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If you have sold or transferred all of your ordinary shares in The Stanley Gibbons Group plc please forward this document and the accompanying form of proxy 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. If you have sold or transferred part of your holding of ordinary shares in The Stanley Gibbons Group plc, please contact your stockbroker, bank or other agent as soon as possible.

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# **THE STANLEY GIBBONS GROUP PLC**

**(the "Company")**

**Registration Number 13177**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

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LETTER FROM THE CHAIRMAN OF THE COMPANY

**THE STANLEY GIBBONS GROUP PLC**

*(Incorporated in Jersey with Registered Number 13177)*

*Directors*

HG Wilson (*Executive Chairman*)  
A Cook (*Chief Finance Officer*)  
CP Whiley (*Director*)  
LE Castro (*Non-Executive Director*)  
HAJ Turcan (*Non-Executive Director*)

*Registered Office:*

18 Hill Street  
St Helier  
Jersey  
JE2 4UA  
Channel Islands

30 December 2016

Dear Shareholder,

**Extraordinary General Meeting**

An Extraordinary General Meeting of the Company (the "**EGM**") will be held at 399 Strand, London WC2R 0LX, United Kingdom on Wednesday, 1 February 2017 at 11 a.m.

The Notice of Meeting is set out on pages 3 to 5 of this document.

**Explanation of the EGM resolution**

The EGM has been convened to consider a proposal that the Company adopts new Articles of Association (the "**New Articles**") as the Company's Articles of Association, in substitution for, and to the exclusion of, the Company's existing Articles of Association (the "**Old Articles**").

The New Articles would, amongst other things, allow the Board to exercise management of the Company from within the United Kingdom. The majority of the Company's management function is now located in the United Kingdom and the Board and I consider that allowing us to hold board meetings from the United Kingdom would allow for more efficient and less costly management of the Company. As a corollary of these changes, the Company's tax residency would move to the United Kingdom. The Board and I consider that the Company does not currently benefit sufficiently from its Jersey tax residency to justify the burden that accompanies it. In particular, the Board believes that allowing for more efficient management of the Company outweighs any potential taxation benefits that may occur in the future.

A summary of the changes that would be introduced by the New Articles can be found in the Appendix to this document.

**Voting recommendation**

The Board and I consider that the resolution to be proposed at the EGM is in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of it, as the Directors intend to do in respect of their own beneficial holdings.

Yours faithfully,

Harry Wilson  
*Executive Chairman*

**THE STANLEY GIBBONS GROUP PLC**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an Extraordinary General Meeting of The Stanley Gibbons Group plc ("**Company**") will be held at 399 Strand, London WC2R 0LX, United Kingdom on Wednesday, 1 February 2017 at 11 a.m. for the purpose of considering and, if thought fit, adopting the following resolution relating to the special business of the Company at the Extraordinary General Meeting or any adjournment thereof:

**Special Business**

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

*Adoption of new Articles of Association*

1. "THAT with effect from the conclusion of the Extraordinary General Meeting, the Company's Articles of Association be amended and those Articles produced to the meeting and initialled by the Chairman be adopted as the Company's Articles of Association, in substitution for, and to the exclusion of, the existing Articles of Association of the Company."

by order of the board of Directors of  
The Stanley Gibbons Group plc

RK Purkis, Secretary

Dated: 30 December 2016

Registered Office Address: 18 Hill Street, St Helier, Jersey JE2 4UA, Channel Islands.

**NOTES:**

1. A member of the Company entitled to attend and vote at the meeting convened by the notice set out above is entitled to appoint a proxy to exercise all or any of your rights to attend, speak (with permission of the Chairman) and vote on your behalf at a general meeting of the Company.
2. An instrument for the purposes of appointing a proxy is enclosed. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint a person other than the Chairman of the meeting as your proxy, insert their full name in the box on your proxy form. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Ordinary Shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of Ordinary Shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining Ordinary Shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to any one Ordinary Share. To appoint more than one proxy you must complete a separate Form of Proxy for each proxy or, if appointing multiple proxies electronically, follow the instructions given on the relevant electronic facility. Members can copy their original Form of Proxy, or additional Forms of Proxy can be obtained from Capita Registrars (Jersey) Limited, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF.
4. The return of a completed proxy form, other such instrument or any CREST proxy instruction (as described in paragraph 13 below) does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
5. To direct your proxy how to vote on the resolutions mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

6. To be valid any proxy form or other instrument appointing a proxy must be:
  - completed and signed;
  - sent or delivered to Capita Registrars (Jersey) Limited, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF; and
  - received by Capita Registrars (Jersey) Limited no later than 11 a.m. on 30 January 2017.
7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
8. In the case of a member which is a company, your proxy form 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.
9. Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.
10. As an alternative to completing your hard-copy proxy form, you can appoint a proxy electronically at [www.capitashareportal.com](http://www.capitashareportal.com). For an electronic proxy appointment to be valid, your appointment must be received by no later than 11 a.m. on 31 January 2017.
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
12. You may not use any electronic address provided in your proxy form to communicate with the Company for any purposes other than those expressly stated.
13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held on 1 February 2017 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST 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 must be transmitted so as to be received by the Company's agent, Capita Asset Services (CREST Participant ID: **RA10**), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. 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, to procure that his CREST sponsor or voting service provider takes) 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 sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

14. Pursuant to Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company specifies that only those members entered on the register of members of the Company as at close of business on 30 January 2017 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting shall be entitled to attend and vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the register of members after close of business on 30 January 2017 or, if the meeting is adjourned, on the register of members 48 hours before the time fixed for the adjourned meeting shall be disregarded in determining the rights of any person to attend or vote at the meeting.
15. 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 Ordinary Shares.
16. Any member attending the meeting has the right to ask questions. The Company has to answer any questions raised by members at the meeting which relate to the business being dealt with at the meeting unless:
  - to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - the answer has already been given on a website in the form of an answer to a question, or;
  - it is undesirable in the interests of the company or the good order of the meeting to answer the question.
17. Copies of the new articles of association of the Company, together with a comparison against the Company's current articles of association, are available for inspection at the registered office of the Company during normal business hours on any business day and will be available for inspection at the place where the meeting is being held from 15 minutes prior to and during the meeting.

## APPENDIX

### Summary of the changes that would be introduced by the New Articles

It is proposed that the Company's existing Articles of Association (the "**Old Articles**") be amended and those articles produced to the meeting and initialled by the Chairman (the "**New Articles**") be adopted as the Company's Articles of Association, in substitution for, and to the exclusion of, the Old Articles.

A summary of the changes that would be introduced by the New Articles follows:

#### **Article 9.5**

This Article has been amended to explicitly permit corporate shareholders to appoint multiple corporate representatives to represent them at shareholder meetings.

#### **Articles 13.1 and 13.7**

The Old Articles currently prevent meetings of the Board and/or its Committees being held in the United Kingdom, and the Old Articles restrict the Directors from signing written resolutions from within the United Kingdom. These restrictions have been removed from the New Articles. These changes will permit the Board to exercise management and control of the Company from within the United Kingdom, and thereby move the Company's tax residency to the United Kingdom.

#### **Article 14(f)**

This Article has been amended to allow dividends to be paid to shareholders by electronic means.

