

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It contains proposals relating to the Members' Voluntary Liquidation of Northern Investors Company PLC on which Shareholders are being asked to vote. If you are in any doubt about the contents of this Circular or about what action to take, you are recommended immediately to seek your own professional advice from your stockbroker, solicitor, accountant or other appropriately qualified independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are taking advice in the United Kingdom or, if you are taking advice in another jurisdiction, from another appropriately authorised independent financial adviser. All Shareholders are advised to consult their professional advisers regarding their own tax position.

If you have sold or otherwise transferred all of your Shares in Northern Investors Company PLC (the "Company") you should pass this Circular, but not the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or transferred only part of your holding of shares in the Company, you should retain this document and the accompanying Form of Proxy and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

This Circular has been prepared for the purposes of complying with English law and the Listing Rules and the information disclosed may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside the United Kingdom. The distribution of this Circular in certain jurisdictions may be restricted by law and therefore persons into whose possession this Circular comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Northern Investors Company PLC

(incorporated and registered in England and Wales with registered number 1822966, an investment company within the meaning of Section 833 of the Companies Act 2006)

Recommended Proposals for the Members' Voluntary Liquidation of the Company and Notice of General Meeting

The proposals described in this Circular are conditional on Shareholders' approval. This document should be read as a whole and in conjunction with the accompanying Form of Proxy. Your attention is drawn to the Chairman's letter set out in Part I of this Circular. The letter contains a recommendation that you vote in favour of the Resolution to be proposed at the General Meeting. Your attention is drawn to the paragraph headed "Action to be taken" in Part I of this Circular.

Notice of a General Meeting of the Company to be held at the offices of Reed Smith LLP at The Broadgate Tower, 20 Primrose Street, London EC2A 2RS at 12.00 noon on Tuesday 11 December 2018 is set out at the end of this Circular. To be valid, the Form of Proxy for use by Shareholders at the meeting must be completed, signed and returned in accordance with the notes to the Notice of Meeting and the Form of Proxy itself so as to be received by the Company's Registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible and, in any event, so as to arrive by not later than 12.00 noon on Friday 7 December 2018.

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Expected Timetable of Events

Publication of Circular	Friday 16 November 2018
Date from which it is advised that dealings in Shares should only be for cash settlement and immediate delivery of documents of title	Close of business on Thursday 6 December 2018
Latest time for receipt of Forms of Proxy for the General Meeting	12.00 noon on Friday 7 December 2018
Latest time for delivery to Registrars of documents of title relating to dealings in Shares subject to cash settlement	5.00pm on Monday 10 December 2018
Close of Register of Members and Record Date for participation in the Members' Voluntary Liquidation	6.00pm on Monday 10 December 2018
Suspension of Shares from trading on the London Stock Exchange and suspension of listing on the Official List	7.30am on Tuesday 11 December 2018
General Meeting to approve the Members' Voluntary Liquidation and, if approved, the appointment of the Liquidators	12.00 noon on Tuesday 11 December 2018
Cancellation of the listing of the Shares on the Official List and cancellation of admission to trading of the Shares on the Main Market	8.00am on Wednesday 12 December 2018
Expected initial liquidation distribution date*	Not later than 31 January 2019

*The actual date will be determined by the Liquidators

The above times and/or dates are indicative only and may change. If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by an announcement to a regulatory information service that is approved by the FCA.

All references to times in this Circular are to London times unless otherwise stated.

Definitions

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

B Shares	the unlisted redeemable fixed rate preference shares of 50 pence each in the capital of the Company
Circular	this document dated Friday 16 November 2018, addressed to Shareholders
Company	Northern Investors Company PLC
CREST	the relevant system (as defined in the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755)) for the paperless settlement of transfers and the holding of shares in uncertificated form which is administered by Euroclear
Directors or Board	the directors of the Company, whose names are set out on page 5 of this Circular
FCA	the UK Financial Conduct Authority or its successor from time to time
Form of Proxy	the form of proxy accompanying this document for use by Shareholders at the General Meeting
General Meeting	the general meeting of the Company to be held at the offices of Reed Smith LLP at The Broadgate Tower, 20 Primrose Street, London EC2A 2RS at 12.00 noon on Tuesday 11 December 2018
HMRC	HM Revenue & Customs
ISA	individual savings account
Liquidators	the proposed joint liquidators of the Company, namely Patrick Joseph Brazzill and Richard Peter Barker of Ernst & Young LLP
London Stock Exchange	London Stock Exchange plc
Main Market	the London Stock Exchange's main market for listed securities
Manager	NVM Private Equity LLP which is authorised and regulated by the FCA
Members' Voluntary Liquidation	the proposed members' voluntary liquidation of the Company
NAV	net asset value in pence per Share
Notice of General Meeting	the notice convening the General Meeting set out on pages 13 and 14 of this Circular
Official List	the Official List of the UK Listing Authority
Realisation Period	the period starting on the date on which the Company is placed into Members' Voluntary Liquidation and ending when the final distribution has been made to shareholders
Registrars	Equiniti Limited of Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA
Resolution	the Resolution to be put to the General Meeting as detailed on page 8 of this Circular and in the Notice of General Meeting
Shareholders	holders of Shares
Shares	ordinary shares of 25p each in the capital of the Company
UK Listing Authority	the FCA acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000

Part I – Letter from the Chairman

Northern Investors Company PLC

(incorporated and registered in England and Wales with registered number 1822966)

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

16 November 2018

Directors:
Nigel Guy (Chairman)
John Barnsley
Philip Marsden

Dear Shareholder

Recommended Proposals for the Members' Voluntary Liquidation of the Company

The Company has today announced proposals for a members' voluntary liquidation of the Company. I am writing to provide you with details of these proposals, which are subject to Shareholders' approval, and to explain why your Board is recommending that you vote in favour of the Resolution to be proposed at the general meeting of the Company to be held at the offices of Reed Smith LLP at The Broadgate Tower, 20 Primrose Street, London EC2A 2RS at 12.00 noon on Tuesday 11 December 2018. A notice of the General Meeting is set out on pages 13 and 14 of this document.

Background

In July 2011, Shareholders approved a change in investment strategy whereby the Company ceased making new investments and began an orderly realisation of its portfolio with a view to returning capital to Shareholders. The Company's objective has been to realise its assets in a manner that achieves a balance between an efficient return of cash to Shareholders and maximising the value of the Company's investments. Since July 2011, the Company has distributed £90.7 million to Shareholders by way of tender offers (£71.2 million), B share redemptions (£12.7 million) and dividend distributions (£6.7 million).

In the financial statements for the year ended 31 March 2018, published in May 2018, the Chairman's statement noted that the board envisaged putting proposals for the appointment of a liquidator to Shareholders for approval before the end of 2018.

Since the beginning of the current financial year, the Company's investment in CGI Group Holdings has been realised, producing net cash proceeds of £1.9 million. As at the close of business on 15 November 2018, the Company's cash balances amounted to £3.1 million. Having reviewed the three remaining investments with the Manager, the Directors have determined that it is now appropriate to appoint the Liquidators to complete the winding-up process through a Members' Voluntary Liquidation of the Company. The Directors believe that this will be a cost-effective and tax-efficient way of completing the final stages of the portfolio run-off process and distributing the resulting funds to Shareholders. Whilst your Directors would ideally have preferred to take this step only when all the remaining investments have been sold, it is the Board's view that the final realisation of the portfolio could take 24 months (or longer depending on the realisation process), and they are conscious that maintaining listed investment trust status for a further period of time has cost implications, and that a realistic view must be taken of the prospective timescale for the sale of the remaining investments.

The appointment of the Liquidators at this stage will facilitate an early distribution utilising funds that are available following the realisation of CGI Group Holdings, with the potential for further payments to follow as the remaining investments are sold (depending on the terms of such disposals). Given the uncertain nature of the realisation process, it is not possible to indicate with certainty how long the process of successfully realising the three

remaining investments might take.

The Members' Voluntary Liquidation

The Board has previously indicated that a Members' Voluntary Liquidation would be the final part of the realisation process. Shareholders on the register on the Record Date will be able to realise their investment in the Company through the Members' Voluntary Liquidation.

The Liquidation is conditional upon Shareholder approval of the Resolution by 75 per cent or more of the votes cast. If the Resolution is not passed, the Company will continue in operation until other proposals can be put forward.

If the Resolution is passed:

- Patrick Joseph Brazzill and Richard Peter Barker of Ernst & Young LLP will be appointed as joint liquidators to the Company and will assume immediate responsibility for the affairs of the Company;
- all powers of the Board will cease and the Directors will resign; and
- the listing of the Shares on the Official List will be cancelled.

Following their appointment, the Liquidators will make an initial cash distribution to Shareholders. They will then work with the Manager to realise the remaining investments and distribute further proceeds to Shareholders over forthcoming months. The Directors currently believe that the Members' Voluntary Liquidation could take approximately 24 months, but may take longer, with the duration largely dependent upon the timing of the realisation of the remaining investments and the subsequent finalisation of the Company's corporation tax affairs. So far as possible, the Liquidators and the Manager will seek to ensure that the Company's tax status as an investment trust is maintained throughout this process, although this cannot be guaranteed.

Management of the Portfolio whilst in Members' Voluntary Liquidation

It has been agreed by the Board with the Liquidators that, if appointed, the Liquidators will instruct the Manager to advise on the realisation of the remaining investments on behalf of the Company, and to advise on the management of the portfolio of investments in accordance with the Company's investment strategy. It is currently expected that this process could take approximately 24 months (but it may take longer). The realisation process for each of the investments will be managed by the Manager, who will provide their recommendations to the Liquidators, who will have the final decision on the terms and timing of each realisation.

The Company's management agreement with the Manager, as amended on 21 July 2011, provides for an incentive fee to be payable to the Manager once cash distributions to Shareholders subsequent to July 2011 exceed £59.0 million plus a hurdle set at 7% compound per annum. The hurdle condition was satisfied during the financial year ended 31 March 2016, and accordingly the Manager is entitled to receive a fee equivalent to 12.5% of amounts distributed or capable of distribution to shareholders in excess of £59.0 million. To date incentive fees totalling £4.1 million have been paid to the Manager. The Company's net assets of £5.6 million as at 30 September 2018 are stated after deducting the incentive fees paid to date and after deducting a provision of £1.3 million for the further incentive fees which the Directors have estimated would be payable to the Manager if the Company's remaining investments were realised at their book value and the proceeds distributed to Shareholders. The Liquidators have agreed with the Manager that these arrangements will be replicated in the period following their appointment, and that following each cash distribution to Shareholders by the Liquidators, the Manager will be entitled to receive within 30 days an incentive fee payment calculated such that the cumulative incentive fees paid will be equivalent to 12.5% of the cumulative amounts in excess of £59.0 million distributed or capable of distribution to Shareholders since July 2011, after taking account of any amounts retained by the Liquidators to meet expected liabilities or contingencies. The Manager will also be entitled to receive an ongoing management fee equal to £20,000 per annum in respect of each portfolio company investment held by the Company, subject to a minimum of £40,000 per annum, payable quarterly.

Liquidation Distributions

Assuming the Resolution is passed, the Liquidators' intention is to pay a first cash distribution, of a substantial proportion of the cash held after providing for the Company's liabilities and for the ongoing costs of the liquidation, no later than 31 January 2019.

On 12 November 2018 the Company announced that it had net assets of £5.6 million as at 30 September 2018, comprising investments at directors' valuation of £3.7 million and net current assets of £1.9 million. The NAV per share at 30 September 2018 was 222.7 pence.

It is envisaged that further distributions will be made to Shareholders during the Members' Voluntary Liquidation process, although this is largely dependent upon the successful realisation of the Company's remaining investments. Such distributions would be made solely at the discretion of the Liquidators.

The Liquidators will retain sufficient funds in the Members' Voluntary Liquidation to meet the current and future, actual and contingent, liabilities of the Company, including the costs and expenses of the liquidation, together with a retention to meet any unknown and unascertained liabilities of the Company. Any surplus remaining after the settlement of all liabilities will be distributed to Shareholders in a final distribution. This final distribution, if any, will not be made until the Liquidators have completed their statutory duties to seek out, adjudicate and pay creditors' claims and HMRC has confirmed its agreement to the Company's tax returns and that it has no objection to the closure of the liquidation. The precise timing of the final distribution is uncertain, but it is currently estimated that this process will be completed within 24 months from the date the Resolution is passed. However, this may be subject to change. Shareholders are advised to carefully read Part II of this Circular (*Risk Factors*).

Shareholders who hold their Shares in CREST will receive any distributions through the CREST system. Other Shareholders will be sent a cheque. Cheques in respect of the final distribution to Shareholders will be sent shortly before the liquidation is concluded.

Nothing in the Proposals will impose any personal liability on either of the Liquidators.

Estimated Costs of the Members' Voluntary Liquidation

It is estimated that the total costs and expenses of winding-up the Company will be approximately £0.275 million, assuming the process takes 24 months to complete, including the costs of all future distributions to Shareholders. Shareholders should note that by voting in favour of the Resolution to be proposed at the General Meeting, they will be approving these estimated costs. This compares with the Company's most recent annual running costs for the year ended 31 March 2018 of £0.5 million.

Further significant savings will be made as a result of distributions being made by Liquidators rather than by way of further tender offers (the Company having exhausted the reserves required to effect further capital returns through the issue and redemption of B Shares). By way of comparison, it is estimated that a further tender offer equal to the expected initial distribution of not less than £1.8 million by the Liquidators would have cost in excess of £0.12 million (including stamp duty).

The remuneration and scope of work of the Liquidators have been discussed with and agreed in advance by the Board. Fees charged by the Liquidators will be charged on a time cost basis and the Company has agreed the current hourly charge out rates payable to the Liquidators. Details of these time costs will be provided to Shareholders following their appointment.

The Board believes that the continuing involvement of the Manager, coupled with the agreement with the Liquidators relating to the terms and scope of their work, should result in the final stage of the realisation strategy being implemented in a cost effective and efficient manner.

Suspension and cancellation of listing and trading of the Shares

The Register will be closed at 6.00pm on Monday 10 December 2018 and the Shares will be disabled in CREST at the start of business on Tuesday 11 December 2018. Application will be made to the UKLA for suspension of listing of the Shares on the Official List and application will be made to the London Stock Exchange for suspension of trading in the Shares at 7.30 am on Tuesday 11 December 2018.

The last day for dealings in the Shares on the London Stock Exchange on a normal rolling two day settlement basis will be Thursday 6 December 2018. After Thursday 6 December 2018, dealings should be for cash settlement only and will be registered in the normal way if the transfer, accompanied by the document of title, is received by the Registrars by close of business on Monday 10 December 2018. Transfers received after that time will be returned to the person lodging them and, if the Resolution is passed, the original holder will receive any proceeds from distributions made by the Liquidators.

If the Resolution is passed, the Company will immediately make an application for the cancellation of the admission of the Shares to listing on the Official List and to trading on the Main Market. The cancellation is expected to take effect at 8.00am on Wednesday 12 December 2018.

After the liquidation of the Company and the making of any final distribution to Shareholders, existing certificates in respect of Shares will cease to be of value and any existing credit of the Shares in any stock account in CREST will be redundant.

Taxation

Shareholders are advised to carefully read Part III of this Circular (*United Kingdom Taxation*) which sets out a general guide to certain aspects of current UK taxation law and HMRC published practice.

If you are in any doubt as to your tax position or if you are subject to tax in any jurisdiction other than the UK, you should consult your own professional tax adviser without delay.

Shares held in ISAs

The Directors are conscious that a significant proportion of the Company's Shares are held by investors through ISAs. Assuming (i) that within one year of the Company being placed into Members' Voluntary Liquidation, HMRC will be notified that the Company is being wound up; and (ii) that the Company will not make new investments during the Realisation Period, the Company would continue to be treated as an investment trust until the end of the Realisation Period. As such, the Shares would continue to be stocks and shares 'qualifying investments' during the Realisation Period for ISA purposes. ISA providers may therefore permit the Shares to continue to be held within ISA accounts during the Realisation Period with the proceeds of distributions continuing to be credited to each ISA Shareholder's ISA account.

Some ISA providers may however take a different approach in relation to the Shares during the Realisation Period. For example, they may state that if the Shares are removed from CREST prior to completion of the Realisation Period, they may remove the Shares from the relevant ISA Shareholder's ISA account. From a practical perspective such removal from CREST may occur just before completion of the liquidation process at which point we expect that the Shares would have only a nominal value.

Notwithstanding the above, Shareholders are strongly recommended to consult their own ISA provider in advance of the appointment of the Liquidators so as to ensure that any action which may be necessary in relation to their Shareholding can be taken in good time.

General Meeting

The implementation of the Proposals will require the approval of Shareholders at the General Meeting. Notice of the General Meeting is set out at the end of this document. The General Meeting is scheduled to be held at the offices of Reed Smith LLP at The Broadgate Tower, 20 Primrose Street, London EC2A 2RS at 12.00 noon on Tuesday 11 December 2018. The Resolution is being proposed to:

- place the Company into liquidation and appoint the Liquidators;
- fix the remuneration of the Liquidators on the basis of time spent by them; and
- direct that the Company's books and records be held to the order of the Liquidators.

In order to be passed, the Resolution requires the approval of Shareholders representing at least 75 per cent of the votes cast at the Meeting, whether in person or by proxy.

All Shareholders are entitled to attend and vote at the General Meeting. In accordance with the Articles of Association, all Shareholders present in person or by proxy shall, upon a show of hands, have one vote each and on a poll shall have one vote in respect of every Share held.

Action to be taken

Shareholders will find enclosed a Form of Proxy for use in connection with the General Meeting. Whether or not you intend to be present at the General Meeting, you are asked to complete the Form of Proxy in accordance with the instructions printed thereon and return it by post to Equiniti Limited at Aspect House, Spencer Road, Lancing BN99 6DA so as to arrive as soon as possible, but in any event by no later than 12.00 noon on Friday 7 December 2018.

The completion and return of the Form of Proxy will not prevent you from attending the General Meeting and voting in person if you wish to do so.

Recommendation

In the opinion of the Board, taking into account the cost savings and potential tax advantages, the Proposals described in this Circular are in the best interests of the Company and Shareholders as a whole.

The Board strongly and unanimously recommends Shareholders to vote in favour of the Resolution, as those Directors who hold Shares intend to do in respect of their own holdings comprising 29,366 Shares (in total representing 1.18% of the Company's total voting rights).

The attention of Shareholders is drawn to the information contained in Parts II and III of this document.

Yours sincerely

Nigel Guy
Chairman

Part II – Risk Factors

The Directors consider that the following risk factors should be considered by Shareholders prior to deciding how to cast their votes at the General Meeting. Shareholders in any doubt about the action they should take should consult a suitably qualified independent financial adviser authorised under the Financial Services and Markets Act 2000 if in the United Kingdom, or from another appropriately authorised independent financial adviser if in a territory outside of the United Kingdom, without delay.

Shareholders should be aware of the following considerations relating to the proposals contained in this document. Only those risks which are material and currently known to the Company have been disclosed. Additional risks and uncertainties not currently known to the Company, or that the Company currently deems to be immaterial, may also have an adverse effect on the Company.

1. Conditionality of the Members' Voluntary Liquidation

Implementation of the Members' Voluntary Liquidation is conditional upon the Resolution being passed at the General Meeting. In the event that the Resolution is not passed, the Members' Voluntary Liquidation will not proceed and the Company will continue in operation until other proposals can be put forward and will have to bear the abortive costs of having proposed the Members' Voluntary Liquidation.

2. Risks associated with the Liquidation

Realisations

The Company's remaining investments comprise minority holdings in small and medium-sized unquoted companies, which by their nature entail a higher level of risk and lower liquidity than investments in large quoted companies. The Company's ability to exert influence over these investments and the timing of realisations may be limited relative to other shareholders in these companies. Other factors outside the control of the Liquidators, such as the state of the economy, general fluctuations in stock markets and changes in interest and exchange rates, may also impact the timing of realisations.

While the Directors and the Manager anticipate that the intended orderly liquidation process will enable the realisation of the remaining assets at amounts comparable to the valuations detailed in the Company's audited accounts, there is no certainty of this. The total amount finally distributed to shareholders during the liquidation may be different from the value of the investments on the date of liquidation due to a variety of factors, including the trading performance of those investments, consequent movements in the value of the investments and the price at which those can be realised, and also ongoing costs associated with the realisation process which includes ongoing liquidation fees.

Distributions

The exact timing of distributions is difficult to predict and it is possible that Shareholders may have to wait a considerable period of time before receiving all their distributions pursuant to the Members' Voluntary Liquidation.

Liquidation distributions will be made at the Liquidators' sole discretion, as and when they deem that the Company has sufficient surplus assets available and it is cost effective to do so. Shareholders will have little certainty as to the precise timings when any distributions will be receivable and as to the amount of any proceeds that they will receive in respect of the Shares.

The amounts which may be owing to the creditors of the Company, or which the Liquidators may choose to retain in respect of current and future, actual and contingent, liabilities of the Company, and any unascertained liabilities, and the costs and expenses of the liquidation are uncertain and will affect the amount and timing of any distribution to Shareholders.

There may be matters or factors, of which the Board is not aware or does not currently consider to be material, which may affect the availability, amount or timing of any distribution(s) to Shareholders.

Creditors' voluntary liquidation

Although not expected, if any unforeseen claims materialise against the Company during the course of the Members' Voluntary Liquidation which result in the liabilities of the Company exceeding its assets such that the Liquidators conclude that it is no longer possible to complete the solvent Members' Voluntary Liquidation, the Liquidators may convert the Members' Voluntary Liquidation into an insolvent creditors' voluntary liquidation. It is highly unlikely that Shareholders would receive a distribution in an insolvent creditors' voluntary liquidation.

Liquidators' discretion

If the Resolution is passed at the General Meeting, the directors' powers will cease and the Liquidators will have control over the affairs of the Company. While the Manager will work with the Liquidators, the Liquidators will have the power to conduct the winding-up of the Company including realising and distributing the Company's assets. There can be no guarantee that the Liquidators will achieve similar returns for Shareholders and the past realisations made by the Company should not be regarded as an indication of any future realisations.

Lack of liquidity

Shareholders should also be aware that following liquidation the Company's listing will be cancelled. As a result of this there will be no liquidity in the shares. It will, therefore, be difficult for holders to realise value other than through the liquidation process over time.

3. Risks relating to taxation

The information in this document is based on existing legislation, including taxation legislation. The existing levels and bases of, and reliefs from, taxation may change. Any change in the Company's tax status or in taxation legislation could alter the post-tax returns to Shareholders.

Shareholders should refer to the information contained in Part III (*United Kingdom Taxation*) of this Circular in relation to any tax consequences relating to the Members' Voluntary Liquidation.

Part III – United Kingdom Taxation

The following paragraphs, which are intended as a general guide only, are based on current UK legislation and published HMRC practice. They summarise certain limited aspects of the UK tax treatment of the cash distributions made to Shareholders in connection with the Liquidation of the Company, and they relate only to the position of individual and corporate Shareholders who hold their Shares beneficially as an investment and (except in so far as express reference is made to the treatment of non-UK residents) who are resident or ordinarily resident in the UK (and not only temporarily non-resident) for UK tax purposes.

If you are in any doubt as to your tax position or if you are subject to tax in any jurisdiction other than the UK, you should consult your own professional tax adviser without delay.

A Shareholder who receives a distribution of cash in the course of the Liquidation should be treated as making a disposal or part disposal of his Shares for the purposes of UK taxation of chargeable gains which may, depending on such Shareholder's individual circumstances (including the availability of exemptions, reliefs and allowable losses), give rise to a chargeable gain or allowable loss for the purposes of UK taxation of chargeable gains.

Any chargeable gain arising on a part disposal of a holding of Shares will be computed on the basis of an apportionment of the allowable cost of the holding by reference to the market value of the holding at the time of the part disposal.

Shareholders who are not resident in the UK (excluding, in the case of an individual Shareholder, shareholders who are only temporarily non-resident in the UK) for UK tax purposes should not be subject to UK tax on chargeable gains on a disposal, or part disposal, of Shares unless such Shares are used, held or acquired for the purposes of a trade, profession or vocation carried on in the UK through a branch or agency or, in the case of a corporate Shareholder, through a permanent establishment. Such Shareholders may be subject to foreign tax on any gain under local law.

A Shareholder that is within the charge to UK corporation tax is normally taxable on all of its chargeable gains, subject to any available reliefs, exemptions and allowable losses. Such Shareholders should be entitled to indexation allowance for allowable expenditure incurred up to December 2017 (calculated using the Retail Prices Index factor for December 2017) in calculating the chargeable gain, if any, made on a disposal, or part disposal, of their Shares. Indexation allowance cannot be used to create or increase an allowable loss.

Shareholders who are individuals may be entitled to an annual exemption from tax on chargeable gains (£11,700 for the tax year commencing on 6 April 2018 and ending on 5 April 2019).

The Directors are conscious that a significant proportion of the Company's Shares are held by investors through ISAs. Assuming (i) that within one year of the Company being placed into Members' Voluntary Liquidation, HMRC will be notified that the Company is being wound up; and (ii) that the Company will not make new investments during the Realisation Period, the Company would continue to be treated as an investment trust until the end of the Realisation Period. As such, the Shares would continue to be stocks and shares 'qualifying investments' during the Realisation Period for ISA purposes. ISA providers may therefore permit the Shares to continue to be held within ISA accounts during the Realisation Period with the proceeds of distributions continuing to be credited to each ISA Shareholder's ISA account.

Some ISA providers may however take a different approach in relation to the Shares during the Realisation Period. For example, they may state that if the Shares are removed from CREST prior to completion of the Realisation Period, they may remove the Shares from the relevant ISA Shareholder's ISA account. From a practical perspective such removal from CREST may occur just before completion of the liquidation process at which point we expect that the Shares would have only a nominal value.

Notwithstanding the above, Shareholders are strongly recommended to consult their own ISA provider in advance of the appointment of the Liquidators so as to ensure that any action which may be necessary in relation to their Shareholding can be taken in good time.

Northern Investors Company PLC

Notice of General Meeting

Notice is hereby given that a General Meeting of the Company will be held at the offices of Reed Smith LLP at The Broadgate Tower, 20 Primrose Street, London EC2A 2RS at 12.00 noon on Tuesday 11 December 2018 for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution:

SPECIAL RESOLUTION

THAT:

- (a) the Company be and is hereby wound up voluntarily pursuant to section 84(1)(b) of the Insolvency Act 1986 and that Patrick Joseph Brazzill and Richard Peter Barker of Ernst & Young LLP, 1 More London Place, London SE1 2AF, having consented to act, be and are hereby appointed as joint liquidators (the "Liquidators") with the power to act jointly and severally for the purposes of such winding-up including realising and distributing the Company's assets and any power conferred on them by law or by this resolution and any act required or authorised under any enactment to be done by them may be exercised by them jointly or by each of them alone;
- (b) the remuneration of the Liquidators be determined by reference to the time properly given by them and their staff in attending to matters prior to and during the winding-up of the Company and they be and are hereby authorised to draw such remuneration monthly or at such longer intervals as they may determine and to pay any expenses properly incurred by them; and
- (c) the Company's books and records be held by Mr J K Bryce (partnership secretary and Head of Legal, NVM Private Equity LLP) at Time Central, 32 Gallowgate, Newcastle upon Tyne NE1 4SN to the order of the Liquidators until the expiry of twelve months after the date of dissolution of the Company, when they may be disposed of, save for financial and trading records which shall be kept for a minimum of six years following the vacation of the Liquidators from office.

By order of the Board

J K Bryce

Secretary

Time Central

32 Gallowgate

Newcastle upon Tyne NE1 4SN

16 November 2018

NOTES:

- 1 A member entitled to attend and vote at this meeting is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend, to speak and, both on a show of hands and on a poll, to vote in his or her stead at the meeting. A proxy need not be a member of the Company. The appointment of a proxy does not preclude a member from attending and voting in person at the meeting should he or she subsequently decide to do so. A Form of Proxy which may be used is attached.
- 2 A member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him or her.
- 3 To be valid, a Form of Proxy together with, if applicable, the power of attorney or other authority under which it is signed, or a certified copy thereof, must be received by Equiniti Limited at Aspect House, Spencer Road, Lancing BN99 6DA not later than 12.00 noon on Friday 7 December 2018.
- 4 A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution.
- 5 The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company as at 6.30pm on Friday 7 December 2018 shall be entitled to attend or vote (whether on a show of

hands or on a poll) at the meeting in respect of the number of shares registered in their name at the time. Changes to entries on the register after 6.30pm on Friday 7 December 2018 (or after 6.30pm on the day which is two working days before any adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.

- 6** As at Thursday 15 November 2018 (being the last business day prior to the date of this Notice of General Meeting) the Company's issued share capital consisted of 2,496,767 ordinary shares each carrying one vote per share. Accordingly the total number of voting rights in the Company as at Thursday 15 November 2018 was 2,496,767.
- 7** CREST members who wish to appoint a proxy or proxies for the meeting or any adjournment thereof by utilising the CREST electronic proxy appointment service may do so by following the procedures described in the CREST Manual (www.euroclear.com). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 8** In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in this Notice of General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 9** The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 10** The above statement as to proxy rights does not apply to a person who receives this Notice of General Meeting as a person nominated to enjoy "information rights" under Section 146 of the Companies Act 2006. If you have been sent this Notice of General Meeting because you are such a nominated person, the following statements apply: (a) you may have a right under an agreement between you and the member of the Company by whom you were nominated to be appointed or to have someone else appointed as a proxy for this general meeting; and (b) if you have no such right or do not wish to exercise it, you may have a right under such an agreement to give instructions to that member as to the exercise of voting rights.
- 11** In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first name being the most senior).
- 12** A copy of this Notice of General Meeting, and the other information required by section 311A of the Companies Act 2006, can be found at <http://www.nvm.co.uk/investor-area/nic/>.
- 13** Any member attending the meeting has the right to ask questions.
- 14** You may not use any electronic address provided either in this Notice of General Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

Northern Investors Company PLC

Form of Proxy for the General Meeting on 11 December 2018

I/We

.....
(block capitals please)

of

being a member of Northern Investors Company PLC (the "Company"), hereby appoint (see notes 1 and 2 overleaf)

.....
or failing him/her the chairman of the meeting to be my/our proxy and exercise all or any of my/our rights to attend, speak and vote for me/us in respect of my/our voting entitlement on my/our behalf at the general meeting of the company to be held at 12.00 noon on Tuesday 11 December 2018 and at any adjournment thereof. The proxy will vote as indicated below in respect of the resolution set out in the notice of meeting:

Special Resolution

**For Against Vote
withheld**

THAT:

- (a) the Company be and is hereby wound up voluntarily pursuant to section 84(1)(b) of the Insolvency Act 1986 and that Patrick Joseph Brazzill and Richard Peter Barker of Ernst & Young LLP, 1 More London Place, London SE1 2AF, having consented to act, be and are hereby appointed as joint liquidators (the "Liquidators") with the power to act jointly and severally for the purposes of such winding-up including realising and distributing the Company's assets and any power conferred on them by law or by this resolution and any act required or authorised under any enactment to be done by them may be exercised by them jointly or by each of them alone;
- (b) the remuneration of the Liquidators be determined by reference to the time properly given by them and their staff in attending to matters prior to and during the winding-up of the Company and they be and are hereby authorised to draw such remuneration monthly or at such longer intervals as they may determine and to pay any expenses properly incurred by them; and
- (c) the Company's books and records be held by Mr J K Bryce (partnership secretary and Head of Legal, NVM Private Equity LLP) at Time Central, 32 Gallowgate, Newcastle upon Tyne NE1 4SN to the order of the Liquidators until the expiry of twelve months after the date of dissolution of the Company, when they may be disposed of, save for financial and trading records which shall be kept for a minimum of six years following the vacation of the Liquidators from office.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Please indicate by placing an X in this box if this proxy appointment is one of multiple appointments being made (see note 2 overleaf).

Please refer to the notes overleaf

Signed:

Date:

Northern Investors Company PLC

Notes relating to Form of Proxy

- 1 Every member has the right to appoint some other person(s) of his/her choice, who need not be a member, as his/her proxy to exercise all or any of his/her rights to attend, speak or vote on his/her behalf at the meeting. A member wishing to appoint a person other than the chairman of the meeting as proxy should insert the name of such person in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter alongside the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). Any alteration or deletion must be signed or initialled.
- 2 A member may appoint more than one proxy in relation to a meeting, provided that the proxy is appointed to exercise the rights attached to a different share or shares held by him/her. To appoint more than one proxy, please contact Equiniti Limited on 0371 384 2050 for (an) additional form(s), or you may photocopy this form. Please indicate alongside the proxy holder's name the number of shares in relation to which the proxy holder is authorised to act as your proxy. Please also indicate by placing an **X** in the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope.
- 3 Use of the form of proxy does not preclude a member from attending and voting in person.
- 4 Where the form of proxy is executed by an individual it must be signed by that individual or his or her attorney.
- 5 Where the form of proxy is executed by joint shareholders it may be signed by any of the members, but the vote of the member whose name stands first in the register of members of the company will be accepted to the exclusion of the votes of the other joint holders.
- 6 Where the form of proxy is executed by a corporation it must be either under its seal or under the hand of an officer or attorney duly authorised.
- 7 If the form of proxy is signed and returned without any indication as to how the proxy shall vote, the proxy will exercise his/her discretion as to whether and how he/she votes, as he/she will on any other matters to arise at the meeting.
- 8 To be valid, the form of proxy, together with, if applicable, the power of attorney or other authority under which it is signed, or a certified copy thereof, must be received by Equiniti Limited at Aspect House, Spencer Road, Lancing BN99 6DA not later than 12.00 noon on 7 December 2018.
- 9 The "vote withheld" option is provided to enable a member to abstain from voting on the resolution; however, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "for" and "against" the resolution.