

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should consult an appropriate independent financial adviser authorised under the Financial Services and Markets Act 2000 immediately. If you have sold or transferred all your Ordinary Shares in the Company, please forward this Circular together with the Form of Proxy to the purchaser, transferee, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Notice of the 2021 Annual General Meeting of the Company to be held at the offices of NVM Private Equity LLP at Time Central, 32 Gallowgate, Newcastle upon Tyne, NE1 4SN at 11.30am on 19 August 2021 is set out on pages 6 to 9 of the Circular. A Form of Proxy for use at the meeting is attached, as is a form for the submission of questions. To be valid, Forms of Proxy should be completed and returned in accordance with the notes to the Notice of Meeting and the Form of Proxy itself.

Northern 3 VCT PLC

Registered office: Time Central, 32 Gallowgate, Newcastle upon Tyne NE1 4SN

T 0191 244 6000 **F** 0191 244 6001 **E** n3vct@nvm.co.uk

Registered in England no 04280530

Directors:

James Ferguson, Chairman
Chris Fleetwood
Tim Levett
John Waddell
Anna Brown

20 July 2021

Dear Shareholder

2021 Annual General Meeting, Share Offer and Related Matters

I am pleased to be writing to you with details of our Annual General Meeting ("**AGM**") which will take place at 11.30am on 19 August 2021 at the offices of NVM Private Equity LLP at Time Central, 32 Gallowgate, Newcastle upon Tyne, NE1 4SN. The formal Notice of AGM is set out on pages 6 to 9 of this document.

The Company has been monitoring closely the evolving situation relating to the Coronavirus (COVID-19) pandemic, including the current guidance and restrictions on travel and public gatherings and social distancing. The Board has also noted that, at the time of producing this circular, it is the UK government's current intention that all remaining legal restrictions will have been lifted prior to our AGM. While the hope is that all restrictions on social contact remain lifted at the date of our AGM, there is no guarantee that this will be the case.

The priority of the Board at this time is the health, safety and wellbeing of all Shareholders and Directors. We are therefore proposing to hold our AGM as a combined physical and electronic meeting with minimal face to face contact, while still endeavouring to create a forum for the conduct of the formal business set out in the notice of AGM, and providing an opportunity for the Manager to update Shareholders and for Shareholders to put questions to the Directors and the Manager. Two Directors will be present so as to constitute the quorum of two Shareholders required for the AGM proceedings to be valid, and other Shareholders will be able to take part in the meeting remotely via a Zoom webinar facility, which can be accessed from any computer with internet access or through a telephone (mobile or landline). Shareholders taking part via the Zoom webinar facility will not be able to speak or vote on the AGM resolutions.

Shareholders should carefully consider whether or not it is appropriate to attend the AGM. Shareholders are strongly encouraged to exercise their voting rights by completing and submitting a Form of Proxy. It is highly recommended that Shareholders submit their Form of Proxy as early as possible to ensure that their votes are counted at the AGM. Shareholders are strongly encouraged to appoint me as your proxy to ensure that each Shareholder's vote will be counted.

The situation in respect of COVID-19 may change rapidly and Shareholders should note that further changes may need to be put in place at short notice in relation to the AGM. Any updates to the position will be included on the Manager's website at www.mercia.co.uk/vct/.

Shareholders are required to register their attendance via the Zoom facility in advance of the meeting, through the Manager's website. After verification of their identity, details of how to join the Zoom webinar will be provided to each Shareholder. The final arrangements, including details of how to register for the Zoom webinar facility, are available on the Manager's website at www.mercia.co.uk/vct/.

During the AGM, a short update will be given on the Company's annual results and current progress, the Directors and Manager will respond to questions submitted in advance by Shareholders and the formal business of the AGM will take place. Shareholders may submit questions using the form attached to the proxy form.

Further details and guidance can be found at note 1 to the notice of AGM set out below. If these arrangements should change for any reason prior to the annual general meeting we will notify shareholders of such change and make appropriate announcement(s) via the regulated news service and the Manager's website.

The purpose of this document is to set out the background to and reasons for the Resolutions which are to be proposed at the AGM and to explain why the Directors consider them to be in the best interests of the Company and Shareholders and recommend that you vote in favour of the Resolutions.

Explanatory notes on all the business to be considered at this year's AGM appear on pages 3 to 5 of this document.

Share Offer

Your Board has considered the likely funding requirements of the Company, taking into account the flow of potential investment opportunities (including follow-on investments into the current portfolio) and the Company's dividend policy, and proposes that there should be a public share offer by the Company to raise a total of up to £20 million for future investment. On 19 July 2021, the Company announced that it intends, in conjunction with Northern Venture Trust PLC ("**NVT**") and Northern 2 VCT PLC ("**N2VCT**") to launch a joint prospectus offer of new Ordinary Shares for subscription in the 2021/22 tax year (the "**Offer**"). It is envisaged that the Offer will seek to raise a total of up to £50 million, of which up to £20 million will be for the Company. Subject to obtaining the requisite approvals, including Shareholder approval at the General Meeting, it is expected that a prospectus will be issued in January 2022.

Applications for the new Ordinary Shares will be dealt with on a "first come first served" basis. It is envisaged that the Offer will remain open until 5 April 2022, unless fully subscribed at an earlier date and subject to your Board's right to close the Offer at any time.

The new Ordinary Shares will be issued at a premium to the most recent NAV published prior to the allotment date, such that the net proceeds per new Ordinary Share, after deducting issue costs, will be equivalent to the NAV attributable to the existing Ordinary Shares.

All new Ordinary Shares will rank equally in all respects with the existing Ordinary Shares and will rank for all dividends which are both declared and paid following Admission. Application will be made for the Admission of any new Ordinary Shares allotted and it is proposed that Admission will be effected at the earliest practicable opportunity.

Extension of the life of the Company

The Articles currently require that a resolution for the continuation of the Company be put to the annual general meeting of the Company held in 2025 and, unless defeated, at five-yearly intervals thereafter. The proposed amendment to the Articles requires the continuation resolution to be considered at the annual general meeting of the Company expected to be held in 2027 and every five years thereafter. This amendment will have the effect of postponing the continuation resolution until a period of five years has elapsed from the allotment of Ordinary Shares under the Offer, five years being the minimum holding period to ensure that investors retain the initial income tax relief on their subscription.

Action to be taken by Shareholders

If you would like to vote on the Resolutions you should complete the Form of Proxy attached to this notice and return it to the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing BN99 6DA as soon as possible. They must receive it no later than 11.30am on 17 August 2021.

If you would like to attend the AGM via the Zoom facility you should register your details in accordance with the instructions set out on the Manager's website at www.mercia.co.uk/vct/.

Recommendation

Your Board considers that all the Resolutions to be put to the meeting are in the best interests of the Company and its Shareholders as a whole and are most likely to promote the success of the Company for the benefit of its Shareholders, and unanimously recommends that you vote in favour of the Resolutions. Those Directors who hold shares in the Company will be voting in favour of the Resolutions.

Yours sincerely



James Ferguson
Chairman

Definitions

In this letter, unless the context otherwise requires, the following expressions bear the following meanings:

Act	the Companies Act 2006
AIC Code	the AIC Code of Corporate Governance published from time to time by the Association of Investment Companies
Annual General Meeting or AGM	the annual general meeting of the Company to be held at the offices of NVM Private Equity LLP at Time Central, 32 Gallowgate, Newcastle upon Tyne, NE1 4SN at 11.30am on 19 August 2021
Articles	the articles of association of the Company as amended from time to time
Circular	this document dated 20 July 2021, addressed to the Shareholders
Company	Northern 3 VCT PLC
Directors or Board	the directors of the Company, whose names are set out on page 1 of this document
Form of Proxy	the form of proxy for use at the Annual General Meeting
Listing Rules	the listing rules of the Financial Conduct Authority made under Part VI of the Financial Services and Markets Act 2000 (as amended from time to time)
Manager	Mercia Fund Management Limited
NVM	NVM Private Equity LLP
Offer	has the meaning set out on page 2 of this Circular
Ordinary Shares	ordinary shares of 5p each in the capital of the Company
Resolutions	resolutions 1 to 18 to be proposed at the AGM and each such resolution shall be a "Resolution"
Shareholders	holders of Ordinary Shares

Explanation of the business to be considered at the 2021 Annual General Meeting

All Resolutions will be proposed as ordinary resolutions, unless otherwise stated. For an ordinary resolution to be passed, more than half of the votes cast (in person or by proxy) must be in favour of the Resolution. For a special resolution to be passed, at least three-quarters of the votes cast (in person or by proxy) must be in favour of the Resolution.

Resolution 1: Receipt of the accounts

The Company is required by law to put the Company's annual report and financial statements for the year ended 31 March 2021 before the meeting. Shareholders are invited to vote to receive and approve the Company's annual report and financial statements for the year ended 31 March 2021 together with the Directors' report and independent auditor's report thereon.

Resolution 2: Approval of final dividend

Shareholders are being asked to approve a final dividend of 2.5p per Ordinary Share in respect of the year ended 31 March 2021. If you approve the recommended final dividend, this will be paid on 27 August 2021 to all Shareholders who were on the register of members on 13 August 2021.

Resolution 3: Approval of the Directors' remuneration report

The Company is required by law to seek Shareholders' approval of the Directors' remuneration report in respect of the year ended 31 March 2021, which is set out on pages 20 and 21 of the Company's annual report for the year ended 31 March 2021. Whilst the payment of remuneration to the Directors is not dependent on the passing of the Resolution, your Board will take the vote into account when considering the future development and operation of the Company's remuneration policy and practice.

The Company is also required by the Act to seek Shareholders' approval of the Directors' remuneration policy as set out in the Directors' remuneration report at least every three years, or in the event of a change in the policy if sooner. The Directors' remuneration policy has remained unchanged since it was approved by Shareholders at the annual general meeting held in August 2020 and, unless there is a change in the policy, it is the current intention of the Directors that a resolution for the approval of the Directors' remuneration policy will next be considered at the annual general meeting to be held in August 2023.

Resolutions 4 to 8: Re-appointment of Directors

In accordance with the AIC Code, Mr J G D Ferguson, Mr T R Levett, Mr C J Fleetwood and Mr J M O Waddell retire from the Board and seek re-election. It is noted that Mr J G D Ferguson, Mr C J Fleetwood and Mr J M O Waddell have served as Directors for more than nine years. Your Board believes that each of the Directors seeking re-election makes a relevant and significant contribution to the operation of your Board and displays an appropriate level of knowledge and experience. Mrs A Brown was appointed to the Board on 14 September 2020 and is seeking election by Shareholders.

Resolution 4: Re-appointment of Mr J G D Ferguson as a Director

Mr James Ferguson (aged 73) was appointed to the Board in 2001 and became chairman in 2009. He is chairman of the nomination committee and the management engagement committee and a member of the audit committee.

Mr Ferguson is chairman of Value & Income Trust PLC, The Monks Investment Trust PLC, North American Income Trust plc and The Scottish Oriental Smaller Companies Trust plc, a non-executive director of Independent Investment Trust plc and a former deputy chairman of the Association of Investment Companies. He was chairman and managing director of Stewart Ivory Limited from 1989 until 2000.

Resolution 5: Re-appointment of Mr C J Fleetwood as a Director

Mr Chris Fleetwood (aged 69) was appointed to the Board in 2001. He is chairman of the audit committee and a member of the management engagement committee and the nomination committee. He is managing partner of io solutions (e-business strategy advisers). He was formerly chairman of Darlington Building Society, group chief executive of Whesoe plc, a non-executive director of NCFE Limited and a governor of Teesside University.

Resolution 6: Re-appointment of Mr J M O Waddell as a Director

Mr John Waddell (aged 65) was appointed to the Board in 2007. He is a member of the audit committee, the nomination committee and the management engagement committee.

Mr Waddell was until 2015 chief executive of Archangel Investors Limited, a Scottish-based syndicate of individual private equity investors and sits on the boards of numerous unquoted companies. He also advises two early stage funds.

Resolution 7: Re-appointment of Mr T R Levett as a Director

Mr Tim Levett (aged 72) was appointed to the Board in 2001. He is a member of the nomination committee.

Mr Levett is chairman of NVM, which carries out certain management functions on behalf of the Manager, which he co-founded in 1988. He is a non-executive director of Northern Venture Trust PLC and of several unquoted companies. He is not considered to be independent in view of his connections to NVM.

Resolution 8: Appointment of Mrs A Brown as a Director

Mrs Anna Brown (aged 54) was appointed to the Board as a non-executive director and as a member of the Company's audit, nomination and management engagement committees with effect from 14 September 2020.

Mrs Brown is a partner with Addleshaw Goddard LLP and has over 25 years' experience in a wide range of corporate transactions including mergers and acquisitions, takeovers, reorganisations and reconstructions, equity investments in companies and joint ventures. She has particular expertise in listed company work and has acted on a number of AIM and Stock Exchange IPO's, secondary fundraisings on market and public to private transactions.

Resolution 9: Appointment of Mazars LLP as independent auditor

The Company is required by law to appoint an auditor at its Annual General Meeting. Shareholders are invited to vote to appoint Mazars LLP as independent auditor of the Company until the conclusion of the next annual general meeting of the Company.

Resolution 10: Authority to fix the independent auditor's remuneration

Shareholders are invited to vote to give the audit committee authority to fix the independent auditor's remuneration.

Resolutions 11 to 14: Authority to allot shares and disapplication of Shareholders' statutory pre-emption rights**Resolution 11: Specific authority to allot shares**

Shareholders are being asked, under the Act, to grant the Directors authority to allot Ordinary Shares in the Company up to a maximum nominal value of £986,328 representing approximately 18.04% of the issued ordinary share capital of the Company at the date of the notice convening the Annual General Meeting. No shares are currently held in treasury. The authority granted by Resolution 11 is intended to be used solely for the purposes of the Offer.

This authority will be effective until the conclusion of the next annual general meeting of the Company (expected to be held in August 2022 or, if earlier, 31 October 2022), except insofar as commitments to allot shares have been entered into before that date.

Resolution 12: General authority to allot shares

In addition to the authority conferred by resolution 11, Shareholders are being asked, under the Act, to grant the Directors a general authority to allot shares in the Company. This Resolution, if passed, gives the Directors authority to allot Ordinary Shares up to a maximum nominal value of £1,290,851.44 or, if lower, such amount as shall represent 20% of the issued ordinary share capital of the Company following the issue of Ordinary Shares pursuant to the Offer. The Directors' current intention is that the authority granted by Resolution 12 will be used in connection with the issue of Ordinary Shares pursuant to the Company's dividend investment scheme.

This authority will be effective until the conclusion of the next annual general meeting of the Company (expected to be held in August 2022 or, if earlier, 31 October 2022), except insofar as commitments to allot shares have been entered into before that date.

Resolution 13: Specific disapplication of pre-emption rights

This Resolution supplements the Directors' specific authority to allot shares in the Company given to them by Resolution 11 and authorises the Directors to allot equity Ordinary Shares, or sell treasury shares, for cash (otherwise than pro rata to existing Shareholders) up to an aggregate nominal value of £986,328 (representing approximately 18.04% of the Company's issued ordinary share capital at the date of the notice convening the Annual General Meeting). The authority is intended to be used for the purposes of the Offer.

This authority will be effective until the conclusion of the next annual general meeting of the Company (expected to be held in August 2022 or, if earlier, 31 October 2022), save that the Company may before this 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.

Resolution 13 will be proposed as a special resolution.

Resolution 14: General disapplication of pre-emption rights

This Resolution supplements the Directors' general authority to allot shares in the Company given to them by Resolution 12 and authorises the Directors to allot Ordinary Shares, or sell treasury shares, for cash (otherwise than pro rata to existing Shareholders) up to an aggregate nominal value of £1,290,851.44 or, if lower, such amount as shall represent 20% of the issued ordinary share capital of the Company following the issue of Ordinary Shares pursuant to the Offer.

This authority will be effective until the conclusion of the next annual general meeting of the Company (expected to be held in August 2022 or, if earlier, 31 October 2022), save that the Directors may so allot Ordinary Shares or sell treasury shares in pursuance of an offer or agreement entered into before the authority expires.

Resolution 14 will be proposed as a special resolution.

Resolution 15: Purchase of own shares

Under company law, this Resolution authorises the Company to purchase in the market up to 12,908,514 Ordinary Shares or, if lower, such amount as shall represent 10% of the issued ordinary share capital of the Company following the issue of Ordinary Shares pursuant to the Offer at a minimum price per share of 5p (excluding expenses) and a maximum price per share of not more than 105% (excluding expenses) of the average market value of the relevant shares for the five business days prior to the date on which the purchase is made.

Unless previously renewed, varied or revoked, the authority will be effective until the conclusion of the next annual general meeting of the Company (expected to be held in August 2022) or, if earlier, 31 October 2022.

Purchases of Ordinary Shares will be made only within the guidelines established and to be reviewed from time to time by the Directors and where it is considered that such purchases would be to the advantage of the Company and its Shareholders as a whole. It is the Directors' intention that purchases will be made in the market for cash only at prices below the prevailing net asset value per share, thereby enhancing the net asset value per share for the Company's remaining Shareholders. Purchases will be financed from the Company's own cash resources or, if appropriate, from short term borrowings.

The cap on the price payable contained in the proposed Resolution reflects a restriction on the Company contained in the Listing Rules. In addition, under the Listing Rules the Company must not purchase shares at a price greater than the higher of the last independent trade and the highest current independent bid on the market where the purchase is carried out.

There are no existing Ordinary Shares covered by options or warrants at the date of publication of this document.

Shares purchased under this authority will become treasury shares which the Company can cancel or hold for sale for cash.

Resolution 15 will be proposed as a special resolution.

Resolutions 16 and 17: Amendment of Articles

Resolution 16: Extension of the life of the Company

The Articles presently require that a resolution for the continuation of the Company be put to the annual general meeting of the Company held in 2025 and, unless defeated, at five-yearly intervals thereafter. The proposed amendment to Article 147 requires the continuation resolution to be considered at the annual general meeting of the Company expected to be held in 2027 and every five years thereafter. This amendment will have the effect of postponing the continuation resolution until a period of five years has elapsed from the allotment of Shares under the Offer, five years being the minimum holding period to ensure that investors retain the initial income tax relief on their subscription. Article 147 of the Articles in its current form is set out below:

147 At the annual general meeting of the Company held in 2025 and, if the Company has not then been liquidated, unitised or reconstructed, at each fifth subsequent annual general meeting of the Company convened by the Directors thereafter, the Directors shall propose a resolution that the Company should continue as a venture capital trust for a further five year period, on which resolution the vote shall be decided on a show of hands unless on declaration of the result of the show of hands a poll is duly demanded. A poll may be demanded only by those persons set out in Article 63. For the purpose of this Article only, the resolution that the Company should continue as a venture capital trust shall not be passed only where the vote is held on a poll and the votes against the resolution:

- a) constitute a majority of the votes cast in respect of the resolution (votes withheld shall be ignored); and
- b) represent not less than 25 per cent of the total number of votes then exercisable in respect of that resolution by the holders of the issued share capital of the Company. If such resolution is not passed, the Directors shall draw up proposals for the voluntary liquidation, unitisation or other reorganisation of the Company for submission to the members of the Company at an extraordinary general meeting to be convened by the Directors for a date not more than nine months after the date of the meeting at which such ordinary resolution was not passed. The Directors shall use all reasonable endeavours to ensure that such proposals for the liquidation, unitisation or reorganisation of the Company as are approved by special resolution are implemented as soon as is reasonably practicable after the passing of such resolution.

Resolution 16 will be proposed as a special resolution.

Resolution 17: Increase in Directors' fees

The Company's articles of association (article 89) currently impose a cap on the aggregate directors' fees payable of £100,000 per annum. Following the appointment of Mrs Brown to the Board (subject to the passing of resolution 8), the aggregate annual fees currently paid to directors are £93,500. It is proposed to amend article 89 to reflect an increase in this cap to £150,000 per annum. The Board consider this increase is required in order to allow fees to be paid in line with market rates in future periods and for the appointment of any additional board members in due course.

Resolution 17 will be proposed as a special resolution.

Resolution 18: Cancellation of share premium account

This resolution seeks approval for the cancellation of the share premium account which will arise on the issue of the new Ordinary Shares in connection with the Offer. Subject to the approval of the Court, this will create additional distributable reserves in order to facilitate the buyback of the Company's own shares and/or the payment of dividends.

Resolution 18 will be proposed as a special resolution.

Northern 3 VCT PLC

Notice of Annual General Meeting

Notice is hereby given that the nineteenth annual general meeting of the Company will be held at the offices of NVM Private Equity LLP at Time Central, 32 Gallowgate, Newcastle upon Tyne, NE1 4SN at 11.30am on 19 August 2021 for the following purposes:

Resolutions

- 1 To receive and approve the financial statements for the year ended 31 March 2021 and the Directors' and independent auditor's reports thereon.
- 2 To approve and declare a final dividend of 2.5p per ordinary share in respect of the year ended 31 March 2021.
- 3 To approve the Directors' remuneration report in respect of the year ended 31 March 2021 other than the part of such report containing the Directors' remuneration policy.
- 4 To re-elect as a director Mr J G D Ferguson who retires in accordance with the AIC Code and offers himself for re-election.
- 5 To re-elect as a director Mr C J Fleetwood who retires in accordance with the AIC Code and offers himself for re-election.
- 6 To re-elect as a director Mr J M O Waddell who retires in accordance with the AIC Code and offers himself for re-election.
- 7 To re-elect as a director Mr T R Levett who retires in accordance with the AIC Code and offers himself for re-election.
- 8 To elect as a director Mrs A Brown who has been appointed to the board since the last annual general meeting.
- 9 To appoint Mazars LLP as independent auditor of the Company until the conclusion of the next annual general meeting of the Company.
- 10 To authorise the audit committee to fix the independent auditor's remuneration.
- 11 To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, the Directors be generally and unconditionally authorised pursuant to Section 551 of the Act 2006 (the "**Act**") to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal amount of £986,328 in connection with the Offer (as defined in the circular to shareholders dated 20 July 2021 (the "**Circular**") for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, 31 October 2022, save that the Company may before expiry of this authority make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of that offer or agreement as if this authority had not expired."
- 12 To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, subject to the passing of Resolution 11 and in addition to the authority granted by Resolution 11, the Directors be generally and unconditionally authorised pursuant to Section 551 of the Act to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal amount of £1,290,851.44 or, if lower, such amount as shall represent 20% of the issued ordinary share capital of the Company following the issue of Ordinary Shares pursuant to the Offer for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, 31 October 2022, save that the Company may before expiry of this authority make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of that offer or agreement as if this authority had not expired."
- 13 To consider and, if thought fit, to pass the following resolution as a special resolution:

"That, subject to the passing of Resolution 11 above, the Directors may:

 - (a) allot equity securities (as defined in Section 560 of the Act) pursuant to the authorisation for the purposes of Section 551 of the Act conferred by Resolution 11 above; and
 - (b) 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 (existing shareholders' right of pre-emption) did not apply to the allotment or sale, provided that the power conferred by this resolution shall be limited to the allotment or sale of equity securities up to an aggregate nominal value of £986,328 in connection with the Offer (as defined in the Circular) and shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, 31 October 2022, save that the Company may before this 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."

14 To consider and, if thought fit, to pass the following resolution as a special resolution:

“That, subject to the passing of Resolution 12 above, the Directors may:

- (a) allot equity securities (as defined in Section 560 of the Act) pursuant to the authorisation for the purposes of Section 551 of the Act conferred by Resolution 12 above; and
- (b) 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 (existing shareholders’ right of pre-emption) did not apply to the allotment or sale, provided that the power conferred by this resolution shall be limited to the allotment or sale of equity securities up to an aggregate nominal value of £1,290,851.44 or, if lower, such amount as shall represent 20% of the issued ordinary share capital of the Company following the issue of Ordinary Shares pursuant to the Offer and shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, 31 October 2022, save that the Company may before this 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.”

15 To consider and, if thought fit, to pass the following resolution as a special resolution:

“That, the Company be and is hereby generally and unconditionally authorised in accordance with Section 701 of the Act to make one or more market purchases (within the meaning of Section 693(4) of the Act) of its ordinary shares of 5p each provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 12,908,514 or, if lower, such amount as shall represent 10% of the issued ordinary share capital of the Company following the issue of Ordinary Shares pursuant to the Offer;
- (b) the minimum price (excluding expenses) which may be paid for an ordinary share shall be 5p per share;
- (c) the maximum price (excluding expenses) which may be paid for an ordinary share shall not be more than 105% of the average market value of the ordinary shares of the Company for the five business days prior to the date the purchase is made; and
- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, 31 October 2022, save that the Company may execute a contract of purchase before this authority expires that would or might be concluded wholly or partly after this authority expires.”

16 To consider and, if thought fit, to pass the following resolution as a special resolution:

“That the articles of association of the Company be amended in the first sentence of Article 147 by deleting the date ‘2025’ and substituting the date ‘2027’.”

17 To consider and, if thought fit, to pass the following resolution as a special resolution:

“That article 89 of the articles of association of the Company be amended by the deletion of “£100,000” and the inclusion of “£150,000” so that it shall read: “The Directors shall be entitled to such remuneration as the Directors shall from time to time determine save that unless otherwise approved by the Company by ordinary resolution the aggregate of such ordinary remuneration shall not exceed £150,000 per annum and such remuneration shall be divisible among the Directors as they may agree, or, failing agreement, equally except that, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.”

18 To consider and, if thought fit, to pass the following resolution as a special resolution:

“That, subject to the confirmation of the Court, the amount standing to the credit of the share premium account of the Company following the conclusion of the Offer be cancelled and the amount so cancelled be credited to a special reserve of the Company.”

By order of the Board

J K Bryce

Secretary

Time Central

32 Gallowgate

Newcastle upon Tyne NE1 4SN

20 July 2021

Notes

1 Arrangements for the meeting – COVID-19 outbreak:

The Company has been monitoring closely the evolving situation relating to the Coronavirus (COVID-19) pandemic, including the current guidance and restrictions on travel and public gatherings and social distancing. The Board has also noted that it is the UK government's current intention that all remaining legal restrictions will have been lifted prior to our AGM. While the hope is that all restrictions on social contact are lifted before our AGM, there is no guarantee that this will be the case.

The priority of the Board at this time is the health, safety and wellbeing of all Shareholders and Directors. We are therefore proposing to hold our AGM as a combined physical and electronic meeting and offering Shareholders the option to participate in the meeting remotely via a Zoom conference call. If you wish to use this facility, please register via the Manager's website at www.mercia.co.uk or on the Company's website at www.mercia.co.uk/vcts/n3vct/; or contact the Assistant Company Secretary Wendy Arkle at wendy.arkle@nvm.co.uk, who will provide further information. Please note that Shareholders will not be able to use this facility to actively participate in the meeting by voting on the resolutions or asking questions. Pending further developments, the Board:

- Encourages Shareholders to submit their votes via proxy as early as possible, and Shareholders should appoint the Chairman of the meeting as their proxy. If a Shareholder appoints someone else as their proxy, that proxy may not be able to attend the AGM in person or cast the Shareholder's vote. All proxy appointments should be received by no later than 11.30am on 17 August 2021.
 - Strongly recommends CREST members to vote electronically through the CREST electronic proxy appointment service as your vote will automatically be counted. In addition, the Company has also decided that Forms of Proxy can also be submitted by Shareholders electronically (even outside CREST) by emailing a scanned copy of the signed personalised Form of Proxy to ProxyVotes@equiniti.com. Please contact the Equiniti Limited helpline on 0800 028 2349 for any further guidance. Dealing with paper proxies requires physical interaction such as post sorting and delivery, evaluation and manual input. Given the current situation, any task that requires a physical presence may be subject to disruption and sending a paper proxy is no guarantee of having your vote counted.
 - Proposes that voting at the meeting will be conducted by means of a poll on all resolutions, with each Shareholder having one vote for each share held, thereby allowing all those proxy votes submitted and received prior to the meeting to be counted.
 - Encourages you to submit any question that you would like to be answered at the meeting by completing the enclosed question submission form and returning this to Equiniti (after completing your name as shown on the Company's register of members and the number of shares held) to the details set out on that form, so that it is received by no later than 11.30am on 17 August 2021. The Company will endeavour to respond to all questions received from Shareholders at the AGM or within seven days following the AGM.
 - Will continue to closely monitor the COVID-19 situation in the lead up to the meeting and make further updates about the meeting on the Manager's website at www.mercia.co.uk/vct/. Please ensure that you regularly check this page for updates.
- 2 A member entitled to attend and vote at this meeting is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to speak and on a poll, to vote in his or her stead at the meeting. A proxy need not be a member of the Company however, please see note 1 in respect of the Board's advice to appoint the Chairman of the meeting as proxy. The appointment of a proxy does not preclude a member from attending and voting in person at the meeting should he or she subsequently decide to do so. A form of proxy which may be used is attached.
- 3 A member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him or her.
- 4 To be valid, a form of proxy together with, if applicable, the power of attorney or other authority under which it is signed, or a certified copy thereof, must be received by Equiniti Limited at Aspect House, Spencer Road, Lancing BN99 6DA not later than 11.30am on 17 August 2021.
- 5 The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those Shareholders registered in the register of members of the Company as at 6.30 p.m. on 17 August 2021 shall be entitled to attend or vote (whether on a show of hands or on a poll) at the meeting in respect of the number of shares registered in their name at the time. Changes to entries on the register after 6.30 p.m. on 17 August 2021 (or after 6.30pm on the day which is two working days before any adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- 6 As at 19 July 2021 (being the last business day prior to the date of this notice) the Company's issued share capital consisted of 109,358,584 ordinary shares each carrying one vote per share. Accordingly, the total number of voting rights in the Company as at 19 July 2021 was 109,358,584.

- 7 CREST members who wish to appoint a proxy or proxies for the meeting or any adjournment thereof by utilising the CREST electronic proxy appointment service may do so by following the procedures described in the CREST Manual (www.euroclear.com). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in this notice. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

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

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

- 8 The above statement as to proxy rights does not apply to a person who receives this notice of meeting as a person nominated to enjoy “information rights” under Section 146 of the Act. If you have been sent this notice of meeting because you are such a nominated person, the following statements apply: (a) you may have a right under an agreement between you and the member of the Company by whom you were nominated to be appointed or to have someone else appointed as a proxy for this general meeting; and (b) if you have no such right or do not wish to exercise it, you may have a right under such an agreement to give instructions to that member as to the exercise of voting rights.
- 9 A copy of this notice, and the other information required by Section 311A of the Act, can be found at www.mercia.co.uk/vcts/n3vct/.
- 10 Any member attending the meeting has the right to ask questions, however, please see note 1. Section 319A of to answer any question raised at the Annual General Meeting which relates to the business of the meeting, although no answer need be given (a) if to do so would interfere unduly with the proceedings of the Annual General Meeting or involve disclosure of confidential information (b) if the answer has already been given on the Company’s website or (c) if it is undesirable in the best interests of the Company or the good order of the Annual General Meeting that the question be answered.
- 11 You may not use any electronic address provided either in this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
- 12 Members should note that it is possible that, pursuant to requests made by members of the Company under Section 527 of the Act, the Company may be required to publish on its website www.mercia.co.uk/vcts/n3vct/ a statement setting out any matter such members propose to raise at the Annual General Meeting relating to: (a) the audit of the Company’s accounts (including the auditor’s report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with Section 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company’s auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under Section 527 of the Act to publish on its website.
- 13 If the total number of voting rights that the Chairman will be able to vote (taking into account any proxy appointments from Shareholders over which he is given discretion and any voting rights in respect of his own Shares) is such that he will have a notifiable obligation under the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority (the “DTRs”), the Chairman will make the necessary notifications to the Company and the Financial Conduct Authority. Therefore, any member holding 3% or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the DTRs, need not make a separate notification to the Company and to the Financial Conduct Authority. However, any member holding 3% or more of the voting rights in the Company who appoints a person other than the Chairman as proxy will need to ensure that both the member and the proxy comply with the respective disclosure obligations under the DTRs.

[Intentionally left blank]

Northern 3 VCT PLC

Form of Proxy for the Annual General Meeting on 19 August 2021

I/We

(block capitals please)

of

being a member of Northern 3 VCT PLC, hereby appoint (see notes 1 and 2)

or failing him/her the chairman of the meeting to be my/our proxy and exercise all or any of my/our rights to attend, speak and vote for me/us in respect of my/our voting entitlement on my/our behalf at the nineteenth annual general meeting of the Company to be held at 11.30am on 19 August 2021, notice of which was sent to shareholders on 20 July 2021 with the annual report and financial statements for the year ended 31 March 2021, and at any adjournment thereof. The proxy will vote as indicated below in respect of the resolutions set out in the notice of meeting:

Resolution number		For	Against	Vote withheld
1	To receive and approve the Company's annual report and financial statements for the year ended 31 March 2021 together with the Directors' report and independent auditor's report thereon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	To approve and declare a final dividend of 2.5p per share in respect of the year ended 31 March 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To approve the Directors' remuneration report in respect of the year ended 31 March 2021 other than the part of such report containing the Directors' remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To re-elect Mr J G D Ferguson as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	To re-elect Mr C J Fleetwood as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	To re-elect Mr J M O Waddell as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	To re-elect Mr T R Levett as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	To elect Mrs A Brown as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	To appoint Mazars LLP as independent auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	To authorise the audit committee to fix the remuneration of the independent auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	To authorise the Directors to allot shares pursuant to Section 551 of the Companies Act 2006 for the purposes of the Offer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	To authorise the Directors to allot shares pursuant to Section 551 of the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	To disapply Section 561 of the Companies Act 2006 in relation to allotments of equity securities for the purposes of the Offer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14	To disapply Section 561(1) of the Companies Act 2006 in relation to certain allotments of equity securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15	To authorise the Company to make market purchases of ordinary shares in accordance with Section 701 of the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16	To amend the articles of association to extend the life of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17	To amend the articles of association to reflect an increase in the aggregate cap on directors' fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18	To approve the cancellation of the share premium account arising on the issue of Ordinary Shares pursuant to the Offer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

☐ Please indicate by placing an X in this box if this proxy appointment is one of multiple appointments being made (see note 2 below)

Please refer to the notes overleaf

Signed **Date** 2021

Attendance indication

I/we intend to attend the Annual General Meeting either in person or remotely via the Zoom webinar facility at 11.30 am on 19 August 2021

☐

Shareholders who intend to attend the annual general meeting are requested to register for the Zoom facility in accordance with the instructions in the notice of the meeting. If you wish to submit a comment or a question to the board (whether or not you intend to attend the annual general meeting via the Zoom facility) then please use the box provided at the end of this proxy form.

- 1 Every member has the right to appoint some other person(s) of his/her choice, who need not be a member, as his/her proxy to exercise all or
any of his/her rights to attend, speak or vote on his/her behalf at the meeting. A member wishing to appoint a person other than the chairman
of the meeting as proxy should insert the name of such person in the space provided. If the proxy is being appointed in relation to less than
your full voting entitlement, please enter alongside the proxy holder's name the number of shares in relation to which they are authorised to act
as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been
issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). Any alteration or deletion
must be signed or initialled.
- 2 A member may appoint more than one proxy in relation to a meeting, provided that the proxy is appointed to exercise the rights attached to a
different share or shares held by him/her. To appoint more than one proxy, please contact Equiniti Limited on 0800 028 2349 for (an) additional
form(s), or you may photocopy this form. Please indicate alongside the proxy holder's name the number of shares in relation to which the proxy
holder is authorised to act as your proxy. Please also indicate by placing an X in the box provided if the proxy instruction is one of multiple
instructions being given. All forms must be signed and returned together in the same envelope.
- 3 Use of the form of proxy does not preclude a member from attending and voting in person.
- 4 Where the form of proxy is executed by an individual it must be signed by that individual or his or her attorney.
- 5 Where the form of proxy is executed by joint shareholders it may be signed by any of the members, but the vote of the member whose name
stands first in the register of members of the Company will be accepted to the exclusion of the votes of the other joint holders.
- 6 Where the form of proxy is executed by a corporation it must be either under its seal or under the hand of an officer or attorney duly authorised.
- 7 If the form of proxy is signed and returned without any indication as to how the proxy shall vote, the proxy will exercise his/her discretion as to
whether and how he/she votes, as he/she will on any other matters to arise at the meeting.
- 8 To be valid, the form of proxy, together with, if applicable, the power of attorney or other authority under which it is signed, or a certified copy
thereof, must be received by Equiniti Limited at Aspect House, Spencer Road, Lancing BN99 6DA not later than 11.30am on 17 August 2021.
- 9 The "vote withheld" option is provided to enable a member to abstain from voting on the Resolution; however, it should be noted that a "vote
withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "for" and "against" the Resolution.
- 10 **If you wish to pass on any comments or put any questions to the Board, please use the box below.**

This image shows a full page of white paper with horizontal dashed lines, typical of primary school handwriting practice paper. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.