# Offer Document

Offers for subscription in the 2026/27 tax year to raise a total of £30 million

## Northern Venture Trust PLC
## Northern 2 VCT PLC
## Northern 3 VCT PLC

# Important notice

If you are in any doubt about the content of this offer document ("Offer Document") for Northern Venture Trust PLC, Northern 2 VCT PLC and Northern 3 VCT PLC (each a "Company" and together the "Companies") and/or any action that you should take, you should seek advice immediately from an independent financial adviser authorised under the Financial Services and Markets Act 2000 ("FSMA") who specialises in advising on the acquisition of shares and other securities.

This Offer Document is issued by the Companies and has been approved for issue as a financial promotion on 16 September 2026, for the purposes of Section 21 of the FSMA only, by Howard Kennedy Corporate Services LLP ("HKCS"), of No 1 London Bridge, London SE1 9BG, which is authorised and regulated by the Financial Conduct Authority ("FCA") in the United Kingdom ("UK") (firm reference number 523524). HKCS is a limited liability partnership registered in England and Wales with registered number OC354088.

The Public Offers and Admissions to Trading Regulations 2024 (SI 2024/105) ("POATR") which came into effect on 19 January 2026, provide that a closed-ended investment fund, such as the Company, with equity securities already admitted to trading on a regulated market can offer to the public up to 100% of the number of those equity shares already admitted to trading on the same regulated market over a 12 month period, without triggering the requirement to publish an FCA approved prospectus. This Offer Document does not therefore constitute a prospectus. All offers of the Offer Shares will be made pursuant to exemptions in the POATR and the Prospectus Rules: Admission to Trading on a Regulated Market Sourcebook of the FCA being the regulated market admission rules referred to in Regulation 14(2) of the POATRs.

HKCS does not offer investment or tax advice or make recommendations regarding investments. In approving this Offer Document as a financial promotion, HKCS has confirmed that this Offer Document complies with the FCA's Financial Promotion Rules, that it is solely acting for the Companies and no one else in connection with the Offers, and will not be responsible to anyone other than the Companies for providing the protections afforded to customers of HKCS (other than as required by the FCA rules) or for providing financial advice in relation to the Offers. HKCS has given and not withdrawn its consent to the inclusion of its name in the form and context in which it appears.

No person has been authorised to issue any advertisement, give any information, or to make any representation concerning the Offers, other than the information contained in this Offer Document and the Application Form and, if given or made, such information or representation must not be relied upon.

This Offer Document does not constitute a direct offer to sell or a solicitation of an offer to purchase securities and, in particular, does not constitute an offering in any state, country or other jurisdiction where, or to any person or entity to whom, an offer or sale would be prohibited.

Nothing in this Offer Document constitutes investment, tax, legal or other advice by the Companies, Mercia Fund Management Limited ("Mercia") or HKCS.

All statements of opinion or belief contained in this Offer Document, and all views expressed and statements made regarding future events, represent the Directors' or Mercia's own assessment and interpretation of information available to them as at 16 September 2026. No representation is made or assurance given that such statements or views are correct or that the objectives of the Offers will be achieved. Investors must determine for themselves what reliance (if any) they should place on such statements or views and no responsibility is accepted by Mercia in respect thereof. All information contained in this Offer Document has been sourced by Mercia unless otherwise stated.

VCT investments are high risk and an investment will not be appropriate for all recipients of this Offer Document. Your attention is drawn to the risk factors, as set out on pages 6 to 8 of this Offer Document. An investment in any one or more of the Companies is only suitable for Investors who are capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss that might arise. Please also remember that: the value of an investment may go down as well as up; there is no guarantee that the Companies' investment objectives will be met; you may lose some or all of the money you invest; and the levels and bases of reliefs from taxation described in this document are those currently available, and their value depends on an Investor's individual circumstances. Tax rules and regulations are subject to change.

The product is designed for retail and professional clients with an income tax liability in excess of the relief available on their initial investment, who can hold that investment for at least five years, who value regular tax-free income and exposure to a diverse group of predominantly unquoted companies, and who have sufficient capital and a high tolerance to risk to accept the loss of the entire amount invested. This target market has been chosen because these clients will derive the most value from the product, including its tax reliefs and long-term return potential, whilst being willing and able to accept its limitations and high risks, including its long-term illiquidity and the potential loss of the whole investment.

For UK investors only. Information correct as at 15 September 2026.

# Contents





# Welcome

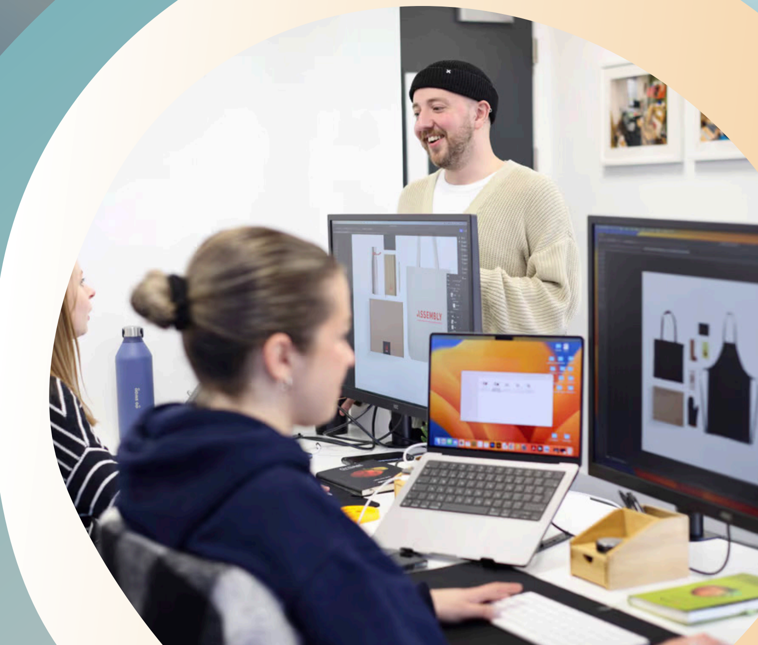
## This is an opportunity to invest in early-stage companies through three established VCTs, with the benefit of attractive VCT tax reliefs.

The Companies are seeking to raise up to £30 million, with £10 million available for subscription in each of Northern Venture Trust, Northern 2 VCT and Northern 3 VCT in the 2026/27 tax year.

The new offer builds on the Northern VCTs' established track record and a strong investment pipeline. It will also provide scale-up and follow-on funding for the existing venture portfolio of more than 50 companies.

The Offers have been designed for Investors seeking a long-term tax-free return through a combination of dividend yield and capital growth, with the added benefit of VCT tax reliefs.

This Offer Document provides an overview of the Companies and their respective investment strategies, the Manager and the investment team. This document also contains important information on the charges and key risks associated with investing in the Companies.



# Key information

Target raise

*£30 million*

First close:

*23 November 2026*

Final close:

*31 March 2027*

Further information, including the Application Form, Key Information Document and Annual Report for each Company, is available at: www.mercia.co.uk/vcts

Should you need anything else in connection with your application, please call the Receiving Agent, City Partnership, on 01484 240 910.

Neither the Companies, The City Partnership, HKCS nor Mercia can provide any investment advice.

# Key features

| Offer size for each Company | Minimum individual investment | Maximum individual investment |
|---|---|---|
| **£10 million** in each of Northern Venture Trust, Northern 2 VCT and Northern 3 VCT | **£6,000** in total (minimum £2,000 in any one Company if you are splitting your application across the Offers) | **£200,000** |

Please elect to split either an equal or a different allocation on the application form.

## Dividend policy

Each of the Companies has a medium-term aim to generate a return on ordinary activities sufficient to support its target annual dividend yield, whilst avoiding as far as possible erosion of the Net Asset Value per share. The level of future dividends is not guaranteed and will have regard to the level of returns generated by each Company, the availability of distributable reserves and ongoing compliance with the VCT Rules.

## Target dividend yields

Northern Venture Trust – 5% per annum of opening NAV

Northern 2 VCT – 5% per annum of opening NAV

Northern 3 VCT – 4.5% per annum of opening NAV

The target dividend yields are expressed as a percentage of the opening net asset value of each Company and are subject to regular review and are not guaranteed. These are only targets, and no forecasts or projections are to be inferred or implied.

## Timetable of offers

**30 SEPTEMBER 2026**
Offers open to all applicants

**23 NOVEMBER 2026**
Deadline for receiving applications to be included in first allotment at 17:00

**31 MARCH 2027**
Deadline for receiving remaining applications at 12:00, unless fully subscribed at an earlier date

**2 APRIL 2027**
Remaining Offer Shares expected to be allotted on or around 2 April 2027, or earlier at each of the Companies' discretion

**APRIL / MAY 2027**
Tax certificates (enabling Investors to apply for their tax relief) expected to be despatched within 20 Business Days of allotment

# The investment opportunity

The Offers represent an opportunity to subscribe for new Offer Shares in the Northern VCTs. The Companies will invest in a portfolio mainly comprising VCT-qualifying investments in smaller UK unquoted companies, with a view to long-term capital growth. Eligible investors will be able to benefit from the tax reliefs available to VCT subscribers, including initial income tax relief at 20%, exemption from income tax on dividends and exemption from capital gains tax on the disposal of VCT shares, subject to the VCT Rules.

## Track record

The Northern VCTs were established between 1995 and 2001 and are among the longest established VCTs in the market. Since inception, they have invested over £730 million in more than 280 companies, achieving an unaudited total return (NAV plus cumulative dividends) of between 201p and 259p per share, per 100p invested, as at 30 June 2026 (source: Mercia).

## Well-resourced manager

Mercia is an AIM-quoted specialist asset management group, focused on making high-growth investments throughout the UK. The dedicated VCT investment team consists of thirteen people, in addition to two operating partners, who are focused on investing and growing the value of the Companies, and have the support of Mercia's central resource to continue to deliver growth for shareholders.

## Building on existing scale

As at 30 June 2026, the three Northern VCTs had venture capital investment portfolios valued (unaudited) at c.£325 million, of which c.£304 million was represented by venture investments made after the introduction of the changes to the VCT Rules in 2015. The return on these investments comes mainly from capital received upon realisation. As part of the Mercia Group, the Northern VCTs benefit from an enhanced deal flow of investments and the ability to co-invest alongside Mercia Group's other funds.

## Liquidity

Shareholders may, from time to time, wish to sell some of their shares to assist with personal and financial estate planning. It is currently the policy of each Company to maintain the capability to buy back its shares in the market, at a discount of 5% to the most recently announced NAV subject to available reserves, cash and regulation.

# Northern VCTs' investment strategy

## Growth focused, providing scale-up development capital

The Companies make equity investments of up to £10 million into innovative and high growth potential companies. They are seeking to invest in businesses that are led by management teams who have the drive and capability to build businesses of scale and meaningful shareholder value. Each business is usually underpinned by some novel technological or intellectual property advantage which, when combined with capable leadership, results in long-term business growth and increased equity value.

## Long-term and supportive

The Companies have an active portfolio of businesses, many of which will seek to raise further rounds of follow-on capital investment to continue to scale and drive increased enterprise value and future returns. The Companies are committed to holding sufficient liquidity to support these businesses through subsequent investment rounds, often alongside other later stage investors. Under the VCT Rules, up to £10 million can be invested in a company in a 12-month period (£20 million for a knowledge intensive company) with a limit of £24 million overall (£40 million for a knowledge intensive company). VCTs are well positioned to be long-term shareholders and partners to ambitious founders and management teams.

## UK-wide footprint and sector diversification

The Companies are already invested in a well-diversified portfolio of over 50 unquoted companies based across the UK from a range of sectors. With a VCT investment team and wider Mercia Group based throughout the UK, the Companies are able to access a wider pool of investment opportunities than many investors who tend to be more concentrated in London. Whilst opportunities are usually underpinned by some form of novel technology, operational approach or innovation, the Companies offer investment exposure that can deliver strong investment returns without concentrated risk in one sector.

# Risk factors

**Please note that VCT investments are high risk. Prospective Investors should carefully consider the following risk factors in addition to the other information presented in this document. If any of the risks described below were to materialise, they could have a material effect on the respective businesses, financial condition, results or operations of any of the Companies.**

The risks and uncertainties described here are not the only ones that the Companies or Investors may face. Additional risks, which are not currently known to the Companies or their Directors, or that the Companies or their Directors currently believe are not material, may also adversely affect the respective businesses, financial condition and results or operations of the Companies. The value of the Offer Shares could decline due to any of these risk factors and an Investor may get back less than they invested. Investors who are in any doubt as to the action that they should take are advised to obtain advice from an independent financial adviser authorised under the Financial Services and Markets Act, who specialises in advising on the acquisition of shares.

## You cannot rely on past performance

There can be no assurances that the Companies will meet their objectives or identify suitable investment opportunities. The past performance of the Companies is not a guide to future performance.

## Capital is at risk

The value of the Shares and income derived from them can fluctuate. There is no guarantee Investors will get back the amount invested. Investors could lose all or part of their investment.

## Risks relating to Venture Capital Trusts

### Investments in VCTs are long term in nature

Investors should be prepared to hold their shares for a minimum of five years.

### Legislative and regulatory risk

Changes to legislation, regulation, accounting standards, tax rules or their interpretation may adversely affect the Companies. Future changes to the VCT regime, including changes to investor tax reliefs, may affect the attractiveness of VCT investments and the Companies' ability to raise new capital.

On 26 November 2025 in the 2025 Autumn Budget, the Chancellor announced that the VCT upfront income tax relief would be reduced from 30% to 20% in relation to shares issued by VCTs on or after 6 April 2026. This change in upfront tax relief, which came into effect on 6 April 2026, may make VCTs less attractive to investors and make it harder for the Companies to raise capital in the future. It is too early to understand the extent of the investor reaction to the reduced income tax relief and the implications for VCTs. Over time, a prolonged and steep decline in investor interest would limit a VCT's ability to make new qualifying investments in accordance with its investment policy and put pressure on other key policies such as the dividend and share buy-back policies. This might result in potential reductions to dividend distributions paid to shareholders and/or increases to the discount at which VCT shares trade relative to their NAV per share.

Alongside the changes to the VCT Rules announced in the 2025 Autumn Budget, HM Treasury published "Tax Support for Entrepreneurs: Call for Evidence". As part of this, HM Treasury is seeking input on the efficacy of the VCT scheme and in particular whether conditions imposed by VCTs and EIS funds act as a barrier for investee companies. The findings of this call for evidence may lead to further changes to the VCT and EIS Rules which could be positive or negative for the VCT industry.

### VCT qualifying status risk

The Companies are required to comply with detailed and complex legislation in order to retain their approval as Venture Capital Trusts. Whilst the Directors intend that the Companies will continue to be managed so as to maintain VCT status, there can be no guarantee that such status will be retained.

Any failure to satisfy the VCT qualifying requirements could result in the Companies losing their VCT approval. This could lead to adverse tax consequences for both the Companies and shareholders, including the loss of tax reliefs and, in certain circumstances, the repayment by shareholders of income tax relief previously obtained.

### Offer Shares may be difficult to sell

Although the Companies' Offer Shares are traded on the London Stock Exchange ("LSE"), due to the nature of VCTs and in particular the upfront tax relief that does not apply to Ordinary Shares bought in the secondary market, there may not be a liquid market in the Offer Shares and Investors may find it difficult to sell them. In addition, the price at which Shares are traded may not reflect their underlying NAV and Shares are usually traded at a discount to their underlying NAV. Any sale of Offer Shares within five years may result in the loss of VCT Relief(s).

## Risks relating to the Companies

### Investments in smaller and early-stage companies are high risk and illiquid

The Companies invest principally in early-stage and growth businesses. Such companies may be pre-revenue at the point of investment and may require significant funding through multiple funding rounds in order to develop their technology, products and markets. Certain investee companies may also require regulatory approvals before their products can be launched.

Early-stage companies generally have limited product lines, markets and financial resources and may be more dependent upon key individuals than larger, more established businesses. As a result, investment in such companies involves a higher degree of risk and a greater likelihood of company failure than investment in larger companies with established business models.

### Stock market risk

A proportion of the Companies' investments may be quoted on the London Stock Exchange or AIM and will therefore be subject to market fluctuations. External factors such as political events, economic conditions, geopolitical developments, changes in investor sentiment and global crises may adversely affect quoted market valuations.

In periods of market stress there may be very limited demand for shares in smaller quoted companies and the value of such investments may fall significantly.

### Financial risk

Most of the Companies' investments involve a medium to long-term commitment and many are illiquid.

Cambridge based
Flok Health

# Risk factors (continued)

### Operational risk

The Companies do not have any employees and rely upon a number of third-party service providers, including the Manager, registrar, custodian, receiving agent, lawyers and tax advisers, to provide the services necessary for the operation of the Companies.

Operations delegated to the Companies' key service providers may not be performed in a timely or accurate manner, which could result in reputational damage, regulatory breaches, financial loss or other adverse consequences for the Companies and their shareholders.

In addition, the risk of cyber-attack, the adoption or use of new technologies, failure of systems and controls, fraud, business interruption or other operational incidents affecting the Companies, their investee companies or their service providers may lead to an inability to service shareholder needs adequately, provide accurate reporting and accounting information, or ensure continued compliance with applicable laws, regulations and VCT legislation.

### Performance of the Manager

The successful implementation of the Companies' investment policy is dependent on the expertise of the Manager and its ability to attract and retain suitably qualified staff. The Companies' ability to achieve their investment objectives is largely dependent on the performance of the Manager in the acquisition and disposal of investments and the management of the investment portfolio.

Whilst the Boards monitor the performance of the Manager and have the ability to appoint a replacement, there can be no guarantee that the Manager will continue to perform successfully or that any replacement manager would achieve the Companies' investment objectives. A deterioration in the performance of the Manager, or the loss of key individuals within the Manager's investment team, could adversely affect the Companies' investment performance, financial position and shareholder returns.

### Artificial Intelligence ("AI") and advanced technology risk

The adoption or use of AI technologies and other advanced technologies by portfolio companies, customers, suppliers or competitors may affect the future performance, growth prospects and competitive position of investee companies. The impact of AI and other advanced technologies on markets and business models continues to evolve and may create uncertainty regarding future trading performance, valuation and realisation outcomes. As a result, developments in AI and advanced technologies could adversely affect the value of the Companies' investment portfolio and shareholder returns.

## Economic and geopolitical risk

Geopolitical tensions, including ongoing conflicts in Eastern Europe and the Middle East, together with trade uncertainties and supply chain vulnerabilities, continue to affect economic activity and business confidence. Inflationary pressures have moderated from the peak levels experienced in recent years, although cost increases, particularly in labour and certain services sectors, remain evident across many parts of the economy.

Central bank interest rates have also remained at levels higher than those prevailing prior to 2022, and may increase further. This has increased borrowing costs for businesses and consumers and may continue to affect levels of investment, economic growth and the availability of financing for smaller companies.

The Bank of England's Financial Policy Committee has identified stretched valuations of artificial intelligence related assets, combined with rising index concentration, as a systemic exposure.
A correction in a small number of mega-cap technology stocks could therefore have a disproportionate effect on broad market indices, on investor sentiment and on the valuations and exit environment for privately held companies.

The precise impact of these factors on the Companies and their investee companies remains difficult to predict. Continued uncertainty in financial markets and the wider economic environment may make it more challenging to determine appropriate valuations for certain unquoted investments in the short to medium term.

Should such uncertainty persist, it may also make it more difficult to forecast future income streams and realisation values from the Companies' investment portfolio, which could have an impact on the Companies' net asset values and on the price at which investors may be able to sell their Shares.

# The Manager

Mercia Fund Management Limited ("Mercia") is the investment adviser to Northern Venture Trust, which is registered with the FCA as a small registered UK AIFM, and the investment manager of Northern 2 VCT and Northern 3 VCT. References to the "Manager" should be read accordingly. Mercia is part of the group of fund management companies that are owned by Mercia Asset Management PLC (together "Mercia Group" or "the Group"), an AIM-listed specialist alternative asset manager. The Group has over 15 years' experience of providing capital to high-growth UK SMEs, addressing a large, growing and under-served need for long-term investment capital.

Mercia Group currently has £2.2 billion (audited) of funds under management ("FuM") of which £2.0 billion is represented by third-party growth funds, including the Northern VCTs' net assets totalling c.£410 million as at 31 March 2026 (audited).

Including the VCT team, the Group now has 102 investment professionals working from a network of eleven offices located across the UK, as well as a team of value-creating specialists from various disciplines including talent management, in-house legal counsel and operating partners.

## Mercia's approach

Mercia operates a dedicated VCT investment team of 13 individuals who are responsible for the stewardship of the funds: deploying capital into the most attractive investment opportunities; supporting company value creation activities; and delivering returns back into the Companies. Investment opportunities are sourced directly through a combination of technology-based sourcing methods, the networks and reputation of individuals within the investment team, as well as from the network of investment professionals within the wider Mercia Group.

## Track record

The Group has a long track record of managing early-stage venture capital funds in the UK, including the Northern VCTs, Enterprise Investment Scheme ("EIS") funds, regionally targeted managed funds and the Mercia Group's own direct investments. Cumulatively these represent a total of £1 billion in funds under management, representing c. 50% of the Group's assets under management as at 31 March 2026, placing Mercia as one of the most active venture investors in the UK.

## Mercia Platform

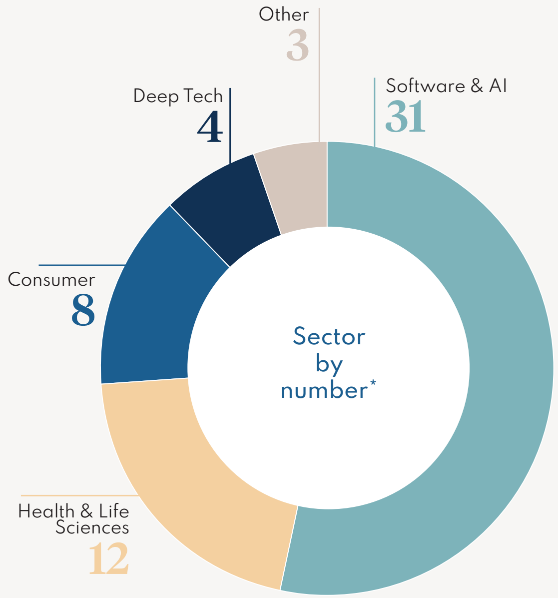
Mercia drives shareholder value by proactive management of the portfolio through the delivery of Mercia Platform – a value creation ecosystem which is exclusively available to the executive teams in our portfolio businesses. This encompasses four core areas of support:

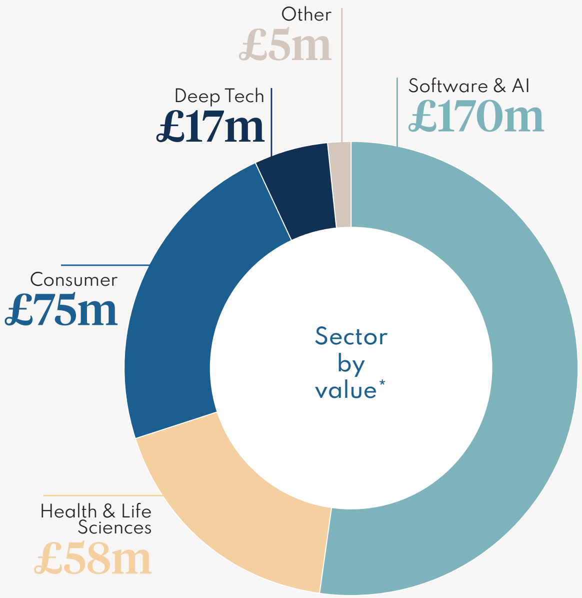
| | |
|---|---|
| **1. Go-to-market (GTM)** | targeted engagement within each portfolio company to support commercial acceleration, customer acquisition, internationalisation and operational growth. |
| **2. Leadership development & wellbeing** | helping founders and leadership teams build resilient, high-performing organisations. This includes leadership coaching, people strategy guidance, and access to experienced executives and non-executives from across our collective networks. |
| **3. Strategic finance, fundraising & exit readiness** | supporting management through critical financial and strategic milestones including fundraising preparation, financial planning, governance, reporting maturity and exit preparation. The focus is on helping companies become increasingly investable, scalable and strategically aligned. |
| **4. Community & connectivity** | creating meaningful connections across the Mercia portfolio through shared experiences, peer learning and trusted relationships. This founder community enables practical knowledge sharing, collaboration and access to collective experience across the ecosystem. |

Mercia Platform is delivered through its operating partners and specialist advisers, digital community and resources, founder and portfolio executive events, peer-to-peer collaboration, plus 1:1 support and access through each portfolio director active on the board.

# Venture portfolio

## The Northern VCTs' Aggregated Portfolio
## 30 June 2026
## Unaudited




Location of investments


Source: Mercia

Information and valuations as at 30 June 2026

* Includes unquoted investments and investments quoted on the London Stock Exchange and AIM.

THE BEAUTY TECH GROUP

## The Beauty Tech Group

The Northern VCTs originally invested in CurrentBody in August 2018 and, following its sale, part of the proceeds were rolled into Project Glow in November 2021. Project Glow successfully launched on the London Stock Exchange as The Beauty Tech Group plc in October 2025. As part of the process, the Northern VCTs sold 30% of their holding for proceeds of £7.1 million. The Northern VCTs have sold further holdings since 30 June 2026 for proceeds of £7.9 million (up to 31 August 2026).

# Northern VCTs' track record

## Northern Venture Trust (launched in 1995)

| Period ended: | 30 June 2026 3 month period | 31 March 2026 | 31 March 2025 | 31 March 2024 | 31 March 2023 | 31 March 2022 | 31 March 2021 |
|---|---|---|---|---|---|---|---|
| Dividends per Share in respect of year | – | 3.1p | 3.1p | 3.2p | 4.0p | 10.0p | 4.5p |
| Cumulative dividends per Share paid since inception* | 198.4p | 198.4p | 195.3p | 192.1p | 188.5p | 184.5p | 174.5p |
| NAV per Share at year end** | 60.1p | 57.8p | 61.5p | 60.3p | 62.1p | 68.4p | 79.8p |
| Total Return per Share since inception*** | 258.5p | 256.2p | 256.8p | 252.4p | 250.6p | 252.9p | 254.3p |

## Northern 2 VCT (launched in 1999)

| Period ended: | 30 June 2026 3 month period | 31 March 2026 | 31 March 2025 | 31 March 2024 | 31 March 2023 | 31 March 2022 | 31 March 2021 |
|---|---|---|---|---|---|---|---|
| Dividends per Share in respect of year | – | 3.0p | 3.0p | 3.0p | 3.3p | 3.6p | 7.5p |
| Cumulative dividends per Share paid since inception* | 145.0p | 145.0p | 142.0p | 139.1p | 136.0p | 132.4p | 124.9p |
| NAV per Share at year end** | 56.7p | 54.6p | 58.3p | 57.3p | 59.0p | 64.4p | 71.3p |
| Total Return per Share since inception*** | 201.7p | 199.6p | 200.3p | 196.4p | 195.0p | 196.8p | 196.2p |

## Northern 3 VCT (launched in 2001)

| Period ended: | 30 June 2026 3 month period | 31 March 2026 | 31 March 2025 | 31 March 2024 | 31 March 2023 | 31 March 2022 | 31 March 2021 |
|---|---|---|---|---|---|---|---|
| Dividends per Share in respect of year | – | 4.5p | 4.5p | 4.2p | 4.5p | 5.0p | 9.0p |
| Cumulative dividends per Share paid since inception* | 126.6p | 126.6p | 122.1p | 117.9p | 113.4p | 108.4p | 99.4p |
| NAV per Share at year end** | 88.5p | 85.1p | 90.0p | 89.3p | 91.6p | 97.9p | 107.0p |
| Total Return per Share since inception*** | 215.1p | 211.7p | 212.1p | 207.2p | 205.0p | 206.3p | 206.4p |

* Excluding dividends declared but not yet paid at the relevant financial reporting date.

** The NAV per Share listed above are audited, apart from 30 June 2026 and for Northern Venture Trust 31 March 2021 and 31 March 2022, which are unaudited.

*** Since inception, per 100p invested.

Past performance is not a reliable indicator of the future results of the Companies.

NAV per Share and Dividends per Share are derived from regulatory announcements and audited Annual Reports published by the relevant Company and Total Return per Share has been derived from that information and compiled by Mercia.

# Northern VCTs' top 10 investments by value

As at 30 June 2026

| Company | Sector | Year of original investment | Cost £000 | Value £000 | % of net assets by value |
|---|---|---|---|---|---|
| **The Beauty Tech Group PLC*** <br> Online marketplace for home-use beauty products | Consumer | 2021 | 2,847 | 21,276 | 4.5% |
| **Pure Pet Food Ltd** <br> Production of organic pet food | Consumer | 2019 | 3,976 | 20,478 | 4.4% |
| **Risk Ledger Ltd** <br> Cyber security focused on supply chain risk | Software & AI | 2023 | 8,840 | 15,114 | 3.2% |
| **Semble Technology Ltd** <br> Practice management software for healthcare clinicians/clinics | Software & AI | 2024 | 9,333 | 14,264 | 3.1% |
| **Send Technology Solutions Ltd**** <br> Platform for insurers, reinsurers, and managing general agents | Software & AI | 2022 | 6,442 | 10,872 | 2.3% |
| **Pimberly Ltd** <br> Product information management software | Software & AI | 2021 | 5,846 | 9,744 | 2.1% |
| **Tutora Ltd (t/a Tutorful)** <br> Website to help parents and students find private tutors | Consumer | 2019 | 9,301 | 9,301 | 2.0% |
| **Broker Insights Ltd** <br> Platform connecting insurers and brokers | Software & AI | 2021 | 9,187 | 9,193 | 2.0% |
| **Biological Preparations Group Ltd** <br> Environmental biotechnology products | Health & Life Sciences | 2015 | 6,447 | 8,790 | 1.9% |
| **Turbine Simulated Cell Technologies Ltd** <br> Simulation of cell reaction to treatment of complex disease | Health & Life Sciences | 2022 | 7,412 | 8,113 | 1.7% |

* Investment partially disposed of following period end.
** Investment disposed of following period end.

The table above is ordered by valuation.

The figures above are an aggregate of all three Northern VCTs' holdings, and are unaudited.

# Northern VCTs' recent investments

## Astral Neutronics (t/a Astral Systems)

The Northern VCTs invested £6.6 million in March 2026. The company has developed compact fusion reactors for medical and industrial use. The company intends to use the capital to scale its nuclear fusion technology.

## Snow Line (t/a Go Swag)

The Northern VCTs invested £3.0 million in March 2026. The company provides sustainable, premium-branded corporate gift packs while managing logistics and fulfilment. The company intends to use the capital to expand internationally and further develop its platform.

## Flok Health

The Northern VCTs invested £3.0 million in April 2026. The company is a digital healthcare provider specialising in AI-enabled physiotherapy services. The company intends to use the capital to accelerate scaling and expand its clinical and geographical scope.

FIFTH DIMENSION

### Fifth Dimension AI

The Northern VCTs invested £3.0 million in April 2026. The company's software provides decision-intelligence tools for the real estate sector. The company intends to use the capital to accelerate geographical expansion and deepen the platform's agentic AI capabilities.

givestar

### TapTap Giving (t/a givestar)

The Northern VCTs invested £2.5 million in August 2026 with a further £4.5 million to follow subject to FCA clearance. Givestar is a digital fundraising platform that enables charities and fundraisers to collect donations through mobile and contactless technology. The company intends to use the capital to expand internationally and build out the platform.

= Equals

### Fair Software (t/a Equals)

The Northern VCTs invested £2.6 million in August 2026. Equals is a consumer social platform enabling music fans to connect, discover content, and engage with artist communities. The company intends to use the capital for product development, growth marketing and the expansion of commercial relationships.

# Northern VCTs' recent realisations

### Helium Sofa Group (t/a Buoyant Upholstery)

The Northern VCTs provided £4.5 million of funding in 2013 to finance a management buyout. Buoyant Upholstery is one of the largest independent UK furniture manufacturers based in Nelson, Lancashire. The company grew over its investment lifetime and employs more than 550 people. In July 2026 the Northern VCTs sold their investment to Ashwood Designs Group for initial proceeds of £3.5 million, with a further £3.2 million expected in deferred proceeds over the next four years. This exit represents a lifetime return of 2.5x, rising to 3.3x with the expected deferred proceeds.

### Idox

Northern Venture Trust and Northern 3 VCT invested a combined £0.8 million in May 2007. Idox provides software that underpins the management of planning and building control, environmental health, and licensing procedures. The VCTs exited in March 2026 for proceeds of £5.3 million, a 6.9x return.

### Pure Pet Food (partial realisation)

The Northern VCTs originally invested £1.5 million in March 2019, and subsequently provided £3.0 million in follow-on capital in 2021 and 2022. The company now employs over 100 people in Cleckheaton, Yorkshire and sales have grown by over 200% in the last two years. The Northern VCTs sold c.15% of their holding to co-investor Felix Capital in June 2026 for proceeds of £4.0 million, representing a return of 5.8x.

### Send Technology

The Northern VCTs originally invested £3.0 million in October 2022 with a further £3.0 million follow-on funding provided in 2024 and 2025. The London-based company has a platform providing an underwriting workbench for insurers, reinsurers and managing agents. In July 2026 the Northern VCTs realised their investment for an initial £10.3 million, with further deferred proceeds of £1.7 million expected in the period up to December 2028. This represents an initial return of 1.7x, rising to 2.0x with the expected deferred proceeds.

# Northern VCTs' realisations

## since December 2019*

| Investment | Realisation | Original Investment | Lifetime Return** |
|---|---|---|---|
| Brady | December 2019 | December 2010 | 0.3x |
| Summit | January 2020 | March 2007 | 0.0x |
| Nasstar | February 2020 | January 2014 | 2.6x |
| Cello | August 2020 | November 2004 | 2.2x |
| Collagen Solutions | November 2020 | December 2014 | 0.9x |
| Agilitas | November 2020 | June 2014 | 7.7x |
| Lending Works | December 2020 | June 2016 | 0.3x |
| Its All Good | December 2020 | February 2014 | 3.3x |
| Hello Soda | April 2021 | October 2017 | 1.7x |
| Avid Technology | June 2021 | June 2016 | 0.6x |
| Oddbox (partial exit) | July 2021 | March 2020 | 10.9x |
| Vectura | October 2021 | April 2001 | 2.3x |
| Intelling | October 2021 | March 2017 | 3.9x |
| Mojo Mortgages | December 2021 | February 2019 | 1.6x |
| Ideagen | June 2022 | January 2015 | 9.8x |
| Knowledgemotion | June 2022 | July 2017 | 1.8x |
| Intechnica | January 2023 | December 2021 | 2.4x |
| Lineup Systems | March 2023 | December 2011 | 7.8x |
| Axial Systems | March 2023 | March 2008 | 0.5x |
| No 1 Lounges | March 2023 | March 2014 | 0.2x |
| Channel Mum | March 2023 | August 2016 | 0.0x |
| Adept | April 2023 | February 2006 | 1.4x |
| Evotix | May 2023 | February 2018 | 4.9x |
| Weldex | September 2023 | May 1996 | 9.9x |
| Medovate | November 2023 | November 2017 | 0.1x |
| Haystack Dryers | December 2023 | November 2012 | 0.2x |
| Gentronix | September 2024 | February 2007 | 4.5x |
| Nutshell Software | September 2024 | March 2020 | 0.0x |
| Climbing Hangar | October 2024 | August 2018 | 0.7x |
| musicMagpie | December 2024 | May 2019 | 6.5x |
| Eckoh | December 2024 | December 2013 | 1.8x |
| Intuitive | February 2025 | December 2012 | 2.2x |
| Ablatus Therapeutics | February 2025 | April 2018 | 0.0x |
| CelLBxHealth | July 2025 | October 2017 | 0.1x |
| Thanksbox | October 2025 | December 2018 | 0.5x |
| Idox | March 2026 | May 2007 | 6.9x |
| Fresh Approach | March 2026 | May 2014 | 1.1x |
| Newcells Biotech | March 2026 | June 2018 | 0.0x |
| Northrow | March 2026 | July 2017 | 0.0x |
| Adludio | March 2026 | August 2021 | 0.0x |
| Sorted | April 2026 | April 2016 | 0.0x |
| Netcall | June 2026 | December 2013 | 2.1x |
| Pebble Beach Systems | June 2026 | May 2017 | 0.4x |
| Velocity Composites | June 2026 | May 2017 | 0.3x |
| Pure Pet Food (partial exit) | June 2026 | March 2019 | 5.8x |
| Helium Sofa Group | July 2026 | July 2013 | 2.5x |
| Send Technology | July 2026 | October 2022 | 1.7x |
| Synectics | July 2026 | September 2011 | 1.7x |
| Eco Animal Health | July 2026 | December 2013 | 0.5x |
| RTC Group | August 2026 | June 1998 | 0.9x |
| The Beauty Tech Group (partial exit) | August 2026 | November 2021 | 7.2x |

* Mercia was appointed as the Manager in December 2019.
** Returns are unaudited. They include sale proceeds, dividends, and interest received over the course of investment.

# Dividend and share buy-back policies

## Dividend policy

Each of the Companies has a medium-term aim to generate a return on ordinary activities sufficient to support their target annual dividend yield, whilst avoiding as far as possible erosion of the NAV per Share. The level of future dividend distributions is not guaranteed and will have regard to the level of returns generated by each Company, the availability of distributable reserves and cash, and ongoing compliance with the VCT Rules. Investors should be eligible for the next dividend payments announced after their Offer Shares have been allotted. The Companies all intend to pay dividends bi-annually, usually in January and September.

## Dividend investment schemes

The Companies have established dividend investment schemes under which Shareholders are given the opportunity to reinvest dividend payments by way of subscription for new Shares, with the benefit of the tax reliefs currently available to VCT subscribers. The terms for participation in those schemes are available from the Mercia website **www.mercia.co.uk/vcts**.

## Share buy-back policy

We understand that, from time to time, Shareholders may wish to sell some of their Shares to assist with personal and financial estate planning. The Companies wish to ensure that there is liquidity in their Shares and, accordingly, each Company currently intends to pursue an active Share buy-back policy. Each Company currently maintains a policy of regularly buying back Shares in the market, at a discount of around 5% to the latest published NAV (subject to regular review, VCT regulations and guidance, shareholder approval, market conditions at the time and the relevant Company having both cash resources and distributable reserves available for the purpose). Please note that the broker executing the share buy-back may charge transaction fees.

Set out on the next page is a table illustrating the current income yields to Investors assuming that the dividend yield target is met in each case.

## Illustrative Annual Yield per Offer share (After 20% income tax relief)

| Company | NAV per share at 30 June 2026[1] | Target yield on NAV[2] | Illustrative Offer price per share after tax relief[3] | Equivalent tax-free yield | Gross equivalent yield[4]: Higher rate taxpayer | Gross equivalent yield[4]: Additional rate taxpayer |
|---|---|---|---|---|---|---|
| **Northern Venture Trust** | 58.6p | 5.0% | 48.3p | 6.1% | 9.4% | 10.0% |
| **Northern 2 VCT** | 55.4p | 5.0% | 45.7p | 6.1% | 9.4% | 10.0% |
| **Northern 3 VCT** | 86.0p | 4.5% | 70.9p | 5.5% | 8.5% | 9.0% |

The above table is an illustration of yields, and no forecast or projection is implied or should be inferred.

1. The stated NAV per share is unaudited and has been adjusted for dividends paid on 4 September 2026.

2. The target dividend yields are expressed as a percentage of opening NAV per share per annum, are not guaranteed and are subject to regular review by the Directors of each Company.

3. The returns listed are based on an illustrative Offer Price of 60.4p for Northern Venture Trust, 57.1p for Northern 2 VCT, and 88.6p for Northern 3 VCT, multiplied by 80%, to reflect initial income tax relief of 20%. Investors should note that they will be required to pay the full Offer Price and claim the income tax relief separately. The Offer Price may differ as it depends on the level of Promoter's Fee payable and will be based on the most recently published NAV per share at the point of allotment.

4. The gross equivalent yield is the yield on a non-VCT UK dividend that would result in a net yield of 6.1% for Northern Venture Trust, 6.1% for Northern 2 VCT and 5.5% for Northern 3 VCT, assuming a higher rate taxpayer and an additional rate taxpayer with at least £500 of other dividend income.

# Attractive tax benefits

## Income tax relief at 20% of the amount subscribed

This is conditional upon you holding your VCT shares for at least five years and not having sold any shares in the Company for six months before or after the issue of the new Shares. Relief is restricted to the amount which reduces your income tax liability to nil.

## Tax-free dividends and capital distributions

Dividends and capital distributions from a VCT are tax-free. Capital gains arising on the disposal of VCT shares are tax exempt.

## Example

In the example opposite the effect of any Adviser Charges has been ignored (see page 21 for information on Adviser Charges). You should note that because you are required to hold the Shares for at least five years in order to retain income tax relief on your investment, this initial uplift cannot be immediately realised.

The right hand side of this page contains a very brief summary of the UK tax position for investors in VCTs, based on the Companies' and Mercia's understanding of current law and practice. Investors are recommended to consult their own appropriate professional advisers before investing in the Offers and remember that the availability of the VCT tax reliefs is subject to personal circumstances and relies on the relevant Company maintaining its VCT-qualifying status. Please refer to the HM Revenue & Customs website for further guidance on VCT tax reliefs.

**To help you understand the benefits of investing in a VCT, here is an example which shows the effect of the initial 20% income tax relief (based on a gross investment of £10,000):**

| Your gross investment: | £10,000 |
|---|---|
| **20% income tax relief:** | £(2,000) |
| **Your net investment** | £8,000 |
| **Assumed issue costs of 3.0%** | £(300) |
| **Initial value of holding** | £9,700 |
| **Initial uplift on the net investment (£)** | + £1,700 |
| **Initial uplift on the net investment (%)** | 21% |

# Offer costs

Mercia will receive from the Companies a "Promoter's Fee", at the rate of 3.0% of the gross proceeds of the Offers in the case of subscriptions received direct, or through a financial adviser, or 5.5% in the case of subscriptions received through an execution-only platform or broker. Mercia has undertaken to pay out of its Promoter's Fee all the upfront costs associated with the Offers.

## Existing Northern VCT shareholder discount

Investors who are existing shareholders in any of the Northern VCTs will be entitled to a 0.5% (of the amount invested) reduction in the offer costs applicable to their subscription provided that they (or their spouse or civil partner) were a shareholder on 10 June 2026. This discount will apply for any of the Northern VCTs and not just the VCT to which the shareholder is already subscribed.

## Commissions

Initial commissions may be payable by the Companies in respect of subscriptions received through execution only brokers, or in respect of subscriptions where the Applicant is a Professional Client Investor who has received restricted advice from an Intermediary. Those Intermediaries that are permitted to receive commission will receive an initial commission of 2.5% of the amount invested by their clients under the Offers. Where initial commission is payable the Intermediary may agree to waive all or part of the initial commission in respect of a subscription. If this is the case, the commission waived will be added to the amount subscribed and additional Offer Shares will be allotted to the Investor at the relevant Offer Price. Such Intermediaries must indicate on the Application Form the basis on which they wish to receive their commission. The cost of such commissions will ultimately be paid by the Promoter on behalf of the Companies.

Additionally, for execution only brokers, provided that the Intermediary continues to act for the Investor and the Investor continues to be the beneficial owner of the Offer Shares, and subject to applicable regulations, the Intermediary will usually be paid an annual trail commission by the Promoter for five years of 0.4% per annum of the gross funds subscribed under the Offers in respect of which trail commission is payable. Trail commission will be paid annually in April (commencing in 2027), and is entirely paid for by the Manager.

## Adviser Charges

The Companies have agreed to facilitate the payment of one-off Adviser Charges by accepting instructions from an Investor to deduct the amount of the fee agreed by them with their Intermediary (up to 4.5% of the amount invested), from the amount they send to the Companies. Ongoing fees to Intermediaries will not be facilitated by the Companies. Investors who wish the Companies to facilitate the payment of a fee in this manner are required to specify the amount of the charge in Part A of section 8 of the Application Form, and the Adviser Charge will be paid to the relevant Intermediary, on behalf of the Investor from an equivalent amount due to the Investor from the Companies. The Investor will be issued fewer Offer Shares (to the equivalent value of the Adviser Charge) as set out in the Pricing Formula. The Adviser Charge stated on the Application Form is deemed to be inclusive of VAT. If, however, VAT remains payable then the Investor is liable for that payment of VAT.

The total amount subscribed will be the application proceeds gross of the Adviser Charges. Income tax relief should be available on the total amount subscribed, before deduction of Adviser Charges, subject to VCT Rules and personal circumstances.

# Offer pricing

## The number of Shares issued to each successful Applicant under the Offers is based on the Pricing Formula.

The number of Offer Shares to be issued to each Applicant in each Company will be calculated based on the following Pricing Formula (rounded down to the nearest whole Offer Share):

$$\text{Number of Offer Shares} = \left[ \begin{array}{l} \text{Amount subscribed,} \\ \text{plus interest}^{1}\text{, less:} \\ \text{(i) Promoter's Fee}^{2}\text{ and} \\ \text{(ii) Adviser Charge (if any)} \end{array} \right] \div \left[ \begin{array}{l} \text{Latest} \\ \text{published} \\ \text{NAV per offer share}^{3} \end{array} \right]$$

1. To the extent possible, applicants will receive additional Offer Shares equivalent to receiving the prevailing interest rate offered by the interest-bearing Bank of Scotland segregated account on funds awaiting allotment, equivalent to 2.06% per annum as of the date of publication of the Offer Document. The number of shares will be calculated by reference to the number of days between the acceptance of an application (including full receipt of cleared funds and up to five working days to process) and the date of allotment. This rate is subject to change.
2. Less any reduction for commission waived by intermediaries (where applicable) and any reduction for investors (or their spouse or civil partner) on the register of members of any of the Northern VCTs as at close of business on 10 June 2026.
3. After deducting any dividends declared but not receivable by investors and not already deducted from the NAV.

Set out below is an illustration of the number of Offer Shares that would be allotted for a subscription of £10,000 in each of the three Companies, based on the illustrative Offer Prices above. Where applicable these examples assume an Adviser Charge (to an Intermediary) of 2.0%, 4.5% or commission waived by an execution only broker of 2.5%.

### Northern Venture Trust

| | Direct or through a financial adviser (no Adviser Charge) | Through a financial adviser (Adviser Charge of 2.0%) | Through a financial adviser (Adviser Charge of 4.5%) | Execution only platform or broker – no commission waived by an Intermediary | Execution only platform or broker – 2.50% commission waived by an Intermediary |
|---|---|---|---|---|---|
| **Amount subscribed** | £10,000 | £10,000 | £10,000 | £10,000 | £10,000 |
| **Promoter's Fee** | (£300) | (£300) | (£300) | (£550) | (£550) |
| **Adviser Charge** | – | (£200) | (£450) | – | – |
| **Commission waived by the Intermediary** | – | – | – | – | £250 |
| **Amount invested in Shares** | £9,700 | £9,500 | £9,250 | £9,450 | £9,700 |
| **Number of Offer Shares to be allotted** | 16,552 | 16,211 | 15,784 | 16,126 | 16,552 |

# Offer pricing

## Northern 2 VCT

| | Direct or through a financial adviser (no Adviser Charge) | Through a financial adviser (Adviser Charge of 2.0%) | Through a financial adviser (Adviser Charge of 4.5%) | Execution only platform or broker – no commission waived by an Intermediary | Execution only platform or broker – 2.50% commission waived by an Intermediary |
|---|---|---|---|---|---|
| Amount subscribed | £10,000 | £10,000 | £10,000 | £10,000 | £10,000 |
| Promoter's Fee | (£300) | (£300) | (£300) | (£550) | (£550) |
| Adviser Charge | – | (£200) | (£450) | – | – |
| Commission waived by the Intermediary | – | – | – | – | £250 |
| Amount invested in Shares | £9,700 | £9,500 | £9,250 | £9,450 | £9,700 |
| Number of Offer Shares to be allotted | 17,509 | 17,148 | 16,696 | 17,057 | 17,509 |

## Northern 3 VCT

| | Direct or through a financial adviser (no Adviser Charge) | Through a financial adviser (Adviser Charge of 2.0%) | Through a financial adviser (Adviser Charge of 4.5%) | Execution only platform or broker – no commission waived by an Intermediary | Execution only platform or broker – 2.50% commission waived by an Intermediary |
|---|---|---|---|---|---|
| Amount subscribed | £10,000 | £10,000 | £10,000 | £10,000 | £10,000 |
| Promoter's Fee | (£300) | (£300) | (£300) | (£550) | (£550) |
| Adviser Charge | – | (£200) | (£450) | – | – |
| Commission waived by the Intermediary | – | – | – | – | £250 |
| Amount invested in Shares | £9,700 | £9,500 | £9,250 | £9,450 | £9,700 |
| Number of Offer Shares to be allotted | 11,279 | 11,046 | 10,755 | 10,988 | 11,279 |

It should be noted that in the examples set out above, it is assumed that the valid application has been received from a new Northern VCT shareholder. The NAV per share is as at 30 June 2026 less any dividends declared but not yet reflected in the NAV per share.

It should also be noted that the Adviser Charges set out above have been provided to illustrate the effect on the number of Shares to be issued and should not be considered as a recommendation as to the appropriate levels of Adviser Charges.

# Additional information

## Boards of directors

Biographical summaries of the directors may be viewed on our website, available at **www.mercia.co.uk/vcts/**

### Northern Venture Trust:

Deborah Hudson (Chair)
John E Milad
Brigid Sutcliffe

### Northern 2 VCT:

Thomas Chambers (Chair)
David Gravells
Ranjan Ramparia

### Northern 3 VCT:

James Ferguson (Chairman)
Anna Brown
David Ovens
John Waddell
James Younger

## Annual fees

Basic management fee: Effective from 1 October 2026, the Manager will receive a basic annual management fee from the Companies at the rate of 2.00% of net assets, calculated quarterly on 31 March, 30 June, 30 September and 31 December. The fee attributable to cash and other balances held for liquidity purposes in excess of £30 million in each Company will be charged at a reduced rate of 1.75%.

Until 1 October 2026, the Manager receives a basic annual management fee from the Companies at the rate of 2.06% of net assets, calculated half-yearly on 31 March and 30 September. The fee attributable to cash and liquid investments in excess of £20 million in each Company was charged at a reduced rate of 1.00%.

The Annual Running Costs of the Companies (excluding performance-related management fees) are each capped at 2.9% of average Net Asset Value during the relevant financial year, with any excess being borne by the Manager by way of a reduction of its fees.

Performance-related management fee: The Manager is entitled to receive a performance-related management fee equivalent to 14.0% of the amount, if any, by which the Total Return in each financial year (expressed as a percentage of opening NAV) exceeds the greater of i) a 5.0% performance hurdle based on opening NAV, or ii) the return required to return performance to the previous “high water mark”. Following a year in which the NAV declines, a “high water mark” will apply to the calculation of the performance-related fee, based on the highest total return ever recorded at 31 March. The performance-related fee payable by the Companies is subject to an overall annual cap of 2.25% of net assets, with any fee above this being held in reserves until the next time the high water mark is met.

## Charges payable by investee companies

The Manager is entitled to charge fees to investee companies for the provision of non-executive directors and other advisory services. From 1 October 2026 the Manager will stop charging initial management fees (typically up to 3% of the amount invested) to new portfolio companies but is entitled to charge existing portfolio companies for follow-on capital for the period up to 30 September 2029. Due diligence and other costs incurred in relation to investment proposals, which for whatever reason do not proceed to completion, are borne by the Manager.

## Pricing of the Offers

The Offer price for each Company is calculated based on the latest published NAV adjusted to reflect the fees applicable to applications and, if applicable, any Adviser Charges, or waived commission. A loyalty discount of 0.5% is available for existing Northern VCT shareholders and their spouse or civil partner.

## Deadline for receipt of applications

First close: 17:00 on 23 November 2026
Final close: 12:00 on 31 March 2027

Each Board reserves the right to close its respective Offer earlier and to accept applications and issue Offer Shares at any time prior to the close of the Offers.

Offer Shares will be allotted on a “first-come, first-served” basis, subject to the discretion of the relevant Board.

## Usual dividend payment dates

January and September.

## Financial reporting

Annual results to 31 March announced in June and interim results to 30 September announced in November each year.

# Next steps

## How to apply

**It is easy to invest, either by applying online using the online application portal, which enables investors to apply for Offer Shares quickly and securely, at any time of the day, or by posting or emailing an application to the Receiving Agent.**

**Applications can only be submitted to the Receiving Agent (City Partnership) and not to Mercia, but can be submitted either by an applicant directly or by a financial adviser or execution only broker.**

### Apply online

Further details and a link to apply can be found at **www.mercia.co.uk/vcts/.**

### Apply by post

A paper application form and instructions can be found on **www.mercia.co.uk/vcts/**, or requested from Mercia. Existing shareholders that have elected to receive hard copy notifications will be sent a copy automatically. Completed forms should be sent to: Northern VCTs Offer, The City Partnership (UK) Limited,
The Mending Rooms, Park Valley Mills, Meltham Road, Huddersfield HD4 7BH.

### Apply through an adviser or broker

With an applicant's permission, the online / paper application form can be completed by an intermediary on behalf of an applicant, with details of the adviser / broker provided in the relevant sections of the application form.

# Appendices

## Appendix 1: Corporate objective and investment policy

### Corporate objective

The objective of each of the Companies is to provide long-term tax-free returns to Investors through a combination of dividend yield and capital growth, by investing primarily in unquoted UK businesses that meet Mercia's key criteria of good growth potential, strong management and ability to generate cash in the medium to long term.

### Investment policy

The investment policy of each Company has been designed to enable the Company to achieve its objective whilst complying with the qualifying conditions set out in the VCT Rules, as amended by HM Government from time to time.

The Directors of each Company intend that the long-term disposition of each of the Companies' assets will be approximately 80% in a portfolio of VCT-qualifying unquoted and AIM-quoted investments, and 20% in other investments selected with a view to producing an enhanced return while avoiding undue capital volatility, and 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. The selection of new investments will necessarily have regard to the VCT Rules, which are designed to focus investment on earlier stage development capital opportunities. The portfolio 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 is expected to be in the range from three to ten years.

No single investment will normally represent in excess of 3% of each Company's total assets at the time of initial investment. As investments are held with a view to long-term capital growth as well as income, 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 relevant Company's equity shareholders' funds and it is not intended that any of the Companies will take on any long-term borrowings.

Mercia operates a co-investment scheme under which Mercia's investment executives are required to co-invest with the Companies in all VCT-qualifying investments.

## Appendix 2: Taxation - Summary of the applicable legislation in respect of investors in VCTs

### 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 2026/27 tax year for eligible shares in a VCT will be entitled to claim income tax relief, at the rate of 20%, 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. If an Investor has sold, or if they sell, any shares in one or more of the Companies within six months either side of the subscription for the Offer Shares, then for the purposes of calculating income tax relief on the Offer Shares in that Company or Companies, the subscribed amount must be reduced by the amount received from the sale. Relief is also restricted to the amount which reduces the investor's income tax liability to nil.

# Appendices (continued)

## Dividend relief

An investor who subscribes for or acquires eligible shares in a VCT (up to a maximum of £200,000 in the 2026/27 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 Companies do not assume responsibility for the withholding of tax at source.

## Capital gains tax relief

A disposal by an individual Investor of his or her shares in a VCT will neither give rise to 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 20% 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 20% 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 within the £200,000 limit described above, but will not be entitled to any initial income tax relief.

(iii) Transfer of shares between spouses

A transfer 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 a VCT, 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 depositary receipts) stamp duty reserve tax will be payable on the issue of VCT 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 0.5% (rounded up to the nearest £5 in respect of stamp duty, and the nearest penny in respect of stamp duty reserve tax) 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 their VCT shares.

(iv) The VCT Regulations 2004

Under the VCT Regulations, monies raised by any further issue of shares by an existing VCT are subject to a grace period of three years before they must be applied in making investments which meet the VCT qualifying thresholds. However, to the extent any of the money raised (save for an insignificant amount in the context of the whole issued ordinary share capital of the VCT) is used by the VCT to purchase its own shares then this grace period shall not apply.

## 5. Tax Position of the Companies

To obtain VCT status a company must be approved by HM Revenue & Customs as a VCT. HM Revenue & Customs has granted the Companies approval under Section 274 ITA as a VCT and the Companies intend to continue complying with the requirements of such section.

For a VCT to obtain full unconditional approval, the conditions summarised below must be satisfied in relation to the accounting period of the company which is current when the application for approval is made, or in any event must be satisfied by no later than the beginning of the VCT's next accounting period and must continue to be satisfied throughout the life of the VCT:

(i) the VCT's income must have been derived wholly or mainly from shares and securities (in the case of securities issued by a company, meaning loans with a five-year or greater maturity period);

(ii) no holding in a company (other than a VCT or a company which would, if its shares were listed, qualify as a VCT) by the VCT may represent more than 15% by value of the VCT's total investments at the time of investment;

(iii) the VCT must not have retained more than 15% of the income derived from shares or securities in any accounting period; and

(iv) the VCT must not make an investment into a company which causes that company to have received more than £10 million of State Aid Risk Finance in a rolling 12 month period (£20 million for a knowledge intensive company), or more than £24 million in total (£40 million for a knowledge intensive company). There are lower limits in force for goods traders in Northern Ireland (50% of the amounts stated);

(v) no investment can be made by the VCT in a company whose first commercial sale was more than 7 years prior to date of investment, except where previous State Aid Risk Finance was received by the company within 7 years (10 years for a knowledge intensive company) or where a turnover test is satisfied;

(vi) no funds received from an investment by the VCT into a company can be used to acquire another existing business or trade;

(vii) at least 30% of the funds raised by a VCT must be invested in qualifying holdings by the anniversary of the end of the accounting period in which those funds are raised; and

(viii) the VCT must not make a non-qualifying investment other than those specified in section 274 ITA 2007.

The VCT must not be a close company. Its ordinary share capital must be quoted on the London Stock Exchange or any regulated market in the EU or European Economic Area.

# Appendices (continued)

The VCT must not in respect of any share capital or share premium account and any reserves created from the cancellation thereof, make any payment or distribution out of such share capital and reserves to shareholders within three years from the end of the accounting period in which that share capital was created.

The following conditions also have to be satisfied by no later than the beginning of the VCT's accounting period which commences no later than three years after provisional approval takes effect and must continue to be satisfied throughout the life of the VCT:

(i) at least 80% by value of its investments is represented by shares or securities comprising qualifying investments;

(ii) at least 70% by value of its qualifying investments is represented by "eligible shares" which are shares which carry no present or future preferential rights to a return of capital on a winding up or any redemption rights, but may have certain preferential rights to dividends (investments made prior to 6 April 2018 from funds raised before 6 April 2011 are excluded from this requirement).

Disposals of Qualifying Companies, which have been a qualifying holding throughout the twelve months prior to disposal, are disregarded for the purposes of the 80% test for a period of twelve months.

"Qualifying investments" comprise shares or securities (these are unsecured loans with a five year or greater maturity period and which do not have a rate of return which exceeds a commercial rate of return, but excluding guaranteed loans) issued by unquoted trading companies which exist wholly or mainly for the purpose of carrying on one or more qualifying trades. The trade must be carried on by, or be intended to be carried on by, the investee company or a 90% held qualifying subsidiary (directly held or in the third tier within the group) at the time of the issue of the shares or securities to the VCT and at all times thereafter). The Qualifying Company must have a permanent establishment in the UK, and must meet a financial health requirement.

A company intending to carry on a qualifying trade must begin to trade within two years of the issue of shares or securities to the VCT and continue it thereafter. The definition of a qualifying trade excludes certain activities, including dealing in property, shares, securities, commodities or futures. It also excludes banking, insurance, receiving royalties or licence fees in certain circumstances, leasing, the provision of legal and accounting services, farming and market gardening, forestry and timber production, property development and operating or managing hotels, guest houses, nursing and residential care homes, coal production, steel production, ship building, the production of fuel or power, the generation or export of heat or electricity or making reserve electricity generation capacity available. The funds raised by the investment must be used for the purposes of the qualifying trade within certain time limits.

A qualifying investment can be made in a company which is a parent company of a trading group where the activities of the group, taken as a whole, consist of carrying on one or more qualifying trades. The subsidiary carrying on the qualifying trade in question must be at least 90% owned by the parent company. The investee company's gross assets must not exceed £30 million immediately prior to the investment, nor £35 million immediately after the investment. Neither the VCT nor any other company may control the investee company. At least 10% of the VCT's total investment in the investee company must be in ordinary non-preferential shares. Qualifying Companies or groups must have fewer than 250 employees (500 for a knowledge intensive company). Companies are permitted to receive a maximum of £10 million from all State Aid investment sources in the 12 months ending on the date of the VCT's investment (£20 million for a knowledge intensive company). There is also a disqualifying purpose test designed to exclude companies set up for the purpose of accessing the tax reliefs, and investments must meet a risk-to-capital requirement. VCT funds may not be used by investee companies to acquire shares, another business or intangible assets in use in a trade.

Companies whose shares are traded on AIM are treated as unquoted companies for the purposes of calculating qualifying investments. Shares in an unquoted company which subsequently become listed may still be regarded as a qualifying investment for a further five years following listing, provided all other conditions are met.

The Companies will notify an RIS as to any action that the Manager takes in the event of a breach of any of the conditions to remaining a VCT.

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

# Glossary of terms

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

**Adviser Charge:** Fee agreed between an Investor and his/her Intermediary for the provision of a personal recommendation and/or related services in relation to an investment in the Offer Shares. The maximum Adviser Charge to be facilitated is 4.5% of the Applicant's gross subscription to the Offers.

**AIM:** London Stock Exchange's international market for smaller growing companies.

**Annual Running Costs:** Annual costs and expenses incurred, in the ordinary course of business (including irrecoverable VAT), by the Companies.

**Applicant(s):** Person(s) who applies for Offer Shares under the terms of the Offers.

**Application Form:** the application form for Offer Shares for use in connection with the Offer.

**Articles:** Articles of association of Northern Venture Trust and/or Northern 2 VCT and/or Northern 3 VCT (as the context dictates).

**Board(s):** Board of directors of Northern Venture Trust and/or Northern 2 VCT and/or Northern 3 VCT (as the context dictates).

**Business Day:** A day other than a Saturday or a Sunday on which commercial banks are generally open for business (including dealings in foreign exchange and foreign currency deposits) in London.

**Company/Companies:** Northern Venture Trust PLC (registered number 03090163), Northern 2 VCT PLC (registered number 03695071) and Northern 3 VCT PLC (registered number 04280530).

**CREST:** Relevant system (as defined in the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended) for the paperless settlement of transfers and the holding of shares in uncertificated form which is administered by Euroclear UK & International Limited.

**Directors:** Directors of Northern Venture Trust and/or Northern 2 VCT and/or Northern 3 VCT (as the context dictates).

**Execution Only:** Transaction executed by an FCA authorised firm upon the specific instructions of a client where the firm does not give advice or make a personal recommendation.

**Existing Northern VCT Shareholder(s):** Shareholder(s) in any of Northern Venture Trust, Northern 2 VCT or Northern 3 VCT whose holding(s) is/are included in the relevant register of members as at close of business on 10 June 2026.

**FCA:** Financial Conduct Authority or its successor.

**FCA Handbook:** Handbook of rules made by the FCA from time to time.

**FSMA:** Financial Services and Markets Act 2000 as amended from time to time.

**GDPR:** The EU General Data Protection Regulation ((EU)2016/679).

**Howard Kennedy or HKCS:** Howard Kennedy Corporate Services LLP, which is authorised and regulated by the FCA (FRN 523524).

**Index of UK Retail Prices or RPI:** Retail Prices Index, being a measure of inflation published by the Office for National Statistics.

**Intermediary/Intermediaries:** Firms authorised under the FSMA.

**Investor(s):** Subscriber/subscribers for Offer Shares under the terms of the Offers.

**ITA:** Income Tax Act 2007 (as amended).

**London Stock Exchange or LSE:** London Stock Exchange plc (registered number 02075721).

**Manager or Mercia:** Mercia Fund Management Limited (registered number 06973399) which is authorised and regulated by the Financial Conduct Authority (FRN 524856). Mercia is the investment adviser to Northern Venture Trust and the investment manager of Northern 2 VCT and Northern 3 VCT and references to the Manager should be read accordingly.

**Manager's Fee:** The fee to be charged to the Companies by the Manager as explained on page 24 of this document.

**ML Regulations:** The Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (as amended).

# Glossary of terms (continued)

**NAV or Net Asset Value:** Most recently published net asset value attributable to a Share calculated in accordance with each Company's normal accounting policies in force at the date of calculation subject to any adjustments deemed necessary by the relevant Directors.

**Northern 2 VCT:** Northern 2 VCT PLC (registered number 03695071).

**Northern 2 VCT Offer:** Offer for the subscription of up to £10,000,000 of Shares in the capital of Northern 2 VCT under the terms of this document.

**Northern 3 VCT:** Northern 3 VCT PLC (registered number 04280530).

**Northern 3 VCT Offer:** Offer for the subscription of up to £10,000,000 of Shares in the capital of Northern 3 VCT under the terms of this document.

**Northern VCTs:** Northern Venture Trust, Northern 2 VCT and Northern 3 VCT.

**Northern Venture Trust:** Northern Venture Trust PLC (registered number 03090163).

**Northern Venture Trust Offer:** Offer for the subscription of up to £10,000,000 of Shares in the capital of Northern Venture Trust under the terms of this document.

**Offer Document:** This document dated 16 September 2026.

**Offer Shares:** Shares subscribed for under the terms of the separate Northern Venture Trust Offer, the Northern 2 VCT Offer or the Northern 3 VCT Offer (as the context dictates).

**Offer(s):** Northern Venture Trust Offer, Northern 2 VCT Offer and/or Northern 3 VCT Offer (as the context dictates).

**Personal Data:** Any information identifying, or relating to a person who can be identified, directly or indirectly, from that data or from that data and other information in possession of or reasonably accessible by the Company.

**Pricing Formula:** Mechanism by which the pricing of the Offers may be adjusted according to the latest published NAV of the relevant Company, the level of Adviser Charges and commission waived, as described on page 22 of this document.

**Promoter:** Mercia Fund Management Limited.

**Promoter's Fee:** Fee payable to the Manager by the Companies, calculated as a percentage of each Applicant's gross subscription to the Offers (out of which the Manager will pay the upfront launch costs associated with it and incurred by it in respect of the Offers), as described on page 21 of this document.

**Qualifying Investments:** Investment in an unquoted trading company, which comprises a qualifying holding for a VCT as defined in Chapter 4 Part 6 of the ITA.

**Receiving Agent:** The City Partnership (UK) Limited (registered number SC269164).

**Registrar:** The City Partnership (UK) Limited (registered number SC269164).

**RIS:** Regulatory information service.

**Shareholders:** Holders of Shares.

**Share(s):** Ordinary shares of 25p each in the capital of Northern Venture Trust in issue as at the date of this document (ISIN: GB0006450703), ordinary shares of 5p each in the capital of Northern 2 VCT in issue as at the date of this document (ISIN: GB0005356430) and/or ordinary shares of 5p each in the capital of Northern 3 VCT in issue at the date of this document (ISIN: GB0031152027) (as the context dictates).

**Sponsor:** Howard Kennedy Corporate Services LLP.

**Total Return:** Sum of the NAV and the cumulative dividends paid to Shareholders per Share.

**VCT or Venture Capital Trust:** Venture capital trust as defined in Section 259 of the ITA.

**VCT Rules:** Legislation, rules and HM Revenue & Customs interpretation and practice regulating the establishment and operation of VCTs.

**VCT Tax Relief(s):** Reliefs from taxation described in the VCT Rules.

# Terms & conditions

1. In these Terms and Conditions of Application, the expression "Offer Document" means this document. The expression "Application Form" means the application form for use in accordance with these Terms and Conditions of Application. Save where the context otherwise requires, the terms used in the Application Form bear the same meaning as in the Offer Document.

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 accepted for fewer Offer Shares than the number applied for, 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 electronic transfer, at the risk of the Applicant, to the remitting bank account as provided in Section 4 of the Application Form. In the meantime, application monies will be retained in a separate bank account with Bank of Scotland PLC.

3. You may pay for your application for Offer Shares by cheque or banker's draft submitted with the Application Form, or by electronic payment to the bank account for which details are given in the Application Form.

4. The contract created by the acceptance of applications under the Offers will be conditional on the receipt of cleared funds into the relevant bank account and on the completion of relevant anti-money laundering and identification checks, by one of the means set out in this Offer Document and the Application Form.

5. Offer Shares will be allotted on a "first-come, first-served" basis, subject to the discretion of the relevant Board. For these purposes, "first-come, first-served" shall be assessed based on the date and time of receipt of a fully completed Application Form, subject to receipt of application monies (in full, including those making multiple payments) in cleared funds within five Business Days thereafter (or, if earlier, before an Offer deadline or close of the Offer) to retain the Applicant's position or priority. If application monies are not received within such time, the relevant date and time shall be when the Applicant's application monies (in full) are received in cleared funds. An application may not be considered eligible for allotment until identity verification is complete and/or, where relevant, information or supporting evidence required for the application is no longer outstanding. The right is reserved in the absolute discretion of the Companies to reject any such application or to accept any application in whole or part only. The Offers open at 8 a.m. on 30 September 2026. There will be a first close at 5pm on 23 November 2026 and thereafter, the Offers will remain open until 12 noon on 31 March 2027 unless fully subscribed at an earlier date and subject to the Directors' right to close, or extend, the Offers at any time (in which case the Companies will publish notification of such closure or extension), but not to a date later than 5 April 2027.

6. The Promoter's Fee payable in respect of a valid application for Shares from an Investor who is (or whose spouse or civil partner is) a shareholder in any of the Northern VCTs on the register of members at close of business on 10 June 2026 will be reduced by 0.5% of the total amount of the subscription. If the shareholder (or spouse or civil partner) is the beneficial holder of Shares which are registered in the name of a nominee and wishes to take advantage of the 0.5% discount for existing shareholders, evidence may be required to prove entitlement (e.g. a letter of confirmation from the nominee or a statement from your nominee confirming your holding as at 10 June 2026).

7. By completing and delivering an Application Form, you:

   (a) offer to subscribe for the amount specified on your Application Form plus any commission waived for extra shares or any smaller sum for which such application is accepted at the Offer Price;

   (b) acknowledge that, if your subscription is accepted, you will be allocated such number of Offer Shares as determined by the Pricing Formula;

   (c) authorise the Receiving Agent and/or the Promoter (or its designated sub-contractor) to carry out such anti-money laundering checks and procedures as it requires or deems reasonably necessary, including an on-line identification check with a provider of credit referencing;

   (d) authorise your financial adviser (or whoever he or she may direct), the Receiving Agent, the Registrar or the Companies to send (i) a document of title for the number of Offer Shares for which your application is accepted, and/or (ii) remit any monies returnable to the Applicant without interest to the remitting bank account as provided in Section 4 of the Application Form. An Investor applying for Offer Shares under the Offers may subsequently hold Shares in CREST by making arrangements with a system-member (as defined in the CREST regulations) in relation to converting their shareholding represented by a share certificate into CREST;

   (e) in consideration of the Companies agreeing that they will not, prior to the closing date of the Offers, offer any Offer Shares to any persons other than by means of the procedures set out or referred to in this document, agree that your application may not be revoked once made and that this paragraph constitutes a collateral contract between you and the applicable Company which will become binding upon despatch by post or delivery of your duly completed Application Form to the applicable Company or to your financial adviser;

   (f) 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 share certificates for the Offer Shares applied for 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

# Terms & conditions (continued)

such payment is accepted by the Companies (such acceptance shall be in their absolute discretion and may be on the basis that you indemnify them 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 Companies of such late payment in respect of such Offer Shares, the Companies may (without prejudice to their 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);

(g) agree that all cheques and banker's drafts may be presented for payment on the due dates and any definitive documents of title and any monies returnable to you may be retained pending clearance of your remittance and the verification of identity required by the ML Regulations and that such monies will not bear interest;

(h) undertake to provide satisfactory evidence of identity within such reasonable time (in each case to be determined in the absolute discretion of the Companies, the Receiving Agent and (if required) the Promoter) to ensure compliance with the ML Regulations;

(i) 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 relevant Company instructing the Receiving Agent or the Registrar to enter your name on the share register;

(j) agree that all documents in connection with the Offers and any returned monies will be sent at your risk and may be sent to you at your postal or email address, each as set out in the Application Form;

(k) agree that, having had the opportunity to read the Offer Document, you shall be deemed to have had notice of all information and representations including the risk factors contained therein;

(l) 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 Offer Document and you accordingly agree that no person responsible solely or jointly for the Offer Document or any part thereof or involved in the preparation thereof will have any liability for any such other information or representation;

(m) agree that all applications, acceptances of applications and contracts resulting therefrom under the Offers 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 Companies 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;

(n) irrevocably authorise the Companies, the Registrar, the Manager or the Receiving Agent, or any other person authorised by any of them, as your agent, to do all things necessary to effect registration of any Offer Shares subscribed by or issued to you into your name and authorise any representatives of the Companies, the Registrar, the Manager or the Receiving Agent to execute any documents required therefore and to enter your name on the registers of members of the relevant Company;

(o) agree to provide the Companies with any information which they 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;

(p) 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 Companies, the Manager, the Receiving Agent or the Sponsor (or any of their designated agents or sub-contractors) acting in breach of the regulatory or legal requirements of any territory in connection with the Offers or your application;

(q) confirm that you have read and complied with paragraph 4 above;

(r) confirm that you have reviewed the restrictions contained in paragraphs 8 and 9 below;

(s) warrant that you are not under the age of 18 years;

(t) warrant that, if the laws of any territory or jurisdiction outside the United Kingdom are applicable to your application, you have complied with all such laws and none of the Companies, the Manager, the Receiving Agent 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;

(u) agree that the Manager, the Receiving Agent and the Sponsor are acting for the Companies in connection with the Offers 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 their customers;

# Terms & conditions (continued)

(v) 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 post a power of attorney or a copy thereof duly certified in ink by a solicitor or bank to the Receiving Agent to accompany the Application Form;

(w) 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;

(x) 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 Rules is not of itself tax avoidance;

(y) 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 Offer 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;

(z) warrant that the information contained in the Application Form is accurate;

(aa) agree that if you request that Offer Shares are issued to you on a date other than the date on which the Offer Shares are issued to you that none of the Companies, their respective agents or Directors will have any liability to you arising from the issue of such Offer Shares on a different date; and

(ab) warrant that you are not currently targeted by any form of UK, US or EU sanctions or restrictive measures including: blocking; asset freezes; restrictions on dealings, issuing, or trading in debt, equity, derivatives, or other securities; or any other prohibition or restriction on exercising any rights or performing any obligations you may have in connection with any third party and that you will inform the Companies, the Receiving Agent and the Registrar immediately of any circumstances or changes whilst you are an applicant or a Shareholder that could impact this warranty.

8. No person receiving a copy of the Offer Document, 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.

9. 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 Companies have not been and will not be registered under the United States Investment Company Act of 1940, as amended. Neither the Manager or the Receiving Agent will be registered under the United States Investment Advisers Act of 1940 (as amended). No application will be accepted if it bears an address in the USA.

10. The application is addressed to the Companies, the Manager, the Receiving Agent and HKCS. The rights and remedies of the Companies, the Manager, the Receiving Agent and HKCS 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.

11. The dates and times referred to in these Terms and Conditions of Application may be altered by the Companies with the agreement of HKCS.

12. Shareholders can register to receive information by email. In order to opt-in to e-communications, please visit the Registrar's website: https://northern-vcts.cityhub.uk.com. Should you have holdings in more than one Company, you will only need to register once and once registered you will be able to elect to receive e-communications for all of the Companies. For any queries regarding e-communications, please telephone the Registrar. By default, the Companies will send any shareholder communications in paper form unless Shareholders have opted in to e-communications.

# Terms & conditions (continued)

13. Authorised Intermediaries whose client has agreed an Adviser Charge and requested the Companies to facilitate the payment of that Adviser Charge out of his or her subscription monies and who return valid Application Forms signed and bearing their FCA Number will be entitled to payment of the Adviser Charge specified on the Application Form. Intermediaries should keep a record of Application Forms submitted by them or their firm to substantiate any claim for their Adviser Charge.

14. Intermediaries who have not provided personal recommendations or advice to UK retail clients in respect of the Offer Shares and who, acting on behalf of their clients, return valid Application Forms bearing their stamp and FCA number may 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 "Commissions" on page 21 of this document. Intermediaries may agree to waive part or all of their initial commission in respect of an application for Offer Shares. If this is the case, then the offer charges will be adjusted, in accordance with the Pricing Formula. Intermediaries should keep a record of Application Forms submitted by them or their firm to substantiate any claim for their commission.

15. The document entitled "Application Form and Guidance Notes", including the sections headed "Guidance notes on the Application Form" forms part of these Terms and Conditions of Application.

16. It is a condition of the Offers that each Applicant complies with the ML Regulations. The Companies, the Manager, the Receiving Agent and HKCS are each 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; (ii) electronic transfer or (iii) appears to the Manager to be acting on behalf of some other person. Pending the provision of evidence satisfactory to the Manager as to the identity of the Applicant and/or any person on whose behalf the Applicant appears to be acting, the Manager 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 Companies reserve the right, in their absolute discretion, for them or the Manager to reject any application in respect of which the Manager 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 Companies reserve the right in their 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 Offer Shares in question (but in each case without prejudice to any rights the Companies may have to take proceedings to recover in respect of loss or damage suffered or incurred by them 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 the Manager such information as may be specified by it as being required for the purpose of the ML Regulations.

17. The Applicant acknowledges and agrees that the information contained in the Application Form will constitute Personal Data for the purposes of the EU General Data Protection Regulation 2016/679 ("**GDPR**"), as it forms part of UK law by virtue of section 3 of the European Union (Withdrawal) Act 2018, and that the Manager and the Companies will act as "controllers" and "processors" of that data for the purposes of discharging their obligations under these terms and conditions. Copies of data protection and the applicable privacy policies are available from the Manager on request. The Companies and/or the Manager or the Receiving Agent may use the information you give for administration, research and/or statistical purposes. Your details may be used by the Companies and/or the Manager and/or the Receiving Agent (but will not be transferred to or used by any third parties other than contracted sub-processors of data).

18. The right is 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 the Application Form. In particular, but without limitation, the Companies may accept applications made otherwise than by completion of an Application Form where the Applicant has agreed in some other manner acceptable to the Companies to apply in accordance with these Terms and Conditions of Application.

19. The minimum subscription is £6,000 across all three Companies subject to each Board's discretion. Applications must be made in whole pounds for any one Company.

20. The application of the subscription proceeds is subject to the absolute discretion of the Directors.

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