

Dear Shareholders,

I am pleased to be writing to you with details of the Annual General Meeting (“AGM”) which we are holding at Northacre PLC, 8 Albion Riverside, 8 Hester Road, London SW11 4AX on 27 June 2018 at 11.00am. The formal notice of General Meeting is set out on page 3 of this document.

If you would like to vote on the resolutions but cannot come to the General Meeting AGM please fill in the proxy form sent to you with this notice and return it to our Registrars as soon as possible. Alternatively you may submit a proxy form via CREST and please see the notes to the notice for further detail on this. The Registrars must receive your proxy appointment by 11.00am on 25 June 2018.

As well as the usual business of the AGM, the board is proposing to re-register the Company as a private company to reduce the administrative cost and burden on the Company as a public company.

Business of the meeting

1. To receive the Company's audited accounts for the financial year ended 31st December 2017 and the Strategic Report, Directors' Report and the Auditors' Report on those accounts.
2. To re-elect all Directors of the Company.
3. To re-appoint Kingston Smith LLP as Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
4. To authorise the Directors to determine the remuneration of the Auditor.
5. To re-register the Company as a private limited company under the Companies Act 2006 by the name of Northacre Limited.
6. To adopt as the new articles of association of the Company the articles of association produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, in substitution for, and to the exclusion of, the existing articles of association of the Company.

Takeover Code

The Takeover Code (the “Code”) currently applies to the Company and will continue to apply to Company after if it re-registers as a private limited company. However, as a result of re-registering as a private company, the Code will cease to apply when the period of ten years has passed from 11 January 2017. Please see the explanatory memorandum on the Code included at the end of this notice for further information. By voting in favour of the resolution(s) to re-register the Company as a private company you may therefore be reducing your rights in the future under the Code.

Recommendation

The Board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its members as a whole. Your Board will and unanimously recommends that you vote in favour of all of the resolutions.

Yours sincerely,

Klas Nilsson

Chair of the Board, Northacre plc

NORTHACRE PLC

(Registered in England and Wales with Company Number 03442280)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the “**Meeting**” or “**AGM**”) of Northacre PLC (the “**Company**”) will be held at Northacre PLC, 8 Albion Riverside, 8 Hester Road, London SW11 4AX on 27 June 2018 at 11.00am.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 10 will be proposed as ordinary resolutions and resolutions 11 to 12 will be proposed as special resolutions.

If you would like to vote on the resolutions but cannot come to the General Meeting please fill in the proxy form sent to you with this notice.

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass Resolutions 1 to 10 as ordinary resolutions.

1. To receive the company’s audited accounts for the financial year ended 31st December 2017 and the strategic report, directors’ report and the auditors’ report on those accounts.
2. To re-elect Niccolò Pio Barattieri Di San Pietro as a Director of the Company.
3. To re-elect Edward Brian Harris as a Director of the Company.
4. To re-elect Fawad Tariq Khan as a Director of the Company.
5. To re-elect Mustafa Ghazi Kheriba as a Director of the Company.
6. To re-elect Klas Bengt Nilsson as a Director of the Company.
7. To re-appoint Kingston Smith LLP as Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
8. To authorise the Directors to determine the remuneration of the Auditor.
9. That, with effect from the Company’s re-registration as a private limited company and in accordance with paragraph 47(3)(b) of part 3 of schedule 4 to the companies act 2006 (commencement no. 5, transitional provisions and savings) order 2007 (*si 2007/3495*), the directors be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the companies act 2006.
10. That, with effect from the Company’s re-registration as a private limited company and in accordance with paragraph 43(1) of schedule 2 to the companies act 2006 (commencement no. 8, transitional provisions and savings) order 2008 (*si 2008/2860*), the directors be given the power to allot shares in the company or to grant rights to subscribe for or to convert any security into such shares in the company under section 550 of the companies act 2006. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.

SPECIAL RESOLUTIONS

To consider and, if thought fit, pass Resolutions 11 and 12 as special resolutions.

11. That the company be re-registered as a private limited company under the Companies Act 2006 by the name of Northacre Limited.
12. Subject to the passing of Resolution 11 and with effect from the Company’s re-registration as a private limited company, to adopt as the new articles of association of the Company the articles of association produced in draft to this meeting in substitution for, and to the exclusion of, the existing articles of association of the Company.

By Order Of The Board

Klas Nilsson

Chair of the Board

Date: 4 June 2018

Registered Office:

Northacre PLC

8 Albion Riverside

8 Hester Road

London

SW11 4AX

Notes

Entitlement to attend and vote

1. Only those members registered on the Company's register of members at:
 - Close of business on 25 June 2018; or
 - if this Meeting is adjourned, at close of business on the day which is two days prior to the adjourned meeting,shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chair of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chair) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy the proxy form. Please indicate the proxy holder's name and the number of shares in relation to which each proxy is authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy form is one of multiple instructions being given by you. All forms must be signed and should be returned together in the same envelope.
5. 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. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of a proxy using a hard copy proxy form

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Link Asset Services at PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF; and
- received at the above address no later than 11.00am on 25 June 2018

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of a proxy by joint members

7. 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-named being the most senior).

Appointment of proxies through CREST

8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment 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 must be transmitted so as to be received by the issuer’s agent ID RA10 by 11.00am on 25 June 2018. 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 Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

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 messages. 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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

Changing proxy instructions

9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Link Asset Services on 0371 664 0300 (calls cost 12p per minute plus network extras; lines are open 9.00am to 5.30pm, Monday to Friday, excluding UK public holidays).

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

10. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company’s Registrars, Link Asset Services at PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Link Asset Services no later than 11.00am on 25 June 2018.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

11. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member, provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

12. As at 30 May 2018 the Company’s issued share capital comprised 42,335,538 ordinary shares of 2.5p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 30 May 2018 is 42,335,538.

Communication

13. Except as provided above, members who have general queries about the Meeting should call our shareholder helpline on 0371 664 0300 (calls cost 12 pence per minute plus network extras). Lines are open 9.00am to 5.30pm, Monday to Friday, excluding UK public holidays. No other methods of communication will be accepted.

You may not use any electronic address provided either in this notice of Annual General Meeting or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

EXPLANATORY NOTES TO RESOLUTIONS

Resolutions 1 to 10 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 11 to 12 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1 (annual report and accounts)

In accordance with best practice, the directors of the Company are presenting to the meeting the audited annual accounts and the directors' and auditors' report for the financial year ended 31 December 2017.

Resolutions 2 – 6 (Re-appointment of directors)

The Company's articles of association only require one third of the directors to retire by rotation. However, all directors are standing for re-appointment as directors, in accordance with best practice.

Resolutions 7 – 8 (appointment and remuneration of auditors)

The Company's Articles require that at least once in every year the accounts of the Company be examined and the correctness of the income and expenditure account and balance sheet be ascertained by one or more properly qualified auditors. The appointment and fixing of the remuneration of the auditors are tabled for approval in accordance with best practice.

Resolutions 9 – 10 (Re-registration as a private company)

As the company existed before 1 October 2008, and the directors are to be permitted to authorise conflicts once it has become a private company, an ordinary resolution will need to be passed (irrespective of any pre-existing changes to the articles to permit the directors to authorise conflicts of interest) (paragraph 47(3)(b), *Part 3, Schedule 4, Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007 (SI 2007/3495)* (Fifth Commencement Order)).

Resolution 11 – 12 (Re-registration as private company)

Resolution 11 approves the change of name of the Company. Resolution 12 approves the adoption of new articles of association (the "**New Articles**") for the Company in the form produced at the meeting. The New Articles will also be available on the Company's website at

<http://www.northacre.com/investor-relations/announcements>.

The Takeover Code

The Takeover Code (the “Code”) currently applies to Northacre plc (“Northacre” or the “Company”). The Code will continue to apply for 10 years after the last date of dealings in the Company’s shares on AIM which was 11 January 2017. The Code does not apply to private companies (other than in certain limited circumstances) and would not apply to any offer made to Northacre shareholders to acquire their Northacre shares made subsequent to this period of 10 years.

Northacre shareholders should note that, if the resolution to re-register the Company as a private company becomes effective, they will not receive the protections afforded by the Code in the event that there is a subsequent offer to acquire their Northacre shares after the expiry of the 10 year period.

Brief details of the Takeover Panel (the “Panel”), the Code and the protections given by the Code are described below. Before giving your consent to the re-registration of the Company as a private company, you may want to take independent professional advice from an appropriate independent financial adviser.

The Code

The Code is issued and administered by the Panel. Northacre is a company to which the Code applies and its shareholders are accordingly entitled to the protections afforded by the Code.

The Code and the Panel operate principally to ensure that shareholders are treated fairly and are not denied an opportunity to decide on the merits of a takeover and that shareholders of the same class are afforded equivalent treatment by an offeror. The Code also provides an orderly framework within which takeovers are conducted. In addition, it is designed to promote, in conjunction with other regulatory regimes, the integrity of the financial markets.

The General Principles and Rules of the Code

The Code is based upon a number of General Principles which are essentially statements of standards of commercial behaviour. For your information, these General Principles are set out in Part 1 of Appendix A. The General Principles apply to all transactions with which the Code is concerned. They are expressed in broad general terms and the Code does not define the precise extent of, or the limitations on, their application. They are applied by the Panel in accordance with their spirit to achieve their underlying purpose.

In addition to the General Principles, the Code contains a series of Rules, of which some are effectively expansions of the General Principles and examples of their application and others are provisions governing specific aspects of takeover procedure. Although most of the Rules are expressed in more detailed language than the General Principles, they are not framed in technical language and, like the General Principles, are to be interpreted to achieve their underlying purpose. Therefore, their spirit must be observed as well as their letter. The Panel may derogate or grant a waiver to a person from the application of a Rule in certain circumstances.

Giving up the protection of the Code

A summary of key points regarding the application of the Code to takeovers generally is set out in Part 2 of Appendix A. You are encouraged to read this information carefully as it outlines certain important protections which you will be giving up if you agree to the re-registration of the Company as a private company. Further details are set out in Appendix B.

Appendix A

Part 1: The General Principles of the Code

1. All holders of the securities of an offeree company of the same class must be afforded equivalent treatment; moreover, if a person acquires control of a company, the other holders of securities must be protected.
2. The holders of the securities of an offeree company must have sufficient time and information to enable them to reach a properly informed decision on the bid; where it advises the holders of securities, the board of the offeree company must give its views on the effects of implementation of the bid on employment, conditions of employment and the locations of the company's places of business.
3. The board of an offeree company must act in the interests of the company as a whole and must not deny the holders of securities the opportunity to decide on the merits of the bid.
4. False markets must not be created in the securities of the offeree company, of the offeror company or of any other company concerned by the bid in such a way that the rise or fall of the prices of the securities becomes artificial and the normal functioning of the markets is distorted.
5. An offeror must announce a bid only after ensuring that he/she can fulfil in full any cash consideration, if such is offered, and after taking all reasonable measures to secure the implementation of any other type of consideration.
6. An offeree company must not be hindered in the conduct of its affairs for longer than is reasonable by a bid for its securities.

Part 2: Detailed application of the Code

The following is a summary of key provisions of the Code which apply to transactions to which the Code applies. You should note that, by agreeing to the reregistration of the Company as a private company, you will be giving up the protections afforded by the Code.

Equality of treatment

General Principle 1 of the Code states that all holders of securities of an offeree company of the same class must be afforded equivalent treatment. Furthermore, Rule 16.1 requires that, except with the consent of the Panel, special arrangements may not be made with certain shareholders in the Company if there are favourable conditions attached which are not being extended to all shareholders.

Information to shareholders

General Principle 2 requires that holders of securities of an offeree company must have sufficient time and information to enable them to reach a properly informed decision on a bid. Consequently, a document setting out full details of an offer must be sent to the offeree company's shareholders.

The opinion of the offeree board and independent advice

The board of the offeree company is required by Rule 3.1 of the Code to obtain competent independent advice as to whether the financial terms of an offer are fair and reasonable and the substance of such advice must be made known to its shareholders. Rule 25.2 requires that the board of the offeree company must send to the offeree company's shareholders and persons with information rights its opinion on the offer and its reasons for forming that opinion. That opinion must include the board's views on: (i) the effects of implementation of the offer on all the company's interests, including, specifically, employment; and (ii) the offeror's strategic plans for the offeree company and their likely repercussions on employment and the locations of the offeree company's places of business.

The circular from the offeree company must also deal with other matters such as interests and recent dealings in the securities of the offeror and the offeree company by relevant parties and whether the directors of the offeree company intend to accept or reject the offer in respect of their own beneficial shareholdings.

Rule 20.1 states that, except with the consent of the Panel or as provided in the Notes on Rule 20.1, information and opinions relating to an offer or a party to an offer must be made equally available to all offeree company shareholders and persons with information rights as nearly as possible at the same time and in the same manner.