



**Sanderson Group PLC** - SND Placing of New Shares and Total Voting Rights  
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**SANDERSON GROUP PLC**  
**Placing of New Shares and Total Voting Rights**

Sanderson Group plc ('Sanderson' or 'the Group'), the software and IT services business specialising in digital retail technology and enterprise software for businesses operating in the manufacturing, wholesale distribution and logistics sectors, announces that an application has been made to the London Stock Exchange for 2,096,436 new Sanderson 10p ordinary shares to be admitted to trading on AIM ('Admission'). It is expected that Admission will take place on 29 December January 2017.

Following the Group's announcement on 24 November 2017, regarding the acquisition of Anisa Consolidated Holdings Limited ('Anisa') for an enterprise value of £12.0 million, these new shares represent the final element of share consideration associated with this transaction. This will take the aggregate total number of consideration shares issued in respect of Anisa to 3,990,653 shares, of which all will be subject to a lock-in period of three years from the date of acquisition, which was 23 November 2017. As previously reported, further cash payments will be made of £1.05 million in respect of loan note repayments by October 2018 and £1.63 million of deferred consideration payable in three tranches. The final deferred payment of £500,000 is scheduled for April 2019 and is dependent on some pre-agreed trading performance criteria.

Following the Admission of the 2,096,436 new ordinary shares, the Group's issued share capital will comprise 59,061,321 ordinary shares of 10p each of which 6.75% are subject to the three-year lock-in period. The above figure of 59,061,321 may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in Sanderson, under the Financial Conduct Authority's Disclosure and Transparency Rules.

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