

PART 6

The Stanley Gibbons Group Plc

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting (the "**Extraordinary General Meeting**") of The Stanley Gibbons Group plc ("**Company**") will be held at 399 Strand, London WC2R 0LX at 10.00 a.m. on 16 March 2018 for the purpose of considering and, if thought fit, adopting the following resolutions at the Extraordinary General Meeting or any adjournment thereof. Resolution 4 is to be taken on a poll.

SUBSCRIPTION RESOLUTIONS -

Special Resolutions

1. THAT, pursuant to Article 38(1)(a) of the Companies (Jersey) Law 1991, as amended, the authorised share capital of the Company be increased from £2,500,000 divided into 250,000,000 ordinary shares with a par value of £0.01 each to £5,000,000 divided into 500,000,000 ordinary shares with a par value of £0.01 each, and that references in the memorandum and articles of association of the Company be accordingly amended such that:
 - (a) paragraph 6 of the Company's memorandum of association be deleted in its entirety and replaced with the following as a new paragraph 6: "The capital of the Company is £5,000,000 divided into 500,000,000 Ordinary Shares with a par value of one penny (£0.01) each."; and
 - (b) paragraph 2.1 of the Company's articles of association (the "**Articles**") be deleted in its entirety and replaced with the following as a new paragraph 2.1: "The authorised share capital of the Company is five million pounds sterling (£5,000,000), divided into five hundred million (500,000,000) Ordinary Shares with a par value of one penny (£0.01) each."
2. THAT, subject to the passing of the ordinary resolutions numbered 1, 3 and 4 in this notice of Extraordinary General Meeting, the Directors be given the general power to allot and issue 248,000,000 ordinary shares of 1p each in the Company ("**Subscription Shares**") in connection with the Subscription (as defined in the Company's circular dated 27 February 2018) for cash pursuant to the authority conferred by the ordinary resolution numbered 3 in this notice of Extraordinary General Meeting as if the pre-emption rights contained in article 2.7 of the Articles did not apply to any such allotment and issue. The disapplication of pre-emption rights conferred by this resolution is in addition to, and does not revoke or supersede, the disapplication of pre-emption rights approved at the Company's annual general meeting held on 1 November 2017.

Ordinary Resolution

3. THAT, subject to the passing of special resolution numbered 1 in the notice of Extraordinary General Meeting, in accordance with article 2.2(b) of the Articles, the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot and issue the Subscription Shares referred to in resolution numbers 2 in this notice of Extraordinary General Meeting. The authority conferred by this resolution is in addition to, and does not revoke or supersede, the authority to allot shares granted to the directors at the Company's annual general meeting held on 1 November 2017.

RULE 9 WAIVER RESOLUTION

Ordinary Resolution of Independent Shareholders to be taken on a poll

4. THAT, the waiver by the Panel on Takeovers and Mergers of any obligation which might otherwise fall on Phoenix UK Fund Ltd and/or persons acting in concert with it, to make a general offer pursuant to Rule 9 of the City Code on Takeovers and Mergers as a result of the Subscription be and is hereby approved.

By order of the board of Directors of
The Stanley Gibbons Group plc
RK Purkis
Secretary

Dated: 27 February 2018

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

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 shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of 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 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 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 Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.
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 Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or 12 Castle Street, St. Helier, Jersey JE2 3RT; and
 - received by Link Asset Services no later than 10.00 a.m. on 14 March 2018.
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.signalshares.com. For an electronic proxy appointment to be valid, your appointment must be received by no later than 10.00 a.m. on 14 March 2018.
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 Extraordinary General Meeting to be held on 16 March 2018 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, Link 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 10.00 a.m. on 14 March 2018 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 shares registered in their name at that time. Changes to entries on the register of members after 10.00 a.m. on 14 March 2018 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 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.