

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and/or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) (“FSMA”) if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser. Investment in the Company is speculative and involves a high degree of risk. Your attention is also drawn to the section headed “Risk Factors” in Part II of this document.

If you have sold or otherwise transferred all of your Existing Ordinary Shares in Northbridge Industrial Services plc in certificated form before the date the Company’s shares were traded “ex-entitlement”, please immediately forward this document, together with the accompanying Application Form 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 only part of your holding of Existing Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately. However, this document and any accompanying documents should not be sent or transmitted in or into, any jurisdiction where to do so might constitute a violation of local securities law or regulations including, but not limited to, the United States, Canada, Japan, Australia or the Republic of South Africa.

The Directors, whose names and functions appear on page 6 of this document, and the Company accept responsibility, both collectively and individually, for the information contained in this document. To the best of the knowledge of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This document is not a prospectus for the purposes of the Prospectus Rules and has not been prepared in accordance with the Prospectus Rules. Accordingly, this document has not been, and will not be, reviewed or approved by the Financial Services Authority of the United Kingdom (“FSA”), pursuant to sections 85 and 87 of FSMA, London Stock Exchange plc or any other authority or regulatory body. This document is not an Admission Document but has been drawn up in accordance with the AIM Rules.

Cattaneo LLP, which is authorised and regulated in the United Kingdom by the Institute of Chartered Accountants in England and Wales, is acting exclusively for Northbridge and no one else in connection with the Open Offer and will not be responsible to anyone other than Northbridge for providing the protections afforded to customers of Cattaneo LLP nor for providing advice in relation to the Open Offer or any other matter referred to in this document.



NORTHBRIDGE

Northbridge Industrial Services plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 05326580)

**Open Offer of up to 1,889,499 Ordinary Shares at 110 pence per share
on the basis of 1 Offer Share for every 4 Existing Ordinary Shares
with an excess application facility**

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of Northbridge Industrial Services plc which is set out in Part I of this document and to the Risk Factors in Part II of this document.

The Offer Shares will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid on the Existing Ordinary Shares after Admission.

The Open Offer closes at 11.00 a.m. on 26 June 2009. If you are a Qualifying Shareholder and wish to apply for Offer Shares under the Open Offer you should follow the procedure set out in Part III of this document and, where relevant, complete and return the accompanying Application Form.

The Existing Ordinary Shares are admitted to trading on AIM. Application will be made to London Stock Exchange plc for the Offer Shares to be admitted to trading on AIM. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM Securities are not admitted to the Official List of the UK Listing Authority. A prospective investor should be aware of the potential risks in investing in such companies and should make the decision to invest only after careful consideration and consultation with his or her own independent financial adviser. London Stock Exchange plc has not itself examined or approved the contents of this document. It is expected that admission to AIM and dealings in the Offer Shares will commence on 29 June 2009.

This document does not constitute an offer for sale or an invitation to subscribe for, or the solicitation of an offer to buy or subscribe for, Offer Shares in any jurisdiction where such an offer or solicitation is unlawful and, subject to certain exceptions is not for distribution in or into the United States, Canada, Japan, Australia or the Republic of South Africa. The Offer Shares will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States or qualify for distribution under any of the relevant securities laws of Canada, Australia or Japan, nor has any prospectus in relation to the Offer Shares been lodged with or registered by the Australian Securities and Investments Commission or the Japanese Ministry of Finance. Overseas Shareholders and any person (including, without limitation, custodians, nominees and trustees) who has a contractual or other legal obligation to forward this document to a jurisdiction outside the UK should seek appropriate advice before taking any action.

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OPEN OFFER STATISTICS

Offer Price	110p
Number of Ordinary Shares in issue at the date of this document [‡]	7,710,149
Number of Offer Shares to be offered for subscription by the Company	1,889,499
Estimated maximum net proceeds of the Open Offer ¹	£2.0 million
Estimated minimum net proceeds of the Open Offer ²	£1.0 million
Percentage of the Enlarged Issued Share capital represented by the Offer Shares [‡]	19.7%
Number of Ordinary Shares in issue at Admission [‡]	9,599,648

¹ assuming maximum take up under the Open Offer

² assuming take up under the Open Offer by those giving Irrevocable Undertakings only

[‡] including 152,510 Ordinary Shares held in Treasury and not participating in the Open Offer

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2009

Open Offer Record Date	Close of business on Thursday 11 June
Despatch of this document	Friday 12 June
Open Offer Entitlements and Excess CREST Open Offer Entitlements credited to CREST stock accounts of Qualifying CREST Shareholders	Monday 15 June
Recommended latest time for requesting withdrawal of Open Offer Entitlements and Excess CREST Open Offer Entitlements from CREST	4.30 p.m. Monday 22 June
Latest time and date for depositing Open Offer entitlements and Excess CREST Open Offer Entitlements into CREST	3.00 p.m. Tuesday 23 June
Latest time and date for splitting Application Forms (to satisfy <i>bona fide</i> market claims only)	3.00 p.m. Wednesday 24 June
Latest time and date for receipt of completed Application Forms and payment in full under the Open Offer or settlement of relevant CREST instruction (as appropriate)	11.00 a.m. Friday 26 June
Admission effective and dealings commence on AIM	Monday 29 June
CREST accounts credited	Monday 29 June
Share certificates dispatched by	Friday 10 July

The dates set out in the timetable of principal events above and mentioned throughout this document and in the Application Form may be adjusted by the Company, in which event the details will be notified to the London Stock Exchange and, where appropriate, to Shareholders.

In order to subscribe for Offer Shares under the Open Offer, Qualifying Shareholders will need to follow the procedure set out in Part III of this document and, non CREST Shareholders complete the accompanying Application Form. If Qualifying Shareholders have any queries on the procedure for acceptance and payment, or wish to receive another Application Form they should contact Capita Registrars on 0871 664 0321 or, if calling from outside the UK on +44 208 639 3399, quoting, where relevant, the serial number of their Application Forms. Calls to the Capita Registrars 0871 664 0321 number are charged at 10 pence per minute (including VAT) plus any of your service provider's network extras. Calls to the Capita Registrars +44 208 639 3399 number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. Capita Registrars cannot provide advice on the merits of the Open Offer nor give any financial, legal or tax advice. Capita Registrars will not give Qualifying Shareholders any other advice in connection with the Open Offer.

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

“1985 Act”	the Companies Act 1985 (as amended)
“2006 Act”	the Companies Act 2006
“Admission”	admission of the Offer Shares to trading on AIM becoming effective in accordance with the AIM Rules
“AIM”	the AIM market operated by the London Stock Exchange
“AIM Rules”	the AIM rules for Companies published by the London Stock Exchange from time to time
“Application Form”	the application form to be used by Qualifying non-CREST Shareholders in connection with the Open Offer
“Capita Registrars”	a trading name of Capita Registrars Limited
“certificated form” or “in certificated form”	an ordinary share recorded on a company’s share register as being held in certificated form (namely, not in CREST)
“Company” or “Northbridge”	Northbridge Industrial Services plc
“CREST”	the relevant system (as defined in the Uncertificated Securities Regulations 2001) in respect of which Euroclear UK & Ireland Limited is the operator (as defined in those regulations)
“Directors” or “Board”	the directors of the Company or any duly authorised committee thereof
“Enlarged Issued Share Capital”	the 9,599,648 Ordinary Shares in issue on Admission, assuming full subscription under the Open Offer
“Excess Application Facility”	the facility to enable Qualifying Shareholders to apply for Offer Shares in excess of their basic pro rata Open Offer Entitlements
“Excess CREST Open Offer Entitlements”	the Open Offer Entitlements to be credited to the stock accounts of Qualifying CREST Shareholders which are in excess of their basic pro rata Open Offer Entitlements
“Existing Ordinary Shares”	any or all of the 7,710,149 Ordinary Shares of 10 pence each in the capital of the Company in issue at the date of this document, all of which are admitted to trading on AIM
“Group”	the Company, its existing subsidiaries and subsidiary undertakings
“Irrevocable Undertakings”	the irrevocable undertakings entered into by Western Selection PLC and certain of the Directors to take up their entitlements under the Open Offer
“London Stock Exchange”	London Stock Exchange plc
“Offer Price”	110 pence per Offer Share

“Offer Shares”	the 1,889,499 Ordinary Shares which are to be made available for subscription by Qualifying Shareholders under the Open Offer
“Open Offer”	the conditional offer to Qualifying Shareholders to subscribe for the Offer Shares at the Offer Price, as described in this document
“Open Offer Entitlements”	entitlements to subscribe for Offer Shares, allocated to a Qualifying Shareholder pursuant to the Open Offer as described in Part III of this document
“Open Offer Record Date”	the close of business on 11 June 2009
“Ordinary Shares”	ordinary shares of 10 pence each in the capital of the Company
“Overseas Shareholders”	Shareholders resident in, or citizens of, jurisdictions outside the United Kingdom
“Proposals”	the proposals set out in this document including the Open Offer
“Prospectus Rules”	the Prospectus Rules published by the Financial Services Authority
“Qualifying CREST Shareholders”	Qualifying Shareholders whose Existing Ordinary Shares are on the register of members of the Company on the Open Offer Record Date and are held in uncertificated form
“Qualifying non-CREST Shareholders”	Qualifying Shareholders whose Existing Ordinary Shares are on the register of members of the Company on the Open Offer Record Date and are held in certificated form
“Qualifying Shareholders”	holders of Existing Ordinary Shares at the Open Offer Record Date
“Shareholders”	holders of Ordinary Shares
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
“United States” or “US”	the United States of America, each State thereof, its territories and possessions (including the District of Columbia) and all other areas subject to its jurisdiction
“uncertificated” or “in uncertificated form”	an ordinary share recorded on a company’s share register as being held in uncertificated form in CREST and title to which, by virtue of the Uncertificated Securities Regulations 2001, may be transferred by means of CREST
“voting share capital”	the total issued share capital of the Company less the 152,150 Ordinary Shares held by the Company as Treasury Shares, which are non voting

PART I – LETTER FROM THE CHAIRMAN



NORTHBRIDGE

Northbridge Industrial Services plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 05326580)

Directors:

Peter Harris *(Non-executive Chairman)*
Eric Hook *(Chief Executive)*
Ash Mehta *(Finance Director)*
Jim Gould *(Non-executive director)*
David Marshall *(Non-executive director)*
Michael Dodson *(Non-executive director)*

Registered Office:

Second Avenue
Centrum 100
Burton on Trent
DE14 2WF

12 June 2009

To Shareholders and, for information purposes only, to the holders of options over Ordinary Shares

Dear Shareholder,

**Open Offer of up to 1,889,499 new Ordinary Shares at 110 pence per share
on the basis of 1 Offer Share for every 4 Existing Shares with Excess Application Facility**

1. Introduction

Your Board is announcing today that it proposes to raise up to approximately £2 million (before expenses) by way of an Open Offer, thus allowing the Company's existing Shareholders the opportunity to participate in the fundraising. Western Selection PLC, a Qualifying Shareholder, and certain of the Directors have irrevocably undertaken to subscribe for their basic pro rata Open Offer Entitlements amounting to 632,529 shares representing 33.5 percent of the Offer Shares. In addition Western Selection PLC has irrevocably undertaken to apply for an additional 363,637 Offer Shares under the Excess Application Facility if other Qualifying Shareholders (other than those who have given Irrevocable Undertakings) do not subscribe for their basic pro rata Open Offer Entitlements and do not apply for additional Offer Shares under the Excess Application Facility.

The terms of the Open Offer are described in this document. Qualifying Shareholders may also subscribe for Offer Shares above their basic pro rata Open Offer Entitlements if they so wish under the Excess Application Facility. Further particulars of the Excess Application Facility are described in Part III of this document.

The Board is proposing to use the funds raised from the Open Offer to expand its existing hire fleet in line with the Group's strategy to acquire and develop rental assets to complement its existing industrial hire equipment activities.

The Company is able to undertake the Open Offer within the authorities that were approved by shareholders at the annual general meeting of the Company held on 19 May 2009.

The purpose of this document is to provide you with information about the background to and the rationale for the Open Offer.

2. Details of the Open Offer

Qualifying Shareholders are invited to apply for Offer Shares under the Open Offer at a price of 110 pence per Offer Share, payable in full on application and free of all expenses, pro rata to their existing shareholdings on the basis of:

1 Offer Share for every 4 Existing Ordinary Shares

held at the Open Offer Record Date. Entitlements of Qualifying Shareholders will be rounded down to the nearest whole number of Offer Shares. Fractional entitlements which would have otherwise arisen will not be issued.

The Open Offer is subject to, Admission becoming effective by 8.00 a.m. on 29 June 2009 (or such later date being not later than 13 July 2009, as the Company may decide).

The Offer Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of Admission.

The Open Offer has been structured so as to allow Qualifying Shareholders to subscribe for Ordinary Shares at the Offer Price pro rata to their existing holdings. Qualifying Shareholders may, in addition, make applications in excess of their basic pro rata Open Offer Entitlements. Once subscriptions under the basic pro rata Open Offer Entitlements have been satisfied, the Company shall scale back any excess applications on a pro rata basis in proportion to the total number of additional Offer Shares applied for under the Excess Application Facility. To the extent that Offer Shares are not subscribed by Qualifying Shareholders, Open Offer entitlements will lapse.

PLEASE NOTE: Qualifying Shareholders can apply for as few or as many Offer Shares as they wish but will only be guaranteed to receive their basic pro rata Open Offer Entitlement. Excess applications may be fulfilled entirely or may be scaled back depending on Qualifying Shareholder demand.

Settlement and dealings

Application will be made to the London Stock Exchange for the Offer Shares to be admitted to trading on AIM. It is expected that such Admission will become effective and that dealings will commence on 29 June 2009. Further information in respect of settlement and dealings in the Offer Shares is set out in paragraph 7 of Part II of this document.

Overseas Shareholders

Certain Overseas Shareholders may not be permitted to subscribe for Offer Shares pursuant to the Open Offer and should refer to paragraph 6 of Part III of this document.

3. Irrevocable Undertakings

Western Selection PLC, a Qualifying shareholder owning 19.8 percent of the voting share capital of the Company, has irrevocably undertaken to subscribe for its full basic pro rata Open Offer Entitlements amounting to 375,000 Offer Shares. Western Selection PLC has also irrevocably undertaken to subscribe for a maximum of a further 363,637 Offer Shares amounting to £0.4 million under the Excess Application Facility if other Qualifying Shareholders (other than those who have given Irrevocable Undertakings) do not subscribe for their Open Offer Entitlements. To the extent that Qualifying Shareholders, other than those who have given Irrevocable Undertakings, subscribe for their basic pro rata Open Offer Entitlements and additional Offer Shares under the Excess Application Facility, Western Selection PLC's commitment will be reduced on a share for share basis. The irrevocable undertaking given by Western Selection PLC does not prevent it from applying for additional Offer Shares under the Excess Application Facility independently of its commitment to subscribe for additional Offer Shares in accordance with its irrevocable undertaking. If Western Selection PLC is allocated its full application it will have a resultant shareholding of 2,238,637 shares representing 26.2 percent of the voting share capital of the Company on the basis of the Open Offer only being taken up by persons giving Irrevocable Undertakings.

Certain of the Directors of the Company have irrevocably undertaken to subscribe for their entitlements under the Open Offer amounting to 257,529 Offer Shares, representing 13.6 percent of the Open Offer.

The Company will, as a result of the irrevocable commitment by Western Selection PLC and the Directors to subscribe for in aggregate 996,166 Offer Shares, receive a minimum of £1.0 million from the Open Offer after expenses.

4. Related Party Transaction

Western Selection PLC is a substantial shareholder directly or indirectly holding more than 10 percent of the issued share capital and entering into an agreement to irrevocably undertake to subscribe for Open Offer Shares in excess of its basic pro rata Open Offer Entitlements, for which the Company has agreed to pay Western Selection PLC a fee of £14,000, constitutes a related party transaction for the purposes of AIM Rule 13.

Where a company whose shares are quoted on AIM enters into a related party transaction, the Directors, with the exception of the related party, are required to consider, having consulted with the Company's nominated adviser, that the terms of the transaction are fair and reasonable insofar as its shareholders are concerned.

The Directors, with the exception of Mr David Marshall, who is a director of Western Selection PLC, having consulted with the Company's nominated adviser, consider the terms of the related party transaction with Western Selection PLC to be fair and reasonable insofar as the Shareholders are concerned.

5. Use of proceeds

Since being admitted to AIM in March 2006, the Group has made a number of acquisitions which have been funded from operating cash flow.

The Group has also grown organically and formed Northbridge Middle East FZE ("NME") in 2007. NME promotes the sales and rental of Crestchic's products in that region as well as acting as an outlet for generators from RDS (Technical) Limited ("RDS") and seeking new opportunities in its own right. NME acquired new premises in June 2008 which markedly accelerated the potential for growth of the business. On 20 April 2009 Northbridge announced the acquisition of 66.67 percent of Tyne Technical Equipment Rental Services LLS ("TTERS"). TTERS is a Dubai registered company whose principal business is the rental of generators and the sale of associated services to the infrastructure and the oil & gas industries in the United Arab Emirates. Furthermore on 16 April 2009 Northbridge announced that RDS, a wholly owned subsidiary of Northbridge Middle East FZE, has been awarded a rental contract to supply generators, transformers and associated equipment together with a maintenance agreement to the Jabali Zinc Project in Yemen.

These transactions have strengthened the Group's presence in the Middle East, and the Directors believe that a significant opportunity exists to expand the Group's operations, in line with its strategy of becoming a key supplier of industrial hire equipment, in this region. Additionally, the Directors believe that, as a result of the current economic environment, further opportunities exist to acquire industrial equipment that would expand its rental fleet in the UK. As such the proceeds of the Open Offer will be used to both acquire and develop additional industrial rental equipment.

6. Current trading and prospects

Northbridge reported consolidated revenue for the year ended 31 December 2008 which increased by 40 percent to £15.7 million (2007: £11.2 million). Profit before taxation increased by 82 percent to £2.97 million (2007: £1.63 million). Net assets at 31 December 2008 were £9.97 million (2007: £8.14 million).

As we indicated at the time of our preliminary results in March, trading for the year has started well. Although sales volumes of manufactured units are down from the record start we experienced in 2008, our rental revenues remain at a high level in all our operations. Rental is the most profitable and cash generative of our activities and we are now beginning to see the benefit of the investments into this area over the last few years. Recent acquisitions and contract wins have strengthened our position in the market, and we remain ready to capitalise on any opportunities that arise.

Our customers in the UK and overseas are largely involved in power generation and the oil & gas sector and demand for our products and services from these industries has been resilient. Our current volume of rental quotes and enquiries for future sales remains encouraging.

7. Change of adviser

The Board of Northbridge, recognising that the Company has performed well since flotation and is about to enter a further phase of growth, is seeking to appoint a suitable new nominated adviser and also a broker to support the continued development of the Group. Charles Stanley Securities, the Company's present nominated adviser and broker, has given notice of its resignation and the Company expects to make an announcement of the appointment of a new nominated adviser shortly. The Board would like to thank Charles Stanley Securities for its support and advice in the three years since the IPO in 2006.

8. Action to be taken in respect of the Open Offer

Shareholders (non-CREST)

If you are a Qualifying non-CREST Shareholder you will find an Application Form accompanying this document which gives details of your basic Open Offer Entitlements (as shown by the number of basic pro rata Open Offer Entitlements allocated to you). If you wish to apply for Offer Shares under the Open Offer (including additional Offer Shares under the Excess Application Facility), you should complete the enclosed Application Form in accordance with the procedure set out at paragraph 3(i) of Part III of this document and on the Application Form itself and post it in the accompanying prepaid envelope, together with payment in full in respect of the number of Offer Shares applied for to Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to arrive as soon as possible and in any event so as to be received no later than 11.00 a.m. on 26 June 2009, having first read carefully Part III of this document and the contents of the Application Form.

Qualifying CREST Shareholders

If you are a Qualifying CREST Shareholder, no Application Form will be sent to you and you will receive a credit to your appropriate stock account in CREST in respect of the Open Offer Entitlements representing your basic Open Offer Entitlements and also in respect of your Excess CREST Open Offer Entitlements, except (subject to certain exceptions) if you are in the United States, or have a registered address in, or are resident in United States, Canada, Japan, Australia or the Republic of South Africa. You should refer to the procedure for application set out in paragraph 3 (ii) of Part III "Details of the Open Offer" of this document. The relevant CREST instructions must have settled in accordance with the instructions in paragraph 3.(ii) of Part III "Details of the Open Offer" of this document by **no later than 11.00 a.m. on 26 June 2009.**

Qualifying Shareholders can apply for as few or as many Offer Shares as they wish but will only be guaranteed to receive up to their basic pro rata Open Offer Entitlement. Excess applications may be fulfilled entirely or may be scaled back depending on Qualifying Shareholder demand. In the event Excess Applications are scaled back any excess monies will be returned to non-CREST Shareholders by cheque and to CREST Shareholders through CREST.

Qualifying CREST Shareholders who are CREST sponsored members should refer to their CREST sponsors regarding the action to be taken in connection with this document and the Open Offer.

9. Directors' intentions

The Directors consider the Open Offer to be in the best interests of the Company and its Shareholders as a whole. Directors have irrevocably undertaken to take up their Open Offer Entitlements amounting to in aggregate, 257,529 Offer Shares with a subscription value of £0.3 million.

Yours sincerely



Chairman

PART II – RISK FACTORS

An investment in the Offer Shares involves a degree of risk. Accordingly, prospective investors should carefully consider the specific risk factors set out below in addition to the other information contained in this document before investing in the Offer Shares. The Directors consider the following risks and other factors to be the most significant for potential investors in the Company, but the risks listed do not purport to comprise all those risks associated with an investment in the Company and are not set out in any particular order of priority. Additional risks and uncertainties not currently known to the Directors may also have an adverse effect on the Company's business.

If any of the following risks actually occur, the Company's business, financial condition, capital resources, results or future operations could be materially adversely affected. In this event, the price of the Ordinary Shares could decline and investors may lose all or part of their investment. The investment offered in this document may not be suitable for all of its recipients. Before making an investment decision, prospective investors should consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities. A prospective investor should consider carefully whether an investment in the Company is suitable for him/her in the light of his/her personal circumstances and the financial resources available to him/her.

There are various risk and other factors associated with an investment of the type described in this document. In particular:

Specific risks to Northbridge

The Company's objectives may not be fulfilled

The value of an investment in the Company is dependent upon the Company achieving the aims set out in this document. There can be no guarantee that the Company will achieve the level of success that the Board expects.

The Company's Markets and Customers

The Group will operate in niche markets and as such, the maintenance of its professional reputation and quality of its services is vital to the continued success of its businesses.

Contracts secured by Northbridge with much larger customers reflect the relative bargaining position of the Company. Accordingly some of the commercial contracts in the utilities sector may be subject to provisions which are onerous or significantly in favour of the customer, such as the right for the customer to terminate at short notice. There can be no assurance that Northbridge will be able to secure less onerous contract provisions or longer notice periods.

The Directors anticipate that the Group's operations will expand into new geographical areas. However the Group's ability to penetrate new geographical markets may be impeded if the Group's competitors have already become established in those markets. There is no assurance that the Group will be able to compete successfully with such existing or potential competitors.

Attraction and Retention of Key Employees

The Company's success will depend on its current and future executive management team. In common with similar sized companies, the Group has a small management team and, accordingly, the loss of any one member of the executive management team could have a materially adverse effect upon the Company's business and future. Whilst the Company has entered into service agreements with key personnel and has introduced appropriate incentive schemes, the retention of their services cannot be guaranteed.

Competitive Industry

The Group may continue to face competition from a range of global, national and regional competitors. Certain of the Group's competitors have greater financial and other resources relating to the provision of products and services than those of the Group. There is no assurance that the Group will be able to continue to compete successfully with existing or potential competitors or that such competitive factors may not have a material adverse effect on the Group's business, financial condition or results.

Requirement for further funds

Although the Board believes they will, the existing resources of the Company and the funds raised pursuant to the Open Offer may not be sufficient for the future working capital requirements of the Company or allow the Company to exploit new opportunities. It may therefore be necessary for the Company to raise further funds in the future.

Retention of nominated adviser

Rule 1 of the AIM Rules for Companies states that an AIM company must retain a nominated adviser at all times. If an AIM company ceases to have a nominated adviser, the London Stock Exchange will suspend trading in its AIM securities. If within one month of that suspension the AIM company has failed to appoint a replacement nominated adviser, the admission of its AIM securities will be cancelled.

The Company is currently in a process to appoint a new nominated adviser as a result of its existing nominated adviser having served notice of its resignation. The Directors are confident that a new appointment will be made and there will not be any period when the Company does not have a retained nominated adviser.

General risks for investors

Suitability of Offer Shares as an investment

The Offer Shares may not be a suitable investment for all recipients of this document. Before making a decision, investors are advised to consult an appropriate independent investment adviser authorised through FSMA who specialises in advising on investments of this nature. The value of Ordinary Shares can go down as well as up and investors may get back less than their original investment.

Dilution of ownership of Existing Ordinary Shares upon allotment of the Offer Shares

If Qualifying Shareholders do not respond to the Open Offer by 11.00 a.m. on 26 June 2009, the latest date for application and payment in full in respect of their entitlements, their proportionate ownership and voting interest in the Ordinary Shares will be reduced and the percentage that their Existing Ordinary Shares represents of the Enlarged Ordinary Share Capital will be reduced accordingly.

Market information and nature of Ordinary Shares

The market price of the Ordinary Shares may not reflect the underlying value of the Group's net assets. Potential investors should be aware that the value of shares can rise or fall and that there may not be proper information available for determining the market value of an investment in the Company at all times. An investment in a share which is traded on AIM, such as the Ordinary Shares, may be difficult to realise and carries a high degree of risk. The ability of an investor to sell Ordinary Shares will depend on there being a willing buyer for them at an acceptable price. Consequently, it might be difficult for an investor to realise his/her investment in the Company and he/she may lose all of his/her investment.

General

Whilst the Company is applying for Admission of the Offer Shares to trading on AIM, there can be no assurance that an active trading market for the Offer Shares will ensue, or that it will be maintained. AIM is a market for emerging or smaller growing companies and may not provide the liquidity normally associated with the Official List or other exchanges. The future success of AIM and liquidity in the market for the Offer Shares cannot be guaranteed. In particular, the market for the Offer Shares may be, or may become, relatively illiquid and therefore the Offer Shares may be or may become difficult to sell.

Share Price Volatility and Liquidity

The market price of the Ordinary Shares could be subject to significant fluctuations due to a change in investor sentiment regarding the Company or the industry in which the Company operates or in response to specific facts and events, including positive or negative variations in the Group's interim or full year operating results and business developments of the Group and/or competitors. The market price of the Existing Ordinary Shares may not reflect the underlying value of the Group and it is possible that the market price of the Ordinary Shares will trade at a discount to net asset value. Potential investors should be aware that the value of shares and the income from them can go down as well as up and that investment in a share which is traded on AIM might be less realisable and might carry a higher risk than a share quoted on the Official List.

PART III – DETAILS OF THE OPEN OFFER

1. Introduction

The Open Offer has been structured so as to allow Qualifying Shareholders the right to subscribe for Offer Shares at the Open Offer price pro rata to their existing holdings. Qualifying Shareholders may apply for less than their pro rata entitlement if they so wish. Qualifying Shareholders may in addition make applications for additional Offer Shares in excess of their basic pro rata entitlement under the Excess Application Facility. Once basic pro rata Open Offer Entitlements have been satisfied, the Company shall meet any excess applications in full or in part on a pro rata basis in proportion to the total number of additional Offer Shares applied for under the Excess Application Facility. To the extent that Offer Shares are not subscribed by existing Shareholders, Open Offer Entitlements will lapse.

2. Open Offer

The Company hereby invites Qualifying Shareholders to apply, on and subject to the terms and conditions set out herein and in the Application Form, and subject to the Articles of Association of the Company, for Offer Shares at a price of 110 pence per share, free from all expenses, payable in cash in full on application. The mid-market price for an Ordinary Share, as derived from the London Stock Exchange for 11 June 2009 (being the last practicable date before the publication of this document) was 133 pence. Subject to fulfilment of the conditions set out below and in the Application Form for Qualifying non-CREST Shareholders, Qualifying Shareholders are being given the opportunity to subscribe for the Offer Shares at the Offer Price payable in full on application and free of all expenses, pro rata to their existing shareholdings, on the basis of:

1 Offer Share for every 4 Existing Ordinary Shares

held at the Open Offer Record Date. Open Offer Entitlements of Qualifying Shareholders will be rounded down to the nearest whole number of Offer Shares. Fractional entitlements which would have otherwise arisen will not be issued.

In the Application Form Qualifying Shareholders may make applications for Offer Shares in excess of their basic pro rata Open Offer Entitlement. The entitlements of Qualifying CREST Shareholders are equal to the number of Open Offer Entitlements standing to the credit of their stock account in CREST. In addition Qualifying CREST Shareholders may make application for Offer Shares in excess of their basic pro rata entitlement up to the number of Offer Shares standing to the credit of their stock account in CREST under the Excess Application Facility. Any monies paid in excess of the amount due in respect of an application by a Qualifying non CREST Shareholder will be returned to the applicant (at the applicant's risk and without interest) within 14 days of 29 June 2009 by way of cheque. Any monies paid in excess of the amount due in respect of an application by a Qualifying CREST Shareholder will be returned to the applicant as soon as possible through CREST following the allocation of Offer Shares. The action to be taken in relation to the Open Offer depends on whether, at the time at which application and payment is made, you have an Application Form in respect of your entitlement under the Open Offer or have Open Offer Entitlements credited to your stock account in CREST in respect of such entitlement. The Offer Shares issued pursuant to the Open Offer will, when issued and fully paid, rank *pari passu* in all respects with and will carry the same voting and dividend rights as, the Existing Ordinary Shares.

Shareholders can apply for as few or as many Offer Shares as they wish but will only be guaranteed to receive up to their basic pro rata Open Offer Entitlement. Excess applications under the Excess Application Facility may be fulfilled entirely or may be scaled back depending on Shareholder demand as described in this document.

The Open Offer is conditional upon Admission. It is expected that Admission will occur and dealings in the Offer Shares will commence on 29 June 2009. If such conditions are not fulfilled on or before 8.00 a.m. on 29 June 2009 (or such later date, being not later than 8.00 a.m. on 13 July 2009, as the Company may decide) application monies for certificated shareholders are expected to be returned without interest by crossed cheque in favour of the applicant(s) (at the applicant's risk) by post as soon as practicable after that date and any Open Offer Entitlements admitted to CREST will be disabled. CREST holders will have their application monies returned through CREST, any interest earned on the application monies will be retained for the benefit of the Company. The Open Offer is not a rights issue. Qualifying Shareholders should note that the Application Form is not a negotiable document and cannot be traded. Qualifying Shareholders should also be aware that in the Open Offer, unlike in a rights issue, any Offer Shares not applied for will not be sold in the market or placed for the benefit of Qualifying Shareholders who do not apply under the Open Offer.

The Offer Shares will represent approximately 19.7 percent of the Enlarged Issued Share capital (assuming full take up of all Offer Shares). Further terms of the Open Offer are set out in this Part III and, where relevant, in the Application Form.

3. Procedure for Application

The action to be taken by you in respect of the Open Offer depends on whether at the relevant time you have an Application Form in respect of your entitlement under the Open Offer or you have Open Offer Entitlements credited to your CREST stock account in respect of such entitlement. CREST sponsored members should refer to their CREST sponsor, as only their CREST sponsor will be able to take the necessary action specified below to apply under the Open Offer in respect of the Open Offer Entitlements of such members held in CREST. CREST members who wish to apply under the Open Offer in respect of their Open Offer Entitlements in CREST should refer to the CREST Manual for further information on the CREST procedures referred to below.

If for any reason it becomes necessary to adjust the expected timetable as set out in this document, the Company will make an appropriate announcement to a Regulatory Information Service operated by the London Stock Exchange giving details of the revised dates.

Qualifying non-CREST Shareholders (Shareholders who hold share certificates)

(i) ***If you have an Application Form in respect of your basic entitlement under the Open Offer***

(a) *General*

Subject to the provisions set out in this Part III in relation to the Overseas Shareholders, Qualifying non-CREST Shareholders will have received an Application Form enclosed with this document. The Application Form shows the number of Existing Ordinary Shares registered in your name on the Open Offer Record Date. It also shows the number of Offer Shares for which you are entitled to apply under the Open Offer, (on an initial pro rata basis) as shown by the total number of Offer Shares allocated to you. You may apply for less than your initial pro rata entitlement should you wish to do so. You may also apply for more than your initial pro rata entitlement under the Excess Application Facility. You may also hold such an Application Form by virtue of a legitimate market claim. The instructions and other terms set out in the Application Form constitute part of the terms of the Open Offer.

(b) *Excess Application Facility*

Provided they choose to take up their basic pro rata Open Offer Entitlement in full, the Excess Application Facility enables Qualifying non-CREST Shareholders to apply for Offer Shares in excess of their basic pro rata Open Offer Entitlements up to a maximum number of the Open Offer Shares comprised in the Open Offer.

If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following the take up of basic pro rata Open Offer Entitlements such applications will be scaled back pro rata to the number of Open Offer Shares applied for by Qualifying Shareholders under the Excess Application Facility.

Should the Open Offer become unconditional and applications for Offer Shares by Qualifying Shareholders under the Open Offer exceed 1,889,499 Offer Shares resulting in a scale back of applications under the Excess Application Facility, each Qualifying non-CREST Shareholder who has made a valid claim under the Excess Application Facility and from whom payment in full for the excess Offer Shares has been received, will receive a refund equal to the number of Offer Shares validly applied for and paid for but which are not allocated to relevant Qualifying non-CREST Shareholders multiplied by the Offer Price. Monies will be returned as soon as reasonably practicable following the completion of the scale back without payment of interest and at the applicant's sole risk.

(c) *Market Claims*

Applications may only be made on the Application Form which is personal to the Qualifying Shareholders(s) named thereon and may not be assigned, transferred or split except in the circumstances described below. **The Application Form represents the right to apply for Offer Shares and is not a document of title and cannot be separately traded.** It is transferable only to satisfy legitimate market claims in relation to market purchases pursuant to the rules of the London Stock Exchange prior to the Existing Ordinary Shares being marked "ex" the entitlement to the Open Offer. Applications may be split or consolidated only to satisfy legitimate market claims up to 3.00 p.m. on 24 June 2009. Any Qualifying non-CREST Shareholder who has sold or transferred all or part of his holding of Existing Ordinary Shares prior to the date upon which the Existing Ordinary Shares were marked "ex" the entitlement to the Open Offer, should consult his stockbroker or other professional adviser as soon as possible since the invitation to acquire Offer Shares under the Open Offer may represent a benefit which can be claimed from him by the purchaser or transferee under the rules of the London Stock Exchange. Qualifying non-CREST Shareholders who have sold all or part of their registered holdings should, if the market claim is to be settled outside CREST, complete Box 10 on the Application Form and immediately send it to the purchaser or transferee or the bank, stockbroker or other agent through whom or by whom the sale or transfer was effected for transmission to the purchaser or transferee. The Application Form should not, however, subject to certain exceptions, be forwarded to or transmitted in or into the United States of America, Australia, Canada, Japan or the Republic of South Africa.

(d) *Application Procedures*

Qualifying non-CREST Shareholders wishing to apply for Offer Shares should complete the Application Form in accordance with the instructions printed thereon and post it in the accompanying reply paid envelope or return it, together with payment in full for the number of Offer Shares applied for, to Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, so as to arrive not later than 11.00 a.m. on 26 June 2009. After this time, applications will not be accepted. Should you need advice with regard to these procedures for acceptance, please contact Capita Registrars on 0871 664 0321 or, if calling from outside the UK on +44 208 639 3399. Calls to Capita Registrars 0871 664 0321 number are charged at 10 pence per minute (including VAT) plus any of your service provider's network extras. Calls to Capita Registrars +44 208 639 3399 number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. Capita Registrars cannot provide advice on the merits of the Open Offer nor give any financial, legal or tax advice.

If any Application Form is sent by first class post within the United Kingdom, Qualifying non-CREST Shareholders are recommended to allow at least four business days for delivery. The Company may elect in its absolute discretion to accept Application Forms and remittances received after 11.00 a.m. on 26 June 2009. The Company may also in its sole discretion elect to treat an Application Form as valid and binding on the person(s) by whom or on whose behalf it is lodged, even if it is not completed in accordance with the relevant instructions, or if it does not strictly comply with the terms and conditions of application. Applications will not be acknowledged nor will receipts be issued for amounts paid on application. The Company, also reserves the right (but shall not be obliged) to accept applications in respect of which remittances are received prior to 11.00 a.m. on 26 June 2009 from an authorised person (as defined in FSMA) specifying the number of Offer Shares concerned and undertaking to lodge the relevant Application Form in due course.

(e) *Payments*

Payments must be made by cheque or bankers' draft in pounds sterling drawn on a branch in the United Kingdom of a bank or building society and must bear the appropriate sort code in the top right hand corner. Cheques, which must be drawn on the personal account of the individual investor where they have sole or joint title to the funds, should be made payable to Capita Registrars Limited *re*: "Northbridge Industrial Services plc". Third party cheques will not be accepted with the exception of building society cheques or bankers' drafts where the building society or Bank has confirmed the name of the account holder by stamping or endorsing the building society cheque/bankers' draft to such effect. The account name should be the same as that shown on the application. Cheques or bankers' drafts will be presented for payment upon receipt. The Company reserves the right to instruct Capita Registrars to seek special clearance of cheques and bankers' drafts to allow the Company to obtain value for remittances at the earliest opportunity. No interest will be allowed on payments made before they are due and any interest earned on such payments will accrue for the benefit of the Company. It is a term of the Open Offer that cheques will be honoured on first presentation, and the Company may elect in its absolute discretion to treat as invalid, acceptances in respect of which cheques are not so honoured. If cheques

or bankers' drafts are presented for payment before the conditions of the Open Offer are fulfilled, the application monies will be kept in a separate bank account pending fulfilment of such conditions. If all the conditions of the Open Offer have not been fulfilled or (where appropriate) waived by 8.00 a.m. on 29 June 2009 (or such later date as the Company may, in its absolute discretion, elect, but in any event not later than 8.00 a.m. on 13 July 2009), the Open Offer will lapse and application monies will be returned to applicants (at the applicants' risk), without interest, by crossed cheque in favour of the applicant(s) within 14 days after that date.

(f) *Effect of Application*

All documents and remittances sent by post by or to an applicant (or as the applicant may direct) will be sent at the applicant's own risk. By completing and delivering an Application Form, you (as the applicant(s)):

- (i) agree that all applications, and contracts resulting there from, under the Open Offer shall be governed by, and construed in accordance with, the laws of England;
- (ii) confirm that in making the application you are not relying on any information or representation other than such as may be contained in this document and you accordingly agree that no person responsible solely or jointly for this document or any part thereof or involved in the preparation thereof shall have any liability for any such information or representation not contained in this document; and
- (iii) represent and warrant that if you have received some or all of your entitlements under the Open Offer from a person other than the Company, you are entitled to apply under the Open Offer in relation to such entitlements under the Open Offer by virtue of a legitimate market claim.

The instructions, notes and other terms set out in the Application Form, form part of the terms of the Open Offer.

If you do not wish to apply for any of the Offer Shares to which you are entitled under the Open Offer, you should not complete and return the Application Form.

If you are in doubt whether or not you should apply for any of the Offer Shares under the Open Offer, you should consult your independent financial adviser immediately. All enquiries in relation to the procedure for application for Qualifying non-CREST Shareholders under the Open Offer should be addressed to Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, telephone 0871 664 0321 or, if calling from outside the UK on +44 208 639 3399. Calls to the Capita Registrars 0871 664 0321 number are charged at 10 pence per minute (including VAT) plus any of your service provider's network extras. Calls to Capita Registrars +44 208 639 3399 number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. Capita Registrars cannot provide advice on the merits of the Proposal nor give any financial, legal or tax advice.

Qualifying CREST Shareholders (Shareholders who hold shares in CREST)

(ii) *If you have basic pro rata Open Offer Entitlements and Excess CREST Open Offer Entitlements credited to your stock account in CREST in respect of your entitlement under the Open Offer*

(a) *General*

The Directors have applied for the Offer Shares to be admitted to CREST with effect from Admission and Euroclear has agreed to such admission. Accordingly, settlement of transactions in the Offer Shares following Admission may take place within the CREST system if the relevant Shareholder so wishes. CREST is a voluntary system and holders of Ordinary Shares who wish to receive and retain share certificates will be able to do so. Persons subscribing for Offer Shares as part of the Open Offer may, however, elect to receive Ordinary Shares in uncertificated form if they are a “system member” (as defined in the Uncertificated Securities Regulations 2000). In general, the Ordinary Shares that are held in uncertificated form under CREST will be subject to the rules, regulations and procedures governing CREST and its system members as in effect from time to time. Ownership of an Ordinary Share held in uncertificated form under CREST may only be transferred in compliance with the procedures of CREST in effect from time to time. Subject to the provisions set out in the relevant paragraph dealing with Overseas Shareholders in this Part III, each Qualifying CREST Shareholder will receive a credit to his stock account in CREST of his Open Offer Entitlements equal to the number of Offer Shares for which he is entitled to apply under the Open Offer.

The CREST stock account to be credited will be an account under the participant ID and member account ID that apply to the Existing Ordinary Shares held on the Open Offer Record Date by the Qualifying CREST Shareholder in respect of which the basic pro rata Open Offer Entitlements and Excess CREST Open Offer Entitlements have been allocated. If for any reason the basic pro rata Open Offer Entitlements and/or Excess CREST Open Offer Entitlements cannot be admitted to CREST, or the stock accounts of Qualifying CREST Shareholders cannot be credited by close of business on 15 June 2009, or such later time as the Company may decide, an Application Form will be sent out to each Qualifying CREST Shareholder in substitution for the basic pro rata Open Offer Entitlements and Excess CREST Open Offer Entitlements credited to his stock account in CREST. In these circumstances the expected timetable as set out in this document will be adjusted as appropriate and the provisions of this document applicable to Qualifying non-CREST Shareholders with Application Forms will apply to Qualifying CREST Shareholders who receive Application Forms.

CREST members who wish to apply for some or all of their basic pro rata Open Offer Entitlements and Excess CREST Open Offer Entitlements should refer to the CREST Manual for further information on the CREST procedures referred to below. Should you need advice with regard to these procedures, please contact Capita Registrars on 0871 664 0321 or, if calling from outside the UK on +44 208 639 3399. Calls to Capita Registrars 0871 664 0321 number are charged at 10 pence per minute (including VAT) plus any of your service provider’s network extras. Calls to the Capita Registrars +44 208 639 3399 number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes.

Capita Registrars cannot provide advice on the merits of the Open Offer nor give any financial, legal or tax advice. If you are a CREST sponsored member you should consult your CREST sponsor if you wish to apply for Offer Shares as only your CREST sponsor will be able to take the necessary action to make this application in CREST.

(b) *Market claims*

The basic pro rata Open Offer Entitlements and Excess CREST Open Offer Entitlements will constitute a separate security for the purposes of CREST. Although basic pro rata Open Offer Entitlements and Excess Open Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of basic pro rata Open Offer Entitlements and Excess Open Offer Entitlements may only be made by the Qualifying CREST Shareholder originally entitled or by a person entitled by virtue of a legitimate market claim transaction. Transactions identified by the CREST Claims Processing Unit as “cum” the basic pro rata Open Offer Entitlement and Excess CREST Open Offer Entitlements will generate an appropriate market claim transaction and the relevant basic pro rata Open Offer Entitlement(s) and Excess Open Offer Entitlements will thereafter be transferred accordingly.

(c) *USE Instructions*

CREST members who wish to apply for Offer Shares in respect of all or some of their basic pro rata Open Offer Entitlements and Excess CREST Open Offer Entitlements in CREST must send (or, if they are CREST sponsored members, procure that their CREST sponsor sends) an Unmatched Stock Event (“USE”) instruction to Euroclear which, on its settlement, will have the following effect:

- (i) the crediting of a stock account of Capita Registrars under the participant ID and member account ID specified below, with a number of basic pro rata Open Offer Entitlements and Excess CREST Open Offer Entitlements corresponding to the number of Offer Shares applied for; and
- (ii) the creation of a CREST payment, in accordance with the CREST payment arrangements, in favour of the payment bank of Capita Registrars in respect of the amount specified in the USE instruction which must be the full amount payable on application for the number of Offer Shares referred to in paragraph (i) above.

(d) *Content of USE Instructions in respect of basic pro rata Open Offer Entitlements*

The USE instruction must be properly authenticated in accordance with Euroclear’s specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- (i) the number of basic pro rata Offer Shares for which application is being made (and hence the number of the Open Offer Entitlement(s) being delivered to Capita Registrars);
- (ii) the ISIN of the basic pro rata Open Offer Entitlement. This is GB00B555C087;
- (iii) the participant ID of the accepting CREST member;
- (iv) the member account ID of the accepting CREST member from which the basic pro rata Open Offer Entitlements are to be debited;

- (v) the participant ID of Capita Registrars, in its capacity as a CREST receiving agent. This is 7RA33;
- (vi) the member account ID of Capita Registrars, in its capacity as a CREST receiving agent. This is NORTHIS;
- (vii) the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Offer Shares referred to in paragraph (i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 26 June 2009; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 26 June 2009.

In order to assist prompt settlement of the USE instruction, CREST members (or their sponsors, where applicable) may consider adding the following non-mandatory fields to the USE instruction:

- (i) a contact name and telephone number (in the free format shared note field); and
- (ii) a priority of at least 80.

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE instruction may settle on 26 June 2009 in order to be valid is 11.00 a.m. on that day. In the event that the Open Offer does not become unconditional by 8.00 a.m. on 29 June 2009 or such later time and date as the Company may, in its absolute discretion, elect (being no later than 8.00 a.m. on 13 July 2009), the Open Offer will lapse, the basic pro rata Open Offer Entitlements admitted to CREST will be disabled and Capita Registrars will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as possible thereafter. The interest earned on such monies will be retained for the benefit of the Company.

(e) *Content of USE Instructions in respect of Excess CREST Open Offer Entitlements*

The USE instruction must be properly authenticated in accordance with Euroclear's specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- (i) the number of excess Offer Shares for which application is being made (and hence the number of the Excess CREST Open Offer Entitlement(s) being delivered to Capita Registrars);
- (ii) the ISIN of the Excess CREST Open Offer Entitlement. This is GB00B54X4G30;
- (iii) the participant ID of the accepting CREST member;
- (iv) the member account ID of the accepting CREST member from which the Excess CREST Open Offer Entitlements are to be debited;
- (v) the participant ID of Capita Registrars, in its capacity as a CREST receiving agent. This is 7RA33;

- (vi) the member account ID of Capita Registrars, in its capacity as a CREST receiving agent. This is NORTHEX;
- (vii) the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Offer Shares referred to in paragraph (i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 26 June 2009; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 26 June 2009.

In order to assist prompt settlement of the USE instruction, CREST members (or their sponsors, where applicable) may consider adding the following non-mandatory fields to the USE instruction:

- (i) a contact name and telephone number (in the free format shared note field); and
- (ii) a priority of at least 80.

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE instruction may settle on 26 June 2009 in order to be valid is 11.00 a.m. on that day. Please note that automated CREST generated claims and buyer protection will not be offered on the Excess CREST Open Offer Entitlements security.

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 29 June 2009 or such later time and date as the Company may, in its absolute discretion, elect (being no later than 8.00 a.m. on 13 July 2009), the Open Offer will lapse, the Excess Open Offer Entitlements admitted to CREST will be disabled and Capita Registrars will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as possible thereafter. The interest earned on such monies will be retained for the benefit of the Company.

(f) *Deposit of Open Offer Entitlements into and withdrawal from CREST*

A Qualifying non-CREST Shareholder's entitlement under the Open Offer as shown by the number of Open Offer Entitlements set out in his Application Form may be deposited into CREST (either into the account of the Qualifying non-CREST Shareholder named in the Application Form or into the name of a person entitled by virtue of a legitimate market claim). Similarly, Open Offer Entitlements held in CREST may be withdrawn from CREST so that the entitlement under the Open Offer is reflected in an Application Form. Normal CREST procedures (including timings) apply in relation to any such deposit or withdrawal, subject (in the case of a deposit into CREST) as set out in the Application Form.

A holder of an Application Form who is proposing to so deposit the Open Offer Entitlements set out in such form is recommended to ensure that the deposit procedures are implemented in sufficient time to enable the person holding or acquiring the Open Offer Entitlements following their deposit into CREST to take all necessary steps in connection with taking up the Open Offer Entitlements prior to 11.00 a.m. on 26 June 2009.

In particular, having regard to normal processing times in CREST and on the part of Capita Registrars, the recommended latest time for depositing an Application Form with the CREST Courier and Sorting Service, where the person entitled wishes to hold the Open Offer Entitlements under the Open Offer set out in such Application Form as Open Offer Entitlements in CREST, is 3.00 p.m. on 23 June 2009, and the recommended latest time for receipt by Euroclear of a dematerialised instruction requesting withdrawal of Open Offer Entitlements from CREST is 4.30 p.m. on 22 June 2009, in either case so as to enable the person acquiring or (as appropriate) holding the Open Offer Entitlements following the deposit or withdrawal (whether as shown in an Application Form or held in CREST) to take all necessary steps in connection with applying in respect of the Open Offer Entitlements prior to 11.00 a.m. on 26 June 2009. Delivery of an Application Form with the CREST Deposit Form duly completed whether in respect of a deposit into the account of the Qualifying non-CREST Shareholder named in the Application Form or into the name of another person, shall constitute a representation and warranty to the Company and Capita Registrars by the relevant CREST member(s) that it/they is/are not in breach of the provisions of the notes under the paragraph headed "Instructions for Depositing entitlements under the Open Offer into CREST" on page 3 of the Application Form, and a declaration to the Company and Capita Registrars from the relevant CREST member(s) that it/they is/are not citizen(s) or resident(s) of the United States, Australia, Canada, Japan or the Republic of South Africa and, where such deposit is made by a beneficiary of a market claim, a representation and warranty that the relevant CREST member(s) is/are entitled to apply under the Open Offer by virtue of a legitimate market claim.

(g) *Validity of Application*

A USE instruction complying with the requirements as to authentication and contents set out above which settles by no later than 11.00 a.m. on 26 June 2009 will constitute a valid application under the Open Offer.

(h) *CREST Procedures and Timings*

CREST members and (where applicable) their CREST sponsors should note that Euroclear does not make available special procedures in CREST for any particular corporate action. Normal system timings and limitations will therefore apply in relation to the input of a USE instruction and its settlement in connection with the Open Offer. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST sponsored member, to procure that his CREST sponsor takes) such action as shall be necessary to ensure that a valid application is made as stated above by 11.00 a.m. on 26 June 2009. In this connection CREST members and (where applicable) their CREST sponsors are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

(i) *Incorrect or Incomplete Applications*

If a USE instruction includes a CREST payment for an incorrect sum, the Company through Capita Registrars reserves the right:

- (i) to reject the application in full and refund the payment to the CREST member in question;

- (ii) in the case that an insufficient sum is paid, to treat the application as a valid application for such lesser whole number of Offer Shares as would be able to be applied for with that payment at the Issue Price, refunding any unutilised sum to the CREST member in question; or
- (iii) in the case that an excess sum is paid, to treat the application as a valid application for all the Offer Shares referred to in the USE instruction refunding any unutilised sum to the CREST member in question.

(j) *The Excess Application Facility*

Provided they choose to take up their Open Offer Entitlement in full, the Excess Application Facility enables Qualifying CREST Shareholders to apply for Offer Shares in excess of their basic pro rata Open Offer Entitlements up to a maximum number of the Open Offer Shares comprised in the Open Offer.

If applications under the Excess Application Facility are received for more than the total number of Offer Shares available following take up of basic pro rata Open Offer Entitlements, such applications will be scaled back pro rata to the number of Offer Shares applied for by Qualifying Shareholders under the Excess Application facility.

An Excess CREST Open Offer Entitlement may not be sold or otherwise transferred. Subject as provided in paragraph 6 of this Part III “Details of the Open Offer” in relation to certain Overseas Shareholders, the CREST accounts of Qualifying CREST Shareholders are being credited with an Excess CREST Open Offer Entitlement in order for any applications for excess Open Offer Shares to be settled through CREST. The credit of such Excess CREST Open Offer Entitlement does not in any way give you a right to the Open Offer Shares attributable to the Excess CREST Open Offer Entitlement as an Excess CREST Open Offer Entitlement is subject to scaling back in accordance with the terms of this document.

To apply for Excess CREST Open Offer Shares pursuant to the Open Offer, Qualifying CREST Shareholders should follow the instructions above and must not return a paper form and cheque.

Should a transaction be identified by the CREST Claims Processing Unit as “cum” the basic pro rata Open Offer Entitlement and the relevant basic pro rata Open Offer Entitlement(s) be transferred, the Excess CREST Open Offer Entitlements will not transfer with the Open Offer Entitlement(s) claim, but will be transferred as a separate claim. Should a qualifying CREST Shareholder cease to hold all of his Existing Ordinary Shares as a result of one or more bona fide market claims, the Excess CREST Open Offer Entitlement credited to CREST and allocated to the relevant qualifying Shareholder will be transferred to the purchaser. Please note that an additional USE Instruction must be sent in respect of any application under the Excess CREST Open Offer Entitlement.

Should the Open Offer become unconditional and applications for Offer Shares by Qualifying Shareholders under the Open Offer exceed 1,889,499 Offer Shares, resulting in a scale back of applications under the Excess Application Facility, each Qualifying CREST Shareholder who has made a valid application pursuant to his Excess CREST Open Offer Entitlement and from whom payment in full for the excess Offer Shares has been received, will receive a refund equal to the number of Offer Shares validly applied and paid for but which are not allocated to the relevant Qualifying CREST Shareholder multiplied by the Offer Price. Monies will be returned as soon as reasonably practicable following the completion of the scale back, without payment of interest and at the applicant’s sole risk.

Fractions of Offer Shares will not be issued under the Excess Application Facility and fractions of Offer Shares will be rounded down to the nearest whole number.

(k) *Effect of Valid Application*

A CREST member who makes or is treated as making a valid application in accordance with the above procedures will thereby:

- (i) pay the amount payable on application in accordance with the above procedures by means of a CREST payment in accordance with the CREST payment arrangements (it being acknowledged that the payment to Capita Registrars' payment bank in accordance with the CREST payment arrangements shall, to the extent of the payment, discharge in full the obligation of the CREST member to pay to the Company the amount payable on application);
- (ii) request that the Offer Shares to which he will become entitled be issued to him on the terms set out in this document and subject to the Memorandum and Articles of Association of the Company;
- (iii) agree that all applications and contracts resulting therefrom under the Open Offer shall be governed by, and construed in accordance with, the laws of England and Wales;
- (iv) represent and warrant that he is not applying on behalf of any Shareholder who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of the United States, Australia, Canada, Japan or Republic of South Africa and he is not applying with a view to reoffering, reselling, transferring or delivering any of the Offer Shares which are the subject of this application to, or for the benefit of, a Shareholder who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of the United States, Australia, Canada, Japan or the Republic of South Africa except where proof satisfactory to the Company has been provided to the Company and that he is able to accept the invitation by the Company of any requirement which it (in its absolute discretion) regards as unduly burdensome, nor acting on behalf of any such person on a non-discretionary basis nor (a) person(s) otherwise prevented by legal or regulatory restrictions from applying for Offer Shares under the Open Offer;
- (v) represent and warrant that he is not and nor is he applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in Section 93 (depository receipts) or Section 96 (clearance services) of the Finance Act 1986;
- (vi) confirm that in making such application he is not relying on any information in relation to the Company other than that contained in this document and agrees that no person responsible solely or jointly for this document or any part thereof or involved in the preparation thereof, shall have any liability for any such other information and further agree that having had the opportunity to read this document, he will be deemed to have had notice of all the information concerning the Company contained therein; and

- (vii) represent and warrant that he is the Qualifying CREST Shareholder originally entitled to the Open Offer Entitlements or that he has received such Open Offer Entitlements by virtue of a legitimate market claim.
- (1) *Company's discretion as to Rejection and Validity of Applications*

The Company may in its sole discretion:

- (i) treat as valid (and binding on the CREST member concerned) an application which does not comply in all respects with the requirements as to validity set out or referred to in this section entitled "Procedure for Application";
- (ii) accept an alternative properly authenticated dematerialised instruction from a CREST member or (where applicable) a CREST sponsor as constituting a valid application in substitution for or in addition to a USE instruction and subject to such further terms and conditions as the Company may determine;
- (iii) treat a properly authenticated dematerialised instruction (in this subparagraph the "first instruction") as not constituting a valid application if, at the time at which Capita Registrars receives a properly authenticated dematerialised instruction giving details of the first instruction or thereafter, either the Company or Capita Registrars have received actual notice from Euroclear of any of the matters specified in Regulation 5(5)(a) in relation to the first instruction. These matters include notice that any information contained in the first instruction was incorrect or notice of lack of authority to send the first instruction; and
- (iv) accept an alternative instruction or notification from a CREST member or CREST sponsored member or (where applicable) a CREST sponsor, or extend the time for settlement of a USE instruction or any alternative instruction or notification, in the event that, for reasons or due to circumstances outside the control of any CREST member or CREST sponsored member or (where applicable) CREST sponsor, the CREST member or CREST sponsored member is unable validly to apply for Offer Shares by means of the above procedures. In normal circumstances, this discretion is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST) or on the part of the facilities and/or systems operated by Capita Registrars in connection with CREST.

4. Money Laundering Regulations

It is a term of the Open Offer that, to ensure compliance with the Money Laundering Regulations 2007, the money laundering provisions of the Criminal Justice Act 1993, Part VIII of the Financial Services and Markets Act 2000 and the Proceeds of Crime Act 2002 (together with the provisions of the Money Laundering Sourcebook of the Financial Services Authority and the manual of guidance produced by the Joint Money Laundering Steering Group in relation to financial sector firms) (together, the "Regulations"), that Capita Registrars may, in its absolute discretion, require verification of your identity to the extent that you have not already provided the same. Pending the provision to Capita Registrars of evidence of your identity, definitive certificates in respect of Offer Shares may be retained at its absolute discretion. If within a reasonable time after a request for verification of identity Capita Registrars has not received evidence satisfactory to it, the Company may, in its absolute discretion, terminate your Open Offer participation in which event the monies payable on acceptance of the Open Offer participation will, if paid, be returned without interest and net of bank charges by cheque to the applicant(s). To comply with the money

laundering requirements, payment in respect of your Open Offer participation should be drawn from an account in your own name on a branch of a building society or bank in the United Kingdom and must bear the appropriate sort code in the top right hand corner.

Verification of identity will not usually be required if:

- (a) you are an organisation required to comply with the EU Money Laundering Directive (No. 91 308 EEC);
- (b) provided that you do not deliver your acceptance in person, if you make payment by way of a cheque drawn on an account in your name; or
- (c) the aggregate subscription price for the relevant Offer Shares is less than the sterling equivalent of €15,000 (being approximately £13,000).

If it is not practicable for you to draw from an account in your name and you use a cheque or banker's draft drawn on a building society or bank then:

- (i) you should write your name and address on the back of the cheque and record your date of birth against your name; and
- (ii) request the building society or bank to print or write on the back of the cheque the full name and account number of the person whose building society or bank account is being debited and add their stamp.

Qualifying non-CREST Shareholders who are also requested or required to submit with the Application Form documentary evidence of identity and address, should provide one certified copy document from each of the following lists (as appropriate):

Personal identity documents (UK resident individuals)

- current signed passport;
- Northern Ireland Voter's Card;
- current full UK driving licence;
- benefits book or original notification letter from the Benefits Agency confirming the right to benefit; or
- HM Revenue & Customs tax notifications, e.g. tax assessment, statement of account or notice of coding.

Evidence of address (UK resident individuals)

- recent utility bill or utility statement (mobile telephone bills are not acceptable);
- local authority tax bill (current year);
- current UK driving licence (if not used for evidence of name);
- benefits book or original notification letter from the Benefits Agency confirming the right to benefit (provided one or other has not been used as evidence of personal identity); or
- HM Revenue & Customs correspondence addressed to you at stated address (provided HM Revenue & customs notifications have not been used as evidence of personal identity).

If you are not a UK resident individual such proof of identity may include:

- a certified copy of an official identity card; or
- a certified copy of a driving licence; or
- a certified extract from a full passport (i.e. a copy of the front cover and pages showing photograph, personal details and signature, date and place of issue and serial number); and a certified copy of satisfactory evidence of an address (e.g. utility bill or bank statement).

If you are a corporation, please supply:

- a certified copy of your articles of association or statutes or published accounts or certificate of incorporation or trade register entry or certificate of trade; and
- the names and addresses of all directors and specimen signatures; and
- evidence of identity and address as stated above for each director.

All certified documents must be certified by a professional person such as a lawyer or attorney, notary or an official entity such as an embassy, consulate or high commission of the country of issue.

5. Taxation and Stamp Duty

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

6. Overseas Shareholders

In respect of persons not resident in the United Kingdom or who are citizens of countries other than the United Kingdom the Open Offer may be affected by the laws or regulatory requirements of jurisdictions outside the United Kingdom. It is the responsibility of each overseas shareholder to satisfy himself as to the full observance of the laws of any relevant jurisdiction in connection with the Open Offer. No person receiving a copy of this document and/or an Application Form in any territory other than the United Kingdom may treat the same as constituting an invitation or offer to him/her nor should he/she in any event use such Application Form unless in the relevant territory such an invitation could lawfully be made to him/her or such Application Form could be lawfully be used without compliance with any registration or other legal or regulatory requirements other than any which may have been fulfilled.

In particular, the Offer Shares have not been registered under the United States Securities Act of 1933 (as amended) or the relevant Canadian or Australian securities legislation and therefore the Offer Shares may not be offered, sold, transferred or delivered directly or indirectly in the United States of America, Canada, Australia, Japan or South Africa or their respective territories and possessions. No application form will be accepted from, any Shareholder who is unable to give the warranty set out in the Application Form or who the Company or its agent has reason to believe is ineligible to apply.

It is the responsibility of any person receiving a copy of this document or an Application Form and wishing to make an application to subscribe for Offer Shares to satisfy himself/herself as to the full observance of the laws and regulatory requirements of any relevant territory, including the obtaining of all necessary governmental or other consents which may be required or observing any other formalities needing to be observed in such territory and the payment of any taxes due in such jurisdiction.

The Company and its agent reserves the right to treat as invalid any application, or purported application, to subscribe for Offer Shares pursuant to the Open Offer which appears to the Company or its agent to have been executed, effected or despatched in a manner which may involve a breach of the securities legislation of any jurisdiction or which does not include the warranties set out in the Application Form. Completion of an Application Form shall constitute a warranty that the Shareholder is eligible to apply.

7. Settlement and Dealings

Application will be made to the London Stock Exchange for the Offer Shares to be admitted to trading on AIM. It is expected that the Offer Shares will be admitted to trading on AIM and that dealings will commence on 29 June 2009. None of the Ordinary Shares are being made available to the public except under the terms of the Open Offer. For Qualifying non-CREST Shareholders, definitive share certificates for the Offer Shares are expected to be dispatched by first class post by 10 July 2009. For Qualifying CREST Shareholders, it is expected that the relevant account will be credited on the day of Admission.

Notwithstanding any other provision of this document, the Company reserves the right to issue any Offer Shares in certificated form. This right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST) or on the part of the facilities and/or systems operated by the Company's registrars in connection with CREST. No temporary documents of title will be issued and pending despatch of the definitive share certificates, transfers of the Offer Shares will be certified against the register. All documents and remittances sent by or to an applicant (or his/her agent, as appropriate) will be sent through the post at the risk of the person entitled thereto.

8. Governing Law

The terms and conditions of the Open Offer as set out in this Part III and the Application Form shall be governed by, and construed in accordance with English Law. The Courts of England and Wales are to have exclusive jurisdiction to settle any dispute which may arise out of or connection with the Open Offer, this document and the Application Form.

By taking up their entitlements under the Open Offer in accordance with the instructions set out in this document and the Application Form, Qualifying Shareholders irrevocably submit to the jurisdiction of the Court of England and Wales and waive any objection to proceedings in any such Court on the grounds of venue or on the ground that proceedings have been brought to an inconvenient forum.

PART IV – ADDITIONAL INFORMATION

1. Share Capital

The authorised and issued share capital of the Company (i) as at the date of this document and (ii) as it is expected to be after Admission (assuming maximum take up under the Open Offer) is set out below:

	Authorised			Issued and fully paid	
	£	Number		£	Number
(i)	3,000,000	30,000,000	Ordinary Shares	771,015	7,710,149
(ii)	3,000,000	30,000,000	Ordinary Shares	959,965	9,599,648

At the date of the this document the Company held 152,150 Ordinary Shares in Treasury. These are included in the number of issued and fully paid Ordinary Shares above.

2. Directors' interests

2.1 The interests (all of which are beneficial unless stated otherwise) of the Directors and of persons connected with them (within the meaning of Section 252 of the 2006 Act) in the issued share capital of the Company and the existence of which is known to, or could with reasonable due diligence be ascertained by, any Director as (i) at the date of this document and (ii) as they are expected to be upon completion of the Open Offer are as follows:

Name	(i) At the date of this document		(ii) On Admission	
	Number of Ordinary Shares	Percentage of Existing Shares	Number of Ordinary Shares	Percentage of Enlarged Issued Share Capital ¹
P Harris	420,000	5.56	525,000	5.56
E Hook	213,000	2.82	266,250	2.82
A Mehta	20,118	0.27	25,147	0.27
J Gould	198,000	2.62	236,000	2.50
M Dodson	225,000	2.98	281,250	2.98
D Marshall	–	–	–	–

¹ taking account of irrevocable undertakings received and assuming maximum take up under the Open Offer

Mr D Marshall is a director of Western Selection PLC, a substantial shareholder in the Company, which held 1,500,000 Ordinary Shares at the date of this document. Western Selection PLC has irrevocably undertaken to subscribe for its full entitlement of Offer Shares and to apply for a maximum of a further 363,637 Offer Shares under the Excess Application Facility.

3. Material Contracts

The following contracts not being contracts entered into in the ordinary course of business, have been entered into by the Company and/or its subsidiaries during the two years preceding the date of this document and are or may be material:

- 3.1 In March 2007, Northbridge acquired the trade and assets of Loadbank Hire Services for a total of £909,000. The acquisition gave the Group better access to customers and markets in the South-East of England as well additional equipment, staff and premises.
- 3.2 In 2007, the Company incorporated a subsidiary, Northbridge (Middle East) FZE, in the Jebel Ali Free Zone of Dubai to focus on supplying equipment to the oil and gas industries in the Middle East and the Caspian Sea. New premises were acquired in June 2008.

- 3.3 In June 2008, the Company completed the final stage of its acquisition of RDS (Technical) Limited by acquiring the remaining 49 percent of the shares. The original 51 percent controlling stake was acquired in September 2007 for £0.7 million and the Company had the option to purchase the remaining shares for a price based on the audited pre-tax profits. The price was subject to a maximum consideration of £1.8 million for 100 percent of RDS (Technical) Limited which would be paid if the profits in the year to 31 March 2008 reached £328,000 or above. The profits of RDS (Technical) Limited in the year to 31 March 2008 reached £425,000 and therefore the maximum further consideration of £1.1 million was paid.
- 3.4 In April 2009, RDS (Technical) Limited, a wholly owned subsidiary of the Company, was awarded a rental contract by the Jabal Salab Company (Yemen) Limited to supply generators, transformers and associated equipment (together with a maintenance agreement) to the Jabali Zinc Project in Yemen. The value of the minimum service period is \$2.9 million.
- 3.5 In April 2009, the Company acquired 66.67 percent of Tyne Technical Equipment Rental Services LLC (“TTERS”) which is a Dubai registered Company whose principal business is the rental of generators and the sale of associated services to the infrastructure and the oil and gas industries in the United Arab Emirates. The shares of TTERS were acquired by RDS (Technical) Limited a wholly owned subsidiary of Northbridge (Middle East) FZE. The total consideration payable was £170,000 which was satisfied by £62,000 in cash and the issue of 80,000 new Ordinary Shares at a price of 135p per Ordinary Share. In addition the Company has the option to acquire the remaining 33.33 percent of the interest in TTERS on 13 April 2011 for a price based on a multiple of net profits in the preceding 12 months, subject to a maximum cap of £680,000.
- 3.6 Western Selection PLC has entered into an irrevocable undertaking dated 11 June 2009 to subscribe for its entire basic pro-rata Open Offer Entitlements amounting to 375,000 Offer Shares. In addition it has irrevocably undertaken to subscribe for up to 363,637 Offer Shares under the Excess Application Facility if other Qualifying Shareholders (other than those who have given Irrevocable Undertakings) do not subscribe for their Open Offer Entitlements (for which it will receive a fee amounting to £14,000).

4. Litigation

The Group is not involved in any governmental, legal or arbitration proceedings which are having, may have or have had, in the previous twelve months, a significant effect on its financial position and, so far as the Directors are aware, there are no such proceedings pending or threatened against the Group.

5. Working capital

The Directors believe, having made due and careful enquiry, that the working capital available to the Company from the time of Admission, taking account of the proceeds of the Open Offer, will be sufficient for its present requirements, that is for at least twelve months from the date of Admission.

6. General

- 6.1 The total cost and expenses payable by the Group in connection with the Open Offer (including professional fees, commissions, the cost of printing and the fees payable to the registrars) are estimated to amount to approximately £58,500 (excluding VAT).
- 6.2 Save as disclosed in this document and save as announced through the London Stock Exchange there has been no significant adverse change in the financial or trading position of the Group since 31 December 2008, the date to which the most recent audited annual accounts have been drawn up.

7. Consent

Cattaneo LLP, the Company's financial adviser, of One Victoria Square, Birmingham B1 1BD, has given and not withdrawn its consent to the use of its name in this document in the form and context in which it appears.

8. Availability of document

This document will be available for a period of twelve months from the date of this document on the Company's website www.northbridgegroup.co.uk free of charge in accordance with the requirements of Rule 26 of the AIM Rules.

Dated 12 June 2009

