

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS DOCUMENT OR AS TO WHAT ACTION YOU SHOULD TAKE, YOU ARE RECOMMENDED TO SEEK YOUR OWN PERSONAL ADVICE FROM YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISER DULY AUTHORISED PURSUANT TO THE FINANCIAL SERVICES AND MARKETS ACT 2000 (AS AMENDED), WHO SPECIALISES IN ADVISING ON THE ACQUISITION OF SHARES AND OTHER SECURITIES.

If you have sold or otherwise transferred all of your registered holding of Ordinary Shares, please immediately forward this document, together with the accompanying Proxy Form, to the purchaser or transferee (or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee). If you have sold or transferred only part of your holding of Ordinary Shares, you should retain these documents and contact the stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

NORTHERN BEAR PLC

(Registered in England and Wales under No. 5780581)

Notice of Annual General Meeting

This document should be read in its entirety. Your attention is drawn to the letter from the Directors of Northern Bear, which is set out on pages 2 to 3 (inclusive) of this document and which contains a recommendation by the Directors that you vote in favour of the Resolutions to be proposed at the Annual General Meeting referred to below.

Copies of this document are available from the Company's registered office from the date of this document until the date of the Annual General Meeting. This document will also be available for download from the Company's website: www.northernbearplc.com.

Notice of the Annual General Meeting to be held at A1 Grainger, Prestwick Park, Prestwick, Newcastle upon Tyne, NE20 9SJ at 2:00pm on 19th September 2024, is set out on pages 4 to 9 of this document.

To be valid, the enclosed Proxy Form should be completed and returned, in accordance with the instructions printed thereon, to the Company's registrar, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, as soon as possible but in any event so as to arrive no later than 2:00pm on 17th September 2024.

This document does not constitute, or form part of, any offer or invitation to issue, or any solicitation of any offer to subscribe for, any ordinary shares in Northern Bear plc.

DEFINITIONS

The following definitions apply throughout this document (including the notice of the Annual General Meeting) and in the accompanying Proxy Form, unless the context requires otherwise:

2006 Act:	the Companies Act 2006.
Annual General Meeting or AGM:	the annual general meeting of the Company to be held at A1 Grainger, Prestwick Park, Prestwick, Newcastle upon Tyne, NE20 9SJ on 19 th September 2024 (and any adjournment thereof).
AIM:	the market known as AIM operated by the London Stock Exchange.
Company or Northern Bear:	Northern Bear plc (incorporated in England and Wales with company number 5780581) whose registered office is located at A1 Grainger, Prestwick Park, Prestwick, Newcastle Upon Tyne, England, NE20 9SJ.
Directors or Board:	the board of directors of the Company whose names are set out on page 2 of this document (or any duly authorised committee thereof).
Issued Share Capital:	the existing issued Ordinary Shares, excluding those Ordinary Shares held in treasury.
London Stock Exchange:	London Stock Exchange plc.
Option Holders:	holders of existing options to subscribe for Ordinary Shares.
Ordinary Shares:	the ordinary shares of 1 pence each comprised in the capital of the Company.
Proxy Form:	the form of proxy (for use by Shareholders in connection with the Annual General Meeting) which accompanies this document.
Resolutions:	the resolutions to be proposed at the Annual General Meeting (and a reference to a Resolution is to the relevant resolution set out in the notice of Annual General Meeting contained in this document).
Rights:	rights to subscribe for or to convert any security into shares in the Company.
Shareholders:	holders of Ordinary Shares.

LETTER FROM THE DIRECTORS OF NORTHERN BEAR PLC

Directors:

Martin Brett Boden
Simon Alexander Carr
John Peter Davies
Thomas Edward Hayes
Steven Mark Roberts
Harry Jacob Samuel

Registered and Head Office:

A1 Grainger
Prestwick Park
Prestwick
Newcastle upon Tyne
NE20 9SJ

22nd July 2024

To the Shareholders and, for information only, to the Option Holders

NOTICE OF ANNUAL GENERAL MEETING

1. Introduction

We are pleased to be writing to you with details of the Company's Annual General Meeting, to be held at A1 Grainger, Prestwick Park, Prestwick, Newcastle upon Tyne, NE20 9SJ on 19th September 2024 at 2:00pm.

The purpose of this document is to set out the details of the ordinary and special business which is to be put to Shareholders at the AGM, to explain why the Directors consider the Resolutions to be in the best interests of the Company and Shareholders as a whole and to provide you with details of the AGM.

2. Format of the AGM

The AGM will be held as an in-person meeting.

Shareholders (or their proxies) intending to attend the AGM in person are requested, if possible, to pre-register their intention to do so by email to info@northernbearplc.com by 10:00am on 17th September 2024 and to arrive at the AGM venue at least 15 minutes prior to the commencement of the meeting, so that shareholdings may be checked against the Company's register of members and attendances recorded.

Any changes to the arrangements for the meeting will be published on the Company's website at <https://northernbearplc.com/investor-relations/>.

3. Resolutions

Shareholders are being asked to vote on 11 Resolutions at the AGM. Resolutions 1 to 8 relate to the routine business of the AGM. Resolutions 9 to 11 relate to special business. The Resolutions are summarised and explained below.

Resolution 1: Reports and financial statements

Resolution 1 is to receive and consider the Directors' and Auditor's Reports and Financial Statements for the year ended 31st March 2024.

Resolution 2: Authority for the Directors to declare and pay a final dividend

The Directors propose the payment of a final dividend for the year ended 31st March 2024. The amount of dividend proposed is two pence per Ordinary Share. The dividend will be paid on 25th September 2024, to the Shareholders at the close of business on 30th August 2024.

Accordingly, Resolution 2 authorises the Directors to declare and pay a final dividend for the year ended 31st March 2024.

Resolutions 3, 4, 5 and 6: Election of Directors

Martin Brett Boden, Simon Alexander Carr, John Peter Davies and Steven Mark Roberts, having been appointed to the Board since the Company's last annual general meeting, are standing for election pursuant to the articles of association of the Company.

Resolutions 7 and 8: Re-appointment of Auditor and remuneration

Resolution 7 is for the re-appointment of Saffery LLP as auditor of the Company.

Resolution 8 is to authorise the Directors to determine the remuneration of Saffery LLP as auditor of the Company.

Resolutions 9 and 10: Authority to allot shares and dis-apply pre-emption rights

As part of its current strategy, the Company continues to assess acquisition opportunities as they arise. The ability to issue shares for cash without the need for further shareholder approval will enable the Company to take advantage of such opportunities in a timely manner.

Accordingly, Resolution 9, which will be proposed as an ordinary resolution, authorises the Directors to allot up to 4,125,082 Ordinary Shares (representing 30 per cent. of the Issued Share Capital).

Resolution 10, which will be proposed as a special resolution, confers upon the Directors power to allot up to 687,513 Ordinary Shares (representing 5 per cent of the Issued Share Capital), for cash, without first offering such shares to existing Shareholders. This special resolution also enables the Company, in the event of a rights issue or open offer, to overcome certain practical difficulties which may arise in connection with fractional entitlements.

The authorities conferred by Resolutions 8 and 9 shall expire at the earlier of the conclusion of the Company's annual general meeting held in 2025 or (if earlier) 30th September 2025.

Resolution 11: Authority for the Company to purchase its own shares

The Directors consider it would be beneficial for the Company to continue to have the power to purchase its own shares in certain circumstances. If the authority were to be granted, the Company would be able to purchase its own shares and either cancel them (so reducing the total number of Company shares in issue) or hold them as treasury shares (if the shares were purchased out of distributable profits), subject to certain limitations.

Treasury shares themselves may be cancelled, sold for cash or transferred for the purposes of employee share schemes. All rights attaching to Company shares, including voting rights and the right to receive dividends, are suspended while they are held in treasury.

Resolution 11, which will be proposed as a special resolution, authorises the Directors to purchase up to a maximum of 687,513 Ordinary Shares (representing 5 per cent of the Issued Share Capital).

The maximum price per Ordinary Share payable on the exercise of the authority shall not be more than five (5) per cent above the average middle market quotations for the Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five (5) business days prior to making any purchase. The minimum price payable shall be an Ordinary Share's nominal value, being 1 penny.

The authority will expire at the conclusion of the Company's annual general meeting to be held in 2025 or (if earlier) 30th September 2025.

The Directors will only implement purchases of Ordinary Shares if, after careful consideration, they are satisfied that such purchases are in the best interests of the Company and Shareholders generally and would result in an increase in expected earnings per share. Furthermore, account will be taken of the overall financial implications for the Company.

4. Recommendations

The Directors consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its Shareholders as a whole. The Directors unanimously recommend shareholders vote in favour of the Resolutions set out in the notice of Annual General Meeting, as they intend to do in respect of their own beneficial holdings.

Yours sincerely

Harry Jacob Samuel
(Non-Executive Director)
for and on behalf the directors of
Northern Bear PLC

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Northern Bear plc will be held at A1 Grainger, Prestwick Park, Prestwick, Newcastle upon Tyne, NE20 9SJ on 19th September 2024 commencing at 2:00pm for the purpose of considering and, if thought fit, passing thereat (or at any adjournment thereof) the following resolutions:

Ordinary Business

As to the ordinary business of the Company, as follows:

- 1) To receive and adopt the Company's financial statements for the financial year ended 31st March 2024 together with the reports of the Directors and auditor thereon.
- 2) To authorise the Directors to declare and pay to the Shareholders a final dividend in respect of the year ending 31st March 2024 in an amount equal to two pence per Ordinary Share, which will be paid on 25th September 2024 to the holders of Ordinary Shares at close of business on 30th August 2024.
- 3) To elect Martin Brett Boden as a director of the Company.
- 4) To elect Simon Alexander Carr as a director of the Company.
- 5) To elect John Peter Davies as a director of the Company.
- 6) To elect Steven Mark Roberts as a director of the Company.
- 7) To re-appoint Saffery LLP as the Company's auditor, to hold office from the conclusion of this meeting until the conclusion of the next meeting at which accounts are laid before the Company.
- 8) To authorise the Directors to agree the remuneration of the auditor.

Special Business

As to special business (of which Resolution 9 shall be proposed as an ordinary resolution and Resolutions 10 and 11 as special resolutions), as follows:-

- 9) That, in accordance with section 551 of the 2006 Act, the Directors be and they are hereby generally and unconditionally authorised to allot shares in the Company or grant Rights up to a maximum aggregate nominal amount of £41,250.82 PROVIDED THAT:
 - a) this authority shall (unless renewed, varied or revoked by the Company) expire at the earlier of the conclusion of the annual general meeting next held after the passing of this Resolution or 30th September 2025 (unless renewed or extended prior to or at such meeting); and
 - b) the Company may, before such expiry, make an offer, agreement or other arrangement which would or might require shares to be allotted or Rights to be granted after the expiry of such period and the Directors may allot shares or grant Rights in pursuance of any such offer, agreement or other arrangements as if the authority conferred hereby had not expired.
- 10) That, subject to the passing of Resolution 9, the Directors be and they are hereby given the general power to allot equity securities (as defined in section 560 of the said 2006 Act) for cash, either pursuant to the authority conferred upon them by Resolution 9 (as varied from time to time by the Company in general meeting) or by way of a sale of treasury shares, as if section 561(1) of the 2006 Act did not apply to any such allotment PROVIDED THAT:
 - a) this power shall be limited to:
 - i) the allotment of equity securities in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with treasury shares, fractional entitlements, record dates or legal and practical difficulties under the laws of or the requirements of any recognised regulatory body in any territory or otherwise or as regards shares held by an approved depository or in issue in uncertified form or otherwise howsoever; and
 - ii) the allotment (otherwise than pursuant to sub-paragraph (a)(i) above) of equity securities up to an aggregate nominal value of £6,875.13; and

- b) this power shall expire on whichever is the earlier of the conclusion of the next annual general meeting of the Company or 30th September 2025 (unless renewed or extended prior to or at such meeting); and
 - c) the Company may, before such expiry, make an offer, agreement or other arrangement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer, agreement or arrangement as if the power conferred hereby had not expired.
- 11) That the Company be and is hereby generally authorised to make market purchases (within the meaning of section 693(4) of the 2006 Act) of Ordinary Shares upon and subject to the following conditions:
- a) the maximum aggregate number of Ordinary Shares which may be purchased is 687,513; and
 - b) Ordinary Shares may not be purchased at a price which is more than 5 per cent. above the average of the middle market quotations for the Ordinary Shares as taken from the London Stock Exchange Daily Official List for the five business days preceding the date of purchase (or at a price which is less than 1 pence per Ordinary Share),
- and the authority to purchase conferred by this Resolution shall expire on whichever is the earlier of the conclusion of the next annual general meeting of the Company or 30th September 2025, save that the Company may before such expiry enter into a contract of purchase under which such purchase may be completed or executed wholly or partly after the expiration of this authority.

By order of the Board

Wendy Edgell
(Company Secretary)

22nd July 2024

Registered Office:
A1 Grainger,
Prestwick Park,
Prestwick,
Newcastle upon Tyne,
England,
NE20 9SJ

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Defined terms

- 1) Words and expressions defined in the document of which this notice of meeting forms part shall have the same meaning in this notice of meeting (save where the context otherwise requires).

Entitlement to attend and vote

- 2) Only those members registered on the Company's register of members at:
 - a) 6.00pm on 17th September 2024; or
 - b) if this meeting is adjourned, 48 hours (excluding non-working days) before the time set for the adjourned meeting;shall be entitled to attend, speak and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Attending the meeting

- 3) If you wish to attend the meeting in person, the Board requests that, if possible, you pre-register your intention by email to info@northernbearplc.com by no later than 10:00am on 17th September 2024 and arrive by no later than 1:45pm on 19th September 2024.

Any changes to the arrangements for the meeting will be published on the Company's website at <https://northernbearplc.com/investor-relations/>.

Appointment of proxies

- 4) If you are a member of the Company who is entitled to attend and vote at the meeting, 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 the Proxy Form with this notice of meeting. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the Proxy Form.
- 5) If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in these notes. Please read note 17 below.
- 6) Shareholders can:
 - a) appoint a proxy and give proxy instructions by returning the enclosed proxy form by post (see note 11); or
 - b) if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 12).
- 7) Further details of how to appoint the chairman 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 chairman) and give your instructions directly to them.
- 8) You may appoint more than one proxy, provided that 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.
- 9) 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.
- 10) 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 a 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 proxy using hard copy proxy form

- 11) 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:

- a) completed and signed;
- b) sent or delivered to Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; and
- c) received by Link Group no later than 2:00pm on 17th September 2024.

In the case of a member which is a company, the Proxy Form must be executed under its common seal (if applicable) 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.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Link Group:

- a) by e-mail, sent to shareholderenquiries@linkgroup.co.uk; or
- b) by phone on 0371 6640 300 (between the hours 9:00am and 5:30pm, Monday to Friday, excluding public holidays in England and Wales),

quoting the Company's name and the date and time of the meeting and requesting a proxy form. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate.

Appointment of proxy through CREST

- 12) 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 via www.euroclear.com) (the **CREST Manual**). 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 using the CREST service to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & International'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 is 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 Link Group (CREST Participant ID: RA10) no later than 2:00pm on 17th September 2024, or, in the event of an adjournment of the meeting, 48 hours (excluding non-working days) before the adjourned 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 Applications 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 the 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/her 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 Uncertified Securities Regulations 2001.

Appointment of proxy by joint members

- 13) 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).

Changing proxy instructions

- 14) To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Please note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded.

To change your instructions using another hard-copy Proxy Form, please contact Link Group:

- a) by e-mail, sent to shareholderenquiries@linkgroup.co.uk; or
 - b) by phone on 0371 6640 300 (between the hours 9:00am and 5:30pm, Monday to Friday, excluding public holidays in England and Wales),
- quoting the Company's name and the date and time of the meeting and requesting another hard-copy Proxy Form. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate.

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

- 15) 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 Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. 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 Group no later than 2:00pm on 17th September 2024.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to note 8 above, your proxy appointment will remain valid.

Corporate representatives

- 16) 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.

Information rights

- 17) If you are a person who has been nominated under section 146 of the 2006 Act to enjoy information rights:
- a) You may have a right under an agreement between you and the Shareholder who has nominated you to have information rights (the **Relevant Member**) to be appointed or to have someone else appointed as a proxy for the meeting.
 - b) If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.
 - c) Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

The rights relating to proxies set out in note 4 above do not apply directly to nominated persons.

Issued shares and total voting rights

- 18) As at 6:00pm on 19th July 2024, the Company's issued share capital comprised 13,750,276 Ordinary Shares, exclusive of 5,267,040 Ordinary Shares held by the Company in treasury (which have no right to vote). Therefore, the Company has 13,750,276 Ordinary Shares trading on AIM as at 6:00pm on 19th July 2024. Each Ordinary Share (excluding the Ordinary Shares held in treasury) 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 6:00pm on 19th July 2024 is 13,750,276.

Documents on display

- 19) The following documents will be available for inspection at A1 Grainger, Prestwick Park, Prestwick, Newcastle upon Tyne, England, NE20 9SJ from 22nd July 2024 until the time of the meeting and for at least 15 minutes prior to the meeting and during the meeting:
- a) Copies of the service contracts of executive Directors.
 - b) Copies of the letters of appointment of the non-executive Directors.

Communication

- 20) Except as provided above, shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):

- a) by email, sent to info@northernbearplc.com; or
- b) by phone, on 01661820369 (between the hours 9:00am and 5:30pm, Monday to Friday).

Shareholders may not use any electronic address provided either:

- a) in this notice of general meeting; or
 - b) any related documents (including the Directors' letter and Proxy Form);
- to communicate with the Company for any purposes other than those expressly stated.

