

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action to be taken, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000, as amended.

Your attention is drawn to the risk factors set out in Part II of this Document.

If you have sold or transferred all of your holding of Northamber Plc, please send this Document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold a portion of your holding of Northamber Plc, you should retain this Document.

The Directors, whose names appear on page 5, accept responsibility for all the information contained in this Document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Beaumont Cornish Limited, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for Northamber Plc and for no one else in connection with the Disposal and will not be responsible to anyone other than Northamber Plc for providing the protections afforded to clients of Beaumont Cornish Limited or for providing advice in relation to the Acquisition.

Northamber Plc
(Registered in England & Wales No. 01499584)
Ratification of Acquisition of freehold property
and
Notice of General Meeting

This Document should be read as a whole. Your attention is drawn to the letter from the Chairman which is set out in Part I of this Document and which recommends that you vote in favour of the Resolution to be proposed at the General Meeting referred to below.

Notice convening a General Meeting of Northamber Plc to be held at Namber House, 23 Davis Road, Chessington, Surrey, KT9 1HS at 11.00am on 18 July 2012 is set out at the end of this Document. To be valid, the Form of Proxy enclosed with this Document for use in relation to the General Meeting must be completed, signed and returned in accordance with the instructions set out thereon and returned as soon as possible to the Registrars, but in any event so as to arrive not later than 11.00am on 16 July 2012. The return of the Form of Proxy will not preclude a Shareholder from attending and voting at the General Meeting in person should he subsequently decide to do so.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of Forms of Proxy	11.00am on 16 July 2012
General Meeting	11.00am on 18 July 2012

OVERSEAS SHAREHOLDERS

The distribution of this Document into jurisdictions other than the United Kingdom may be restricted by law. Accordingly, neither this Document nor any advertisement or any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession these documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdictions. In particular, subject to certain exceptions, this Document should not be distributed, forwarded or transmitted to, or into, any jurisdiction where the extension or availability of the matters set out herein would breach any applicable law.

DEFINITIONS

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

the “Acquisition”	the acquisition of the Property;
The “Acquisition Agreement”	the agreement relating to the Acquisition;
“the Act”	the Companies Act 2006;
“Beaumont Cornish”	Beaumont Cornish Limited, a firm authorised and regulated under the FSMA and approved by the UKLA to act as a Sponsor to this circular in accordance with the Listing Rules;
“Board” or “Directors”	the directors of the Company, as at the date of this Document, whose names are set out on page 5 of this Document;
“Brokers”	the Company’s Brokers, Fox Davies Capital Limited, authorised and regulated by the FSA;
this “Document”	this Document, constituting a Shareholder Circular;
“Enlarged Group”	the Group as enlarged by the Acquisition;
“Form of Proxy”	the form of proxy enclosed with this Circular for use by Shareholders in connection with the General Meeting;
“FSMA”	the Financial Services and Markets Act 2000 and all regulations promulgated thereunder, as amended from time to time;
“General Meeting”	the General Meeting to be held at 11.00am at Namber House, 23 Davis Road, Chessington, Surrey, KT9 1HS on 18 July 2012; Notice of which is set out on page 23 of this Document, or any adjournment of that meeting;
“Group”	the Company and its subsidiaries;
“Calton & Co”	Calton & Co Chartered Surveyors, an independent firm of chartered surveyors;
“Listing Rules”	the listing rules made by the Financial Services Authority in exercise of its functions as competent authority pursuant to Part VI of FSMA;
“LR10”	Listing Rule 10, as set out in the Listing Rules, as amended and principally concerned with Significant Transactions: Premium Listing;
“Northamber” or the “Company”	Northamber Plc
“Ordinary Shares”	ordinary shares of 1 penny each in the capital of the Company;
“the Property”	the freehold property, being Unit D300 Brooklands

Industrial Estate, Weybridge, Surrey KT13 0YX

“Registrars”	Computershare Investor Services PLC, the Company’s registrars;
“Resolution”	the resolution to be proposed at the General Meeting to ratify the Acquisition;
“Seller”	the seller of the Property being IPT Property Holdings Limited
“Shareholder”	a holder of Ordinary Shares;
“£”	refers to the lawful currency of the UK;
“UK”	the United Kingdom of Great Britain and Northern Ireland;
“UKLA”	the United Kingdom Listing Authority, being the Financial Services in exercise of its functions as competent authority pursuant to Part VI of FSMA.

PART I

LETTER FROM THE CHAIRMAN OF NORTHAMBER PLC

Northamber PLC

(Incorporated and registered in England under the Companies (Consolidation) Act 1908
(as amended) with registered number 01499584)

Directors:
David Michael Phillips
John Phelim Henry
Alexander Gordon Kelso Hamilton
Reginald Frank Heath

Registered office:
23 Davis Road
Chessington
Surrey
KT9 1HS

21 June 2012

Dear Shareholder,

Ratification of Acquisition of freehold property Notice of General Meeting

Introduction

Northamber announced on 20 April 2012, that it had, on 5 April 2012, entered into a contract to purchase the freehold of Unit D300 Brooklands Industrial Estate, Weybridge, Surrey, KT13 0YX (the "Property") from IPT Property Holdings Limited for the sum of £6,350,000 plus costs. The Property has been used by the Company principally as the warehouse for its operations with offices incorporated.

Due to the size of the consideration payable in respect of the purchase of the Property, the Acquisition represents, under the UKLA Listing Rules, a Class 1 Transaction for the Company.

However, as a result of the Company needing to address certain commercial pressures, the Directors concluded it was necessary to enter into a binding agreement to secure the purchase of the Property in short order and they therefore apologise to Northamber shareholders for being unable to seek their approval in advance of the transaction. To have requested the time necessary for a General Meeting would have been incompatible with being able to successfully conclude the competitive negotiations. As will be appreciated from the above statement, whilst time was critical in completing the Acquisition, the Company acknowledges that compliance with LR10 is not voluntary for a premium listed issuer such as Northamber and the commercial pressures of the Acquisition or the Director's commercial judgement were no excuse for non-compliance. The Company did not therefore comply with its obligations under the Listing Rules to seek prior Shareholder approval.

The purpose of this Document is to give you details of the Acquisition and to ask you to vote in favour of the Resolution to ratify the Acquisition to be proposed at the General Meeting, notice of which is set out at the end of this Document. The Company is therefore voluntarily asking Shareholders to vote on the Resolution so that they can object to the Acquisition should they choose. Please note that the Resolution will be an ordinary resolution requiring a vote of more than 50% of those voting in person or by proxy in favour of the Resolution. Please note that the FSA (acting in its capacity as the UKLA) has, amongst other things, responsibility for monitoring and enforcing compliance with the Listing Rules. In this capacity, the FSA can investigate potential breaches of the Listing Rules and has at its disposal a wide variety of sanctions which it

can impose in respect of any such breaches. These sanctions include the public censure of an issuer (and/or any person who was at the material time a director of the issuer and was knowingly concerned in the contravention), the imposition of a fine on the issuer (and/or a director knowingly concerned in the breach) and the suspension or cancellation of the issuer's securities from listing. Please also note that the passing of the Resolution will not remedy the breach of the Listing Rules nor limit the FSA's ability to take any action against the Company.

The Company has agreed with its Brokers, a new set of appropriate systems, procedures and controls are in place to ensure that it does not breach the Listing Rules in future.

Background and reasons for the Acquisition

The Company's existing lease over the Property currently had two years five months remaining and the freehold purchase has been a long term objective of the Company. In the few weeks prior to the purchase, the then current owner initiated the sale of the Property, enabled by the appearance of a developer who wished quickly to contract to purchase and re-develop the site. Northamber, with its substantial cash resources, was in a position to negotiate with the freeholder on the basis of a very swift cash transaction and thus secure the purchase for the Group.

A 10% deposit was paid on exchange on 5 April 2012, and the balance was paid on completion on 23 April 2012. The total consideration was paid in cash from the Company's own resources.

Prior to entering into the contract to purchase, the Company obtained a market value on the Property from an independent valuer who valued the Property at £6,300,000 and this is set out in Part III of this Document.

The Property comprises a site of over 5 acres with open boundaries on three sides and located within the original Brooklands race circuit. It has one principal warehouse structure and ancillary offices. The building has a gross square footage of approximately 77,600 sq ft.

The Property has been occupied by Group since December 1999 when it took assignment of the original 35 year lease. That lease would have expired on 28 September 2014. Before the Company occupied the Property, it had substantially rebuilt and modified it to remove the previous asbestos and damaged cladding and enhanced the logistic facilities to enable its operations to be carried out effectively and efficiently.

Prior to purchase, the rent was £601,000 per annum, payable quarterly on the normal quarter days. Following completion of the purchase of this site, these ongoing rental costs will no longer be incurred by the Company.

The purchase of the Property has enabled the Company to:-

- a. Secure the tenure of the Property for its warehousing operations and avoiding the need for relocating its business elsewhere;
- b. Cease paying a rent it was formerly paying for the use of the Property;
- c. Utilise some of the Company's cash resources to provide a better return on its funds;
- d. Provide a conversion of some current assets into tangible and value retaining fixed assets; and
- e. Potentially provide further operational consolidation opportunities for the Company's more economical use of its resources in the future.

In the opinion of the Directors, the undertaking to purchase the Property was a sound commercial and financial decision for the benefit of the Company, its staff and its shareholders.

Financial effects of the Acquisition

As a result of the Acquisition, the cash balances of the Group, which as at 31 December 2011, being the date at which the last unaudited interim balance sheet was published, were £13,213,000 will be reduced by the aggregate of the purchase consideration and costs of £6,680,717. A similar amount will be added to fixed assets and the proportion relating to the building depreciated in accordance with the Group's accounting policies.

The effect on income will be to eliminate the annual rent of £601,000. Profit/(loss) on ordinary activities before taxation will benefit by a similar amount and it is estimated that the net post-tax benefit to equity holders will be £480,000.

General Meeting

A notice of general meeting is set out at the end of this Document convening a General Meeting of the Company to be held at Namber House, 23 Davis Road, Chessington, Surrey, KT9 1HS at 11.00am on 18 July 2012.

At the General Meeting, the Resolution to ratify the Acquisition will be proposed. The Resolution is set out in full at the end of this document in the Notice of General Meeting.

Should Shareholder's fail to approve the Resolution then the Company will liaise with Shareholders to consider the sale of the Property.

Action to be taken

If you are a Shareholder, you will find enclosed with this Document a Form of Proxy for your use at the General Meeting. **Whether or not you intend to be present at the General Meeting, you are asked to complete, sign and return the Form of Proxy to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible but, in any event, no later than 11.00am on 16 July 2012.** The completion and return of a Form of Proxy will not preclude you from attending the General Meeting and voting in person should you wish to do so. Accordingly, whether or not you intend to attend the General Meeting in person, you are urged to complete and return the Form of Proxy as soon as possible.

Further Information

Your attention is drawn to the additional information set out in Parts II to V of this Document. You are advised to read the whole Document and not merely rely on the key or summarised information in this letter.

Recommendation

The Board believes that the ratification of the Acquisition, contained in the Resolution, is in the best interests of the Company and its Shareholders as a whole.

The Board unanimously recommends that Shareholders vote in favour of the Resolution as all Directors have irrevocably agreed to do in respect of their own shareholdings amounting in aggregate to 17,313,295 Ordinary Shares representing approximately 61.48 per cent. of the Company's current issued share capital. As the Resolution is an Ordinary Resolution requiring at least 50% of Shareholders vote in favour the Directors expect the Resolution to be passed; in the unlikely event that it is not the Directors would liaise with Shareholders to consider the sale of the Property.

Yours faithfully,

David Phillips
Chairman

PART II

RISK FACTORS

The Company's business, financial state and/or performance could be materially and adversely affected by any of the risks described below. Shareholders should carefully consider these factors together with all other information contained in this Document prior to voting on the Acquisition.

The Directors consider the following risks to be the significant risks for Shareholders to consider and all the material risks known at the present time. The risks relate to the Acquisition itself, the Company (post Acquisition), and the Property and are not set out in order of priority.

SECTION A: RISKS RELATED TO THE ACQUISITION

The Acquisition has been completed and therefore there are no risks related to the Acquisition itself.

SECTION B: RISKS ASSOCIATED WITH THE COMPANY (POST ACQUISITION)

Financial Risk Management

The Company uses various financial instruments, including cash, equity, trade receivables and trade payables in the course of its operations. The use of these instruments give rise to risks associated with exchange rate risk, liquidity risk, interest rate risk and credit risk.

Exchange Rate Risk

The Company purchases some of its products in foreign currency. Where required for supplier payments, foreign currency purchases are subject to close management supervision. There is a risk that currency movements could have an impact on Group profitability although this is minimised by aligning the purchase of currencies required to pay suppliers at advantageous rates wherever possible.

Liquidity Risk

The Company seeks to manage financial risk of liquidity by ensuring it has sufficient cash resources available to meet foreseeable needs at all times through cashflow forecasting. However, should the Company be limited in its cash resources then this could have a material impact on profitability.

Interest Rate Risk

The Company's exposure to interest rate risk is principally with its cash asset. Current interest rates are extremely low and, as such, are not delivering a good return and hence reducing Group profitability.

Credit Risk

The Company's principal financial assets are cash and trade receivables. The principal credit risk relates to the Group's trading receivables and hence, should customers default on these trade receivables the Group may have to recognise these as bad debts, write the cost off through the Income Statement and hence these could have an adverse effect on Group profits. The Group monitors its trade receivables to ensure that as far as possible 'bad debts' do not arise and where any potential 'bad debts' are identified suitable measures are taken to minimise any potential impact.

Business Model

The model depends in part on working closely with the major brand names in the industry as it is often the products from these vendors which form the core of the business, and in part on the development of new vendors particularly for the innovative products which are integral to the IT industry. A deterioration in the Company's relationship with one or more of these major suppliers, or the failure to develop new vendors, could have a short term impact (likely to be between 3 and 6 months) whereby the Group's range of products and hence sales would be reduced but such an event would lead to the Group seeking alternative suppliers in the industry of which there are many.

Marketing Risk

The Company is subject to both general market conditions and particularly to those affecting its own particular industry. The Company is a distributor of other businesses' products and is therefore dependent on the suppliers of such products to continue to provide products which are required by the customers of the Company, at prices which are acceptable to those customers. Should market conditions deteriorate this may have an adverse effect on the Company's revenues, profitability and prospects.

Competitive Pressure

The competitive pressure in the sector is a continuing risk for the company, which could result in it losing sales to its key competitors.

SECTION C: RISKS ASSOCIATED WITH THE PROPERTY

The Property, which provides the Group's warehouse and offices, could be destroyed or made inoperable – which even with insurance and the Group's contingency plans could result in business disruption and additional costs.

There is also a risk that the value of the Property may change, necessitating an adjustment to the carrying value in the accounts. Should this result in impairment charge the Company would be required to put this charge through the Income Statement which would lower Group profitability.

There is a risk that the Property may at some future date require substantial remedial work beyond normal maintenance, for reasons presently unknown, or meet future legislative requirements. This would have to be paid for and hence be an additional cost for the Company, affecting Group profitability and possibly also affecting the valuation of the Property.

PART III
PROPERTY VALUATION REPORT

The Directors
Northamber Plc
Namber House
23 Davis Road
Chessington
Surrey
KT9 1HS

The Directors
Beaumont Cornish Limited
2nd Floor, Bowman House
29 Wilson Street
London
EC2M 2SJ

21 June 2012

Dear Sirs,

UNIT D300 BROOKLANDS INDUSTRIAL ESTATE, WEYBRIDGE, SURREY – WAREHOUSE BUILDING

1.0 INSTRUCTIONS

Further to your instructions we write to provide you with our opinion of the value of Unit D300 Brooklands Industrial Estate, Weybridge, Surrey, which we inspected on 3 April 2012. The effective date of this Valuation is 20 April 2012 and there has been no material change to the valuation since this effective date. Although strictly not in compliance with the RICS Guidelines, we consider this valuation method to be appropriate in this circumstance.

The report is prepared where appropriate in accordance with the Royal Institution of Chartered Surveyors *Valuation Standards* [7th Edition] (The Red Book).

I can confirm that a conflict of interest check has been undertaken and that we have not identified any relevant conflicts that would prohibit us undertaking the valuation. For the sake of clarity I can confirm that I have no personal interest in the subject property or in my client's company.

2.0 LOCATION & DESCRIPTION

The subject premises were originally constructed in 1979 and provide a self-contained, stand, alone warehouse with ground and first floor offices extending to approximately five acres (not measured). The property was initially occupied by Scottish & Newcastle plc as a beer distribution centre and in 1999 the lease was assigned to Northamber plc. Northamber immediately instigated a substantial upgrade of the property including the removal of asbestos sheeting, the recladding of the entire property and the modernisation of the offices. The property has exceptionally low site coverage in the region of 35%.

The subject property would be capable of subdivision by separating the rear warehouse and installing additional loading doors. The original construction was in fact as two adjoining buildings and therefore structurally this was in fact how it was designed.

The building is of steel portal frame construction and has reinforced flooring with a loading of 50 KN/m sq. There are roof mounted fluorescent lights and roof hung gas fired space heaters. There were originally eight grade level entry doors with roller shutters although these have been upgraded and mechanised by Northamber.

The site is located between Avro Way and Vicar's Drive South on Brooklands Industrial Estate. The A3 is approximately three miles to the South-East providing access to London and the wider motorway network by Junction 10 of the M25. Junction 11 of the M25 is approximately four miles to the West by road through Byfleet.

The estate itself comprises a number of substantial warehouse buildings of varying ages and sizes and although there is some availability at present there is a general lack of available industrial land in this sector of the M25 and future occupational demand and or redevelopment opportunities are considered to be positive.

3.0 ACCOMMODATION

The accommodation is spread over the ground and first floors and comprises the following:

Ground floor

Warehouse	58,303 ft ²	(5,416.48 m ²)
Plant Rooms	5,582 ft ²	(518.58 m ²)
Ground Floor Offices	6,860 ft ²	(637.31 m ²)

First floor

Office	6,860 ft ²	(637.31 m ²)
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Total Base GIA	77,605 ft²	(7,209.68 m²)
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Mezzanine	1,322 ft ²	(122.81 m ²)
Canopy	5,622 ft ²	(522.28 m ²)
Vehicle Workshop	2,807 ft ²	(260.75 m ²)

These measurements have been undertaken in accordance with the Royal Institution of Chartered Surveyors Code of Measuring Practice. The 'Total Base GIA' relates to the original buildings on the site prior to tenant improvements with the additional detailed areas being tenant improvements.

4.0 CONSTRUCTION & CONDITION

The building is of steel portal frame construction with profiled metal sheeting. There are eight mechanised door entry positions and two floors of offices to the side providing functional centrally heated accommodation. The warehouse has a reinforced floor with a loading of 50 KN/m sq.

The buildings were substantially upgraded by the tenant in 2000 which essentially provided for the of all the building fabric.

The building is in a good state of repair and it is apparent that the current tenant has invested in fitting it out to a good standard and has subsequently maintained thereafter.

We were not instructed to undertake a building survey, test any services, carry out health, safety, energy-performance or disabled-access audits; nor have you provided us with any reports, certificates or information packs in these respects.

If load bearing walls were altered we are unable to say if adequate support was provided. Our report assumes that a building survey would confirm our general assessment of condition and that no sub-standard, deleterious or asbestos based materials are present in the construction, or the services.

5.0 SERVICES & AMENITIES

For report purposes mains and drainage services are assumed to be laid on and in working order. No tests were made. Our report assumes equipment is fully operational.

Statutory regulations require buildings accessible to the public to be accessible and user-friendly for disabled people. The width of the entrance doorway (to allow entry by disabled persons) appears to satisfy requirements although we cannot confirm this. We have not undertaken an audit and therefore cannot comment on the extent of any works required.

Since the abolition of Fire Certificates, all properties have to be assessed for fire risk. Statutory regulations require appropriate precautions to keep risks to a reasonable minimum. A fire-risk assessment is necessary to ascertain whether the property has adequate means of escape and other usual fire precautions. The property however has a fire alarm and emergency lighting which we assume is regularly maintained.

6.0 ENVIRONMENTAL ISSUES

You have not instructed us to include an environmental report. In the absence of such information we assume that no problems exist.

This is a densely built-up area where there could be high voltage electricity equipment, telecommunication aerials or dishes nearby. Possible effects of electromagnetic and microwave fields have been subject of media coverage and possible health-risks. Public perception may, therefore, affect marketability and future value of the property. Advice could be sought from the Health Protection Agency (www.hpa.org.uk), or other specialists if you need assurance.

7.0 TENURE & TENANCIES

The property was originally let to Scottish & Newcastle plc in 1979 for a term of 35 years expiring in September 2014. The lease was assigned to Northamber plc in December 1999 and they remain in full occupation of the buildings. The lease comes to an end in approximately two years and five months.

The current rent passing is £601,000 (six hundred and one thousand pounds) which was agreed at the rent review effective 29 September 2009.

There are no sub-lettings in place.

8.0 NON DOMESTIC RATES

The rateable value of the property is £475,000 and the local authority is Elmbridge Borough Council applicable rate poundage for the year 2012 / 2013 is 0.458 and the actual rates payable for the twelve period commencing 01 April 2012 is £217,550.

9.0 PLANNING & ASSESSMENT

The local planning authority is Elmbridge Borough Council. We have undertaken a personal search of the planning records and can advise as follows.

Various planning applications have been lodged although there is nothing of any substance since the original property was built in the late 1970's.

From our investigations of the planning records and discussion with the planners the estate and this site are considered as Strategic Employment Land.

The land would be subject to Policy CS23 Employment Land Provision. This Policy states that the council will protect the Strategic Employment Land in order to make the most efficient use of land to support sustainable economic growth.

We believe that other non-employment uses might be capable of being considered for the site, such as retail warehousing or showroom, although that planning for such a use would potentially be problematic. Redevelopment and or extension retaining the same site use would be welcomed by the planning authority and additional floor space would be achievable without controversy.

10.0 RENTAL VALUE

The rental passing on the occupational lease is £601,000 per annum exclusive. This rental was set effective from the rent review 29 September 2009. Based on the original areas and ignoring tenant additions this breaks back to £7.74 per square foot. The rent review provisions of the lease though have a direct impact on the rental payable based on the following.

The original 1979 construction provided two separate although abutting warehouse buildings. The rear of the two (warehouse B) was open sided on three sides. The rent review provisions assume that the walls were in fact in place and a deduction is applied to the rental.

The site extends to approximately 5 acres although the rent review provisions provide that the hypothetical site is only 3.2 acres. An addition is applied to account for this.

The net effect of the assumed wall deduction and the site area addition is to increase the rental by a factor of 1.0814%. Ignoring these alterations to the rental would result in the rent passing currently being £7.15 per sq ft.

There have been a number of lettings and rent reviews that we have managed to obtain details of and they show a range of rentals for warehouse space in the range of £8 per sq ft for larger more dated warehouse buildings and £11 / £11.50 per sq ft for smaller more modern warehouses.

Based on the original specification of the 1979 building and ignoring tenant improvements and the lease provisions detailed above we would estimate the rental value to be in the region of £550,000 (five hundred and fifty thousand pounds). Based on the building as improved by the tenant we would estimate the achievable rental value to be in the region of £650,000 (six hundred and fifty thousand pounds).

We believe that there would be good interest for the building given a reasonable period of marketing.

In respect of the freehold value there is strong demand for product at this time. This particular opportunity whilst having less than three years to a strong covenant would be well received in particular due to the low site coverage. Prospective purchasers could be either income as well as development led.

We have considered a residual site development valuation and this underpins the valuation providing a return of 15% after allowing for development risk and void.

11.0 VALUATION

In our opinion the market value of the freehold interest in this site and buildings as of the date of this report is £6,300,000 (six million three hundred thousand pounds).

This is a confidential report for use only by the addressees and Shareholders. Save for the inclusion within this Circular, it may not be published or disclosed to any third party without our prior written permission as to the form and context in which it may appear; otherwise, we accept no responsibility to third parties.

Yours faithfully

Henry Gould BA (hons) MRICS
Calton & Co

PART IV
PRINCIPAL TERMS OF THE ACQUISITION

The following is a summary of the principal terms of the Acquisition:

1. **Document and parties**

The Purchaser is the Company.

Details of the Seller:

The Seller of the Property is IPT Property Holdings Limited.

2. **Deposit**

A deposit of 10% of the purchase price was paid on exchange.

3. **Commission and Other Expenses**

The Company has incurred costs estimated to be approximately £131,000 of professional fees, including a property valuation by Calton & Co. and the appointment of Beaumont Cornish as Sponsor to the Company to advise on the requirements of the Listing Rules and publishing this Circular and calling the General Meeting to consider and if thought fit, pass the Resolution.

4. **Conditions and termination**

Completion of the Acquisition took place on 23 April 2012.

5. **Representations and warranties**

The Seller provided certain representations and warranties that are customary for a transaction of this nature. The representations and warranties include, but are not limited to, the following:

- the Seller has the capacity and authority to enter into the Acquisition Agreement;
- entering into the Acquisition will not result in the Seller breaching any applicable laws judgements or the articles of association of the Seller;
- no consents or approvals, other than those which will be obtained by the date of completion of the Acquisition, are required by the Seller to complete the Acquisition; and
- the Seller is the beneficial owner of the leasehold of the Property with good and marketable title and free of any interests or encumbrances.

6. **Completion**

Completion took place on 23 April 2012.

PART V

ADDITIONAL INFORMATION

1. Responsibility

The Directors of the Company, whose names appear in paragraph 2 of this Part V below, accept responsibility for the information contained in this Document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. The Directors of the Company

The Directors of the Company and their functions are as follows:

David Michael Phillips	Executive Chairman
John Phelim Henry	Operations Director
Alexander Gordon Kelso Hamilton	Non-executive Director
Reginald Frank Heath	Non-executive Director

3. Directors and Senior Management Interests

The interests of the Directors and Senior Management in the Company's Ordinary Shares as at 20 June 2012, being the latest practical date before the posting of this Document, were as follows:

	Ordinary Shares	Percentage of issued share capital
David Phillips	17,308,295	61.47
John Henry	-	-
Alexander Hamilton	-	-
Reginald Heath	5,000	0.02
Sivapragasam Yoganathan	32,200	0.11

During the period to 31 December 2011 the Company paid £15,000 as salary and no benefits to the Company's personnel manager, Samantha Matthews, who is the wife of Mr H Matthews (both of whom retired from the Company on 29 February 2012). In the Directors' opinion the payments were on an arm's length basis.

Save as referred to above, no Director has or has had any interest in any transaction which is or was unusual in its nature or conditions or which is or was material to the business of the Group and which was effected by a member of the Group during the current or immediately preceding financial year or during any earlier financial year and which remains in any respect outstanding or unperformed. In addition, none of the Directors will receive any financial or other benefit as a direct result of the Acquisition.

4. Directors' Service Contracts

4.1 Both of the executive Directors have service agreements with the Company. The non-executive directors do not have service agreements with the Company. The non-executive directors are paid a fee each year for their services.

One third of the Directors are retired and reappointed annually in accordance with the Articles. Details of the dates of each service or employment contract and each Director's current annual salary are as follows:

Name	Date of contract	Current annual salary (including incentive where applicable)
David Michael Phillips	Reviewed annually	£180,000 (£90,000 waived in year to 30 June 2011)
John Phelim Henry	February 2012	£90,000
Alexander Gordon Kelso Hamilton	No formal contract	£15,000
Reginald Frank Heath	No formal contract	£15,000

4.2 No Director has any entitlement to any further benefits in addition to salary although they are entitled to reimbursement of expenses directly incurred in the provision of their services.

4.3 No further benefits are receivable by any Director upon termination of their contracts.

5 Major Shareholders

In addition to the Directors' interests shown in paragraph 3 above, the Company has been notified under Chapter 5 of the Disclosure and Transparency Rules of the following interests in 3 per cent. or more of its shares:

	Ordinary Shares	Percentage of issued share capital
BNY(OCS) Nominees Limited	3,165,000	11.24
H.W. Matthews	1,004,724	3.57
Qulros Limited	935,000	3.32

6 Material Contracts

There are no contracts (not being contracts entered into in the ordinary course of business), entered into by the Group in the two years prior to the Acquisition which are or may be material or which contain any provisions under which any member of the Group or the Property (as appropriate) has any obligation or entitlement which is material to the Group or Property (as appropriate) as at the date of this Document save as follows:

6.1 The Purchase Agreement in respect of the Acquisition of the Property as summarised in Part IV of this Document.

7 Litigation

There have been no legal, governmental or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the Enlarge Group's financial position or profitability.

There have been no legal, governmental or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the Property's financial position or profitability.

8 Significant changes since the last balance sheet date

On 26 April 2012 the Company made an Interim Management Statement (“IMS”) which includes the following information on the trends of the Group’s business and their likely effect on the current financial year:

“Trading

With a return to operating profitability before exceptional redundancy costs for the quarter ended 31 March 2012, the corporate objective of developing our vendor and product mix away from low volume but empty revenue, continued to evolve successfully.

The increase in focus, investment and resultant sales growth in higher and added value products has justified our previously stated intentions and confidence in moving our offerings further up the value added services ladder.

A further benefit of the transition was the resultant increase in the Group’s available cash, £10.1 million as at 31 March 2012, as against £10.1 million at the corresponding date the year before.

A 1% point plus improvement in our overall year-on-year gross margins demonstrates the benefit of our ongoing readjustment away from those vendors or products with “empty” or net loss revenue. The recent reminder members, rampant price erosion versus inflationary overheads have been our bugbears in recent reporting periods.

Progress in reprofiling our offerings has now resulted in a slower rate of total revenue reduction. The 3rd quarter sales revenue result for our 3rd quarter was only £609,000 less than our previous quarter.

In our view, these are positive indications that the Company is tackling the challenges of the current economic place. This represents an effective achievement, when viewed against the general uncertainty of the economic climate and the reported losses or reduced results posted by a large number of other companies. As members know, we essentially serve the business use sector, one which is currently suffering a general feeling of despondency.

Overheads

We constantly control our overheads in line with the cash values of gross margins, costs and market conditions as they arise. The rate of product price erosion has been the principal impact on declining sales revenues, rather than volumes on our logistical operations.

This necessitated still greater efficiencies and making some of our valued employees in the various functions redundant. This is a regrettable fact of life and one which we tried to postpone by seeking better alternatives.

Eventually we had to be realistic for the benefit of all staff and the Company. The savings from such action are not immediate because of the redundancy costs but will come through the calendar year progresses.

The net operating costs of the Company, including those redundancy costs incurred in the current quarter were only marginally greater than those for quarter two.

But for the redundancy costs, the Company would have been profitable for the quarter at the current level.

From previous reports, including the Annual Reports and the Interim Reports as well as the Management Statements, you will be aware that we have consistently maintained a high level of cash balances and that these have shown particularly low levels of return over the past few years.

Premises

On 20 April 2012, the Company announced the purchase of the freehold of our 5 acre Brooklands, Weybridge warehouse. This long-held objective came to fruition unexpectedly, as was set out in the Company's announcement on 20 April. Whilst the rent was £601,000 annually, the lease was due to expire in less than another three years. A developer very recently secured a draft contract to acquire the site and that required our entry into direct negotiations with the vendor.

In the competitive and tight time parameters driven by the developer, our cash came to our aid enabling us to take the transaction. By way of background, we became aware of the profit expectations of the developer and their supporting major pension fund partners, which we found very encouraging.

The achieved security and removal of very significant rent, enables an immediate and material reduction in overheads. There is also now the opportunity to review consolidating our two freehold operating premises, which are ten miles apart, enabling significant further overhead reductions and operational efficiency opportunities.

The purchase since the quarter end, for the sum of £6.35 million plus costs, also provides a far higher effective return on our cash. As a general note, irrespective of our £11.2 million free cash as at 31 March, both of our banks have positively indicated uncomplicated £3 million of mortgage facilities, were we to seek lending facilities.

Balance Sheet

Whilst we continue to be debt-free and manage our assets, liquidity and shareholder value are critical factors in our corporate management strategy.

Part of the company's asset management process is the control of current assets and liabilities. These remain in a healthy condition with a net current asset ratio in excess of 2.3 times and the stock plus debtors/creditors ratio in excess of 1.6 times.

The purchase of the warehouse freehold enabled us to preserve the value of the very considerable I.T. and dedicated logistic investments we have made to our warehouse.

The Board considers after the purchase costs that we continue to retain a very satisfactory and functional level of overall liquidity and working capital in the Company.

Further, the Board does not anticipate any material change in our dealings with our suppliers or opportunities to seek early settlement discount terms or volume discount opportunities.

During the quarter just ended, the Company paid the final dividend for the year ended 30 June 2011 to shareholders, amounting to £283,000. We also purchased 147,000 of our own shares in the market at a cost of £75,000. In keeping with similar recent purchases, these have been retained in our Treasury and the Board is considering whether some or all of these shares may in due course be made available for potential staff allocation, to further incentivise key members of Northamber's staff.

Outlook

Quarter three was encouraging, but it is too early to determine with any degree of accuracy whether “green shoots” are assured. We remain cautious for the remainder of the current financial year albeit perhaps with a little more optimism than we observed several months ago.

As always, we endeavour to liaise with our suppliers and customers to promote our respective businesses to mutual advantage.”

Save for the matters disclosed in the IMS above, there has been no significant change in the financial or trading position of the Group since 31 December 2011 (being the date to which the last unaudited interim balance sheet of the Company was prepared).

There has been no significant change in the financial or trading position of the Property since 20 April 2012 (being the effective date to which the Property Valuation Report was prepared).

9 Working Capital Statement

The Company is of the opinion that the working capital available to the Enlarged Group is sufficient for its present requirements that is for at least 12 months following the date of this Document.

10. Consents

- 10.1 Beaumont Cornish has given and has not withdrawn its written consent to the inclusion in this Document of the references to its name in the form and context in which they are included.

- 10.2 Calton & Co., Chartered Surveyors has given and has not withdrawn its written consent to the inclusion in this Document of the property valuation report included in Part III of this Document and the references to its name in the form and context in which they are included.

11 Documents available for inspection

Copies of the following documents will be available for inspection at the offices of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) up to and including 18 July 2012 and at the General Meeting to be held on that day:

- 11.1 the memorandum and articles of association of the Company;
- 11.2 the audited accounts of the Company for the financial years ended 30 June 2011, 30 June 2010 and 30 June 2009;
- 11.3 the Company’s interim results to 31 December 2011 and Interim Management Statement as published on 26 April 2012;
- 11.4 this Document;
- 11.5 the Valuation Report;
- 11.6 the Purchase Agreement; and
- 11.7 the written consents referred to in paragraph 10 above.

Dated 21 June 2012

NORTHAMBER PLC (THE "COMPANY")

NOTICE OF GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that a general meeting of the Company will be held at Number House, 23 Davis Road, Chessington, Surrey, KT9 1HS on 18 July 2012 at 11.00am for the purpose of considering and, if thought fit, passing the ordinary resolution set out below.

Unless the context otherwise requires, words and expressions used in this notice have the meanings given to them in the circular to Shareholders dated 21 June 2012 (the "Circular"), of which this notice forms part.

Ordinary Resolution

1. **THAT** the acquisition by the Company of the Property in the manner and on the terms and conditions of the Acquisition Agreement, and which is described in the Circular, be and is ratified.

By order of the board

S Yoganathan ACMA
Company Secretary
Registered office:
23 Davis Road
Chessington
Surrey
KT9 1HS

Registered in England & Wales No. 01499584

21 June 2012

Notes

Appointment of proxies

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the General Meeting and you should have received a proxy form with this notice of General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. Details of how to appoint the chairman of the General Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the General Meeting you must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrars, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY.
4. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the General Meeting.

Appointment of proxy using the hard copy proxy form

5. The notes to the proxy form explain how to direct your proxy how to vote on the Resolution or withhold his vote.
6. To appoint a proxy using the proxy form, it must be:
 - 6.1. completed and signed;
 - 6.2. sent or delivered to the Company's registrars, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and
 - 6.3. received by the Company's registrars no later than 11.00am on 16 July 2012.

7. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, specifies that only those ordinary shareholders registered in the register of members of the Company 48 hours before the General Meeting shall be entitled to attend or vote at the General Meeting in respect of the number of Ordinary shares registered in their name at that time. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the General Meeting.

Appointment of proxy by joint members

10. In the case of joint holders of Ordinary Shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

Changing proxy instructions

11. To change your proxy instructions simply submit a new proxy appointment using the method set out in paragraph 6 above. Note that the cut off time for receipt of proxy appointments specified in that paragraph also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
12. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrar as indicated in paragraph 3 above.
13. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

14. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar as indicated in paragraph 3 above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
15. The revocation notice must be received by the Company no later than 11.00am on 16 July 2012.
16. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 17 below, your proxy appointment will remain valid.
17. Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.

Nominated persons

18. Any person to whom this notice is sent who is a person nominated under section 146 Companies Act 2006 to enjoy information rights ("Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
19. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

Total voting rights

20. As at 4.30pm on the date of this document, the Company's issued share capital comprised 28,158,735 ordinary shares of 1 penny each. Each ordinary share of 1 penny carries the right to one vote at a general meeting of the Company. Therefore, the total number of voting rights in the Company as at 4.30pm on the date of this document is 28,158,735. As at 4.30pm on the date of this document, 664,365 ordinary shares of 1 penny each were held in treasury by the Company ("**Treasury Shares**"). In accordance with section 726(2) of the Companies Act 2006, the Company will not exercise any voting rights attached to the Treasury Shares in respect of the General Meeting.

Questions at the General Meeting

21. In accordance with section 319A Companies Act 2006, the Company must cause to be answered at any general meeting any question relating to the business being dealt with at the meeting which is put by a member attending the meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information.

Website statements

22. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 Companies Act 2006. Where the Company is required to place a statement on a website under section 527 Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the General Meeting includes any statement that the Company has been required under section 527 Companies Act 2006 to publish on a website.

Communication

23. Except as provided above, members who have general queries about voting by proxy should contact the Company's registrar, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY.
24. Shareholders may not use any electronic address provided in either this notice or any related documents, including the form of proxy, to communicate with the Company for any purposes other than those expressly stated.