

# Notice of Re-scheduled Annual General Meeting

Please see the explanatory cover letter attached to this notice.

Notice is hereby given that the Annual General Meeting of Numis Corporation plc (the "Company") will be held at The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT on Monday 16 February 2009, at 11.00 a.m. for the following purposes:

## ORDINARY BUSINESS

To consider and, if thought fit, resolve as ordinary resolutions:

1. To receive and adopt the Company's annual accounts for the financial year ended 30 September 2008, together with the directors' report and auditors' report for such year.
2. To declare a final dividend for the year ended 30 September 2008 of 5.0p per ordinary share payable on 19 February 2009 to shareholders on the register at the close of business on 12 December 2008.
3. To re-appoint as a director Mr Tom Bartlam, who was re-appointed to the Board of the Company since the last Annual General Meeting and, being eligible, offers himself for election.
4. To re-appoint as a director Mr Declan Kelly, who was re-appointed to the Board of the Company since the last Annual General Meeting and, being eligible, offers himself for election.
5. To reappoint as a director Mr Michael Spencer, who was re-appointed to the Board of the Company since the last Annual General Meeting and, being eligible, offers himself for election.
6. To reappoint as a director Mr Geoffrey Vero, who was re-appointed to the Board of the Company since the last Annual General Meeting and, being eligible, offers himself for election.
7. 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 at which accounts are laid and to authorise the directors to fix their remuneration.

## SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions of which resolution 8 is being proposed as an ordinary resolution and resolutions 9,10,and 11 will be proposed as special resolutions:

### Ordinary resolution – authority to allot relevant securities

8. That in place of all existing such authorities the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("the Act"), to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) of the Company up to a maximum aggregate nominal amount equal to £1,622,220.30, provided that:

- a) this authority shall expire at the conclusion of the next Annual General Meeting of the Company or (if earlier) on 15 May 2010, unless previously revoked, varied or renewed by the Company in general meeting;

b) the Company shall be entitled to make, prior to the expiry of such authority, any offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired; and

c) all prior authorities to allot relevant securities be revoked but without prejudice to any allotment of relevant securities already made thereunder.

### **Special resolution – disapplication of statutory pre-emption rights**

9. That, subject to and conditional upon the passing of resolution 8 set out in the notice of this meeting, the directors be generally empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94 of the Act) for cash pursuant to the authority conferred by the said resolution 8, as if section 89(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 issue by way of rights (including, without limitation, under a rights issue, open offer or similar arrangement) in favour of ordinary shareholders on the register on a date fixed by the directors, where the equity securities respectively attributable to the interests of all such shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on that date, but subject to such exclusions and/or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or any legal, regulatory or practical difficulties under the laws of any territory, or the requirements of any regulatory body or stock exchange, or as regards shares in uncertificated form; and

b) the allotment (otherwise than pursuant to sub-paragraph a) above) of equity securities having an aggregate nominal amount not exceeding £268,888.95;

and this power shall expire at the conclusion of the next Annual General Meeting of the Company or (if earlier) on 15 May 2010, 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.

### **Special resolution – authority to purchase Company's own shares**

10. That the Company be generally authorised in accordance with section 166 of the Act to make market purchases (within the meaning of section 163(3) of the Act) of ordinary shares of 5p each in the capital of the Company, provided that:

a) the maximum number of ordinary shares hereby authorised to be purchased is limited to an aggregate of 10,755,559;

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 per cent. of the average of the middle market quotations for an ordinary share of the Company as derived from 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 or (if earlier) on 15 May 2010, unless such authority is 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.

### **Special Resolution – adoption of new Articles of Association**

11. That:

- a) the regulations contained in the printed document produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, the current Articles of Association; and
- b) with effect on and from 1 October 2009, the Articles of Association of the Company be further amended by deleting (i) all the provisions of clauses 4 and 6 the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as part of the Company's Articles of Association; and (ii) all provisions referred to in paragraph 42 of Schedule 2 of Statutory Instrument 2008 No. 2860.

### **By order of the Board**

**Simon Denyer**  
**Company Secretary**  
**14 January 2009**

**Registered Office**  
**10 Paternoster Square**  
**London**  
**EC4M 7LT**

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 0870 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 12 February 2009 at 11.00 a.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 return of a completed proxy form 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*

- 5 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 11.00 a.m. on Saturday 14 February 2009 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*

- 6 In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:
- if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
  - if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (<http://www.icsa.org.uk>) for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in the first bullet point above.

*Communications*

- 7 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 0870 707 1203 or
  - write to Computershare Investor Services PLC, PO Box 82, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ.

## **Explanatory Notes to the Notice of Annual General Meeting**

In the following notes, references to the "current" issued share capital of the Company are to the 107,555,594 issued ordinary shares of 5p each in the capital of the Company in issue as at the close of business on 9 January 2009 (being the latest practicable date before the publication of this document) and references to the current authorised but unissued share capital are accordingly to the 32,444,406 ordinary shares authorised but unissued at that time.

### **Resolution 1 – report and accounts**

The directors are required to present the accounts for the year ended 30 September 2008 to the meeting.

## **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 5.0p per ordinary share be paid on 19 February 2009 to ordinary shareholders who are on the register at the close of business on 12 December 2008. Shareholders are being offered the option to receive new ordinary shares as an alternative to cash in respect of this dividend.

## **Resolutions 3, 4, 5 and 6 – reappointment of directors**

The Articles of Association of the Company require the nearest number to, but not exceeding, 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 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. As announced by the Company on 21 November 2008, following a detailed legal review of the Company's Articles of Association, the Company identified certain technical breaches of the requirement that each director hold, personally and directly, at least 20,000 ordinary shares in the Company (a "qualifying shareholding"). After acquiring their qualifying shareholdings, Messrs Kelly, Spencer and Vero were re-appointed to the Board on 20 November 2008 and Mr Bartlam was re-appointed to the Board on 11 December 2008. Each of them, being eligible, now offers himself for re-election. Because there are only two directors (Mr Hemsley and Ms Tilbian) to be counted for the purpose of calculating the number of directors to retire by rotation, neither is actually required to do so.

## **Resolution 7 – reappointment of auditors**

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, and authorises the directors to agree their remuneration.

## **Resolution 8 – authority to allot relevant securities**

The Company requires the flexibility to allot shares from time to time. The directors' existing authority under Section 80 of the Companies Act 1985 (the "1985 Act") to allot "relevant securities" (including ordinary shares and/or rights to subscribe for or convert into ordinary shares), which was granted at the Annual General Meeting held on 29 January 2008, will expire at the end of this year's Annual General Meeting. Accordingly, resolution 8 would renew and increase this authority (until the next Annual General Meeting or unless such authority is revoked or renewed prior to such time) by authorising the Directors to allot relevant securities up to an aggregate nominal amount equal to the current authorised but unissued share capital of the Company, representing an amount equal to approximately 30 per cent. of the current issued share capital of the Company. 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.

## **Resolution 9 – disapplication of statutory pre-emption rights**

This resolution seeks to disapply the pre-emption rights provisions of section 89 of the 1985 Act in respect of the allotment of equity securities for cash pursuant to rights issues and other preemptive issues, and in respect of other issues of equity securities for cash up to an aggregate nominal value of £268,888.95, being an amount equal to approximately 5 per cent. of the current issued share capital of the Company. If given, this power will expire at the same time as the authority referred to in resolution 8. The directors consider this power desirable due to the flexibility afforded by it. Save in respect of the issue of new ordinary shares pursuant to the Company's share incentive schemes, the directors have no present intention of issuing any equity securities for cash pursuant to this disapplication.

## **Resolution 10 – authority to purchase Company’s own shares**

The Articles of Association of the Company provide that the Company may from time to time purchase its own shares subject to statutory requirements. Such purchases must be authorised by the shareholders at a general meeting. This resolution seeks to grant (until the next Annual General Meeting or unless such authority is revoked or renewed prior to such time) the directors authority to make market purchases of the Company’s own ordinary shares, up to a maximum of 10,755,559 shares, being an amount equal to approximately 10 per cent. of the current issued share capital of the Company. The maximum price payable would be an amount equal to 105 per cent. 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. Although the directors have no current intention to make such purchases, they consider that it is in the best interests of the Company and its shareholders to keep the ability to make market purchases of the Company’s own shares in appropriate circumstances, without the cost and delay of a general meeting. The authority would only be exercised if the directors believe the purchase would enhance earnings per share and be in the best interests 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 11 – adoption and amendment of new Articles of Association of the Company**

The Company proposes to adopt new Articles of Association (“the New Articles”) in order to update its current Articles of Association (“the Current Articles”), primarily to take account of changes in English company law brought about by the Companies Act 2006 (“the 2006 Act”) but also to reflect developments in the law and public company practice since the last major update of the Articles in 1996.

The principal changes introduced in the New Articles are summarised below. Other changes, which are of a minor, technical or clarifying nature and also some additional changes which merely reflect changes made by the 2006 Act have not been noted below. The full text of the proposed New Articles is available for inspection, as noted at the end of these explanatory notes.

### *Articles which duplicate statutory provisions*

Provisions in the Current Articles which replicate provisions contained in the 2006 Act are in the main amended to bring them into line with the 2006 Act. An example is those provisions regarding the period of notice required to convene general meetings. Further details of the main changes made to reflect this approach are set out below.

### *Deletion of references to preference shares*

The Current Articles contain certain provisions relating to the class rights of preference shares. As the Company’s preference shares (which had not been issued) were converted into ordinary shares a few years ago, these provisions have not been included in the New Articles.

### *Convening general meetings*

The provisions in the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being amended to conform to new provisions in the 2006 Act. In particular, all meetings other than the Company’s Annual General Meeting will be classed simply as general meetings. Also, a general meeting to consider a special resolution can now be convened on 14 clear days’ notice, whereas previously 21 clear days was required.

### *Votes of members*

Under the 2006 Act, proxies are entitled to vote on a show of hands, whereas under the Current Articles proxies are only entitled to vote on a poll. The 2006 Act also entitles proxies to speak at

an Annual General Meeting. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. Multiple corporate representatives may be appointed. The New Articles reflect these new provisions.

#### *Electronic and web communications*

Provisions of the 2006 Act which came into force in January 2007 enable companies to communicate with shareholders by electronic and/or website communications. The New Articles continue to allow communications to shareholders in electronic form and, in addition, they permit the Company to take advantage of the new provisions relating to website communications. Before the Company can communicate with a shareholder by means of website communication, the relevant shareholder must be asked individually by the Company to agree that the Company may send or supply documents or information to him by means of a website, and the Company must either have received a positive response or have received no response within the period of 28 days beginning with the date on which the request was sent. The Company will notify the shareholder (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a shareholder can always request a hard copy version of the document or information.

#### *Joint holders*

In order to make the flow of information more efficient between the Company and our joint shareholders, the Articles of Association are being amended so that, where there are joint shareholders, anything agreed or specified with the Company by any one joint shareholder will have been deemed to have been agreed or specified with the Company by all the joint shareholders.

#### *Directors' remuneration*

The Current Articles allow the Board to approve remuneration for directors for full-time, special or extra services and/or service on committees. The New Articles preserve these powers but set them out in a more up-to-date manner, including specific provisions for the Board to set basic fees for non-executive directors in such amounts (not exceeding £300,000 per annum in aggregate, or such higher amount as may from time to time be approved by shareholders by ordinary resolution) as the Board may determine. The financial limit is included in the New Articles in recognition of institutional shareholder corporate governance guidelines. It is intended to allow flexibility for the future, but the directors do not expect the introduction of the New Articles to result in any changes to the current levels of the directors' remuneration, individually or in aggregate.

#### *Directors' qualification shares*

The Current Articles require each director to hold, registered in his or her own sole name, not less than 20,000 ordinary shares in the Company. Although such requirements were historically common, it is now relatively unusual for a publicly quoted company to have a share qualification requirement for directors. All the current directors have now satisfied this requirement, and several of them have beneficial interests, within the meaning of Part 22 of the 2006 Act, in a substantially higher number of shares. However, the existence of such a requirement could in future affect the Company's ability to attract non-executive directors and the New Articles do not include a share qualification requirement.

#### *Directors' indemnities and loans to fund expenditure*

The 2006 Act has in some areas widened the scope of the powers of a company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. In particular, the existing exemption allowing a company to provide money for the purpose of funding a director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies.

### *Directors' conflicts of interest*

The 2006 Act sets out directors' general duties which largely codify the existing law but with some changes. The provisions relating to conflicts of interest came into effect on 1 October 2008. Under the 2006 Act, a director must avoid a situation where he or she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the Company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The 2006 Act allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the Articles of Association contain a provision to this effect. The 2006 Act also allows the Articles of Association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision and, secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the New Articles should contain provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the directors. It is the board's intention to review annually the Company's procedures for ensuring that the board's powers of authorisation of conflicts are operated effectively and that the procedures have been followed.

### *Borrowing powers*

The Current Articles require the directors to limit the aggregate borrowings (as defined therein) of the Company and its subsidiaries to an amount equal to 5 times capital and reserves (adjusted as provided in the Articles). The existing provisions limiting the directors' borrowing powers have largely been carried forward into the new Articles, but have been updated in some respects and include some additional adjustments to reflect common current practice.

Further amendments to take effect on 1 October 2009

Sub-paragraph (b) of resolution 11 contains certain amendments to the New Articles, to take effect on 1 October 2009 when the provisions of the Companies Act 2006 referred to below will come into force:

#### Objects of the Company

The Company's memorandum of association contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted broadly. The Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum and provides that the objects clause and all other provisions which are currently contained in a company's memorandum will be deemed to be contained in its articles of association instead, but the company can remove these provisions by special resolution.

Further, the Companies Act 2006 states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause. This change is not expected to result in any material change in the nature of the Company's activities.

#### Authorised share capital

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital. Thus there will no longer be “authorised but unissued” shares as such. Paragraph (b) of Resolution 11 confirms the removal of this requirement for the Company. The Directors will, however, still be limited as to the number of shares they may at any time allot, because allotment authority (i.e. the authority proposed to be granted by Resolution 8 under Section 80 of the Companies Act 1985 or any successor authority granted by shareholders under the corresponding provisions of the Companies Act 2006) will continue to be required.

#### **Documents available for inspection**

There will be available for inspection at the registered office of the Company during normal business hours on any weekday (excluding Saturdays and public holidays), and for at least 15 minutes prior to and during the Annual General Meeting, copies of:

- (1) the service contract of each executive director and the letter of appointment of each non-executive director; and
- (2) copies of the Current Articles and New Articles.