

Regulatory Story

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Stanley Gibbons Group PLC - SGI Statement re Possible Offer
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THIS IS AN ANNOUNCEMENT FALLING UNDER RULE 2.4 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE "CODE") AND DOES NOT CONSTITUTE AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CODE. THERE CAN BE NO CERTAINTY THAT ANY OFFER WILL BE MADE NOR AS TO THE TERMS ON WHICH ANY SUCH OFFER MIGHT BE MADE.

The Stanley Gibbons Group plc

("Stanley Gibbons" or the "Company")

Statement re. Possible Offer

The Stanley Gibbons Group plc notes the recent share price movement and confirms that it has received an unsolicited approach from Disruptive Capital ("Disruptive") regarding a possible offer by Disruptive for Stanley Gibbons.

At this stage, there can be no certainty that any offer will be made nor as to the terms on which any such offer might be made. A further announcement will be made as appropriate.

Rule 2.6(a)

In accordance with Rule 2.6(a) of the Code Disruptive must, by no later than 5.00 p.m. (London time) on 7 July 2017, either announce a firm intention to make an offer for Stanley Gibbons in accordance with Rule 2.7 of the Code, or announce that it does not intend to make an offer, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. The deadline can be extended by the board of Stanley Gibbons with the consent of the Takeover Panel in accordance with Rule 2.6(c) of the Code and will cease to apply in the circumstances set out in Rule 2.6(b) of the Code (a firm intention to make an offer for Stanley Gibbons in accordance with Rule 2.7 being announced by another offeror prior to the deadline).

The attention of shareholders is drawn to the disclosure requirements of Rule 8 of the Takeover Rules, which are summarised below.

Rule 2.9

In accordance with Rule 2.9 of the Takeover Rules, the Company confirms that it has in issue 178,916,643 ordinary shares of no par value ("Ordinary Shares") and admitted to trading on the AIM Market of the London Stock Exchange. The International Securities Identification Number for Stanley Gibbons Ordinary Shares is GB0009628438.

Rule 26.1

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available on the Company's website at <http://www.stanleygibbonsplc.com>. The content of the website referred to

in this announcement is not incorporated into and does not form part of this announcement.

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Nothing in this announcement is or should be relied on as a promise or representation to the future. This announcement includes certain statements, estimates and projections provided by the Company in relation to the Company's anticipated future performance. Such statements, estimates and projections are based on various assumptions made by the Company concerning anticipated results which may or may not prove to be correct. No representations or warranties are made by any person as to the accuracy of such statements, estimates or projections.

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4). Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

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