

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT AN APPROPRIATE INDEPENDENT FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 IMMEDIATELY.** If you have sold or otherwise transferred all your Shares in the Company, please forward this document together with the accompanying application form at once to the purchaser, transferee, stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted directly or indirectly in or into the United States, Canada, Australia or Japan or any other jurisdictions if to do so would constitute a violation of the relevant laws of such jurisdiction.

The Offer is not being made directly or indirectly in or into, or by the use of the mails of, or by any means of instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce or of any facility of a national securities exchange of the United States, Canada, Australia or Japan and the Offer cannot be accepted by any such use, means, instrumentality or facility from or within the United States, Canada, Australia or Japan.

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## Northern Venture Trust PLC

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Registered in England no 3090163

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### Directors (*all non-executive*):

John Hustler (Chairman)  
Michael Denny  
Ross Peters  
Primrose Scott

27 February 2009

Dear Shareholder

### **INVITATION TO SUBSCRIBE FOR NEW ORDINARY SHARES IN THE COMPANY**

Your Company today announced its intention to raise up to £1.1 million in the 2008/09 tax year by way of an issue of new Ordinary Shares to Qualifying Shareholders.

Your Company invites those Qualifying Shareholders who were members as at close of business on 23 February 2009 and who wish to do so to submit applications to subscribe for new Ordinary Shares up to an aggregate value at the issue price of £1.1 million in accordance with the terms set out or referred to in this Offer Circular, and in particular the section headed Terms and Conditions. It is the Company's intention to allot Shares under the Offer on a first-come, first-served basis. The Directors and their associates will not participate in the Offer for regulatory reasons.

The Offer will remain open until valid applications have been accepted for Ordinary Shares having an aggregate value at the issue price of £1.1 million or, if earlier, 12 noon on Friday 3 April 2009.

The Company's objective remains to maintain an annual dividend of at least 6.0p per Ordinary Share, subject to the availability of distributable profits.

The number of Ordinary Shares allotted to each applicant will be determined by the amount subscribed divided by the issue price as determined by the formula set out below, rounded up to the next whole number of Ordinary Shares. Subscription monies not used to acquire Ordinary Shares will be refunded.

The Offer Shares will be issued at a price calculated on the basis of a pricing formula, being the latest published net asset value per Ordinary Share on the business day prior to allotment less the amount per Ordinary Share of any dividend paid subsequent to the date of the latest published net asset value per Ordinary Share, divided by 0.95 (to allow for issue costs of 5 per cent), and rounded up to the nearest whole penny per Share. The costs of the Offer to the Company will be capped at 5% of subscription monies received from investors; the Manager has agreed to meet any costs connected with the Offer in excess of the 5% cap. As an indication, based on the latest published net asset value per Ordinary Share (as at 31 December 2008) of 70.8p and the 1.5p per Ordinary Share

final dividend for the year ended 30 September 2008 which was paid on 23 January 2009, new Ordinary Shares would be issued at 73p per share. The final issue price may be higher or lower than this and it will be determined by the latest published net asset value on the business day prior to allotment. For example, a 5 per cent uplift in net asset value per Ordinary Share would result in an issue price of 79p per Ordinary Share but a 5 per cent fall in net asset value per Ordinary Share would result in an issue price of 71p per Ordinary Share. The bid price for an Ordinary Share on the London Stock Exchange was 55.0p at the close of business on 24 February 2009 (the latest practicable date prior to the issue of this letter).

Subject to the £200,000 maximum and the £2,500 minimum application, you may apply for such number of Ordinary Shares as you wish, irrespective of the size of your existing shareholding and whether you hold Ordinary Shares or C Shares or both classes of share.

Eligible Shareholders who are allotted new Ordinary Shares under the Offer will be entitled to claim income tax relief at the rate of 30% of the amount invested. A summary of the applicable taxation legislation in respect of investors in VCTs is set out on page 7. If you are in any doubt on the impact on your individual tax circumstances of subscribing for Offer Shares you should consult your tax adviser before investing.

Any new Ordinary Shares so issued will rank *pari passu* in all respects with the existing Ordinary Shares and will rank for all dividends which are both declared and paid following Admission. Application will be made for Admission of any new Ordinary Shares issued under the Offer and it is proposed that Admission will be effected at the earliest practicable opportunity for each tranche of Ordinary Shares so issued. In each case, it is envisaged that definitive share certificates (unless such shares are to be uncertificated in which case the new Ordinary Shares will be credited to the relevant Shareholder's CREST account) in respect of any Ordinary Shares issued under the proposed issues will be despatched within 21 days of Admission. No temporary documents of title will be issued. Ordinary Shares so issued may be dematerialised at the option of the recipients and entered on the CREST system as the existing Ordinary Shares presently are.

The Company will pay introductory commission to intermediaries acting on behalf of their clients; further details are set out in the Terms and Conditions section.

#### **Information on the Company**

The Company's Interim Management Statement for the quarter ended 31 December 2008 was issued on 13 February 2009. The text of the statement appears below in the section headed 'Interim Management Statement'.

The information in the statement follows on from the 2008 Accounts which were issued on 14 November 2008. Since the issue of the 2008 Accounts the Company has allotted 134,055 Ordinary Shares to Shareholders pursuant to the Dividend Investment Scheme.

You are reminded that the Company discontinued in November 2006 its policy of buying back Ordinary Shares in the market at a 10% discount to net asset value.

Your attention is also drawn to the Risk Factors set out on page 6, the text of the Interim Management Statement set out on pages 3 and 4 and the information on the tax reliefs for individual investors set out on page 7.

#### **Action to be taken**

If you wish to take up Shares under the Offer, please complete the enclosed Application Form in accordance with its terms and return it to Northern Venture Trust PLC at Northumberland House, Princess Square, Newcastle upon Tyne NE1 8ER.

If you are in any doubt as to whether you should subscribe for Shares under the Offer you should consult your financial adviser and take any appropriate action regarding the tax treatment of your investment based on your own individual circumstances. This document is not a prospectus or listing particulars and does not contain representations, nor shall it or any part of it form the basis of or be relied upon in connection with any contract therefor.

If you have any questions on the Offer, please call Christopher Mellor or Alison Spedding of NVM Private Equity Limited on 0191 244 6000.

Yours faithfully



**John Hustler**  
Chairman

## Expected Timetable of Events

Announcement of Offer	27 February 2009
First allotment of Ordinary Shares under the Offer	13 March 2009
Latest time and date for receipt of application forms for subscription	12 noon on 3 April 2009

## Interim Management Statement

Northern Venture Trust PLC presents its interim management statement for the quarter ended 31 December 2008.

This constitutes the company's first interim management statement for the financial year ending 30 September 2009, as required by the UK Listing Authority's Disclosure and Transparency Rule 4.3. This statement has been prepared solely to provide additional information in order to meet the requirements of the Disclosure and Transparency Rules and should not be relied on by shareholders, or any other party, for any other purpose.

Conditions in the UK economy and stock market have continued to worsen during the quarter. This has been reflected in the performance of our portfolio companies. The directors have maintained a realistic approach to the valuation of the portfolio.

The unaudited net asset values per ordinary share and C share, and the number of shares in issue, as at 31 December 2008 were as follows:

	Net asset value per share	Number of shares in issue
Ordinary shares of 25p	70.8p	39,133,216
C shares of 75p	75.8p	20,612,249

The net asset value per ordinary share is stated before deducting the final ordinary share dividend of 1.5p per share for the year ended 30 September 2008, which was declared on 14 November 2008 and paid on 23 January 2009. The net asset value per C share is stated before deducting the final C share dividend of 1.0p per share for the year ended 30 September 2008, which was declared on 14 November 2008 and paid on 23 January 2009.

On 10 October 2008, 271,427 new ordinary shares were allotted at a price of 77.4p per share in connection with the company's dividend investment scheme. No ordinary or C shares were purchased for cancellation during the quarter.

Quoted investments are carried at bid price as at 31 December 2008. Unquoted investments are carried at fair value as determined by the directors as at 31 December 2008.

During the three months ended 31 December 2008 the following significant investment transactions took place (all companies unquoted except where otherwise indicated):

New investments:

Name of company	Business activity	Amount invested £000
<i>Ordinary share pool:</i>		
Ingleby (1804) Limited	Acquisition of computer software and information technology businesses	298
<i>C share pool:</i>		
Ingleby (1804) Limited	Acquisition of computer software and information technology businesses	696

Disposals (from ordinary share pool):

Name of company	Sales proceeds £000	Original cost £000	Carrying value at 30 September 2008 £000
Stainton Metal Company Limited	493	250	490

The company's shareholding in Stainton Metal Company Limited, a street lighting column manufacturer was sold to Valmont Industries Inc for initial proceeds of £0.5 million.

The company has a contingent liability of £99,000 for the ordinary share pool and £398,000 for the C share pool relating to a bank guarantee given in respect of an investee company.

The directors are not aware of any events or transactions which have taken place between 31 December 2008 and the date of publication of this statement and which have had a material effect on the financial position of the company.

## Definitions

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

"2008 Accounts"	the Company's annual report and accounts for the year ended 30 September 2008
"Act"	Companies Act 1985 (as amended) and Companies Act 2006 as applicable and as such provisions are in force from time to time
"Admission"	admission of Ordinary Shares to the Official List of the UK Listing Authority and to trading on the London Stock Exchange's market for listed securities
"Applicant"	an Investor who subscribes for Offer Shares pursuant to the Circular
"Application Form"	form of application for Offer Shares under the Offer attached to this document
"Articles"	articles of association of the Company, as amended from time to time
"BVCA"	The British Private Equity and Venture Capital Association
"C Shares"	C shares of 75p each in the capital of the Company
"Company"	Northern Venture Trust PLC
"CREST"	the computerised settlement system to facilitate the transfer of title to securities in uncertificated form operated by CRESTCo Limited
"CREST Member"	a person who has been admitted to CRESTCo Limited as a system member (as defined in the Uncertificated Securities Regulations 1995 (SI1995 No. 95/3272))
"CREST Participant"	a person who, in relation to CREST, is a system-participant (as defined in the Uncertificated Securities Regulations 1995 (SI 1995 No. 95/3272))
"Directors" or "Board"	the directors of the Company, whose names are set out on page 1 of this document
"Dividend Investment Scheme"	Northern Venture Trust PLC Dividend Investment Scheme, as amended from time to time
"Existing Shares"	Ordinary Shares and C shares in the capital of the Company as at 23 February 2009

"ITA"	Income Tax Act 2007
"London Stock Exchange"	London Stock Exchange plc
"Member Account ID"	the identification code or number attached to any member account in CREST
"ML Regulations"	Money Laundering Regulations 2007
"NAV" or "Net Asset Value"	net asset value in pence per Share
"NVM" or "Manager"	NVM Private Equity Limited which is authorised and regulated in the conduct of investment business by the Financial Services Authority
"Offer"	the invitation to subscribe new Ordinary Shares with an aggregate value at the issue price of £1.1 million made in this letter
"Offer Circular"	this circular to Shareholders
"Offer Shares"	new ordinary shares of 25p each in the capital of the Company being issued under the terms of the Offer
"Ordinary Shares"	ordinary shares of 25p each in the capital of the Company
"Participant ID"	the identification code or membership number used in CREST to identify a particular CREST Member or other CREST Participant
"Pricing Formula"	the mechanism by which the pricing of the Offer may be adjusted according to the latest published net asset value per Share, as described on page 1 of this document
"Qualifying Company"	unquoted company carrying on a qualifying trade wholly or mainly in the United Kingdom and which satisfies certain other conditions as defined in Chapter 4 Part 6 ITA
"Qualifying Investment"	investment in an unquoted trading company, which comprises a qualifying holding for a VCT as defined in Chapter 4 Part 6 ITA
"Qualifying Shareholders"	the Shareholders other than the Company's Directors and the associates of each such person (for the purposes of rule 11.1.4 of the listing rules published by the UK Listing Authority) and those Shareholders who have registered addresses in or who are citizens or residents of the United States, Canada, Australia or Japan
"Registrar"	Equiniti Limited of Aspect House, Spencer Road, Lancing BN99 6DA
"Shareholders"	holders of Ordinary Shares and C Shares
"Shares"	Existing Shares or Offer Shares, as the context may require (ISIN:GB0006450703)
"UK Listing Authority"	Financial Services Authority acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000
"VCT"	a venture capital trust as defined in Section 259 ITA
"VCT Regulations"	The Venture Capital Trust (Winding Up and Mergers) (Tax) Regulations 2004

## Risk factors

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

- Although it is intended that the Company will be managed so as to continue qualifying as a VCT, there is no guarantee that such status will be maintained. Failure to do so could result in adverse tax consequences for Investors, including being required to repay the 30% income tax relief.
- The levels and bases of reliefs from taxation may change and could apply retrospectively. The value of the tax reliefs depends on the individual circumstances of Investors.
- Although the Offer Shares will be Listed, there may not be a liquid market in the Shares and there may never be two competitive market makers. It may, therefore, prove difficult for Shareholders to sell their Shares. In addition, there is no guarantee that the market price of the Shares will fully reflect their underlying net asset value or the ability to buy and sell at that price. It should be noted that shares held in VCTs usually trade at a discount to the VCT's net asset value.
- The Offer Shares are being issued at a price calculated on the basis of a formula based on the latest published net asset value of the Company. The most recent published net asset value of the Company is as at 31 December 2008; Investors should be aware that if a revised net asset value is published during the course of the Offer, Investors may receive a different allocation of Offer Shares from that anticipated.
- Shareholders should be aware that the sale of Offer Shares within five years of their subscription will require the repayment of some or all of the 30% income tax relief obtained upon investment. Accordingly, investment in the Company is not suitable as a short or medium term investment.
- The majority of the Company's investments will be in companies whose securities are not publicly traded or freely marketable and may, therefore, be difficult to realise. Such businesses may well be in high risk sectors and would therefore be exposed to greater risks than established businesses.
- In order to comply with VCT legislation, the Qualifying Companies, in which the Company will invest the net proceeds of the Offer, must have gross assets of not more than £7 million prior to such investment. Such companies generally have a higher risk profile than larger companies.
- There is no guarantee that the Company's objectives will be met or that suitable investment opportunities will be identified.
- The Company's ability to obtain maximum value from its investments (for example, through their sale) may be limited by the requirements of the relevant VCT legislation in order to maintain the VCT status of the Company (such as the obligation to have at least 70% by value of its investments in Qualifying Investments).
- The past performance of investments made by the Company or other funds managed by NVM should not be regarded as an indication of the future performance of investments made by the Company.
- Changes in legislation concerning VCTs in general, and Qualifying Investments and qualifying trades in particular, may restrict or adversely affect the ability of the Company to meet its objectives and/or reduce the level of returns which would otherwise have been achievable.
- The value of Shares and the income derived from them may go down as well as up and Shareholders may not receive back the full amount invested.

# Tax Reliefs for individual investors

Individuals who subscribe for 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 2008/09 tax year for shares in a VCT will be entitled to claim income tax relief on the investment at the rate of 30%, although this relief will be withdrawn if either the shares are sold within five years or an investor takes out a loan which would not have been made, or would not have been made on the same terms, save for the acquisition of such shares. Relief is restricted to the amount which reduces the Investor's income tax liability to nil.

## *Dividend relief*

An investor who subscribes for or acquires ordinary shares in a VCT (up to a maximum of £200,000 in the 2008/09 tax year) will not be liable for UK income tax on dividends paid by the VCT. The income received by the VCT will usually constitute either interest (on which the VCT may be subject to tax) or a dividend from a UK company (on which the VCT would not be subject to tax). The VCT's income, reduced by the payment of tax (if applicable), can then be distributed tax-free to investors who benefit from this dividend relief. There is no withholding tax on dividends paid by a UK company and consequently the Company does not assume responsibility for the withholding of tax at source. Dividends carry a tax credit at the rate of one-ninth of the net dividend which is not repayable and which cannot be utilised in any other way.

## *Capital gains tax relief*

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

## *Loss of tax reliefs*

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

# Terms and Conditions of the Offer

1. In these Terms and Conditions, the expression "Circular" means this document and the letter to Shareholders dated 27 February 2009. The expression "Application Form" means the application form for use in accordance with these Terms and Conditions. Save where the context requires otherwise, the terms used in the Circular bear the same meaning as in the Application Form.
2. An application may be accepted and shares may be allotted at any time after the receipt of the relevant Application Form. The right is reserved to reject any application or to accept any application in part only. Multiple applications are permitted. If any application is not accepted, or if any contract created by acceptance does not become unconditional, or if any application is scaled back or if in any other circumstances there is an excess payment in relation to an application, the application monies or the balance of the amount paid or the excess paid on application will be returned without interest by post at the risk of the Applicant. In the meantime application monies will be retained in the Company's account with Bank of Scotland.
3. You may pay for your application for Offer Shares by cheque or banker's draft submitted with the Application Form.
4. The contract created by the acceptance of applications under the Offer will be unconditional.
5. By completing and delivering an Application Form, you:
  - (a) offer to subscribe the amount specified on your Application Form or any smaller amount for which such application is accepted at a price as determined by the Pricing Formula subject to the Circular, these Terms and Conditions, the Memorandum of Association of the Company and the Articles;
  - (b) authorise your financial adviser, or whoever he or she may direct, the Registrar or the Company to send a document of title for, or credit your CREST account in respect of, the number of Shares for which your application is accepted, and/or a crossed cheque for any monies returnable, by post at your risk to your address as set out on your Application Form;
  - (c) in consideration of the Company agreeing that it will not, prior to the Offer closing, offer any Shares for subscription to any persons other than as set out in the Circular, agree that your application may not be revoked and that this paragraph constitutes a collateral contract between you and the Company which will become binding upon despatch by post or delivery of your duly completed Application Form to the Company or to your financial adviser;
  - (d) warrant that your remittance will be honoured on first presentation and agree that, if such remittance is not so honoured, you will not be entitled to receive a share certificate or to enjoy or receive any rights or distributions in respect of such Shares unless and until you make payment in cleared funds for such Shares and such payment is accepted by the Company (which acceptance shall be in its absolute discretion and may be on the basis that you indemnify it against all costs, damages, losses, expenses and liabilities arising out of or in connection with the failure of your remittance to be honoured on first presentation) and that, at any time prior to unconditional acceptance by the Company of such late payment in respect of such Shares, the Company may (without prejudice to its other rights) treat the agreement to allot such Shares as void and may allot such Shares to some other person, in which case you will not be entitled to any refund or payment in respect of such Shares (other than return of such late payment at your risk and without interest);
  - (e) agree that all cheques and banker's drafts may be presented for payment at any time following receipt on the due dates and any definitive document of title and any monies returnable to you may be retained pending clearance of your remittance and the completion of any verification of identity required by the ML Regulations and that such monies will not bear interest;
  - (f) undertake to provide satisfactory evidence of identity within such reasonable time (in each case to be determined in the absolute discretion of the Company) to ensure compliance with the ML Regulations;
  - (g) agree that, in respect of those Shares for which your application has been received and processed and not rejected, acceptance of your application shall be constituted by the Company instructing the Registrar to enter your name on the share register;
  - (h) agree that all documents in connection with the Offer and any returned monies will be sent at your risk and may be sent to you at your address as set out in the Application Form;
  - (i) agree that, having had the opportunity to read the Circular, you shall be deemed to have had notice of all information including the risk factors contained therein;

- (j) confirm that (save for advice received from your financial adviser) in making such application you are not relying on any information and representation other than those (if any) contained in the Circular or any supplementary Circular and you accordingly agree that no person responsible solely or jointly for the Circular or any part thereof or involved in the preparation thereof will have any liability for any such other information or representation;
  - (k) agree that all applications, acceptances of applications and contracts resulting therefrom under the Offer shall be governed by and construed in accordance with English law and that you submit to the jurisdiction of the English courts and agree that nothing shall limit the right of the Company to bring any action, suit or proceedings arising out of or in connection with any such applications, acceptances of applications and contracts in any other manner permitted by law or in any court of competent jurisdiction;
  - (l) irrevocably authorise the Company, the Registrar or any other person authorised by any of them, as your agent, to do all things necessary to effect registration of any Shares subscribed by or issued to you into your name and authorise any representatives of the Company or the Registrar to execute any documents required therefor and to enter your name on the register of members of the Company;
  - (m) agree to provide the Company with any information which it may request in connection with your application or to comply with the VCT Regulations or other relevant legislation (as the same may be amended from time to time) including without limitation satisfactory evidence of identity to ensure compliance with the ML Regulations;
  - (n) warrant that, in connection with your application, you have observed the laws of all requisite territories, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in connection with your application in any territory and that you have not taken any action which will or may result in the Company acting in breach of the regulatory or legal requirements of any territory in connection with the Offer or your application;
  - (o) confirm that you have read and complied with paragraph 6 below;
  - (p) confirm that you have reviewed the restrictions contained in paragraph 7 below;
  - (q) warrant that you are not under the age of 18 years;
  - (r) if the laws of any territory or jurisdiction outside the United Kingdom are applicable to your application, warrant that you have complied with all such laws and none of the Company or any of its agents will infringe any laws of any such territory or jurisdiction directly or indirectly as a result or in consequence of any acceptance of your application;
  - (s) warrant that if you sign the Application Form on behalf of somebody else or yourself and another or others jointly or a corporation you have the requisite power to make such investments as well as the authority to do so and such person will also be bound accordingly and will be deemed also to have given the confirmations, warranties and undertakings contained in these terms and conditions of application and undertake (save in the case of signature by an authorised financial adviser on behalf of the Investor) to enclose a power of attorney or a copy thereof duly certified by a solicitor with the Application Form;
  - (t) warrant that you are not subscribing for the 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 Shares;
  - (u) warrant that the Shares are being acquired by you for *bona fide* investment purposes and not as part of a scheme or arrangement the main purpose of which, or one of the main purposes of which, is the avoidance of tax (obtaining tax reliefs given under the applicable VCT legislation is not of itself tax avoidance);
  - (v) warrant that you are not a "US person" as defined in the United States Securities Act of 1933 (as amended) nor a resident of Canada and that you are not applying for any Shares on behalf of or with a view to their offer, sale or delivery, directly or indirectly, to or for the benefit of any US person or resident of Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan; and
  - (w) warrant that the information contained in the Application Form is accurate.
6. No person receiving a copy of the Circular, or an Application Form in any territory other than the United Kingdom may treat the same as constituting an invitation or offer to him or her, nor should he or she in any event use such Application Form unless, in the relevant territory, such an invitation or offer could lawfully be made to him or her or such Application Form could lawfully be used without contravention of any registration or other legal requirements. It is the responsibility of any person outside the United Kingdom wishing to make an application hereunder to satisfy himself or herself as to the full observance of the laws of any relevant territory in connection therewith, including obtaining any requisite governmental or other consents, observing any of the formalities requiring to be observed in such territory and paying any issue, transfer or other taxes required to be paid in such territory.

7. The Shares have not been and will not be registered under the United States Securities Act 1933, as amended, or under the securities laws of any state or other political subdivision of the United States, and may not be offered or sold in the United States of America, its territories or possessions or other areas subject to its jurisdiction (the "USA"). In addition, the Company has not been and will not be registered under the United States Investment Company Act of 1940, as amended. The Manager will not be registered under the United States Investment Adviser Act of 1940 (as amended). No application will be accepted if it bears an address in the USA.
8. This application is addressed to the Company. The rights and remedies of the Company under these Terms and Conditions are in addition to any rights and remedies which would otherwise be available to it, and the exercise or partial exercise of one will not prevent the exercise of others.
9. The dates and times referred to in these Terms and Conditions may be altered by the Company.
10. Authorised financial advisers who, acting on behalf of their clients, return valid Application Forms bearing their stamp and Financial Services Authority number will be entitled to commission on the amount payable in respect of the Offer Shares allocated for each such Application Form at the rate of 2.5%. Authorised financial advisers may agree to waive part or all of their initial commission in respect of an application. If this is the case, then such application will be treated as an application to subscribe for the sum stated in box A of the Application Form together with a number of additional Offer Shares equivalent to the amount of commission waived. The Company or the Registrar is accordingly authorised to amend such box A. Financial advisers should keep a record of Application Forms submitted bearing their stamp to substantiate any claim for their commission.
11. The section headed Notes on Application Form forms part of these Terms and Conditions of Application.
12. It is a condition of the Offer to ensure compliance with the ML Regulations. The Company is therefore entitled to require, at its absolute discretion, verification of identity from any Applicant including, without limitation, any person who either (i) tenders payment by way of a cheque or banker's draft drawn on an account in the name of a person or persons other than the Applicant or (ii) appears to the Company to be acting on behalf of some other person. Pending the provision of evidence satisfactory to the Company as to the identity of the Applicant and/or any person on whose behalf the Applicant appears to be acting, the Company may, in its absolute discretion, retain an Application Form lodged by an Applicant and/or the cheque or other remittance relating thereto and/or the Registrar may not enter the Applicant on the register of members or issue any share certificates in respect of such application. If verification of identity is required, this may result in delay in dealing with an application and in rejection of the application. The Company reserves the right, in its absolute discretion, for it or the Company to reject any application in respect of which the Company considers that, having requested verification of identity, it has not received evidence of such identity satisfactory to it by such time as was specified in the request for verification of identity or in any event within a reasonable period. In the event of an application being rejected in any such circumstances, the Company reserves the right in its absolute discretion, but shall have no obligation, to terminate any contract of allotment relating to or constituted by such Application Form (in which event the money payable or paid in respect of the application will be returned (without interest) to the account of the drawee bank from which such sums were originally debited) and/or to endeavour to procure other subscribers for the Shares in question (but in each case without prejudice to any rights the Company may have to take proceedings to recover in respect of loss or damage suffered or incurred by it as a result of the failure to produce satisfactory evidence as aforesaid). The submission of an Application Form will constitute an undertaking by the Applicant to provide promptly to the Company such information as may be specified by it as being required for the purpose of the ML Regulations.
13. The right is also reserved to treat as valid and binding any application not complying fully with these Terms and Conditions or not in all respects complying with the Notes on Application Form. In particular, but without limitation, the Company may accept applications made otherwise than by completion of an Application Form where the Applicant has agreed in some other manner acceptable to the Company to apply in accordance with these Terms and Conditions.

Investors should take their own tax advice before investing, based on their own individual circumstances. This document is not a prospectus or listing particulars and does not contain representations, nor shall it or any part of it form the basis of or be relied upon in connection with any contract therefor. Subscriptions for shares in Northern Venture Trust PLC may only be made through the Offer. Northern Venture Trust PLC is managed by NVM Private Equity Limited, which is regulated by the FSA and is a member of the BVCA.



Please pin or staple  
your cheque here

# Northern Venture Trust PLC Application Form

The Offer will close no later than 12 noon on Friday 3 April 2009

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

**1**

Title and Name in Full  
Permanent Address

Postcode	Daytime Tel
E-Mail address	
Date of Birth / /19 (day/month/year)	National Insurance No.

**2**

I am subscribing in  
the 2008/09 tax year

(Minimum £2,500)

£

**A**

or such lesser sum for which this application may be accepted on the terms and conditions set out in the Company's Circular to shareholders dated 27 February 2009. Please send me a certificate confirming my entitlement to venture capital trust tax reliefs.

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

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

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

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

**3**

Signature

Date

/ /2009

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

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

For Official Use Only	
Less than £12,500	<input type="checkbox"/>
Personal Cheque	<input type="checkbox"/>
Letter of Introduction	<input type="checkbox"/>
List A <input type="checkbox"/>	List B <input type="checkbox"/>
Money Laundering Officer	<input type="checkbox"/>
<b>DATA PROTECTION ACT</b>	
The Company, and/or NVM may use the information you give for administration, research and/or statistical purposes. Your details may be used by the Company and/or NVM to send you information on other potential investment opportunities in new venture capital trusts, whether or not managed by NVM. If you would prefer not to receive such information, please tick this box. <input type="checkbox"/>	

Authorised financial advisers should stamp and complete this box
Firm Name
Contact Name
FSA No.
Address
Postcode
Tel
E-Mail Address
<b>Commission waived as extra Shares</b> <input type="checkbox"/>
Due completion of the agent's box indicates that the agent is duly authorised to transact investments of this type under the Financial Services and Markets Act 2000. Commission rates are 2.5% of the gross amount subscribed.



## NOTES ON APPLICATION FORM

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

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

**1**

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

**2**

Insert (in figures) in Box A the amount you wish to invest under the Offer. This is the amount you are subscribing under the Offer. **Please note that the minimum investment is £2,500.** The maximum investment is £200,000, being the maximum amount on which tax reliefs on investments in VCTs are available in any one tax year. Attach your cheque or banker's draft to the Application Form for the exact amount shown in Box A. Your cheque or banker's draft must be made payable to "**Northern Venture Trust PLC**" and crossed "**A/C Payee only**". Your payment must relate solely to this application. No receipt will be issued.

### Money Laundering Regulations 2007 – Important note for applications of £12,500 or more

If the value of the Shares applied for is £12,500 or more (or is one of a series of linked applications, the value of which exceeds that amount) payment should be made by means of a cheque drawn on an account in the name of the Applicant. If this is not practicable and you use a cheque drawn by a third party or a building society cheque or banker's draft, you should write the name, address and date of birth of the Applicant on the back of the cheque or banker's draft and:

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

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

### For a subscription by way of a cheque drawn by a third party which is for £12,500 or more please provide one item from List A AND one item from List B

#### List A (Verification of Identity)

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

#### List B (Verification of Address)

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

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

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

**No Money Laundering verification is required to be enclosed if the application is for less than £12,500 or if payment is by means of a cheque drawn on an account in the name of the Applicant** (provided that (a) the cheque includes details of the Applicant's bank account or building society account (as applicable) and (b) the cheque is drawn on a UK or European Union authorised bank or credit institution). Please note, however, that Northern Venture Trust PLC may, in its absolute discretion, require Money Laundering verification and that Money Laundering verification will be required by introducing financial advisers.

**3**

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

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