THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or about what action you should take, you are recommended to immediately seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended from time to time ("FSMA").

If you have sold or otherwise transferred all of your Ordinary Shares in the Company, please forward this document and the accompanying Form of Proxy as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. Any person (including without limitation, custodians, nominees and trustees) who may have a contractual or legal obligation or may otherwise intend to forward this document to any jurisdiction outside the United Kingdom, should seek appropriate advice before taking any action. If you have sold only part of your holding of Ordinary Shares, please immediately contact your stockbroker, bank or other agent through whom the sale or transfer was effected.

This document does not constitute an offer or invitation for any person to subscribe for or purchase any securities in the Company. This document is provided in connection with shareholder approval, and is not a prospectus, offering circular, placement memorandum or the like containing the information accompanying a securities offering nor does it constitute an admission document drawn up in accordance with the AIM Rules.

The directors of PLUS Markets Group plc, whose names appear on page 5 of this document, accept responsibility for the information contained in this document including responsibility for compliance with the AIM Rules. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

PLUS Markets Group plc

(Registered in England and Wales No. 4606754)

Proposed Disposal of PLUS Stock Exchange plc, Adoption of Investing Policy and Notice of General Meeting

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N+1 Brewin, which is authorised and regulated by the Financial Services Authority, is acting for PLUS Markets Group plc as its nominated adviser in connection with the Proposed Disposal. N+1 Brewin's responsibility as nominated adviser under the AIM Rules is owed solely to the London Stock Exchange and is not owed to PLUS Markets Group plc or to any Director or to any other person in reliance on any part of this document. N+1 Brewin is acting exclusively for the Company and will not otherwise be responsible to any person for providing the protections afforded to its customers nor for providing advice in relation to the contents of this document or any other matter referred to herein.

You should read the whole of this document together with the accompanying Form of Proxy. In particular, your attention is drawn to the letter from the Interim Chairman of the Company set out on pages 5 to 14 of this document, which explains, *inter alia*, the purpose of the Resolutions to be proposed at the General Meeting and contains the unanimous recommendation of the Board that you vote in favour of them.

A Notice of a General Meeting of the Company to be held at the offices of SJ Berwin LLP, 10 Queen Street Place, London, EC4R 1BE on 18 June 2012 at 09.00 a.m., to approve the Resolutions as set out on page 15 of this document. You will find enclosed with this document a Form of Proxy for use at the General Meeting and all Shareholders are requested to complete and return the Form of Proxy, whether or not they intend to be present at the General Meeting. To be valid, the enclosed Form of Proxy should be completed and returned as soon as possible and, in any event, so as to reach the Company's Registrars, Capita Registrars, The Registry, The Proxy Department, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 48 hours before the General Meeting.

Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

CONTENTS

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of Forms of Proxy	09.00 a.m. on 16 June 2012
General Meeting	09.00 a.m. on 18 June 2012

DEFINITIONS

The following definitions and terms apply throughout this document unless otherwise stated or the context requires otherwise:

"AIM"	the market of that name operated by the London Stock Exchange plc;
"AIM Rules"	the rules published by the London Stock Exchange plc governing, *inter alia*, admission to AIM and the continuing obligations of companies admitted to AIM and their nominated advisers, as amended from time to time;
"Board"	the board of directors of the Company as constituted from time to time;
"Company" or "PLUS"	PLUS Markets Group plc, a company registered in England and Wales with company number 04606754;
"Completion"	completion of the Sale and Purchase Agreement in accordance with its terms;
"Conditions"	each of the conditions to Completion as set out in Clause 3 of the Sale and Purchase Agreement and summarised in paragraph 7 of the letter of recommendation from the Interim Chairman of the Company;
"CREST"	the system for paperless settlement of trades and the holding of uncertificated shares administered through Euroclear UK & Ireland Limited;
"Directors"	Malcolm Basing, Cyril Théret, Nemone Wynn-Evans, Nicholas Smith and Ahmed Al-Asfour, being the board of directors of the Company as at the date of this document;
"Executive Directors"	Cyril Théret and Nemone Wynn-Evans;
"Form of Proxy"	the accompanying form of proxy for use in connection with the General Meeting;
"FSA"	the Financial Services Authority;
"FSA Rules"	the FSA's handbook of rules, principles and guidance, as amended or replaced from time to time;
"FSP"	the formal sale process of the Company in accordance with the Takeover Code which commenced on 3 February 2012 and was terminated on 14 May 2012;
"General Meeting"	the general meeting of the Company to be held at 09.00 a.m. on 18 June 2012, notice of which is set out at the end of this document;
"Group"	the Company and its subsidiaries from time to time;
"ICAP"	ICAP Holdings Limited, a subsidiary of ICAP plc;
"ICAP Group"	ICAP plc and its subsidiaries;
"Investing Company"	has the meaning given to it in the glossary to the AIM Rules;

"Investing Policy"	the proposed investing policy of the Company, to be pursued by the Company following Completion and approval from Shareholders at the General Meeting, further details of which are set out in paragraph 8 of the letter of recommendation from the Interim Chairman of the Company;
"Investing Policy Resolution "	the ordinary resolution of the Shareholders to approve the Investing Policy in accordance with the AIM Rules set out in the notice of General Meeting at the end of this document;
"N+1 Brewin"	Nplus1 Brewin LLP, a limited liability partnership registered in England and Wales with registered number OC364131 and the Company's nominated adviser and broker;
"Ordinary Shares"	the ordinary shares of £0.05 each in the capital of the Company;
"PLUS-DX"	PLUS Derivatives Exchange Limited, a company registered in England and Wales with company number 07312971;
"PLUS-SX"	PLUS Stock Exchange plc, a company registered in England and Wales with company number 04309969;
"PLUS-TS"	PLUS Trading Solutions Limited, a company registered in England and Wales with company number 07608963;
"Proposed Disposal"	the proposed disposal of PLUS-SX in accordance with the terms of the Sale and Purchase Agreement;
"Proposed Disposal Resolution"	the ordinary resolution of the Shareholders to approve the Proposed Disposal in accordance with the AIM Rules set out in the notice of General Meeting at the end of this document;
"Register"	the register of members of the Company;
"Resolutions"	the Proposed Disposal Resolution and the Investing Policy Resolution;
"RIE"	the recognised investment exchange operated by PLUS-SX;
"Sale and Purchase Agreement"	the conditional sale and purchase agreement dated 18 May 2012 between the Company and ICAP as described in more detail in paragraph 7 of the letter of recommendation from the Interim Chairman of the Company;
"Shareholders"	the holders of Ordinary Shares;
"Takeover Code"	the City Code on Takeovers and Mergers; and
"Work Fee Letter"	the work fee letter dated 17 May 2012 between the Company and ICAP as described in more detail in paragraph 7 of the letter of recommendation from the Interim Chairman of the Company.

LETTER OF RECOMMENDATION FROM THE INTERIM CHAIRMAN OF PLUS MARKETS GROUP PLC

PLUS Markets Group plc

(Registered in England and Wales No. 4606754)

Directors:

Malcolm Basing (*Non Executive Interim Chairman*)
Cyril Théret (*Chief Executive Officer)*
Nemone Wynn-Evans (*Chief Financial Officer*)
Nicholas Smith (*Non Executive Director*)
Ahmed Al-Asfour (*Non Executive Director*)

Registered Office:

33 Queen Street
London
EC4R 1BR

31 May 2012

To Shareholders and for information purposes only to holders of options over Ordinary Shares

Dear Shareholder,

Proposed Disposal of PLUS Stock Exchange plc,
Adoption of Investing Policy
and
Notice of General Meeting

1. Introduction

This circular is being sent to you in connection with the proposed sale of the Company's wholly-owned subsidiary PLUS Stock Exchange plc. The purpose of this circular is (i) to explain the background to and reasons for the Proposed Disposal, (ii) to explain the details of the Investing Policy, (iii) to explain why the Directors consider that the terms of the Proposed Disposal and the Investing Policy are in the best interests of Shareholders, (iv) to give notice of the General Meeting to be held on 18 June 2012 at 09.00 a.m. at the offices of SJ Berwin LLP 10 Queen Street Place, London, EC4R 1BE, notice of which is set out at the end of this document and (v) to explain the actions you should now take.

The Directors unanimously recommend that Shareholders vote in favour of the Resolutions.

2. The Proposed Disposal

I am writing to you on behalf of the Directors to explain the background to the Proposed Disposal and the reasons why the Directors consider the terms of the Proposed Disposal to be in the best interests of Shareholders.

On 18 May 2012, the Directors announced that the Company had entered into a conditional agreement with ICAP Holdings Limited, a wholly owned subsidiary of ICAP plc, whereby ICAP agreed to acquire the entire issued share capital of the Company's wholly-owned subsidiary, PLUS-SX, the cash equities recognised investment exchange, on a cash-free, debt-free basis for a nominal cash amount of £1, subject to satisfaction of the Conditions described in more detail in paragraph 7 below.

PLUS-SX continues to be operated as normal during the orderly closure process that was announced on 14 May 2012 and, should the Proposed Disposal be approved by Shareholders and agreement be secured from the FSA as to the change of control of PLUS-SX, then the market is expected to continue to operate, as outlined in paragraph 6 below. Should the Proposed Disposal not complete, then the orderly closure will continue. As a consequence, the PLUS market would cease operating as a trading platform at the expiry of the wind down period and the companies that are currently quoted on the PLUS market would need thereafter to have in place alternative arrangements to provide their shareholders with the means to trade in their shares.

The Proposed Disposal is for a nominal amount due to the current liabilities that remain within PLUS-SX and the ongoing costs of maintaining the RIE. Information extracted from unaudited management accounts for the period to 30 June 2011 show operating losses of £1.03 million attributable to PLUS-SX. For the year ended 31 December 2010, the audited accounts show operating losses of £5.69 million attributable to PLUS-SX.

The Proposed Disposal is classified as a disposal resulting in a fundamental change of business under the AIM Rules and is therefore subject to Shareholder approval by way of an ordinary resolution at a general meeting of the Company. On completion of the Proposed Disposal, the Company will become an Investing Company under the AIM Rules and is therefore required to seek Shareholder approval for the Investing Policy to be followed going forward. The adoption of the Investing Policy is also subject to Shareholder approval, by way of an ordinary resolution at a general meeting of the Company.

Should the Proposed Disposal complete and the intercompany debt owed by PLUS-SX to the Company be recovered as anticipated by the Company in accordance with the provisions of the Sale and Purchase Agreement, the Group is expected to retain approximately £640,000 of cash balances at or around mid June 2012. This residual amount is estimated after the payment of the following items: (i) the expected operating expenses of the Group up to 15 June 2012; (ii) the deduction of professional fees and expenses incurred by the Group as a result of the FSP, completion of the Proposed Disposal, regulatory advice and its ordinary course activities, expected to be approximately £960,000 (excluding VAT) in aggregate (of which £372,000 has been paid) and; (iii) settlement costs amounting to in aggregate £423,000 payable to the Executive Directors by way of compensation for termination of their employment and damages for breach of the enhanced notice entitlements which apply following a change of control of PLUS-SX and which will be invoked by the Proposed Disposal, together with employer's national insurance contributions attributable to such settlement costs of up to £58,500 – the terms of settlement being that each Executive Director shall continue working for the Company for 6 months from the date of this document following which their employment shall terminate, and each director shall be entitled to receive a payment equal to six months' salary following completion of the Proposed Disposal, and a further payment of approximately six months' salary payable following the termination of their employment.

Shareholders should note that the level of expected cash balances set out above are subject to reduction to cover operating expenses and professional fees and expenses incurred by the Group after 15 June 2012 and other liabilities and expenses of the Group as they fall due. The above amounts are forward looking estimates and therefore are subject to revision, including without limitation by the occurrence of unforeseen events.

Should the Proposed Disposal not complete, whether by reason of the Proposed Disposal Resolution not being passed at the General Meeting or otherwise, the existing cash balances of the Group will be required to fund the ongoing orderly closure process of PLUS-SX and the winding down and/or disposal of the remaining businesses of the Group. In such circumstances the Company does not expect there to be any cash available for a return to Shareholders unless the Group is able to realise any residual value from its other subsidiaries materially in excess of the value of the liabilities of the Group and the costs of wind down.

Further to the Company's announcement on 18 May 2012, the Board is, as at the date of this document, in discussions with a third party to dispose of PLUS-TS. There can be no certainty that such a transaction will be entered into and therefore at this stage the Directors are unable to assess what impact (if any) such transaction would have on the amounts expected to be retained by the Group. Shareholders will be updated on any developments as appropriate. The Board currently believes that any disposal of PLUS-DX is unlikely to have any material financial effect on the amounts expected to be retained by the Group.

Regardless as to whether or not the Proposed Disposal completes, the Board believes that to minimise reduction of the cash balances of the Company it may be appropriate to seek Shareholder approval to cancel the trading of the Ordinary Shares on AIM. Further details relating to any such proposal, if made, will be set out in the notice convening the annual general meeting of the Company which is expected to be sent to Shareholders shortly.

3. Background to and Reasons for the Proposed Disposal

Background

Prior to the appointment of the current management team in February 2010, the Group was in financial distress with excessive costs due to an expensive technology platform and legal proceedings, and had also lost both its core customers and institutional shareholder base.

On 8 February 2010, the Company announced the appointment of a new management team, under the leadership of Giles Vardey, to reduce the cost base and try to deliver a diversification strategy in order to generate Shareholder value, with a view to achieving a break-even position within two years.

On 26 March 2010, the Group reported revenues of £3.04 million for the year to 31 December 2009 against an operating loss of £8.47 million. In May 2010, a strategic review concluded that the Group's operating cost base needed to be reduced significantly and new sources of revenue were required to leverage the RIE licence and related infrastructure. On 25 August 2010, the Company gave an update on its revenue diversification strategy and cost reduction program with a view to achieving a break-even position within two years. The Group achieved its target operational cost base of £5.5 million by the start of 2011, as confirmed at the time of the announcement of its interim results for the half year to 30 June 2011 on 23 September 2011. At that time, the operating losses for the six months to 30 June 2011 had been reduced to £1.47 million from £5.87 million for the six months to 30 June 2009, and the Board restated its intention to achieve a break-even run rate in 2012. The Group anticipates publishing its results for the year ended 31 December 2011 within the next few weeks in order that Shareholders will receive the accounts prior to the General Meeting which will take place before the Company's annual general meeting.

Due to the regulatory obligations of operating an RIE (and the Group's other regulated activities), the Group has to maintain a core cost base, which mainly comprises a full UK board of directors, a compliance function, a technology function and a market regulation function. These core costs account for approximately 90 per cent. of the existing cost base. Any further reduction in the Group's core cost base would have led to potential breaches in meeting these requirements.

The reduced target cost base was achieved against the backdrop of:

- a reducing cash balance;
- a depressed IPO market in which small cap markets have particularly suffered, as has been well documented in the press and experienced by all other exchange operators;
- increased regulatory scrutiny;
- increased competition from private equity, resulting in an increased number of companies choosing to delist from PLUS-SX; and
- a significant reduction in secondary market liquidity.

At the same time, the Group's industry has been in a state of economic and regulatory flux, as outlined at the time of the strategic review. Nevertheless, the new management team identified two new initiatives (which became PLUS-DX and PLUS-TS) in order to leverage existing staff and infrastructure. On 23 September 2011, the then Chairman of the Group commented that:

"In the first half of 2011, the Group has delivered the foundations for a highly scalable exchange based on three core competencies: technology, market regulation and compliance. It is our plan to monetise these across all three of the Group's businesses (PLUS-SX, PLUS-DX and PLUS-TS)".

These two new initiatives went live in summer 2011, with regulatory approval for PLUS-DX received from the FSA in July and the launch of PLUS-TS announced in September. At that time, the Board considered whether a potential rights issue to Shareholders might be achievable in order to fund the Group until new revenues came on stream.

The Board's view at that time was that any such rights issue should be fully underwritten to secure certainty of outcome. Such underwriting would have been required from one or more of the Company's existing Shareholders or a third party, and owing to the low share price at the time, would also have

triggered considerations relating to an increased percentage holding in the Company with corresponding FSA and Takeover Code implications. No Shareholder or third party offered to underwrite in a form that was deliverable from an FSA and/or Shareholder approval perspective. In addition, any proposal would have been highly dilutive to all other Shareholders, had such underwriting been necessary. The Group therefore sought to reduce its cost base further by announcing its intention in September 2011 to close the retail trade reporting service with effect from 1 January 2012.

Whilst the Board held discussions with major Shareholders and other parties, no formal proposal was ever received by the Company that could be considered viable and therefore able to be pursued by the Board.

Formal Sale Process

On 3 February 2012, it was announced that the Directors had come to the conclusion that, whilst it believed "that the Company is well positioned strategically to exploit commercially the opportunities offered by significant changes in the regulatory and technological environment. It also recognises that scale and international reach will become increasingly relevant for interaction with exchanges, investment banks and other trading entities."

Reflecting this view, the Directors, being the Interim Non Executive Chairman, the two Executive Directors, and the two other Non Executive Directors, one of whom being a representative of the shareholder Amara Dhari Investments Limited, unanimously decided to commence the FSP. The objective was to seek a partner and/or purchaser to help its operations achieve the scale and reach required to maximise value to Shareholders and importantly, to obtain investment from the new owner or strategic investor that would secure the on-going financial position of PLUS and the continued running of its subsidiary operations.

The FSP was deemed to be the best way to deliver shareholder value by openly and clearly soliciting expressions of interest from any interested party, thereby maximising the opportunities for offers of external funding or outright purchase.

During the FSP, the Group and its financial advisers approached, or were approached by, a significant number of prospective purchasers and strategic investors on an international basis. The Directors considered various options available to them including potential offers for the Company, offers of funding through a placing of shares in the Company, the injection of capital into a subsidiary company, disposals of certain assets of the Company and loan financing. Discussions were held with a number of parties including major international stock exchanges and trading platforms, inter dealer brokers, technology providers, private equity and other wealth funds.

By 30 March 2012, the Company had provided additional information to several prospective purchasers and invited indications of value. Initial valuation proposals were submitted and several prospective purchasers were granted access to a virtual data room and invited to attend meetings with the management of PLUS. Final offers for the Company were invited at the end of this process.

The FSP was conducted against a background of the Company enduring continued losses (albeit significantly reduced), in a publicly quoted environment and under close regulatory scrutiny.

The Board was conscious that any offer for the Company or significant equity investment therein would require both Shareholder approval at a general meeting and agreement with the FSA for a change of control of PLUS-SX. In relation to the FSA's agreement, this includes, *inter alia*, commitment to an agreed business plan, suitable corporate governance structures, and sufficient funds to support the ongoing liabilities of the RIE entity over the medium term. The Board also noted the FSA's requirement that potential purchasers would need to assume the liabilities of the operating company in their entirety on purchasing the RIE, as the licence is not severable from the associated operating company. In addition, the FSA would need to be satisfied that, following any change of control, PLUS-SX could continue to meet its regulatory obligations on an ongoing basis. These requirements were fundamental to the Directors' deliberations in considering the deliverability of any proposal.

As announced by the Company on 17 April 2012, the Company had received indicative proposals in response to the FSP from a number of parties. However, none of the parties were able to progress matters to a position whereby either the interested party or the Company, in conjunction with their respective

advisers, were satisfied as to the deliverability to completion of any proposal. As a result, no formal offer was received under the Takeover Code and no funding proposal was received that was capable of being pursued to completion. As a consequence, the Board terminated the FSP on 14 May 2012 and announced that an orderly closure of the Group had been commenced.

Commencement of Orderly Closure of the RIE

On 14 May 2012, the Company announced that due to the ongoing operating costs of its business in the context of both the FSP and its regulatory status, the Group's cash balances and liabilities had reached a level at which the Board was obliged, under the FSA Rules, to inform the FSA that it intended to commence a process of orderly closure. In consultation with the FSA, the regulated activities undertaken by the Group (which includes the operation of the RIE), were then to be wound down in an orderly manner in order to minimise market disruption. In addition the Board stated at that time its continued intention to seek offers for the Group's assets, in order to maximise any residual value available to Shareholders.

As part of its regulated status, the Group is required to calculate on a monthly basis its orderly cost of closure, which equates to the ability for the Group to be able to run its regulated operations for the period of the wind down, to provide time for its market participants including issuers to find alternative arrangements. This means that the Group has to maintain, as a minimum, sufficient non-discretionary funding to ensure the ongoing operation of its regulated activities for the period of the wind down.

The Group's obligations during the orderly closure process include working to ensure that companies traded on the PLUS-quoted market are able to find suitable alternative arrangements for the trading of their shares although, in the interim period, the Group is obliged to operate the PLUS-quoted market as normal.

Since 14 May 2012, the Group has held discussions with the FSA with a view to identifying suitable alternative market structures for PLUS-quoted companies. The Group has also initiated a wind-down plan that includes redundancy procedures and the termination of contracts of employees of the Group.

During the orderly closure process, the Directors have explored and will continue to explore all possible avenues to preserve and maximise remaining shareholder value, if any, including any offers to acquire the Group's assets.

Proposed Disposal

As at 18 May 2012, the Group's cash balances were approximately £1.81 million (this figure includes approximately £0.98 million held by PLUS-SX which is expected to form part of the intercompany debt payable by PLUS-SX to the Company on Completion).

Should the Proposed Disposal complete and the intercompany debt owed by PLUS-SX to the Company be recovered as anticipated by the Company in accordance with the provisions of the Sale and Purchase Agreement, the Group is expected to retain approximately £640,000 of cash balances at or around mid June 2012. This residual amount is estimated after the payment of the following items: (i) the expected operating expenses of the Group up to 15 June 2012; (ii) the deduction of professional fees and expenses incurred by the Group as a result of the FSP, completion of the Proposed Disposal, regulatory advice and its ordinary course activities, expected to be approximately £960,000 (excluding VAT) in aggregate (of which £372,000 has been paid) and; (iii) settlement costs amounting to in aggregate £423,000 payable to the Executive Directors by way of compensation for termination of their employment and damages for breach of the enhanced notice entitlements which apply following a change of control of PLUS-SX and which will be invoked by the Proposed Disposal, together with employer's national insurance contributions attributable to such settlement costs of up to £58,500 – the terms of settlement being that each Executive Director shall continue working for the Company for 6 months from the date of this document following which their employment shall terminate, and each director shall be entitled to receive a payment equal to six months' salary following completion of the Proposed Disposal, and a further payment of approximately six months' salary payable following the termination of their employment.

Shareholders should note that the level of expected cash balances set out above are subject to reduction to cover operating expenses and professional fees and expenses incurred by the Group after 15 June 2012 and other liabilities and expenses of the Group as they fall due. The above amounts are forward looking estimates and therefore are subject to revision, including without limitation by the occurrence of unforeseen events.

The Directors believe that the Proposed Disposal is in the best interests of Shareholders as it will allow the Group to retain as much cash as possible that would otherwise have been spent during the continuing orderly closure process, which would be expected to absorb all of the remaining cash currently held in the Group. On completion of the Proposed Disposal, the Company will have, pursuant to Rule 15 of the AIM Rules, disposed of substantially all of its trading businesses and therefore it will be re-classified as an Investing Company and will be required to adopt an Investing Policy, which must also be approved by Shareholders. Further details of the Company's Investing Policy are set out in paragraph 8 of this letter and the implications of the Proposed Investing Policy not being implemented are discussed in paragraph 4 below.

Pursuant to the Work Fee Letter, ICAP has agreed to reimburse the Company in relation to the *bona fide* costs properly incurred by the Company in relation to the Proposed Disposal, up to a cap of £150,000 (exclusive of VAT). Such reimbursement is payable on the earlier of Completion of the Proposed Disposal and 16 June 2012. This will ensure that the costs of the implementation of the Proposed Disposal will not fall on the resources of the Group required for the orderly closure, whether or not the Proposed Disposal is completed.

Irrespective of whether or not the Proposed Disposal completes as anticipated, the Group intends to wind up in short order its other subsidiary companies, PLUS-DX and PLUS-TS, in the event that no disposal of these assets has otherwise been achieved. The Directors are taking appropriate advice in this context and working closely with the FSA with regard to the status of PLUS-SX and the orderly closure of its regulated activities.

Should the Proposed Disposal not complete, whether by reason of the Proposed Disposal Resolution not being passed at the General Meeting or otherwise, the existing cash balances of the Group will be required to fund the ongoing orderly closure process of PLUS-SX and the winding down and/or disposal of the remaining businesses of the Group. In such circumstances the Company does not expect there to be any cash available for a return to Shareholders unless the Group is able to realise any residual value from its other subsidiaries materially in excess of the value of the liabilities of the Group and the costs of wind down.

Further to the Company's announcement on 18 May 2012, the Board is, as at the date of this document, in discussions with a third party to dispose of PLUS-TS. There can be no certainty that such a transaction will be entered into and therefore at this stage the Directors are unable to assess what impact (if any) such transaction would have on the amounts expected to be retained by the Group. Shareholders will be updated on any developments as appropriate. The Board currently believes that any disposal of PLUS-DX is unlikely to have any material financial effect on the amounts expected to be retained by the Group.

Regardless as to whether or not the Proposed Disposal completes, the Board believes that to minimise reduction of the cash balances of the Company it may be appropriate to seek Shareholder approval to cancel the trading of the Ordinary Shares on AIM. Further details relating to any such proposal, if made, will be set out in the notice convening the annual general meeting of the Company which is expected to be sent to Shareholders shortly.

PLUS-SX continues to be operated as normal during the orderly closure process that was announced on 14 May 2012 and, should the Proposed Disposal be approved by Shareholders and agreement be secured from the FSA as to the change of control of PLUS-SX, then the market is expected to continue to operate, as outlined in paragraph 6 below. Should the Proposed Disposal not complete, then the orderly closure will continue. As a consequence, the PLUS market would, at the expiry of the wind down period, cease operating as a trading platform and the companies that are currently quoted on the PLUS market would need thereafter to have in place alternative arrangements to provide their shareholders with the means to trade in their shares.

4. Effects of the Proposed Disposal on the Group

If the Proposed Disposal completes, the Company will hold two subsidiary companies, PLUS-DX and PLUS-TS (assuming no disposal of either company or their assets occurs in the period from the posting of this document to Completion). The Directors note that with the loss of the RIE from the Group, the scope for further developments of the PLUS-DX and PLUS-TS initiatives by the Group becomes very limited.

As noted above, the Board, as at the date of this document, is in discussions with a third party to dispose of PLUS-TS. Shareholders will be updated on any developments as appropriate.

The completion of the Proposed Disposal will constitute a fundamental change of business of the Company under Rule 15 of the AIM Rules, resulting in the Company becoming an Investing Company under the AIM Rules and it is therefore also required to state the investing policy to be followed going forward. Further details of the Investing Policy are set out in paragraph 8 of this letter.

In the event of adoption of the Investing Policy by the Shareholders at the General Meeting, the Company will be required to implement its Investing Policy within 12 months of the General Meeting, failing which, the Company's Ordinary Shares would then be suspended from trading on AIM. As an Investing Company, if the Company's Investing Policy has not been implemented within 18 months of the General Meeting the admission to trading on AIM of the Ordinary Shares would be cancelled.

If the Investing Policy Resolution is rejected by Shareholders at the General Meeting the Directors will be required to put an alternate investing policy to Shareholders for their approval. Such an alternate investing policy would be likely to include any offers of capitalisation or reverse acquisitions. Shareholders should note that in order for the Company to be in a position to execute such an alternative investing policy it would be necessary for the Company to seek additional funding.

5. Information on ICAP

ICAP is the world's leading interdealer broker and provider of post trade risk and information services. The ICAP Group matches buyers and sellers in the wholesale markets in interest rates, credit, commodities, FX, emerging markets and equity derivatives through voice and electronic networks. Through its post trade risk and information services ICAP helps its customers to manage and mitigate risks in their portfolios. ICAP is an experienced operator of regulated platforms running the world's largest electronic trading platforms for both FX (EBS) and fixed income (BrokerTec). It also operates 10 regulated multilateral trading facilities. In addition, ICAP already acts as a broker on exchange products and is a member of the world's largest exchanges.

ICAP is fully committed to continue supporting and expanding the equities listings venue which provides growth capital for smaller companies as well as exploring other possibilities. ICAP is well positioned to leverage PLUS' exchange status to offer new products and solutions for its customers including, in time, listed derivatives.

6. Continued Operation of PLUS-SX

ICAP is fully committed to continue supporting and expanding the equities listings venue as well as exploring other possibilities for new products. As soon as is possible, ICAP will engage in a dialogue with issuers, their corporate advisers and other stakeholders on how it can work with them to improve the existing market. ICAP believes that it can leverage its brand/marketing presence and wide ranging relationships to expand the number of listed companies on PLUS-SX and improve liquidity in existing listed companies. As a FTSE100 company which has demonstrated to market participants its ability to successfully manage and grow high turnover electronic platforms, ICAP will add further credibility to PLUS-SX listings business. ICAP believes that in this current economic environment with increasingly restricted bank lending to SME's (small and medium sized enterprises) in the UK there is a need for a venue where UK SME's can raise funds for growth capital. Following Completion, ICAP will engage with all stakeholders including government agencies and regulators about how PLUS-SX could provide this function.

7. Summary of the Sale and Purchase Agreement

Pursuant to the Sale and Purchase Agreement, ICAP has agreed, subject to all the Conditions being satisfied by 21 June 2012 (or such later date as the parties may agree), to purchase PLUS-SX for £1 on a cash free debt free basis. As part of that cash and debt free calculation, PLUS is entitled to be repaid, at Completion, any intercompany debt owed to it by PLUS-SX, subject to a cap of £1.88 million. The amount of intercompany debt to be repaid will be made by reference to the balance sheet of PLUS-SX as at 31 May 2012 and as agreed between the parties. As at the date of this document these intercompany repayments are estimated by the Company to be approximately £1.38 million.

Completion of the sale of PLUS-SX is conditional upon:

(a) the passing of the Proposed Disposal Resolution without amendment;

(b) the FSA giving notice in writing under section 301G(3) of FSMA that it approves the acquisition of control of PLUS-SX by ICAP and, to the extent necessary or applicable, the FSA granting any Investment Firm Consolidation Waiver (as defined in the rules of the FSA) or that the Proposed Disposal will not materially impact or invalidate the Investment Firm Consolidation Waivers granted to the ICAP Group;

(c) the FSA not having made a revocation order with respect to PLUS-SX under section 297 of FSMA and not having given any direction to PLUS-SX under section 296 of FSMA and the recognition requirements applicable to PLUS-SX under FSMA as a recognised investment exchange or the operator of a regulated market or multilateral trading facility not having been changed in any way; and

(d) no order having been made, petition presented (which has not been withdrawn or dismissed) or resolution passed for the winding up of PLUS-SX or the appointment of an administrator, receiver, administrative receiver or liquidator or provisional liquidator to PLUS-SX.

In the event that the Conditions are not satisfied by 21 June 2012 (or such later date as the parties may agree), the Sale and Purchase Agreement will be terminated without liability to either party other than ICAP's obligations under the Work Fee Letter.

The Company has given warranties in the Sale and Purchase Agreement limited to title to the shares being sold and the capacity of PLUS to enter into the Sale and Purchase Agreement.

Pursuant to the Sale and Purchase Agreement, in the period between 18 May 2012 and Completion of the Proposed Disposal (or earlier termination) PLUS-SX will require the prior written consent of ICAP before it can undertake certain business operations (other than those matters which form part of the Group's ongoing orderly closure process which the Company can continue to enact). With effect from Completion of the Proposed Disposal, if ICAP so wishes, both ICAP and PLUS-SX will be entitled to terminate certain intercompany arrangements which PLUS-SX is party to with immediate effect and at no extra cost to ICAP. The parties will use their respective reasonable endeavours to enter into any other transitional services that are required for a period of 6 months from Completion. In addition, the Company has agreed, under the terms of the Sale and Purchase Agreement, as from Completion to execute all agreements or documents as may be necessary for the purpose of transferring to ICAP or PLUS-SX any assets (or part thereof) which are held by other members of the Group as at Completion but which relate to PLUS-SX's business (including any such asset which is required for the carrying on of that business as it has been carried on up to the date of the Sale and Purchase Agreement).

ICAP will be able to terminate the Sale and Purchase Agreement where either the Group is in material breach of any provision of the Sale and Purchase Agreement, there is a material adverse effect on the financial, legal or business condition of PLUS-SX or compromise agreements are not entered into between ICAP and each of the Executive Directors in relation to employment services to PLUS-SX. The Executive Directors will continue to be employed by the Company in accordance with the terms of the settlement agreement each of them has entered into with the Company as summarised in paragraph 2 above.

Pursuant to the Work Fee Letter, ICAP has agreed to reimburse the Company in relation to the *bona fide* costs, properly incurred by the Company in relation to the Proposed Disposal, up to a cap of £150,000 (exclusive of VAT). Such reimbursement is payable on the earlier of Completion of the Proposed Disposal and 16 June 2012. Under the Work Fee Letter, the Company and the Directors have agreed for a period of 30 days commencing on 17 May 2012 not to:

(i) enter into or be involved in any discussion or negotiation with any person except ICAP;

(ii) enter into an agreement or arrangement with any person except ICAP; or

(iii) make any relevant information available to any person except ICAP,

in relation to PLUS-SX or its business or its assets.

The terms of the Work Fee Letter will not prevent the Company or any member of the Group from continuing discussions with, or otherwise complying with any legitimate direction from, the FSA and/or implementing steps in the ongoing orderly closure process of PLUS-SX and the Group.

8. Proposed Investing Policy

The Company's proposed Investing Policy, which is subject to Shareholder approval at the General Meeting, is set out below.

On completion of the Proposed Disposal (which is subject to FSA agreement in addition to Shareholder approval), the Company will have, pursuant to Rule 15 of the AIM Rules, disposed of substantially all of its trading businesses and therefore it will be re-classified as an Investing Company and is required to adopt an Investing Policy, which must also be approved by Shareholders.

The Company's investing policy will be to wind up the Company and distribute any residual cash to Shareholders.

Following on from adopting an Investing Policy, the Company will be required to implement its Investing Policy within 12 months of the General Meeting, failing which the Ordinary Shares, of the Company, would then be suspended from trading on AIM. If the Investing Policy has not been implemented within 18 months of the General Meeting the admission to trading on AIM of the Ordinary Shares of the Investing Company would be cancelled.

9. General Meeting

You will find set out at the end of this document a notice convening a General Meeting of the Company to be held at the offices of SJ Berwin LLP, 10 Queen Street Place, London, EC4R 1BE at 09.00 a.m. on 18 June 2012 at which the Resolutions will be proposed.

Further details are set out in the Notice of General Meeting at the end of this document.

10. Action to be Taken

A Form of Proxy is enclosed with this document for use at the General Meeting.

Whether or not you intend to be present at the General Meeting in person, you are requested to complete the enclosed Form of Proxy in accordance with the instructions printed thereon. To be valid, completed forms of proxy must be returned by post or hand to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, so as to arrive as soon as possible, and in any event not later than 09.00 a.m. on 16 June 2012, being 48 hours before the time appointed for the holding of the General Meeting or any adjournment thereof.

Completion and return of the Form of Proxy will not prevent you from attending the General Meeting and voting in person should you wish to do so.

11. Recommendation

Shareholders' attention is directed to paragraphs 2, 3, 4 and 8 above, which describes the effects of the potential outcomes of the General Meeting, namely the approval, or otherwise, of the Proposed Disposal Resolution and the Investment Policy Resolution. The Board believes that it is in the best interests of Shareholders to approve the Proposed Disposal Resolution and the Investment Policy Resolution.

Accordingly the Board unanimously recommends that Shareholders vote in favour of the Resolutions at the General Meeting, as the Directors of the Company, who have Ordinary Shares registered in their own name, have irrevocably committed to do so in respect of the Proposed Disposal in respect of their aggregate beneficial holding of 2,214,680 Ordinary Shares (representing approximately 0.57 per cent. of the issued share capital of the Company as at the date of this document).

Yours faithfully

MALCOLM BASING
Non Executive Interim Chairman

NOTICE OF A GENERAL MEETING

of

PLUS Markets Group plc (the "Company")

(Registered in England and Wales No. 4606754)

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at the offices of SJ Berwin LLP, 10 Queen Street Place, London, EC4R 1BE on 18 June 2012 at 09.00 a.m., for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

1. That the transaction comprising the disposal by the Company of PLUS Stock Exchange plc as described in the circular to Shareholders dated 31 May 2012 be and is hereby approved for the purposes of Rule 15 of the AIM Rules for Companies as issued by the London Stock Exchange plc and that the Board of the Company is hereby empowered to do all such acts and take all such steps as are required to give effect to such transaction.

2. Subject to the approval without amendment of Resolution 1, that the Investing Policy as described in the circular to Shareholders dated 31 May 2012 be and is hereby approved for the purposes of Rule 15 of the AIM Rules for Companies as issued by the London Stock Exchange plc and that the Board of the Company is hereby empowered to do all such acts and take all such steps as are required to give effect to the implementation of such policy.

By Order of the Board

Capita Company Secretarial Services Limited
Company Secretary

Dated: 31 May 2012

Registered Office:
33 Queen Street
London
EC4R 1BR

Notes

1. Any member entitled to attend and vote at the General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company. You may appoint more than one proxy in relation to the General Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. You can only appoint a proxy using the procedures set out in these notes and the notes to the enclosed Form of Proxy.

2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the General Meeting is 09.00 a.m. on 16 June 2012 (being not more than 48 hours prior to the time fixed for the General Meeting) or, if the General Meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting. Changes to entries on the register of members of the Company after that time will be disregarded in determining the right of any person to attend or vote at the General Meeting.

3. To be valid, the enclosed Form of Proxy for the General Meeting convened by the above notice and any authority under which it is executed (or a notarially certified copy of such authority) must be:

   (a) completed and signed;

   (b) sent or delivered to Capita Registrars at The Registry, The Proxy Department, 34 Beckenham Road, Beckenham, BR3 4TU; and

   (c) received by Capita Registrars no later than 09.00 a.m. on 16 June 2012.

   In the case of a Shareholder which is a company, the enclosed Form of Proxy must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company. Any power of attorney or any other authority under which the enclosed Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

4. A corporation which is a Shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a Shareholder provided that no more than one corporate representative exercises powers over the same Ordinary Share. Any such appointment must be executed under the common seal of the corporate Shareholder or signed on its behalf by a duly authorised officer of the corporate Shareholder or an attorney for the corporate Shareholder.

5. In the case of joint holders of an Ordinary Share, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

6. 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 voting service providers(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.

7. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a **"CREST Proxy Instruction"**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 Capita Registrars (ID RA 10) by no later than 09.00 a.m. on 16 June 2012. No such message received through the CREST network after this time will be accepted. 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 the registrars are 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.

8. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited 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(s), 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 service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

9. 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.

10. Except as provided above, Shareholders who have general queries about the General Meeting should contact Capita Registrars on 0871 664 0300 (calls cost 10p per minute plus network extras (from outside the UK: +44 (0) 20 8639 3399) lines are open 8.00 a.m. – 5.30 p.m. Monday to Friday). No other methods of communication will be accepted.

    You may not use any electronic address provided either:

    (a) in this notice of a general meeting; or

    (b) any related document (including the enclosed Form of Proxy),

    to communicate with the Company for any purposes other than those expressly stated.