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St Peter Port Capital Limited ("SPPC" or the "Company")

3 October 2016

Strategic review and commencement of Formal Sale Process

SPPC today announces that it is commencing a review of strategic options open to the Company to maximise value for shareholders, including a potential sale of the Company, individual holdings owned by the Company or collections of sector-related holdings (the "Strategic Review"). The Company has decided to initiate the Strategic Review under the framework or a "formal sale process" in accordance with Note 2 on Rule 2.6 of the City Code on Takeover and Mergers (the "Code"), under which the board of St Peter Port (the "Board") is able to have discussions with third parties interested in such a transaction on a confidential basis.

On 18 June 2012, shareholders of the Company voted that the life of the Company be continued for five years. The Company's Articles (as well as obligations undertaken by the directors of the Company in the Admission Document), provide that shareholders should be afforded the opportunity, by the passing of an ordinary resolution of the Company (requiring 50% of ordinary shares voting at the extraordinary general meeting ("EGM") of the Company) to determine whether the Company should continue as an investing company admitted to trading on AIM or should instead be wound up by the directors and the Investment Manager.

The notice of meeting convening the EGM to propose the resolution should be issued to shareholders no later than 30 May 2017. The EGM to consider the resolution would therefore likely take place in June 2017. In its results for the year ended 31 March 2016, the directors noted that shareholders were likely to vote for an orderly winding up of the Company to commence at that time or for some other mechanism to be put into effect to realise the remaining value of the Company.

If the shareholders vote that the Company should be wound up (which will be deemed to be the case if the ordinary resolution is not passed), a two-stage winding-up process would follow as provided by the Articles and the Admission Document. The directors and the Investment Manager would be required to commence a process of orderly realisation within a period of no more than one year. The directors would then be required, no later than 12 months from the date on which ordinary shareholders vote for the Company to be wound up, to convene a further extraordinary general meeting of the Company at which a further resolution would have to be tabled to wind up the Company by the appointment of a liquidator.

The Company is aiming to announce the six-month period ending 30 September 2016 on an expedited basis, with a view to publishing interim accounts in early November.

In light of the above, the Board considers that now is an appropriate time and it is in the best interests of the Company's shareholders to commence the Strategic Review. This process includes the possibility of an offer being made for the Company although there can be no certainty that an offer will be made.

Any interested party will be required to enter into a non-disclosure agreement with the Company on reasonable terms satisfactory to the Board and on the same terms, in all material respects, as the other interested parties, before being permitted to participate in the process. Following execution of an agreed non-disclosure agreement, the Company intends to provide interested parties with information materials on the Company. Following receipt of the materials, interested parties shall be invited to submit proposals to the Company. Interested parties who submit an acceptable proposal will be invited into the next phase of the process.

The Board reserves the right to alter any aspect of the process as outlined above or to terminate it at any time and will make further announcements as appropriate. The Board reserves the right to reject any approach or terminate discussions with any interested party or participant at any time.

The Takeover Panel has granted a dispensation from the requirements of Rules 2.4(a), 2.4(b) and 2.6(a) of the Code such that any interested party participating in the formal sale process will not be required to be publicly identified as a result of this announcement (subject to note 3 to Rule 2.2 of the Code) and will not be subject to the 28 day deadline referred to in Rule 2.6(a), for so long as it is participating in the formal sale process. Interested parties should note Rule 21.2 of the Code, which will prohibit any form of inducement fee or other offer-related arrangement, and that the Company has not requested any dispensation from this prohibition under Note 2 of Rule 21.2, although it reserves the right to do so in the future.

This announcement is not an announcement of a firm intention to make an offer under Rule 2.7 of the Code and there can be no certainty that any offers will be made as a result of the formal sale process, that any sale will be concluded, nor as to the terms on which any offer will be made.

Following this announcement, the Company is now considered to be in an "offer period" as defined in the Code, and the dealing disclosure requirements listed below will apply.

The Company will make a further announcement when appropriate.

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This announcement is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities whether pursuant to this announcement or otherwise.

The distribution of this announcement in jurisdictions outside the United Kingdom may be restricted by law and therefore persons into whose possession this announcement comes should inform themselves about, and observe such restrictions. Any failure to comply with the restrictions may constitute a violation of the securities law of any such jurisdiction.

Rule 2.9 disclosure

In accordance with Rule 2.9 of the Code, the Company confirms that it has 66,221,500 ordinary shares of nil par value each in issue and admitted to trading on AIM under the UK ISIN GG00B1V4NS68.

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and

rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30pm (London time) on the 10th business day following the commencement of the offer period, and, if appropriate by no later than 3.30pm on the 10th business day following the announcement in which any securities exchange company or of a securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

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

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

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

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

Publication on Website

A copy of this announcement will be made available at www.stepeterportcapital.gq no later than 12.00 noon (London time) on 4 October 2016 (being the business day following the date of this announcement) in accordance with Rule 30.4 of the Code. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

Grant Thornton UK LLP which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for St Peter Port Capital Limited as Nominated Adviser and no one else in connection with the matters referred to in this announcement and will not be responsible to anyone other than St Peter Port Capital Limited for providing the protections afforded to clients of Grant Thornton UK LLP nor for providing advice in relation to the matters referred to in this announcement.

The directors of St Peter Port accept responsibility for the information contained in this announcement. To the best of their knowledge and belief (having taken all reasonable care to ensure that such is the case), the information contained in this announcement for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

contained therein.
Source: St Peter Port Capital Limited via Globenews wire

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