

## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser who is authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in Numis Corporation Plc, please pass this document together with the accompanying proxy form as soon as possible to the purchaser or transferee, or the stockbroker, bank or other agent through whom you arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

## **Numis Corporation Plc (“Numis”)**

**(incorporated and registered in England and Wales under Company Number: 02375296)**

## **Chairman’s Letter and Notice of 2021 Annual General Meeting (Closed Door Meeting)**

**Tuesday 9 February 2021 at 12.30 pm**

**Please note this meeting will be a “Closed Door Meeting” based on the current Government guidelines.**

Please read this letter from the Chairman and you are encouraged to complete and submit the form of proxy.

In order for the form of proxy to be valid, it must be completed and returned in accordance with the instructions to our Registrar’s Computershare, as soon as possible, but in any event so as to arrive not later than 48 hours before the time of the holding of the Annual General Meeting.

Under the existing Articles of the Company, appointment of a proxy would not ordinarily prevent you from attending and voting at the AGM in person. However, for this AGM, this will only be possible should the restrictions mentioned in the letter be lifted and the AGM be deemed “open door” - in this situation the Company will release an appropriate RNS announcement.



5 January 2021

Dear Shareholder

### **2021 Annual General Meeting (“AGM”)**

The Company’s forthcoming Annual General Meeting (“AGM”) will be held at our office at the London Stock Exchange Building, 10 Paternoster Square, London, EC4M 7LT on Tuesday 9 February 2021 at 12.30 pm. The formal Notice of Meeting (the “Notice”) is included in our 2020 Annual Report on pages 136 to 140.

### **Arrangements for the AGM**

At the time of publication of this Notice, compulsory government measures remain in place restricting public gatherings as a result of the COVID-19 pandemic. The Board has been considering how best to deal with the potential impact of the Covid-19 outbreak on the arrangements for our upcoming AGM. The health and wellbeing of our employees, shareholders and the wider community in which we operate is of paramount importance to the Board. The Board has considered the current regulations and guidance issued by the Government and the practices being recommended by other professional and regulatory bodies on the holding of AGMs, and concluded that the forthcoming AGM should be a closed door meeting.

Current Government regulations and guidance prohibits indoor gatherings and therefore shareholder attendance at our AGM is not permissible. However, we do not know if such restrictions will still be in force at the date of the meeting. In light of this uncertainty we have concluded that the best approach is to keep open the possibility of holding a physical AGM on 9 February 2021. However, the Board recognises that the AGM is an important event for shareholders and the Company and is keen to ensure that shareholders are able to exercise their right to vote and participate.

**However, please be aware that under the current Government guidance a physical AGM could not take place and we will hold the AGM behind closed doors for which we recommend shareholders do not travel to our office as entry to the meeting will be refused.**

**If we are permitted to hold a physical AGM, shareholders will be advised through an announcement on our website and through a RNS announcement.**

### **Shareholder questions**

There will be no presentation from me or from our Co-CEOs and we will not be providing any refreshments at this meeting. We will conduct only the statutory and formal business as set out in the Notice of AGM attached. We always welcome questions from our shareholders at the AGM but this year we encourage shareholders to engage before the meeting by submitting questions to our company secretary ([Investor\\_relations@numis.com](mailto:Investor_relations@numis.com)), using the subject title ‘Numis 2021 AGM’. The Board will arrange for a response to be provided to the questions.

As all resolutions at a closed door meeting will be voted on by a poll, shareholders are strongly encouraged to exercise their votes by lodging their proxy votes. We recommend lodging proxy votes even if circumstances change which would permit attendance, as individual circumstances and the wider situation may mean it continues to be inappropriate or impossible to attend the meeting in person.

### **Explanatory Notes**

The AGM Notice, explanatory notes and details of the resolutions proposed to be passed at the AGM are set out on pages 136 to 140 of the 2020 Annual Report and a copy of the Notice of the AGM is also published on Numis’ corporate website.

As you will see from the notice of meeting, there are a number of routine items of business to be considered at this year’s AGM. Resolutions 1 to 9 will be proposed as ordinary resolutions and resolutions 10 to 12 will be proposed as special resolutions.

# Numis

## Board of Directors

The Articles of Association of the Company require the nearest number to one third of the directors to retire at each AGM. In accordance with the rotation requirements of the Company's Articles of Association Messrs. Mitchinson (Co-CEO) and Sutton (Non-Executive Director) and Ms James (Non-Executive Director) are each required to retire by rotation and offer themselves for re-election.

## Recommendation

Your Board believes that the resolutions contained in the Notice of AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board unanimously recommends that shareholders vote in favour of all the resolutions being proposed, as the directors intend to do in respect of their beneficial holdings.

## Dividend Investment Plan ("DRIP")

The Board have implemented a Dividend Investment Plan ("DRIP") and will again be offering shareholders the opportunity to use their cash dividend to buy additional shares in Numis, the main benefit being, that the Company does not need to issue new shares and further dilute shareholders. The Board believe that this dividend plan is in the best interests of the Company.

If you have not already joined the DRIP and wish to do so, you should either apply online at [www.investorcentre.co.uk](http://www.investorcentre.co.uk) or, alternatively, contact the Company's Registrar on 0370 707 1203 to request the terms and conditions of the DRIP and a printed mandate form, which must be returned to them at Computershare Investor Services PLC. The Pavilions, Bridgwater Road, Bristol BS99 6ZZ, so as to arrive no later than 6.00 pm on **22 January 2021**. If you have already joined the DRIP and wish to continue receiving dividends in shares, or if you have not already joined the DRIP and wish to continue receiving dividends in cash, you need take no further action.

## Website

Our corporate website, [www.numis.com](http://www.numis.com), is the principal means we use to communicate with our shareholders. There is a wealth of information online including:

- A copy of our Annual Report & Accounts
- All the latest Numis news, press and market RNS releases
- A detailed account of our approach to corporate governance

Yours sincerely

Alan Carruthers

**Chairman**  
**Numis Corporation Plc**

# Numis

Numis Corporation Plc  
Registered in England & Wales  
Company Registered No: 2375296  
Registered Office:  
10 Paternoster Square  
London  
EC4M 7LT