

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you are recommended to seek your own advice immediately from a stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom, or from another appropriately authorised independent financial adviser in a territory outside the United Kingdom. Where in this document a summary is provided in respect of certain financial information, Shareholders should read the whole document and not rely solely on the summarised financial information.

If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document, together with the enclosed Proxy Form, at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. Such documents should not however be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction. If you have sold or transferred only part of your holding of Ordinary Shares, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

This document does not constitute an offer or invitation to any person to subscribe for or purchase any securities in the Company.

This document has been prepared for the purposes of complying with English law and regulation and information disclosed may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside England.

This document should be read in conjunction with the enclosed Proxy Form and the definitions set out in Part 2 of this document. The whole of this document should be read and, in particular, your attention is drawn to the letter from the Chairman of the Company set out in Part 1 of this document which contains the unanimous recommendation by the Directors to Shareholders to vote in favour of the Resolution to be proposed at the General Meeting.

Numis Corporation Plc

(incorporated in England and Wales with registered number 02375296)

Proposed Capital Reduction

and

Notice of General Meeting

A notice convening the General Meeting to be held at 09:30 a.m. on 30 August 2017 at the offices of the Company at 10 Paternoster Square, London EC4M 7LT, is set out in Part 3 of this document.

Whether or not you propose to attend the General Meeting, please complete, sign and return the accompanying Proxy Form in accordance with the instructions printed on it as soon as possible. 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 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 09:30 a.m. on 28 August 2017. 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. Completion and return of a Proxy Form or transmitting a CREST Proxy Instruction will not prevent you from attending and voting at the General Meeting in person should you wish.

This document may contain forward-looking statements which are subject to assumptions, risks and uncertainties. Although the Company believes that any expectations reflected in these forward-looking statements are reasonable, there can be no assurance that these expectations will prove to have been correct. Because these statements involve risks and uncertainties, actual results may differ materially from those expressed or implied by those forward-looking statements. Each forward-looking statement is correct only as of the date of the particular statement. The Company does not undertake any obligation publicly to update or revise any forward-looking statement as a result of new information, future events or other information, although such forward-looking statements will be publicly updated if required by the AIM Rules, the DTRs, MAR, the rules of the London Stock Exchange or by law.

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Expected Timetable of Principal Events

Last time and date for receipt of Proxy Form for the General Meeting	09:30 a.m. on 28 August 2017
Last time and date for receipt of CREST Proxy Instructions	09:30 a.m. on 28 August 2017
Last time and date for registration in the Register	09:30 a.m. on 28 August 2017
General Meeting	09:30 a.m. on 30 August 2017
Expected date of Court hearing to confirm the Capital Reduction	20 September 2017
Capital Reduction takes effect on or around	21 September 2017

Notes

- 1 Reference to times are to London times unless otherwise stated.
- 2 The dates and times given in this document are based on the Company's current expectations and may be subject to change.
- 3 Any changes to the timetable set out above will be announced via a Regulatory Information Service.

Part 1: Letter from the Chairman of Numis Corporation Plc

(incorporated in England and Wales with registered number 02375296)

Executive Directors:

Alex Ham *(Co-Chief Executive Officer)*
Ross Mitchinson *(Co-Chief Executive Officer)*
Lorna Tilbian *(Executive Director)*
Marcus Chorley *(Executive Director)*
Simon Denyer *(Group Finance Director and Company Secretary)*

Registered Office:

10 Paternoster Square
London
EC4M 7LT

Non-Executive Directors:

Alan Carruthers *(Non-Executive Chairman)*
Catherine James *(Independent Non-Executive Director)*
Robert Sutton *(Independent Non-Executive Director)*
Geoffrey Vero *(Independent Non-Executive Director)*

11 August 2017

To Shareholders

Proposed Capital Reduction and Notice of General Meeting

Dear Shareholder,

1 Introduction and summary

The Board is proposing that the Company undertakes a court approved reduction of capital.

I am therefore writing to you to:

- provide you with information about the background to, and reasons for, the Capital Reduction (including further details on the proposed terms relating thereto);
- explain why the Board considers the Capital Reduction to be in the best interests of the Company and its Shareholders as a whole and, accordingly, why the Board unanimously recommends that Shareholders vote in favour of the Resolution; and
- give notice of the General Meeting for the Shareholders to vote on the Resolution.

If the Resolution is passed at the General Meeting, subject to the satisfaction of the other conditions to the Capital Reduction, the Capital Reduction is expected to take effect on or around 21 September 2017.

2 Background to and reasons for the Capital Reduction

The share premium account of the Company as at 30 September 2016 totalled £38,854,000. A share premium account is an undistributable reserve and, accordingly, the purposes for which the Company can use it are extremely restricted. The proposal aims to create additional distributable reserves for the Company by cancelling the amount standing to the credit of the share premium account and transferring it to the Company's profit and loss account. The realised profits thereby created would be applied to increase the accumulated profit on the Company's profit and loss account.

By reducing capital in this way, the Company increases its flexibility to pay dividends, to facilitate any prospective buyback of shares or to provide flexibility for any other general corporate purposes, subject to the financial performance of the Company. However, the Company has not made any proposal or decision as to the use of any such realised profits, should the Capital Reduction take place.

The proposal is conditional upon the passing of the Resolution set out in the notice of General Meeting, as well as Court approval being obtained.

Further details of the proposal are set out below.

3 Principal terms of and conditions to the Capital Reduction

Under the 2006 Act, companies are only permitted to make distributions to shareholders from distributable reserves. In the audited report and accounts of the Company for the year ended 30 September 2016, the Company recorded accumulated retained earnings on its balance sheet of £46,782,000 of which £8,994,000 were distributable.

Part 1: Letter from the Chairman of Numis Corporation Plc (*continued*)

In order to increase the balance of distributable reserves, it is proposed that the balance standing to the credit of the share premium account be cancelled.

This cancellation, if approved by the Court, will create realised profits that may be transferred to a special reserve, which would remain pending the protection or consent of any creditors (or contingent creditors) of the Company in existence at the date of the Capital Reduction (if any). Alternatively, the Court may dispense with the requirement for the creation of a special reserve and the realised profits may be credited directly to the Company's profit and loss account.

In the instance that a special reserve is created, any distributions made by the Company must be paid out of profits of the Company earned subsequent to the date of the Capital Reduction. The special reserve can also be eliminated if the relevant creditors are protected through other means (such as bank guarantees or blocked accounts). Subsequent losses of the Company can reduce the special reserve (such losses being applied to this reserve rather than the profit and loss account).

As directed by the 2006 Act, the proposal requires approval of the Shareholders and then subsequent confirmation of the Court. The Company will only be in a position to use the realised profits once confirmation from the Court has been acquired and the Court's order has been registered at Companies House. If the proposal is passed by the Shareholders, it is anticipated that proceedings to obtain confirmation from the Court will be undertaken as soon as possible. The final hearing where the Court may confirm the proposals is to take place on or around 20 September 2017.

Following the implementation of the Capital Reduction, there will be no change in the nominal value of the Ordinary Shares or the number of Ordinary Shares in issue. No new share certificates will be issued as a result of the Capital Reduction.

The Capital Reduction per se will not involve any distribution or repayment of share premium by the Company and will not reduce the underlying net assets of the Company.

4 General Meeting

Implementation of the Capital Reduction requires the Resolution to be passed at the General Meeting. Accordingly, there is set out in Part 3 of this document a notice convening the General Meeting to be held at 09:30 a.m. on 30 August 2017 at the offices of the Company at 10 Paternoster Square, London EC4M 7LT. This contains the Resolution to be proposed at the General Meeting, the passing of which will require not less than 75 per cent. of the votes cast voting in favour of the Resolution.

In summary, the Resolution proposes to cancel the amount standing to credit of the share premium account.

5 Action to be taken

You are invited to attend the General Meeting of the Company to be held at 09:30 a.m. on 30 August 2017 at the offices of the Company, 10 Paternoster Square, London EC4M 7LT.

If you would like to vote on the Resolution but cannot attend the General Meeting in person, please fill in the Proxy Form accompanying this document and return it to Computershare, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible. The completed Proxy Form must be received by Computershare by 09:30 a.m. on 28 August 2017.

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 09:30 a.m. on 28 August 2017. 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.

Appointment of a proxy will not prevent you from attending the General Meeting and voting in person should you wish to do so.

6 Recommendation

The Board considers the Capital Reduction and the Resolution to be in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board unanimously recommends that the Shareholders vote in favour of such Resolution as they intend to do so in respect of their own beneficial holdings amounting, in aggregate, to 10,313,852 Ordinary Shares. This represents approximately 9.6 per cent. of the total issued share capital of the Company as at the date of this document.

Yours sincerely,

Alan Carruthers

Non-Executive Chairman

Part 2: Definitions

The following definitions apply to words and phrases used in this document except where the context requires otherwise:

“2006 Act”	the Companies Act 2006, as amended from time to time;
“AIM Rules”	the AIM Rules for Companies, which set out the rules and responsibilities in relation to AIM companies, as amended from time to time;
“Board” or “Directors”	the directors of the Company;
“business day”	a day other than a Saturday or Sunday on which banks generally are open for business in the City of London;
“Capital Reduction”	the proposed cancellation of the Company’s share premium account as more particularly described in this document;
“Company” or “Numis” or “Group”	Numis Corporation Plc, a public company limited by shares incorporated under the laws of England and Wales with company registration number 02375296 and having its registered office at 10 Paternoster Square, London EC4M 7LT;
“Computershare”	Computershare Investor Services Plc, a public limited company limited by shares incorporated under the laws of England and Wales with company registration number 03498808 and having its registered office at The Pavilions, Bridgwater Road, Bristol BS99 6ZY;
“Court”	the High Court of Justice in England and Wales;
“CREST”	the relevant system (as defined in the CREST Regulations), in respect of which Euroclear is the operator;
“CREST Manual”	the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, Registrars Service Standards, Settlement Discipline Rules, CCSS Operations Manual, Daily Timetable, CREST Application Procedures and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms promulgated by Euroclear on 15 July 1996 and as subsequently amended from time to time);
“CREST member”	a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations);
“CREST participant”	a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations);
“CREST Proxy Instruction”	an appropriate and valid CREST message appointing a proxy by means of CREST;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended from time to time;
“CREST sponsor”	a CREST participant admitted to CREST as a CREST sponsor;
“DTRs”	the Disclosure Guidance and Transparency Rules made by the FCA pursuant to Part VI of FSMA, as amended from time to time;
“Euroclear”	Euroclear UK & Ireland Limited, as the CREST operator (as defined in the CREST Regulations);
“FCA”	the Financial Conduct Authority of the United Kingdom, and any of its successor authorities;
“FSMA”	the Financial Services and Markets Act 2000, as amended from time to time;
“General Meeting”	the general meeting of the Company, notice of which is set out in Part 3 of this document, and any adjournment thereof;
“London Stock Exchange”	London Stock Exchange Plc;
“MAR”	Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation);
“Notice of General Meeting”	the notice of general meeting set out in Part 3 of this document;
“Ordinary Shares”	ordinary shares of £0.05 each in the capital of the Company;
“Proxy Form”	the form of proxy enclosed with this document for use at the General Meeting;
“Register”	the register of members of the Company;
“Resolution”	the resolution set out in the Notice of General Meeting to be proposed at the General Meeting;
“Shareholders”	holder(s) of Ordinary Shares; and
“United Kingdom”	the United Kingdom of Great Britain and Northern Ireland.

All times referred to in this document are to London time.

Part 3: Notice of General Meeting

Numis Corporation Plc

(incorporated in England and Wales with registered number 02375296)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a **GENERAL MEETING** of Numis Corporation Plc (the “**Company**”) will be held at 09:30 a.m. on 30 August 2017 at the offices of Numis Corporation Plc, 10 Paternoster Square, London EC4M 7LT for the purposes of considering the following resolution which will be proposed as a special resolution.

SPECIAL RESOLUTION

THAT the share premium account of the Company be cancelled.

Dated: 11 August 2017

By order of the Board

[Simon Denyer](#)

Company Secretary

Registered Office: 10 Paternoster Square, London EC4M 7LT

Registered in England and Wales No. 02375296

Notice of General Meeting

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 the Proxy Form and believe 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, 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, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by no later than 09.30 a.m. on 28 August 2017 (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 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 5 A CREST Proxy Instruction must be properly authenticated in accordance with Euroclear's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Computershare (under CREST participant ID 3RA50) by 09:30 a.m. on 28 August 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Computershare is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 6 CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 7 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 8 The return of a completed proxy form will not preclude a member from attending the General Meeting and voting in person if he or she wishes to do so.

Record date

- 9 To be entitled to attend and vote at the 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 09:30 a.m. on 28 August 2017 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

- 10 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.

Part 3: Notice of General Meeting (*continued*)

Communications

- 11 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; and
 - write to Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ.
- 12 Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- 13 You may not use any electronic address provided in this notice of General Meeting for communicating with the Company for any purposes other than those expressly stated.