

## **IMPORTANT DOCUMENT – PLEASE READ**

*Defined terms in the letter below and the enclosed announcement have the same meaning as in the Circular posted to Shareholders on 31 May 2012 in relation to the Proposed Disposal of PLUS Stock Exchange plc ("PLUS-SX"). This information should be read in conjunction with the information in that Circular.*

### **PLUS Markets Group plc**

(Incorporated and registered in England and Wales under number 04606754)  
(the "Company")

#### **Letter from the Chairman**

14 June 2012

Dear Shareholder

#### **Communications from the Company**

Further to the Circular dated 31 May 2012 and ahead of the General Meeting of the Company to be held on 18 June 2012, the Board would like to update shareholders on important developments relating to the Proposed Disposal of PLUS-SX and to the disposal of PLUS Trading Solutions Limited ("PLUS-TS").

Shareholders are urged to read the regulatory announcement below which has been released to the market on 14 June 2012. The announcement provides information on the increased consideration offered by ICAP in relation the Proposed Disposal, which shareholders may wish to take into account when submitting their votes for the General Meeting to be held on 18 June 2012.

The Board would also like to advise that further announcements may be released over the coming days. It is suggested that shareholders monitor the Company's website (address below), or a regulated new service, to ensure they remain up to date on further developments:

<http://www.plusmarketsgroup.com/investorRelations.html>

Yours sincerely

Malcolm Basing  
Interim Chairman

**Regulatory announcement dated 14 June 2012 – 12:10pm**

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS IN THAT JURISDICTION**

For immediate release

14 June 2012

**PLUS Markets Group plc (the "Group" or the "Company")**

**Update on Proposed Sale of PLUS-SX**

Further to the Company's announcement of 18 May 2012, the Company announces that it has agreed with ICAP Holdings Limited ("ICAP") that ICAP will increase the consideration in connection with the proposed sale of the Company's wholly owned subsidiary PLUS Stock Exchange plc ("PLUS-SX") (the "Proposed Disposal").

The revised total consideration is £500,000, an increase from the headline nominal £1 as announced on 18 May 2012. In addition, ICAP will continue to accept the existing liabilities of PLUS-SX, the future liabilities and the costs of recapitalisation as part of the Proposed Disposal.

The Company confirms that the additional consideration due from ICAP will not increase the amounts payable by the Group to its management, advisers or to any third party, but the full amount of such additional consideration will increase the cash balances of the Group, as disclosed in the circular to shareholders dated 31 May 2012, from approximately £640,000 to approximately £1,140,000 following completion of the Proposed Disposal. The above estimated cash balances are subject to the caveats in relation to the ongoing operating costs of the Company.

The terms of the Sale and Purchase Agreement have been modified to reflect the increase in purchase price.

The general meeting of the Company scheduled for 9 a.m. on Monday 18 June 2012, details of which are set out in the notice of general meeting sent to Shareholders on 31 May 2012, will take place as anticipated.

**The Board repeats its recommendation that approval of the Proposed Disposal is in the best interests of Shareholders.**

The Group continues to have discussions with a limited number of interested parties that may lead to the disposal of one, or both, of its other subsidiary companies, PLUS-TS and PLUS-DX. As indicated in previous announcements, the Board continues to explore possible asset disposals that would be in the best interests of shareholders in order to preserve and maximise any remaining shareholder value. However, there can be no certainty of any additional transactions being completed.

Further updates will be made in due course.

Defined terms in this announcement have the same meaning as in the Circular posted to Shareholders on 31 May 2012 in relation to the Proposed Disposal of PLUS-SX. This information should be read in conjunction with that in the Circular posted to Shareholders on 31 May 2012.

Copies of this announcement will be sent to shareholders and made available on the Company's website [www.plusmarketsgroup.com](http://www.plusmarketsgroup.com)

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