



Sanderson Group PLC - SND Form 8 (OPD) - Sanderson Group PLC
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Sanderson Group PLC
01 August 2019

FORM 8 (OPD)

PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER
Rules 8.1 and 8.2 of the Takeover Code (the "Code")

1. KEY INFORMATION

(a) Full name of discloser:	SANDERSON GROUP PLC ("Sanderson")
(b) Owner or controller of interests and short positions disclosed, if different from 1(a): <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	SANDERSON GROUP PLC
(d) Is the discloser the offeror or the offeree?	OFFEREE
(e) Date position held: <i>The latest practicable date prior to the disclosure</i>	1 August 2019
(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer? <i>If it is a cash offer or possible cash offer, state "N/A"</i>	N/A

2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates

Class of relevant security:	Ordinary shares of 10p each ("Ordinary Shares")			
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	Nil	Nil	Nil	Nil
(2) Cash-settled derivatives:	Nil	Nil	Nil	Nil
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	Nil	Nil	Nil	Nil
TOTAL:	Nil	Nil	Nil	Nil

All interests and all short positions should be disclosed.

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

(b) Rights to subscribe for new securities

Class of relevant security in relation to which subscription right exists:	None
Details, including nature of the rights concerned and relevant percentages:	N/A

3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE

Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:		
(a) Ordinary Shares held by directors of Sanderson		
Director	No. of Ordinary Shares held	% of ordinary issued share capital (60,472,484)
Christopher Winn (Chairman) ⁽¹⁾	8,000,000	13.23
Ian Newcombe	178,750	0.30
Richard David Mogg	Nil	Nil
John Clement Mackenzie Paterson	90,000	0.15
David James Gutteridge	575,000	0.95
(1) Christopher Winn and his wife Angela Winn hold 8,000,000 Ordinary Shares in certificated form and in Redmayne Bentley nominee accounts. Victoria Winn, Christopher and Angela Winn's daughter, holds 42,000 Ordinary Shares. Andrew Winn and Susan Winn, Christopher Winn's brother and sister-in-law respectively, own 90,194 Ordinary Shares. Sharon Herschell and Gary Herschell, Christopher Winn's sister and brother-in-law respectively, own 10,000 Ordinary Shares. The total family holdings relating to Christopher Winn is 8,142,194 Ordinary Shares.		
(b) Directors' rights to subscribe for Sanderson Ordinary Shares		

Director	Date of grant	Option price (Pence)	Expiry Date	Number of share options outstanding
Ian Newcombe	21/05/2010	23.00p	21/05/2020	300,000
	29/06/2011	30.00p	29/06/2021	118,750
	27/11/2012	45.75p	27/11/2019	200,000
	13/12/2013	71.00p	13/12/2023	200,000
	17/01/2017	72.00p	17/01/2024	123,000
	29/03/2018	25.00p	29/03/2028	1,250,000
Richard David Mogg	29/03/2018	25.00p	29/03/2028	500,000

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it:
Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"

None

(b) Agreements, arrangements or understandings relating to options or derivatives

Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to:
(i) the voting rights of any relevant securities under any option; or
(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:
If there are no such agreements, arrangements or understandings, state "none"

None

(c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	NO
Supplemental Form 8 (SBL)	NO

Date of disclosure:	1 August 2019
Contact name:	Richard Mogg, Group Finance Director
Telephone number:	0333 123 1400

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.

The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at www.thetakeoverpanel.org.uk.

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