

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek immediately your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) or other appropriately authorised financial adviser if you are in a territory outside the United Kingdom.**

The Directors of Norcon PLC, whose names appear in Part 1 of this circular, accept responsibility for the information contained in this circular. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this circular for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

This circular should be read in conjunction with the accompanying Tender Form. If you have sold or otherwise transferred all of your Ordinary Shares, please send this circular (but not any accompanying personalised Tender Form) as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or otherwise transferred part of your registered holding of Ordinary Shares, please retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

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## **Norcon PLC**

*(incorporated and registered in the Isle of Man with registered number 002730V)*

### **Tender Offer**

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This circular and the accompanying Tender Form should not be mailed or otherwise sent in, into or from the United States, Canada, Australia, New Zealand, the Republic of South Africa or Japan or any other jurisdiction if to do so would constitute a violation of the laws of such jurisdiction (each a "**Restricted Jurisdiction**"). The availability of the Tender Offer to Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdiction in which they are located. Persons who are not resident in the United Kingdom should read the paragraph headed "Overseas Shareholders" in Part 1 of this circular and the section headed "Overseas Shareholders" in Part 2 of this circular and should inform themselves about, and observe, any applicable legal or regulatory requirements in their jurisdiction.

If you are a Qualifying Shareholder and wish to tender Ordinary Shares under the Tender Offer you should complete the Tender Form and return it in accordance with the instructions set out in Part 2 of this circular and on the Tender Form by post or by hand (during normal business hours only) to the Receiving Agents, Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received as soon as possible but in any event by not later than 1.00 p.m. on 28 December 2016.

The Tender Offer will only be available to Qualifying Shareholders. If you are not a Qualifying Shareholder, or if you do not wish to tender any of your Ordinary Shares, do not complete or return a Tender Form.

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## EXPECTED TIMETABLE

Tender Offer opens	4 October 2016
Latest time and date for receipt of Tender Forms in respect of the First Closing	1.00 p.m. on 31 October 2016
First Closing Date	31 October 2016
First Closing Record Time	5.30 p.m. on 31 October 2016
Purchase of Ordinary Shares under the Tender Offer on the First Closing Date	2 November 2016
Bank accounts credited (or cheques issued) for Tender Offer proceeds in respect of Ordinary Shares sold under the Tender Offer on the First Closing Date and despatch of balance share certificates for unsold Ordinary Shares	9 November 2016
Latest time and date for receipt of Tender Forms in respect of the Second Closing	1.00 p.m. on 30 November 2016
Second Closing Date	30 November 2016
Second Closing Record Time	5.30 p.m. on 30 November 2016
Purchase of Ordinary Shares under the Tender Offer on the Second Closing Date	2 December 2016
Bank accounts credited (or cheques issued) for Tender Offer proceeds in respect of Ordinary Shares sold under the Tender Offer on the Second Closing Date and despatch of balance share certificates for unsold Ordinary Shares	9 December 2016
Latest time and date for receipt of Tender Forms in respect of the Final Closing	1.00 p.m. on 28 December 2016
Final Closing Date	28 December 2016
Final Closing Record Time	5.30 p.m. on 28 December 2016
Purchase of Ordinary Shares under the Tender Offer on the Final Closing Date	30 December 2016
Bank accounts credited (or cheques issued) for Tender Offer proceeds in respect of Ordinary Shares sold under the Tender Offer on the Final Closing Date and despatch of balance share certificates for unsold Ordinary Shares	6 January 2017

### Notes:

1. These times and dates are indicative only. If any of the above times and/or dates change materially, the revised times and/or dates will be notified to Shareholders via the Company's website.
2. All references in this circular to time are to the time in London unless otherwise stated.

**PART 1**  
**LETTER FROM THE CHAIRMAN**



*(incorporated and registered in the Isle of Man with registered number 002730V)*

*Directors*

Trond Tostrup (*Executive Chairman*)  
Gaute Vik (*Executive Director*)  
Arne Dag Aanensen (*Chief Financial Officer*)  
Jørn Longem (*Non-Executive Director*)  
Kenneth ("Buzz") West (*Non-Executive Director*)

*Registered Office*

Fort Anne  
Douglas  
Isle of Man  
IM1 5PD

4 October 2016

Dear Shareholder,

**Tender Offer to purchase ordinary shares of £0.01 each in the capital of Norcon PLC**

**1. Introduction**

At the extraordinary general meeting of the Company held on 29 June 2016, Shareholders approved the cancellation of admission of the Company's ordinary shares each of £0.01 par value (the "**Ordinary Shares**") to trading on AIM (the "**Cancellation**") and the Cancellation became effective on 7 July 2016.

In accordance with paragraph 4.2 of my letter dated 31 May 2016, which formed part of the Shareholder circular issued by the Company in respect of the Cancellation, the Company proposes to return cash to Shareholders by way of a tender offer to be made by the Company to purchase Ordinary Shares at a price of 19 pence per Ordinary Share (the "**Tender Offer**").

The purpose of this circular is to explain the mechanics of the Tender Offer, to provide Shareholders with the terms and conditions relating to the Tender Offer, and to explain how they may tender their Ordinary Shares, should they wish to do so.

This letter is not a recommendation for Shareholders to tender their Ordinary Shares under the Tender Offer. Whether or not Shareholders tender their Ordinary Shares will depend on, among other things, their own view of the Company's prospects and their own individual circumstances, including their tax position, on which they should seek their own independent advice.

**2. The Tender Offer**

Qualifying Shareholders are invited to tender any or all of their Ordinary Shares for purchase by the Company at the tender price of 19 pence per Ordinary Share (the "**Tender Price**") and all Ordinary Shares under the Tender Offer will be purchased at the Tender Price.

The Tender Offer shall remain open until 28 December 2016 and there will be three closings to help facilitate swift payment of the Tender Price to those Qualifying Shareholders who accept the Tender Offer; the First Closing Date, the Second Closing Date and the Final Closing Date.

Subject to the satisfaction of the Company's obligations under the laws of the Isle of Man (which the Directors believe will be satisfied), the purchase of Ordinary Shares by the Company under the Tender Offer will be funded from the Company's existing cash resources. Ordinary Shares not validly tendered may not be purchased.

Ordinary Shares validly tendered and purchased by the Company in accordance with the terms of the Tender Offer will be automatically cancelled in accordance with Isle of Man law and will not rank for any dividends declared after, or whose record date is after, the date on which the Ordinary Shares are purchased by the Company.

The terms and conditions of the Tender Offer are set out in Part 2 of this circular. Shareholders do not have to tender any Ordinary Shares if they do not wish to do so.

### **3. Overseas Shareholders**

The Tender Offer is not available to Shareholders with a registered address in the United States, Canada, Australia, New Zealand, the Republic of South Africa or Japan or any other Restricted Jurisdiction unless it is lawful for them to participate in the relevant Restricted Jurisdiction without imposing any obligation on the Company to make a filing with any securities agency or similar body. Overseas Shareholders should note that they should satisfy themselves that they have fully observed any applicable legal requirements under the laws of their relevant jurisdiction if they tender Ordinary Shares in the Tender Offer. The attention of Shareholders who are not resident in the United Kingdom is drawn to the section headed "Overseas Shareholders" in Part 2 of this circular.

### **4. Action Required**

The procedure for tendering Ordinary Shares under the Tender Offer is set out in Part 2 of this circular and on the Tender Form.

Shareholders who wish to participate in the Tender Offer in respect of some or all of the Ordinary Shares registered in their names at the relevant Tender Offer Record Time should complete the Tender Form in accordance with the instructions printed thereon and in Part 2 of this circular. The completed, signed and witnessed Tender Forms, together with the relevant share certificate(s) and/or other document(s) of title and completed Bank Transfer Form, should be sent either by post or by hand (during normal business hours only) to the Receiving Agent, Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

Completed Tender Forms must be received by the Receiving Agent at the address shown above as soon as possible and in any event by not later than 1.00 p.m. on the Final Closing Date for them to be valid under the Tender Offer.

### **5. Questions**

If you have any questions relating to this circular or the completion and return of the Tender Form, please telephone the Receiving Agent on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. The Receiving Agent is open between 9.00 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.

Please note that calls may be recorded and monitored for security and training purposes. For legal reasons, the Receiving Agent will not be able to give advice on the merits of the Tender Offer or provide legal, financial or personal taxation advice and, accordingly, for such advice you should consult your stockbroker, solicitor, accountant, bank manager or other independent professional adviser.

## **6. General**

The Directors make no recommendation to Shareholders in relation to participation in the Tender Offer. Whether or not Shareholders decide to tender all or any of their Ordinary Shares will depend, amongst other things, on their view of the Company's prospects and their own individual circumstances, including their tax position. Shareholders are recommended to consult their duly authorised independent advisers and make their own decision.

Yours faithfully,

**T Tostrup**  
*Executive Chairman*

**PART 2**  
**TERMS AND CONDITIONS OF THE TENDER OFFER**

**Shareholders who do not wish to participate under the Tender Offer need take no action.**

**1. Introduction**

Qualifying Shareholders are invited to tender Ordinary Shares for purchase by the Company on the terms and subject to the conditions set out in this circular and also on the Tender Form. All of the Ordinary Shares purchased will be automatically cancelled.

**2. Terms and Conditions of the Tender Offer**

- (a) All Ordinary Shares tendered by Shareholders under the Tender Offer will be purchased at the Tender Price of 19 pence per Ordinary Share. An Ordinary Share shall not be purchased under the Tender Offer at any price other than the Tender Price.
- (b) The Tender Offer is only available to Qualifying Shareholders on the register of members of the Company at the relevant Tender Offer Record Time on the relevant Tender Offer Closing Date and is only being made in respect of the number of Ordinary Shares registered in those Shareholders' names at the relevant Tender Offer Record Time.
- (c) Tender Forms once duly completed and submitted to the Receiving Agent will become irrevocable and cannot be withdrawn. All questions as to the validity (including time of receipt) will be determined by the Company, in its sole discretion, which determination shall be final and binding (except as otherwise required under applicable law). Neither the Company nor any other person is or will be obliged to give notice of any defects or irregularities, and neither of them will incur any liability for failure to give any such notice.
- (d) The Tender Offer will close at 1.00 p.m. on the Final Closing Date and Tender Forms received after that time will not be accepted.
- (e) The Tender Offer will have three closings: the First Closing, the Second Closing and the Final Closing. Ordinary Shares successfully tendered under the Tender Offer will (subject to the satisfaction of the Tender Conditions) be acquired by the Company on the following dates:
  - (i) in relation to Ordinary Shares successfully tendered by Qualifying Shareholders by way of validly completed Tender Forms received by the Receiving Agent (together with all the required accompanying documents) by not later than 1.00 p.m. on the First Closing Date (such tendered Ordinary Shares to be all of the Ordinary Shares registered in the names of the relevant Qualifying Shareholders at the First Closing Record Time (unless a smaller number of Ordinary Shares is prescribed in the completed Tender Form submitted by such Qualifying Shareholders)) shortly following the First Closing Date;
  - (ii) in relation to Ordinary Shares successfully tendered by Qualifying Shareholders by way of validly completed Tender Forms received by the Receiving Agent (together with all the required accompanying documents) after 1.00 p.m. on the First Closing Date but by not later than 1.00 p.m. on the Second Closing Date (such tendered Ordinary Shares to be all of the Ordinary Shares registered in the name of the relevant Qualifying Shareholders at the Second Closing Record Time (unless a smaller number of Ordinary Shares is prescribed in the completed Tender Form submitted by such Qualifying Shareholders)), shortly following the Second Closing Date; and
  - (iii) in relation to Ordinary Shares successfully tendered by Qualifying Shareholders by way of validly completed Tender Forms received by the Receiving Agent (together with all the required accompanying documents) after 1.00 p.m. on the Second Closing Date but by

not later than 1.00 p.m. on the Final Closing Date (such tendered Ordinary Shares to be all of the Ordinary Shares registered in the name of the relevant Qualifying Shareholders at the Final Closing Record Time (unless a smaller number of Ordinary Shares is prescribed in the completed Tender Form submitted by such Qualifying Shareholders)), shortly following the Final Closing Date.

- (f) All or any part of a holding of Ordinary Shares may be tendered. Only whole numbers of Ordinary Shares may be tendered.
- (g) Ordinary Shares successfully tendered under the Tender Offer will be sold to the Company fully paid and free from all liens, charges, equitable interests and encumbrances and with all rights attaching to the same. Successfully tendered Ordinary Shares under the Tender Offer will be cancelled and will not rank for any dividends, distribution or other equity related rights declared by the Company after the date on which they are purchased by the Company.
- (h) All tenders of Ordinary Shares must be made on the Tender Form duly completed in accordance with the instructions set out on the Tender Form (which constitute part of the terms of the Tender Offer).
- (i) A tender will only be valid if the procedures contained in this circular and on the Tender Form are complied with.
- (j) The Tender Offer will be governed by, and construed in accordance with, Isle of Man law and the delivery of a Tender Form by a Shareholder will constitute submission to the jurisdiction of the Isle of Man courts. The provisions of the Isle of Man Contracts (Rights of Third Parties) Act 2001 do not apply to this circular.
- (k) All documents and remittances sent by or to Shareholders will be sent at the relevant Shareholder's own risk. If the Tender Offer does not proceed, and lapses, Tender Forms, certificates and other documents of title will be returned by post to Shareholders not later than 5 Business Days after the date of such lapse.
- (l) If part only of a holding of Ordinary Shares is successfully tendered pursuant to the Tender Offer, the relevant Shareholder will be entitled to receive a certificate in respect of the unsold Ordinary Shares.
- (m) Further copies of the Tender Form may be obtained on request from the Receiving Agent by telephone on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. The Receiving Agent is open between 9.00 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Capita cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.
- (n) Subject to the terms of the Tender Offer, the Company will purchase Ordinary Shares tendered under the Tender Offer at the Tender Price.
- (o) Shareholders who wish to tender Ordinary Shares under the Tender Offer should indicate the total number of Ordinary Shares they so wish to tender on the Tender Form.
- (p) All questions as to the number of Ordinary Shares tendered and the validity, form, eligibility (including the time of receipt) and acceptance for payment of any tender of Ordinary Shares under the Tender Offer will be determined by the Company in its sole discretion, which determination shall be final and binding on all parties except as otherwise required under applicable law. The Company reserves the absolute right to reject any or all tenders it determines not to be in proper form or the acceptance of payment for which may, in the opinion of the Company, be unlawful. The Company also reserves the absolute right to waive

any of the terms or conditions of the Tender Offer and any defect or irregularity in the tender of any particular Ordinary Shares or any particular holder thereof. No tender of Ordinary Shares will be deemed to be validly made until all defects or irregularities have been cured or waived. In the event of a waiver, the consideration under the Tender Offer will not be dispatched to the relevant Shareholder until after the Tender Form is complete in all respects and the share certificates and/or other document of title (or an indemnity in respect thereof) satisfactory to the Company have been received. None of the Receiving Agent, the Company or any other person is or will be obliged to give notice of any defects or irregularities in tenders, and none of them will incur any liability for failure to give any such notice.

- (q) Ordinary Shares will be purchased under the Tender Offer free of all commissions and dealing charges.
- (r) The failure of any person to receive a copy of this circular or the Tender Form shall not invalidate any aspect of the Tender Offer.
- (s) The Directors reserve the right to terminate the Tender Offer if they conclude that (i) its implementation is no longer in the best interests of the Company and/or Shareholders as a whole, (ii) the Company would be unable to comply with its obligations with Isle of Man law if it proceeded with the Tender Offer or (iii) the purchase of Ordinary Shares by the Company would have adverse legal or fiscal consequences (by reason of any change in legislation, practice, circumstances or otherwise) for the Company and/or Shareholders as a whole which were unexpected. If the Tender Offer is terminated, the Company will make an announcement via its website that such is the case.

### **3. Overseas Shareholders**

- (a) The making of the Tender Offer in, or to persons resident in, jurisdictions outside the United Kingdom or who are citizens, residents or nationals of other countries may be affected by the laws of the relevant jurisdiction. Shareholders who are not resident in the United Kingdom, or who are citizens, residents or nationals of countries outside the United Kingdom should inform themselves about and observe any applicable legal requirements. It is the responsibility of any such person wishing to take up the Tender Offer to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental or other consents which may be required, the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such jurisdiction. Any such Shareholder will be responsible for any such issue, transfer or other taxes by whomsoever payable and the Company, the Receiving Agent and any person acting on their behalf shall be entitled to be fully indemnified and held harmless by such Shareholder for any such issue, transfer or other requisite payments such person may be required to pay. No steps have been taken to qualify the Tender Offer or to authorise the extending of the Tender Offer or the distribution of the Tender Form in any territory outside the United Kingdom.
- (b) In particular, the Tender Offer is not being made directly or indirectly into or from or by mail or by any means or instrumentality (including, without limitation, facsimile transmission, telex, and telephone) of interstate or foreign commerce, or any facility of a national securities exchange, of the United States, nor is it being made directly or indirectly, in, into, or from Canada, Australia, New Zealand, Japan, or the Republic of South Africa unless it is lawful for Shareholders to participate in the relevant Restricted Jurisdiction without imposing any obligation on the Company to make a filing with any securities agency or similar body. Accordingly, the Tender Form and any related documents are not being and must not be mailed or otherwise distributed or sent in, into, or from the United States, Canada, Australia, New Zealand, Japan, or the Republic of South Africa, including to Shareholders with registered addresses in the United States, Canada, Australia, New Zealand, Japan, or the Republic of South Africa, or to persons who are custodians, nominees or trustees holding Shares for persons in

the United States, Canada, Australia, New Zealand, the Republic of South Africa or Japan. Persons receiving such documents (including, without limitation, custodians, nominees and trustees) should not distribute, send or mail them in, into or from the United States, Canada, Australia, New Zealand, the Republic of South Africa or Japan or use such mails or any such means, instrumentality or facility, in connection with the Tender Offer. Persons in such countries wishing to accept a Tender Offer should not use mail or any such means, instrumentality or facility for any purpose, directly or indirectly, relating to acceptance of a Tender Offer. Envelopes containing a Tender Form should not be postmarked in the United States, Canada, Australia, New Zealand, the Republic of South Africa or Japan or otherwise despatched from the United States, Canada, Australia, New Zealand, the Republic of South Africa or Japan and all accepting Shareholders must provide addresses outside the United States, Canada, Australia, New Zealand, the Republic of South Africa or Japan for the remittance of cash or return of Tender Form.

- (c) If, in connection with making the Tender Offer, notwithstanding the restrictions described above, any person (including, without limitation, custodians, nominees and trustees), whether pursuant to a contractual or legal obligation or otherwise, forwards this circular, the Tender Form or any related documents in, into or from the United States, Canada, Australia, New Zealand, the Republic of South Africa or Japan or uses the mails of, or any means or instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce of, or any facility of a national securities exchange of, the United States, Canada, Australia, New Zealand, the Republic of South Africa or Japan in connection with such forwarding, such persons should (i) inform the recipient of such fact; (ii) explain to the recipient that such action may invalidate any purported acceptance by the recipient; and (iii) draw the attention of the recipient to this section of this circular.
- (d) The provisions in this paragraph 3 and/or any other terms of the Tender Offer relating to Overseas Shareholders may be waived, varied or modified as regards a specific Shareholder or on a general basis by the Company in its absolute discretion but only if the Company is satisfied that such waiver, variation or modification will not constitute or give rise to a breach of applicable securities or other law. Subject to this, the provisions in this paragraph supersede any terms of the Tender Offer inconsistent therewith. References to a Shareholder shall include references to the persons executing a Tender Form and in the event of more than one person executing Tender Forms, the provisions in this paragraph shall apply to them jointly and severally. Overseas Shareholders should inform themselves about and observe any applicable legal or regulatory requirements. If you are in any doubt about your position, you should consult your professional adviser in the relevant territory.

#### **4. Procedure for tendering Ordinary Shares**

To participate in the Tender Offer, Shareholders must complete and return the Tender Form in accordance with these instructions and the instructions on the Tender Form. The following instructions should be read together with the notes on the Tender Form. A separate Tender Form should be completed for Ordinary Shares held under different designations.

The completed, signed and witnessed Tender Form, together with a completed Bank Mandate Form (subject to paragraph 6 below), valid share certificate(s) and/or other document(s) of title, should be sent by post or (during normal business hours only) delivered by hand to the Receiving Agent, Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and, in any event, so as to be received by not later than 1.00 p.m. on the Final Closing Date. No acknowledgement of receipt of documents will be given. The instructions on the Tender Form shall be deemed to form part of the terms of the Tender Offer. Duly completed Tender Forms sent by any of the means set out above and received signed and complete in all respects by the prescribed time will be treated as tenders of Ordinary Shares in accordance with the terms and conditions of the Tender Offer.

The accompanying Tender Form shows your entire registered shareholding in the Company as at the close of business on 30 September 2016 (being the latest practicable date prior to the publication of this circular) alongside the name and address specified in Box 1A of the Tender Form. If you buy or sell any Ordinary Shares between 30 September 2016 and the applicable Tender Offer Record Time, your entitlement under the Tender Offer will be adjusted to reflect the total number of Ordinary Shares registered in your name at the relevant Tender Offer Record Time (your **“Tender Offer Entitlement”**).

To accept the Tender Offer, insert in Box 3 of the Tender Form the total number of Ordinary Shares that you wish to tender under the Tender Offer or if you wish to tender your Tender Offer Entitlement in full (in the event that you anticipate buying or selling any Ordinary Shares between 30 September 2016 and the applicable Tender Offer Record Time), please write “TENDER OFFER ENTITLEMENT” in Box 3. If Box 3 is not completed and you have signed Box 4A or Box 4B of the Tender Form, you will be deemed to have tendered your Tender Offer Entitlement. If a number greater than your entire holding of Ordinary Shares at the relevant Tender Offer Record Time is inserted into Box 3 of the Tender Form and you have signed Box 4A or Box 4B of the Tender Form, you will be deemed to have tendered the number of Ordinary Shares representing your entire holding of Ordinary Shares at the relevant Tender Offer Record Time.

If you have lost your share certificate and/or other document of title, you should write to the Receiving Agent, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, for a letter of indemnity in respect of the lost share certificate and/or other document of title. When completed in accordance with the instructions given, such indemnity should be returned by post or (during normal business hours only) by hand to the Receiving Agent, Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to arrive by not later than 1.00 p.m. on the Final Closing Date. A fee may be payable by the Shareholder in respect of each form of indemnity.

## **5. Effect of Tender**

Each Qualifying Shareholder by whom or, as applicable, on whose behalf, a Tender Form is executed, irrevocably undertakes, represents, warrants and agrees to and with the Company (so as to bind him, his personal representatives, heirs, successors and assigns) that:

- (a) the execution of the Tender Form shall constitute an offer to the Company to sell to it, in aggregate, such number of Ordinary Shares as are inserted in Box 3 of the Tender Form, or deemed to be tendered, as applicable, at the Tender Price on and subject to the terms and conditions set out or referred to in this circular and the Tender Form and that, once lodged, such tender shall be irrevocable;
- (b) such Qualifying Shareholder has full power and authority to tender, sell, assign or transfer the Ordinary Shares in respect of which such offer is accepted (together with all rights attaching thereto) and the Company will acquire such Ordinary Shares at the Tender Price with full title guarantee and free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights attaching thereto, on or shortly after the relevant Tender Offer Closing Date;
- (c) such completion and lodgment, shall irrevocably constitute the Company as the agent of such Qualifying Shareholder, and an instruction to the Company as such, to:
  - (i) complete and execute any and all documentation and take any and all actions which are necessary or, in the Company's absolute discretion, desirable to give effect to the purchase and cancellation of the Ordinary Shares the subject of the Tender Form;
  - (ii) procure the purchase of the Ordinary Shares which are the subject of the Tender Form and sell such Ordinary Shares to the Company for cancellation; and

- (iii) despatch or otherwise make payment of the proceeds of sale in respect of the purchased Ordinary Shares in accordance with the settlement provisions set out below;
- (d) such Qualifying Shareholder agrees to ratify and confirm each and every act or thing which may be done or effected by the Company or any of its directors or any person nominated by the Company or the Company or any of its directors in the proper exercise of their or his powers and/or authorities hereunder;
- (e) such Qualifying Shareholder will deliver to the Receiving Agent their share certificate and/or other document of title in respect of the Ordinary Shares referred to in sub-paragraph (a) above, or an indemnity acceptable to the Company in lieu thereof, or will procure the delivery of such document to such person as soon as possible thereafter and, in any event, by not later than 1.00 p.m. on the Final Closing Date;
- (f) the provisions of the Tender Form form part of the terms and conditions of the Tender Offer;
- (g) such Qualifying Shareholder shall do all such acts and things as shall be necessary or expedient and execute any additional documents deemed by the Company to be desirable, in each case to complete the purchase of the Ordinary Shares and/or to perfect any of the authorities expressed to be given hereunder;
- (h) such Qualifying Shareholder has observed the laws of all relevant jurisdictions, obtained any requisite consents, complied with all applicable formalities, that the invitation under the Tender Offer may be made to him under the laws of the relevant jurisdiction, and has not taken or omitted to take any action which would otherwise result in the Company acting in breach of any applicable legal or regulatory requirement in respect of the purchase of Ordinary Shares;
- (i) such Qualifying Shareholder has not received or sent copies or originals of the Tender Form or any related documents in, into or from the United States, Canada, Australia, New Zealand, the Republic of South Africa or Japan and has not otherwise utilised in connection with the Tender Offer, directly or indirectly, the mails or any means or instrumentality (including without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, of the United States, Canada Australia, New Zealand, the Republic of South Africa or Japan, the Tender Form have not been mailed or otherwise sent in, into or from the United States, Canada, Australia, New Zealand, the Republic of South Africa or Japan and such Shareholder is accepting the Tender Offer from outside the United States, Canada, Australia, New Zealand, the Republic of South Africa or Japan;
- (j) on execution a Tender Form takes effect as a deed; and
- (k) the execution of a Tender Form constitutes such Qualifying Shareholder's submission to the exclusive jurisdiction of the courts of the Isle of Man in relation to all matters arising out of or in connection with the Tender Offer or the Tender Form.

A reference in this paragraph to a Qualifying Shareholder includes a reference to the person or persons executing a Tender Form and in the event of more than one person executing a Tender Form, the provisions of this paragraph will apply to them jointly and severally.

## **6. Settlement**

Settlement of the consideration to which any Qualifying Shareholder is entitled pursuant to tenders accepted by the Company as complete in all respects will be made by BACS payment by the Receiving Agent (on behalf of the Company) to the bank account detailed in a Qualifying Shareholder's completed Bank Mandate Form.

In the event that:

(a) the Receiving Agent determines in its sole discretion (which determination shall be final and binding) that a Bank Mandate Form is not completed correctly (noting that for a Bank Mandate Form to be valid, the bank account noted therein must be in the name of the relevant Qualifying Shareholder); or

(b) the Receiving Agent does not receive a Bank Mandate Form from a Qualifying Shareholder,

a cheque for the consideration due will be despatched by the Receiving Agent (on behalf of the Company) by first class post to the person or agent whose name and address (outside a Restricted Jurisdiction) is set out in Box 1A of the Tender Form or as changed or designated in Box 5A or 5B (respectively) of the Tender Form or, if none is set out, to the registered address of the Qualifying Shareholder or, in the case of joint holders, the registered address of the first named Shareholder.

**Any Qualifying Shareholder who does not submit a Bank Mandate Form with their Tender Form shall be deemed to have elected to receive the consideration due by cheque.**

All payments will be made in pounds sterling.

**Shareholders who do not wish to sell any Ordinary Shares under the Tender Offer need take no action in relation to the Tender Offer or the Tender Form.**

## **PART 3**

### **DEFINITIONS**

The following definitions apply throughout the circular unless the context requires otherwise:

<b>“BACS”</b>	the Bank Automated Clearing System;
<b>“Bank Mandate Form”</b>	the bank mandate form enclosed with this circular for use in connection with the Tender Offer;
<b>“Business Day”</b>	any day, other than a Saturday, Sunday or bank holiday in the Isle of Man or the United Kingdom;
<b>“Capita Asset Services”</b>	a trading name of Capita Registrars Limited;
<b>“Company”</b>	Norcon PLC, a company incorporated and registered in the Isle of Man with registered number 002730V;
<b>“Directors”</b>	the directors of the Company;
<b>“Excluded Shareholders”</b>	(i) Shareholders with a registered address in a Restricted Jurisdiction; and (ii) Norconsult Telematics Holdings LTD.
<b>“Final Closing”</b>	the third and final closing of the Tender Offer in respect of validly completed Tender Forms received by the Receiving Agent following 1.00 p.m. on the Second Closing Date and by not later than 1.00 p.m. on the Final Closing Date;
<b>“Final Closing Date”</b>	28 December 2016;
<b>“Final Closing Record Time”</b>	5.30 p.m. on 28 December 2016;
<b>“First Closing”</b>	the first closing of the Tender Offer in respect of validly completed Tender Forms received by the Receiving Agent by not later than 1.00 p.m. on the First Closing Date;
<b>“First Closing Date”</b>	31 October 2016;
<b>“First Closing Record Time”</b>	5.30 p.m. on 31 October 2016;
<b>“Ordinary Shares”</b>	the ordinary shares of £0.01 each in the capital of the Company;
<b>“Overseas Shareholder”</b>	a Shareholder whose address in the Company’s register of members is outside the United Kingdom;
<b>“Qualifying Shareholder”</b>	a Shareholder who is entitled to participate in the Tender Offer, being a Shareholder on the register of members of the Company at the relevant Tender Offer Record Time, other than Excluded Shareholders;
<b>“Receiving Agent”</b>	Capita Asset Services of The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU;

<b>“Restricted Jurisdiction”</b>	the United States, Canada, Australia, New Zealand, the Republic of South Africa or Japan or any other jurisdiction where the mailing of this circular into such jurisdiction or the extension or availability of the Tender Offer would constitute a violation of the laws of such jurisdiction;
<b>“Second Closing”</b>	the second closing of the Tender Offer in respect of validly completed Tender Forms received by the Receiving Agent following 1.00 p.m. on the First Closing Date and by not later than 1.00 p.m. on the Second Closing Date;
<b>“Second Closing Date”</b>	30 November 2016;
<b>“Second Closing Record Time”</b>	5.30 p.m. on 30 November 2016;
<b>“Shareholders”</b>	holders of Ordinary Shares and the term <b>“Shareholder”</b> shall mean any one of them;
<b>“Tender Conditions”</b>	the terms and conditions of the Tender Offer set out in Part 2 of this circular;
<b>“Tender Form”</b>	the form of tender enclosed with this circular for use in respect of Ordinary Shares in relation to the Tender Offer;
<b>“Tender Offer”</b>	the invitation by the Company to Qualifying Shareholders to tender Ordinary Shares for sale to the Company on the terms and subject to the conditions set out in this circular and also on the Tender Form;
<b>“Tender Offer Closing Date”</b>	the First Closing Date, the Second Closing Date or the Final Closing Date (as appropriate);
<b>“Tender Offer Entitlement”</b>	the full entitlement of a Qualifying Shareholder under the Tender Offer being the total number of Ordinary Shares registered in that Qualifying Shareholder’s name at the relevant Tender Offer Record Time;
<b>“Tender Offer Record Time”</b>	the First Closing Record Time, the Second Closing Record Time and the Final Closing Record Time (as appropriate); and
<b>“Tender Price”</b>	the price at which tendered Ordinary Shares will be purchased pursuant to the Tender Offer, being 19 pence per Ordinary Share.

