

Notice of Annual General Meeting

NOTICE is hereby given that the **Annual General Meeting** of Numis Corporation Plc (the Company) will be held at the offices of Numis Corporation Plc, The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT on **Tuesday 5 February 2019, at 2.00p.m.** to consider and, if thought fit, pass the following resolutions, of which resolutions 1 to 9 will be proposed as ordinary resolutions and resolutions 10 to 13 will be proposed as special resolutions:

Ordinary resolutions

1. To receive and adopt the Company's annual accounts for the financial year ended 30 September 2018, together with the Directors' Report and Auditors' Report.
2. To declare a final dividend for the year ended 30 September 2018 of 6.5p per ordinary share payable on 8 February 2019 to shareholders on the register at 6.00p.m. on 14 December 2018.
3. To reappoint as a Director Mr. Luke Savage who was appointed to the Board of the Company since the last Annual General Meeting and, being eligible, offers himself for election.
4. To reappoint as a Director Mr. Ross Mitchinson, who is retiring by rotation in accordance with the Company's Articles of Association and, being eligible, offers himself for re-election.
5. To reappoint as a Director Mr. Robert Sutton, who is retiring by rotation in accordance with the Company's Articles of Association and, being eligible, offers himself for re-election.
6. To reappoint PricewaterhouseCoopers LLP as Auditors, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company.
7. To authorise the Audit and Risk Committee to determine the remuneration of the Auditor on behalf of the Board.
8. THAT in accordance with sections 366 and 367 of the Companies Act 2006 (the Act), the Company is, and all companies that are, at any time during the period for which this resolution has effect, subsidiaries of the Company as defined in the Act, are hereby authorised in aggregate to:
 - (i) to make political donations as defined in section 364 of the Act, to political parties and/or independent electoral candidates, as defined in section 363 of the Act, not exceeding £50,000 in total;
 - (ii) make political donations to political organisations other than political parties, as defined in section 363 of the Act, not exceeding £50,000 in total; and,
 - (iii) incur political expenditure, as defined in section 365 of the Act, not exceeding £50,000 in total,
 in each case during the period commencing on the date of passing this resolution and ending on the date of the next Annual General Meeting of the Company to be held in 2020 or at 6.00p.m. on 1 May 2020, whichever is sooner. In any event, the aggregate amount of political expenditure made or incurred under this authority shall not exceed £100,000.
9. THAT:
 - (i) The Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the Act) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (Relevant Securities):
 - (a) up to a maximum aggregate nominal amount equal to £1,758,374.00 (equivalent to 35,167,482 ordinary shares); and
 - (b) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount equal to £1,758,340.00 (equivalent to 35,167,482 ordinary shares) in connection with an offer by way of a rights issue to:
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities as required by the rights of those securities or, subject to such rights as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

The authorities conferred on the Directors under paragraphs (a) and (b) to allot Relevant Securities shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2020, or, if earlier, at 6.00p.m. on 1 May 2020, unless previously revoked, varied or renewed by the Company in a general meeting. The Company shall be entitled to make, prior to the expiry of such authorities, any offer or agreement which would or might require Relevant Securities to be allotted after the expiry of these authorities and the Directors may allot Relevant Securities pursuant to such offer or agreement as if these authorities had not expired. All prior authorities to allot Relevant Securities shall be revoked but without prejudice to any allotment of Relevant Securities already made thereunder.

Special resolutions

10. THAT, subject to and conditional upon the passing of resolution 9 set out in the notice of this meeting, the Directors be generally empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 9 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - a) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 9 above, by way of a rights issue only) to:
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

- (ii) holders of other equity securities as required by the rights of those securities or, subject to such rights as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- b) the allotment (otherwise than pursuant to subparagraph a) above) of equity securities having an aggregate nominal amount not exceeding £263,756.00 (equivalent to 5,275,122 ordinary shares),

and this power shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2020 or, if earlier, at 6.00p.m. on 1 May 2020, unless previously revoked, varied or renewed, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

11. THAT, subject to the passing of resolution 9, the Directors be given powers pursuant to sections 570 and 573 of the Act and in addition to any authority granted under resolution 10, to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by resolution 9 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, as if section 561(1) and sub-sections (1) to (6) of section 562 of the Act did not apply to any such allotment, provided that such power be:
- a) limited to the allotment of equity securities up to a nominal amount of £263,756.00; and
- b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Pre-Emption Group's Statement of Principles (the "Pre-Emption Group's Statement of Principles") most recently published by the Pre-Emption Group prior to the date of this notice, such authority to expire at the conclusion of the annual general meeting of the Company to be held in 2020 or at 6.00 p.m. on 1 May 2020), whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting). The Company may before this authority expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

12. THAT the Company be generally authorised pursuant to section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 5p each in the capital of the Company on such terms and in such manner as the Directors shall determine, provided that:
- a) the maximum number of ordinary shares hereby authorised to be purchased is limited to an aggregate of 10,550,244 ordinary shares (equivalent to £527,512.00);
- b) the minimum price, exclusive of any expenses, which may be paid for each ordinary share is 5p;
- c) the maximum price, exclusive of any expenses, which may be paid for each ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share of the Company as derived from the AIM Appendix to the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which such share is contracted to be purchased;
- d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2020, or, if earlier, 1 May 2020, unless previously revoked, varied or renewed; and
- e) the Company may make a contract to purchase ordinary shares under this authority prior to the expiry of this authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares pursuant to any such contract as if such authority had not expired.
13. THAT the Articles of Association produced to the meeting and for the purpose of identification initialled by the Chairman, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company as deemed to be altered by virtue of section 28 of the Companies Act 2006.

By order of the Board



Andrew Holloway
Chief Financial Officer & Company Secretary
10 December 2018

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

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Notes:

Right to appoint a proxy

1. Members of the Company are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote at a meeting of the Company. A proxy does not need to be a member of the Company. A member may appoint more than one proxy in relation to a meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
2. A proxy form which may be used to make such appointment and give proxy directions accompanies this notice. If you do not receive a proxy form and believe that you should have one, or if you require additional proxy forms in order to appoint more than one proxy, please contact the Company's Registrar, Computershare Investor Services PLC, on 0370 707 1203.

Procedure for appointing a proxy

3. To be valid, the proxy form must be received by post or (during normal business hours only) by hand at the office of the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, no later than 3 February 2019 at 2.00p.m. (or, in the case of any adjournment, not later than 48 hours before the time fixed for the adjourned meeting). It should be accompanied by the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority.
4. The Proxy Form must be received by the Company's registrar, Computershare, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, not less than 48 hours before the time of the holding of the Annual General Meeting. CREST members can also appoint proxies by using the CREST electronic proxy appointment service and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by Computershare (under CREST participant ID 3RA50) by no later than 2.00p.m. on 3 February 2019. The time of receipt will be taken to be the time from which Computershare is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
5. The return of a completed proxy form or the transmission of a CREST Proxy Instruction will not preclude a member from attending the Annual General Meeting and voting in person if he or she wishes to do so.

Record date

6. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company as at 6.00p.m. on 3 February 2019 or, in the event of any adjournment, 48 hours before the time of the adjourned meeting. Changes to the register of members after the relevant deadline will be disregarded in determining the right of any person to attend and vote at the meeting.

Corporate representatives

7. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Communications

8. Members who have general enquiries about the meeting should use the following means of communication. No other means of communication will be accepted. You may:
 - call our members' helpline on 0370 707 1203
 - write to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ

Total voting rights

9. As at 7 December 2018, being the latest practicable date prior to the date of this Notice, the Company's issued share capital consisted of 105,502,488 ordinary shares, carrying one vote each, and 12,936,088 treasury shares. Therefore, the total number of voting rights in the Company as at 7 December 2018 was 105,502,488.

Documents available for inspection

10. There will be available for inspection at the registered office of the Company during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays), and for at least 15 minutes prior to and during the Annual General Meeting, copies of:
 - the Service Contract of each Executive Director and the Letters of Appointment of each Non-Executive Director;
 - the current Articles of Association of the Company; and a copy of the proposed Articles of Association of the Company.

Explanatory notes to the Notice of 2019 Annual General Meeting

Resolution 1 – To receive the Report and Accounts

The Board asks that shareholders receive the reports of the Directors and the Financial Statements for the year ended 30 September 2018, together with the report of the auditors.

Resolution 2 – Declaration of final dividend

A final dividend can only be paid if it is recommended by the Directors and approved by the shareholders at a general meeting. The Directors propose that a final dividend of 6.5p per ordinary share be paid on 8 February 2019 to ordinary shareholders who are on the Register of Members at 6.00p.m. on 14 December 2018.

Pursuant to the Dividend Investment Plan (DRIP), shareholders will again be offered the opportunity to elect to use their cash dividend to buy additional shares in Numis instead of any cash dividend to which they would otherwise have been entitled. The DRIP allows shareholders to increase their shareholding in the Company in a simple and cost-effective way. Once a shareholder has elected to participate in the DRIP, any cash dividend will be reinvested in ordinary shares in the Company bought on the London Stock Exchange through a specially arranged share dealing service. As the DRIP does not require the creation of any new ordinary shares in the Company and therefore does not lead to dilution of the value of the existing ordinary shares in the Company, the Directors believe that the DRIP is beneficial to the shareholders as a whole.

If you have already joined, or choose to join the DRIP, the Final Dividend will be used to buy ordinary shares in the Company. A dealing commission of 0.75% of the value of the ordinary shares purchased will be charged (subject to a minimum of £2.50) and deducted from the amount of the Final Dividend.

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 6.00p.m. on 16 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.

Resolutions 3 to 5 – Election of Directors

The Articles of Association of the Company require the nearest number to one third of the Directors to retire at each Annual General Meeting. In addition, any Director who has been appointed since the last Annual General Meeting must also retire and may offer him or herself for re-election and such Directors are not counted in calculating the number of Directors to retire by rotation.

Mr. Luke Savage (Non-Executive Director) was appointed to the Board since the last Annual General Meeting and as required under the Articles of Association, offers himself for re-election.

Messrs. Sutton (Independent Non-Executive Director) and Mitchinson (Co-CEO) are subject to retire by rotation and offer themselves for re-election as required under the Articles of the Company.

The Directors believe that the Board continues to maintain an appropriate balance of knowledge and skills and that all the Non-Executive Directors are independent in character and judgement. Biographical details of all our Directors can be found on pages 38 and 39 of the 2018 Annual Report and on Numis' Corporate website www.numis.com

Resolution 6 and 7 – Reappointment and remuneration of auditor

The Company is required to appoint auditors at each Annual General Meeting to hold office until the next such meeting at which accounts are presented. The resolution proposes the reappointment of the Company's existing auditors, PricewaterhouseCoopers LLP.

Resolution 7 proposes that the Audit & Risk Committee be authorised to determine the level of the auditors' remuneration on behalf of the Board.

Resolution 8 – Authority to make political donations

The Companies Act 2006 prohibits companies from making any political donations to EU political organisations, independent candidates or incurring EU political expenditure unless authorised by shareholders in advance. The Company does not make and does not intend to make donations to EU political organisations or independent election candidates, nor does it incur any EU political expenditure.

However, the definitions of political donations, political organisations and political expenditure used in the Companies Act 2006 are very wide. As a result this can cover activities such as sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling certain public duties, and support for bodies representing the business community in policy review or reform. Shareholder approval is being sought on a precautionary basis only, to allow the Company and any company, which at any time during the period for which this resolution has effect, is a subsidiary of the Company, to continue to support the community and put forward its views to wider business and government interests without running the risk of inadvertently breaching the legislation.

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The Board is therefore seeking authority to make political donations to EU political organisations and independent election candidates not exceeding £50,000 in total and to incur EU political expenditure not exceeding £50,000 in total. In line with best practice guidelines published by the Investment Association, this resolution is put to shareholders annually rather than every four years as required by the Companies Act 2006. For the purposes of this resolution, the terms “political donations”, “political organisations”, “independent election candidate” and “political expenditure” shall have the meanings given to them in sections 363 to 365 of the Companies Act 2006.

Resolution 9 – Authority to allot relevant securities

Resolution 9 is proposed to renew the Directors’ powers to allot shares. The Directors’ existing authority, which was granted (pursuant to section 551 of the Companies Act 2006) at the Annual General Meeting held on 6 February 2018, will expire at the end of this year’s Annual General Meeting. Accordingly, paragraph (i) of resolution 9 would renew and increase this authority by authorising the Directors (pursuant to section 551 of the Act) to allot relevant securities up to an aggregate nominal amount equal to approximately one third of the current issued share capital of the Company.

In accordance with The Investment Association’s Share Capital Management Guidelines, Resolution 9(b) seeks to grant the Directors authority to allot ordinary shares equal to a further one third of the Company’s issued share capital in connection with a rights issue in favour of ordinary shareholders. If the Directors were to use this additional authority, then all of the Directors would submit themselves for re-election at the following Annual General Meeting.

Save in respect of the issue of new ordinary shares pursuant to the Company’s share incentive schemes or as a result of scrip dividends, the Directors currently have no plans to allot relevant securities, but the Directors believe it to be in the interests of the Company for the Board to be granted this authority, to enable the Board to take advantage of appropriate opportunities which may arise in the future.

The authorities sought under paragraphs (a) and (b) of this resolution will expire at the conclusion of the Annual General Meeting of the Company to be held in 2020, or at 6.00p.m. on 1 May 2020, whichever is sooner, unless renewed or revoked prior to such time.

Resolutions 10 and 11 – Disapplication of statutory pre-emption rights

Resolutions 10 and 11 are to approve the disapplication of pre-emption rights. The passing of these resolutions would allow the Directors to allot shares for cash and/or sell treasury shares without first having to offer such shares to existing shareholders in proportion to their existing holdings.

The authority under Resolution 10 would be limited to:

- (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board considers necessary; and
- (b) allotments or sales (otherwise than pursuant to (a) above) up to an aggregate nominal amount of £263,756, which represents approximately 5% of the Company’s issued ordinary share capital as at 7 December 2018 (being the latest practicable date prior to the publication of this Notice).

Resolution 11 would give the Directors authority to allot a further 5% of the issued ordinary share capital of the Company as at 7 December 2018 (being the latest practicable date prior to the publication of this Notice) for the purposes of financing a transaction which the Directors determine to be an acquisition or other capital investment contemplated by the Pre-Emption Group’s Statement of Principles most recently published by the Pre-Emption Group prior to the date of this Notice.

The disapplication authorities under Resolutions 10 and 11 are in line with guidance set out in the Pre-Emption Group’s Statement of Principles. The Pre-Emption Group’s Statement of Principles allow a board to allot shares for cash otherwise than in connection with a pre-emptive offer (i) up to 5% of a company’s issued share capital for use on an unrestricted basis and (ii) up to a further 5% of a company’s issued share capital for use in connection with an acquisition or specified capital investment announced either contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

In accordance with the Pre-Emption Group’s Statement of Principles, the Directors confirm that they do not intend to issue shares for cash representing more than 7.5% of the Company’s issued ordinary share capital in any rolling three-year period (save in accordance with Resolution 11) without prior consultation with shareholders.

The authorities contained in Resolutions 10 and 11 will expire at the conclusion of the annual general meeting of the Company to be held in 2020 or at 6.00 p.m. on 1 May 2020, whichever is sooner.

Resolution 12 – Authority to purchase Company’s own shares

Resolution 12 seeks to grant the Directors authority (until the next Annual General Meeting to be held in 2020 or, if earlier, 1 May 2020, unless such authority is revoked or renewed prior to such time) to make market purchases of the Company’s own ordinary shares, up to a maximum of 10,550,244 ordinary shares (equivalent to £527,512.00), being an amount equal to approximately 10% of the current issued share capital of the Company. The maximum price payable would be an amount equal to 105% of the average of the middle market quotations for an ordinary share of the Company for the five business days immediately preceding the date of purchase and the minimum price would be the nominal value of 5p per share.

The directors intend to purchase shares to offset the dilutive impact of share awards granted to staff, subject to prevailing market conditions, financial position and the outlook for the business generally. The directors believe it is in the interests of shareholders to mitigate the potential dilution arising from our strategy to use equity to incentivise and reward staff. Furthermore, the authority will only be exercised if the directors believe the purchases of shares would enhance earnings per share, and be in the best interest of shareholders generally. The Company may hold in treasury any of its own shares that it purchases in accordance with the authority conferred by this resolution. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with greater flexibility in the management of its capital base.

Resolution 13 – Adoption of new Articles of Association and summary of changes to Articles of Association

Resolution 13 proposes that the Company adopt new Articles of Association (the New Articles), principally in order to reflect developments in law and practice since the Company’s current articles (the Current Articles) were adopted in 2009.

A copy of the New Articles and a copy marked to show the changes from the Current Articles are available for inspection as and can be viewed on Numis’ website www.numis.com. Copies of the New Articles will also be available at the Annual General Meeting.

The substantive changes being proposed in the New Articles are intended to reflect developments in market practice and the law. A range of minor and technical amendments have also been made to provide clarity and ensure that the New Articles are in line with the provisions of the Companies Act 2006 and with the Company’s practice. A summary of the principal changes is set out below.

Hybrid meetings: The New Articles give the Directors the power to convene a hybrid general meeting, being a meeting which has the facilities for shareholders to attend both in a physical place and via electronic platforms. The New Articles do not give the Directors the power to hold a solely electronic General Meeting. The provisions included in the New Articles include, for example, the details that need to be provided to shareholders if such a meeting is to be held and a requirement that all resolutions must be taken on a poll in the event of a hybrid meeting. The Board does not have any current intention of calling a hybrid meeting but believes that it is useful for shareholders if the Directors have this flexibility.

Companies Act 1985 provisions: As the Current Articles were adopted before the Companies Act 2006 was fully in force, there are various transitional and historic provisions (including authorised share capital) which have been removed from the New Articles.

Untraced members: In line with market practice, the New Articles provide additional flexibility in relation to the sale of shares owned by shareholders who are untraced after a period of at least 12 years. Under the Current Articles, the Company is required to give notice to untraced shareholders of an intention to sell their shares by way of an advertisement in one national daily newspaper and one local newspaper circulating in the area in which the shareholder’s last known address is. Under the New Articles the Company must instead send a notice to the last registered or known address of the shareholder and use reasonable steps to trace the shareholder including, if considered appropriate, using a professional asset reunification company or other tracing agent.

Director disqualification: The provisions in relation to the disqualification of Directors have been updated to comply with the Mental Health (Discrimination) Act 2013.

Fractions: In line with market practice, the New Articles permit the Company, following any share consolidation, to retain a de minimis sum of £5.00 or less arising from fractions and to donate this sum to charity registered in England and Wales.

Share transfers: In order to cater for any future change in the law which may allow a transfer of certificated shares to be executed in electronic form, the New Articles provide that the Directors may permit transfers to be effected other than by an instrument in writing.

Notices: To make it clearer for shareholders, the notice provisions in the New Articles have been updated so that the relevant provisions are included in the articles themselves, rather than being in the Companies Act 2006.

Recommendation

The Directors believe that the resolutions being proposed and described above, are in the best interests of the Company and its shareholders as a whole and recommend you to give them your support by voting in favour of all the resolutions, as they intend to in respect of their own beneficial shareholdings.