

# **Numis Corporation Plc**

## **Board changes, £5.7 million equity issue, and adoption of Long Term Incentive Plan**

Numis Corporation Plc (“Numis” or “the Company”) is delighted to announce today the appointment of Michael Spencer as chairman of the Company. Geoffrey Vero also joins the Board as a non-executive director. David Craig and Paul Gaunt are leaving the Board to pursue other interests and the Board would like to thank both of them for their significant contributions to the growth and development of the Group in recent years.

The Company also announces that it is proposing to raise approximately £5.7 million, before expenses, by an equity issue (“the Subscription”) to Intercapital Private Group Limited (“IPGL”) of 1.828 million new ordinary shares at 315p per share. The Subscription will give IPGL an interest of approximately 9.99% in the Company, as enlarged by the Subscription and the proposed issue of initial shares under the Long Term Incentive Plan, referred to below.

### **Board Changes**

Michael Spencer is chairman of IPGL which he founded in 1986 and which is making the Subscription. IPGL has holdings in financial services and technology companies including a 25.6% shareholding in Icap plc (“Icap”).

Michael Spencer has been Group Chief Executive of Icap since 1999, having previously been the founder and chief executive of Intercapital Limited, which merged with Exco plc in 1998 to become Intercapital plc. Icap is the world’s largest inter-dealer broker and currently has a market capitalisation of approximately £986 million.

Commenting on his appointment, Michael Spencer said: “I am extremely pleased to be invited to become chairman of Numis, which I believe has the potential to become a real force in corporate broking and investment banking. I am already impressed by the energy and intellectual firepower of the team here and I am looking forward to helping them move the business forward.”

Geoffrey Vero is a chartered accountant with a long and distinguished career in the private equity industry. He was an Investment Director of ABN Amro Private Equity (previously Causeway Capital) from 1987 until 2002 and before that was an Investment Director at Lazard Development Capital. He has also held senior positions at Savills and Diners Club.

The Company welcomes the arrival of both Michael Spencer and Geoffrey Vero to the Board and the considerable experience and contacts that they will bring to the business. Further details on Michael Spencer and Geoffrey Vero, in accordance with the rules of the Alternative Investment Market of the London Stock Exchange, are set out at the end of this announcement.

David Craig and Paul Gaunt are leaving the Board to pursue other interests and the Board would like to thank both of them for their significant contributions to the growth and development of the Group in recent years.

### **The Subscription**

The purpose of the Subscription is to develop the Group's business and to enable the Group to take advantage of investment and business opportunities as and when they arise. The new ordinary shares to be issued pursuant to the Subscription will rank *pari passu* in all respects with all the Company's ordinary shares currently in issue.

The Subscription is subject, *inter alia*, to certain approvals by the Company's shareholders at an extraordinary general meeting of the Company to be convened shortly.

IPGL is a private company incorporated in England. It has holdings in financial services and technology companies. For the year ended 31 March 2002, IPGL made a consolidated profit before tax of £20.7m and as at 31 March 2002 the company had consolidated net assets of £55.7 million. The chairman of IPGL is Michael Spencer who, together with his wife, owns approximately 41.6 per cent of IPGL's issued share capital. Michael Spencer is deemed under the Companies Act 1985 to be interested in the entire issued share capital of IPGL.

### **Long term incentive plan**

The Board is also proposing the adoption of a Long Term Incentive Plan ("LTIP"). The success of the Group is dependent upon the efforts of its employees and, although most employees are currently shareholders, the Group is proposing the establishment of the LTIP to provide further incentivisation to staff and to encourage greater and wider share ownership amongst them. The LTIP may also serve as a valuable tool in the recruitment of new teams and individuals.

Under the LTIP, employees may be invited to subscribe for new ordinary shares or to purchase existing ordinary shares in the Company on terms the effect of which is that, for each new ordinary share subscribed or purchased, employees will receive, at no further cost to them, one further share (each a "matching share"). Subject to certain limited exceptions employees must remain in employment with the Group for a period of 5 years to achieve the matching benefit.

Subject to the passing of the requisite resolutions at an extraordinary general meeting ("EGM") of the Company to be convened shortly, it is proposed that up to 424,338 new ordinary shares be subscribed by certain employees and directors of the Group under the LTIP after the EGM at the Subscription price. This will be matched by an issue of new ordinary shares at the Subscription price pursuant to the terms of the LTIP. The cost of providing matching share benefits under the LTIP will be borne by the Group.

Initially, the maximum number of ordinary shares which may be the subject of awards under the LTIP (including the matching shares) will be 938,105 ordinary shares

(representing approximately 5 per cent of the enlarged ordinary share capital after the Subscription). The number of ordinary shares which may be subject to awards under the LTIP will be limited, so that in any period of ten consecutive years the number of ordinary shares issued or transferred, or liable to be issued or transferred, to participants under the LTIP (excluding ordinary shares acquired by participants at their then market value) when aggregated with the number of ordinary shares issued or transferred, or liable to be issued or transferred, pursuant to options, awards or other rights granted pursuant to any other employee share scheme established by the Company or to which the Company is a party may not exceed 20 per cent of the Company's issued share capital from time to time.

### **Aim Admission**

The new ordinary shares to be issued under the Subscription and those to be initially issued under the LTIP will rank *pari passu* in all respects with the existing issued ordinary share capital of the Company. Application will be made for admission of the new ordinary shares to be issued pursuant to the Subscription and the LTIP to trading on the Alternative Investment Market of the London Stock Exchange plc and it is expected that dealings will commence in the new shares on or about Thursday 19 June 2003.

### **Extraordinary General Meeting**

Further details of the Board changes, the Subscription and the LTIP are contained in a circular to be despatched to shareholders shortly. The circular will also contain notice of an extraordinary general meeting at which shareholders' approval will be sought for the Subscription, an increase in the Company's authorised share capital and related authorities under Sections 80 and 89 of the Companies Act 1985 and for the adoption of the LTIP.

### **Change of Nominated Adviser**

The Company announces the appointment, with effect from today, of PricewaterhouseCoopers Corporate Finance as its nominated adviser.

### **Enquiries:**

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## Undernote

The following details are required under Schedule 2 of the Rules of the Alternative Investment Market of the London Stock Exchange plc:

The directorships held by Michael Alan Spencer, aged 47, over the five years preceding the date of appointment are as follows:

Current directorships:

Voltapalm Limited  
European Derivatives Clearing House Limited  
The Weekend City Press Review Limited  
Intercapital Bonds Limited  
Intercapital Private Group Limited  
Intercapital Derivatives Services Limited  
City Index Market Makers Limited  
City Index Limited  
European Derivatives Clearing Company Limited  
Intercapital Debt Trading Limited  
BetDirect Limited  
Betonline Limited  
Bondweb Limited  
Securityweb Limited  
Equityweb Limited  
International Derivatives Clearing House Limited  
Intercapital Brokerage Services Limited  
Garban-Intercapital Metals Limited  
City Index (Holdings) Limited  
Intercapital PLC  
Intercapital Europe Limited  
Garban-Intercapital Management Services Limited

Icap PLC  
Garban Securities Limited  
TFS-Icap Limited  
Blue Square Holdings PLC  
Moving Image Restaurants PLC  
Mirror Image Restaurants PLC  
Sheffield Haworth Limited  
Garban LLC  
TFS-Icap Currency Options Limited  
TFS-Icap Holdings Limited  
Consolidated Asset Management PLC  
Exco International Holdings Inc  
Exco International Inc  
First Brokers Securities, Inc  
Garban Harlow LLC  
Garban Intercapital North America Inc  
GOVEX LLC

ICAP New Jersey (No2) LLC  
Intercapital America Inc  
Intercapital Brokers (Australia) Limited  
Intercapital Commodity Derivatives Inc  
Intercapital Commodity Swaps PTE Ltd  
Intercapital Fixed Income (Australia) Pty Ltd  
Intercapital Government Securities Inc  
Intercapital Group Services Inc  
Intercapital International Inc  
Intercapital Securities Inc  
Intercapital Brokers (Asia) Ltd  
Intercapital Derivatives Services Limited  
Intercapital Emerging Markets (Asia) Ltd  
Intercapital Group (Hong Kong) Ltd  
Intercapital USA Inc

Former directorships held during last five years:

AFA Dart Limited  
Intercapital Securities Limited  
Intercapital Aviation Limited  
On:Line Finance Holdings Limited  
Intercapital Commodity Swaps Limited  
Valerie Chitty Services Limited  
Alpha Brokers (Metals) Holdings Limited  
T & M Securities Limited  
Intercapital Brokers Limited  
Stanbourne Limited  
Direct Financial Services LLC  
Garban Intercapital Holdings (USA) Inc  
ICAP Futures (Australia) Pty Ltd  
Intercapital Currency Options Limited  
Intercapital Group (Australia) Pty Limited  
Blue Square Interactive Development Ltd  
Blue Square Limited  
Delta Clearing Corp

The directorships held by Geoffrey Osborne Vero, aged 56, over the five years preceding the date of appointment are as follows:

Current directorships:

Govern Finance Limited  
Westcane Limited (Non-Executive)  
Medihealth Ltd (Non-Executive)  
Mill Hill School Foundation Limited (Non-Executive Governor)  
Mill Hill School Enterprises Ltd (Co Ltd by Guarantee) (Council Member)  
ABN AMRO Quoted Investments (UK) Limited

Modular Stock Limited (Non-Executive)

Former directorships held during the last five years:

Lyric Hotels Limited (Non-Executive)

Peaston & Company Limited (Non-Executive)

Peaston & Company (Dundee) Limited (Non-Executive)

Peaston & Company (Plymouth) Limited (Non-Executive)

Parker Hirst Limited (Non-Executive)

Parker Hirst Group Limited (Non-Executive)

Beaumont Industries Limited (Non-Executive)

European Automotive Components Ltd (Non-Executive)

Optoplast plc (Non-Executive)

Kennford Properties Limited (Non-Executive) (Members voluntary liquidation)

ABN AMRO Private Equity (UK) Limited (*formerly ABN Amro Causeway Ltd*)

CAL Group Limited (Non-Executive)

Old Cal Limited (Non-Executive)

CAL Group Services Limited (Non-Executive)

Chamberlain Plastics Limited (Non-Executive)

There are no other matters which are required to be announced as required under paragraph (f) of Schedule 2 of the AIM Rules