the section headed "Management Team" on page 13. He was appointed to the Board in 2001. As executive chairman of NVM he is interested in the management and administration deed between NVM and the Company.

**John Waddell LLB** is chief executive of Archangel Informal Investment Limited, a Scottish-based syndicate of individual private equity investors, and was previously a director of Noble Grossart Limited. He was appointed to the Board in 2007.

Directors of the Company have undertaken to subscribe at least £50,000 under the Offer which, based on an expected subscription price of 95.0p per Offer Share, will increase their aggregate holdings to over 310,000 Shares.

## COSTS

### Offer Costs

The Company has agreed to pay Downing an initial fee of 5.5% of the monies raised, together with an annual commission of 0.2% of the monies raised for a period of five years. Out of these fees, Downing will be responsible for paying all the costs of the Offer including commission (as described under the paragraph headed "Commission" below) to authorised financial advisers. The Company will bear no other costs in relation to the Offer.

### Management and Administration Costs

NVM is the Manager of the Company's venture capital investments as set out under an agreement which may be terminated by either party on giving 12 months' notice. The basic rate of the management fee payable to NVM is 2.06% of the Company's Net Assets per annum, and a performance-related element of up to an additional 1% of Net Assets per annum ("Additional Management Fee") can be earned if the Company's total return (NAV growth plus dividends paid) per Share in a financial year exceeds a target set by the Board. The Additional Management Fee is payable at a maximum level of 1% if the total return is two or more times the target, reducing to nil if the total return is equal to or less than the target. The target for the year ending 31 March 2010 is 7%. The Board considers that this arrangement aligns the Manager's remuneration closely with the financial performance of the Company. The Additional Management Fee payable in respect of each financial year is based on the total return for the full year and no provision for any such fee which may eventually become payable has been made in the Company's unaudited financial statements for the period ended 31 December 2009 from which the NAV as at 31 December 2009 has been extracted. NVM also provides secretarial and administration services to the Company, for which it receives an annual fee of £42,000 (plus VAT), payable quarterly in advance. The secretarial and administration fee is adjusted annually in line with changes in the UK Index of Retail Prices.

The Annual Running Costs of the Company are capped at 3.5% of its Net Assets (including any irrecoverable VAT), any excess being borne by the Manager by way of a reduction of its fees. Annual Running Costs include, *inter alia*, Directors' fees, fees for audit and taxation advice, registrars' fees, costs of communicating with Shareholders, the annual fees payable to the Manager (excluding any Additional Management Fee) and the annual commission payment to Downing. The Company's total running costs were 2.92% (including VAT) of its net assets in the year ended 31 March 2009.

### Incentivisation of the Management Team

Investment executives employed by the Manager and nominated by it (in its absolute discretion) to participate in a co-investment scheme and who agree to participate (the "Co-Investors") are required to invest directly (on the same terms as the Company) in the ordinary shares of the investee companies in which the Company invests, whether from the proceeds of the Offer or from the funds attributable to the Existing Shares. Co-Investors are required to subscribe for:

- where the investment comprises a mixture of ordinary shares and loans or redeemable preference shares, 5% of the aggregate amounts invested in ordinary shares at the same time by the Company and the Co-Investors together; or
- where the investment is structured entirely as ordinary shares (including investments quoted on AIM), 1% of the aggregate amount invested at the same time by the Company and the Co-Investors together; or
- where a further investment is made in an existing portfolio company, 1% of the entire investment "strip" (i.e. ordinary shares and any other investment instruments) invested at the same time by the Company and the Co-Investors together.

All investments in unquoted entities made by Co-Investors under the scheme will be realised at the same time as, and on the same terms as, the corresponding investments made by the Company. Co-Investors under the scheme will not necessarily be required to realise investments at the same time as or on the same terms as the corresponding investments made by the Company in respect of investments in quoted entities.

At 31 December 2009, participants in the co-investment scheme held investments in 20 companies acquired at an aggregate cost of £456,000.

The Directors believe that the co-investment scheme enables the Manager to recruit and retain high calibre executives in a competitive market environment, by providing an effective and tax-efficient incentive to Co-Investors at a modest dilution to the Company's investment returns, whilst securing a substantial personal financial commitment from each Co-Investor to the investments made by the Company.

The co-investment scheme, which has been in operation since March 2006, is the only performance incentive scheme in place between the Company and the Manager's executives.

## OTHER INFORMATION

### Taxation and HM Revenue & Customs Approval

The Directors intend to conduct the affairs of the Company so that the conditions for approval as a VCT will continue to be satisfied. HM Revenue & Customs has granted the Company approval under Section 274 ITA as a VCT. The Company intends to continue complying with Section 274 ITA and has retained PricewaterhouseCoopers LLP to advise it on VCT taxation matters.

### The Offer and Minimum and Maximum Subscription

Up to 15,000,000 Offer Shares are now being offered to the public at the Initial Offer Price of 95.0p per Offer Share (unless adjusted by the Pricing Formula), payable in full upon application. The Offer is not underwritten and there is no minimum subscription level for the Offer to proceed. In the event that applications are received for in excess of 15,000,000 Shares under the Offer, the Directors reserve the right to use their absolute discretion in the allocation of successful applications. Applicants are encouraged to submit their Application Forms early in order to be confident that their applications will be successful, as Offer Shares will generally be allotted on a "first come – first served" basis, subject to the absolute discretion of the Board.

The minimum investment per Investor is £5,000. There is no maximum investment although tax reliefs are available on a maximum investment of £200,000 per individual in all VCTs per tax year. A spouse and civil partner can each invest up to £200,000 per tax year. The Offer will open on 22 January 2010 and will close when fully subscribed or no later than 1.00pm on 5 April 2010 for the 2009/10 tax year and no later than 5.00pm on 12 May 2010 for the 2010/11 tax year, unless previously extended.

Application will be made to the UK Listing Authority for the Admission of up to 15,000,000 Offer Shares. The Offer Shares will be issued in registered form and be transferable in both certificated and uncertificated form. The Offer Shares will rank equally with Existing Shares for all dividends and other distributions payable thereafter. It is anticipated that dealings in the Offer Shares will commence on first Admission, expected to take place by 15 March 2010. In respect of Offer Shares allotted thereafter, Admission should take place within twenty days of such allotment. Dealings will not begin before notification of allotments is made. Revocation of the Offer cannot occur after dealings in the Offer Shares have commenced. The Company has applied for the Offer Shares to be admitted to CREST and it is expected that the Offer Shares will be so admitted, and accordingly enabled for settlement in CREST, as soon as practicable after Admission has occurred. Accordingly, settlement of transactions in the Offer Shares following Admission may take place within the CREST system if Shareholders wish. CREST is a voluntary system and Shareholders who wish to receive and retain share certificates will be able to do so. Share certificates (where applicable) and certificates to enable a claim for income tax relief to be made in respect of Offer Shares will be posted to Shareholders within 30 days of each allotment. No notification will be made to successful applicants prior to despatch of definitive share certificates. Prior to despatch of definitive share certificates (where applicable), transfers (if any) will be certified against the register. No temporary documents of title will be issued. CREST accounts will first be credited on the same day on which dealings in the Offer Shares first commence. The ISIN number for the Offer Shares is GB0031152027.

The result of the Offer will be announced to the London Stock Exchange through a Regulatory Information Service provider authorised by the Financial Services Authority.

### Pricing of the Offer

The Offer Shares will be issued at a price calculated on the basis of a formula, based on the latest published NAV of the Company (after deducting (if not already deducted) the interim dividend of 2.0p per Existing Share in respect of the year ending 31 March 2010), divided by 0.945 to allow for issue costs of 5.5% of the amount raised under the Offer, rounded up to the nearest whole penny per Offer Share. Accordingly, the net proceeds of the Offer will be 94.5% of the amount subscribed. Based on the latest reported unaudited NAV of the Company as at 31 December 2009, if fully subscribed, 15,000,000 Offer Shares would be issued at a price of 95.0p per Offer Share and the maximum net proceeds available to the Company would be approximately £13.5 million.

The number of Offer Shares allotted to each Applicant will be determined by the amount subscribed divided by the issue price as determined by the Pricing Formula set out above, rounded up to the nearest whole Offer Share.

Based on the last reported unaudited NAV as at 31 December 2009 of 91.0p less the interim dividend of 2.0p per Existing Share declared in respect of the year ending 31 March 2010 and after allowing for 5.5% issue costs, each Offer Share will be offered at the Initial Offer Price of 95.0p per Share. The actual issue price may be higher or lower than this and it will be determined by the latest published NAV on the business day prior to allotment of the relevant Offer Shares, which will be subject to market conditions. Setting the issue price in accordance with the Pricing Formula has been designed to avoid any dilution of the NAV attributable to each Existing Share when the Offer Shares are issued.

## Commission

Downing will be responsible for paying all the costs of the Offer, including commissions payable to authorised financial advisers on successful applications bearing their stamp. Authorised financial advisers will be paid, by Downing out of its capital raising fees, an initial commission of either 3% or 2.25% (depending on whether they wish to receive trail commission) of the amount invested by their clients. Additionally, provided that the authorised financial adviser continues to act for the client and the client continues to be the beneficial owner of the Shares, the authorised financial advisers who elect to take an initial commission of 2.25% will usually be paid an annual trail commission of 0.25% of their clients' gross subscription for five years. Trail commission will be paid annually in June (commencing June 2011). Authorised financial advisers may agree to waive part or all of their initial commission. In such circumstances, an Investor's application will attract an additional allotment of Offer Shares at no greater cost to the Company or the Investor and the commission waived will be used to satisfy the purchase price of such Offer Shares.

## Availability of the Prospectus and any Supplementary Prospectus

Copies of the Prospectus relating to the Offer and any related supplementary prospectus published by the Company are available for inspection only during normal business hours on any weekday (public holidays excepted) at the UK Listing Authority's Document Viewing Facility, which is situated at the Financial Services Authority, 25 The North Colonnade, London E14 5HS until the Offer closes and may be obtained, free of charge, from the Company's registered office, where they are also on display, and from:

Downing Corporate Finance Limited  
Kings Scholars House  
230 Vauxhall Bridge Road  
London SW1V 1AU

NVM Private Equity Limited  
Northumberland House  
Princess Square  
Newcastle upon Tyne NE1 8ER

Howard Kennedy  
Harcourt House  
19 Cavendish Square  
London W1A 2AW

## PART II – Investment Portfolio

At 31 December 2009, the Company's venture capital portfolio comprised 37 investments with an unaudited aggregate value of £13.7 million. The fifteen largest investments at 31 December 2009 represented in total 41.2% of the net assets of the Company. A summary of the Investment Portfolio, unaudited, is set out below. Further details of the Company's investments are set out in Part III of the Registration Document.

### Summary of the Company's Investment Portfolio at 31 December 2009

	Cost £'000	Valuation* £'000	Unrealised gain/(loss) £'000	Unrealised gain/loss %
<b>Fifteen largest investments</b>				
Axial Systems Holdings <i>supplier of distributed network management solutions</i>	1,004	1,148	144	14%
Paladin Group <i>provider of property management services</i>	861	1,007	146	17%
Phusion Healthcare <i>developer of pharmaceutical products</i>	995	995	-	nil
Advanced Computer Software (quoted on AIM) <i>provider of software to the healthcare sector</i>	429	884	455	106%
Optilan Group <i>telecommunications systems integrator</i>	1,000	821	(179)	-18%
Crantock Bakery <i>manufacturer of premium hand-made Cornish pasties</i>	442	799	357	81%
Crossco (1168) <i>manufacturer of modular buildings</i>	794	794	-	nil
Promanex Group Holdings <i>provider of engineering and maintenance services</i>	1,000	750	(250)	-25%
CloserStill Holdings <i>business-to-business exhibition management</i>	743	743	-	nil
Envirotec <i>manufacturer of hot air curtains and air handling equipment</i>	456	674	218	48%
IG Doors <i>manufacturer of steel and GRP composite doors</i>	500	500	-	nil
Arleigh International <i>supplier of accessories and spares to the holiday home and boating markets</i>	210	462	252	120%
Promatic Group <i>manufacturer and distributor of clay target launch equipment</i>	568	426	(142)	-25%
Wear Inns <i>owner of managed public houses</i>	490	413	(77)	-16%
IDOX (quoted on AIM) <i>developer of software products for document, content and information management</i>	298	407	109	37%
	9,790	10,823	1,033	11%
<b>Other venture capital investments</b>	5,340	2,880	(2,460)	-46%
<b>Total venture capital investments</b>	15,130	13,703	(1,427)	-9%
<b>Listed fixed-interest investments</b>	7,944	7,955	11	nil
Total fixed asset investments	23,074	21,658	(1,416)	-6%
Net current assets		4,615		
<b>Net assets</b>		26,273		

All investments listed above are unquoted except where indicated

\* Valuation as at 31 December 2009 – source: unaudited management accounts of the Company for the period ended 31 December 2009

Investors should note that the net proceeds of the Offer will be invested in accordance with the Company's investment policy, as set out on pages 4 and 5 of this document. **As general economic circumstances and prospects may vary over time there can be no guarantee that future investments will be made in the same sectors or types of companies as the present portfolio.**

## PART III – The Manager: NVM Private Equity

### Introduction

The Company's venture capital investment portfolio is managed by NVM, which specialises in investing in smaller UK companies of the type qualifying under the VCT legislation. NVM was established in 1988 by the executive team previously employed directly by Northern Investors Company and currently manages funds in excess of £175 million through its offices in Newcastle upon Tyne, Reading and Manchester.

NVM's 12 investment executives have together a total of over 180 years' experience in the venture capital industry. NVM is authorised and regulated by the Financial Services Authority under number 141943 and is a member of the BVCA. NVM's team of investment professionals aims to ensure that the Company gains access to some of the best opportunities available to the industry and, by carrying out extensive due diligence procedures, seeks to identify those companies which potentially offer the best possible risk/return scenarios. NVM generates approximately 400 investment opportunities a year but less than 10% of these opportunities are invested in by the Company and the other funds managed by NVM (*source: NVM*).

### Track Record of the Manager

NVM manages three generalist VCTs and Northern Investors Company, a generalist investment trust (which invests jointly with the VCTs managed by NVM). The respective returns of those generalist VCTs to investors who subscribed at launch are as follows:

	Tax year of launch	Net cost <sup>1</sup>	Total Return to date <sup>2</sup>	Increase over net cost (%)	Movement in FTSE All Share (%) <sup>3</sup>
Northern Venture Trust – Ordinary shares	1995/96	80p	166.3p	+108%	+128%
Northern 2 VCT	1998/99	80p	123.5p	+54%	+33%
Northern 3 VCT	2001/02	80p	113.9p	+42%	+42%
Northern Venture Trust – C shares	2005/06	60p	84.8p	+41%	+2%

1 Net cost is the initial offer price of 100p per share less the income tax relief available to investors in each of the VCTs.  
2 Total Return is cumulative dividends paid (including the tax credits where reclaimable) plus the most recently announced net asset value for each VCT in pence per share.  
3 The movement in the FTSE All-Share Index is the total return measure of this index (i.e. it includes income) and is calculated from 5 April in the tax year of launch of each VCT up to 31 December 2009.  
*(Source: announcements made by the relevant VCT through a regulatory information service and FTSE All-Share (total return) Index).*

**Please note that the past performance of the Manager and of the funds it manages may not be repeated and is not a guide to the future performance of the Company and no projection is implied or should be inferred.**

### Deal Flow

The Board considers strong deal flow to be of vital importance to the future performance of the Company. The Manager's credentials are as follows:

- Since 1 January 2007, **funds managed by NVM have invested a total of over £83.8 million** in VCT qualifying companies.
- An average of **£3.9 million has been invested in each later-stage deal** since 1 January 2005 across all funds managed by NVM.
- **NVM has a regional network** of executives based in major business centres across the UK.

## Management team

NVM's investment team comprises six executive directors (four of whom have been NVM executives for over 20 years) and six other executives. The background and experience of the executive directors is as follows:

**James Arrowsmith BSc ACIB** spent his early career in corporate banking and then leveraged finance with HSBC in London. He joined 3i in London in 1995 and moved to their Birmingham office in 1998 where he was responsible for sourcing and executing new investments. He joined NVM in October 2005 as an investment executive and was appointed as a director in October 2007.

**Alastair Conn MA FCA** is finance director of NVM. He qualified as a chartered accountant with Price Waterhouse, and was a co-founder of NVM in 1988, serving as managing director until 2008. He is a non-executive director of Northern 2 VCT and of Northern AIM VCT.

**Martin Green BSc** is managing director of NVM. He qualified as a chartered accountant with Coopers & Lybrand. He joined 3i in 1990 and became a local director in Birmingham in 1996. He moved to the East Midlands to manage three 3i offices, then returned to Birmingham to take responsibility for new investments across the Midlands. In 2002 he joined Montagu Capital, focusing on the UK regional mid-market, before joining NVM as a director in August 2004. He became managing director of NVM in 2008 and is a non-executive director of a number of NVM's portfolio companies.

**Tim Levett MBA** is the executive chairman of NVM. He joined Northern Investors Company in 1985 and became investment director of NVM in 1988, with overall responsibility for NVM's investment activities. He became chairman of NVM in 2008. He is a non-executive director of the Company and of a number of NVM's portfolio companies.

**Chris Mellor BSc FCA MSI** qualified as a chartered accountant with Spicer & Pegler and joined Northern Investors Company in 1986. In addition to secretarial and compliance matters, he is responsible for legal services, information technology systems, London Stock Exchange liaison and personnel. He became a director of NVM in 1996 and is company secretary of the Company, Northern Investors Company, Northern Venture Trust, Northern 2 VCT and Northern AIM VCT.

**Norman Yarrow BCom CA** is the director responsible for the management of NVM's AIM-quoted investments. He qualified as a chartered accountant with Thomson McLintock and then worked for Edinburgh Fund Managers plc and International Leisure Group plc before joining NVM's Edinburgh office in 1989. He became a director of NVM in 1996 and is a non-executive director of Dunedin Smaller Companies Investment Trust plc and several other companies. He was a member of the London Stock Exchange's AIM Advisory Group from 2000 to 2004.

Directors of the Manager (including Tim Levett) hold over 300,000 Shares in the Company in aggregate and have committed to invest a further £50,000 under the Offer.

## Substantial Investments by the Board and the Executives of the Manager

By the time the Offer closes, the Directors and the executives of the Manager will beneficially own over 550,000 Shares in the Company.

## PART IV – Taxation

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### VCTs: Summary of the applicable legislation in respect of investors

#### 1. Taxation of a VCT

VCTs are exempt from corporation tax on chargeable gains. There is no restriction on the distribution of realised capital gains by a VCT, subject to the requirements of company law. The Companies will be subject to corporation tax on their income (excluding dividends received from UK companies) after deduction of attributable expenses.

#### 2. Tax reliefs for individual investors

Individuals who subscribe for Offer Shares must be aged 18 or over to qualify for the tax reliefs outlined below.

##### *Relief from income tax*

An investor subscribing up to £200,000 in the 2009/10 tax year for eligible shares in a VCT will be entitled to claim income tax relief, at the rate of 30%, although this relief will be withdrawn if either the shares are sold within five years or the investor takes out a loan which would not have been made, or would not have been made on the same terms, save for the acquisition of such shares. Relief is restricted to the amount which reduces the investor's income tax liability to nil. However, tax credits on dividends are notional and cannot be repaid and, therefore, investors should take this into account when calculating the value of the income tax relief.

##### *Dividend relief*

An investor who subscribes for or acquires eligible shares in a VCT (up to a maximum of £200,000 in the 2009/10 tax year) will not be liable for UK income tax on dividends paid by the VCT. The income received by the VCT will usually constitute either interest (on which the VCT may be subject to tax) or a dividend from a UK company (on which the VCT would not be subject to tax). The VCT's income, reduced by the payment of tax (if applicable), can then be distributed tax-free to investors who benefit from this dividend relief. There is no withholding tax on dividends paid by a UK company and consequently the Company does not assume responsibility for the withholding of tax at source. Dividends carry a tax credit at the rate of one-ninth of the net dividend which is not repayable and which cannot be utilised in any other way.

##### *Capital gains tax relief*

A disposal by an individual investor of his shares in a VCT will give rise to neither a chargeable gain nor an allowable loss for the purposes of UK capital gains tax. This relief is also limited to disposals of shares acquired within the £200,000 limit described above.

##### *Loss of tax reliefs*

- (i) If a company which has been granted approval or provisional approval as a VCT subsequently fails to comply with the conditions for approval, VCT status may be withdrawn or treated as never having been given. The exemptions from corporation tax on capital gains will not apply to any gain realised after VCT status is lost (and on any gain realised by the VCT if approval is deemed never to have been given).
- (ii) For investors, the withdrawal of VCT status may (depending upon the timing of such withdrawal) result in:
  - repayment of the 30% income tax relief on subscription for new VCT shares;
  - income tax becoming payable on subsequent payments of dividends by the company; and
  - a liability to tax on capital gains being suffered in the normal way on the disposal of shares in the company, except that any part of the gain attributable to the period for which the VCT was approved would be exempt.
- (iii) The consequences for investors in a company which never obtains full unconditional approval as a VCT are as follows:
  - repayment of the 30% income tax relief on subscriptions for new VCT shares and interest on overdue tax may arise;
  - income tax becoming payable on all payments of dividends by the company; and
  - any gain arising on a disposal of the shares would be liable to capital gains tax and losses on the shares would be allowable losses for capital gains tax purposes.

The Offer Shares are eligible VCT shares for the purposes of this section.

#### 3. Consequences of an investor dying or a transfer of Shares between spouses

##### (i) *Initial income tax*

If an investor dies at any time after making an investment in a VCT, the transfer of shares on death is not treated as a disposal and, therefore, the initial income tax relief is not withdrawn. However, the shares will become part of the deceased's estate for inheritance tax purposes.

##### (ii) *Tax implications for the beneficiary*

Provided a number of conditions are met, the beneficiary of any VCT shares will be entitled to tax-free dividends and will not pay capital gains tax on any disposal, but will not be entitled to any initial income tax relief.

##### (iii) *Transfer of shares between spouses*

Transfers of shares in a VCT between spouses is not deemed to be a disposal and therefore all tax reliefs will be retained.

#### 4. General

##### (i) *Investors who are not resident in the UK*

Non-resident investors, or investors who may become non-resident, should seek their own professional advice as to the consequences of making an investment in the Company, because they may be subject to tax in other jurisdictions.

##### (ii) *Stamp duty and stamp duty reserve tax*

No stamp duty or (unless shares in a VCT are issued to a nominee for a clearing system or a provider of depository receipts) stamp duty reserve tax will be payable on the issue of such shares. The transfer on the sale of shares would normally be subject to ad valorem stamp duty or (if an unconditional agreement to transfer such shares is not completed by a duly stamped transfer within two months) stamp duty reserve tax generally, in each case at the rate of 50p for every £100 or part of £100 of the consideration paid where the total consideration exceeds £1,000 or if it forms part of a series of transactions where the total consideration exceeds £1,000. Such duties would be payable by a person who purchases such shares from the original subscriber.

##### (iii) *Purchases in the market after listing*

Any subsequent purchaser of existing VCT shares, as opposed to a subscriber for new VCT shares, will not qualify for income tax relief on investment but may benefit from dividend relief and from capital gains tax relief on the disposal of his VCT shares.

##### (iv) *The VCT Regulations 2004*

The VCT Regulations came into force on 17 October 2004. Under the VCT Regulations, monies raised by any further issue of shares by an existing VCT must be applied by that VCT for qualifying purposes. If any of the money raised (except for amounts which HM Revenue & Customs agrees are insignificant in the context of the whole issued ordinary share capital of the VCT) is used by the VCT to purchase its own shares then the funds may be deemed to not have been used for a qualifying purpose.

**The above is only a summary of the tax position of individual investors in VCTs and is based on the Companies understanding of current law and practice. Investors are recommended to consult a professional adviser as to the taxation consequences of their investing in a VCT. All tax reliefs referred to in this document are UK tax reliefs**

## PART V – Definitions

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Where used in this document the following words and expressions will, unless the context otherwise requires, have the following meanings:

"Act"	Companies Act 2006
"Admission"	admission of the Offer Shares to the Official List of the UK Listing Authority and to trading on the London Stock Exchange's main market for listed securities
"AIM"	AIM, a market operated by the London Stock Exchange
"Annual Running Costs"	annual costs and expenses incurred by the Company in the ordinary course of its business (including irrecoverable VAT), but excluding any Additional Management Fees (as defined on page 8 under the heading Management and Administration Costs)
"Applicant"	an Investor who subscribes for Offer Shares pursuant to the Prospectus
"Application Form"	form of application for Offer Shares under the Offer attached to this document
"Articles"	articles of association of the Company as amended from time to time
"Business Day"	day (excluding Saturdays, Sundays and public holidays) on which clearing banks are open for normal banking business in the City of London
"BVCA"	British Private Equity and Venture Capital Association
"Company" or "Northern 3 VCT"	Northern 3 VCT PLC
"CREST"	relevant system (as defined in the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755)) for the paperless settlement of transfers and the holding of shares in uncertificated form which is administered by Euroclear UK & Ireland Limited
"CREST Regulations"	Uncertificated Securities Regulations 1995 (SI 1995/3272)
"Directors" or "Board"	directors of the Company from time to time
"Dividend Re-investment Plan"	Northern 3 VCT PLC Dividend Re-investment Plan established pursuant to the terms and conditions set out in the document being sent to Shareholders in January 2010, as amended from time to time
"Downing"	Downing Corporate Finance Limited, which is authorised and regulated by the Financial Services Authority
"Enhanced Buyback Offer"	the enhanced buyback offer made to Shareholders set out in a circular to sent to Shareholders in January 2010
"Existing Shares"	ordinary shares of 5p each in the capital of the Company issued as at the date of this document (ISIN: GB0031152027)
"Fixed Income Securities"	investments made by the Company which do not comprise Qualifying Investments, such as bank deposits, loan stock, preference shares and other debt instruments with a credit rating of at least A minus (Standard & Poor's) or A3 (Moody's) or equivalent in respect of preference shares and other debt instruments
"FSA"	Financial Services Authority
"FSMA"	Financial Services and Markets Act 2000, as amended
"Initial Offer Price"	95.0p per Offer Share being the price at the date of this document
"Investor"	subscriber of Shares
"ITA"	Income Tax Act 2007
"Listed"	admitted to the Official List and to trading on the London Stock Exchange's main market for listed securities
"Listing Rules"	listing rules made by the FSA under Part VI of FSMA
"London Stock Exchange"	London Stock Exchange plc
"ML Regulations"	Money Laundering Regulations 2007
"NAV" or "Net Asset Value"	net asset value in pence per Share
"Net Assets"	net asset value of the Company's entire assets and undertaking as determined by reference to its latest annual audited accounts or, as applicable, unaudited half-yearly accounts or interim management statements
"Northern 2 VCT"	Northern 2 VCT PLC
"Northern AIM VCT"	Northern AIM VCT PLC
"Northern Investors Company"	Northern Investors Company PLC

<b>"Northern Venture Trust"</b>	Northern Venture Trust PLC
<b>"NVM" or "Manager" or "NVM Private Equity"</b>	NVM Private Equity Limited which is authorised and regulated by the Financial Services Authority
<b>"Offer"</b>	offer for subscription of up to 15,000,000 Offer Shares
<b>"Offer Shares"</b>	new ordinary shares of 5p each in the capital of the Company being issued under the terms of the Offer (ISIN: GB0031152027)
<b>"Official List"</b>	official list of the UK Listing Authority
<b>"PLUS"</b>	trading facility operated by PLUS Markets Group plc
<b>"Pricing Formula"</b>	mechanism by which the pricing of the Offer may be adjusted according to the latest published NAV, after deduction (if not already deducted) of the interim dividend of 2.0p per Share in respect of the year ending 31 March 2010, as described on page 9 of this document
<b>"Prospectus"</b>	this document, the Registration Document and the Summary which together describe the Offer in full
<b>"Prospectus Rules"</b>	Prospectus Rules issued by the FSA and made under Part IV of FSMA
<b>"Qualifying Company"</b>	unquoted company carrying on a qualifying trade wholly or mainly in the United Kingdom and which satisfies certain other conditions as defined in Chapter 4 Part 6 ITA
<b>"Qualifying Investment"</b>	investment in an unquoted trading company, which comprises a qualifying holding for a VCT as defined in Chapter 4 Part 6 ITA
<b>"Registrar"</b>	Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA
<b>"Registration Document"</b>	registration document prepared in accordance with the Prospectus Rules in connection with the Offer
<b>"Sarasin"</b>	Sarasin & Partners LLP
<b>"Securities Note"</b>	this document prepared in accordance with the Prospectus Rules in connection with the Offer
<b>"Shareholders"</b>	holders of Shares
<b>"Shares"</b>	Existing Shares or Offer Shares, as the context may require
<b>"Sponsor"</b>	Howard Kennedy
<b>"Summary"</b>	summary of the Offer prepared in accordance with the Prospectus Rules
<b>"Total Return"</b>	sum of NAV and the cumulative dividends paid to shareholders per share
<b>"UK Listing Authority"</b>	FSA acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000
<b>"VCT Regulations"</b>	The Venture Capital Trust (Winding Up and Mergers) (Tax) Regulations 2004
<b>"VCT"</b>	venture capital trust as defined in Section 259 ITA

## PART VI – Additional Information

### 1. Articles of Association

The Articles contain the following details of the rights attaching to the Shares.

#### (a) Dividends and distributions

- (i) The Company may in general meeting from time to time declare dividends to be paid to members not exceeding the amount recommended by the Board. If, in the Board's opinion, the Company's profits justify such payments, the Board may pay interim dividends on any class of shares of such amounts and on such dates as they see fit. Provided that the Directors act in good faith, they shall not be liable for any loss the holders of such shares may suffer as a consequence of such a payment.
- (ii) Unless otherwise provided all dividends shall be declared and paid pro rata to the nominal amounts of the shares in respect whereof the dividend is paid. Dividends shall be paid only from profits available for distribution. Subject to the provisions of the Act the profits and losses of the Company on a purchase of any asset, business or property previously bought by the Company (before or after the date of incorporation of the Company) may be treated for all purposes as profits and losses of the Company. Any dividend or interest payable in shares or securities may at the discretion of the Directors be treated as revenue and it shall not be obligatory to capitalise the same. No dividend or other monies payable or shares shall bear interest against the Company.
- (iii) The Directors may deduct from any dividend or other monies payable to any member on or in respect of a share any sums presently payable by the member on account of calls or otherwise in relation to shares in the Company. The Directors may retain the dividends payable upon shares in respect of which any person is entitled to become a member, or which any person is entitled to transfer, until such person shall become a member or shall transfer the shares. A waiver of any dividend shall be effective only if such waiver document is signed by the shareholder and delivered to the Company. Payment by the Directors of any unclaimed dividend into a separate account shall not constitute the Company as a trustee in respect of the unclaimed amount. Any unclaimed dividend shall revert to the Company after a period of 12 years.
- (iv) Upon the recommendation of the Directors by ordinary resolution the Company may direct payment of a dividend by distribution of specific assets. The Directors may settle any difficulty in this respect in a matter they think expedient and in particular may issue fractional certificates, may fix the value for distribution, may determine that cash payments shall be made in order to adjust the rights of all parties and may vest any such specific assets in trustees. A waiver of any dividend is only effective if signed and delivered by the Shareholder to the Company and if or to the extent that it is accepted or acted upon by the Company.
- (v) Any dividend or other monies payable in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the member, or such person as the member directs in writing. Every such cheque or warrant should be made payable to the member or the person the member directs in writing. Dividends may also be paid by any other method the Directors consider appropriate. Every such cheque or warrant is sent at the risk of the person entitled to the money. If on two consecutive occasions cheques or warrants sent are returned undelivered or left uncashed the Company need not despatch further cheques or warrants until the member has notified the Company of the correct address or appropriate address. If two or more people are registered as joint holders of any share any one of them may give effectual receipts for any dividend or other monies payable or properly distributable on or in respect of the shares. There are no fixed dividend dates.
- (vi) A resolution declaring a dividend may be retrospective and payable in accordance with the Shareholders' respective holdings.
- (vii) The Directors, if so authorised by ordinary resolution, may offer the holders of ordinary shares the right to receive further ordinary shares instead of cash in respect of any dividend payment. The following provisions shall apply:
  - a particular dividend may be specified, or all or any dividends resolved to be paid within a specified period (such period may not end later than the fifth annual general meeting after the meeting at which such ordinary resolution is passed);
  - the value of the entitlement of each holder to new Shares shall be not less than but may (by special resolution) exceed, such cash amount of the dividend that such holder elects to forgo;
  - if the Directors intend to offer an election in respect of a dividend, they shall announce that intention, and shall notify the holders in writing and specify the procedure;

- the Directors shall not proceed with any election unless the Company has sufficient reserves or funds;
- the Directors may exclude any holders if they believe that the making of the offer to them would or might involve the contravention of the laws of any regulatory body or stock exchange;
- a dividend shall not be payable on the ordinary shares on which an election has been made and instead additional ordinary shares shall be allotted to the holders of these shares but the additional ordinary shares when allotted shall rank *pari passu* in all other respects with the fully paid ordinary shares; and
- the Directors may do all things necessary or expedient to give effect to such capitalisation.

#### (b) Voting rights

- (i) The Shares shall carry the right to receive notice of and to attend and to speak and vote at any general meeting of the Company.
- (ii) Subject to the provisions of the Act, to any special terms as to voting on which any shares may be issued, or may for the time being be held and to any suspension or abrogation of voting rights pursuant to the Articles, on a show of hands every member who is present in person or by proxy at any general meeting of the Company shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder.
- (iii) A proxy need not be a member of the Company. The instrument appointing a proxy shall be in writing in any common form or in such other form as the Board may approve. The proxy instrument shall be delivered to the registered office of the Company or at such other specified place in the UK not less than 48 hours before the time appointed for holding the meeting (or adjourned meeting). Any proxy instrument that is not properly delivered shall be invalid. The proxy instrument shall be valid for any adjournment of the meeting for which the original proxy was intended. A member may appoint more than one proxy to attend on the same occasion, provided that each proxy is appointed to exercise rights attached to a different share or shares held by him or her.
- (iv) In the case of joint holders, the vote of the senior holder shall be accepted to the exclusion of the votes of the other joint holders. Seniority is determined by the order in which the names of the holders stand in the register of members. A member against whom an order by a court has been made concerning mental disorder may vote by his receiver, curator bonis or other person authorised on that person's behalf appointed by the court.
- (v) No member shall, unless the Board otherwise determines, be entitled to receive any dividend or to be present and to vote, either personally or by proxy, or to be reckoned in a quorum at any general meeting unless all calls or other sums payable by him in respect of shares have been paid.

#### (c) Variation of rights

- (i) Rights attached to any share or class of shares may be varied or abrogated with the written consent of the holders of not less than three-quarters in nominal value of the issued shares of that class, or by the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. Rights may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up.
- (ii) The special rights attached to any class of shares having preferential rights shall not, unless otherwise expressly stated, be deemed to be varied by the creation or issue of further shares ranking *pari passu* with them but in no respect in priority to them.

#### (d) Alteration of capital

- (i) The Company may from time to time in general meeting, by ordinary resolution, consolidate or sub-divide its share capital.
- (ii) The Company may, subject to the provisions of the Act and to any rights attached to any shares at the time, by special resolution reduce its share capital or any capital redemption reserve, or any share premium account.
- (iii) The Company may cancel any shares that at the date of the passing of the resolution have not been taken by any person, and diminish the amount of its share capital by the amount of shares so cancelled.
- (iv) Any fractions of shares as a result of a consolidation of shares may be sold to any person (including the Company) and any distribution and the profits made distributed among those members or the Company. The Directors may issue such shares as necessary to round up a member's holdings provided such shares are available.
- (v) Subject to the Act the Company may purchase any of its own shares, including redeemable shares.

- (e) Transfer of shares
- Any member may transfer all or any of his shares by instrument of transfer in writing in any usual form or in any other form that the Board may approve and may be under hand only and such instruments shall be signed by or on behalf of the transferor and (in the case of a partly paid share) the transferee. The transferor shall remain the holder of the shares until the name of the transferee is entered in the register of members.
  - The registration of transfers may be suspended as the Directors see fit. The register of members shall not be closed for more than 30 days in each year. The Directors may refuse to register a transfer of shares in favour of more than four persons jointly. If the Directors refuse to register a transfer of shares they shall promptly send to the transferee a notice of refusal.
  - The Directors may decline to recognise any instrument of transfer unless the instrument of transfer is in respect of one class of share, has been lodged at the transfer office accompanied by the relevant share certificate and such other evidence as the Directors may reasonably require. In the case of a transfer by a recognised person, the lodgement of a share certificate may not be necessary. Other instruments of transfer that are registered may be retained by the Company.
  - No fee will be charged by the Company in respect of the registration of any instrument of transfer or probate or letters of administration or certificate of method, marriage or death or other such documentation.
  - The Company shall be entitled to destroy instruments of transfer which have been registered six years from the date of registration.

## 2. Overseas Investors

- No person receiving a copy of this document or an Application Form in any territory other than the UK may treat the same as constituting an Offer or invitation to him to subscribe for or purchase Offer Shares unless, in such territory, such offer or invitation could lawfully be made.
- No action has been taken to permit the distribution of this document in any jurisdiction outside the UK where such action is required to be taken. All Applicants will be required to warrant that they are not a US person as defined in paragraph 5(w) of Part VII of this document or a resident of Canada, Australia, the Republic of South Africa, Republic of Ireland or Japan.

## 3. General

- The Company is sponsored by the Sponsor, which is authorised and regulated by the Financial Services Authority, and whose principal place of business is Harcourt House, 19 Cavendish Square, London SW1V 1AU. The promoter of the Company is Downing, which is authorised and regulated by the Financial Services Authority and whose principal place of business is Kings Scholars House, 230 Vauxhall Bridge Road, London SW1V 1AU. The Company's Registrar is Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA.
- Whilst there are no squeeze-out and sell out rules relating to the Shares in the Articles, Shareholders will be subject to the compulsory acquisition provisions of Sections 974 to 991 of the Companies Act 2006.
- By a special resolution passed on 2 July 2009, in substitution for and to the exclusion of any power previously conferred upon the Directors in that regard (save to the extent relied upon prior to the passing of the resolution), the Directors were generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £1,053,048 during the period expiring on the conclusion of the next annual general meeting of the Company or, if sooner, 30 September 2010 (the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by the resolution has expired). By a special resolution passed on 12 January 2010, in substitution for and to the exclusion of any power previously conferred upon the Directors in that regard (save to the extent relied upon prior to the passing of that resolution), the Directors were authorised to allot equity securities (as defined in Section 560 of the Act) and to sell equity securities which, immediately before the sale, are held by the Company as treasury shares, in each case as if Section 561(1) of the Act did not apply to such allotment or sale provided that the power conferred by that resolution shall be limited to the allotment or sale of equity shares up to an aggregate limit of £1,000,000 and shall expire on the conclusion of the next annual general meeting of the Company after the passing of that resolution or, if earlier, 30 September 2010, save that the Company may before such power expires, make an offer or agreement which would or might

require equity securities to be allotted or treasury shares to be sold after the power expires.

- The Shares are created under the Act, are denominated in sterling and are in registered form. The Company's share register is kept by Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA. Evidence of title to Shares will be through possession of a share certificate in the Shareholder's name; alternatively, Shares may be held in an account through the CREST system.
- No tax is withheld on dividends paid, and the Company does not assume responsibility for the same.
- The maximum number of Offer Shares, namely 15,000,000 will represent a dilution of 33.7 per cent. to existing shareholders.
- The Company is not aware of any persons who, directly or indirectly, exercise or could exercise control over the Company.

## 4. Working Capital of the Company

The Company is of the opinion that it has sufficient working capital for its present requirements (that is, for at least 12 months following the date of this document).

## 5. Statement of Capitalisation and Indebtedness

The table set out below shows the unaudited capitalisation of the Company as at 30 September 2009 (extracted from the unaudited Half-Yearly Financial Report of the Company for the six months ended 30 September 2009).

	£'000
<b>Shareholders' equity</b>	
Share capital	1,447
Share premium	8,140
Other reserves	15,902
	<b>25,489</b>

Other reserves in the table above include both realised and unrealised capital reserves at 30 September 2009 but do not include revenue reserves. There has been no material change in the capitalisation of the Company since 30 September 2009.

The table set out below shows the unaudited gross indebtedness as at 31 December 2009 (extracted from the unaudited management accounts of the Company for the period ended 31 December 2009).

	£'000
<b>Total current debt</b>	
Guaranteed	-
Secured	-
Unguaranteed/secured	-
<b>Total non-current debt</b>	
Guaranteed	-
Secured	-
Unguaranteed/secured	-
	-

The following table shows the Company's unaudited net indebtedness as at 31 December 2009.

	£'000
A Cash	4,654
B Cash equivalents	2,000
C Trading securities	-
<b>D Liquidity (A+B+C)</b>	<b>6,654</b>
E Current financial receivable	-
F Current bank debt	-
G Current position of non-current debt	-
H Other current financial debt	-
<b>I Current financial debt (F+G+H)</b>	<b>-</b>
<b>J Net current financial indebtedness (I-E-D)</b>	<b>(6,654)</b>
K Non-current bank loans	-
L Bonds issued	-
M Other non-current loans	-
<b>N Non-current financial indebtedness (K+L+M)</b>	<b>-</b>
<b>O Net financial indebtedness (J+N)</b>	<b>(6,654)</b>

There is no indirect nor contingent indebtedness.

## 6. Information Sourced from Third Parties

Certain information in this document has been sourced from third parties including NVM, Sarasin and Downing and the Company confirms that this information has been accurately reproduced and, as far as the Company is aware and able to ascertain from information published by NVM, Downing and Sarasin respectively, no facts have been omitted which would render the reproduced information inaccurate or misleading.

22 January 2010

## PART VII – Terms and Conditions of Application

1. In these Terms and Conditions of Application, the expression “Prospectus” means this document, the Registration Document and the Summary, each dated 22 January 2010. The expression “Application Form” means the application form for use in accordance with these Terms and Conditions of Application. Save where the content requires otherwise, the terms used in the Application Form bear the same meaning as in the Prospectus.
2. The right is reserved to reject any application or to accept any application in part only. Multiple applications are permitted. If any application is not accepted, or if any contract created by acceptance does not become unconditional, or if any application is scaled back or if in any other circumstances there is an excess payment in relation to an application, the application monies or the balance of the amount paid or the excess paid on application will be returned without interest by post at the risk of the Applicant. In the meantime application monies will be retained in the Company’s account with Barclays Bank.
3. You may pay for your application for Offer Shares by cheque or banker’s draft submitted with the Application Form.
4. The contract created by the acceptance of applications under the Offer will be unconditional.
5. By completing and delivering an Application Form, you:
  - (a) offer to subscribe the amount specified on your Application Form or any smaller amount for which such application is accepted at a price as determined by the Pricing Formula subject to the Prospectus, these Terms and Conditions of Application, the Memorandum of Association of the Company and the Articles;
  - (b) authorise your financial adviser, or whoever he or she may direct, the Registrar or the Company to send a document of title for, or credit your CREST account in respect of, the number of Offer Shares for which your application is accepted, and/or a crossed cheque for any monies returnable, by post at your risk to your address as set out on your Application Form;
  - (c) in consideration of the Company agreeing that it will not, prior to the Offer closing, offer any Offer Shares for subscription to any persons other than as set out in the Prospectus, agree that your application may not be revoked and that this paragraph constitutes a collateral contract between you and the Company which will become binding upon despatch by post or delivery of your duly completed Application Form to the Company or to your financial adviser;
  - (d) warrant that your remittance will be honoured on first presentation and agree that, if such remittance is not so honoured, you will not be entitled to receive a share certificate or to enjoy or receive any rights or distributions in respect of such Offer Shares unless and until you make payment in cleared funds for such Offer Shares and such payment is accepted by the Company (which acceptance shall be in its absolute discretion and may be on the basis that you indemnify it against all costs, damages, losses, expenses and liabilities arising out of or in connection with the failure of your remittance to be honoured on first presentation) and that at any time prior to unconditional acceptance by the Company of such late payment in respect of such Offer Shares, the Company may (without prejudice to its other rights) treat the agreement to allot such Offer Shares as void and may allot such Offer Shares to some other person, in which case you will not be entitled to any refund or payment in respect of such Offer Shares (other than return of such late payment at your risk and without interest);
  - (e) agree that all cheques and banker’s drafts may be presented for payment on the due dates and any definitive document of title and any monies returnable to you may be retained pending clearance of your remittance and the completion of any verification of identity required by the ML Regulations and that such monies will not bear interest;
  - (f) undertake to provide satisfactory evidence of identity within such reasonable time (in each case to be determined in the absolute discretion of the Company and the Sponsor) to ensure compliance with the ML Regulations;
  - (g) agree that, in respect of those Offer Shares for which your application has been received and processed and not rejected, acceptance of your application shall be constituted by the Company instructing the Registrar or the company secretary to enter your name on the share register;
  - (h) agree that all documents in connection with the Offer and any returned monies will be sent at your risk and may be sent to you at your address as set out in the Application Form;
  - (i) agree that, having had the opportunity to read the Prospectus, you shall be deemed to have had notice of all information and representations including the risk factors and investment considerations contained therein;
  - (j) confirm that (save for advice received from your financial adviser) in making such application you are not relying on any information and representation other than those contained in the Prospectus or any supplementary prospectus and you accordingly agree that no person responsible solely or jointly for the Prospectus or any part thereof or involved in the preparation thereof will have any liability for any such other information or representation;
  - (k) agree that all applications, acceptances of applications and contracts resulting therefrom under the Offer shall be governed by and construed in accordance with English law and that you submit to the jurisdiction of the English courts and agree that nothing shall limit the right of the Company to bring any action, suit or proceedings arising out of or in connection with any such applications, acceptances of applications and contracts in any other manner permitted by law or in any court of competent jurisdiction;
  - (l) irrevocably authorise the Company, the Registrar or NVM or any other person authorised by any of them, as your agent, to do all things necessary to effect registration of any Shares subscribed by or issued to you into your name and authorise any representatives of the Company, the Registrar or NVM to execute any documents required therefore and to enter your name on the register of members of the Company;
  - (m) agree to provide the Company with any information which it may request in connection with your application or to comply with the VCT regulations or other relevant legislation (as the same may be amended from time to time) including without limitation satisfactory evidence of identity to ensure compliance with the ML Regulations;
  - (n) warrant that, in connection with your application, you have observed the laws of all requisite territories, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in connection with your application in any territory and that you have not taken any action which will or may result in the Company, NVM or the Sponsor acting in breach of the regulatory or legal requirements of any territory in connection with the Offer or your application;
  - (o) confirm that you have read and complied with paragraph 6 below;
  - (p) confirm that you have reviewed the restrictions contained in paragraph 7 below;
  - (q) warrant that you are not under the age of 18 years;
  - (r) if the laws of any territory or jurisdiction outside the United Kingdom are applicable to your application, warrant that you have complied with all such laws and none of the Company, NVM or the Sponsor or any of their respective agents will infringe any laws of any such territory or jurisdiction directly or indirectly as a result or in consequence of any acceptance of your application;
  - (s) agree that NVM, Downing and the Sponsor are acting for the Company in connection with the Offer and for no one else and that they will not treat you as their customer by virtue of such application being accepted or owe you any duties or responsibilities concerning the price of Offer Shares or concerning the suitability of Offer Shares for you or be responsible to you for the protections afforded to its customers;
  - (t) warrant that if you sign the Application Form on behalf of somebody else or yourself and another or others jointly or a corporation you have the requisite power to make such investments as well as the authority to do so and such person will also be bound accordingly and will be deemed also to have given the confirmations, warranties and undertakings contained in these terms and conditions of application and undertake (save in the case of signature by an authorised financial adviser on behalf of the Investor) to enclose a power of attorney or a copy thereof duly certified by a solicitor with the Application Form;
  - (u) warrant that you are not subscribing for the Offer Shares using a loan which would not have been given to you or any associate, or not given to you on such favourable terms, if you had not been proposing to subscribe for the Offer Shares;
  - (v) warrant that the Offer Shares are being acquired by you for *bona fide* investment purposes and not as part of a scheme or arrangement the main purpose of which, or one of the main purposes of which, is the avoidance of tax. Obtaining tax reliefs given under the applicable VCT legislation is not of itself tax avoidance;

- (w) warrant that you are not a "US person" as defined in the United States Securities Act of 1933 (as amended) nor a resident of Canada and that you are not applying for any Shares on behalf of or with a view to their offer, sale or delivery, directly or indirectly, to or for the benefit of any US person or resident of Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan;
  - (x) warrant that the information contained in the Application Form is accurate; and
  - (y) agree that if you request that Offer Shares are issued to you on a date other than 5 April 2010 in respect of the 2009/10 tax year or 12 May 2010 in respect of the 2010/11 tax year and such Offer Shares are not issued on such date that the Company and its agents and Directors will have no liability to you arising from the issue of such Offer Shares on a different date.
6. No person receiving a copy of the Prospectus, or an Application Form in any territory other than the United Kingdom may treat the same as constituting an invitation or offer to him or her, nor should he or she in any event use such Application Form unless, in the relevant territory, such an invitation or offer could lawfully be made to him or her or such Application Form could lawfully be used without contravention of any registration or other legal requirements. It is the responsibility of any person outside the United Kingdom wishing to make an application hereunder to satisfy himself or herself as to the full observance of the laws of any relevant territory in connection therewith, including obtaining any requisite governmental or other consents, observing any of the formalities requiring to be observed in such territory and paying any issue, transfer or other taxes required to be paid in such territory.
  7. The Offer Shares have not been and will not be registered under the United States Securities Act 1933, as amended, or under the securities laws of any state or other political subdivision of the United States, and may not be offered or sold in the United States of America, its territories or possessions or other areas subject to its jurisdiction (the "USA"). In addition, the Company has not been and will not be registered under the United States Investment Company Act of 1940, as amended. The Manager will not be registered under the United States Investment Adviser Act of 1940 (as amended). No application will be accepted if it bears an address in the USA.
  8. The application is addressed to the Company and the Sponsor. The rights and remedies of the Company and the Sponsor under these Terms and Conditions of Application are in addition to any rights and remedies which would otherwise be available to either of them, and the exercise or partial exercise of one will not prevent the exercise of others.
  9. The dates and times referred to in these Terms and Conditions of Application may be altered by the Company with the agreement of the Sponsor.
  10. Authorised financial advisers who, acting on behalf of their clients, return valid Application Forms bearing their stamp and Financial Services Authority number will be entitled to commission on the amount payable in respect of the Offer Shares allocated for each such Application Form at the rates specified in the paragraph headed "Commission" in Part I of this document. Authorised financial advisers may agree to waive part or all of their initial commission in respect of an application. If this is the case, then such application will be treated as an application to subscribe for the sum stated in box number 2 of the Application Form together with a number of additional Offer Shares equivalent to the amount of commission waived. NVM or the Registrar is accordingly authorised to amend such box number 2. Financial advisers should keep a record of Application Forms submitted bearing their stamp to substantiate any claim for their commission.
  11. The section headed Notes on Application Form forms part of these Terms and Conditions of Application.
  12. It is a condition of the Offer to ensure compliance with the ML Regulations. NVM is therefore entitled to require, at its absolute discretion, verification of identity from any Applicant including, without limitation, any person who either (i) tenders payment by way of a cheque or banker's draft drawn on an account in the name of a person or persons other than the Applicant or (ii) appears to NVM to be acting on behalf of some other person. Pending the provision of evidence satisfactory to NVM as to the identity of the Applicant and/or any person on whose behalf the Applicant appears to be

acting, NVM may, in its absolute discretion, retain an Application Form lodged by an Applicant and/or the cheque or other remittance relating thereto and/or the Registrar may not enter the Applicant on the register of members or issue any share certificates in respect of such application. If verification of identity is required, this may result in delay in dealing with an application and in rejection of the application. The Company reserves the right, in its absolute discretion, for it or NVM to reject any application in respect of which NVM considers that, having requested verification of identity, it has not received evidence of such identity satisfactory to it by such time as was specified in the request for verification of identity or in any event within a reasonable period. In the event of an application being rejected in any such circumstances, the Company reserves the right in its absolute discretion, but shall have no obligation, to terminate any contract of allotment relating to or constituted by such Application Form (in which event the money payable or paid in respect of the application will be returned (without interest) to the account of the drawee bank from which such sums were originally debited) and/or to endeavour to procure other subscribers for the Shares in question (but in each case without prejudice to any rights the Company may have to take proceedings to recover in respect of loss or damage suffered or incurred by it as a result of the failure to produce satisfactory evidence as aforesaid). The submission of an Application Form will constitute an undertaking by the Applicant to provide promptly to NVM such information as may be specified by it as being required for the purpose of the ML Regulations.

13. The right is also reserved to treat as valid and binding any application not complying fully with these Terms and Conditions of Application or not in all respects complying with the Notes on Application Form. In particular, but without limitation, the Company may accept applications made otherwise than by completion of an Application Form where the Applicant has agreed in some other manner acceptable to the Company to apply in accordance with these Terms and Conditions of Application.

▲  
Please pin or staple  
your cheque here

# Northern 3 VCT PLC

## Application Form

Reservation Number  
(if applicable)

**The Offer will close no later than 1.00 p.m. on Monday 5 April 2010 for the 2009/10 tax year and no later than 5.00 p.m. on Wednesday 12 May 2010 for the 2010/11 tax year unless previously extended**

Make your cheque or banker's draft payable to "Northern 3 VCT PLC" and crossed "A/C Payee only" and return this form as soon as possible to Northern 3 VCT PLC, Northumberland House, Princess Square, Newcastle upon Tyne NE1 8ER

**1** Title and Name in Full

Permanent Address

Postcode	Daytime Telephone
E-mail Address	
Date of Birth (day/month/year)	National Insurance No.

**2** I am subscribing:

2009/10 tax year £  **A**

2010/11 tax year £  **B**

Total (minimum £5,000) £  **C**

or such lesser sum for which this application may be accepted on the terms and conditions set out in Part VII of this document dated 22 January 2010. Please send me a certificate confirming my entitlement to VCT tax reliefs.

**If this form is completed and signed by the investor named in Box 1:**

By signing this form I HEREBY DECLARE THAT: (i) I have read the enclosed terms and conditions of application and agree to be bound by them; (ii) I will be the beneficial owner of the Offer Shares in Northern 3 VCT PLC issued to me pursuant to this application; and (iii) to the best of my knowledge and belief, the particulars I have given to Northern 3 VCT PLC are correct.

**If this form is completed and signed by an authorised financial adviser or any other person apart from the investor:**

By signing this form on behalf of the individual whose details are shown above, I make a declaration (on behalf of such individual) on the terms of sub-paragraphs (i) to (iii) above.

**3** Signature

Date

**HM Revenue & Customs may inspect this Application Form. It is a serious offence to make a false declaration.**

**YOU MUST COMPLETE ALL THE WHITE BOXES ABOVE.**

**Authorised intermediaries should stamp and complete this box**

Contact name

Firm name Bestinvest (Brokers) Ltd

FSA No. 165169

Address 6 Chesterfield Gardens  
Mayfair, London

Postcode W1J 5BQ

Tel. 020 7189 9999

Email address

**Commission Options (tick one box)**

**Authorised intermediaries should complete this box**

A) 3% upfront; no trail

OR

B) 2.25% upfront; 0.25% p.a. trail for 5 years

**Commission waived (leave blank if nil waived)**

Commission waived as  
extra Offer Shares (insert the sum in £s) £

Due completion of the agent's box indicates that the agent is duly authorised to transact investments of this type under the Financial Services and Markets Act 2000.

**For Official Use Only**

Less than £11,000

Personal Cheque

Letter of Introduction

List A

List B

Money Laundering Officer

# NOTES ON APPLICATION FORM

Before making an application to acquire Offer Shares you are strongly recommended to consult an appropriate financial adviser authorised under the Financial Services and Markets Act 2000. It is essential that you complete all parts of the Application Form in accordance with the instructions in these notes. Please send the completed Application Form together with your cheque or banker's draft by post, or deliver it by hand, to Northern 3 VCT PLC, Northumberland House, Princess Square, Newcastle upon Tyne NE1 8ER. If you have any questions on how to complete the Application Form please contact NVM on 0191 244 6000 or your financial adviser.

The following notes should be read in conjunction with the Application Form and the Terms and Conditions of Application.

**1**

Insert in Box 1 in BLOCK CAPITALS your full name, permanent address, daytime telephone number, date of birth, National Insurance number and, if you have one, your e-mail address. Joint applications are not permitted.

**2**

Insert (in figures) in Box A the amount you wish to invest under the Offer in respect of the 2009/10 tax year (state nil if appropriate). Insert (in figures) in Box B the amount you wish to invest under the Offer in respect of the 2010/11 tax year (state nil if appropriate). **You may post-date your cheque to 6 April 2010 in respect of the sum in Box B.** Insert (in figures) the total of Boxes A and B in Box C. This is the total amount you are subscribing under the Offer. **Please note that the minimum investment is £5,000.** The maximum investment on which tax reliefs on investments in VCTs are available is £200,000 per tax year. Attach your cheque(s) or banker's draft(s) to the Application Form for the exact amount(s) shown in Boxes A and B. Your cheque(s) or banker's draft(s) must be made payable to "**Northern 3 VCT PLC**" and crossed "**A/C Payee only**". Your payment must relate solely to this application. No receipt will be issued.

### ML Regulations – Important note for applications of £11,000 or more

If the application is for £11,000 or more (or is one of a series of linked applications, the value of which exceeds that amount) payment should be made by means of a cheque drawn on an account in the name of the Applicant. If this is not practicable and you use a cheque drawn by a third party or a building society cheque or banker's draft, you should write the name, address and date of birth of the Applicant on the back of the cheque or banker's draft and:

- (a) if a building society cheque or banker's draft is used, the building society or bank must also endorse on the cheque or draft the name and account number of the person whose account is being debited; or
- (b) if a cheque is drawn by a third party, you must ensure that one item from each of List A and List B (see below) are enclosed with the form.

Alternatively, verification of the Applicant's identity may be provided by means of a "Letter of Introduction" in the prescribed form from a UK or European Economic Area financial institution (such as a bank or stockbroker) or other regulated person (such as a solicitor, accountant or appropriate financial adviser) who is required to comply with the ML Regulations. The relevant financial institution or regulated person will be familiar with the requirements and the relevant form.

### For a subscription by way of a cheque drawn by a third party which is for £11,000 or more please provide one item from List A AND one item from List B

#### List A (Verification of Identity)

Certified\* copy of current signed passport  
 Certified\* copy of current UK Driving Licence  
 Original HM Revenue & Customs Tax Notification  
 Original Firearms Certificate

#### List B (Verification of Address)

Original recent\*\* utility bill (but not a mobile telephone bill)  
 Original recent\*\* local authority tax bill  
 Original recent\*\* bank or building society statement  
 Original recent\*\* mortgage statement from a recognised lender

\* Certified as a true copy of the original by a UK lawyer, banker, authorised financial intermediary (e.g. an appropriate financial adviser or an FSA authorised mortgage broker), accountant, teacher, doctor, minister of religion, postmaster or sub-postmaster. The person certifying the document should state that the copy is a true copy of the original, print their name, address, telephone number and profession and sign and date the copy.

\*\* "Recent" means within the last three months.

**No Money Laundering verification is required to be enclosed if the application is for less than £11,000 or if payment is by means of a cheque drawn on an account in the name of the Applicant** (provided that (a) the cheque includes details of the Applicant's bank account or building society account (as applicable) and, (b) the cheque is drawn on a UK or European Union authorised bank or credit institution). Please note, however, that Northern 3 VCT PLC may, in its absolute discretion, require Money Laundering verification and that Money Laundering verification will be required by introducing financial advisers.

**3**

**Read the declaration and sign and date the Application Form in Box 3.** If someone other than the Applicant named in Box 1 signs on such Applicant's behalf, such signatory must ensure that the declaration given on behalf of such Applicant is correct.

Agents who are entitled to receive commission should stamp and complete the agent's box, giving their full name and address, telephone number and details of their authorisation under the Financial Services and Markets Act 2000. The right is reserved to withhold payment of commission if the Company is not, in its sole discretion, satisfied that the agent is so authorised.

▲  
Please pin or staple  
your cheque here

# Northern 3 VCT PLC

## Application Form

Reservation Number  
(if applicable)

**The Offer will close no later than 1.00 p.m. on Monday 5 April 2010 for the 2009/10 tax year and no later than 5.00 p.m. on Wednesday 12 May 2010 for the 2010/11 tax year unless previously extended**

Make your cheque or banker's draft payable to "Northern 3 VCT PLC" and crossed "A/C Payee only" and return this form as soon as possible to Northern 3 VCT PLC, Northumberland House, Princess Square, Newcastle upon Tyne NE1 8ER

**1** Title and Name in Full  
Permanent Address

Postcode	Daytime Telephone
E-mail Address	
Date of Birth (day/month/year)	National Insurance No.

**2** I am subscribing:

2009/10 tax year £  **A**

2010/11 tax year £  **B**

Total (minimum £5,000) £  **C**

or such lesser sum for which this application may be accepted on the terms and conditions set out in Part VII of this document dated 22 January 2010. Please send me a certificate confirming my entitlement to VCT tax reliefs.

**If this form is completed and signed by the investor named in Box 1:**

By signing this form I HEREBY DECLARE THAT: (i) I have read the enclosed terms and conditions of application and agree to be bound by them; (ii) I will be the beneficial owner of the Offer Shares in Northern 3 VCT PLC issued to me pursuant to this application; and (iii) to the best of my knowledge and belief, the particulars I have given to Northern 3 VCT PLC are correct.

**If this form is completed and signed by an authorised financial adviser or any other person apart from the investor:**

By signing this form on behalf of the individual whose details are shown above, I make a declaration (on behalf of such individual) on the terms of sub-paragraphs (i) to (iii) above.

**3** Signature

Date

**HM Revenue & Customs may inspect this Application Form. It is a serious offence to make a false declaration.**

**YOU MUST COMPLETE ALL THE WHITE BOXES ABOVE.**

**Authorised intermediaries should stamp and complete this box**

Contact name

Firm name Bestinvest (Brokers) Ltd

FSA No. 165169

Address 6 Chesterfield Gardens

Mayfair

London

Postcode W1J 5BQ

Tel. 020 7189 9999

Email address

**Commission Options (tick one box)**

**Authorised intermediaries should complete this box**

A) 3% upfront; no trail

OR

B) 2.25% upfront; 0.25% p.a. trail for 5 years

**Commission waived (leave blank if nil waived)**

Commission waived as

extra Offer Shares (insert the sum in £s)

Due completion of the agent's box indicates that the agent is duly authorised to transact investments of this type under the Financial Services and Markets Act 2000.

**For Official Use Only**

Less than £11,000

Personal Cheque

Letter of Introduction

List A

List B

Money Laundering Officer

# NOTES ON APPLICATION FORM

Before making an application to acquire Offer Shares you are strongly recommended to consult an appropriate financial adviser authorised under the Financial Services and Markets Act 2000. It is essential that you complete all parts of the Application Form in accordance with the instructions in these notes. Please send the completed Application Form together with your cheque or banker's draft by post, or deliver it by hand, to Northern 3 VCT PLC, Northumberland House, Princess Square, Newcastle upon Tyne NE1 8ER. If you have any questions on how to complete the Application Form please contact NVM on 0191 244 6000 or your financial adviser.

The following notes should be read in conjunction with the Application Form and the Terms and Conditions of Application.

**1**

Insert in Box 1 in BLOCK CAPITALS your full name, permanent address, daytime telephone number, date of birth, National Insurance number and, if you have one, your e-mail address. Joint applications are not permitted.

**2**

Insert (in figures) in Box A the amount you wish to invest under the Offer in respect of the 2009/10 tax year (state nil if appropriate). Insert (in figures) in Box B the amount you wish to invest under the Offer in respect of the 2010/11 tax year (state nil if appropriate). **You may post-date your cheque to 6 April 2010 in respect of the sum in Box B.** Insert (in figures) the total of Boxes A and B in Box C. This is the total amount you are subscribing under the Offer. **Please note that the minimum investment is £5,000.** The maximum investment on which tax reliefs on investments in VCTs are available is £200,000 per tax year. Attach your cheque(s) or banker's draft(s) to the Application Form for the exact amount(s) shown in Boxes A and B. Your cheque(s) or banker's draft(s) must be made payable to "**Northern 3 VCT PLC**" and crossed "**A/C Payee only**". Your payment must relate solely to this application. No receipt will be issued.

## ML Regulations – Important note for applications of £11,000 or more

If the application is for £11,000 or more (or is one of a series of linked applications, the value of which exceeds that amount) payment should be made by means of a cheque drawn on an account in the name of the Applicant. If this is not practicable and you use a cheque drawn by a third party or a building society cheque or banker's draft, you should write the name, address and date of birth of the Applicant on the back of the cheque or banker's draft and:

- (a) if a building society cheque or banker's draft is used, the building society or bank must also endorse on the cheque or draft the name and account number of the person whose account is being debited; or
- (b) if a cheque is drawn by a third party, you must ensure that one item from each of List A and List B (see below) are enclosed with the form.

Alternatively, verification of the Applicant's identity may be provided by means of a "Letter of Introduction" in the prescribed form from a UK or European Economic Area financial institution (such as a bank or stockbroker) or other regulated person (such as a solicitor, accountant or appropriate financial adviser) who is required to comply with the ML Regulations. The relevant financial institution or regulated person will be familiar with the requirements and the relevant form.

## For a subscription by way of a cheque drawn by a third party which is for £11,000 or more please provide one item from List A AND one item from List B

List A (Verification of Identity)	List B (Verification of Address)
Certified* copy of current signed passport	Original recent** utility bill (but not a mobile telephone bill)
Certified* copy of current UK Driving Licence	Original recent** local authority tax bill
Original HM Revenue & Customs Tax Notification	Original recent** bank or building society statement
Original Firearms Certificate	Original recent** mortgage statement from a recognised lender

\* Certified as a true copy of the original by a UK lawyer, banker, authorised financial intermediary (e.g. an appropriate financial adviser or an FSA authorised mortgage broker), accountant, teacher, doctor, minister of religion, postmaster or sub-postmaster. The person certifying the document should state that the copy is a true copy of the original, print their name, address, telephone number and profession and sign and date the copy.

\*\* "Recent" means within the last three months.

**No Money Laundering verification is required to be enclosed if the application is for less than £11,000 or if payment is by means of a cheque drawn on an account in the name of the Applicant** (provided that (a) the cheque includes details of the Applicant's bank account or building society account (as applicable) and, (b) the cheque is drawn on a UK or European Union authorised bank or credit institution). Please note, however, that Northern 3 VCT PLC may, in its absolute discretion, require Money Laundering verification and that Money Laundering verification will be required by introducing financial advisers.

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**Northern 3 VCT PLC**

Northumberland House  
Princess Square  
Newcastle upon Tyne NE1 8ER

Tel: 0191 244 6000

Fax: 0191 244 6001

E-mail: [n3vct@nvm.co.uk](mailto:n3vct@nvm.co.uk)

[www.nvm.co.uk](http://www.nvm.co.uk)