

# Annual General Meeting 2011

Please see the explanatory notes 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 Tuesday 1 February 2011, at 11.00 a.m. to consider and, if thought fit, pass the following resolutions, of which resolutions 1 to 7 and resolution 10 will be proposed as ordinary resolutions and resolutions 8 and 9 will be proposed as special resolutions:

1. To receive and adopt the Company's annual accounts for the financial year ended 30 September 2010, together with the directors' report and auditors' report for such year.
2. To declare a final dividend for the year ended 30 September 2010 of 4p per ordinary share payable on 18 February 2011 to shareholders on the register at the close of business on 10 December 2010.
3. To reappoint as a director Mr Oliver Hemsley, who is retiring by rotation in accordance with the Company's Articles of Association and, being eligible, offers himself for election.
4. To reappoint as a director Mr Tom Bartlam, who is retiring by rotation in accordance with the Company's Articles of Association and, being eligible, offers himself for election.
5. To reappoint as a director Mr Simon Denyer, who was appointed to the Board of the Company since the last Annual General Meeting and, being eligible, offers himself for 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 at which accounts are laid and to authorise the directors to fix their remuneration.

## **Ordinary resolution – authority to allot relevant securities**

7. 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"), up to a maximum aggregate nominal amount equal to £1,862,624.50 (equivalent to 37,252,490 shares), provided that:

a) this authority shall expire at the conclusion of the next Annual General Meeting of the Company or (if earlier) unless previously revoked, varied or renewed by the Company in a 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**

8. That, subject to and conditional upon the passing of resolution 7 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 the said resolution 7, 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 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 in proportion (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 £279,673.35 (equivalent to 5,593,467 shares),

and this power shall expire at the conclusion of the next Annual General Meeting of the Company or (if earlier), 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**

9. 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 11,186,934 shares (equivalent to £559,346.70);

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), 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.

**Ordinary resolution – authority to amend and implement revised rules of the employee share incentive plans of the Company - the Numis Corporation Plc Long Term Incentive Plan, the Numis Corporation Plc Restricted Stock Unit Plan and the Numis Corporation Plc (Revised) Long Term Incentive Plan (2008) (the “Relevant Schemes”)**

10. That the directors be generally and unconditionally authorised to amend those provisions in each of the Relevant Schemes which limit the aggregate number of shares which can be made subject to awards under the Relevant Schemes when aggregated with awards made under any other share incentive schemes which have been approved by the Company in general meeting to 20% of the issued ordinary share capital of the Company in any ten year period (the "dilution limits"), so as to exclude from the dilution limits (to the extent not already excluded):

a) any awards which are satisfied using shares bought in the market by the Company's Employee Benefit Trust or by any other third party;

b) any awards which have lapsed, been cancelled, surrendered or renounced or otherwise become incapable of being exercised or vesting; and

c) any option or other right which has been or is to be satisfied by treasury shares unless then current guidelines issued by the Association of British Insurers require such shares to be taken into account.

## **By order of the Board**

**Simon Denyer**

**Group Finance Director & Company Secretary**

**17 December 2010**

**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 30 January 2011 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 30 January 2011 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 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*

- 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, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ.

## **Explanatory Notes to the Notice of Annual General Meeting 2011**

In the following notes, references to the “current” issued share capital of the Company are to the **111,869,340 issued ordinary shares of 5p** each in the capital of the Company in issue as at the close of business on 3 January 2011 (being the latest practicable date before the publication of this document).

### **Resolution 1 – Report and accounts**

The directors are required to present the accounts for the year ended 30 September 2010 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 4p per ordinary share be paid on 18 February 2011 to ordinary shareholders who are on the register at the close of business on 10 December 2010. Shareholders are being offered the option to receive new ordinary shares as an alternative to cash in respect of this dividend.

### **Resolutions 3, 4 and 5 – Reappointment 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 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.

### **Resolution 6 – 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 7 – Authority to allot relevant securities**

The Company requires the flexibility to allot shares from time to time and with effect from 1 October 2009, the Companies Act 2006 (the “Act”) abolished the requirement for a company to have an authorised share capital. The directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes.

The directors' existing authority to allot “relevant securities” (including ordinary shares and/or rights to subscribe for or convert into ordinary shares), which was granted (pursuant to section 80 of the Companies Act 1985) at the Annual General Meeting held on 2 February 2010, will expire at the end of this year's Annual General Meeting. Accordingly, paragraph (i) of resolution 7 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 (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. 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 8 – Disapplication of statutory pre-emption rights**

This resolution seeks to disapply the pre-emption rights provisions of section 561 of the Act in respect of the allotment of equity securities for cash pursuant to rights issues and other pre-emptive issues, and in respect of other issues of equity securities for cash up to an aggregate nominal value of £279,673.35 (5,593,467 shares), 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 7. 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 9 – 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 the directors authority (until the next Annual General Meeting or (if earlier), 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 11,186,934 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 10 - Authority to amend and implement revised rules of the employee share incentive plans of the Company - the Numis Corporation Plc Long Term Incentive Plan, the Numis Corporation Plc Restricted Stock Unit Plan and the Numis Corporation Plc (Revised) Long Term Incentive Plan 2008 (the "Relevant Schemes")**

The Rules of the Relevant Schemes currently provide that awards under each of the Relevant Schemes, together with awards made under any other share incentive schemes which have been approved by the Company in general meeting, may not be granted over an aggregate of more than 20 per cent of the Company's issued ordinary share capital within any ten year period.

Unusually, this limit does not distinguish between awards which are to be satisfied by new issue shares and awards which are to be satisfied by shares which have been purchased in the market by the Company's Employee Benefit Trust ("EBT"). Only issues of new shares dilute existing shareholders' shareholdings – market purchases by the EBT do not (as they do not affect the overall number of shares). The directors consider that it is in the Company's best interests to amend the rules of the Relevant Schemes so that the 20 per cent limit only restricts the use of new issue shares in satisfaction of awards, and does not restrict the use of shares bought in the market by the EBT. If the limit remains as drafted, the directors believe that it will have a negative effect on the Company's ability to operate the Relevant Schemes in a manner the directors consider effective to recruit and retain employees.

**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, Sundays 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;
- (2) the Articles of Association of the Company; and
- (3) revised rules of the:  
Numis Corporation Plc Long Term Incentive Plan;  
Numis Corporation Plc Restricted Stock Unit Plan; and the  
Numis Corporation Plc (Revised) Long Term Incentive Plan 2008