



The Stanley Gibbons Group plc

**Annual Report and Accounts
for the year ended 31 March 2022**

Group Annual Report and Financial Statements

for the year ended 31 March 2022

Financial Highlights

| | Year ended 31 March 2022 | Year ended 31 March 2021 Restated |
|--|-------------------------------------|---|
| Group turnover from continuing operations (£m) | 12.5 | 10.2 |
| Trading loss from continuing operations (£m) | (1.7) | (2.0) |
| Loss before taxation from continuing operations (£m) | (2.9) | (2.6) |
| Adjusted (loss)/profit before taxation from continuing operations (£m) | (2.4) | (2.2) |
| Basic earnings per share – continuing operations (p) | (0.67) | (0.59) |
| Adjusted earnings per share – continuing operations (p) | (0.56) | (0.52) |
| Dividend per share (p) | – | – |
| Total borrowings (£m) | 23.1 | 14.6 |
| Net assets per share (p) | (0.6) | (0.2) |

Contents

Page

| | |
|--------------|--|
| 2 | Directors and Advisers |
| 3-5 | Chairman's Statement |
| 6-7 | Chief Executive's Letter to Shareholders |
| 8-13 | Business Review |
| 14-16 | Corporate Governance |
| 17-18 | Report on Remuneration |
| 19-25 | Directors' Report |
| 26-34 | Independent Auditor's Report |
| 35 | Consolidated Statement of Comprehensive Income |
| 36 | Consolidated Statement of Financial Position |
| 37 | Consolidated Statement of Changes in Equity |
| 38 | Consolidated Statement of Cash Flows |
| 39-87 | Notes to the Financial Statements |
| 88-89 | Directors' Biographical Details |
| 90-96 | Notice of Annual General Meeting |

Financial Calendar

Annual General Meeting Monday 31 October 2022

Directors and Advisers

| | | |
|-----------------------------|---|--|
| Current Directors | H G Wilson G E Shircore Kevin Fitzpatrick L E Castro M West <i>* Independent</i> | Non-Executive Chairman Chief Executive Officer Chief Finance Officer Non-Executive Director* Non-Executive Director* |
| Company Secretary | Kevin Fitzpatrick | |
| Registered Office | 22 Grenville Street St. Helier Jersey JE4 8PX Tel: +44(0)20 7836 8444 | |
| Company Registration | Registered and incorporated in Jersey Number 13177 | |
| Legal Form | Public Limited Company limited by shares | |
| Auditors | Jeffreys Henry LLP Finsgate 5-7 Cranwood Street London EC1V 9EE | |
| Legal Advisers | Mourant Ozannes 22 Grenville Street St Helier Jersey JE4 8PX Bird & Bird LLP 12 New Fetter Lane EC4A 1JP | |
| Bankers | Barclays Bank PLC 1 Churchill Place London E14 5HP | |
| Registrars | Link Market Services (Jersey) Limited Shareholder Services The Registry 34 Beckenham Road Beckenham Kent BR3 4TU Tel: 0371 664 0300; from overseas +44 (0)37 1664 0300 | |
| Website | Further financial, corporate and shareholder information is available in the Company information section of the Group's website: www.stanleygibbonsplc.com | |

Chairman's Statement

Introduction

This report covers the audited results for the year ended 31 March 2022 for The Stanley Gibbons Group plc ("the Group" or "the Company").

The Covid lockdown continued into the first half of the financial year, and this was followed by a rather slow return back to "normal" working practices. Footfall around the Strand has increased recently to around 75% of pre-Covid levels as working practices have changed with working-from-home becoming a greater expectation. Our "rebuild" strategy continues to adapt to the changing sales environment while our retail model is under constant review. In this difficult environment, we have managed to increase overall sales however the financial performance has, not surprisingly, largely gone sideways. Total online sales including new business have increased 42% to £2.9m (2021: £2.0m) and together with auctions continue to be core parts of our plans for the future.

The return inhouse of Baldwin's auctions and the purchase of the world's rarest stamp – the British Guiana 1c Magenta – were particularly exciting advances during the year and set the tone for the year ahead. To date we have now had 5 successful Baldwin's sales which have in total exceeded pre-sale estimates by 15.5% and generated £484k of additional revenue for the Group. Our plan is to successively increase the size and number of sales per year. In the first transaction of its kind, the ownership of the 1c Magenta was offered for sale through the release of 80,000 online fractional "pieces" at an initial price of £100. The first tranche produced sales of £1.14m in the year as well as generating a tremendous amount of positive PR for the Group.

Performance

Our sales strategy continues to focus on rebalancing stock to better meet customers' requirements over the longer term. Group sales for the year were £12.5m, an increase of 22% from last year (2021: £10.2m) in part due to the relaxation of Covid restrictions, but also due to a more effective sales effort by the Group. Encouragingly, the Philatelic Division was profitable for the first time in a number of years – £225k (2021: loss £71k) while gross margin for the year was stable at 39% (2021: 41%). The trading loss from continuing operations before adjustments and exceptional items improved to £1.3m (2021: £1.9m), while the pre-tax loss increased slightly to £2.9m (2021: £2.6m). A profit in discontinued operations of £1.1m (2021: loss £1.4m) has helped to reduce the total comprehensive loss of the Group to £1.7m (2021: £4.7m). At year-end, the Group had net liabilities of £2.4m (2021: £1.0m) and borrowings of £23.1m (2021: £14.6m) which increased largely due to the £6.5m interest free loan provided by Phoenix to buy the 1c Magenta. Cash at year-end was £2.0m.

Corporate overheads were unchanged over the year at £2.2m which is a good achievement given the withdrawal of Government Covid benefits (furlough payments, business rates) and the reinstatement of staff salaries. The headcount was also stable at 65 (2021: 66) and there was one change to the Board during the year. Anthony Gee stood down as a director to take up another position within the Group and he was replaced by Kevin Fitzpatrick as Finance Director. Kevin has a broad range of accounting & financial experience across a number of business sectors and is a welcome addition to the team. His contribution since joining has been impressive. The significant reduction in overheads over the last few years means further savings are likely to be more modest although we do recognise that these costs remain high relative to the overall size of the Group's business.

Chairman's Statement

continued

Since the year-end

There have been some very significant events since the year-end which are undoubtedly positive for the Group. Firstly, we have a new CEO – Tom Pickford – who joined us just last month and replaces Graham Shircore who will remain on the Board as a non-executive director. Graham took over 4 years ago when the Group was in a precarious situation having just undertaken a radical restructuring. His analytical skills enabled the next phase of the changes to be built into the strategy smoothly and effectively. The Group is now at the stage where a different skill-set – primarily retail and online experience – is required to grow the company on the foundations which have been put in place. Tom has both the experience and track record of success in the business areas we need most now. In the short time Tom has been with us, he has rapidly got to know the business and will very shortly present his plans to the Board. I would like to welcome Tom to the Group and to thank Graham for his contribution over the last few years.

Secondly as shareholders will have seen, the Company de-listed from the London Stock Exchange (AIM listing) last month. The reasons for this were a combination of flexibility, efficiency and cost as well as maintaining the ongoing support from Phoenix. Given the size of the Group and the majority shareholding of Phoenix the rationale for maintaining the listing were no longer there. As part of this, the Board structure was also modified with non-executive directors Louis Castro and Mark West stepping down. I would like to thank both Louis and Mark for their help and input to the Board over recent years in what has been a very difficult period.

Lastly, Showpiece, our technology sales partner – in which the Company has a 20% shareholding – has undergone a major transformation in recent months with the acquisition of new collectible assets and a significant boost in staff & overhead. The other 80% of shares is owned by Castelnau Group plc a company controlled by Phoenix. The Company have a very close relationship with Showpiece who share offices with us and Tom Pickford is also their CEO.

Outlook

The collectibles market remains remarkably strong with sales well attended and numerous record prices having been broken over the last year. Our specialist teams are sought after by our clients who recognise the substantial added-value they provide to their collecting interests. Having strengthened the foundations of the Company over the last 2 years, we are now well positioned to continue the improvements in financial performance in order to achieve our goals of positive cash flow and sustainable profitability. I expect our well-established stamp & coin businesses to continue to make headway and in particular look forward to seeing the Baldwins auctions increase their sales above their previous record levels.

The Board is also very aware that change will be required particularly on the technological front and exploring potential new areas of collectibles as well as prospective new geographic areas. I expect Showpiece will be a significant part of this particularly given the younger age demographic that it attracts. Baldwins recently conducted their first sale of medals which was very successful – I am sure we will see further new markets tested over the coming year. There are also numerous opportunities to generate additional revenue streams through the application of smart technology to our traditional businesses in which Tom Pickford, our new CEO has deep experience.

Chairman's Statement

continued

Outlook (continued)

On behalf of the Board, I would like to thank all our stakeholders for their ongoing support during the year particularly our staff who have risen wonderfully to deal with the issues of recent years. There are of course still challenges ahead as digital technology progresses and collectors change habits – hopefully we can position ourselves at the forefront of these changes. I look forward to being able to update you with more news of our progress during the year.

Annual General Meeting

As you will see from the Notice at the end of these Report & Accounts, the Company's Annual General Meeting will be held at 399 Strand, London WC2R 0LX on Monday 31 October 2022, commencing at 11:30am.

The Directors consider that the resolutions, as set out in the Notice of Meeting, are in the best interests of the Company and its shareholders as a whole and unanimously recommend shareholders to vote in favour of the resolutions as they intend to do so in respect of their own beneficial shareholdings. Accordingly, we ask all shareholders to appoint the Chairman of the Meeting as their proxy to vote on the resolutions. Proxy voting instructions can be found on page 93 of these Report & Accounts.

Harry Wilson

Chairman

14 October 2022

Chief Executive's Letter to Shareholders

Dear shareholder

I write this several months after the end of the financial year, during which time a lot has happened. Before I turn to some of these developments, I want to touch on several elements of the financial year which was, yet again, a very meaningful one in the long history of the Group.

The second half of the year was, from a financial perspective, more positive than the first. While this was in part driven by the relaxation of COVID restrictions, it is important to elaborate further in order to give you a fuller picture of the progress we have made and the challenges we have faced.

The launch of Showpiece and the fractional ownership offering of the 1c Magenta was undoubtedly the most headline grabbing, bringing greater attention to both the business and philately more broadly. Showpiece is still very much in the early stages of its life but has begun to successfully develop a model which can be applied across a broad range of collectibles and iconic items.

Perhaps the biggest development within the more established business areas of the Group was the reintroduction of Baldwin's auctions. This not only benefitted the business financially in the second half of the year but was also one of the remaining foundations which needed to be put back in place to position the Group for the future.

Strengthening our position within Auctions more broadly has been an important part of our strategy and although this was hampered by the impact of COVID restrictions, on the Philatelic side, momentum grew through the second half of the year resulting in a full year which surpassed the last 'normal' year of 2019 in all respects. Both the philatelic and numismatic businesses are showing signs of continuing to take market share, something which we hope continues for years to come – fundamentally improving the strength of an auction business is very much a marathon rather than a sprint.

We also continued to develop our digital capability in a number of ways both in terms of customer facing products such as Gibbons Stamp Monthly (GSM) archive and, behind the scenes with calendar 2022 seeing a return to a full roster of catalogues being produced, all of which came through the proprietary Mistral system. The strength of Mistral means that we expect to use it as a foundation for far more digital product development in the coming months and years.

Turning now to the period beyond the financial results.

Having put many of the operational foundations in place, there were two major developments post financial year end which I believe give the Group a greater probability of long term success as we focus increasingly on growth.

The first of these, the delisting of the business from the stock market, improves both our efficiency and flexibility. I am very grateful for the support our shareholders showed during the process and the degree to which my colleagues continued pushing us forward everyday during a period which had the potential to create a degree of short term upheaval regardless of its long term benefit. As part of this, our Board structure is also being simplified and I'd like to thank on behalf of all shareholders my appreciation for our outgoing non-executives, Mark West and Louis Castro, for their contributions to the business and the support they have offered me over the last few years.

Chief Executive's Letter to Shareholders

continued

Now most of the building blocks have been put in place, we approach the next and potentially most exciting phase for the Group in many years. This will require a different set of skills to those needed over the past few years. With this in mind, the Board and I initiated a recruitment process and we have been fortunate enough to find someone in Tom Pickford who I believe not only has the ability but more importantly, also the personal character traits needed for this business as it moves into the next phase of its development. Tom has been in situ as CEO for several weeks now and so far I can honestly say that I believe he is someone who can and will drive us forward.

Last and most definitely not least, for the final time in this format, I would like to thank wholeheartedly all of my colleagues on behalf of all shareholders for their hard work and focus. The journey in recent years has been at once exhilarating and challenging and I hope that they share my excitement for the future, one I remain very much invested in as both a non-executive director and a customer.

Graham Shircore

14 October 2022

Business Review

Summary Trading and Operations

Summary results:

- Turnover from continuing operations of £12.5m was £2.2m (21.7%) higher than last year. The Philatelic division contributed £0.9m to this increase and the Numismatic division contributed £0.4m. The fractional sales of the 1c Magenta contributed a further £1.1m.
- Gross margin for the year was 38.9% (2021: 40.9%). The lower margin sales of the 1c Magenta were the main contributory element to this reduction with dealing sales experiencing some downward price pressure on older high value items.
- Trading losses from continuing operations, before accounting adjustments, exceptional costs and finance charges improved to £1.3m from £1.9m.
- Loss for the financial year from continuing operations increased to £2.9m from £2.6m last year. This includes an increase in net finance costs of £0.6m and exceptional charges of £0.3m.
- Profit for the financial year from discontinued operations was £1.1m (2021: £1.4m loss) reflecting the surrender of onerous property leases and the Chapter 11 proceedings for the New York business.
- At 31 March 2022 the Group had net liabilities of £2.4m (2021: £1.0m) as a result of the loss incurred in the year.
- Borrowings at the balance sheet date of £23.1m (2021: £14.6m) were partially offset by cash of £2.0m (2021: £2.1m).

Continuing operations

| | 12 months to 31 March | | 12 months to 31 March | |
|--|-----------------------|----------------|-----------------------|---------------------|
| | 2022 | 2022 | 2021 | 2021 |
| | Sales | Profit | Sales | Profit |
| | £'000 | £'000 | (Restated) £'000 | (Restated) £'000 |
| Philatelic | 5,692 | 225 | 4,791 | (71) |
| Publishing | 1,932 | 43 | 1,989 | 102 |
| Numismatic | 3,692 | 467 | 3,335 | 321 |
| 1c Magenta - Fractional | 1,141 | 129 | – | – |
| Legacy interiors property & legal | – | – | 119 | 84 |
| Other & corporate overheads | – | (2,164) | – | (2,193) |
| Loan interest | – | (1,037) | – | (462) |
| Trading sales and losses | 12,457 | (2,337) | 10,234 | (2,219) |
| Amortisation of customer lists | – | (94) | – | (240) |
| Finance charges related to pensions | – | (120) | – | (135) |
| Exceptional operating income/(charges) | – | (303) | – | 21 |
| Group total sales and loss before tax | 12,457 | (2,854) | 10,234 | (2,615) |

Business Review

continued

Overview

Group turnover from continuing operations was £12.5m for the year ended 31 March 2022 compared to £10.2m in the prior year. £1.1m new revenue was achieved through the acquisition of the 1c Magenta, the most valuable stamp in the world, and the subsequent fractional selling of pieces of the stamp. As the impact of COVID-19 lessened through the year, the trading environment began to improve with turnover improvements in Philatelics (£0.9m) and Numismatics (£0.4m) and the return of in-person auctions in the third quarter. The increased revenue in Philatelics delivered a profit for that Division for the first time in a number of years. Trade shows and exhibitions remained cancelled through the year so our ability to meet new customers face to face was curtailed. Overhead costs remained at the same level of £2.2m during the year.

During the year the Group continued to exit non-core and legacy issues which are now accounted for as discontinued operations. The property lease at Pall Mall, that the Group sub-let, was surrendered on 3 September 2021 and a gain of £170,000 was released to the income statement. The Company's wholly owned subsidiary, Mallett Inc, has been involved in a long running legal dispute regarding a leasehold property in New York which it sub-let. On 15 September 2021, upon advice from its US attorneys, the Directors of Mallett agreed to enter Mallett into a Chapter 11 bankruptcy process in the United States. There is no update as to when this process will be completed.

The Directors are fully aware of the potential impacts from the potential unsuccessful defence of the litigation in the Guernsey Courts. The Directors are also engaged in negotiations with the pension trustees on the long term liabilities of the pension schemes.

£17.8m of the Group's debt is due to be repaid in March 2023. The Directors have commenced discussions with Phoenix S.G. Limited, the Groups controlling shareholder and provider of all its debt facilities, regarding long term capital requirements.

Despite the improved trading results, there remain a number of material uncertainties which have been highlighted in the going concern statement on page 22 and in the auditors report on page 25. The Directors have made reasonable enquires to ascertain that the Group has adequate resources and the support of its lender and pension trustees and will continue the work to move the Group forward.

Philatelic

The Philatelic division contains our stamp dealing, retail and auction businesses. Total sales for the Division were up 18.5% on last year to £5.6m (2021: £4.8m), resulting in a profit for the division of £0.2m (2021: £0.1m loss). Auction commissions were 38% up on the prior year and dealing sales 15% ahead of 2021. The number of auctions held was higher than last year with hammer totals and realisations improving year on year.

Stock levels continue to be managed, recognizing that we are carrying a higher than optimum stock of rare stamps and it will take a number of years to sell through and rebalance the stock holding and profile.

Gross margins for the year were down slightly at 40.6% (2021: 41.8%) due to a mix of downward price pressure on dealing in older higher value items and private treaty sales earning lower commissions, countered by improved returns from auctions.

Business Review

continued

Publishing

There was a one off improvement in the publications division last year through customers returning to the hobby during the pandemic and "lockdown" periods. This one off improvement reduced the fall in sales in the year to 31 March 2022 in this division to £1.9m (2021: £2.0m), a fall of 3%. The profit in the year to 31 March 2022 was £43k (2021: £102k). The Division returned to production of its full range of catalogues and titles in hard copy format. The stamp and publications database continues to be developed in order to monetise the historical and intellectual properties of the catalogues and realise the value of these assets.

Coins & Medals

Sales increased by 10.7% to £3.7m (2021: £3.3m) as strong demand for coins continues and the division held its first auctions since taking the auction business back in-house. The gross margin percentage increased to 32% (2021: 26%), in part due to the improving dealing business but also the higher margins achieved through auction commissions.

1c Magenta

On 8 June 2021, Stanley Gibbons Limited purchased the world's most famous and valuable stamp - the 1856 1c Magenta from British Guiana - the only one in existence. The 1c Magenta was purchased at auction in the USA for a total consideration of \$8.3m (£6.3m – including buyer's premium and overhead fee).

On 29 June 2021, the Group agreed a loan of £6.5m with Phoenix S.G. Limited, the Group's majority shareholder and lender, to finance the purchase through a five year, interest free loan from Phoenix S.G. Ltd. The material terms of the loan and the IFRS9 finance charges are set out in note 18. The finance charges under IFRS9 in the period to 31 March 2022 are £282,000.

On 8 November 2021 the Group launched fractional ownership of the 1c Magenta with its technology partner, Showpiece Technologies Limited 80,000 pieces will be made available for sale. The first release of pieces were sold at £100 per piece, indicating a potential sales price of £8m.

At 31 March 2022 16% of the pieces had been sold. On 31 May 2022 a secondary marketplace was established to enable fractional owners to trade their pieces.

Corporate Overheads

Corporate overheads were maintained at £2.2m (2021: £2.2m). Some of the cost benefits that were provided by the Government to ease the burden of the pandemic on businesses reversed in the year. Furlough receipts were lower and business rates higher in the current year. Salary waivers and deferrals taken by the Groups employees in 2021 reversed and payroll charges returned to full cost levels. At the same time, costs saving initiatives including the full year benefit of negotiations with the landlord helped to maintain overheads at the same level as last year.

We continue to identify areas where we can reduce our corporate overheads further as we recognize that they continue to be too high in relation to the current size of the trading businesses. The restructuring over the last few years has significantly reduced the corporate overheads and each year further savings are more difficult to achieve. We continue to review all our costs and renegotiate all our contracts when they fall due and remain optimistic that further cost savings can be identified.

Business Review

continued

Other Accounting Adjustments & Finance Charges related to pensions

Amortisation of customer lists and finance charges related to pensions for the year ended 31 March 2022 were £0.2m (2021: £0.4m). In the opinion of the Directors, such accounting charges do not form part of the operating performance of the Group.

Exceptional Operating Charges/(Income)

Exceptional operating charges/(income), can be further analysed as follows:

| | Year ended 31 March 2022 £'000 | Year ended 31 March 2022 Restated £'000 |
|--|--------------------------------------|--|
| Legal fees – acquisition of 1c Magenta | 16 | – |
| Legal fees – Guernsey legal claim | 341 | – |
| Lease adjustment – Strand property | (54) | – |
| Redundancy and reorganisation | – | 21 |
| | 303 | 21 |

The Group incurred £16,000 of legal fees in relation to the funding and acquisition of the 1c Magenta and the subsequent structuring of arrangements to enable the sale of fractions of the stamp. These have been classified as an exceptional item.

The Group has made provision for legal fees in relation to a claim in the Guernsey courts concerning investors of the now liquidated Stanley Gibbons (Guernsey) Limited (in liquidation). This has been classified as an exceptional item.

The Group renegotiated an extension of the lease on the London Strand offices and shop resulting in a credit arising from a rescheduling of the lease liabilities. This has been classified as an exceptional item.

Discontinued Operations

The Company's wholly owned subsidiary Mallett Inc (Mallett) has been involved in a legal dispute regarding a leasehold property in New York which it sub-let. In August 2021 Mallett reached a settlement agreement with the tenant which terminated their tenancy. Mallett has been unable to negotiate a settlement with the landlord for the outstanding rental arrears and has been unable to negotiate early termination of the lease. On 15 September 2021, following advice from its US attorneys, the Directors of Mallett agreed to enter Mallett into a Chapter 11 bankruptcy process in the United States.

On 15 September 2021 Mallett had approximately \$3.5m in cash and owed approximately \$1.4m to the landlord, as well as owing large amounts to other Group companies. The bankruptcy process will allow Mallett to liquidate the assets in order of priority required by the US federal bankruptcy code, with timing and amounts paid to creditors approved by the New York Bankruptcy Court before distributions are made. There is no update as to when this will be completed.

Business Review

continued

Discontinued Operations (continued)

As a result of the filing for Chapter 11 the Directors consider they have lost control of the subsidiary and have accounted for Mallett as a discontinued operation. In the period ended 31 March 2022 profit from discontinued operations was £1.1m (2021: loss £0.9m). Last year's results have been restated to provide a like for like comparison of continuing operations. See note 27 for further details.

The property lease at Pall Mall, that the Group sub-let was surrendered on 3 September 2021. At 31 March 2021 the Group carried a right of use asset of £1,352,000 and a lease liability of £1,500,000. On surrender of the lease an exceptional gain was released to the income statement of £170,000.

We continue to sell items, through antique and art auctions, of the remaining stock items from our Interiors division which was discontinued in the year ended 31 March 2018. The levels of stock are now minimal.

Inventory

The Group continues to own some valuable assets. Apart from the heritage brands, which are not wholly recognised within the balance sheet, as only acquired brands can be recognised, the most significant asset of the Group is its stock which is summarised below:

| | 31 March 2022 | 31 March 2021 |
|--------------------------------------|----------------------|---------------|
| | £'000 | £'000 |
| Philatelic rarities | 18,607 | 12,749 |
| Philatelic stock (general) | 758 | 691 |
| Coins and medals | 2,241 | 2,227 |
| Antiques | – | – |
| Publications, albums and accessories | 446 | 296 |
| Group owned stock | 22,052 | 15,963 |

The Group's management continues to focus on the rebalancing of inventory to enable the Group to trade in the most profitable areas of its collectibles businesses.

Overall net inventory holding has increased due to the acquisition of the 1c Magenta. Excluding the 1c Magenta, the net inventory holding is unchanged from last year.

Cash Resources

As at the balance sheet date the Group had cash balances of £2.0m and loans of £23.1m (2021: £14.6m). £17.7m of loans are repayable in March 2023. The loans are due to Phoenix S. G. Limited, the Group's controlling shareholder. At 31 March 2022 the loan facilities had been fully drawn.

After the balance sheet date the Group agreed with Phoenix S.G. Ltd to extend the previously agreed secured loan facility (Facility C) by a further £3.0m. The terms of the extension are the same as the existing facility and the loan is due for repayment in March 2023.

As detailed in note 18, Mallett Inc. is a cross guarantor of the Group's finance facilities with Phoenix S.G. Limited. As a result of Mallett Inc. entering Chapter 11 proceedings in the United States, the Group is in technical default of its loan facility. On 15 September 2021 Phoenix S.G. Limited issued a letter of support stating their intention not to demand immediate repayment of the loans as a result of the Chapter 11 process and to continue to support the Group.

Business Review

continued

As detailed in note 18, as at 31 March 2022, the Group would have been in default of its loan facilities as the Group would have failed to satisfy the financial covenants in the loan agreements. On 31 March 2022 Phoenix S.G. Limited issued a waiver letter to the Group for the above defaults so that at the balance sheet date the Group is no longer in default.

The Directors are aware that repayment of the loan facilities is due in March 2023. The Directors have begun discussions with Phoenix to address the longer term financing position of the Group. The Directors are also at an advanced stage of discussions with the pension trustees over the long term funding of the pension scheme. Both of these parties have charges over the Group's assets (see notes 15 and 24).

On 29 June 2021 the Group, via its subsidiary Stanley Gibbons Limited, agreed a loan with Phoenix S.G. Limited to fund the purchase of the British Guiana 1c Magenta, the world's most valuable stamp. The stamp acts as security for this loan. The amount outstanding at 31 March 2022 is £5.7m. The initial term of the loan is five years.

As a result of the Chapter 11 process entered by Mallett Inc the Group has lost control of \$3.5m of cash relating to that subsidiary (see note 27). Depending on the agreed liability position some of this cash should be returned to the Group through the Chapter 11 process.

As at 30 September 2022 the Group had cash balances of £1,960,000 and outstanding loan balances of £25,764,000.

Showpiece Technologies Limited

On 8 November 2021 the Group launched fractional ownership of the 1c Magenta with its technology partner, Showpiece Technologies Limited (see notes 13 and 28).

As part of the process to provide fractional ownership, Stanley Gibbons has also entered into a commercial agreement with Showpiece. Details of the arrangement are set out in note 28.

On 15 November 2021, Stanley Gibbons Limited, a subsidiary of the Company purchased 20% of the share capital of Showpiece Technologies limited for £2,000 from Phoenix Asset Management Partners Limited (PAMP). The other 80% was purchased by Castelnau Group plc, a Company controlled by PAMP, for £8,000

Legal Claim

On 5 May 2021 the Group received a letter before action from a previous investor of Stanley Gibbons (Guernsey) Limited (In liquidation). The Group sought counsel opinion which stated the claim was without merit, and the Group responded to the investor rejecting the claims in the letter. On 24 September 2021 this matter was filed as a claim by the investor against the Company in the courts of Guernsey. The Group has opted to defend this claim. The value of the claim is approximately £1.1m plus interest and costs. The Group has sought counsel opinion in Guernsey which supports the opinion of the UK counsel and agrees there are good prospects of successfully defending the claim. Therefore, based on these opinions the Directors have concluded not to make any provision for settlement at the balance sheet date.

Kevin Fitzpatrick
Chief Finance Officer

14 October 2022

Corporate Governance

The Directors recognise the importance of and are committed to high standards of corporate governance. The corporate governance framework within which the Stanley Gibbons Group operates, including Board leadership and effectiveness, Board remuneration and internal control is based on practices which the Board believes are appropriate to the size, risks, complexity and operation of the business.

The Board continues to adhere to the Quoted Companies Alliance Corporate Governance Code for small and mid- size quoted companies (the QCA Code) on the basis that it is most suited to the size and requirements of the business. The Board will apply the principles of the QCA Code.

Full details of the application of the code are disclosed on our corporate website: <https://www.stanleygibbonsplc.com/corporate-governance/>

The Company holds board meetings regularly throughout the period at which operating and financial reports are considered. The Board is responsible for formulating, reviewing and approving the Group's strategy, budgets, major items of capital expenditure and senior personnel appointments.

The Board met 22 times during the year and the Directors' attendance at those Board meetings was as follows:

| | Attendance |
|---------------|-------------------|
| H Wilson | 22 |
| G Shircore | 16 |
| A Gee | 16 |
| K Fitzpatrick | 6 |
| L Castro | 21 |
| M West | 22 |

Audit Committee

The Audit Committee comprises only Non-Executive Directors.

The Committee met 3 times during the period since approval of the previous financial statements. It has written terms of reference, which were updated in June 2018, setting out its responsibilities that include:

- monitoring the financial reporting process, the integrity of the company's financial statements and announcements relating to financial performance and reviewing significant financial judgements contained in them;
- keeping under review the Company's internal controls and risk management systems;
- considering annually the need for a separate internal audit function and making recommendations to the Board;
- making recommendations to the Board regarding the appointment, re-appointment or removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor; and
- reviewing and monitoring the external auditor's independence and the effectiveness of the audit process.

Corporate Governance

continued

In addition, the Board requested that the Committee advise them on whether they believe the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy. The Committee has concluded that this is the case and has reported this to the Board.

Non-audit services are reviewed on a case by case basis and also in terms of materiality of the fee. Note 4 to the Financial Statements details the quantum and split of auditor fees.

In the course of its work the Audit Committee meets with the external auditors and reviews the reports from them relating to the financial statements. It also reviews the likely significant issues in advance of publication both of the half and full year results and in particular any critical accounting judgements identified by both the Company and the external auditors most of which are disclosed in note 2 to the Financial Statements (Critical Accounting Estimates and Judgements).

The Audit Committee also reviews updates on significant accounting policies and the impact that this has on the Group and, during the year, established a Cyber sub-committee with appropriate in-house expertise to scrutinise this specialist subject.

Members of the Audit Committee at the date of this report were LE Castro and HG Wilson.

Nomination Committee

A separate Nomination Committee is in operation. It has written terms of reference, which were updated in October 2016, setting out its responsibilities. It comprises the Non-Executive Chairman and a Non-Executive Director. The committee considers appointments to the Board and is responsible for nominating candidates to fill Board vacancies and for making recommendations on Board composition. A company-wide policy exists on diversity. The Board recognises such benefits of and will continue to appoint Executive and Non-Executive Directors to ensure diversity of background and on the basis of their skills and experience.

Members of the Nomination Committee at the date of this report were HG Wilson and LE Castro.

Directors Statement

A director of a company must act in the way he or she considers, in good faith, would likely promote the success of the company for the benefit of the shareholders. In doing so, the director must have regard, amongst other matters, to the following issues:

- likely consequences of any decisions in the long term;
- interests of the Group's employees;
- need to foster the company's business relationships with suppliers/customers and others;
- impact of the company's operations on the community and environment;
- the Group's reputation for high standards of business conduct; and
- need to act fairly between members of the Group.

Corporate Governance

continued

Culture

Our values and leadership behaviours are a vital part of our culture to ensure that through good governance, our conduct and decision making we do the right thing for the business and our stakeholders. The Board acknowledges that every decision it makes may not necessarily result in a positive short-term outcome for all of the Group's stakeholders. We believe in creating solid foundations for the future, so there is a balance between short term success and longer-term prosperity.

Shareholders

The primary mechanism for engaging with our shareholders is through the Company's AGM and also through the publication of the Group's financial results for the half year and full year. Shareholders showed their support for the Board and its strategy by passing all resolutions at the AGM. We encourage our shareholders to ask questions at the AGM and participate in discussion about our performance and products.

Customers

Understanding our customers and what matters to them is key to the success of the Group. We listen and talk to them at every opportunity, including many opportunities to meet with them as we attend shows around the world. In addition to direct contact we have increased the flow of digital communications. Many of our philatelic customers also contribute to our publications using their extensive knowledge of the hobbies.

Suppliers/Vendors

We operate in a way that safeguards against unfair business practices and encourages suppliers to adopt reasonable business practices for mutual benefit. Many of our customers are also our vendors, whether that is collectors or other collectible dealers. Relationships are the key to building a successful collectibles business and vendors are a valued partner in our success.

Employees

We have an experienced, skilled and dedicated workforce which we recognize as a crucial asset of the Group. A key to the Group's renewed success has been its engaged workforce. The Group's Directors, alongside our management teams, work hard to provide a positive working environment. During the COVID-19 pandemic the Directors introduced enhanced flexible working, which has continued after restrictions were lifted. Regular update emails have been circulated together with online briefings. It is important for us to provide opportunities for all of our staff to allow them to grow and achieve their potential.

Community and environment

We are proud to employ people in the communities that we operate. As a Group we offer the collecting community the assurance of the authenticity of our products based on our experts knowledge which enable the collecting community to be confident in the provenance of material that bears the Group's trading names. We use environmentally friendly suppliers and products where possible.

By order of the Board

K Fitzpatrick
Company Secretary

14 October 2022

Report on Remuneration

Remuneration Committee

The Remuneration Committee comprises only Non-Executive Directors. It has written terms of reference, which were updated in February 2022, setting out its responsibilities. It reviews the performance of the Executive Directors and sets the scale and structure of their remuneration and the basis of their service agreements with due regard to the interests of shareholders.

The Remuneration Committee has responsibility for making recommendations to the Board on the Group's general policy on remuneration and also specific packages for individual Directors. It carries out the policy on behalf of the Board.

Members of the Remuneration Committee at the date of the report were M West and LE Castro. Neither of the members of the committee have day to day involvement in the running of the business.

Policy on Executive Directors' Remuneration

The Committee reviews remuneration of Executive Directors and senior management each year. The main aim of the Group's executive pay policy is to provide an appropriate reward for their work which is sufficient to attract and retain the Directors needed to meet the Group's objectives and satisfy shareholder expectations.

Options

Executive Share options are granted to Directors and other employees on a phased basis. The value of those options ensures that this spreads any reward over a number of years, allied to growth in shareholder value over the long term.

Options granted under the Group Share Option Plan 2010 are exercisable between the third and tenth anniversaries of the date of grant.

Options issued in 2011 had the target of a minimum EPS of 19.2 pence for the year ended 31 December 2013. 25% of the granted options vest if this target is reached, rising on a straight line basis to 100% of options granted to vest if an EPS of 22.7 pence was achieved.

Options issued in 2016 were granted at market value and are not subject to a performance condition.

Bonuses

Directors are awarded annual bonuses calculated on the basis of defined criteria relating to Group performance compared to prior year and budget and other specific objectives which contribute to growth in earnings per share, cash generation and return on capital employed.

Other benefits

During the year contributions were paid on behalf of A Gee to defined contribution personal pension schemes.

Benefits also include the provision of family private healthcare insurance and death in service insurance.

Service contracts

No Director has a notice period exceeding six months.

Report on Remuneration

continued

Directors' Remuneration

For each Director remuneration for the year to 31 March 2022 can be analysed as follows:

| | 2022 Salary & Fees £'000 | 2022 Performance Related Bonus £'000 | 2022 Other Benefits £'000 | 2022 Pension Contributions £'000 | 2022 Total £'000 | 2021 Total £'000 |
|---------------|-----------------------------------|--|------------------------------------|---|------------------------|------------------------|
| H Wilson | 53 | – | – | – | 53 | 45 |
| G Shircore | – | – | – | – | – | – |
| A Gee | 90 | – | – | 9 | 99 | 128 |
| K Fitzpatrick | 52 | – | – | 1 | 53 | – |
| L Castro | 31 | – | – | – | 31 | 26 |
| M West | 31 | – | – | – | 31 | 26 |
| | 257 | – | – | 10 | 267 | 225 |

The periods each Director served during the year are given on page 22.

Directors' Share Options

| | Date of grant | Earliest exercise date | Expiry date | Exercise Price (1p shares) | Number at 31 March 2021 | Forfeited in period | Number at 31 March 2022 |
|----------|------------------|------------------------------|----------------|----------------------------------|-------------------------------|------------------------|----------------------------------|
| H Wilson | 5/10/16** | 5/10/19 | 5/10/26 | 11p | 2,000,000 | – | 2,000,000 |
| A Gee | 5/10/16** | 5/10/19 | 5/10/26 | 11p | 400,000 | – | 400,000 |
| | | | | | 2,400,000 | – | 2,400,000 |

** Options granted under Group Share Option Plan 2010.

No Directors options forfeited or lapsed during the period.

The highest paid director, being A Gee, did not exercise any share options during the year.

The closing market price of the Company's shares at 31 March 2022 was 2.25p and the range of market prices during the twelve month period was between 2.05p and 2.58p.

On 7 September 2022, the Company delisted from trading shares on AIM. The securities of The Stanley Gibbons Group plc are no longer traded on a recognized Exchange.

By order of the Board

K Fitzpatrick
Company Secretary

Date: 14 October 2022

Directors' Report

for the year ended 31 March 2022

The Directors present their report and the consolidated audited financial statements for the year ended 31 March 2022.

Incorporation

The Company was incorporated in Jersey, Channel Islands on 13 June 1977.

Directors' Responsibilities for the Financial Statements

Directors are required by the Companies (Jersey) Law 1991 to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Group as at the end of the financial period and of the Group profit or loss for that period. In preparing these financial statements, the Directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies (Jersey) Law 1991. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud, error and non-compliance with law and regulations.

The maintenance and integrity of the Stanley Gibbons web site is the responsibility of the directors; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the accounts since they were initially presented on the web site.

Legislation in Jersey governing the preparation and dissemination of accounts may differ from legislation in other jurisdictions.

In so far as each of the Directors is aware:

- There is no relevant audit information of which the Group's auditors are unaware;
- Each of the Directors has taken all steps that he ought to have taken to make himself aware of any relevant audit information and to establish that the auditors are aware of that information;
- The financial statements, prepared in accordance with IFRS and the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and loss of the Group; and
- The management report includes a fair review of the Group's development.

Directors' Report

continued

Principal Activities

The principal activities of the Group are those of trading in collectibles, auctioneering, the development and operation of collectible websites, philatelic publishing, mail order, retailing, and the manufacture of philatelic accessories.

Business Review

Included within the Annual Report is a fair review of the business of the Group during the year ended 31 March 2022 and the position of the Group at the end of the year. This review is contained in the Chairman's Statement on pages 3 to 4 and the Business Review on pages 8 to 12. Key Performance Indicators and a description of the principal risks and uncertainties are referred to below.

Principal Risks and Uncertainties

The principal risks faced by the Group, together with the controls in place to manage those risks, are documented below by the Executives, Senior Management team, Audit Committee and wider Board and are regularly reviewed throughout the period.

Competition

The Group's markets are extremely competitive, with threats from other dealers, auctioneers and online marketplaces. The Group combats this risk by maintaining strong client relationships, continued monitoring of competitor activity and a focus on client service.

Key Personnel

The knowledge and expertise of the Group's specialists is critical to maintaining the Group's reputation and success. Accordingly the Group is highly dependent on attracting and retaining appropriately qualified personnel. The Group manages this risk by ensuring that remuneration is benchmarked against market rates to ensure that it is competitive and providing appropriate support and training.

Key Clients

A number of the Group's high value sales are made to a relatively small number of existing key clients. The Group manages this risk by maintaining strong client relationships, focusing on client service and ensuring that it maintains an inventory of highly attractive items.

Stock Valuation

The market in rare stamps, coins and other collectibles is not a highly liquid trading market. As a result, the realisable value of inventory is relatively subjective and may fluctuate over time. The Group's management keeps a close eye on market conditions and on a periodic basis we consult external parties in our consideration of the carrying value of our inventories.

Investment Products

The Group was aware of the potential risk in connection with a commitment to buy-back in the future certain assets sold under collectible investment contracts in previous accounting periods. The Group therefore bore the risk in the event that the underlying assets go down in value during the contract period and continually monitors it.

Directors' Report

continued

On 21 November 2017 the directors of Stanley Gibbons (Guernsey) Limited applied for and were granted an administration order. This subsidiary was exposed to investment product risk and therefore with the deemed loss of control over the subsidiary the level of this risk to the Group is now minimized, except for the risk from litigation from previous customers of Stanley Gibbons (Guernsey) Limited (in liquidation).

Controlling Interest

The Group's largest shareholder is also the Group's primary lender. The Group is aware of the risk that continued support is required from Phoenix S.G. Limited and ensures it complies with all requirements of its lending agreement.

COVID-19

The COVID-19 pandemic and the subsequent lockdowns impacted both the Group's trading performance and the Group's leased properties that it sub-leases to third party retailers. The lockdowns directly impacted the Group's trading due to the restrictions on both employees and customers movement impacting both trading at the Group's premises, including auctions, shows and exhibitions in both the UK and overseas locations. The Directors took actions to mitigate the impact on trading by minimizing expenditure through all available options open to them. Despite the easing of restrictions there was continuing uncertainty during the year which the Directors have addressed in the going concern review (page 22) and estimates and assumptions in preparation of financial statements (see note 2).

Retirement Benefit Pension Obligations

Future costs and obligations relating to the Group's defined benefit pension schemes are significantly influenced by changes in interest rates, investment performance and actuarial assumptions, each of which is unpredictable. Actuarial valuations are carried out every three years with recovery plans agreed with the Trustees.

Key Performance Indicators (KPIs)

The Directors manage the business on a monthly cycle of management reports and information combined with weekly sales and margins reporting. A monthly information pack is provided to the Board incorporating reports and commentary on key performance indicators. Appropriate matters are summarised and appropriate decisions made at Board meetings. Key performance measures are disclosed and discussed in the Business Review on pages 8 to 12.

The diverse nature of the Group's activities dictates that specific financial and non-financial performance indicators and reporting templates are in place unique to each department to enable the successful management of each operating division. Examples of some of the most important KPIs used in this reporting environment are:

- Sales and gross margins compared to last year and budget
- Overhead variations against prior year
- Personnel and resource matters (eg. performance, attendance and training)
- New customers recruited and marketing response rates
- Value of stock purchases and stock levels at the end of each month
- Website visitor activity statistics

Directors' Report

continued

Results and dividends

The Consolidated Statement of Comprehensive Income of the Group for the year ended 31 March 2022 is set out on page 33. The Directors do not recommend a final dividend for the year ended 31 March 2022 (2021: £nil).

Directors

The following Directors have held office since 1 April 2021:

H G Wilson (Non-Executive)

G E Shircore

L E Castro (Non-Executive)

M West (Non-Executive)

A M Gee – resigned 15 November 2021

K Fitzpatrick – appointed 15 November 2021

L Castro and M West are considered to be Independent.

Biographical details of the current Directors are given on pages 82 and 83.

Directors' interests

The interests of the Directors in the shares of the Company, all of which are beneficial, at 31 March 2022 together with their interests at 31 March 2021 were:

| | Ordinary 1p Shares 31 March 2022 | Ordinary 1p Shares 31 March 2021 |
|-------------------|--|--|
| HG Wilson (1)** | 2,000,000 | 2,000,000 |
| GE Shircore (2)** | 705,741 | 705,741 |
| AM Gee | – | – |
| K Fitzpatrick | – | – |
| LE Castro | – | – |
| M West | – | – |

(1) Held in the name of Park Securities Limited in which H Wilson is a director and shareholder.

(2) Phoenix Asset Management Partners Limited, Mr Shircore's ultimate employer, is the investment manager to Phoenix S.G. Limited which holds 352,200,000 Ordinary shares representing 82.5% of the Company's issued share capital.

** HG Wilson and GE Shircore sold their shareholdings on 4 August 2022.

Details of the Directors' share options are given in the Remuneration Report on page 17.

Apart from service contracts and the transactions referred to in note 26 of the financial statements, none of the Directors had a material interest in any contract of significance to which the Company or any of its subsidiaries was a party during the year.

Directors' Report

continued

Research and development

Costs associated with research and development relate to internal web development work in the creation of an online collectibles marketplace. Research and development costs are capitalised in the year incurred and are disclosed under the heading 'Computer Software' in note 10.

Financial Risk Management

The Group principally finances its operations through the generation of cash from operating activities and through a loan from its major shareholder, Phoenix S.G. Limited and has no interest rate exposure on financial liabilities except those disclosed in note 25. Liquidity risk is managed through forecasting the future cash flow requirements of the business. Further disclosure on the company's financial risk management can be found in note 15 (Provision for impairment of receivables and collateral held) and note 25 (Financial instruments).

Going Concern

Phoenix S.G. Limited is the Group's largest Shareholder and the provider of all of its existing debt facilities. The loan facilities, excluding the loan for the 1c Magenta fall due for repayment in March 2023. Phoenix S.G. Limited has provided a letter of support confirming that it will continue to support the Group for at least the next 12 months and it is their intention to continue to support the Group both in the short and longer term with funding.

The Group's forecasts have been prepared on the assumption that the Group reaches an agreement on refinancing with Phoenix before March 2023 when the current facilities are due to be repaid and shows that the Group remains within its lending facilities and has a small amount of surplus cash 12 months from the signing of the Group Accounts.

The Directors have built the Group's forecasts based on current trading trends, and historical knowledge of the business. The Directors recognise that its forecasts are dependent on the underlying assumptions and that trading conditions can always be affected by unforeseen events.

The Directors are also fully aware of the potential impacts on the business from potential unsuccessful defence of the litigation in the Guernsey courts. The Directors are also aware of the uncertainty surrounding the outcome of the Mallett Inc Chapter 11 process. The Directors have gathered information from the Group's advisors to understand the risk and uncertainties arising as a result of these matters. These matters are not directly in the control of the Directors and the Directors have therefore, made their judgment based on the evidence provided to them when assessing the impact on the going concern assumption.

The Group is currently in default of the loans due to Mallett Inc, a cross-guarantor of the facility, being in Chapter 11, and therefore the loan is repayable on demand. The Group would have been in default of the financial covenants at 31 March 2022, which would result in the loan becoming payable on demand. On 31 March 2022, the Group sought and was granted a waiver from Phoenix S.G. Limited for the above defaults. The forecast shows the Group will fail to meet its financial covenants in March 2023 and is unlikely to have the funds to repay the loans on the due dates.

Directors' Report

continued

Going Concern (continued)

The Directors recognise that Phoenix S. G. Limited has granted the waiver of the defaults, stating that it intends to be a long term investor, it is the Group's controlling party with an interest of just over 80%, has provided £6,500,000 of funds for the purchase of the British Guiana 1c Magenta and has provided a letter of support to the Directors giving an undertaking that Phoenix S.G. Limited will continue to support the Group for at least the next 12 months and whilst the refinance negotiations continue.

The Directors have commenced discussions with its long term creditors, including pension trustees and Phoenix S.G. Limited . This will include discussions to review its long term capital requirements and reduce its longer term liabilities and will be actively engaging with its lenders and pension trustees over the next 6 months. The Director's realise that the discussions are reliant on agreement with third parties and outcomes are uncertain. However, the longer term creditors have been supportive of the Group during the past 12 months and there is no indication that they will not continue to do so.

In view of all of the above, the Directors believe there is a material uncertainty relating to the Group's position as a going concern. However, having regard to all of the matters above, and after making all reasonable enquiries, the Directors currently have a reasonable expectation that the Company and the Group will have access to adequate resources to continue operations and to meet its liabilities, as and when they fall due, for the foreseeable future. For that reason, they continue to adopt the going concern basis in the preparation of the accounts.

Intangible Assets

Except for those acquired in the Noble acquisitions, no value is attributed in the consolidated statement of financial position to the Group's brand names, the value of the Stanley Gibbons stamp referencing system, editorial intellectual property or its database of customer lists as an accurate valuation of these items would be impractical to establish and the capitalisation of internally generated assets is not allowed under IAS38. External costs incurred in the development of the software for the Digital Asset Management system and the redevelopment of the Group's websites have been capitalised and are being amortised in accordance with IAS38.

Substantial Shareholdings

As at 7 September 2022, the Company had been notified of the following interests in 3% or more of its issued share capital:

| | |
|--------------------|--------|
| Phoenix SG Limited | 82.50% |
|--------------------|--------|

Purchase of Own Shares

The Company did not purchase any of its shares for cancellation during the year. The Company has authority to purchase up to 15% of its own shares. A resolution to renew this authority will be proposed at the AGM.

Capital Structure

Details of the issued share capital are set out in note 20. The Company has one class of share being Ordinary Shares with a par value of 1p each. This entitles the holder to participate in dividends in proportion to the number of shares held. The holder is also entitled to, on a show of hands of shareholders present at a general meeting in person or by proxy, one vote and upon a poll each share is entitled to one vote.

Directors' Report

continued

Subject to the Companies (Jersey) Law 1991 and the provisions of the Articles of Association, the Directors are generally and unconditionally authorised to exercise all powers of the Company to issue such number of Shares as the Company may from time to time by Ordinary Resolution determine. The Annual General Meeting held in 2021 authorised the Directors to allot shares in the capital of the Company within certain limits. A renewal of this authority will be proposed at the forthcoming Annual General Meeting.

Articles of Association

In accordance with the Companies (Jersey) Law 1991, the Company's Articles of Association may only be amended by a Special Resolution of the Company's shareholders.

Political Donations

The Group made no political donations during the current or previous year.

Employees

The Group's policy is to provide equal opportunities to all present and potential employees. The Group gives full consideration to applications for employment from disabled persons and where existing employees become disabled, it is the Group's policy, wherever practicable, to provide continuing employment under normal terms and conditions.

The Group operates an annual performance review system with employees to discuss performance against agreed objectives and career development.

The Group believes in respecting individuals and their rights in the workplace. With this in mind, specific policies are in place covering harassment and bullying, whistle-blowing, equal opportunities and data protection.

Secretary

Mr A M Gee was secretary of the company until he resigned on 15 November 2021. On 15 November 2021 Mr K Fitzpatrick was appointed secretary and has been secretary for the remainder of the year ended 31 March 2022 and to the date of approval of the financial statements.

Independent Auditors

Jeffreys Henry LLP have expressed their willingness to continue as auditors and a resolution to reappoint them as auditors to the Company and to authorise the Directors to fix their remuneration will be proposed at the AGM.

By order of the board

Registered office:
22 Grenville Street
St Helier,
Jersey
JE4 8PX

K Fitzpatrick

Company Secretary

14 October 2022

Independent Auditor's Report to the Members of The Stanley Gibbons Group Plc

Opinion

We have audited the financial statements of The Stanley Gibbons Group Plc and its subsidiaries (the 'group') for the year ended 31 March 2022 which comprise the consolidated statement of comprehensive income, the consolidated statement of financial position, the consolidated statement of changes in equity, the consolidated statement of cash flows and notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the United Kingdom, and as in accordance with the provisions of the Companies Law (Jersey) 1991.

In our opinion:

- the financial statements give a true and fair view of the state of the group's affairs as at 31 March 2022 and of the group's loss for the year then ended;
- the Group's financial statements have been properly prepared in accordance with IFRSs as adopted by the United Kingdom;
- the financial statements have been prepared in accordance with the requirements of the Companies (Jersey) Law 1991.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs UK) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty relating to going concern

We draw attention to note 2 and note 32 in the financial statements, which explains that the Group is dependent upon further drawdowns of the loan facility held with the controlling shareholder. The Covid-19 pandemic has impacted part of the financial year. The pandemic has impacted consumer confidence in the wider economy, which has directly led to an impact to the Group's operations. It remains difficult to assess reliably whether there will be any material disruption in the future which could adversely impact the Group's forecast.

There exist potential implications from the on-going litigation and uncertainty around the Chapter 11 process as described in note 2. In addition, the continued breach of covenants on the Phoenix S.G. Limited loan where the Group have obtained a waiver for breaches to loan covenants for the year to 31 March 2022 and have forecast to breach these again for the year ended 31 March 2023. Loan amounts of £17,404k, which excludes the loan for 1c Magenta of £5,702k is due for repayment in March 2023. These indicate further uncertainty on the Group's operations, however Phoenix S.G. Limited have confirmed their intention of refinancing the loan facilities.

Independent Auditor's Report to the Members of The Stanley Gibbons Group Plc

continued

In addition to the above, we would like to draw you attention to note 29 where to potential impacts on the business from potential unsuccessful defence of the litigation in the Guernsey courts. The value of the claim is approximately £1.1m plus interest and costs.

These events or conditions, along with the other matters as set forth above, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Our evaluation of the directors' assessment of the entity's ability to continue to adopt the going concern basis of accounting included a detailed review of future forecasts and assessing the assumptions utilised by management in preparing the forecast. These assumptions were further assessed along with those used in the prior year to determine reasonability. We have reviewed the cash held at year end up to the date of signing of this report and have further taken into account management's previous ability to raise equity funding when required in order to maintain operations.

We have performed the following audit procedures in relation to going concern:

- Evaluated the suitability of management's model for the forecast.

The forecast includes a number of assumptions related to future cash flows and associated risks. Our audit work has focused on evaluating and challenging the reasonableness of these assumptions and their impact on the forecast period and ensuring that all key matters are correctly disclosed in the going concern note.

Specifically, we obtained, challenged and assessed management's going concern forecast and performed procedures including:

- Verifying the consistency of key inputs and fund raisers relating to future costs to other financial and operational information obtained during the audit.
- Assessed the reasonableness of expenses and costs established.
- Corroborated with management relating to future cash inflows.
- We reviewed the latest management accounts to gauge the financial position.
- We performed stress tests.
- Considered the Group's controlling party's, Phoenix S.G. Limited, willingness to continue to waive the breaches in loan covenants.
- Considered Phoenix S.G. Limited willingness to provide support, for example the purchase of the British Guiana 1c Magenta during the year,
- Considered the Group's historic ability to raise funds, and
- Reviewed the financing options available to the Group to evaluate the ability of the Group to pay their debts as they become due.

As such, in auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Independent Auditor's Report to the Members of The Stanley Gibbons Group Plc

continued

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. This is not a complete list of all risks identified by our audit.

- Carrying value of Goodwill and other intangible assets
- Carrying value of inventories
- Valuation of defined benefit pension schemes' obligations

As there is a material uncertainty for the going concern assumption, this key audit matter has not been included within this key audit matters section. This is in accordance with the guidance set out within ISA (UK) 705.

These are explained in more detail below.

| Key audit matter | How our audit addressed the key audit matter |
|--|---|
| Carrying value of Goodwill and other intangible assets | Our audit procedures: |
| <ul style="list-style-type: none">– The Group held a significant balance of goodwill and other intangibles as at the year end, with a total carrying value of £4,979,000 (2021: £4,985,000).– Of these, a number of balances relate to intangibles with an indefinite estimated useful life, such as goodwill and publishing rights and brands.– The board undertakes impairment assessments annually for all intangible assets, based on a number of assumptions and forecasts. These require judgement and so are considered a key audit matter. | <ul style="list-style-type: none">– We discussed with management, and undertook a full review of the underlying assets, to establish if there was any indication of impairment.– We reviewed management's impairment workings such as forecasts which included their approach and methodology.– We considered whether management had exercised any bias in assumptions used or the outputs produced in the forecasts prepared.– We considered the appropriateness of the Group's disclosures in relation to intangibles in the financial statements. |

Independent Auditor's Report to the Members of The Stanley Gibbons Group Plc

continued

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| <p>Carrying value of inventories</p> <ul style="list-style-type: none"> - The Group held a significant balance of inventories as at the year end, with a total carrying value of £22,052,000 (2021: £15,963,000). - Inventory is held at the lower of cost and net realisable value. The nature of the inventory, being highly specialist, with large inventory turnover times, means that the net realisable value is highly subjective. - The Group employ experts to value their stock on a regular basis which are used to establish the net realisable value. Given the judgement required in arriving at a value, inventories are considered a key audit matter. | <p>Our audit procedures:</p> <ul style="list-style-type: none"> - We discussed with management to establish how values were allocated to individual items of inventory. - A sample of inventory items have been vouched to expert valuations to ensure they were being held at the lower of cost and net realisable value. - Review of expert evidence undertaken to ensure assumptions used are reasonable. The majority of valuations were based on recent similar sales and so appear reasonable. |
| <p>Valuation of defined benefit pension schemes' obligations</p> <ul style="list-style-type: none"> - The Group had a net retirement benefit obligation as at the year-end of £5,890,000 (2021: £6,687,000). - The group employed external, independent actuaries to provide the value of the obligation for the two defined benefit schemes in operation. - The actuaries employed valuation techniques based on several assumptions (which can be seen in note 24). Given the magnitude of the obligation any change in the assumptions could have significant impact on the obligation and so are considered to be a key audit matter. | <p>Our audit procedures:</p> <ul style="list-style-type: none"> - We undertook a review of the actuaries' qualifications to ensure that they were suitably competent to undertake the valuation. - Work undertaken to ensure the actuaries were independent of the company. - A review was undertaken on the assumptions used to calculate the obligations, including with reference to industry benchmarking and other data available. |

Independent Auditor's Report to the Members of The Stanley Gibbons Group Plc

continued

Our application of materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgment, we determined materiality for the financial statements as a whole as follows:

| | Group financial statements |
|--|---|
| Overall materiality | £247,000 (2021: £215,000) |
| How we determined it | 2% of revenue (2021: 2% of revenue). |
| Rationale for benchmark applied | We believe that revenue is the primary measure used by the shareholders in assessing the performance of the Group and is a generally accepted auditing benchmark. |

For each component in the scope of our Group audit, we allocated a materiality that is less than our overall Group materiality. The range of materiality allocated across components was between £73,000 and £222,300.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £12,350 (2021: £10,750) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

An overview of the scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgments, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group and the Company, the accounting processes and controls, and the industry in which they operate.

The Group financial statements are a consolidation of numerous reporting units, comprising the Group's operating businesses and holding companies.

It is our responsibility for the direction, supervision and performance of the group audit and we remain solely responsible for the audit opinion.

We have audited all components within the Group, and no unaudited components remain.

Independent Auditor's Report to the Members of The Stanley Gibbons Group Plc

continued

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies (Jersey) Law 1991 requires us to report to you if, in our opinion:

- proper accounting records have not been kept by the parent company, or proper returns adequate for our audit have not been received from branches not visited by us; or
- the group and parent company's accounts are not in agreement with the accounting records.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 18, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Independent Auditor's Report to the Members of The Stanley Gibbons Group Plc

continued

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

The extent to which the audit was considered capable of detecting irregularities including fraud.

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- the senior statutory auditor ensured the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- we identified the laws and regulations applicable to the group through discussions with directors and other management.
- we focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the company, including taxation legislation, data protection, anti-bribery, employment, environmental, health and safety legislation and anti-money laundering regulations.
- we assessed the extent of compliance with the laws and regulations identified above through making enquiries of management and inspecting legal correspondence.
- identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit; and
- we assessed the susceptibility of the group's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:
 - o making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud;
 - o considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations.

To address the risk of fraud through management bias and override of controls, we:

- performed analytical procedures to identify any unusual or unexpected relationships;

Independent Auditor's Report to the Members of The Stanley Gibbons Group Plc

continued

- tested journal entries to identify unusual transactions;
- assessed whether judgements and assumptions made in determining the accounting estimates set out in note 2 of the Group financial statements were indicative of potential bias;
- investigated the rationale behind significant or unusual transactions.
- In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:
 - o agreeing financial statement disclosures to underlying supporting documentation;
 - o reading the minutes of meetings of those charged with governance;
 - o enquiring of management as to actual and potential litigation and claims;
 - o reviewing correspondence with HMRC and the group's legal advisors.

There are inherent limitations in our audit procedures described above. The more removed those laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence, if any.

Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Other matters which we are required to address

We were re-appointed by the board of directors on 22 September 2021 to audit the financial statements for the year ending 31 March 2022. Our total uninterrupted period of engagement is four years, covering the period ending 31 March 2022.

The audit has been designed to detect all material irregularities, including fraud. We believe our tests are sufficient in this regard. The engagement team has remained alert to any indication of fraud or non-compliance with laws and regulations throughout the audit.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the group or the parent company and we remain independent of the group and the parent company in conducting our audit.

Our audit opinion is consistent with the additional report to the audit committee.

Independent Auditor's Report to the Members of The Stanley Gibbons Group Plc

continued

Use of this report

This report is made solely to the Company's members, as a body, in accordance Article 113A of the Companies (Jersey) Law 1991. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Sanjay Parmar

Senior Statutory Auditor

For and on behalf of Jeffreys Henry LLP, statutory auditor

Finsgate
5-7 Cranwood Street
London
EC1V 9EE
United Kingdom

Date: 14 October 2022

Consolidated Statement of Comprehensive Income

for the year ended 31 March 2022

| | Notes | Year ended 31 March 2022 £'000 | Year ended 31 March 2021 (Restated) £'000 |
|--|-------|---|---|
| Revenue | 1,3 | 12,457 | 10,234 |
| Cost of sales | | (7,615) | (6,044) |
| Gross Profit | | 4,842 | 4,190 |
| Administrative expenses before defined benefit pension service costs and exceptional operating costs | | (3,687) | (3,242) |
| Defined benefit pension service costs | 24 | (120) | (135) |
| Exceptional operating charges | 5 | (303) | (21) |
| Total administrative expenses | | (4,110) | (3,398) |
| Selling and distribution expenses | | (2,402) | (2,774) |
| Operating loss | 4 | (1,670) | (1,982) |
| Finance income | | – | 10 |
| Finance costs | 25 | (1,184) | (678) |
| Share of net profits of joint venture | 12 | – | 35 |
| Loss before tax | | (2,854) | (2,615) |
| Taxation | 8 | – | 78 |
| Loss from continuing operations | | (2,854) | (2,537) |
| Profit (Loss) from discontinued operations | 27 | 1,056 | (1,380) |
| Loss for the financial year | | (1,798) | (3,917) |
| Other comprehensive income: | | | |
| <i>Amounts which may be subsequently reclassified to profit & loss</i> | | | |
| Exchange differences on translation of foreign operations | | (260) | (30) |
| <i>Amounts which will not be subsequently reclassified to profit & loss</i> | | | |
| Actuarial gains/(losses) recognised in the pension scheme | 24 | 325 | (741) |
| Other comprehensive gains/(losses) for the year net of tax | | 65 | (771) |
| Total comprehensive loss for the year | | (1,733) | (4,688) |
| Loss per share from continuing operations | | | |
| Basic loss per Ordinary share | 9 | (0.67)p | (0.59)p |
| Diluted loss per Ordinary share | 9 | (0.67)p | (0.59)p |
| Profit per share from discontinued operations | | | |
| Basic profit per Ordinary share | 9 | 0.25p | (0.32)p |
| Diluted profit per Ordinary share | 9 | 0.25p | (0.32)p |

Total comprehensive loss is attributable to the owners of the parent.

The notes on pages 39 to 87 are an integral part of these consolidated financial statements.

Consolidated Statement of Financial Position

as at 31 March 2022

| Assets | Notes | 31 March 2022 £'000 | 31 March 2021 £'000 |
|---|--------------|------------------------------------|---------------------------|
| Non-current assets | | | |
| Intangible assets | 10 | 4,979 | 4,985 |
| Property, plant and equipment | 11 | 1,510 | 1,600 |
| Deferred tax asset | 19 | 216 | 216 |
| Right of use asset | 28 | 2,269 | 6,796 |
| Investments | 12 | 50 | 37 |
| Total non-current assets | | 9,024 | 13,634 |
| Current Assets | | | |
| Inventories | 13 | 22,052 | 15,963 |
| Trade and other receivables | 14 | 2,516 | 2,045 |
| Cash and cash equivalents (excluding bank overdrafts) | 17 | 2,008 | 2,090 |
| Total current assets | | 26,576 | 20,098 |
| Total assets | | 35,600 | 33,732 |
| Current liabilities | | | |
| Trade and other payables | 16 | 6,513 | 4,666 |
| Lease liability | 28 | 311 | 1,780 |
| Borrowings | 18 | 17,417 | – |
| Total current liabilities | | 24,241 | 6,446 |
| Non-current liabilities | | | |
| Borrowings | 18 | 5,702 | 14,638 |
| Lease liability | 28 | 2,197 | 6,932 |
| Retirement benefit obligations | 24 | 5,890 | 6,687 |
| Total non-current liabilities | | 13,789 | 28,257 |
| Total liabilities | | 38,030 | 34,703 |
| Net (liabilities)/assets | | (2,430) | (971) |
| Equity | | | |
| Called up share capital | 20 | 4,269 | 4,269 |
| Share premium account | 22 | 78,217 | 78,217 |
| Share compensation reserve | 22 | 225 | 225 |
| Capital redemption reserve | 22 | 38 | 38 |
| Revaluation reserve | 22 | 346 | 346 |
| Retained earnings | 22 | (85,525) | (84,066) |
| Equity shareholders' (deficit)/funds | | (2,430) | (971) |

The financial statements on pages 35 to 87 were approved by the board of Directors on 14 October 2022, were authorised for issue on that date and were signed on its behalf by:

The notes on pages 39 to 87 are an integral part of these consolidated financial statements.

K Fitzpatrick

G E Shircore

Directors

Consolidated Statement of Changes in Equity

for the year ended 31 March 2022

| | Called up share capital £'000 | Share premium account £'000 | Share compensation reserve £'000 | Revaluation reserve £'000 | Capital redemption reserve £'000 | Retained earnings £'000 | Total £'000 |
|---|--|--------------------------------------|---|---------------------------------|---|-------------------------------|----------------|
| At 1 April 2021 | 4,269 | 78,217 | 225 | 346 | 38 | (84,066) | (971) |
| Loss for the financial year | - | - | - | - | - | (1,798) | (1,798) |
| <i>Amounts which may be subsequently reclassified to profit & loss</i> | | | | | | | |
| Exchange differences on translation of foreign operations | - | - | - | - | - | (260) | (260) |
| <i>Amounts which will not be subsequently reclassified to profit & loss</i> | | | | | | | |
| Remeasurement of pension scheme net of deferred tax | - | - | - | - | - | 325 | 325 |
| Total comprehensive loss | - | - | - | - | - | (1,733) | (1,733) |
| Movement in cumulative translation from last year | | | | | | 274 | 274 |
| At 31 March 2022 | 4,269 | 78,217 | 225 | 346 | 38 | (85,525) | (2,430) |
| At 1 April 2020 | 4,269 | 78,217 | 2,122 | 346 | 38 | (81,275) | 3,717 |
| Loss for the financial year | - | - | - | - | - | (3,917) | (3,917) |
| <i>Amounts which may be subsequently reclassified to profit & loss</i> | | | | | | | |
| Exchange differences on translation of foreign operations | - | - | - | - | - | (30) | (30) |
| <i>Amounts which will not be subsequently reclassified to profit & loss</i> | | | | | | | |
| Remeasurement of pension scheme net of deferred tax | - | - | - | - | - | (741) | (741) |
| Total comprehensive loss | - | - | - | - | - | (4,688) | (4,688) |
| Cost of share options | - | - | (15) | - | - | 15 | - |
| Share option transfer | - | - | (1,882) | - | - | 1,882 | - |
| At 31 March 2021 | 4,269 | 78,217 | 225 | 346 | 38 | (84,066) | (971) |

The notes on pages 39 to 87 are an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

for the year ended 31 March 2022

| | Notes | Year ended 31 March 2022 £'000 | Year ended 31 March 2021 £'000 |
|--|-------|---|---|
| Cash outflow from operating activities | 23 | (8,478) | 259 |
| Interest paid | | (1,184) | (877) |
| Taxes received | | – | 19 |
| Net cash outflow from operating activities | | (9,662) | (599) |
| Investing activities | | | |
| Purchase of property, plant and equipment | | (18) | (299) |
| Purchase of intangible assets (computer software) | | (198) | (150) |
| Investment in joint venture | | – | 2 |
| Interest received | | – | 10 |
| Net cash (decrease)/generated from investing activities | | (216) | (437) |
| Financing activities | | | |
| Principal elements of lease payments | | 1,315 | 171 |
| Proceeds from new borrowing | | 8,481 | 472 |
| Net cash generated from financing activities | | 9,796 | 643 |
| Net (decrease)/increase in cash and cash equivalents | | (82) | (393) |
| Cash and cash equivalents at start of year | | 2,090 | 2,483 |
| Cash and cash equivalents at end of year | 17 | 2,008 | 2,090 |

The notes on pages 39 to 87 are an integral part of these consolidated financial statements.

Notes to the Financial Statements

for the year ended 31 March 2022

1 Accounting policies and presentation

The financial statements have been prepared in accordance with UK adopted international accounting standards (IFRS) as applied in accordance with the provisions of Companies (Jersey) Law 1991. These are the first financial statements prepared under UK adopted international accounting standards. On 31 December 2020, IFRS as adopted by the European Union at that date was brought into UK law and became UK adopted international accounting standards, with future changes being subject to endorsement by the UK Endorsement Board. The Stanley Gibbons Group Plc transitioned to UK-adopted International Accounting Standards in its consolidated and parent company financial statements on 1 April 2021. This change constitutes a change in accounting framework. However, there is no change on recognition, measurement or disclosure in the financial year reported as a result of the change in framework.

The financial statements have been prepared on a historical cost basis except where otherwise indicated.

The Group's shares were traded on AIM, a market operated by the London Stock Exchange for the year ended 31 March 2022. These financial statements have also been prepared in accordance with AIM Rules. On 7 September 2022, the Group delisted from trading on AIM.

The company has not prepared separate company accounts, as permitted under Companies (Jersey) Law 1991 Amendment 4 Part 16 (substituted), as consolidated accounts are prepared.

The consolidated financial statements are presented in British Pounds Sterling, which is also the Company's functional currency.

Amounts are rounded to the nearest thousand, unless otherwise stated.

New and amended statements adopted by the Group

There were a number of standards and interpretations which were in issue at 31 March 2022 but were not effective at 31 March 2022 and have not been adopted in these Financial Statements. The Directors have assessed the full impact of these accounting changes on the Company. To the extent that none of these pronouncements will cause material adjustments to the Group's Financial Statements. They may result in consequential changes to the accounting policies and other note disclosures. The new standards will not be early adopted by the Group and will be incorporated in the preparation of the Group Financial Statements from their effective date.

The new standards include:

- IFRS 9 – Financial instruments
- IAS 39 – Interest rate benchmark reform Phase 2
- IFRS 7 – Financial instruments disclosure

There are no other IFRS's or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Group.

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

Notes to the Financial Statements

continued

1 Accounting policies and presentation continued

Basis of consolidation

Where the Company has control over an investee, it is classified as a subsidiary. The Company controls an investee if all three of the following elements are present: power over the investee, exposure to variable returns from the investee, and the ability of the investor to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicated that there may be a change in any of these elements of control.

The consolidated financial statements present the results of the Company and its subsidiaries ("the Group") as if they formed a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the acquisition method. In the consolidated statement of financial position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the consolidated statement of comprehensive income from the date on which control is obtained. They are deconsolidated from the date on which control ceases.

Impairment of non-financial assets (excluding inventories and deferred tax assets)

Impairment tests on goodwill and intangible assets with indefinite useful economic lives are undertaken annually at the financial year end or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying value may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount (i.e the higher of value in use or fair value less costs to sell), the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the smallest group of assets to which it belongs for which there are separately identifiable cash flows; its cash generating units ('CGUs'). Goodwill is allocated on initial recognition to each of the Group's CGUs that are expected to benefit from a business combination that gives rise to the goodwill.

Impairment charges are included in profit or loss, except to the extent they reverse gains previously recognised in other comprehensive income. An impairment loss recognised for goodwill is not reversed.

Intangible Assets

Goodwill

Goodwill is measured as the excess of the costs of a business combination over the total acquisition date fair value of the identifiable assets, liabilities and contingent liabilities acquired. Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the excess is credited in full to the consolidated statement of comprehensive income on the acquisition date.

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Notes to the Financial Statements

continued

1 Accounting policies and presentation continued

Intangible Assets continued

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments (note 3).

Internally generated goodwill is not recognised as an intangible asset.

Publishing rights

Publishing rights represent the cost paid to third parties to acquire copyright of publications. Publishing rights are not amortised but tested annually for impairment and carried at cost less accumulated impairment losses.

Computer software

Costs associated with maintaining software programs are recognised as an expense as incurred. In accordance with IAS 38, purchased computer software that will generate economic benefit beyond one year is capitalised as an intangible asset.

Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the group are recognised as intangible assets when management intends to use the software for its business operations, the development costs can be reliably measured and that it is technically feasible for the Group to complete the software so that it will be available for use. The Group would also only recognise the software as an intangible asset if it can be demonstrated that the software will generate probable future economic benefits. Directly attributable costs that are capitalized, as part of the software, include employee costs and an appropriate portion of relevant overheads. These development costs are recorded as an intangible asset.

Capitalised software costs are amortised over its expected useful economic life. For purchased computer software assets impairment is charged to the consolidated statement of comprehensive income on a straight-line basis over four years. The purchase and development of software related to the Group's websites and Digital Asset Management system is capitalised and amortised over its expected useful economic life of between three and ten years on a straight line basis.

Customer lists

In accordance with IAS 38, customer lists acquired have been capitalised as an intangible asset and are amortised on a straight line basis over 8 years. Internally generated customer lists are not capitalised or shown as an intangible asset.

Brands

In accordance with IAS 38, brands acquired in a business combination are recognised at fair value at the acquisition date. The brands acquired are considered to have an indeterminate life because of their longevity and heritage. As such, these brands are not amortised but are the subject of an annual impairment review.

Notes to the Financial Statements

continued

1 Accounting policies and presentation continued

Intangible Assets continued

Trademarks

Trademarks acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are amortised using the straight line method over their estimated useful life of 8 years. They are subsequently carried at cost less accumulated amortisation and impairment losses.

Property, plant and equipment and depreciation

Tangible fixed assets other than the reference collection

Tangible fixed assets, other than the reference collection, are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items, their purchase price, including any incidental expenses of acquisition. Depreciation is calculated to write down the net book value of tangible fixed assets less their residual value on a straight-line basis, over the expected useful economic lives of the assets concerned. The principal annual rates used for this purpose are:

| | |
|---|----------------------|
| Freehold buildings | 2% |
| Vehicles, plant and machinery | 20-25% |
| Fixtures, fittings, tools and equipment | 10-25% |
| Leasehold improvements | Over period of lease |
| Freehold land is not depreciated. | |

Reference collection

Fixed assets include a reference collection of certain stamps & coins held on a long term basis. The reference collection for stamps is subject to a full valuation every five years by a qualified valuer. The carrying value of the numismatic library is revalued each year. Therefore not all the reference collection is valued annually. Where a reference collection or part of a collection has been revalued the assets will be carried at the revised value with the revaluation amount being recognised in comprehensive income.

Leased assets

The group leases various offices and equipment. Rental contracts are typically made for fixed periods of 3 to 12 years but may have extension options as described below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable

Notes to the Financial Statements

continued

1 Accounting policies and presentation continued

Property, plant and equipment and depreciation continued

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate (5%) is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT-equipment and small items of office furniture.

Inventories

Inventories are valued at the lower of cost and net realisable value after making allowance for obsolete and slow moving items.

Due to the nature of collectibles and antiques it is not always practicable to ascertain individual costs for items purchased.

The purchase of stamp, coins and antiques into inventory can be classified in the way in which they are purchased. Some items will be bought on itemised invoices from other dealers and auctioneers. These items will be costed based on these invoices. Other items will be purchased via collections or group of assets where a price is determined for the collection. These collections will often be split into individual items and cost is apportioned between the items purchased on the basis of the opinion of the Group's dealers and experts.

Work in progress

Work in progress comprises philatelic and other collectible material which has been acquired but which has not yet been described by the Group's philatelic experts.

Financial Instruments

Financial assets and financial liabilities are recognised on the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets

Trade and other receivables and assets held for sale are measured at initial recognition at fair value and are subsequently measured at amortised cost using the effective interest method less provision for impairment. A provision is established when there is objective evidence that the Group will not be able to collect all amounts due. The amount of any provision is recognised in the consolidated statement of comprehensive income.

Notes to the Financial Statements

continued

1 Accounting policies and presentation continued

Property, plant and equipment and depreciation continued

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Group will be unable to collect all of the amounts due under the terms receivable, the amount of such provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade receivables, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised as an exceptional item in the consolidated statement of comprehensive income. On confirmation that the trade receivable will not be collectable, the gross carrying value for the asset is written off against the associated provision. Cash and cash equivalents comprise cash held by the Group and short term bank deposits with an original maturity of three months or less. Bank overdrafts are shown within loans and borrowings in current liabilities on the consolidated statement of financial position.

Financial liabilities

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment and amortised over the period of the facility to which it relates.

Borrowings are removed from the consolidated statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Any investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

Trade and other payables are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method.

Financial liabilities issued by the Group are classified in accordance with the contractual arrangements entered into and the definitions of a financial liability.

Taxation

The tax expense represents the sum of the tax currently payable and any deferred tax movements.

Notes to the Financial Statements

continued

1 Accounting policies and presentation continued

Property, plant and equipment and depreciation continued

The tax currently payable is based on the taxable profit for the year. Taxable profit differs from profit before tax as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on temporary differences between the carrying amount of assets and liabilities in the consolidated statement of financial position and the amounts attributed to such assets and liabilities for tax purposes. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax relating to charges made directly to equity is recognised in other comprehensive income.

Foreign currencies

Transactions entered into by Group entities in a currency other than the currency of the primary economic environment in which they operate (their "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the reporting date.

On consolidation, the results of overseas operations are translated at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets of foreign operations are recognised in the consolidated statement of comprehensive income as other comprehensive income which may be reclassified to profit and loss.

Retirement benefits

The Group operates two defined benefit pension schemes. The assets of the schemes are held and managed separately from those of the Group. In accordance with IAS 19 (Amendment) for Employee Benefits, the liability in the consolidated statement of financial position represents the present value of the defined benefit obligations at that date less the fair value of plan assets. The defined benefit obligation is calculated periodically by an independent actuary.

Current service costs are recognised in administrative expenses in the statement of comprehensive income. Interest costs on plan liabilities and the expected return on plan assets are recognised in finance charges. Actuarial gains

and losses arising from experience adjustments and changes in actuarial assumptions are recognised in other comprehensive income.

Pension scheme assets are measured at their market value and liabilities are measured on an actuarial basis using the projected unit method and discounted at a rate equivalent to the current rate of return on a high quality corporate bond of equivalent currency and term to the scheme liabilities. The actuarial valuations are performed by a qualified actuary on a triennial basis and are updated at each balance sheet date. The resulting defined benefit asset or liability is presented separately as a non-current asset or liability on the face of the consolidated statement of financial position.

Notes to the Financial Statements

continued

1 Accounting policies and presentation continued

Property, plant and equipment and depreciation continued

Under IAS 19 the retirement benefit obligation is presented gross of deferred tax.

The Group also maintains a number of defined contribution pension schemes. For these schemes the Group has no further obligations once the contributions have been paid. The contributions are recognised as an employee benefit expense in the statement of comprehensive income in the year when they are due.

Share capital

Financial instruments issued by the Group are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset.

The Group's ordinary shares are classified as equity instruments.

Share options and awards

The fair value of share options and awards granted to certain employees and Directors is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be apportioned is determined by reference to the fair value of the options granted including the Group's share price, the impact of the group's trading performance, the grantee remaining an employee over a specified time period and any impact of non-vesting conditions.

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the Group revises its estimates of the number of options that are expected to vest based on the Group's profitability and the number of remaining employees in each grant. It recognises the impact of the revision of original estimates, if any, in profit and loss, with a corresponding adjustment to equity.

The proceeds received on exercise of the options are credited to equity.

Dividends

Dividends are recognised when they become legally payable. In the case of interim dividends to equity shareholders, this is when declared by the Directors. In the case of final dividends, this is when approved by the shareholders at the AGM.

Revenue recognition

Revenue comprises the fair value of the consideration received or receivable in relation to the proceeds of the sale of goods and services provided during the year. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the group. When a contract is entered into with a customer, the contract value is allocated to specific performance obligations. The criteria of allocating performance obligations for different revenue streams are discussed below. Revenue is recognised when these performance obligations are satisfied.

Standard payment terms are that payments are required within 30 days of invoicing. The Group does not consider that any contract assets or liabilities arise from the revenue recognition policy.

Notes to the Financial Statements

continued

1 Accounting policies and presentation continued

Property, plant and equipment and depreciation continued

The directors consider that there are four revenue generating segments, being the sale of philatelic goods, publishing goods, coins and medals, and rental income. Revenue from the sale of goods are recognised in two separate ways, depending on transaction.

Sale of goods – retail

The Group sells assets from its retail premises, by mail order and online. The risks and rewards of ownership of goods are deemed to have been transferred when the goods are allocated to a customer and that customer has made an irrevocable commitment to complete the purchase and the Group has delivered or the customer has collected the goods. The Group sells philatelic and numismatic goods to customers with a guarantee of authenticity of inventory sold. The Group has been doing this for a number of years and has details of returns. The returns the Group receives under this guarantee are minimal and as a result no provision is currently made. The performance obligation of the sale of retail goods is considered satisfied when substantially all the risks and rewards of ownership of goods have transferred to the customer. The contract value is derived from the selling price of the assets sold.

Sale of goods – auctions

In its role as auctioneer, the Group accepts property on consignment and matches sellers to buyers through the auction process. Following the auction, the Group invoices the buyer for the purchase price of the property (including the commission owed by the buyer), collects payment from the buyer, and remits to the consignor the net sale proceeds after deducting its commissions, expenses and applicable taxes and royalties.

The Groups auction commissions include those paid by the buyer ("buyer's premium") and those paid by the seller (vendor's commission") (collectively, "auction commission revenue"), both of which are calculated as a percentage of the hammer price of the property sold at auction.

On the fall of the auctioneer's hammer, the highest bidder becomes legally obligated to pay the full purchase price, which includes the hammer price of the property purchased plus the buyer's premium, and the seller is legally obligated to relinquish the property in exchange for the hammer price less any vendor's commissions. Therefore, both buyer's premium and vendor's commission is recognised on the date of the auction sale upon the fall of the auctioneer's hammer.

The Group is not obligated to pay the consignor for property that has not been paid for by the buyer. If a buyer defaults on payment, the sale may be cancelled, and the property will be returned to the consignor.

The Group's management evaluates the collectability of amounts due from individual buyers. If management determines that it is probable that the buyer will default, a credit note is recorded in the period in which this judgement is made and any commission due to the Group from the buyer and the vendor is reversed.

The performance obligation for the sale of auction goods is considered satisfied when substantially all the risks and rewards of ownership of goods have transferred to the customer. The contract value is derived from the buyer's premium adjusted for by the selling price of the assets sold.

Further detail of the Group's revenue streams can be found in the Business Review on pages 8 to 12.

Notes to the Financial Statements

continued

1 Accounting policies and presentation continued

Property, plant and equipment and depreciation continued

Rental income

The Group sublets some of its properties that it occupies. Lease income from leases where the group is a lessor is recognised in the Income Statement on a straight-line basis over the lease term. The Directors consider this in line with when the Company's performance obligation is satisfied. The contract value is derived from gross rental income over the terms of the leases.

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation to transfer economic resources as a result of past events and the amount can be reliably estimated. Provisions are measured at management's best estimate of the expenditure required to settle the present obligation at the balance sheet date. Provisions are discounted if the effect of the time value of money is material.

Joint ventures

The Group accounts for joint ventures using the equity method of accounting. The initial investment is recognised at cost and adjusted thereafter to recognise the Group's share of post-acquisition profits or losses and the Group's share of the movements in other comprehensive income in the entity. Dividends received or receivable from the joint ventures are recognised as a reduction in the carrying amount of the investment. When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity the Group does not recognise further losses, unless it incurs obligations or make payments on behalf of the entity.

The carrying amount of equity-accounted investment is tested for impairment in accordance with the Group's impairment policy.

Discontinued operations

As a result of Mallett Inc entering a Chapter 11 process in the United States the Directors consider they have lost control of the subsidiary and have accounted for Mallett Inc as a discontinued operation (Note 27). As a result of this the prior year comparative income statement for the year ended 31 March 2021 has been restated.

2 Critical Accounting Estimates and Judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

In the future, actual experience may deviate from these estimates and assumptions. The estimates, assumptions and management judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Going concern

Phoenix S.G. Limited is the Group's largest Shareholder and the provider of all of its existing debt facilities. The loan facilities, excluding the loan for the 1c Magenta fall due for repayment in March 2023. Phoenix S.G. Limited has provided a letter of support confirming that it will continue to support the Group for at least the next 12 months and it is their intention to continue to support the Group both in the short and longer term with funding.

Notes to the Financial Statements

continued

2 Critical Accounting Estimates and Judgements continued

Going concern continued

The Group's forecasts have been prepared on the assumption that the Group reaches an agreement on refinancing with Phoenix before March 2023 when the current facilities are due to be repaid and shows that the Group remains within its lending facilities and has a small amount of surplus cash 12 months from the signing of the Group Accounts.

The Directors have built the Group's forecasts based on current trading trends, and historical knowledge of the business. The Directors recognise that its forecasts are dependent on the underlying assumptions and that trading conditions can always be affected by unforeseen events.

The Directors are also fully aware of the potential impacts on the business from potential unsuccessful defence of the litigation in the Guernsey courts. The Directors are also aware of the uncertainty surrounding the outcome of the Mallett Inc Chapter 11 process. The Directors have gathered information from the Group's advisors to understand the risk and uncertainties arising as a result of these matters. These matters are not directly in the control of the Directors and the Directors have therefore, made their judgment based on the evidence provided to them when assessing the impact on the going concern assumption.

The Group is currently in default of the loans due to Mallett Inc, a cross-guarantor of the facility, being in Chapter 11, and therefore the loan is repayable on demand. The Group would have been in default of the financial covenants at 31 March 2022, which would result in the loan becoming payable on demand. On 31 March 2022, the Group sought and was granted a waiver from Phoenix S.G. Limited for the above defaults. The forecast shows the Group will fail to meet its financial covenants in March 2023 and is unlikely to have the funds to repay the loans on the due dates.

The Directors recognise that Phoenix S. G. Limited has granted the waiver of the defaults, stating that it intends to be a long term investor, it is the Group's controlling party with an interest of just over 80%, has provided £6,500,000 of funds for the purchase of the British Guiana 1c Magenta and has provided further extension to existing facilities post year end and a letter of support to the Directors giving an undertaking that Phoenix S.G. Limited will continue to support the Group for at least the next 12 months and whilst the refinance negotiations continue.

The Directors have commenced discussions with its long term creditors, including pension trustees and Phoenix S.G. Limited . This will include discussions to review its long term capital requirements and reduce its longer term liabilities and will be actively engaging with its lenders and pension trustees over the next 6 months. The Director's realise that the discussions are reliant on agreement with third parties and outcomes are uncertain. However, the longer term creditors have been supportive of the Group during the past 12 months and there is no indication that they will not continue to do so.

In view of all of the above, the Directors believe there is a material uncertainty which may cast significant doubt relating to the Group's position as a going concern. However, having regard to all of the matters above, and after making all reasonable enquiries, the Directors currently have a reasonable expectation that the Company and the Group will have access to adequate resources to continue operations and to meet its liabilities, as and when they fall due, for the foreseeable future. For that reason, they continue to adopt the going concern basis in the preparation of the accounts.

Notes to the Financial Statements

continued

2 Critical Accounting Estimates and Judgements continued

Retirement benefits

The costs, assets and liabilities of the defined benefit retirement schemes operating within the Group are determined using methods relying on actuarial estimates and assumptions. Details of the key assumptions are set out in note 24. The Directors take advice from independent actuaries relating to the appropriateness of the assumptions and challenge the reasonableness and appropriateness of these assumptions before adapting them in these financial statements. It is important to note, however, that comparatively small changes in the assumptions used may have a significant effect on the consolidated statement of comprehensive income and the consolidated statement of financial position.

Inventory valuation

Inventory is valued at the lower of cost and net realisable value. Cost comprises all costs of purchase, including auction buyer's premium where applicable. Where necessary, provision is made for slow-moving and damaged stock. This provision represents the difference between the cost of the stock and its estimated market value, based upon stock turn rates, market conditions and trends in consumer demand. For rare collectibles and antiques this includes monitoring of sales of similar items and a degree of judgement being applied by our specialists as to the relevance for items held in stock.

Reference collections

Reference collections of philatelic items are carried at cost or revaluation. Where the carrying value is above cost this is supported by an independent external valuation. If the carrying value is below cost or independent value this will be as a result of a review performed either by external or internal specialists.

Goodwill impairment

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Directors to estimate the future cash flows expected to arise from the cash-generating units and a suitable discount rate in order to calculate present value. The carrying amount of goodwill at 31 March 2022 was £2,310,000 (2021: £2,310,000). There was no impairment provision made in the year (2021: £nil). Details of the carrying value of goodwill and the impairment losses are set out in note 10.

Intangible assets

IFRS 3 (revised) 'Business Combinations' requires that goodwill arising on the acquisition of subsidiaries is capitalised and included in intangible assets. IFRS 3 (revised) also requires the identification of other intangible assets at acquisition. The assumptions involved in valuing these intangible assets require the use of estimates and judgments which may differ from the actual outcome.

IAS 38 'Intangible Assets' requires that development costs, arising from the application of research findings or other technical knowledge to a plan or design of a new or substantially improved product, are capitalised, subject to certain criteria being met. Determining the technical feasibility and estimating the future cash flows generated by the products in development requires judgments which may differ from the actual outcome.

Notes to the Financial Statements

continued

2 Critical Accounting Estimates and Judgements continued

Intangible assets continued

The estimates and judgments made in relation to both acquired intangible assets and capitalised development costs, cover future growth rates, expected inflation rates, re-assessing useful life of the assets and the discount rate used.

Fair value measurement

A number of assets and liabilities included in the Group's financial statements require measurement at, and/or disclosure of, fair value. The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

- Level 1: Quoted prices in active markets for identical items (unadjusted)
- Level 2: Observable direct or indirect inputs other than Level 1 inputs
- Level 3: Unobservable inputs (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur. The carrying amount of financial assets or financial liabilities is a reasonable approximation of their fair value. Any differences between these valuations would not be material.

3 Segmental Analysis

IFRS 8 requires operating segments to be identified based on internal reporting. Accordingly, the determination of the Group's operating segments is based on the following organisation units for which management accounting information is reported to the Group's management and used to make strategic decisions.

- Philatelic trading and retail operations;
- Publishing and philatelic accessories;
- Coins and medals;
- 1c Magenta; and
- Legacy Interiors property & legal

The activities, products and services of the reportable segments are detailed in the Business Review on pages 8 to 12.

Notes to the Financial Statements

continued

3 Segmental analysis continued

| Segmental income statement | Philatelic £'000 | Publishing £'000 | Coins & medals £'000 | 1c Magenta £'000 | Legacy interiors £'000 | Unallocated £'000 | Total £'000 |
|--|---------------------|---------------------|-------------------------|------------------------|------------------------------|----------------------|----------------|
| Year ended 31 March 2022 | | | | | | | |
| Sale of goods | 4,668 | 1,844 | 3,373 | 1,141 | – | – | 11,026 |
| Sale of services (inc Commissions) | 981 | – | 318 | – | – | – | 1,299 |
| Other income | 44 | 87 | 1 | – | – | – | 133 |
| Revenue | 5,693 | 1,931 | 3,692 | 1,141 | – | – | 12,457 |
| Operating costs | (5,455) | (1,889) | (3,214) | (1,012) | – | (2,254) | (13,825) |
| Exceptional | – | – | – | – | – | (303) | (303) |
| Net finance cost | – | – | – | – | – | (1,184) | (1,184) |
| Profit/(loss) before tax | 238 | 42 | 478 | 129 | – | (3,741) | (2,854) |
| Tax | – | – | – | – | – | – | – |
| Profit/(loss) for the year from continuing operations | 238 | 42 | 478 | 129 | – | (3,471) | (2,854) |
| Segmental balance sheet | | | | | | | |
| As at 31 March 2022 | | | | | | | |
| Total assets | 22,515 | 437 | 8,280 | 5,406 | – | (1,038) | 35,600 |
| Total liabilities | (17,320) | – | (857) | (5,702) | (276) | (13,875) | (38,030) |
| Net assets/(liabilities) | 5,195 | 437 | 7,423 | (296) | (276) | (14,913) | (2,430) |
| Other segmental items | | | | | | | |
| Depreciation | (94) | – | – | – | – | 94 | – |
| Amortisation of intangible items | 110 | – | – | – | – | 94 | 204 |
| Capital expenditure | 12 | 349 | – | – | – | 304 | 665 |

Notes to the Financial Statements

continued

3 Segmental analysis continued

| Segmental income statement | Philatelic £'000 | Publishing £'000 | Coins & Medals £'000 | Legacy Interiors £'000 | Unallocated £'000 | Total £'000 |
|--|---------------------|---------------------|----------------------------|------------------------------|----------------------|----------------|
| Year ended 31 March 2021 (restated) | | | | | | |
| Sale of goods | 4,046 | 1,566 | 3,292 | – | – | 8,904 |
| Sale of services (inc Commissions) | 713 | 354 | – | – | – | 1,067 |
| Other income | 32 | 69 | 43 | 119 | – | 263 |
| Revenue | 4,791 | 1,989 | 3,335 | 119 | – | 10,234 |
| Operating costs | (4,862) | (1,887) | (3,014) | 39 | (2,436) | (12,160) |
| Exceptional | – | (21) | – | – | – | (21) |
| Net finance cost | – | – | – | (352) | (316) | (668) |
| Profit/(loss) before tax | (71) | 81 | 321 | (194) | (2,752) | (2,615) |
| Tax | (13) | – | 91 | – | – | 78 |
| Profit/(loss) for the year from continuing operations | (84) | 81 | 412 | (194) | (2,752) | (2,537) |
| Segmental balance sheet | | | | | | |
| As at 31 March 2021 | | | | | | |
| Total assets | 19,670 | 337 | 8,529 | 3,452 | 1,744 | 33,732 |
| Total liabilities | (14,636) | – | (561) | (4,518) | (14,988) | (34,703) |
| Net assets/(liabilities) | 5,034 | 337 | 7,968 | (1,066) | (13,244) | (971) |
| Other segmental items | | | | | | |
| Depreciation | 13 | – | – | 63 | 69 | 145 |
| Amortisation of intangible items | 22 | 63 | 10 | – | 240 | 335 |
| Capital expenditure | 12 | 150 | – | – | 287 | 449 |

Geographical information

Analysis of revenue by origin and destination

| | Year ended 31 March 2022 Sales by destination £'000 | Year ended 31 March 2022 Sales by origin £'000 | Year ended 31 March 2021 Sales by destination £'000 | Year ended 31 March 2021 Sales by origin £'000 |
|-------------------|--|---|--|---|
| Channel Islands | 7 | – | 893 | – |
| United Kingdom | 9,196 | 12,457 | 6,701 | 10,234 |
| Europe | 660 | – | 518 | – |
| North America | 1,126 | – | 1,304 | – |
| Asia | 505 | – | 568 | – |
| Rest of the World | 803 | – | 250 | – |
| | 12,457 | 12,457 | 10,234 | 10,234 |

Notes to the Financial Statements

continued

3 Segmental analysis continued

Geographical information continued

Destination is defined as the location of the customer. Origin is defined as the country of domicile of the Group company making the sale. All of the sales relate to external customers.

There were no customers in either 2022 or 2021 from which the Group earned more than 10% of its revenues.

Property, plant and equipment of £1,510,000 was held in the UK (2021: £1,600,000 in the UK). No assets were held in other countries.

Intangible assets of £4,979,000 (2021: £4,985,000) are all held in the UK. Rights-of-use assets of £nil (2021: £2,995,000) are held in the USA with £2,269,000 (2021: £3,801,000) being held in the UK.

4 Operating loss

The following table shows the material costs by nature charged to cost of sales, administrative expenses and selling and distribution costs for the continuing operations for year ending 31 March 2022 and the comparative figures for the prior year.

| | Year ended 31 March 2022 £'000 | Year ended 31 March 2021 £'000 |
|--|---|--------------------------------------|
| Cost of inventories recognised as an expense | 7,615 | 6,044 |
| Employee benefit costs expensed (see note 7) | 2,780 | 2,808 |
| Government grant related to furlough scheme | (37) | (117) |
| Depreciation of property plant and equipment | 107 | 145 |
| Amortisation of intangible assets | 205 | 335 |
| Depreciation of Right of Use Asset | 591 | 966 |
| Advertising & marketing expenses | 300 | 308 |
| Distribution & transport costs | 436 | 459 |
| IT operating expenses | 551 | 493 |
| Other property operating costs | 542 | 557 |
| Impairment of trade receivables/Bad Debt Recovery | (14) | 115 |
| Other administrative expenses | 525 | 335 |
| Fees payable to the Group's auditor for the audit of the Group's annual accounts, including subsidiaries | 72 | 64 |
| Fees payable to the Group's auditor for other advisory services | 5 | 5 |
| Impairment of leasehold assets | (54) | – |
| Redundancy and reorganisation | – | 21 |
| Foreign Exchange losses | 4 | – |
| Other professional fees | 499 | 515 |
| | 14,127 | 13,053 |

Notes to the Financial Statements

continued

5 Exceptional operating charges/(income)

The items of income and expenditure listed below are either non-recurring or unusual in size and therefore distort the view of the normal trading activities of the Group. They have therefore been separately identified to give more clarity on the underlying trend of the trading performance of the continuing operation for the year ended 31 March 2022 and the comparative figures for the prior year.

| | Year ended 31 March 2022 | Year ended 31 March 2021 Restated |
|--|-------------------------------------|--|
| | £'000 | £'000 |
| Legal fees – acquisition of 1c Magenta | 16 | – |
| Legal fees – Guernsey legal claim | 341 | – |
| Lease adjustment – Strand property | (54) | – |
| Redundancy and reorganisation | – | 21 |
| | 303 | 21 |

6 Directors' emoluments

The remuneration paid to the Directors of The Stanley Gibbons Group plc was:

| | Year ended 31 March 2022 | Year ended 31 March 2021 |
|--|-------------------------------------|-----------------------------|
| | £'000 | £'000 |
| Fees | – | – |
| Salaries | 257 | 213 |
| Short-term employee benefits | 257 | 213 |
| Post-employment benefits | 10 | 12 |
| Share-based payment | – | – |
| Key management personnel compensation | 267 | 225 |
| Number of Directors included in the defined benefit pension scheme (note 24) | – | – |

The detailed numerical analysis of Directors' remuneration is included in the Report on Remuneration on page 17. The charge to profit in respect of share options and awards issued to the Directors was £nil (2021: £nil).

During the year the Group made payments into the personal pension scheme of A Gee. Total cost of these pension contributions to the Group were £9,000 (2021: £12,000).

Notes to the Financial Statements

continued

6 Directors' emoluments continued

Details of share options of Directors during the period are disclosed in the Report on Remuneration on page 17. Management considers that the key management personnel comprise the Directors.

GE Shircore's ultimate employer is Phoenix Asset Management Partners Limited which is the investment manager to Phoenix SG Limited which holds 352,200,000 Ordinary shares representing 82.509% of the Company's issued share capital. Mr Shircore received no remuneration from the Group (2021: £nil).

7 Employee information

The average number of persons (including executive Directors) employed by the Group during the period was 65 (2021: 66).

| | Year ended 31 March 2022 | Year ended 31 March 2021 |
|-------------------------------|-------------------------------------|-----------------------------|
| Management and Administration | 16 | 19 |
| Sales | 26 | 22 |
| Production and Editorial | 20 | 21 |
| Marketing | 3 | 4 |
| | 65 | 66 |

Staff costs relating to those persons during the year amounted to:

| | Year ended 31 March 2022 £'000 | Year ended 31 March 2021 £'000 |
|--|---|--------------------------------------|
| Wages and salaries | 2,342 | 2,355 |
| Social security costs | 246 | 247 |
| Pension costs – defined benefit scheme (note 24) | 120 | 135 |
| Pension costs – defined contribution scheme | 72 | 71 |
| Share option cost | – | – |
| | 2,780 | 2,808 |

Staff costs are before amounts received under the UK Government furlough scheme, relating to Covid-19. The Group received £37,070 from the scheme in the year ending 31 March 2022 (2021: £117,105).

Notes to the Financial Statements

continued

8 Taxation

UK corporation tax and overseas tax on profits for the year

| | Year ended 31 March 2022 £'000 | Year ended 31 March 2021 £'000 |
|--|---|--------------------------------------|
| Current tax: | | |
| UK corporation tax at 19% | – | – |
| Overseas tax | – | – |
| Deferred taxation (note 19) | 4 | (58) |
| Current year tax charge/(credit) | 4 | (58) |
| Adjustment relating to earlier periods | – | (20) |
| Tax charge/(credit) | 4 | (78) |
| Income tax attributable to: | | |
| Loss from continuing operations | 4 | (78) |
| Profit from discontinued operations | – | (3) |
| | 4 | (81) |

The Company is registered in the Channel Islands and has subsidiaries in the Channel Islands, the UK, Hong Kong and the USA. However a significant proportion of the profits in the Group are taxed in the UK. Accordingly, the difference between the total tax expense shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit is as follows:

Tax charge reconciliation

| | Year ended 31 March 2022 % | Year ended 31 March 2021 % |
|---|---|----------------------------------|
| The standard rate of corporation tax in the UK | 19.0 | 19.0 |
| Effects of: | | |
| Disallowable items | – | – |
| Overseas profits taxable at lower rates | (334.2) | (7.3) |
| Losses for which no deferred asset recognised | 278.9 | (10.9) |
| Capital amortisation and provisions | 16.8 | (1.1) |
| Change in rate of UK corporation tax impact on deferred tax | | 1.5 |
| Other permanent differences | 19.2 | 0.2 |
| Effective rate of corporation tax for year | 0.0 | 1.4 |

The main rate of corporation tax in the UK was 19% for financial years starting on or after 1 April 2017. The Group has recognized a deferred tax asset of £212,000 (2021: £216,000) relating to unutilised tax losses. At the year end the usable tax losses within the Group are £20,672,000 (2021: £19,663,000).

Notes to the Financial Statements

continued

9 Earnings per ordinary share

The calculation of basic earnings per ordinary share is based on the weighted average number of shares in issue during the period. Adjusted earnings per share has been calculated to exclude the effect of exceptional operating costs, pension service costs, share option charges and the amortisation of customer lists. The Directors believe this gives a more meaningful measure of the underlying performance of the Group.

For diluted earnings per share, the weighted average number of ordinary shares in issue is adjusted to assume conversion of all dilutive potential ordinary shares. The Group has only one category of dilutive ordinary shares: those share options granted to employees where the exercise price is less than the average market price of the Company's ordinary shares during the period.

| | Year ended 31 March 2022 | Year ended 31 March 2021 Restated |
|--|-------------------------------------|---|
| Weighted average number of ordinary shares in issue (No.) | 426,916,643 | 426,916,643 |
| Dilutive potential ordinary shares: Employee share options (No.) | – | – |
| Continuing operations | | |
| Loss after tax (£) | (2,854,000) | (2,537,000) |
| Pension service cost (net of tax) | 97,000 | 109,000 |
| Amortisation of customer lists (net of tax) | 76,000 | 194,000 |
| Exceptional operating (income)/costs (net of tax) | 303,000 | 17,000 |
| Adjusted loss after tax (£) | (2,378,000) | (2,217,000) |
| Basic loss per share – pence per share (p) | (0.67)p | (0.59)p |
| Diluted loss per share – pence per share (p) | (0.67)p | (0.59)p |
| Adjusted loss per share – pence per share (p) | (0.56)p | (0.52)p |
| Adjusted diluted loss per share – pence per share (p) | (0.56)p | (0.52)p |
| Discontinued operations | | |
| Profit after tax (£) | 1,056,000 | (1,380,000) |
| Basic earnings per share – pence per share (p) | 0.25p | (0.32)p |
| Diluted earnings per share – pence per share (p) | 0.25p | (0.32)p |

Net assets per share, as disclosed in the financial highlights, are calculated using the net assets per the consolidated statement of financial position divided by the number of shares at 31 March 2022 per note 20.

Notes to the Financial Statements

continued

10 Intangible assets

| | Goodwill £'000 | Publishing rights £'000 | Computer Software £'000 | Customer Lists £'000 | Brands & trademarks £'000 | Total £'000 |
|--|-------------------|-------------------------------|-------------------------------|----------------------------|---------------------------------|----------------|
| Cost | | | | | | |
| At 1 April 2020 | 16,332 | 19 | 2,821 | 2,207 | 2,528 | 23,907 |
| Additions – internally developed | – | – | 150 | – | – | 150 |
| At 31 March 2021 | 16,332 | 19 | 2,971 | 2,207 | 2,528 | 24,057 |
| Additions – internally developed | – | – | 198 | – | – | 198 |
| At 31 March 2022 | 16,332 | 19 | 3,169 | 2,207 | 2,528 | 24,255 |
| Accumulated amortisation and impairment | | | | | | |
| At 1 April 2020 | 14,022 | 19 | 2,549 | 1,873 | 274 | 18,737 |
| Amortisation charge | – | – | 95 | 240 | – | 335 |
| At 31 March 2021 | 14,022 | 19 | 2,644 | 2,113 | 274 | 19,072 |
| Amortisation charge | – | – | 110 | 94 | – | 204 |
| At 31 March 2022 | 14,022 | 19 | 2,754 | 2,207 | 274 | 19,276 |
| Net book value | | | | | | |
| At 31 March 2022 | 2,310 | – | 415 | – | 2,254 | 4,979 |
| At 31 March 2021 | 2,310 | – | 327 | 94 | 2,254 | 4,985 |

The carrying value of goodwill of £2,310,000 related to the acquisition of the Noble Investments Group (£2,200,000 – original cost £15,746,000), the acquisition of the magazine 'Philatelic Exporter' (£87,000 – carrying value and original cost), the album producer 'Frank Godden' (£23,000 – carrying value and original cost).

The carrying value of brands and trademarks of £2,254,000 is the value of the brands purchased in the acquisition of Noble Investment Group (£2,391,000 – original cost).

The Group carries out a review at each year end date to establish the economic value of each asset in the portfolio. If the economic value of the asset is believed to be lower than the carrying value, the carrying value is reduced accordingly. The economic value is based on estimated future income potential considering risks and external information on the likely impact on market demand.

Goodwill and brands have undergone an impairment review with reference to expected future cash flows generated by these business units. Management looks at five year projections, using a cost of capital of 7.3% (2021: 10.4%), when determining if any impairment is likely. The key assumptions used by management derived from current budgets and forecast, are the growth in revenue and costs of between 0% and 5% (2021: 0% to 5%) over the period in question. These assumptions are based on past experiences of management.

Notes to the Financial Statements

continued

11 Property, plant and equipment

| | Reference collection £'000 | Freehold land and buildings £'000 | Leasehold property and improvements £'000 | Fixtures, fittings, tools and equipment £'000 | Vehicles, plant and machinery £'000 | Total £'000 |
|---------------------------------|----------------------------------|--|---|---|--|----------------|
| Cost | | | | | | |
| At 1 April 2020 | 1,195 | – | 4,832 | 357 | 857 | 7,241 |
| Additions | – | – | 263 | – | 36 | 299 |
| Disposals | – | – | (948) | – | – | (948) |
| At 31 March 2021 | 1,195 | – | 4,147 | 357 | 893 | 6,592 |
| Additions | – | – | 18 | – | – | 18 |
| Disposals | – | – | (82) | – | (1) | (183) |
| At 31 March 2022 | 1,195 | – | 4,083 | 357 | 892 | 6,527 |
| Accumulated depreciation | | | | | | |
| At 1 April 2020 | 380 | – | 3,288 | 340 | 857 | 4,865 |
| Charge for the year | – | – | 133 | – | 12 | 145 |
| Impairment | – | – | 930 | – | – | 930 |
| Depreciation on disposal | – | – | (948) | – | – | (948) |
| At 31 March 2021 | 380 | – | 3,403 | 340 | 869 | 4,992 |
| Charge for the year | – | – | 95 | 1 | 12 | 107 |
| Depreciation on disposal | – | – | (82) | – | (1) | (83) |
| At 31 March 2022 | 380 | – | 3,416 | 340 | 880 | 5,016 |
| Net book value | | | | | | |
| At 31 March 2022 | 815 | – | 667 | 16 | 12 | 1,510 |
| At 31 March 2021 | 815 | – | 744 | 17 | 24 | 1,600 |

The reference collection is subject to a full valuation every five years by a qualified external valuer and an interim valuation is carried out in year three by the Group's expert stamp dealers. The last independent valuation of a part of the reference collection was carried out in March 2016 by AF Norris, Philatelic Consultant for the collection in London and in July 2017 by PR Seaby, Philatelic Consultant for the Ringwood collection. The basis of the revaluation used was replacement value. Due to COVID-19 restrictions, it was not possible to complete an external valuation of the London collection in March 2021. The Directors asked the Groups internal experts to assess the collection. The result of which was that there was no indication of a requirement to change the carrying value. The next external valuation of the full collection at both locations will be March 2023.

The revalued element of the reference collection is £436,000 (2021: £436,000). All other fixed assets are stated at historic cost less depreciation. If the reference collection had not been revalued it would have been included at a net book value based on historic cost of £379,000 (2021: £379,000).

Fully written down Property, Plant and Equipment with a cost of £4,376,000 (2021: £4,376,000) remains in use by the Group.

Notes to the Financial Statements

continued

11 Property, plant and equipment continued

An impairment provision of £nil (2021: £930,000) has been charged to the Consolidated Statement of Comprehensive Income in relation to the leasehold assets at the New York property. This was classified as a discontinued operation due to the Mallet Inc being in Chapter 11 (See note 27). The net carrying value of the leasehold assets relating to this property at 31 March 2022 was £nil (2021: £nil).

12 Investments

On 30 April 2021 the corporate joint-venture known as Baldwin's of St James's Limited was terminated. There were no costs to the Group as a result of the termination. A H Baldwin & Son Limited, a subsidiary of The Stanley Gibbons Group plc, will continue to hold numismatic auctions from its London base. The joint-venture had operated since 6 January 2017 and was accounted for under the equity method as the Group did not have control of the joint-venture entity.

The joint-venture company's final accounting date was 30 April 2021, as per the joint venture agreement. The investment in the joint venture is shown below:-

| | 31 March 2022 | 31 March 2021 |
|---|----------------------|---------------|
| | £'000 | £'000 |
| As at 1 April | 37 | 39 |
| Share of profit retained by joint venture | – | 35 |
| Dividend paid by joint venture | (35) | (37) |
| Dividend payable by joint venture | 48 | – |
| | 50 | 37 |

The final dividend for the joint-venture was paid on 26 April 2022. Based on the audited financial statement at 30 April 2021 Baldwin's of St James's Limited generated £937,000 (2021:£1,003,000) of revenue and £128,000 (2021:£99,000) of profit. The company had net assets of £100 with current assets of £3,639,127 and current liabilities of £3,639,027.

On 15 November 2021, Stanley Gibbons Limited, a subsidiary of the Company purchased 20% of the share capital of Showpiece Technologies limited for £2,000 from Phoenix Asset Management Partners Limited. The other 80% was purchased by Castelnau Group plc, a Company controlled by Phoenix Asset Management Partners Limited, for £8,000.

As part of the process to provide fractional ownership of the 1c Magenta, Stanley Gibbons Limited has also entered into a commercial agreement with Showpiece Technologies Limited. Further details are set out in Note 29.

Notes to the Financial Statements

continued

13 Inventories

| | 31 March 2022 | 31 March 2021 |
|-------------------------------------|----------------------|---------------|
| | £'000 | £'000 |
| Work in progress | 1,029 | 345 |
| Finished goods and goods for resale | 21,023 | 15,618 |
| | 22,052 | 15,963 |

As at 31 March 2022 £22,052,000 (2021: £15,963,000) of the above inventories were part of the security given in relation to the borrowings detailed in note 18.

At 31 March 2022 the carrying value of the inventory held at fair value was £3,140,000 (2021: £3,055,000).

On 10th September 2018 the Group announced that its subsidiary, Stanley Gibbons Limited ("SGL") had entered in to an agreement with Phoenix S. G. Limited to acquire approximately 1,900 items, for an initial consideration of £5.20m, which is payable in cash to Phoenix S. G. Limited over the term of the agreement, as and when sales of the items are made to third parties and will be the net proceeds, after deduction of a commission payment to be made to SGL, on completed sales. Phoenix S. G. Limited had acquired the items from the administrators of Stanley Gibbons (Guernsey) Limited. The agreement is for a total term of 10 years and any sale at a value that is less than the base cost of an inventory item can only be made with the specific permission of Phoenix S. G. Limited. To the extent that all of the inventory is sold and the appropriate payments have been made by SGL to Phoenix S. G. Limited no further consideration will be due. To the extent that items remain to be sold at the end of the agreement the relevant items will be returned to Phoenix S. G. Limited and no further consideration will be due.

Notwithstanding the fact that the agreement was written as a sale from Phoenix S.G. Limited to SGL, the substance of the transaction is that of a consignment stock arrangement and so has been accounted for as such. The acquired items have therefore not been included within inventories and there is no related creditor due to Phoenix S.G. Limited within the balance sheet. The commission due to SGL is recognised as revenue in the accounting period of the sale to a third party. As at 31 March 2022 of the initial items totalling £5.20m, £3,907,000 (2021: £4,249,000) remained unsold.

On 21st February 2020 the Group announced that its subsidiary, Stanley Gibbons Limited ("SGL") had entered in to an agreement with Phoenix S. G. Limited to acquire approximately 780 items, for an initial consideration of £1.07m, which is payable in cash to Phoenix S. G. Limited over the term of the agreement, as and when sales of the items are made to third parties and will be the net proceeds, after deduction of a commission payment to be made to SGL, on completed sales. The agreement is for a total term of 10 years and any sale at a value that is less than the base cost of an inventory item can only be made with the specific permission of Phoenix S. G. Limited. To the extent that all of the inventory is sold and the appropriate payments have been made by SGL to Phoenix S. G. Limited no further consideration will be due. To the extent that items remain to be sold at the end of the agreement the relevant items will be returned to Phoenix S. G. Limited and no further consideration will be due.

Notes to the Financial Statements

continued

13 Inventories continued

Notwithstanding the fact that the agreement was written as a sale from Phoenix S.G. Limited to SGL, the substance of the transaction is that of a consignment stock arrangement and so has been accounted for as such. The acquired items have therefore not been included within inventories and there is no related creditor due to Phoenix S.G. Limited within the balance sheet. The commission due to SGL is recognised as revenue in the accounting period of the sale to a third party. As at 31 March 2022 of the initial items totalling £1.07m, £750,000 (2021: £919,000) remained unsold.

Purchase of 1c Magenta

On 8 June 2021, Stanley Gibbons Limited purchased the world's most famous and valuable stamp - the 1856 1c Magenta from British Guiana - the only one in existence. The 1c Magenta was purchased at auction in the USA for a total consideration of \$8.3m (£6.3m – including buyer's premium and overhead fee).

On 29 June 2021, the Group agreed a loan of £6.5m with Phoenix S.G. Limited, the Group's majority shareholder and lender, to finance the purchase through an interest free loan from Phoenix S.G. Ltd (PSG). The material terms of the loan are detailed in note 18.

On 8 November 2021 the Group fractional ownership of the 1c Magenta with its technology partner, Showpiece Technologies Limited ("Showpiece") (see note 29). At 31 March 2022 16% of fractions had been sold.

The cost of inventory recognised as an expense in the year was £7,615,000 (2021: £6,044,000)

14 Current trade and other receivables

| | 31 March 2022 | 31 March 2021 |
|--------------------------------|----------------------|---------------|
| | £'000 | £'000 |
| Trade receivables | 1,875 | 1,765 |
| Provision for impairment | (228) | (406) |
| Net trade receivables | 1,648 | 1,359 |
| Other receivables | 316 | 180 |
| Prepayments and accrued income | 553 | 506 |
| | 2,516 | 2,045 |

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. If collection of the amounts is expected in one year or less they are classified as current assets. If not, they are presented as non-current assets. Trade receivables are generally due for settlement within 30 days and therefore are all classified as current. The Group's impairment and other accounting policies for trade and other receivables are outlined in note 1.

Notes to the Financial Statements

continued

15 Provision for impairment of receivables and collateral held

A provision is established for irrecoverable amounts where there is objective evidence that amounts due under the original payment terms will not be collected. Indications that the trade receivable may become irrecoverable would include financial difficulties of the debtor, likelihood of the debtor's insolvency and default or significant failure of payment.

Provision for impairment of receivables

Relating to debt over 6 months past due

| | 31 March 2022 | 31 March 2021 |
|------------------------------|----------------------|---------------|
| | £'000 | £'000 |
| Opening provision | 406 | 437 |
| Impairments in the year | 8 | 126 |
| Amounts utilised in the year | (186) | (157) |
| Closing provision | 228 | 406 |

As at 31 March 2022, excluding balances due under extended payment terms and those provided for by the impairment provision, £503,000 (2021: £359,000) of trade receivables, were past their due settlement date but not impaired. The ageing analysis of these trade receivables is as follows:

| | 31 March 2022 | 31 March 2021 |
|-------------------------|----------------------|---------------|
| | £'000 | £'000 |
| Up to 3 months past due | 307 | 112 |
| 3 to 6 months past due | 77 | 30 |
| Over 6 months past due | 119 | 217 |
| | 503 | 359 |

There are instances where receivables have had their terms renegotiated however the Group has not had to call upon its security due to default by customers at any time during the year. Trade receivables that are neither past due nor impaired are considered to be fully recoverable.

16 Trade and other payables

| | 31 March 2022 | 31 March 2021 |
|---------------------------------|----------------------|---------------|
| | £'000 | £'000 |
| Trade payables | 3,793 | 2,151 |
| Other payables | 571 | 601 |
| Other taxes and social security | 285 | 162 |
| Accruals and deferred income | 1,864 | 1,752 |
| | 6,513 | 4,666 |

Notes to the Financial Statements

continued

16 Trade and other payables continued

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

An amount of trade payables of £nil (2021: £nil) is not due within 12 months and has been classified as a long term liability. In the prior year the Group has agreed extended credit terms for a collection that it purchased in December 2019 to be paid by instalment over the next 24 months.

The profile of payments are disclosed in note 25.

17 Cash and cash equivalents

| | 31 March 2022 | 31 March 2021 |
|---------------------------|----------------------|---------------|
| | £'000 | £'000 |
| Cash at bank and in hand | 2,008 | 2,090 |
| Bank overdrafts | – | – |
| Cash and cash equivalents | 2,008 | 2,090 |

Included in the balance above is £1,116,000 (2021 : £122,000) of funds held on behalf of third party clients and auction vendors for amounts that are due on items sold by the Group on their behalf.

18 Borrowings

| | 31 March 2022 | 31 March 2021 |
|-------------------------------------|----------------------|---------------|
| | £'000 | £'000 |
| Short term liabilities | | |
| Loan – Facility A | 11,995 | – |
| Loan – Facility C | 5,422 | – |
| Total short term liabilities | 17,417 | – |
| Long term liabilities | | |
| Loan – Facility A | – | 11,412 |
| Loan – Facility C | – | 3,226 |
| Loan – 1c Magenta | 5,702 | – |
| Total long term liabilities | 5,702 | 14,638 |
| Total Borrowings | 23,119 | 14,638 |

The Facility A loan outstanding at 31 March 2022 of £12.0m is due to Phoenix S. G. Limited, the controlling party of the Group. Interest on the loan is 5% per annum added to the loan. The loan is due for repayment in March 2023, provided there is no event of default in the meantime.

Notes to the Financial Statements

continued

18 Borrowings continued

On the 21 December 2018 the Group announced it had agreed an additional £5m of funding (Facility C) in the form of an extension to the existing loan facility with Phoenix S. G. Limited. The terms of the extension are the same as the existing Facility A loan. At 31 March 2022 the Facility had been fully drawn. The loan is due for repayment in March 2023, provided there is no event of default in the meantime.

In relation to the Phoenix S. G. Limited Facility A and Facility C loans, the Group is required to satisfy financial conditions relating to cashflow and EBITDA. Commencing for the year ended 31 March 2022, the cashflow and EBITDA each need to exceed £2.5m.

On 31 March 2022 Phoenix S. G. Limited issued a waiver letter to the Group for the failure to satisfy the financial conditions and as a result at 31 March 2022 the Group was not in default.

Mallett Inc. is a cross guarantor of the Group's finance facilities with Phoenix S.G. Limited. As a result of Mallett Inc. entering Chapter 11 proceedings in the United States (see Note 27), the Group is in technical default of its loan facility. As a result of this the loan facility would become immediately due if called by Phoenix S.G. Limited. The Group's Directors requested and have received from Phoenix S.G. Limited, a signed letter of support stating their intention not to demand immediate repayment of the loans as a result of the Chapter 11 process and to continue to support the Group. This letter is consistent with the support that Phoenix have offered throughout their involvement as lender to the Group but is not a waiver of the default and the loan facility is therefore payable on demand.

The loans have been classified as a short term liability as they are payable on demand and due for repayment within twelve months.

During the year the Group paid arrangement facility fees of £nil (2021: £nil) for the above facilities. The borrowings are secured by a full fixed and floating charge debenture over the core assets of the group, excluding the British Guiana 1c Magenta against which a separate loan is secured. Phoenix S. G. Limited has first charge against the secured assets. The subsidiaries listed in note 31 are cross guarantors of the loan, excluding Stanley Gibbons (Guernsey) Limited (in liquidation).

After the year end date the Group agreed with Phoenix S.G. Ltd to extend the previously agreed secured loan facility (Facility C) by a further £3.0m. (19 April 2022 £1.3m and 20 September 2022 £1.7m). The terms of the extension are the same as the existing facility and the loan is due for repayment in March 2023, provided there is no event of default in the meantime.

On 29 June 2021, the Group entered into a loan agreement for £6.5m with Phoenix S.G. Limited, the Group's majority shareholder and lender, to finance the purchase of the 1c Magenta stamp (See note 13) through an interest free loan. The material terms of the loan are as follows:

- Interest free with 50% of any profit made on the sale of the item due to Phoenix S.G. Limited
- Secured solely against the item with no further recourse to any group companies
- An initial 5-year term, which can be extended by agreement between the parties
- If the item is unsold at maturity, the loan can be settled through return of the item to Phoenix S.G. Limited

Notes to the Financial Statements

continued

18 Borrowings continued

- If the item is sold for less than the outstanding value of the loan, the net proceeds of the sale will be deemed to be sufficient consideration to satisfy the loan obligation in full
- Sale of the item requires Phoenix S.G. Limited's approval.

As required under IFRS9 – Financial Instruments, the profit element of the future sales requires interest on the loan to be calculated on assumptions regarding future sales over the life of the loan. The calculated finance costs has been based on sales assumptions calculated by the management which results in an estimated interest rate for the loan of 5.88%. This has resulted in a finance charge of £281,000 being charged in the period to 31 March 2022. The loan balance outstanding at 31 March 2022 was £5,702,000 (2021: £nil). Loan repayments to 31 March 2022 amounted to £1,089,000 (2021 : £nil).

The Group did not take part in the UK government CBILS loan scheme.

19 Deferred tax assets and liabilities

| | Assets | | Liabilities | |
|--|---------------------------|--|----------------------------------|---------------------------|
| | 31 March 2022 £'000 | 31 March 2021 £'000 | 31 March 2022 £'000 | 31 March 2021 £'000 |
| Defined benefit pension scheme (note 24) | – | – | – | – |
| Other timing differences | – | – | – | – |
| Unutilised tax losses | 212 | 216 | – | – |
| Full provision | 212 | 216 | – | – |
| | 31 March 2021 £'000 | (Charge)/ credit to Profit and loss £'000 | Comprehensive income £'000 | 31 March 2022 £'000 |
| Defined benefit pension scheme (note 24) | – | – | – | – |
| Other timing differences | – | – | – | – |
| Unutilised tax losses | 216 | (4) | – | 212 |
| Full provision | 216 | (4) | – | 212 |

Notes to the Financial Statements

continued

20 Called up share capital

| | 31 March 2022 £'000 | 31 March 2021 £'000 |
|--|------------------------|------------------------|
| Authorised | | |
| 500,000,000 (2021: 500,000,000) Ordinary Shares of 1p each | 5,000 | 5,000 |
| Allotted, issued and fully paid (all equity): | | |
| 426,916,643 (2021: 426,916,643) Ordinary Shares of 1p each | 4,269 | 4,269 |

The Company has one class of share being Ordinary Shares with a par value of 1p each. This entitles the holder to participate in dividends and repayment of capital in proportion to the number of shares held. The holder is also entitled to, on a show of hands of shareholders present at a meeting in person or by proxy, one vote and upon a poll each share is entitled to one vote.

Capital risk management

Capital is managed to ensure that the entities within the Group will be able to continue as a going concern whilst maximising the returns to stakeholders through the optimisation of debt and equity balances. Detail on capital structure is presented in the consolidated statement of financial position. Notes 20 and 22 provide details on equity. Details of loans at the year-end are disclosed on page 11 in the Business Review and further disclosure can be found in note 18 and note 25. The external capital requirements imposed on the Group in relation to borrowings are disclosed in note 18. Further detail on capital risk management can be found in the Directors' Report on pages 18 to 24.

21 Options in shares of The Stanley Gibbons Group plc

Executive Share options are granted to Directors and other employees on a phased basis. The value of those options ensures that this spreads any reward over a number of years, allied to growth in shareholder value over the long term. Options granted under the Group Share Option Plan 2010 are exercisable between the third and tenth anniversaries of the date of grant.

Options issued in 2011 had the target of a minimum EPS of 19.2 pence for the year ended 31 December 2013. 25% of the granted options vest if this target is reached, rising on a straight line basis to 100% of options granted to vest if an EPS of 22.7 pence was achieved.

Options issued in 2016 were granted at market value and are not subject to performance condition.

All options are settled with the issue of equity.

Excluding the Directors' share options disclosed in the Report on Remuneration on page 17, detailed below are options which have been granted to employees together with the periods in which they may be exercised:

| Date of grant | Earliest exercise date | Expiry date | Exercise price (1p shares) | Number at 31 March 2021 | Granted in year | Forfeited in year | Number at 31 March 2021 |
|---------------|------------------------|-------------|----------------------------|-------------------------|-----------------|-------------------|-------------------------|
| 06/5/11 | 06/5/14 | 05/5/21 | 179.0p | 34,999 | – | (34,999) | – |
| 05/10/16 | 05/10/19 | 05/10/26 | 11.0p | 1,835,000 | – | (100,000) | 1,735,000 |
| | | | | 1,869,999 | – | (134,999) | 1,735,000 |

Notes to the Financial Statements

continued

21 Options in shares of The Stanley Gibbons Group plc continued

The weighted average remaining contractual life of options outstanding at 31 March 2022 is 2.7 years (2021: 3.7 years).

Movements in the number of share options outstanding including Directors' share options and their related weighted average exercise prices are as follows:

| | 31 March 2022 Average exercise price per share | 31 March 2022 Options (thousands) | 31 March 2021 Average exercise price per share | 31 March 2021 Options (thousands) |
|--------------------|---|--|--|--|
| At 1 April | 12p | 4,270 | 12p | 10,720 |
| Granted | – | – | – | – |
| Forfeited/lapsed | 11p | (135) | 12p | (6,450) |
| Exercised | – | – | – | – |
| At 31 March | 12p | 4,135 | 12p | 4,270 |

Share options outstanding at the end of the period have the following expiry date and exercise price:

| Expiry date | Exercise price per share | Options (thousands) 31 March 2022 | Options (thousands) 31 March 2021 |
|--------------------|--------------------------------|--|---|
| 5 May 2021 | 179.0p | – | 35 |
| 5 October 2026 | 11.0p | 4,135 | 4,235 |
| | | 4,135 | 4,270 |

Stochastic and Black-Scholes models have been used to value the awards. The awards issued and still outstanding in the year ended 31 March 2022 are set out below:

| Date of grant | 06/05/2011 | 05/10/2016 |
|--|------------|------------|
| Number of options granted | 593,710 | 14,950,000 |
| Weighted average fair value at date of grant (per share) | 48.45p | 5.20p |
| Weighted average share price on date of grant | 175p | 11.25p |
| Weighted average exercise price | 179p | 11.00p |
| Expected term (from date of grant) | 6.5 years | 6.5 years |
| Expected volatility | 36.6% | 46.77% |
| Expected dividend yield | 3.15% | 0.00% |
| Risk-free interest rate | 2.67% | 0.42% |

Expected volatility was determined by calculating historical volatility of the Group's share price over a minimum 10 year period.

Notes to the Financial Statements

continued

22 Share premium and reserves

Share premium account

The share premium account is used to record the aggregate amount or value of premiums paid when the Company's shares are issued at a premium.

Share compensation reserve

The share compensation reserve relates to the fair value of options granted which has been charged to the statement of comprehensive income over the vesting period of the options.

Revaluation reserve

The revaluation reserve relates to the reserve movement in respect of the revaluation of property, plant and equipment and available for sale financial assets.

Capital redemption reserve

The capital redemption reserve represents the cumulative par value of all shares bought back and cancelled by the Group.

Retained earnings

Retained earnings represent the accumulated profits not distributed to shareholders.

23 Cash inflows/(outflows) from operating activities

| | Year ended 31 March 2022 £'000 | Year ended 31 March 2021 £'000 |
|---|---|--------------------------------------|
| Operating loss (including discontinued operations) | (614) | (3,163) |
| Loss on disposal of property, plant and equipment | (1,827) | – |
| Depreciation of tangible assets | 107 | 145 |
| Amortisation of intangible assets | 205 | 335 |
| Impairment of leasehold assets | – | 930 |
| Decrease in Right of Use Asset | 875 | 966 |
| Decrease in provisions | (2,252) | (343) |
| Income from joint venture | – | 35 |
| (Increase) in inventories | (6,089) | 1,550 |
| (Increase) in trade and other receivables | (471) | (88) |
| Increase/(Decrease) in trade and other payables (less deferred consideration) | 1,847 | (79) |
| Net exchange differences | (260) | (29) |
| Cash inflows/(outflows) from operating activities | (8,478) | 259 |

Notes to the Financial Statements

continued

24 Retirement benefits

The Stanley Gibbons Group of Companies operates two defined benefit pension schemes namely:

(a) The Stanley Gibbons Holdings PLC Pension and Assurance Scheme ("the Scheme")

The scheme closed to new members with effect from 1 September 2002 and to future accrual with effect from 1 July 2014. The scheme is exposed to the following risks:

- Financial risks from changing economic conditions e.g. inflation and interest rate risks
- Longevity, i.e. the risk of benefits costing more due to members living longer
- Additional liabilities arising from the unknown factors such as ineffective Scheme documentation or Regulatory change

Under UK pensions legislation the Group subsidiary is responsible for funding the Scheme benefits and for paying contributions to make up any shortfall between the assets and the liabilities of the Scheme. The Scheme liabilities are assessed at least every three years by the Scheme Actuary. It is the Group's subsidiary funding policy to annually contribute an amount agreed between the Group's subsidiary and the Trustees of the Scheme in accordance with UK legislative requirements if a funding deficit exists. The amount of contributions required depends on the assumptions used by the actuary and can therefore be volatile between actuarial valuations. The volatility of contribution amounts can be to the detriment of the Group's cashflows. The volatility of the Scheme's liabilities against these assets held impacts on the Group's balance sheet.

The assets of the scheme are held under the provisions of a trust deed and are invested in a range of different asset classes including equities, a diversified growth fund, property, corporate bonds, absolute return bond funds and liability driven investment funds. These funds are managed by different investment managers and are all held on the Mobius Life Investment Platform. This investment policy mitigates the actuarial risks that the scheme is exposed to such as longevity, interest rate, inflation and investment risks.

A full actuarial valuation was carried out at 30 June 2018. The Scheme is funded with the assets held in separate trustee administered funds. Employees are entitled to retirement benefits based on their final pensionable salary and length of service.

The costs of insurance of the death-in-service benefits and all administration expenses and levies to the Pension Protection Fund are paid for by the employer.

The IAS19 disclosures for the year to 31 March 2022 are based on the results of the actuarial valuation as at 30 June 2018.

Scheme assets are stated at their market value at 31 March 2022.

The Scheme has a debenture secured against the assets of Stanley Gibbons Limited, A. H. Baldwin & Sons Limited, Milson Street Limited and The Fine Art Auction Group. The Stanley Gibbons Group plc also guarantees the obligations and liabilities of payments under the Scheme. The charges relating to the Scheme rank behind the charges of the assets related to the Phoenix S. G. Limited loans (see note 18).

Notes to the Financial Statements

continued

24 Retirement benefits continued

(a) The Stanley Gibbons Holdings PLC Pension and Assurance Scheme ("the Scheme") continued

The Group paid £311,000 (payable monthly) in the year to 31 March 2022. From 1 April 2022, the Group pays contributions of £327,000 per annum (payable monthly), increasing at 5% per annum, until 1 November 2029, as noted in the Recovery Plan dated 29 March 2019, agreed as part of the actuarial valuation at 30 June 2018.

(b) The Mallett Retirement Benefits Scheme

This is a separate trustee administered scheme holding the pension plan assets to meet long term pension liabilities for employees and former employees. The level of retirement benefit is principally based on salary earned in the last three years of employment prior to leaving active service and is linked to changes in inflation up to retirement.

The scheme is exposed to the following risks:

- Financial risks from changing economic conditions e.g. inflation and interest rate risks
- Longevity, i.e. the risk of benefits costing more due to members living longer
- Additional liabilities arising from the unknown factors such as ineffective Scheme documentation or Regulatory change.

A full actuarial valuation was carried out as at 30 June 2018 and the funding of the plan is agreed between the Company and the trustees in line with those requirements.

Under UK pensions legislation the Group subsidiary is responsible for funding the Scheme benefits and for paying contributions to make up any shortfall between the assets and the liabilities of the Scheme. The Scheme liabilities are assessed at least every three years by the Scheme Actuary. It is the Group's subsidiary funding policy to annually contribute an amount agreed between the Group's subsidiary and the Trustees of the Scheme in accordance with UK legislative requirements if a funding deficit exists. The amount of contributions required depends on the assumptions used by the actuary and can therefore be volatile between actuarial valuations. The volatility of contribution amounts can be to the detriment of the Group's cashflows. The volatility of the Scheme's liabilities against these assets held impacts on the Group's balance sheet.

The Scheme has a debenture secured against the assets of Stanley Gibbons Limited, A. H. Baldwin & Sons Limited, Milson Street Limited and The Fine Art Auction Group. The Stanley Gibbons Group plc also guarantees the obligations and liabilities of payments under the Scheme. The charges relating to the Scheme rank behind the charges of the assets related to the Phoenix S. G. Limited loans (see note 18).

The Group paid annual contributions of £236,000 in the year to 31 March 2022. From 1 April 2022, the Group will pay contributions of £248,000 (payable monthly), increasing by 5% p.a. until 1 May 2028, in line with the Recovery Plan dated 20 March 2019. In addition to this, the Company also pays administration expenses and levies to the Pension Protection Fund.

The IAS19 disclosures for the year to 31 March 2022 are based on the actuarial valuation as at 30 June 2018.

Notes to the Financial Statements

continued

24 Retirement benefits continued

(b) The Mallett Retirement Benefits Scheme continued

The amounts recognised in the statement of financial position for both schemes are as follows:

| | 31 March 2022 | 31 March 2021 |
|--|----------------------|----------------|
| | £'000 | £'000 |
| Present value of funded obligation | (21,084) | (21,992) |
| Fair value of scheme assets | 15,193 | 15,305 |
| Net obligation | (5,891) | (6,687) |
| Deferred tax asset (see note 19) | – | – |
| Retirement benefit obligation | (5,891) | (6,687) |
| | £'000 | £'000 |
| Cumulative amount of actuarial losses recognised in other comprehensive income | (4,266) | (4,591) |

The amounts recognised in other comprehensive income are as follows:

| | 31 March 2022 | 31 March 2021 |
|---|----------------------|---------------|
| | £'000 | £'000 |
| Actuarial gains/(losses) on scheme obligations from financial assumptions | 1,027 | (2,093) |
| Actuarial gains/(losses) on scheme obligations from demographic assumptions | 15 | 16 |
| Actuarial gains/(losses) on scheme obligations from experience | (359) | 156 |
| Actuarial (losses)/gains on fair value of scheme assets | (358) | 1,180 |
| Remeasurement (losses)/gains | 325 | (741) |

Changes in the present value of the defined benefit obligations are as follows:

| | 31 March 2022 | 31 March 2021 |
|--|----------------------|---------------|
| | £'000 | £'000 |
| Present value of obligations at start of year | 21,992 | 20,298 |
| Current service cost | – | – |
| Interest cost | 405 | 447 |
| Contributions by employees | – | – |
| Remeasurement losses/ gains on scheme obligations | (683) | 1,921 |
| Charges paid | – | – |
| Benefits paid | (630) | (674) |
| Allowance for GMP Equalisation | – | – |
| Present value of obligations at end of year | 21,084 | 21,992 |

Notes to the Financial Statements

continued

24 Retirement benefits continued

(b) The Mallett Retirement Benefits Scheme continued

Changes in the fair value of scheme assets are as follows:

| | 31 March 2022 £'000 | 31 March 2021 £'000 |
|---|------------------------|------------------------|
| Fair value of scheme assets at start of year | 15,305 | 14,009 |
| Assets acquired at fair value | – | – |
| Expected return on scheme assets | 286 | 312 |
| Actuarial gains/(losses) on fair value of scheme assets | (358) | 1,180 |
| Contributions by employees | – | – |
| Contributions by employer | 591 | 478 |
| Charges paid | – | – |
| Benefits paid | (630) | (674) |
| Fair value of scheme assets at end of year | 15,194 | 15,305 |

The Group currently expects to contribute £575,000 to its defined benefit schemes in the financial year to 31 March 2023.

The amounts recognised in the statement of comprehensive income for the period are as follows:

| | 31 March 2022 £'000 | 31 March 2021 £'000 |
|---|------------------------|------------------------|
| Current service cost | – | – |
| Interest cost on net benefit obligations | 119 | 135 |
| Allowance for GMP Equalisation | – | – |
| Total included in employee benefit scheme | 119 | 135 |
| Actual return on scheme assets | (72) | 1,492 |

The major categories of scheme assets as a percentage of the fair value of total scheme assets are as follows:

| | 31 March 2022 % | 31 March 2021 % |
|---|--------------------|--------------------|
| Assets with a quoted market price in an active market | | |
| Equities | 21.8% | 22.1% |
| Corporate Bonds | 6.3% | 6.9% |
| Property | 10.5% | 8.2% |
| Gilts/cash | 1.5% | 2.5% |
| LLDI | 15.6% | 19.4% |
| Multi Asset Credit | 18.9% | 13.9% |
| Insurance policies | 11.0% | 12.1% |
| Diversified growth funds | 14.3% | 14.9% |
| Insurance Annuitants | 0.0% | 0.0% |

Notes to the Financial Statements

continued

24 Retirement benefits continued

(b) The Mallett Retirement Benefits Scheme continued

Principal actuarial assumptions at the reporting date

| | 31 March 2022 | 31 March 2021 |
|--|---------------|---------------|
| Future salary increases | 2.94% | 2.44% |
| Price inflation - RPI | 3.94% | 3.44% |
| Price inflation - CPI* | 2.94% | 2.44% |
| Revaluation of deferred pensions | 2.50% | 2.44% |
| Pension Increase - Non Directors | | |
| Pre 1988 GMP | 0.00% | 0.00% |
| Post 1988 GMP** | 3.00% | 2.44% |
| Pre 1997 | 0.00% | 0.00% |
| Post 1997* | 2.94% | 2.44% |
| Pension Increase - Directors | | |
| Pre 1997 | 3.00% | 3.00% |
| Post 1997* | 3.94% | 3.44% |
| Discount rate | 2.69% | 1.87% |
| Equities (long term expected rate of return) | 2.69% | 1.87% |
| Corporate bonds (long term expected rate of return) | 2.69% | 1.87% |
| Fixed interest gilts (long term expected rate of return) | 2.69% | 1.87% |
| Cash (long term expected rate of return) | 2.69% | 1.87% |

* until 2030 and then 3.84% p.a. thereafter

** until 2030 and then 3.00% p.a. thereafter

The mortality assumptions adopted at 31 March 2022 imply the following life expectations:

The Stanley Gibbons Holdings PLC Pension and Assurance scheme

| | 31 March 2022 In years | 31 March 2021 In years |
|---|---------------------------|---------------------------|
| Retiring at 65 at reporting date | | |
| Male | 21.8 | 21.8 |
| Female | 24.2 | 24.1 |
| Retiring at 65 at reporting date + 20 years | | |
| Male | 22.8 | 22.7 |
| Female | 25.3 | 25.3 |

Notes to the Financial Statements

continued

24 Retirement benefits continued

(b) The Mallett Retirement Benefits Scheme continued

The Mallett Retirement Benefits Scheme

| | 31 March 2022 | 31 March 2021 |
|---|----------------------|---------------|
| | In years | In years |
| Retiring at 65 at reporting date | | |
| Male | 21.8 | 21.8 |
| Female | 24.1 | 24.1 |
| Retiring at 65 at reporting date + 20 years | | |
| Male | 22.8 | 22.7 |
| Female | 25.3 | 25.3 |

Sensitivity of results

The value placed on the benefit obligation is particularly sensitive to changes in some of the key assumptions as detailed below:

The Stanley Gibbons Holdings PLC Pension and Assurance scheme

| | Change in the benefit Obligation - % | (Deficit) £'000s |
|--|---|---------------------|
| Assumption as per IAS 19 disclosures | n/a | (2,721) |
| 0.25% p.a. reduction in discount rate | 3.3% | (2,801) |
| 0.25% increase in CPI inflation | 1.2% | (2,704) |
| Pensions payable for 1 year longer due to mortality assumptions* | 3.7% | (3,171) |

The Mallett Retirement Benefits Scheme

| | Change in the benefit Obligation - % | (Deficit) £'000s |
|--|---|---------------------|
| Assumption as per IAS 19 disclosures | n/a | (3,170) |
| 0.25% p.a. reduction in discount rate | 4.0% | (3,321) |
| 0.25% increase in CPI inflation | 2.6% | (3,268) |
| Pensions payable for 1 year longer due to mortality assumptions* | 3.9% | (3,404) |

* The change to the mortality assumption increase member's life expectancy by assuming each member was born one year later and therefore has the life expectancy of someone aged one year younger.

The sensitivities show the effects of a change in the significant actuarial assumptions used to measure the Scheme's Defined Benefit Obligation. Limitations to the sensitivities are in line with the limitations on actuarial assumptions, being that they are estimates.

Notes to the Financial Statements

continued

24 Retirement benefits continued

Sensitivity of results continued

The average duration of the Schemes Obligation is approximately 13 years for the Stanley Gibbons Holding PLC Pension and Assurance scheme and 16 years for the Mallet Retirement Benefit Scheme.

The weighted average duration of the Stanley Gibbons Holdings Plc Pension and Assurance Scheme and the Mallet Retirement Benefit scheme is 15 years.

Amounts for the current and previous four periods are as follows:

| | 31 March 2022 £'000 | 31 March 2021 £'000 | 31 March 2020 £'000 | 31 March 2019 £'000 | 31 March 2018 £'000 |
|--|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|
| Present value of defined benefit obligations | (21,084) | (21,992) | (20,298) | (19,612) | (19,685) |
| Fair value of scheme assets | 15,194 | 15,305 | 14,009 | 14,089 | 14,356 |
| Deficit | (5,890) | (6,687) | (6,289) | (5,523) | (5,329) |
| Experience adjustments on scheme assets | (252) | 1,180 | (283) | (239) | (2) |
| Effects of changes in the demographic and financial assumptions in the underlying scheme liabilities | | | | | |
| – Amount | 1,042 | (2,077) | 482 | (746) | 199 |
| – Percentage of benefit obligation | 4.9% | -9.4% | 2.4% | -3.8% | 1.0% |

Future profile of the Stanley Gibbons Holdings PLC Pension and Assurance Scheme

The Stanley Gibbons Holdings PLC Pension and Assurance Scheme closed to new members with effect from 1 September 2002. This will result in the age profile of the active membership rising over time and hence, under the method required to calculate IAS 19 liabilities, the future cost in relation to this Scheme will rise in the long-term.

The Group has considered the impact of the IAS 19 deficit in respect of the Group, its employees and pensioners. The deficit has reduced from £3,504,000 at 31 March 2021 to £2,721,000 at 31 March 2022 principally arising from changes in scheme data and a change from the approximate methodology used in previous disclosures.

Future profile of the Mallet Retirements Benefits Scheme

The Mallet Retirements benefits Scheme was closed to new members in 2002. This will result in the age profile of the active membership rising over time and hence, under the method required to calculate IAS 19 liabilities, the future cost in relation to this Scheme will rise in the long-term.

The Group has considered the impact of the IAS 19 deficit in respect of the Group, its employees and pensioners. The deficit has reduced from £3,183,000 at 31 March 2021 to £3,170,000 at 31 March 2022 principally arising from changes in scheme data and a change from the approximate methodology used in previous disclosures.

Notes to the Financial Statements

continued

25 Financial Instruments

The Group is exposed through its operations to the following risks:

- Credit risk
- Interest rate risk
- Liquidity risk

The Group is exposed to the risk that arises from its use of financial instruments. The Group's financial instruments comprise cash and available loan facilities and various items such as trade receivables and trade payables which arise directly from operations. The Group is financed by a fixed interest loan provided by Phoenix S.G. Limited, details of the loan facility can be found in note 18. The main purpose of these financial instruments is to raise finance for the Group's operations.

The Group's policies and procedures in managing these risks are detailed in the Business Review on pages 8 to 12.

Summary of financial assets and liabilities by category

The principal financial instruments used by the Group, from which financial instrument risk arises are shown below summarised by category:

| | 31 March 2022 | 31 March 2021 |
|---|----------------------|-----------------|
| | £'000 | £'000 |
| Financial assets – Loans and receivables | | |
| Trade and other receivables | 2,992 | 1,539 |
| Cash at bank | 2,008 | 2,090 |
| | 5,000 | 3,629 |
| Financial liabilities measured at amortised cost | | |
| Trade and other payables | 6,989 | 4,504 |
| Borrowings | 23,119 | 14,638 |
| Lease liability | 2,508 | 8,712 |
| | 32,616 | 27,854 |
| | (27,616) | (24,225) |

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or contractual party to a financial instrument fails to meet its contractual obligations. The Group is mainly exposed to credit risk from credit sales. In order to manage risk the Group has implemented policies that require appropriate credit checks on potential customers before sales are made. These checks are performed at a local level. The amount of any exposure to any individual counterparty is subject to a limit which is regularly reviewed by the Directors.

Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions. Risks associated with cash deposits are limited as the banks used have high credit ratings assigned by international credit rating agencies.

Notes to the Financial Statements

continued

25 Financial Instruments continued

Credit risk continued

The Group's exposure to credit risk is limited to the carrying amount of financial assets recognised in the consolidated statement of financial position as noted in the above table.

The Directors of the Company consider that all the above financial assets for each of the consolidated statement of financial position dates under review are of a good credit quality, including those past due settlement dates. See note 15 for more information on financial assets that are past due settlement dates.

Interest rate risk

The Group finances its operations through a combination of loans (see note 18), and through the generation of cash from operating.

The finance charge of the Group for the year to 31 March 2022 of £1,184,000 (2021: £678,000) comprised loan interest & charges of £778,000 (2021: £472,000), lease finance charges of £124 (2021: £405,000) and IFRS9 Charges of £282,000 (2021: £nil).

The loans provided by Phoenix S.G. Limited from 16 March 2018 are a fixed interest loan (5% per annum). During the period of the first UK lockdown between April and July 2020, Phoenix SG Limited waived the interest on the loans. The interest waived was £236,000.

Foreign exchange risk

The Group had no material exposure to foreign exchange risk in the year ended 31 March 2022. The Group did have assets and liabilities denominated in foreign currencies relating to USA activities of Mallett Inc. This was deemed as a material exposure to foreign currency risk for the Group. Liabilities that arise in US \$ are managed from cash generated by the sale of assets in these currencies or by the use of foreign currency earnings generated elsewhere within the Group.

Liquidity risk

Liquidity risk arises from the Group's management of its working capital and the finance charges and principal repayment on its bank borrowings. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due.

The Group seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs. The Group's liquidity risk is managed by the Group finance function. Budgets and forecasts are prepared throughout the year for the Directors. These are monitored to ensure that the Group has sufficient headroom within its current cash balance to meet liabilities as they fall due. The forecasts are dependent upon the liabilities not materialising at a level greater than forecast and trading improving from its current level in line with management's expectations. In the event that either these liabilities increased or trading deteriorated the Group may require access to additional liquidity.

Notes to the Financial Statements

continued

25 Financial Instruments continued

Liquidity risk continued

The Group's financial liabilities have contractual maturities (representing undiscounted contractual cash flows) as summarised below:

| | Within 6 months £'000 | Between 6 and 12 months £'000 | Between 1 and 5 years £'000 | Total £'000 |
|--------------------------|-----------------------------|--|-----------------------------------|----------------|
| At 31 March 2022 | | | | |
| Trade and other payables | 6,704 | 285 | – | 6,989 |
| Borrowings | – | 17,417 | 5,702 | 23,106 |
| Lease liability | 164 | 147 | 2,197 | 2,508 |
| | 6,868 | 17,849 | 7,899 | 32,603 |
| At 31 March 2021 | | | | |
| Trade and other payables | 4,242 | 262 | – | 4,504 |
| Borrowings | – | – | 14,638 | 14,638 |
| Lease liability | 1,310 | 470 | 6,932 | 8,712 |
| | 5,552 | 732 | 21,570 | 27,854 |

26 Identity of related parties

The Company has a controlling related party relationship with its subsidiary companies (see note 31). The Group also has a related party relationship with its Directors.

Transactions between parent and subsidiaries

The parent company charged management fees of £519,000 in the year to 31 March 2022 (2021: £477,000) to its subsidiaries.

Transactions between controlling party, parent and subsidiaries

On 10th September 2018 the Group announced that its subsidiary, Stanley Gibbons Limited had entered into an agreement with Phoenix S.G. Limited (the Group's controlling party) to acquire approximately 1,900 items, for an initial consideration of £5.20m, which is payable in cash to Phoenix SG Limited over the term of the agreement, as and when sales of the items are made to third parties and will be the net proceeds, after deduction of a commission payment to be made to SGL, on completed sales. (see note 13).

On 21st February 2020 the Group announced that its subsidiary, Stanley Gibbons Limited had entered into an agreement with Phoenix S.G. Limited to acquire approximately 780 items, for an initial consideration of £1.07m, which is payable in cash to Phoenix SG Limited over the term of the agreement, as and when sales of the items are made to third parties and will be the net proceeds, after deduction of a commission payment to be made to SGL, on completed sales. (see note 13)

Notes to the Financial Statements

continued

26 Identity of related parties continued

Transactions between controlling party, parent and subsidiaries continued

Details of the loan facility between the Group, its subsidiaries and Phoenix S. G. Limited are disclosed in note 18.

On 29 June 2021, the Group's subsidiary, Stanley Gibbons Limited entered a loan agreement with Phoenix S.G. Limited. The loan of £6,500,000 was agreed for the purchase of the British Guiana 1c Magenta and the associated costs of purchase. (see notes 13 and 18).

On 18 February 2021, Phoenix Asset Management Partners Limited ("Phoenix") acquired 100% of the share capital of Rawnet Limited. The Group has used Rawnet Limited for the provision of software design and build for both the Stanley Gibbons website and the catalogue database. As result of the acquisition by Phoenix, Rawnet is now a related party. There has been no change to the commercial terms since the acquisition by Phoenix. The Group was invoiced £260,000 for services by Rawnet in the year ending 31 March 2022 (2021: £93,000).

On 8 November 2021 the Group launched fractional ownership of the 1c Magenta with its technology partner, Showpiece Technologies Limited ("Showpiece") (see note 8). As part of the process to provide fractional ownership, Stanley Gibbons has also entered into a commercial agreement with Showpiece. Showpiece will provide its services to Stanley Gibbons completely free of charge throughout the life of the agreement. As part of the agreement with Showpiece and included in the terms and conditions, should the legal and beneficial title to the item be sold in its entirety at some point in the future through a process managed by Showpiece, Showpiece would receive a fee of 2.5% of the gross proceeds payable by the beneficial owners of the Stamp at that time.

On 15 November 2021, Stanley Gibbons Limited, a subsidiary of the Company purchased 20% of the share capital of Showpiece Technologies Limited for £2,000 from Phoenix Asset Management Partners Limited ("Phoenix"). The other 80% was purchased by Castelnau Group plc, a Company controlled by Phoenix, for £8,000.

Transactions with Directors and key management personnel

The remuneration of the Directors and details of share options granted are disclosed in the Report on Remuneration and in note 6. There are no key management personnel, as defined in IAS 24, aside from the Directors.

G E Shircore was appointed a Director on 19 March 2018 and Chief Executive Officer on 4 June 2018. He does not receive any remuneration from the Group. Phoenix Asset Management Partners Limited, Mr Shircore's ultimate employer, is the investment manager to Phoenix S.G. Limited which holds 352,200,000 Ordinary shares representing 82.50% of the Company's issued share capital.

Notes to the Financial Statements

continued

26 Identity of related parties continued

Year ended 31 March 2022

H G Wilson, the Group's Chairman, made purchases during the year to the value of £468,577. The amount outstanding at 31 March 2022 was £nil.

G E Shircore, the Group's Chief Executive Officer, made purchases of £12,440. The amount outstanding at 31 March 2022 was £nil.

K Fitzpatrick, the Group's Chief Financial Officer, purchased £100 of goods from the Group during the year. £nil was outstanding at 31 March 2022.

L E Castro, a non-Executive Director, purchased £100 of goods from the Group during the year. £nil was outstanding at 31 March 2022

Year ended 31 March 2021

H G Wilson, the Group's Chairman, made purchases during the year to the value of £12,744. The amount outstanding at 31 March 2021 was £nil.

G E Shircore, the Group's Chief Executive Officer, made purchases of £4,919. The amount outstanding at 31 March 2022 was £nil.

A Gee, the Group's Chief Financial Officer, purchased £299 of goods from the Group during the year. £8.75 was outstanding at 31 March 2021.

27 Discontinued Operations

Mallett Inc

The Company's wholly owned subsidiary Mallett Inc (Mallett) has been involved in a legal dispute regarding a leasehold property in New York which it sub-let. In April 2020 Mallett's tenant ceased paying the rent, which in turn meant that Mallett was unable to pay the landlord. In August 2021 Mallett reached a settlement agreement with the tenant which terminated their tenancy. Mallett has been unable to negotiate a settlement with the landlord for the outstanding rental arrears and has been unable to negotiate early termination of the lease. On 15 September 2021, following advice from its US attorneys, the Directors of Mallett agreed to enter Mallett into a Chapter 11 process in the United States.

On 15 September 2021 Mallet had approximately \$3,500,000 in cash and owed approximately \$1,400,000 to the landlord. The landlord continues to pursue litigation to recover the outstanding rent but discussions continue to agree a settlement. Mallett also owed significant amounts to other Group companies. The bankruptcy process will allow Mallett to liquidate the assets in order of priority required by the US federal bankruptcy code, with timing and amounts paid to creditors approved by the New York Bankruptcy Court before distributions are made.

As a result of the filing for Chapter 11 the Directors consider they have lost control of the subsidiary and have accounted for Mallett as a discontinued operation. As a result of this the prior year comparative income statement for the year ended 31 March 2021 has been restated.

Notes to the Financial Statements

continued

27 Discontinued Operations continued

Interiors Division

During the year ended 31 March 2018 the company began to dispose of various assets of its Interiors division resulting in the cessation of trading in this segment. As a result the financial information relating to the Interiors division has been reported as a discontinued operation. During the year ended 31 March 2022, the Group sold down further some of the remaining inventory balance from the Interiors division, which offset some of the costs associated in closing the remainder of the division.

Financial performance and cash flow information

The financial performance of the discontinued businesses is shown below:

| | 31 March 2022 | 31 March 2021 |
|---|----------------------|---------------|
| | £'000 | £'000 |
| Revenue* | 2,212 | 587 |
| Expenses | (281) | (1,967) |
| Profit before income tax | 1,931 | (1,380) |
| Income tax credit | – | – |
| Profit after income tax of discontinued operation | 1,931 | (1,380) |
| Loss on change of control of subsidiary | (875) | – |
| Profit/(loss) from discontinued operation | 1,056 | (1,380) |
| Net cash inflow/(outflow) from operating activities | 1,056 | 319 |
| Net cash – sales proceeds | – | – |
| Net increase in cash from discontinued operations | 1,056 | 319 |

* includes lease settlement proceeds

28 Leases

This note provides information on the properties where the Group is a lessee.

The balance sheet shows the following amounts in respect of leases.

Right of use asset

Right-of-use assets were measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet as at 31 March 2019. There were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application. The recognised right-of-use assets relate to the following types of assets:

| | 31 March 2022 | 31 March 2021 |
|------------|----------------------|---------------|
| | £'000 | £'000 |
| Properties | 2,269 | 6,796 |

Notes to the Financial Statements

continued

28 Leases continued

Lease liabilities

| | 31 March 2022 | 31 March 2021 |
|-------------------------------|----------------------|---------------|
| | £'000 | £'000 |
| Current lease liabilities | 311 | 1,780 |
| Non-current lease liabilities | 2,197 | 6,932 |
| | 2,508 | 8,712 |

The lease liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 April 2019. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 April 2019 was 5%, the discount rate on the Group's borrowings. In the Directors opinion this is the discount rate that the Group would obtain any further borrowings, as this is the discount rate applied to the Phoenix loan (see note 18). Phoenix has secured these borrowings against the Group's assets. Without further security available the Group would be unlikely to secure funding from other sources and therefore the Directors believe the 5% rate applied is the most appropriate basis on which to base the IFRS 16 calculations.

Minimal future rental payments for sub-let properties

The Group terminated the sub-let arrangements on two of its properties in Pall Mall, London and Madison Avenue, New York during the year. The future minimum rental payments receivable under non-cancellable operating leases have been written down to £nil as follows:

| | Land and Buildings | Land and Buildings |
|----------------------------|---------------------------|--------------------|
| Receivable: | 31 March 2022 | 31 March 2021 |
| | £'000 | £'000 |
| Within one year | – | 1,209 |
| Between two and five years | – | 5,212 |
| In five years or more | – | 1,283 |
| | – | 7,704 |

Amounts recognized in the income statement

The income statement shows the following in terms of charges relating to leasing:

| | 31 March 2022 | 31 March 2021 |
|---------------------------------|----------------------|---------------|
| | £'000 | £'000 |
| Right of use asset depreciation | 591 | 966 |
| Finance charges | 128 | 405 |

Notes to the Financial Statements

continued

28 Leases continued

Impact of Covid-19 on the Group's leases

The Group leases and operates out of 2 properties at 399 Strand, London and Ringwood, Hampshire. There has been no impact of the pandemic on the lease in Ringwood, where lease payments have been paid on time. The Group negotiated a short term variation of the terms of the current lease with the landlord of 399 Strand for relief of £80,000 of rent for the year to 31 March 2022.

29 Showpiece Technologies Limited

On 8 November 2021 the Group launched fractional ownership of the 1c Magenta stamp with its technology partner, Showpiece Technologies Limited ("Showpiece") (see note 18). In order to facilitate fractional ownership, the previous chattel mortgage held over the 1c Magenta by the Group's majority shareholder, Phoenix S.G. Ltd was replaced by a fixed charge security over the proportion of the Stamp in which the Company has beneficial interest and any proceeds of sales of fractional entitlements not remitted by the Company to Phoenix S.G. Limited to pay down the loan. The headline terms are however unchanged (see note 18). The loan was amended in order to create the required flexibility and protect purchasers of fractions in the Stamp. The proceeds from the sale of fractions of the Stamp will initially be used to pay down the loan, with any outstanding balance on the loan at the end of the term now able to be satisfied by the pro-rata transfer of any unsold fractions of the Stamp from Stanley Gibbons to the lender.

As part of the process to provide fractional ownership, Stanley Gibbons has also entered into a commercial agreement with Showpiece. Showpiece will provide its services to Stanley Gibbons completely free of charge throughout the life of the agreement.

As part of the agreement with Showpiece and included in the terms and conditions, should the legal and beneficial title to the item be sold in its entirety at some point in the future through a process managed by Showpiece, Showpiece would receive a fee of 2.5% of the gross proceeds payable by the beneficial owners of the Stamp at that time.

On 15 November 2021, Stanley Gibbons Limited, a subsidiary of the Company purchased 20% of the share capital of Showpiece Technologies Limited for £2,000 from Phoenix Asset Management Partners Limited ("Phoenix"). The other 80% was purchased by Castelnau Group plc, a Company controlled by Phoenix, for £8,000.

30 Contingent liabilities

In previous years the Group had significant uncertainty resulting from investment contract guarantees and undertakings given by its subsidiary Stanley Gibbons (Guernsey) Limited. The granting of the administration order on 21 November 2017 for Stanley Gibbons (Guernsey) Limited resulted in the Group's loss of control of the business and its assets and liabilities. This resulted in a significant contingent liability, approximately £54,150,000 at 31 March 2017 (the last accounting date prior to administration), relating to these guarantees and undertakings, which have been removed from the Group and fundamentally limited the exposure of the Group to the related buyback liabilities and associated cash outflows.

On 2 April 2019 the Royal Court of Guernsey ordered that Stanley Gibbons (Guernsey) Limited enter liquidation and the winding up process is continuing but has been delayed by the COVID-19 pandemic. At the balance sheet date and the date of this report the winding up process is continuing.

Notes to the Financial Statements

continued

30 Contingent liabilities continued

Legal claim

On 5 May 2021 the Group received a letter before action from a previous investor of Stanley Gibbons (Guernsey) Limited (In liquidation). The letter alleged that the Group, in the form of an investment adviser employed by various Group companies had given advice that caused the investor to suffer a loss. The Group responded with a robust defence of the claim. On 24 September 2021 this matter was filed as a claim against the Company in Guernsey. The value of the claim is approximately £1.1m plus interest and costs. The Group has sought counsel opinion in Guernsey on this and is defending the case. In the Director's opinion, based on the conclusion reached by counsel, at the balance sheet date there is no requirement for a provision for the amount claimed to be provided for.

31 Principal subsidiaries

The principal subsidiary undertakings of the Company, all of which are 100% owned are as follows:

| Name | Country of incorporation | Description of shares held | Principal activity |
|--|---------------------------------|---|---|
| Stanley Gibbons (Guernsey) Limited (in liquidation)** | Guernsey | Ordinary £1 shares | Philatelic dealer and dealer in memorabilia |
| Stanley Gibbons Holdings Limited | England | Ordinary £0.25 shares | Holding Company |
| Stanley Gibbons Limited* | England | Ordinary £1 shares | Philatelic dealer and retailer, and dealer in memorabilia |
| Concept Court Limited | England | Ordinary £1 shares | First day cover dealer |
| Murray Payne Limited | England | Ordinary £1 shares | Philatelic dealer and auctioneer |
| Noble Investments (UK) Limited | England | Ordinary 1p shares | Holding Company |
| AH Baldwin & Sons Limited* | England | Ordinary £1 shares | Dealer in rare coins and other collectibles |
| Greenfield Auctions Limited* | England | Ordinary £1 shares | Auctioneer of works on paper |
| The Fine Art Auction Group Limited* | England | Ordinary £0.45 shares Preferred £1 shares Preferred £0.25 shares Deferred £0.25 shares | Auctioneer and valuer of art, antiques and collectibles |
| Dover Street Limited* (formerly Mallett Limited) | England | Ordinary £0.05 shares | Holding company |
| Milsom Street Limited* (formerly Mallett & Son (Antiques) Limited) | England | Ordinary £1 shares | Antique dealers |
| Mallett, Inc (Chapter 11)** | United States | Common stock US\$1 | Antique dealers |
| Stanley Gibbons Finance Limited* | England | Ordinary £1 shares | Loan finance |

* Indirect holding

** Not controlled due to being in liquidation

Notes to the Financial Statements

continued

32 Controlling party

In the opinion of the directors the controlling party of the Group was Phoenix S. G. Limited.

33 Post balance sheet events

Cancellation of Admission to Trading on AIM

Phoenix Asset Management Partners (on behalf of Phoenix S.G., the Company's largest shareholder) expressed the view that, whilst its thoughts about the long-term potential of the Company are unchanged (as is its wish to continue to provide support in order that the Company can fulfil its potential), it believes that there are clear benefits both from a financial and business perspective to terminating the Company's listing on AIM. As a result, Phoenix S.G. requested that the Board put forward the Resolution for consideration by Shareholders to give effect to the Cancellation.

Phoenix Asset Management Partners also confirmed that if the Resolution was not passed, it would be necessary for Phoenix S.G. to reconsider its continued financial support for the Company and the Company should not rely on that support if the Cancellation is not effected.

Following careful consideration of all relevant factors and in light of the above, the Directors believed that it was in the best interests of the Company and Shareholders, taken as a whole, to seek the proposed Cancellation at the earliest opportunity.

At an Extraordinary General Meeting of the Company on 30 August 2022 the Shareholders approved the Cancellation which became effective on 7 September 2022.

Borrowings

After the year end date the Group agreed with Phoenix S.G. Ltd to extend the previously agreed secured loan facility (Facility C) by a further £3.0m. (19 April 2022 £1.3m and 20 September 2022 £1.7m). The terms of the extension are the same as the existing facility and the loan is due for repayment in March 2023, provided there is no event of default in the meantime.

Directors' Biographical Details

Henry George Wilson, Director and Non-executive Chairman

Date of Appointment as Director: 16 May 2016.

Harry Wilson received a BSc in physics from Manchester University in 1973. Following graduation he spent 17 years in various roles at British Petroleum and attended the Executive Programme at the INSEAD Business School in France in 1985.

Harry has over 35 years business experience, initially in the oil industry but successively in a wide range of business sectors. He has been founder, CEO and Chairman of a number of independent oil companies and led public listings for five companies including Dragon Oil Plc and Eland Oil & Gas Plc. He has been an executive and non-executive director of listed companies in the UK and abroad and has built up an extensive range of London and international contacts in the investment, broking and advisory communities.

Throughout his business career Harry has taken a keen interest in collectibles, particularly stamps and antiques. He is a longstanding member of the Royal Philatelic Society London, the Malaya Study Group and the India Study Circle.

Harry was appointed a Director on 16 May 2016 and became Executive Chairman on 14 July 2016. Following completion of the debt restructuring and subscription for new shares by Phoenix he resumed his role as Non-Executive Chairman on 19 March 2018. He is Chairman of the Nomination Committee and member of the Audit Committee.

Graham Elliott Shircore, Chief Executive Officer

Date of Appointment as Director: 19 March 2018.

Graham Shircore graduated from Bath University with a BSc (Hons.) degree in Business Administration in 2005. During his time at University he completed internships with Fidelity, Principal Investment Management and Motorola Finance as well as passing the IMC exam.

Following graduation he joined Aviva Investors, subsequently becoming a UK Equity Analyst there. Having passed all three levels of the CFA exam he became a UK Equity Fund Manager in 2008 and later also managed European funds before moving to Rothschild Wealth Management in 2013 as a Senior Equity Analyst. There he helped shape and implement the equity research process.

Graham joined Phoenix Asset Management Partners in January 2017 and was heavily involved in the due diligence process which ultimately led to Phoenix taking a 58% equity stake in The Stanley Gibbons Group.

Graham was appointed a Director on 19 March 2018 and Chief Executive Officer on 4 June 2018.

Directors' Biographical Details

continued

Kevin Fitzpatrick FCA, Chief Finance Officer and Company Secretary

Date of Appointment as Director: 15 November 2021.

Date of Appointment as Company Secretary: 15 November 2021.

Kevin Fitzpatrick is a Finance Director / CFO with over 30 years' experience in SME and entrepreneurial businesses. He has experience working with FTSE, NASDAQ and SME businesses across Service, Technology, Media, Online and Manufacturing industries.

Kevin is a Fellow of the Institute of Chartered Accountants in Ireland. He graduated in 1983 from University College Dublin with a BA (Hons) in Economics.

Louis Emmanuel Castro BSc, BComm (Hons), FCA, Non- Executive Director – Independent

Date of Appointment as Director: 3 October 2016.

Louis Castro is a Fellow of the Institute of Chartered Accountants in England and Wales. He graduated in 1980 from Birmingham University with a BSc & BComm (Hons) in Engineering Production & Economics.

Louis has over 30 years' experience in investment banking and broking both in the UK and overseas. He is currently Executive Chairman of Orosur Mining Inc. and was previously the Chief Financial Officer at Eland Oil & Gas, both AIM quoted companies. Previously he was Chief Executive of Northland Capital Partners in London and before this he was Head of Corporate Finance at Matrix Corporate Capital and at Insinger de Beaufort.

Louis has widespread international experience having advised the Boards of companies worldwide including companies in the retail sector. He has led on numerous public listings and has been a non-executive director of several quoted companies. He is Chairman of the Audit Committee and a member of the Remuneration and Nomination Committees.

Mark West, MBA, Non-Executive Director – Independent

Date of Appointment as Director: 3 December 2018.

Mark is an experienced and successful Non-Executive Director and Advisory Board Member, who has worked for more than 35 years within the world's leading consumer industries.

Independent NED and Chairman of the Remuneration Committee at The Stanley Gibbons Group plc and an active member of the Advisory Boards for InBeta Ltd and doXray B.V.

Mark also Advises Activant Capital - a growth stage investor in technology and software businesses specialising in internet of things, data services and commerce, and is a Mentor to early stage technology companies at the Plug and Play Technology Accelerator in Paris.

Formerly, CEO of LLX Global Business Services SA (subsidiary of JAB Holding Company S.a.r.l.) and CTO at JAB Luxury GmbH (LABELUX), former owners of Jimmy Choo and Belstaff and retained shareholding in Bally.

Mark has an MBA from Stirling University.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ("AGM") of The Stanley Gibbons Group plc ("Company") will be held at 399 Strand, London WC2R 0LX on Monday 31 October 2022 at 11.30 a.m. for the purpose of considering and, if thought fit, adopting the following resolutions relating to the ordinary and special business of the Company at the AGM or any adjournment thereof.

You will not receive a form of proxy for the AGM in the post. Instead, you will receive instructions to enable you to vote electronically and how to register to do so. You may request a hard copy proxy form directly from the registrars, 10th Floor Central Square, 29 Wellington Street, Leeds, LS1 4DL (telephone number: 0371 664 0391).

Ordinary Business

To consider, and if thought fit, to pass the following resolutions as Ordinary Resolutions:

1. "THAT the Company's audited accounts for the year ended 31 March 2022 and the Directors' and Auditors' Reports thereon be approved and adopted."
2. "THAT HG Wilson, who retires in accordance with the Articles of Association of the Company, and, being eligible, be re-elected as a Director of the Company."
3. "THAT GE Shircore, who retires in accordance with the Articles of Association of the Company, and, being eligible, be re-elected as a Director of the Company."
4. "THAT K Fitzpatrick, who retires in accordance with the Articles of Association of the Company, and, being eligible, be re-elected as a Director of the Company."
5. "THAT T Pickford, being eligible, be elected as a Director of the Company."
6. "THAT LE Castro, who retires in accordance with the Articles of Association of the Company, and as announced in the Circular issued in July 2022 proposing the cancellation of the Company's share trading on AIM, will not offer himself for re-election as a Director of the Company."
7. "THAT M West, who retires in accordance with the Articles of Association of the Company, and as announced in the Circular issued in July 2022 proposing the cancellation of the Company's share trading on AIM, will not offer himself for re-election as a Director of the Company."
8. "THAT Jeffreys Henry LLP be appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix the Auditors' remuneration."
9. "THAT the Company be authorised to communicate to shareholders and provide documents and/or information to shareholders via the website."

Special Business

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

Authority to purchase own Ordinary Shares

10. "THAT the Company be generally and unconditionally authorised to make one or more market purchases of its own Ordinary Shares, such purchases to be of Ordinary Shares of one pence (1p) each in the capital of the Company ("Ordinary Shares"), provided that:
 - (a) the maximum number of Ordinary Shares authorised to be purchased shall be 64,000,000 Ordinary Shares, being approximately 15 per cent of the issued capital of the Company; and

Notice of Annual General Meeting

continued

Special Business continued

- (b) the minimum price which may be paid for any such Ordinary Shares shall be 1p per Ordinary Share (exclusive of expenses); and
- (c) the maximum price (exclusive of expenses) which may be paid for such Ordinary Shares shall be an amount equal to 5 per cent above the average middle market quotations of an Ordinary Share as derived from JP Jenkins Matched Bargain Platform for the five business days immediately preceding the day on which any such Ordinary Shares are purchased or contracted to be purchased;
- (d) unless otherwise varied renewed or revoked the authority hereby conferred shall expire at the earlier of the expiry of 15 months from the date of this Resolution and the conclusion of the Annual General Meeting of the Company to be held in 2023; and
- (e) prior to expiry of the authority hereby conferred the Company may enter into a contract or contracts for the purchase of Ordinary Shares which may be executed in whole or in part after such expiry and may purchase Ordinary Shares pursuant to such contract or contracts as if the authority hereby conferred had not so expired."

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

Authority to allot Ordinary Shares

11. "THAT the Directors be generally and unconditionally authorised to exercise all powers of the Company to issue or grant equity securities (as defined in the articles of association of the Company (the "Articles")) in accordance with article 2.2(b) of the Articles:

- (a) up to a maximum number of 73,083,357 Ordinary Shares (such number to be reduced by the number of Ordinary Shares allotted pursuant to the authority in sub-paragraph (b) below) in connection with an offer by way of a rights issue:
 - (1) to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (2) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (b) in any other case, up to a maximum of 142,000,000 Ordinary Shares (such number to be reduced by the number of any Ordinary Shares allotted pursuant to the authority in sub-paragraph (a) above in excess of 142,000,000),
- (d) provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the earlier of the expiry of 15 months from the date of this Resolution and the conclusion of the Annual General Meeting of the Company to be held in 2023, save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be issued or granted and the Directors may issue or grant equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired."

Notice of Annual General Meeting

continued

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

Disapplication of pre-emption rights

12. "THAT, subject to the passing of the ordinary resolution numbered 9 in this notice of Annual General Meeting, the Directors be given the general power to issue or grant equity securities (as defined in the Articles) for cash either pursuant to the authority conferred by the ordinary resolution numbered 9 in this notice of Annual General Meeting or by way of a sale of treasury shares, as if the pre-emption rights contained in article 2.7 of the Articles did not apply to any such issue or grant, provided that this power shall be limited to:

- (a) the allotment or grant of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under sub-paragraph (a) of the ordinary resolution numbered 9 in this notice of Annual General Meeting, by way of a rights issue only):
 - (1) to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (2) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (b) the allotment or grant (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to a maximum of 106,500,000 Ordinary Shares.

The power granted by this resolution will expire at the earlier of the expiry of 15 months from the date of this Resolution and the conclusion of the Annual General Meeting of the Company to be held in 2022 (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted or granted after such expiry and the Directors may allot or grant equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired."

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

K Fitzpatrick
Secretary

Dated: 14 October 2022

Registered Office Address: 22 Grenville Street, St Helier, Jersey JE4 4UA, Channel Islands.

Notice of Annual General Meeting

continued

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 vote on your behalf at a general meeting of the Company.

You can vote either:

- online, by logging on to www.signalshares.com and following the instructions;
- by requesting a hard copy form of proxy directly from the registrars, Link Group by calling tel: 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales;
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid a proxy instruction must be completed. In each case the proxy instruction must be received by Link Group, 10th Floor Central Square, 29 Wellington Street, Leeds, LS1 4DL by 11.30 am on 29 October 2022.

2. 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).
3. 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.
4. 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.
5. If you submit more than one valid proxy appointments, the appointment received last before the latest time for the receipt of proxies will take precedence.
6. 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.
7. 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 31 October 2022 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 Group (CREST

Notice of Annual General Meeting

continued

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 (Uncertified Securities) (Jersey) Order 1999.

8. 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 29 October 2022 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 22 September 2021 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.
9. 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.
10. 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.
11. Copies of the directors' service contracts and letters of appointment are available for inspection at the registered office of the Company during normal business hours on any business day from the date of this Notice up to the conclusion of the AGM. Shareholders who wish to inspect any of these documents should email kfitzpatrick@stanleygibbons.com.

Notice of Annual General Meeting

continued

EXPLANATORY NOTES

Resolutions 2 – 7: Appointment, retirement and re-election of Directors

The entire Board of Directors comprising Harry Wilson, Graham Shircore, Kevin Fitzpatrick, Louis Castro and Mark West will retire from office in accordance with the Articles of Association. Harry Wilson, Graham Shircore and Kevin Fitzpatrick will offer themselves for re-election. Louis Castro and Mark West will not offer themselves for re-election in accordance with the Circular issued in July 2022 proposing the cancellation of the Company's share trading on AIM. Tom Pickford, being eligible, will offer himself for election to the Board for the first time.

Biographical details of the Directors seeking re-election are contained in the Annual Report 2021.

Resolution 8: Appointment of auditor

At each general meeting at which the accounts are laid before the members, the Company is required to appoint an auditor to serve until the next such meeting. The resolution also authorises the Board to determine the remuneration of the Company's auditor.

Resolution 9: Communication by website

This resolution is seeking consent of its members that documents or information and other communication be supplied to shareholders via the website. If the resolution is passed, the Company will write to all shareholders requesting their consent and giving shareholders the option to continue to receive paper documents and information.

Resolution 10: Authority for Company to purchase its own Ordinary Shares

The previous authority granted by the shareholders to the Directors for the Company to purchase its own Ordinary Shares will shortly expire and the Directors recommend that a further authority in this respect be obtained. The authority, if renewed at the Annual General Meeting, would permit the Company to purchase up to approximately 15% of its issued Ordinary Shares for a price (exclusive of expenses) which is not less than the nominal value of an Ordinary Share and not more than 5% above the average market value of an Ordinary Share for the five business days prior to the day the purchase is made. The authority granted by this resolution will expire at the earlier of the expiry of 15 months from the date of this Resolution and the conclusion of the next Annual General Meeting of the Company.

The Board would only authorise such purchases after careful consideration, taking account of other investment opportunities, appropriate gearing levels, the overall financial position of the group and whether the effect would be an increase on earnings per share and in the best interests of shareholders generally.

Notice of Annual General Meeting

continued

Resolution 11: Authority to allot Ordinary Shares

This resolution deals with the Directors' authority to allot Ordinary Shares in accordance with article 2.2 of the Articles and will, if passed, authorise the Directors to allot: (a) in relation to a pre-emptive rights issue only, up to a maximum of 73,083,357 Ordinary Shares (which represents the Company's unissued Ordinary Shares as at the date of this notice). This maximum is reduced by the number of Ordinary Shares allotted under the authority referred to in sub-paragraph (b) below; and (b) in any other case, up to a maximum of 142,000,000 Ordinary Shares (which represents approximately one-third of the Company's issued Ordinary Shares as at the date of this notice). This maximum is reduced by the number of Ordinary Shares allotted under the authority referred to in sub-paragraph (a) above in excess of 142,000,000 Ordinary Shares. Therefore, the maximum number of Ordinary Shares which may be allotted under this resolution is 73,083,357 Ordinary Shares. The authority granted by this resolution will expire at the earlier of the expiry of 15 months from the date of this Resolution and the conclusion of the next Annual General Meeting of the Company.

Resolution 12: Disapplication of pre-emption rights

This resolution will, if passed, give the Directors power, pursuant to the authority to allot granted by resolution 9, to allot Ordinary Shares or sell treasury shares for cash up to a maximum of 106,500,000 of Ordinary Shares (which represents approximately 25% of the Company's issued Ordinary Shares as at the date of this notice) without first offering them to existing shareholders in proportion to their existing holdings. The power granted by this resolution will expire at the earlier of the expiry of 15 months from the date of this Resolution and the conclusion of the next Annual General Meeting of the Company.



STANLEY
GIBBONS
ESTABLISHED 1856

The Stanley Gibbons Group plc
22 Grenville Street, St Helier,
Jersey JE4 8PX, Channel Islands
Tel: 01534 766711

and

399 Strand,
London WC2R 0LX
Tel: 020 7836 8444

Email: info@stanleygibbons.com
www.stanleygibbons.com



STANLEY
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THE HOME OF STAMP COLLECTING



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ESTABLISHED 1872