

Regulatory Story

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Sanderson Group PLC - SND Secondary placing of ordinary shares
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SANDERSON GROUP PLC

Proposed secondary placing of ordinary shares in Sanderson

Sanderson Group plc ('Sanderson' or 'the Company'), 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 it has been advised by Christopher Winn, Executive Chairman (the 'Selling Shareholder') that he intends to sell approximately 3,686,924 million ordinary shares in the Company (the 'Placing Shares') via an accelerated bookbuild placing to institutional investors at a price of 90 pence per share (the 'Placing'). The Placing Shares represent approximately 6.15 per cent. of the issued share capital of Sanderson.

Assuming that all of the Placing Shares are sold, the Selling Shareholder would continue to have an interest in 8,000,000 ordinary shares in the Company, representing approximately 13.34 per cent. of the Company's issued share capital.

The Placing is being managed by N+1 Singer Advisory LLP ('N+1 Singer'), acting as sole bookrunner.

The final number of Placing Shares to be placed and the price at which the Placing Shares are to be placed will be agreed by N+1 Singer and the Selling Shareholder at the close of the bookbuild process, and the results of the Placing will be announced as

soon as practicable thereafter. The timing for the close of the bookbuild process will be at the absolute discretion of N+1 Singer.

The Company is not a party to the Placing and will not receive any proceeds from the Placing.

The books for the Placing will open with immediate effect.

This announcement contains inside information as defined in Article 7 of the Market Abuse Regulation No. 596/2014 ("MAR"). Upon the publication of this announcement, this inside information is now considered to be in the public domain

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Important Notice:

N+1 Singer, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Selling Shareholder and no one else in connection with the Placing, and will not regard any other person as its client in relation to the Placing and will not be responsible to anyone other than the Selling Shareholder for providing the protections afforded to its clients nor for providing advice in relation to the Placing, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

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This announcement is directed at and is only being distributed (A) in member states of the European Economic Area, to persons who are qualified investors within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC as amended (including amendments by Directive 2010/73/EU) the "Prospectus Directive"); (B) in the United Kingdom to persons who (i) have professional experience in matters relating to investments and who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") or, are high net worth companies, unincorporated associations or partnerships or trustees of high value trusts as described in Article 49(2) of the Order; and (ii) are "qualified investors" as defined in section 86 of FSMA; and (C) otherwise, to persons to whom it may otherwise be lawful to communicate it to (each a "Relevant Person"). No other person should act or rely on this announcement and persons distributing this announcement must satisfy themselves that it is lawful to do so. Any investment or investment activity to which this announcement relates is available only to Relevant Persons, and will only be engaged with such persons. By accepting this announcement you represent and agree that you are a Relevant Person.

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