

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 2022 Annual General Meeting

Tuesday 8 February 2022 at 12.30 pm

Please read this letter from the Chairman and, given the ongoing uncertainty in respect of the COVID-19 pandemic, you are encouraged to complete and submit the form of proxy, appointing the Chair of the Annual General Meeting as your 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.

20 December 2021

Dear Shareholder

2022 Annual General Meeting (“AGM”)

The Company’s forthcoming Annual General Meeting (“AGM”) will be held at our office at 45 Gresham Street, London, EC2V 7BF on Tuesday 8 February 2022 at 12.30 pm. The formal Notice of Meeting (the “Notice”) is included in our 2021 Annual Report on pages 158 to 165.

Arrangements for the AGM

In order to gain admission to the Building, please bring an official photo I.D (e.g. passport, driver’s licence or European I.D card) and your AGM attendance card (attached to your form of proxy) which will be required upon arrival at our reception. Shareholders who hold Numis shares through a brokerage/nominee account should obtain a letter of representation from their respective nominee and bring the letter with them to gain entry to the AGM. At the present time, it is expected that UK Government rules and advice relating to the COVID-19 pandemic will permit a physical meeting to be held, but this may be subject to change at short notice.

Shareholder questions

We always welcome questions from our shareholders at the AGM and encourage shareholders to engage before the meeting by submitting questions to our company secretary (Investor_relations@numis.com), using the subject title ‘Numis 2022 AGM’.

Explanatory Notes

As you will see from the notice of meeting (“the Notice”), there are a number of items of business to be considered at this year’s AGM. Shareholders will have the opportunity to put questions to the directors before the resolutions set out in the Notice are proposed. Resolutions 1 to 8 will be proposed as ordinary resolutions and will be passed if more than 50% of the votes are cast in favour. Resolutions 9 to 13 will be proposed as special resolutions and will be passed if at least 75% of the votes cast are in favour.

The AGM Notice, explanatory notes and details of the resolutions proposed to be passed at the AGM are set out on pages 158 to 165 of the 2021 Annual Report and a copy of the Notice of the AGM is also published on Numis’ corporate website.

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. Ham (Co-CEO) and Savage (Non-Executive Director) are each required to retire by rotation and offer themselves for re-election.

I will be standing down as Chairman of the Board of Numis at the 2022 AGM and wish to thank the Board, my colleagues and friends at Numis who have contributed to Numis’ development and in delivering excellence for our clients and strong returns for our shareholders over these past 5 years.

I wish Numis, and the new Chairman Luke Savage, continued success as Numis embarks on the next phase of its growth plans.

Recommendation

Your directors consider that resolutions 1 to 11 and 13 to be put to the meeting are in the best interests of the Company and its shareholders as a whole, and unanimously recommend shareholders to vote in favour of resolutions 1 to 11 and 13, as they intend to do in respect of their own beneficial holdings. However, as the directors are parties to the Deeds of Release proposed in resolution 12, they recommend that shareholders consider whether this resolution is in the best interests of the Company and that Shareholders do cast their votes on such resolution.

In lieu of any independent directors' recommendation, in order to provide a statement as to what is fair and reasonable, Grant Thornton LLP, in its capacity as Nominated Adviser to the Company for the purposes of the AIM Rules, considers that Resolution 12 (and specifically the entry by the Company into the Deeds of Release) is fair and reasonable insofar as the shareholders of the Company are concerned.

The votes of each of the directors and their respective associates and those of former directors shall not be taken into account in establishing whether the majority necessary for the passing of resolution 12 has been obtained. The directors have undertaken to abstain, and to take all reasonable steps to ensure that their respective associates abstain, from voting on resolution 12.

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 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 **21 January 2022**. 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**, 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:
45 Gresham Street
London
EC2V 7BF