

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 person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Numis Corporation Plc (“Numis”)

Chairman’s Letter and Notice of 2019 Annual General Meeting

Tuesday 5 February 2019 at 2.00 pm

Whether or not you propose to attend the Annual General Meeting of Numis to be held at their offices of The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT on Tuesday 5 February 2019 at 2.00 pm please complete and submit the form of proxy in accordance with the instructions printed on the enclosed form. Forms of proxy must be received not less than 48 hours before the time of the holding of the Annual General Meeting.

Dear Shareholder

2019 Annual General Meeting (“AGM”)

I am pleased to invite you to Numis Corporation Plc’s 2019 Annual General Meeting (“AGM”) and enclose the Annual Report for 2018 and notice of the AGM which can be found on page 114. The AGM will be held **on Tuesday 5 February 2019 at 2.00pm** at Numis’ office, The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT.

In order to gain admission to the Stock Exchange 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 the London Stock Exchange 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.

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 9 will be proposed as ordinary resolutions and resolutions 10 to 13 will be proposed as special resolutions.

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 5.00 pm on 18 January 2019. 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.

Explanatory Notes

An explanation of each of the resolutions being proposed at the AGM is set out on pages 116 of the 2018 Annual Report and also appears 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 Ross Mitchinson and Robert Sutton will stand for re-election.

Geoffrey Vero is stepping down as a Non-Executive Director of the company after 15 years tenure of service. On behalf of the Board, we wish Geoffrey our sincere best wishes and thank him for his significant contribution and dedication.

We look forward to welcoming Luke Savage to the Board as a Non-Executive Director. Luke has over 30 years of financial services experience having worked in senior finance and operations roles across corporate and investment banking, insurance and investment. Luke will be appointed a director of the Company at the AGM and will Chair the Audit & Risk Committee.

Recommendation

Numis

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.

Electronic Communications (Deemed Consent)

As a shareholder you can help reduce the environmental impact of your communications by choosing to receive your Numis shareholder communications in electronic form. The Companies Act allows shareholders to receive and access shareholder communications (including your annual and interim report) via the Numis website.

You will now have the choice of receiving an email when your annual report and other shareholder communications become available or if you prefer, continue to receive printed copies.

Please select your preferred option and return the relevant form to our Registrar in the pre-paid envelope provided.

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