





Regulatory Story

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Company Sanderson Group
TIDM PLC
Headline Holding(s) in Company
Released 08:00 05-Sep-2014
Number 9374Q08



RNS Number : 9374Q
 Sanderson Group PLC
 05 September 2014

TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARES

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached: ⁱⁱ	SANDERSON GROUP PLC
2 Reason for the notification (please tick the appropriate box or boxes):	
An acquisition or disposal of voting rights	<input checked="" type="checkbox"/>
An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached	<input type="checkbox"/>
An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments	<input type="checkbox"/>
An event changing the breakdown of voting rights	<input type="checkbox"/>
Other (please specify):	<input type="checkbox"/>
3. Full name of person(s) subject to the notification obligation: ⁱⁱⁱ	HARGREAVE HALE LIMITED
4. Full name of shareholder(s) (if different from 3.): ^{iv}	DISCRETIONARY CLIENTS
5. Date of the transaction and date on which the threshold is crossed or	03 SEPTEMBER 2014

reached: ^v	
6. Date on which issuer notified:	04 SEPTEMBER 2014
7. Threshold(s) that is/are crossed or reached: ^{vi, vii}	14%

8. Notified details:								
A: Voting rights attached to shares ^{viii, ix}								
Class/type of shares if possible using the ISIN CODE	Situation previous to the triggering transaction		Resulting situation after the triggering transaction					
	Number of Shares	Number of Voting Rights	Number of shares		Number of voting rights		% of voting rights ^x	
			Direct	Indirect	Direct ^{xi}	Indirect ^{xii}	Direct	Indirect
GB00B04X1Q77	7,639,354	7,639,354		7,539,354		7,539,354		13.9453%

B: Qualifying Financial Instruments				
Resulting situation after the triggering transaction				
Type of financial instrument	Expiration date ^{xiii}	Exercise/ Conversion Period ^{xiv}	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments ^{xv, xvi}						
Resulting situation after the triggering transaction						
Type of financial instrument	Exercise price	Expiration date ^{xvii}	Exercise/ Conversion period ^{xviii}	Number of voting rights instrument refers to	% of voting rights ^{xix, xx}	
					Nominal	Delta

Total (A+B+C)	
Number of voting rights	Percentage of voting rights
7,539,354	13.9453%

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable: ^{xxi}
6,531,818 of these shares are held for unit trusts operated by Marlborough Fund Managers Ltd, for whom Hargreave Hale Ltd manages the investments on a discretionary basis. The remaining balance is held on behalf of other discretionary clients.

--

Proxy Voting:	
10. Name of the proxy holder:	
11. Number of voting rights proxy holder will cease to hold:	
12. Date on which proxy holder will cease to hold voting rights:	

13. Additional information:	
14. Contact name:	David Clueit
15. Contact telephone number:	01253 75473901253 754739

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Holding(s) in Company - RNS

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Company Sanderson Group PLC
TIDM SND
Headline TR1 Holding in Company
Released 09:00 13-Aug-2014
Number 0037P09



RNS Number : 0037P
Sanderson Group PLC
13 August 2014

TR-1 NOTIFICATION OF MAJOR INTEREST IN SHARES

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached: ⁱⁱ	Sanderson Group plc
--	---------------------

2 Reason for the notification (please tick the appropriate box or boxes):	
An acquisition or disposal of voting rights	X
An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached	
An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments	
An event changing the breakdown of voting rights	
Other (please specify):	

3. Full name of person(s) subject to the notification obligation: ⁱⁱⁱ	Helium Rising Stars Fund
4. Full name of shareholder(s) (if different from 3.): ^{iv}	
5. Date of the transaction and date on which the threshold is crossed or reached: ^v	11/08/2014
6. Date on which issuer notified:	12/08/2014
7. Threshold(s) that is/are crossed or	

reached: vi, vii	4%
------------------	----

8. Notified details:								
A: Voting rights attached to shares viii, ix								
Class/type of shares if possible using the ISIN CODE	Situation previous to the triggering transaction		Resulting situation after the triggering transaction					
	Number of Shares	Number of Voting Rights	Number of shares		Number of voting rights		% of voting rights x	
			Direct	Indirect	Direct xi	Indirect xii	Direct	Indirect
GB00B04X1Q77	1,714,285	1,714,285	2,394,753	-	2,394,753	-	4.43%	-

B: Qualifying Financial Instruments				
Resulting situation after the triggering transaction				
Type of financial instrument	Expiration date xiii	Exercise/ Conversion Period xiv	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights
-	-	-	-	-

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments xv, xvi					
Resulting situation after the triggering transaction					
Type of financial instrument	Exercise price	Expiration date xvii	Exercise/ Conversion period xviii	Number of voting rights instrument refers to	% of voting rights xix, xx
					Nominal
					Delta

Total (A+B+C)	
Number of voting rights	Percentage of voting rights
2,394,753	4.43%

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable: xxi
n/a

Proxy Voting:

13. Additional information:	
14. Contact name:	Christian Benz, ISPartners (Co-Adviser to the Helium Rising Stars Fund)
15. Contact telephone number:	+41 43 888 7342+41 43 888 7342

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Company Sanderson Group PLC
TIDM SND
Headline TR1 Holding in Company
Released 09:00 13-Aug-2014
Number 0034P09



RNS Number : 0034P
 Sanderson Group PLC
 13 August 2014

TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARES ⁱ

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached: ⁱⁱ	SANDERSON GROUP PLC
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2 Reason for the notification (please tick the appropriate box or boxes):	
An acquisition or disposal of voting rights	X
An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached	
An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments	
An event changing the breakdown of voting rights	
Other (please specify):	

3. Full name of person(s) subject to the notification obligation: ⁱⁱⁱ	HARGREAVE HALE LIMITED
4. Full name of shareholder(s) (if different from 3.): ^{iv}	DISCRETIONARY CLIENTS
5. Date of the transaction and date on which the threshold is crossed or reached: ^v	11 AUGUST 2014
6. Date on which issuer notified:	12 AUGUST 2014

7. Threshold(s) that is/are crossed or reached: ^{vi, vii}	15%
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8. Notified details:								
A: Voting rights attached to shares ^{viii, ix}								
Class/type of shares if possible using the ISIN CODE	Situation previous to the triggering transaction		Resulting situation after the triggering transaction					
	Number of Shares	Number of Voting Rights	Number of shares		Number of voting rights		% of voting rights ^x	
			Direct	Indirect	Direct ^{xi}	Indirect ^{xii}	Direct	Indirect
GB00B04X1Q77	8,292,122	8,292,122		7,631,654		7,631,654		14.1160%

B: Qualifying Financial Instruments				
Resulting situation after the triggering transaction				
Type of financial instrument	Expiration date ^{xiii}	Exercise/ Conversion Period ^{xiv}	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments ^{xv, xvi}						
Resulting situation after the triggering transaction						
Type of financial instrument	Exercise price	Expiration date ^{xvii}	Exercise/ Conversion period ^{xviii}	Number of voting rights instrument refers to	% of voting rights ^{xix, xx}	
					Nominal	Delta

Total (A+B+C)	
Number of voting rights	Percentage of voting rights
7,631,654	14.1160%

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable: ^{xxi}
6,631,818 of these shares are held for unit trusts operated by Marlborough Fund Managers Ltd. for whom Hargreave Hale Ltd. manages the investments on a discretionary basis. The remaining balance is held on behalf of discretionary clients.

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Proxy Voting:	
10. Name of the proxy holder:	
11. Number of voting rights proxy holder will cease to hold:	
12. Date on which proxy holder will cease to hold voting rights:	

13. Additional information:	
14. Contact name:	David Clueit
15. Contact telephone number:	01253 75473901253 754739


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Company [Sanderson Group PLC](#)
TIDM SND
Headline Total Voting Rights
Released 08:30 31-Jul-2014
Number 8421N08



RNS Number : 8421N
Sanderson Group PLC
31 July 2014

FOR IMMEDIATE RELEASE

31 JULY 2014

SANDERSON GROUP PLC

Total Voting Rights

Sanderson Group plc ('Sanderson'), the software and IT services business specialising in multi-channel retail and manufacturing markets in the UK and Ireland, announces that in accordance with the Financial Services Authority's Disclosure and Transparency Rules, the total number of ordinary shares of 10 pence each in the capital of Sanderson in issue as at the date of this notice is 54,063,808, with each share carrying the right to one vote.

The above figure of 54,063,808 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 Disclosure and Transparency Rules.

Enquiries

Sanderson Group plc
Christopher Winn, Chairman
Adrian Frost, Finance Director
Ian Newcombe, Managing Director, Sanderson Multi-Channel Solutions Limited

☐ [0333 123 1400](tel:0333 123 1400)

Charles Stanley Securities
Nominated Advisor
Mark Taylor

☐ [020 7149 6000](tel:020 7149 6000)

Winningtons Financial
Paul Vann

☐ [0117 985 8989](tel:0117 985 8989)
or 07768 807631

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Company Sanderson Group PLC
TIDM SND
Headline Exercise of Options
Released 17:09 07-Jul-2014
Number 6567L17



RNS Number : 6567L
 Sanderson Group PLC
 07 July 2014

FOR IMMEDIATE RELEASE**7 JULY 2014****SANDERSON GROUP PLC****Exercise of Options**

Sanderson Group plc ('Sanderson' or 'the Group'), the software and IT services business specialising in multi-channel retail and manufacturing markets in the UK and Ireland, announces that an ex-employee has exercised options over 25,000 ordinary shares ('New Ordinary Shares') under the Group's unapproved option scheme at a price of 30 pence per ordinary share. Application has been made for the new shares to be admitted to AIM and admission is expected to take place on 9 July 2014.

The New Ordinary Shares issued pursuant to the exercise of options will rank pari passu with the existing Sanderson ordinary shares. Following allotment of the New Ordinary Shares, Sanderson will have in issue 54,063,808 ordinary shares. This figure 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, the share capital of Sanderson, under the Disclosure and Transparency Rules.

Enquiries

Sanderson Group plc 0333 123 1400
 Christopher Winn, Chairman
 Adrian Frost, Finance Director
 Ian Newcombe, Managing Director, Sanderson Multi-Channel Solutions Limited

Charles Stanley Securities 020 7149 6000
 Nominated Advisor
 Mark Taylor

Winningtons Financial 0117 985 8989
 Paul Vann or 07768 807631

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Exercise of Options - RNS

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Company Sanderson Group PLC
TIDM SND
Headline Total Voting Rights
Released 17:11 30-Jun-2014
Number 9775K17



RNS Number : 9775K
 Sanderson Group PLC
 30 June 2014

FOR IMMEDIATE RELEASE

30 JUNE 2014

SANDERSON GROUP PLC

Total Voting Rights

Sanderson Group plc ('Sanderson'), the software and IT services business specialising in multi-channel retail and manufacturing markets in the UK and Ireland, announces that in accordance with the Financial Services Authority's Disclosure and Transparency Rules, the total number of ordinary shares of 10 pence each in the capital of Sanderson in issue as at the date of this notice is 54,038,808, with each share carrying the right to one vote.

The above figure of 54,038,808 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 Disclosure and Transparency Rules.

Enquiries

Sanderson Group plc	0333 123 1400
Christopher Winn, Chairman	
Adrian Frost, Finance Director	
Ian Newcombe, Managing Director, Sanderson Multi-Channel Solutions Ltd	
Charles Stanley Securities	020 7149 6000
Nominated Advisor	
Mark Taylor	
Winningtons Financial	0117 985 8989
Paul Vann	

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Total Voting Rights - RNS

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Company Sanderson Group PLC
TIDM SND
Headline Exercise of Options
Released 09:00 18-Jun-2014
Number 9045J09



RNS Number : 9045J
 Sanderson Group PLC
 18 June 2014

FOR IMMEDIATE RELEASE

18 JUNE 2014

SANDERSON GROUP PLC

Exercise of Options

Sanderson Group plc ('Sanderson' or 'the Group'), the software and IT services business specialising in multi-channel retail and manufacturing markets in the UK and Ireland, announces that an employee has exercised options over 50,000 ordinary shares ('New Ordinary Shares') under the Group's CSOP Scheme at a price of 27.5 pence per ordinary share. Application has been made for the new shares to be admitted to AIM and admission is expected to take place on 24 June 2014.

The New Ordinary Shares issued pursuant to the exercise of options will rank pari passu with the existing Sanderson ordinary shares. Following allotment of the New Ordinary Shares, Sanderson will have in issue 54,038,808 ordinary shares. This figure 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, the share capital of Sanderson, under the Disclosure and Transparency Rules.

Sanderson Group plc 0333 123 1400
 Christopher Winn, Chairman
 Adrian Frost, Finance Director
 Ian Newcombe, Managing Director, Sanderson Multi-Channel Solutions Limited

Charles Stanley Securities 020 7149 6000
 Nominated Advisor
 Mark Taylor

Winningtons Financial 0117 985 8989
 Paul Vann or 07768 807631

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Company Sanderson Group PLC
TIDM SND
Headline TR1: Holding in Company
Released 15:14 16-Jun-2014
Number 7346J15



RNS Number : 7346J
 Sanderson Group PLC
 16 June 2014

TR1: HOLDING IN COMPANY

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached: ⁱⁱ	SANDERSON GROUP PLC
---	----------------------------

2 Reason for the notification (please tick the appropriate box or boxes):	
An acquisition or disposal of voting rights	X
An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached	
An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments	
An event changing the breakdown of voting rights	
Other (please specify):	

3. Full name of person(s) subject to the notification obligation: ⁱⁱⁱ	HARGREAVE HALE LIMITED
4. Full name of shareholder(s) (if different from 3.): ^{iv}	DISCRETIONARY CLIENTS
5. Date of the transaction and date on which the threshold is crossed or reached: ^v	13 June 2014
6. Date on which issuer notified:	16 June 2014
7. Threshold(s) that is/are crossed or reached: ^{vi, vii}	14% and 15%

8. Notified details:		
A: Voting rights attached to shares ^{viii, ix}		
Class/type of shares	Situation previous to the triggering	Resulting situation after the triggering transaction

if possible using the ISIN CODE	transaction		Number of shares		Number of voting rights		% of voting rights ^x	
	Number of Shares	Number of Voting Rights			Direct ^{xi}	Indirect ^{xii}	Direct	Indirect
			Direct	Indirect				
GB00B04X1Q77	6,893,407	6,893,407		8,179,122		8,179,122		15.7391%

B: Qualifying Financial Instruments**Resulting situation after the triggering transaction**

Type of financial instrument	Expiration date ^{xiii}	Exercise/ Conversion Period ^{xiv}	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments ^{xv, xvi}**Resulting situation after the triggering transaction**

Type of financial instrument	Exercise price	Expiration date ^{xvii}	Exercise/ Conversion period ^{xviii}	Number of voting rights instrument refers to	% of voting rights ^{xix, xx}	
					Nominal	Delta

Total (A+B+C)

Number of voting rights	Percentage of voting rights
8,179,122	15.7391%

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable: ^{xxi}

7,459,286 of these shares are held for unit trusts operated by Marlborough Fund Managers Limited for whom Hargreave Hale Limited manages the investments on a discretionary basis. The remaining balance is held on behalf of discretionary clients.

Proxy Voting:

10. Name of the proxy holder:	
11. Number of voting rights proxy holder will cease to hold:	
12. Date on which proxy holder will cease to hold voting rights:	
13. Additional information:	

14. Contact name:	David Clueit
15. Contact telephone number:	01253 754739

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TR1: Holding in Company - RNS

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Company Sanderson Group PLC
TIDM SND
Headline Holding(s) in Company
Released 16:16 13-Jun-2014
Number 6325J16



RNS Number : 6325J
 Sanderson Group PLC
 13 June 2014

TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARES

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached: ⁱⁱ	Sanderson Group plc
---	---------------------

2 Reason for the notification (please tick the appropriate box or boxes):	
An acquisition or disposal of voting rights	X
An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached	
An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments	
An event changing the breakdown of voting rights	
Other (please specify):	

3. Full name of person(s) subject to the notification obligation: ⁱⁱⁱ	Helium Rising Stars Fund
4. Full name of shareholder(s) (if different from 3.): ^{iv}	
5. Date of the transaction and date on which the threshold is crossed or reached: ^v	13.06.14.
6. Date on which issuer notified:	13.06.14.
7. Threshold(s) that is/are crossed or reached: ^{vi, vii}	3%

8. Notified details: N/A		
A: Voting rights attached to shares ^{viii, ix}		
Class/type of shares		Resulting situation after the triggering transaction

if possible using the ISIN CODE	Situation previous to the triggering transaction						
	Number of Shares	Number of Voting Rights	Number of shares Direct	Number of voting rights		% of voting rights ^x	
				Direct ^{xi}	Indirect ^{xii}	Direct	Indirect
GB00B04X1Q77	Nil	Nil	1,714,285	1,714,285	-	3.30%	-

B: Qualifying Financial Instruments				
Resulting situation after the triggering transaction				
Type of financial instrument	Expiration date ^{xiii}	Exercise/ Conversion Period ^{xiv}	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights
-	-	-	-	-

--	--	--	--	--	--	--

Total (A+B)	
Number of voting rights	Percentage of voting rights
1.714,285	3.30%

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable: ^{xxi}
--

Proxy Voting:	
10. Name of the proxy holder:	N/A
11. Number of voting rights proxy holder will cease to hold:	N/A
12. Date on which proxy holder will cease to hold voting rights:	N/A

13. Additional information:	
14. Contact name:	Christian Benz, ISPartners (Co-Adviser to Helium Rising Stars Fund)
15. Contact telephone number:	+41 43 888 7342

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Company Sanderson Group PLC
TIDM SND
Headline Director's Dealings
Released 10:51 13-Jun-2014
Number 5835J10



RNS Number : 5835J
 Sanderson Group PLC
 13 June 2014

FOR IMMEDIATE RELEASE

13 JUNE 2014

SANDERSON GROUP PLC

Director's Dealings

Sanderson Group plc ('Sanderson'), the software and IT services business specialising in multi-channel retail and manufacturing markets in the UK and Ireland, announces that Christopher Winn, Chairman, has sold 3,000,000 ordinary shares at a price of 66 pence per ordinary share on 13 June 2014. Additionally, Christopher Winn has exercised options over 2,021,924 ordinary shares as outlined below:

Name of Scheme	No. of shares under option being exercised	Exercise price	Total Consideration
Group EMI Scheme	184,313	54.25 pence	£99,989.80
Long Term Incentive Plan	910,972	-	£1.00
Unapproved Share Option Plan	926,639	50 pence	£463,319.50

Application has been made for the new shares to be admitted to AIM and admission is expected to take place on 23 June 2013. The New Ordinary Shares will rank pari passu with the existing Sanderson ordinary shares. Following allotment of the New Ordinary Shares, Sanderson will have in issue 53,988,808 ordinary shares. This figure 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, the share capital of Sanderson, under the Disclosure and Transparency Rules.

Following these transactions, Christopher Winn is interested in 11,786,924 ordinary shares representing 21.83% of the enlarged issued share capital of 53,988,808 ordinary shares.

Sanderson Group plc 0333 123 1400
 Christopher Winn, Chairman
 Adrian Frost, Finance Director
 Ian Newcombe, Managing Director, Sanderson Multi-Channel Solutions Ltd

Charles Stanley Securities 020 7149 6000
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Company Sanderson Group PLC
TIDM SND
Headline 2014 Interim Results
Released 07:00 09-Jun-2014
Number 0802J07



RNS Number : 0802J
 Sanderson Group PLC
 09 June 2014

FOR IMMEDIATE RELEASE

9 JUNE 2014

SANDERSON GROUP PLC Interim Results for the six months to 31 March 2014

"Further improved performance, a strong order book and a good start made by recent acquisition, One iota"

Sanderson Group plc ('Sanderson' or 'the Group'), the software and IT services business specialising in multi-channel retail and manufacturing markets in the UK and Ireland, announces its interim results for the six month period to 31 March 2014.

Commenting on the results, Chairman, Christopher Winn, said:

"The Group has made continued progress with revenue improving to £7.94 million (2013: £6.37 million) and operating profit rising by over 20% to £1.21 million (2013: £0.99 million). The Group achieved a very good sales order intake in the period, very much reflecting the investment in the sales and marketing capability and capacity which has been made during the two previous years. Sanderson continues to convert substantially all of its profit into cash and at 31 March had a net cash balance of £5.07 million (2013: £4.50 million), which represents approximately 10 pence per ordinary share."

Highlights - Financial

- Revenue increased to £7.94 million (2013: £6.37 million).
- Pre-contracted recurring revenue of £4.41 million (2013: £3.96 million), approximately 56% of total revenue.
- Increases in multi-channel retail division revenue and operating profits* to £4.71 million (2013: £3.40 million) and £0.85 million (2013: £0.65 million) respectively; increased business from new customers with trend towards bigger orders; includes revenue and operating profits contribution of £0.79 million and £0.15 million from One iota.
- Increase in manufacturing division revenue and operating profits* to £3.23 million (2013: £2.97 million) and £0.37 million (2013: £0.34 million).
- Gross margin maintained at 87%, reflecting high proportion of delivered and installed proprietary software and other "owned" services.
- Operating profit* increased 20% to £1.21 million (2013: £0.99 million).

- Profit before tax from continuing operations of £0.78 million (2013: £0.85 million).
- Basic earnings per share of 1.4 pence (2013: 1.8 pence).
- Net cash at period-end increased to £5.07 million (2013: £4.50 million).
- Interim dividend up 20% to 0.8 pence per share (2013: 0.65 pence; 2012: 0.5 pence).

Highlights - Operational

- Strong trading momentum maintained, complemented by increased levels of new business
- Strong order book of £2.47 million at period end (2013: £1.58 million)
- Seven new multi-channel retail customers during period, including WCF Home Shopping, Astley Clarke and Cloggs; five new customers added by manufacturing including Prima Foods UK and Rathfinny Estate.
- Continued investment in proprietary solutions using mobile technologies generating high levels of interest and development activity.

* Operating profit is stated before amortization of acquisition-related intangibles, share-based payment charges and acquisition-related costs

On current trading and prospects, Mr Winn, added:

"Whilst the Group will continue to invest across all of its businesses, particular emphasis will be placed on further developing the range of solutions for mobile and ecommerce businesses, as well as for the food and drink processing sector. Selective acquisition opportunities will continue to be considered. However, in the current year, management intends to focus on delivering 'on target' results and on making the 2013 acquisitions of Priam and One iota, successful additions to the Group.

The economic environment, whilst showing clear signs of improvement, is still characterised by historically low levels of investment in capital products and with sales cycles still being protracted, the Board intends to maintain a cautious approach. However, the Group's strong order book, improved market position and the two recent acquisitions provide the Board with an expectation that Sanderson will continue to make significant progress during the current financial year ending 30 September 2014."

Enquiries:

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SANDERSON GROUP PLC

Interim Results for the six months to 31 March 2014

Chairman's statement

Sanderson Group plc ('Sanderson' or 'the Group'), the software and IT services business specialising in multi-channel retail and manufacturing markets in the UK and Ireland, announces its interim results for the six month period to 31 March 2014 ('the period').

Results

The Group has made continued progress with revenues improving to £7.94 million (2013: £6.37 million) and operating profit rising by over 20% to £1.21 million (2013: £0.99 million). Gross margin continues to be strong at 87%, an improvement of more than five percentage points over the last four years (2013: 88%, 2012: 84%, 2011: 81%), reflecting an emphasis on the supply and delivery of 'owned' proprietary software and services. The Group's order book at the period end stood at £2.47 million (2013: £1.58 million).

Balance sheet

The Sanderson Board remains committed to pursuing a growth strategy based upon a conservative financing policy, backed by a strong balance sheet. On 28 October 2013, the Group successfully completed a placing of 6,363,636 new ordinary shares, issued at 55 pence per share, raising £3.50 million before costs. The Group continues to convert substantially all of its profit into cash and at 31 March 2014 had a net cash balance of £5.07 million (2013: £4.50 million) which represents approximately 10 pence per ordinary share.

Dividend

The Board remains committed to maintaining a progressive dividend policy and is pleased to declare an increase of over 20% in the level of the interim dividend to 0.80 pence per share (2013: 0.65 pence, 2012: 0.50 pence, 2011: 0.30 pence). The dividend will be paid on 15 August 2014 to shareholders on the register at the close of business on 18 July 2014.

Acquisition of One iota

One iota Limited ('One iota'), a leading provider of cloud-based multi-channel solutions, became part of the Group in October 2013. One iota represents an exciting business opportunity with good growth prospects in an expanding market sector. There is considerable scope for further cross-selling of products and services, driven by strong growth of mobile commerce and the Group plans to build synergies during the second half year.

Business review

There does appear to be a general improvement in business confidence within the UK and the Group's recent experience has been that the outlook for many small and medium sized businesses ('SMEs'), the Group's primary target market, has now moved to being 'cautiously optimistic'. At the core of the Group's well-developed business model is a commitment to long-term customer relationships which results in a high proportion of sales arising from pre-contracted recurring revenues. The Sanderson software is licensed to customers on a 'right to use' basis and is supplemented by support, implementation and project management services provided by Group staff. Both the licence and ongoing support services are pre-contracted and in the period, these recurring revenues grew to £4.41 million (2013: £3.96 million) representing 56% of total revenues.

The Group's solutions offer customers 'value for money' systems providing tangible business benefits. These solutions typically enable customers to increase sales and revenues whilst also achieving timely additional efficiencies by making and maintaining cost savings. The Group has continued to invest in both product and service development, as well as in sales and marketing with particular emphasis being focused on the Group businesses specialising in the UK food and drink processing sector ('food and drink') and those focusing on the areas of mobile enabled online sales, ecommerce and catalogue sectors ('mobile and ecommerce'). Sales order intake doubled in the Sanderson food and drink business compared with last year and similarly, orders for mobile and ecommerce grew strongly and accounted for over a third of the Group's total order intake during the period.

Overall, the Group achieved a very good sales order intake in the period, very much reflecting the investment in the sales and marketing capability and capacity which has been made during the two previous years. Order intake was £4.27 million compared with £2.19 million last year, with twelve new customers being gained at an average value of £143,000 (2013: three at an average value of £61,000).

Review of multi-channel retail

Sanderson provides comprehensive IT solutions to businesses operating in the areas of online sales, ecommerce and catalogue sales, wholesale distribution, cash and carry businesses and retail stores. Mobile enablement and deployment is a key business driver in this sector. One iota has made a good start to being part of Sanderson and has helped to expand the Group sales into the areas of mobile enabled online sales and ecommerce. A number of 'joint' opportunities are being developed which offer customers a single solution covering mobile enablement of enterprise solutions for online sales, ecommerce and high street retailers.

There are increased levels of business activity in the wholesale distribution, cash and carry, online sales, ecommerce and catalogue markets, whilst the Group business which addresses the traditional mail order market has continued to decline.

The wholesale distribution and cash and carry business has developed a new version of software, launched at the Wholesale Customer Forum in April. Already, the new software has generated a high level of customer interest.

Seven new customers were gained during the period, including WCF Home Shopping, Astley Clarke and Cloggs. This compares with two in the comparative period of 2013. Six of the new customers operate in the mobile and ecommerce sectors - three of whom are online retailers of footwear. The Group has also gained a number of large orders from existing customers including Joe Browns, Badger Office Supplies, Turner Price, Clipper Logistics Group and Healthspan.

Divisional revenue was £4.71 million (2013: £3.40 million) and operating profit was up by over a third to £848,000 (2013: £649,000). Divisional operating profit has grown steadily from the £403,000 profit achieved in the first six months to 31 March 2011. These are the first results incorporating a contribution from One iota, which achieved £788,000 of revenue and £154,000 of operating profit. The period end order book was strong at £1.19 million (2013: £822,000) and with good sales prospects, the multi-channel retail business is well-positioned to accelerate its growth and to achieve its higher trading targets for the current financial year ending 30 September 2014.

Review of manufacturing

Businesses in the engineering, plastics, aerospace, electronics, print and food and drink processing sectors represent the main areas of specialisation for Sanderson in manufacturing markets. The Sanderson business focused on the non-food and drink manufacturing markets traded below expectations but with a now reduced cost base and a post-period end improvement in sales orders, the prospects for the second half year are much improved.

Over the past three years, the Group has invested an additional £600,000 in accelerated product development and in its sales and marketing capability for its food and drink business. Traceability of products and ingredients through the food manufacturing and supply chain is a strong feature of the Sanderson food and drink solution - a key requirement for businesses operating in this industry.

Five new customers were gained during the period, including a large bottling and drinks company, Prima Foods UK, Rathfinny Estate and Accommodation Furniture. This compares with one new customer in the comparative period of 2013. Large projects with existing customers included Food Partners, Freddy Hirsch and Proctor Paper & Board.

A strong trading performance by food and drink drove overall divisional growth and offset a slower trading performance from the general manufacturing business. Revenue for the period was £3.23 million (2013: £2.97 million) and operating profit was £367,000 (2013: £339,000). Recurring revenues represent over 61% of total divisional revenues and cover over three-quarters of divisional overheads. The order book of £1.28 million (2013: £761,000) is very strong and together with a good short-term sales prospect list, should ensure another improved trading result for the second half year.

Management and staff

Sanderson now employs 193 staff with a high level of experience and expertise in the market sectors which the Group addresses. On behalf of the Board, I would like to thank everyone for their hard work, support, dedication and contribution to the ongoing development of the Group.

Strategy

The Board's strategy is to achieve sustained growth by further building and developing the Group's businesses operating within the multi-channel retail and manufacturing markets. Whilst the Group will continue to invest across all of its businesses, particular emphasis will be placed on further developing the range of solutions for mobile and ecommerce businesses, as well as for the food and drink processing sector. Mobile solutions are being developed across all of the Group's target markets.

In order to augment organic growth, selective acquisition opportunities will continue to be considered. However, in the current year, management intends to focus on delivering 'on target' results and on making the 2013 acquisitions of Priam and One iota, successful additions to the Group.

Outlook

The Board remains focused on the continued development of Sanderson. The economic environment, whilst showing clear signs of improvement, is still characterised by historically low levels of investment in capital products and with sales cycles still being protracted, the Board intends to maintain a cautious approach. However, the Group's strong order book, improved market position and the two recent acquisitions provide the Board with an expectation that Sanderson will continue to make significant progress during the current financial year ending 30 September 2014.

Christopher Winn

Chairman

9 June 2014

CONSOLIDATED INCOME STATEMENT

	Note	Unaudited six months to 31/03/14 £000	Unaudited six months to 31/03/13 £000	Audited year to 30/09/13 £000
Revenue	2	7,940	6,370	13,828
Cost of sales		(1,028)	(770)	(1,711)
Gross profit		6,912	5,600	12,117
Other operating expenses		(6,061)	(4,690)	(10,145)
Results from operating activities	2	851	910	1,972
Results from operating activities before adjustments in respect of the following:	2	1,215	988	2,215
Amortisation of acquisition-related intangibles		(172)	(36)	(66)
Acquisition-related costs		(157)	-	(94)
Share-based payment charges		(35)	(42)	(83)
Results from operating activities	2	851	910	1,972
Net finance expense		(72)	(58)	(29)
Profit before taxation		779	852	1,943
Taxation		(59)	(48)	(252)
Profit for the period attributable to equity holders of the parent		720	804	1,691
Earnings per share				
From profit attributable to the owners of the parent undertaking during the period				
Basic earnings per share	4	1.4p	1.8p	3.9p
Diluted earnings per share	4	1.3p	1.7p	3.7p

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Unaudited six months to 31/03/14 £000	Unaudited six months to 31/03/13 £000	Audited year to 30/09/13 £000
Profit for the period	720	804	1,691

Other comprehensive income/(expense)

*Items that will not subsequently be
reclassified to profit or loss*

Actuarial result on defined benefit pension schemes	-	-	(225)
Income tax relating to components of other comprehensive income	-	-	53
	-	-	(172)

*Items that will subsequently be
reclassified to profit or loss*

Change in the fair value of available for sale financial asset	42	-	74
Foreign exchange translation differences	-	-	(32)

Total comprehensive income for the period

762	804	1,561
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CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Unaudited as at 31/03/14 £000	Unaudited as at 31/03/13 £000	Audited as at 30/09/13 £000
Non-current assets			
Intangible assets	28,160	22,446	23,194
Property, plant & equipment	325	333	307
Deferred tax asset	1,221	1,521	1,388
	29,706	24,300	24,889
Current assets			
Inventories	5	5	-
Trade and other receivables	4,874	3,087	3,371
Current tax	-	16	-
Other short-term financial assets	247	170	205
Cash and cash equivalents	5,067	4,501	3,662
	10,193	7,779	7,238
Current liabilities			
Trade and other payables	(3,523)	(2,674)	(2,746)
Deferred consideration	(645)	-	(145)
Current tax liabilities	(5)	(9)	(5)
Deferred income	(4,427)	(4,330)	(3,886)
	(8,600)	(7,013)	(6,782)
Net current assets	1,593	766	456
Non-current liabilities			
Deferred tax liabilities	(453)	(139)	(272)
Deferred consideration	(1,399)	-	-
Pension and other employee obligations	(4,072)	(4,305)	(4,174)
	(5,924)	(4,444)	(4,446)

Net assets	25,375	20,622	20,899
Equity			
Called-up share capital	5,184	4,366	4,380
Share premium	7,699	4,205	4,302
Available for sale reserve	116	-	74
Foreign exchange reserve	(32)	-	(32)
Retained earnings	12,408	12,051	12,175
Total equity	25,375	20,622	20,899

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months to 31 March 2014

	Share capital £000	Share premium £000	Other reserves £000	Retained earnings £000	Total equity £000
At 1 October 2013	4,380	4,302	42	12,175	20,899
Shares issued on placing	636	2,864	-	-	3,500
Costs associated with placing	-	(180)	-	-	(180)
Shares issued as consideration	131	619	-	-	750
Exercise of share options	37	94	-	(82)	49
Dividend paid	-	-	-	(440)	(440)
Share-based payment charge	-	-	-	35	35
Transactions with owners	804	3,397	-	(487)	3,714
Profit for the period	-	-	-	720	720
<i>Other comprehensive income:</i>					
Change in market value of short-term financial asset	-	-	42	-	42
Total comprehensive expense	-	-	42	720	762
At 31 March 2014	5,184	7,699	84	12,408	25,375

For the six months to 31 March 2013

	Share capital £000	Share premium £000	Other reserves £000	Retained earnings £000	Total equity £000
At 1 October 2012	4,352	4,205	-	11,473	20,030
Shares issued	14	-	-	-	14
Dividend paid	-	-	-	(306)	(306)
Share-based payment charge	-	-	-	42	42
Transactions with owners	14	-	-	(264)	(250)
Profit for the period	-	-	-	804	804

Other comprehensive income:

Change in market value of short-term financial asset	-	-	-	38	38
Total comprehensive expense	-	-	-	842	842
At 31 March 2013	4,366	4,205	-	12,051	20,622

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (continued)**For the year ended 30 September 2013**

	Share capital £000	Share premium £000	Other reserves £000	Retained earnings £000	Total equity £000
At 1 October 2012	4,352	4,205	-	11,473	20,030
Exercise of share options	28	97	-	(110)	15
Dividend paid	-	-	-	(590)	(590)
Settlement of share options	-	-	-	(200)	(200)
Share-based payment charge	-	-	-	83	83
Transactions with owners	28	97	-	(817)	(692)
Profit for the year	-	-	-	1,691	1,691
<i>Other comprehensive income:</i>					
Actuarial result on employee benefits	-	-	-	(225)	(225)
Deferred tax on above	-	-	-	53	53
Foreign exchange translation differences	-	-	(32)	-	(32)
Change in fair value of available for sale financial asset	-	-	74	-	74
Total comprehensive expense	-	-	42	1,519	1,561
At 30 September 2013	4,380	4,302	42	12,175	20,899

CONSOLIDATED STATEMENT OF CASH FLOWS

	Unaudited six months to 31/03/14 Note £000	Unaudited six months to 31/03/13 £000	Audited year to 30/09/13 £000
Profit for the period	720	804	1,691
<i>Adjustments for:</i>			
Depreciation and amortisation	326	144	361
Share-based payment charges	35	42	83
Net finance expense	72	58	29
Income tax expense	59	48	252

Operating cash flow from continuing operations before working capital movements		1,212	1,096	2,416
Movement in working capital		(204)	58	(708)
Cash generated by continuing operations		1,008	1,154	1,708
Payments to defined benefit pension scheme		(180)	(297)	(677)
Net cash from operating activities		828	857	1,031
Investing activities				
Purchases of property, plant & equipment		(66)	(19)	(45)
Acquisition of subsidiary, net of cash acquired		(2,046)	-	(440)
Deferred consideration paid		(50)	-	-
Dividend received		-	-	20
Bank interest received		-	32	54
Expenditure on product development		(190)	(129)	(249)
Net cash used in investing activities		(2,352)	(116)	(660)
Financing activities				
Equity dividends paid	5	(440)	(306)	(590)
Issue of shares, net of costs		3,369	-	15
Settlement of share options	5	-	-	(200)
Net cash arising from/(used in) financing activities		2,929	(306)	(775)
Increase/(decrease) in cash and cash equivalents		1,405	435	(404)
Cash and cash equivalents at start of the period		3,662	4,066	4,066
Cash and cash equivalents at end of the period		5,067	4,501	3,662

NOTES TO THE INTERIM RESULTS

1. Basis of preparation

The Group's interim results for the six month period ended 31 March 2014 are prepared in accordance with the Group's accounting policies which are based on the recognition and measurement principles of International Financial Reporting Standards ('IFRS') as adopted by the EU and effective, or expected to be adopted and effective, at 30 September 2014. As permitted, this interim report has been prepared in accordance with the AIM rules and not in accordance with IAS 34 'Interim Financial Reporting'.

These interim results do not constitute full statutory accounts within the meaning of section 434(5) of the Companies Act 2006 and are unaudited. The unaudited interim financial statements were approved by the Board of Directors on 6 June 2014.

The consolidated financial statements are prepared under the historical cost convention as modified to include the revaluation of financial instruments. The statutory accounts for the year ended 30 September 2013, which were prepared under IFRS, have been filed with the Registrar of Companies. These statutory accounts carried an unqualified Auditors' Report and did not contain a statement under either section 498(2) or (3) of the Companies Act 2006.

2. Segmental reporting

The Group is managed as two separate divisions, manufacturing and multi-channel retail. Substantially all revenue is generated within the UK.

	Manufacturing			Multi-channel retail			Total		
	Six months 31/03/14 £000	Six months 31/03/13 £000	Year Ended 30/09/13 £000	Six months 31/03/14 £000	Six months 31/03/13 £000	Year Ended 30/09/13 £000	Six months 31/03/14 £000	Six months 31/03/13 £000	Year Ended 30/09/13 £000
Revenue	3,227	2,974	6,594	4,713	3,396	7,234	7,940	6,370	13,828
Operating profit before adjustments*	367	339	932	848	649	1,283	1,215	988	2,215
Amortisation	(26)	(27)	(53)	(146)	(9)	(13)	(172)	(36)	(66)
Share-based payment	(2)	(16)	(31)	(33)	(26)	(52)	(35)	(42)	(83)
Acquisition-related costs	-	-	-	(157)	-	(94)	(157)	-	(94)
Operating profit	339	296	848	512	614	1,124	851	910	1,972
Net finance expense							(72)	(58)	(29)
Profit before tax; continuing operations							779	852	1,943

* Adjustments to operating profit in respect of amortisation of acquisition-related intangibles, share-based payment charges and acquisition-related costs.

3. Acquisition

On 7 October 2013 the Group acquired the entire issued ordinary share capital of One iota Limited for a maximum aggregate consideration of £5.43 million. Cash consideration of £2.38 million was paid at completion and a further £750,000 of consideration was satisfied at completion by the issue of 1,314,636 ordinary shares at a price of 57.05 pence. Details of deferred consideration payable are set out below.

The business provides cloud-based, multi-channel solutions via new mobile, tablet and in-store devices. The solutions provided by One iota are complementary to the Group's existing ecommerce solutions and will leave Sanderson well placed to offer a combined, market-leading solution to SME retailers. Extending the Group's capabilities in this active and growing market was a major reason for the Group completing the acquisition. Following completion of the transaction, the Group controls 100% of the voting rights of One iota.

In the period from acquisition to 31 March 2014 the business contributed revenue of £788,000 and an operating profit of £154,000 before amortisation of acquisition-related intangibles and acquisition-related costs. Had One iota been owned from 1 October 2013 the results of the Group set out in the Income Statement would not have been materially different from those shown.

It is estimated that the acquisition had the following effect on the Group's assets and liabilities at the acquisition date:

	Pre-acquisition carrying amount £000	Fair value adjustment £000	Recognised value on acquisition £000
Property, plant and equipment	18	-	18
IPR	639	699	1,338
Other intangibles assets	-	676	676
Trade and other receivables	259	(20)	239
Trade and other payables	(224)	(35)	(259)

Deferred taxation	-	(289)	(289)
Net identifiable assets and liabilities	692	1,031	1,723
Goodwill on acquisition			3,022
			4,745
Cash consideration paid at completion, net of cash balances			2,046
Issue of 1,314,636 ordinary shares of 10p, fully paid, at completion			750
Deferred cash consideration payable by instalments			263
Deferred contingent cash consideration			1,686
Net discounted consideration payable			4,745

Deferred consideration of £0.30m is payable unconditionally in six equal instalments of £50,000 over the three year period immediately following completion. Further conditional deferred consideration of up to £2.00 million is payable in three instalments in December 2014, December 2015 and December 2016 subject to One iota achieving certain performance targets over the three years ending 30 September 2016. The deferred consideration shown in the table above has been discounted to present value in accordance with IAS 39 using a discount rate of 8%.

Goodwill arising on the acquisition is not tax deductible.

4. Earnings per share

	Unaudited six months to 31/03/14 £000	Unaudited six months to 31/03/13 £000	Audited year to 30/09/13 £000
Earnings:			
Result for the year from continuing operations	720	804	1,691
Amortisation of acquisition-related intangibles	172	36	66
Share-based payment charges	35	42	83
Acquisition-related costs	157	-	94
Adjusted profit for the year from continuing operations	1,084	882	1,934

Number of shares:	Unaudited six months to 31/03/14 No.	Unaudited six months to 31/03/13 No.	Audited year to 30/09/13 No.
In issue at the start of the year	43,800,946	43,525,946	43,525,946
Effect of shares issued in the year	6,830,766	132,597	205,907
Weighted average number of shares at year end	50,631,712	43,658,543	43,731,853
Effect of share options	2,901,219	3,301,515	2,385,565
Weighted average number of shares (diluted)	53,532,931	46,960,058	46,117,418

Earnings per share:	Unaudited six months to 31/03/14 pence	Unaudited six months to 31/03/13 pence	Audited year to 30/09/13 pence
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Total attributable to equity holders of the parent undertaking:

Basic	1.4	1.8	3.9
Diluted	1.3	1.7	3.7

Earnings per share, adjusted, from continuing operations:

Basic	2.1	2.0	4.4
Diluted	2.0	1.9	4.2

5. Equity dividends paid

	Unaudited Six months to 31/03/14 £000	Unaudited Six months to 31/03/13 £000	Audited Year to 30/09/13 £000
Interim dividend	-	-	284
Final dividend	440	306	306
Total dividend paid in period	440	306	590

6. Interim report

The Group's interim report will be sent to the Company's shareholders. This report will also be available from the Company's registered office and on the Company's website www.sanderson.com.

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Company [Sanderson Group PLC](#)
TIDM SND
Headline Total Voting Rights
Released 10:38 30-Apr-2014
Number 8995F10



RNS Number : 8995F
 Sanderson Group PLC
 30 April 2014

FOR IMMEDIATE RELEASE**30 APRIL 2014****SANDERSON GROUP PLC****Total Voting Rights**

Sanderson Group plc, the software and IT services business specialising in multi-channel retail and manufacturing markets in the UK and Ireland, announces that in accordance with the Financial Services Authority's Disclosure and Transparency Rules, the total number of ordinary shares of 10 pence each in the capital of Sanderson Group plc in issue as at the date of this notice is 51,966,884, with each share carrying the right to one vote.

The above figure of 51,966,884 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 Group plc, under the Disclosure and Transparency Rules.

Enquiries

Sanderson Group plc Christopher Winn, Chairman Adrian Frost, Finance Director	0333 123 1400
Charles Stanley Securities Nominated Advisor Mark Taylor	020 7149 6000
Winningtons Financial Paul Vann	0117 985 8989

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Total Voting Rights - RNS



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Company Sanderson Group PLC
TIDM SND
Headline Exercise of Options
Released 07:00 16-Apr-2014
Number 9230E07



RNS Number : 9230E
 Sanderson Group PLC
 16 April 2014

FOR IMMEDIATE RELEASE

16 April 2014

SANDERSON GROUP PLC**Exercise of Options**

Sanderson Group plc, the software and IT services business which specialises in multi-channel retail and manufacturing markets in the UK and Ireland, announces that 119,587 ordinary shares ('New Ordinary Shares') have been issued as a result of the exercise of options under the Company's Long Term Incentive Plan. Application has been made for the new shares to be admitted to AIM and admission is expected to take place on 23 April 2013.

The New Ordinary Shares will rank pari passu with the existing Sanderson ordinary shares. Following allotment of the New Ordinary Shares, Sanderson Group plc will have in issue 51,966,884 ordinary shares. This figure 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, the share capital of Sanderson Group plc under the Disclosure and Transparency Rules.

Enquiries

Sanderson Group plc	0333 123 1400
Christopher Winn, Chairman	
Adrian Frost, Finance Director	
Charles Stanley Securities	020 7149 6000
Nominated Advisor	
Mark Taylor	
Winningtons Financial	0117 985 8989
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Exercise of Options - RNS

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Company Sanderson Group PLC
TIDM SND
Headline Total Voting Rights
Released 16:29 31-Mar-2014
Number 6414D16



RNS Number : 6414D
 Sanderson Group PLC
 31 March 2014

FOR IMMEDIATE RELEASE

31 March 2014

SANDERSON GROUP PLC

Total Voting Rights

Sanderson Group plc, the software and IT services business which specialises in multi-channel retail and manufacturing markets in the UK and Ireland, announces that in accordance with the Financial Services Authority's Disclosure and Transparency Rules, the total number of ordinary shares of 10p each in the capital of Sanderson Group plc in issue as at the date of this notice is 51,847,297 with each share carrying the right to one vote.

The above figure of 51,847,297 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 Group plc, under the Disclosure and Transparency Rules.

Enquiries

Sanderson Group plc Christopher Winn, Chairman Adrian Frost, Finance Director	0333 123 1400
Charles Stanley Securities Nominated Advisor Mark Taylor	020 7149 6000
Winningtons Financial Paul Vann	0117 985 8989

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Company Sanderson Group PLC
TIDM SND
Headline Directors' Dealings: Exercise of Share Options
Released 16:31 31-Mar-2014
Number 6420D16



RNS Number : 6420D
 Sanderson Group PLC
 31 March 2014

FOR IMMEDIATE RELEASE

31 March 2014

SANDERSON GROUP PLC

Directors' dealings following exercise of options

Sanderson Group plc, the software and IT services business specialising in multi-channel retail and manufacturing markets in the UK and Ireland, announces that further to the announcement on 21 March 2014, Mr Adrian Frost has sold 20,000 ordinary shares ('Ordinary Shares') at a price of 65p.

The proceeds of the share sale have been used to partially fund the exercise costs of the previously announced share option exercise. Following the sale, Mr Adrian Frost is interested in 121,000 Ordinary Shares, representing 0.23% of the issued share capital of Sanderson Group plc.

The 20,000 Ordinary Shares have been acquired by Mrs Angela Winn, the wife of Mr Christopher Winn, Group Chairman. Following the transaction, Mr Christopher Winn is interested in 12,765,000 Ordinary Shares, representing 24.62% of the issued share capital of Sanderson Group plc.

Enquiries

Sanderson Group plc	0333 123 1400
Christopher Winn, Chairman	
Adrian Frost, Finance Director	
Charles Stanley Securities	020 7149 6000
Nominated Advisor	
Mark Taylor	
Winningtons Financial	0117 985 8989
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Directors' Dealings: Exercise of Share Options - RNS

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Company Sanderson Group PLC
TIDM SND
Headline Exercise of Share Options
Released 15:23 21-Mar-2014
Number 9305C15



RNS Number : 9305C
 Sanderson Group PLC
 21 March 2014

FOR IMMEDIATE RELEASE

21 MARCH 2014

SANDERSON GROUP PLC

Exercise of Options

Sanderson Group plc ('Sanderson' or 'the Group'), the software and IT services business specialising in multi-channel retail and manufacturing markets in the UK and Ireland, announces that Adrian Frost has exercised options over 30,000 ordinary shares ('New Ordinary Shares') under the Group's EMI Scheme at a price of 57 pence per ordinary share. Following the exercise of these options, Adrian Frost is interested in 141,000 ordinary shares representing 0.27% of the issued share capital. Application has been made for the new shares to be admitted to AIM and admission is expected to take place on 27 March 2014.

The New Ordinary Shares issued pursuant to the exercise of options will rank pari passu with the existing Sanderson ordinary shares. Following allotment of the New Ordinary Shares, Sanderson will have in issue 51,847,297 ordinary shares. This figure 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, the share capital of Sanderson, under the Disclosure and Transparency Rules.

Sanderson Group plc 0333 123 1400
 Christopher Winn, Chairman
 Adrian Frost, Finance Director

Charles Stanley Securities 020 7149 6000
 Nominated Advisor
 Mark Taylor

Winingtons Financial 0117 985 8989
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Company [Sanderson Group PLC](#)
TIDM SND
Headline Result of AGM
Released 07:00 03-Mar-2014
Number 3202B07



RNS Number : 3202B
 Sanderson Group PLC
 03 March 2014

FOR IMMEDIATE RELEASE

3 MARCH 2014

SANDERSON GROUP PLC

Result of AGM

At the Annual General Meeting of Sanderson Group plc ('Sanderson' or 'the Group'), the software and IT services business specialising in multi-channel retail and manufacturing markets in the UK and Ireland, held on Friday, 28 February 2014 at 10.00 am, in Coventry, all resolutions put to shareholders were duly passed.

Enquiries:

Sanderson Group plc 0333 123 1400
 Christopher Winn, Chairman
 Adrian Frost, Finance Director

Charles Stanley Securities - Nominated Advisor and Broker 020 7149 6000
 Mark Taylor

Winningtons Financial 0117 985 8989
 Paul Vann or 07768 807631

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Result of AGM - RNS



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Company Sanderson Group PLC
TIDM SND
Headline AGM Statement
Released 07:01 28-Feb-2014
Number 1619B07



RNS Number : 1619B
 Sanderson Group PLC
 28 February 2014

FOR IMMEDIATE RELEASE
28 FEBRUARY 2014

SANDERSON GROUP PLC **Annual General Meeting ('AGM') Statement**

Sanderson Group plc ('Sanderson' or 'the Group'), the software and IT services business specialising in multi-channel retail and manufacturing markets in the UK and Ireland, will hold its AGM in Coventry at 10.00 am today. At the AGM, Chairman, Christopher Winn, will make the following statement to shareholders:

"The Group has made a good start to the current financial year ending 30 September 2014 ('current year'). Order intake and the order book, measured on a 'like-for-like' basis, excluding acquisitions, are ahead of the comparative period and have been underpinned by a continued increase in the level of business from new customers. One iota, which was acquired just after the start of the current financial year on 7 October, has made a very positive start.

"The Sanderson business which addresses the food and drink processing market, is driving the growth of the Group's manufacturing division and its performance is more than offsetting continuing weakness in the Group's general manufacturing business. Food and drink processing represents one of the fastest growing sectors of UK manufacturing and Sanderson is well placed to continue growth in this sector, with an excellent product suite (which includes enhanced ingredient and raw material tracking ensuring traceability through the manufacturing process and supply chain) which is very ably supported by a team of experienced industry consultants. The Group also has a strong and growing presence in the online sales, ecommerce and catalogue sectors which are continuing to experience double digit growth rates, fuelled by the adoption of mobile solutions across all markets. This growth is more than offsetting a gradual decline in the Group's business which addresses the traditional mail order market. Catan Marketing, trading under the name of Priam, which was acquired in August 2013, has made a steady start and we are currently consolidating the business into our main Coventry centre. This move will enable Priam to operate more efficiently and ensure a lower cost base from the start of the next financial year.

"Sanderson continues to develop a robust business model with over half of Group sales being derived from pre-contracted recurring revenues, the margin from which covers over two-thirds of business overheads. Solutions delivered by the Group offer customers a strong ROI ('Return on Investment') opportunity, driven by a constantly evolving and continuously developing suite of product solutions. Businesses generally invest in Sanderson solutions to secure tangible business benefits and to achieve cost savings within a relatively short time frame, often within the first twelve months. One new customer recently reported a threefold 'ROI' from his Sanderson system within the first year! Product development, especially in the area of mobile solutions across the Group's businesses is at a very high level but, in line with the Board's cautious and conservative approach, it is planned that most of these development costs will continue to be expensed as they are incurred.

"The Board's strategy is to achieve organic growth, supplemented by selective acquisitions which are expected to become earnings and value enhancing. In the short term, the priority will be to successfully integrate the Priam and especially the One iota acquisitions into the Group, to maximise the growth opportunities in terms of earnings and revenues which they present.

"Business confidence is reportedly increasing within the UK and whilst we have experienced some improvement in business sentiment, recent experience is that small and medium sized businesses have moved to being 'cautiously optimistic' and this is reflected in the fact that to date capital spending has been relatively subdued. Many customers

remain cautious in making investment decisions and generally, sales cycles for our solutions are still prolonged and there are often delays towards the end of the sales cycle. Whilst the Board continues to be cautious in its approach to risk, the Group does have a very cash generative business model which supports and underpins the commitment to maintain its progressive dividend policy.

"A strong balance sheet, a robust business model and an improved market position provide the Board with a good level of confidence that the Group will make further significant progress in the current year".

Enquiries:

Sanderson Group plc

Christopher Winn, Chairman
Adrian Frost, Finance Director

0333 123 1400

Charles Stanley Securities - Nominated Advisor and Broker

Mark Taylor

020 7149 6000

Winningtons Financial

Paul Vann

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Company Sanderson Group PLC
TIDM SND
Headline Holding in Company
Released 07:02 10-Feb-2014
Number 6590Z07



RNS Number : 6590Z
 Sanderson Group PLC
 10 February 2014

TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARES

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached: ⁱⁱ	Sanderson Group plc
---	---------------------

2 Reason for the notification (please tick the appropriate box or boxes):	
An acquisition or disposal of voting rights	X
An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached	
An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments	
An event changing the breakdown of voting rights	
Other (please specify):	

3. Full name of person(s) subject to the notification obligation: ⁱⁱⁱ	Hargreave Hale Limited
4. Full name of shareholder(s) (if different from 3.): ^{iv}	Discretionary Clients
5. Date of the transaction and date on which the threshold is crossed or reached: ^v	05 February 2014
6. Date on which issuer notified:	07 February 2014
7. Threshold(s) that is/are crossed or reached: ^{vi, vii}	13%

8. Notified details:		
A: Voting rights attached to shares ^{viii, ix}		
Class/type of shares	Situation previous to the triggering transaction	Resulting situation after the triggering transaction

if possible using the ISIN CODE	Number of Shares	Number of Voting Rights	Number of shares		Number of voting rights		% of voting rights ^x	
			Indirect	Direct ^{xi}	Indirect ^{xii}	Direct	Indirect	
GB00B04X1Q77	6,694,907	6,694,907	6,794,907		6,794,907		13.1132%	

B: Qualifying Financial Instruments				
Resulting situation after the triggering transaction				
Type of financial instrument	Expiration date ^{xiii}	Exercise/ Conversion Period ^{xiv}	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments ^{xv, xvi}					
Resulting situation after the triggering transaction					
Type of financial instrument	Exercise price	Expiration date ^{xvii}	Exercise/ Conversion period ^{xviii}	Number of voting rights instrument refers to	% of voting rights ^{xix, xx}
					Nominal Delta

Total (A+B+C)	
Number of voting rights	Percentage of voting rights
6,794,907	13.1132%

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable: ^{xxi}
6,078,571 of these shares are held for unit trusts operated by Marlborough Fund Managers Limited for whom Hargreave Hale Limited manages the investments on a discretionary basis. The remaining balance is held on behalf of other discretionary clients.

Proxy Voting:	
10. Name of the proxy holder:	
11. Number of voting rights proxy holder will cease to hold:	
12. Date on which proxy holder will cease to hold voting rights:	

13. Additional information:	
14. Contact name:	David Clueit
15. Contact telephone number:	01253 754739

Note: Annex should only be submitted to the FCA not the issuer

Annex: Notification of major interests in share

A: Identity of the persons or legal entity subject to the notification obligation	
Full name (including legal form of legal entities)	
Contact address (registered office for legal entities)	
Phone number & email	
Other useful information (at least legal representative for legal persons)	
B: Identity of the notifier, if applicable	
Full name	
Contact address	
Phone number & email	
Other useful information (e.g. functional relationship with the person or legal entity subject to the notification obligation)	
C: Additional information	

For notes on how to complete form TR-1 please see the FCA website.

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Holding in Company - RNS

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Company [Sanderson Group PLC](#)
TIDM SND
Headline Grant & Exercise of Options
Released 07:00 03-Feb-2014
Number 0725Z07



RNS Number : 0725Z
 Sanderson Group PLC
 03 February 2014

FOR IMMEDIATE RELEASE

3 February 2014

SANDERSON GROUP PLC

Grant and Exercise of Options

Sanderson Group plc ('Sanderson' or 'the Group'), the software and IT services business specialising in multi-channel retail and manufacturing markets in the UK and Ireland, announces that 30,000 ordinary shares ('New Ordinary Shares') have been issued as a result of the exercise of options under the Group's CSOP Scheme at a price of 27.5 pence per ordinary share. Application has been made for the new shares to be admitted to AIM and admission is expected to take place on 6 February 2014.

The New Ordinary Shares issued pursuant to the exercise of options will rank pari passu with the existing Sanderson ordinary shares. Following allotment of the New Ordinary Shares, Sanderson will have in issue 51,817,297 ordinary shares. This figure 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, the share capital of Sanderson, under the Disclosure and Transparency Rules.

Sanderson Group plc 0333 123 1400
 Christopher Winn, Chairman
 Adrian Frost, Finance Director

Charles Stanley Securities 020 7149 6000
 Nominated Advisor
 Mark Taylor

Winningtons Financial 0117 985 8989
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Grant & Exercise of Options - RNS

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Company Sanderson Group PLC
TIDM SND
Headline Total Voting Rights
Released 14:50 31-Jan-2014
Number 0338Z14



RNS Number : 0338Z
 Sanderson Group PLC
 31 January 2014

FOR IMMEDIATE RELEASE

31 January 2014

SANDERSON GROUP PLC

Total Voting Rights

Sanderson Group plc, the software and IT services business which specialises in multi-channel retail and manufacturing markets in the UK and Ireland, announces that in accordance with the Financial Services Authority's Disclosure and Transparency Rules, the total number of ordinary shares of 10p each in the capital of Sanderson Group plc in issue as at the date of this notice is 51,787,297 with each share carrying the right to one vote.

The above figure of 51,787,297 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 Group plc, under the Disclosure and Transparency Rules.

Enquiries

Sanderson Group plc Christopher Winn, Chairman Adrian Frost, Finance Director	0333 123 1400
Charles Stanley Securities Nominated Advisor Mark Taylor	020 7149 6000
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Company [Sanderson Group PLC](#)
TIDM SND
Headline Grant and exercise of Options
Released 07:00 29-Jan-2014
Number 6917Y07



RNS Number : 6917Y
 Sanderson Group PLC
 29 January 2014

FOR IMMEDIATE RELEASE

29 January 2014

SANDERSON GROUP PLC

Grant and Exercise of Options

Sanderson Group plc ('Sanderson' or 'the Group'), the software and IT services business specialising in multi-channel retail and manufacturing markets in the UK and Ireland, announces that 30,000 ordinary shares ('New Ordinary Shares') have been issued as a result of the exercise of options under the Group's CSOP Scheme at a price of 27.5 pence per ordinary share. Application has been made for the new shares to be admitted to AIM and admission is expected to take place on 31 January 2014.

The New Ordinary Shares issued pursuant to the exercise of options will rank pari passu with the existing Sanderson ordinary shares. Following allotment of the New Ordinary Shares, Sanderson will have in issue 51,787,297 ordinary shares. This figure 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, the share capital of Sanderson, under the Disclosure and Transparency Rules.

Sanderson Group plc 0333 123 1400
 Christopher Winn, Chairman
 Adrian Frost, Finance Director

Charles Stanley Securities 020 7149 6000
 Nominated Advisor
 Mark Taylor

Winningtons Financial 0117 985 8989
 Paul Vann or 07768 807631

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Grant and exercise of Options - RNS

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Company [Sanderson Group PLC](#)
TIDM SND
Headline Total Voting Rights
Released 09:30 31-Dec-2013
Number 6357W09



RNS Number : 6357W
 Sanderson Group PLC
 31 December 2013

FOR IMMEDIATE RELEASE

31 December 2013

SANDERSON GROUP PLC**Total Voting Rights**

Sanderson Group plc, the software and IT services business which specialises in multi-channel retail and manufacturing markets in the UK and Ireland, announces that in accordance with the Financial Services Authority's Disclosure and Transparency Rules, the total number of ordinary shares of 10p each in the capital of Sanderson Group plc in issue as at the date of this notice is 51,757,287 with each share carrying the right to one vote.

The above figure of 51,757,287 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 Group plc, under the Disclosure and Transparency Rules.

Enquiries

Sanderson Group plc Christopher Winn, Chairman Adrian Frost, Finance Director	0333 123 1400
Charles Stanley Securities Nominated Advisor Mark Taylor	020 7149 6000
Winningtons Financial Paul Vann	0117 985 8989 or 07768 807631

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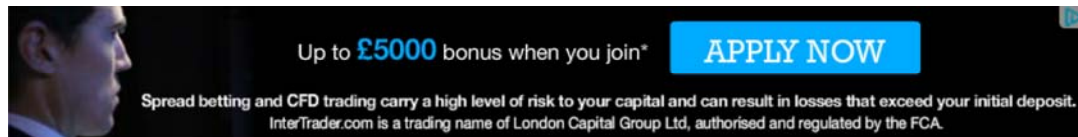
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Total Voting Rights - RNS



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Company Sanderson Group PLC
TIDM SND
Headline Directors' Dealings following exercise of Options
Released 11:18 23-Dec-2013
Number 2270W11



RNS Number : 2270W
 Sanderson Group PLC
 23 December 2013

FOR IMMEDIATE RELEASE

23 December 2013

SANDERSON GROUP PLC

Director Dealings following Exercise of Options

Sanderson Group plc ('Sanderson' or 'the Group'), the software and IT services business specialising in multi-channel retail and manufacturing markets in the UK and Ireland, announces that further to the Group's announcement of 18 December 2013, two directors, Mr Adrian Frost and Mr Ian Newcombe, have on 20 December 2013 sold 65,579 and 40,000 ordinary shares ('Ordinary Shares') respectively at a price of 68 pence per Ordinary Share.

The proceeds of the share sale have been used to cover some of the exercise costs incurred and the tax liabilities arising from the previously announced share option exercise. Following these sales, Mr Adrian Frost is interested in 111,000 Ordinary Shares, representing 0.21% of the issued share capital and Mr Ian Newcombe is interested in 72,500 Ordinary Shares, representing 0.14% of the issued share capital of Sanderson.

Sanderson Group plc
 Christopher Winn, Chairman
 Adrian Frost, Finance Director

0333 123 1400

Charles Stanley Securities
 Nominated Advisor
 Mark Taylor

020 7149 6000

Winningtons Financial
 Paul Vann

0117 985 8989
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Company Sanderson Group PLC
TIDM SND
Headline Grant & Exercise of Share Options by Directors
Released 07:00 18-Dec-2013
Number 8099V07



RNS Number : 8099V
 Sanderson Group PLC
 18 December 2013

For Immediate Release

18 December 2013

SANDERSON GROUP PLC

Grant and Exercise of Options

Sanderson Group plc ('Sanderson' or 'the Group'), the software and IT services business specialising in multi-channel retail and manufacturing markets in the UK and Ireland, announces that 278,079 ordinary shares ('New Ordinary Shares') have been issued as a result of the exercise of options under the Group's Long Term Incentive Plan and Unapproved Share Option Plan. Application has been made for the new shares to be admitted to AIM and admission is expected to take place on 20 December 2013.

Adrian Frost, Finance Director and Ian Newcombe, Director, exercised 115,579 and 112,500 options over ordinary shares respectively. Following the exercise of these options, Adrian Frost is interested in 176,579 ordinary shares representing 0.3% of the issued share capital and Ian Newcombe is interested in 112,500 ordinary shares representing 0.2% of the issued share capital of the Group.

Mr Ian Newcombe, the Board Director responsible for the multi-channel retail division, has been granted the option to subscribe for 200,000 new ordinary shares in the Group at an exercise price of 71 pence per share, being the mid-market price at the close of business on Thursday, 12th December 2013. The options are exercisable between 12th December 2016 and 12th December 2020. Following the option grant, Mr Newcombe holds, in aggregate, options over 925,000 Sanderson ordinary shares as detailed below:

<i>No. of options</i>	<i>Exercise price</i>	<i>Earliest exercise date</i>	<i>Expiry date</i>
300,000	23p	21.05.2013	21.05.2017
75,000	27p	05.04.2014	05.01.2021
118,750	30p	29.06.2014	29.06.2018
31,250	30p	29.06.2014	29.06.2018
200,000	45.75p	27.11.2015	27.11.2019
200,000	71p	12.12.2016	12.12.2020

The New Ordinary Shares issued pursuant to the exercise of options will rank pari passu with the existing Sanderson ordinary shares. Following allotment of the New Ordinary Shares, Sanderson will have in issue 51,757,287 ordinary shares. This figure 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, the share capital of Sanderson, under the Disclosure and Transparency Rules.

Sanderson Group plc
 Christopher Winn, Chairman

0333 123 1400

Adrian Frost, Finance Director

Charles Stanley Securities
Nominated Advisor
Mark Taylor

020 7149 6000

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Company Sanderson Group PLC
TIDM SND
Headline Posting of 2013 Annual Report & Accounts
Released 14:00 06-Dec-2013
Number 9361U14



RNS Number : 9361U
Sanderson Group PLC
06 December 2013

For Immediate Release**6 December 2013****SANDERSON GROUP PLC**

Sanderson Group plc ("Sanderson" or "the Company"), the software and IT services business specialising in multi-channel retail and manufacturing markets in the UK and Ireland, announces that it has today posted to shareholders its Annual Report & Accounts for the year ended 30 September 2013.

The Annual Report is also available to download from the Company's website at www.sanderson.com.

Enquiries:

Christopher Winn, Chairman
Adrian Frost, Finance Director

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Paul Vann, Winningtons Financial

Telephone: 0117 985 8989 or 07768 807631

Mark Taylor, Charles Stanley Securities

Telephone: 020 7149 6000

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Company Sanderson Group PLC
TIDM SND
Headline Holding in Company
Released 15:46 03-Dec-2013
Number 6041U15



RNS Number : 6041U
 Sanderson Group PLC
 03 December 2013

TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARES	
1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached: ⁱⁱ	Sanderson Group PLC
2 Reason for the notification (please tick the appropriate box or boxes):	
An acquisition or disposal of voting rights	<input checked="" type="checkbox"/>
An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached	<input type="checkbox"/>
An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments	<input type="checkbox"/>
An event changing the breakdown of voting rights	<input type="checkbox"/>
Other (please specify):	<input type="checkbox"/>
3. Full name of person(s) subject to the notification obligation: ⁱⁱⁱ	AXA Investment Managers S.A.
4. Full name of shareholder(s) (if different from 3.): ^{iv}	
5. Date of the transaction and date on which the threshold is crossed or reached: ^v	29 November 2013
6. Date on which issuer notified:	3 December 2013
7. Threshold(s) that is/are crossed or reached: ^{vi, vii}	5.00 %

8. Notified details:	
A: Voting rights attached to shares ^{viii, ix}	
	Resulting situation after the triggering transaction

Class/type of shares if possible using the ISIN CODE	Situation previous to the triggering transaction		Number of shares Direct	Number of voting rights		% of voting rights ^x	
	Number of Shares	Number of Voting Rights		Direct ^{xi}	Indirect ^{xii}	Direct	Indirect
GB00B04X1Q77	2,615,000	2,615,000	0	0	2,550,000	0.00 %	4.95 %

B: Qualifying Financial Instruments				
Resulting situation after the triggering transaction				
Type of financial instrument	Expiration date ^{xiii}	Exercise/ Conversion Period ^{xiv}	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments <small>xv, xvi</small>					
Resulting situation after the triggering transaction					
Type of financial instrument	Exercise price	Expiration date ^{xvii}	Exercise/ Conversion period ^{xviii}	Number of voting rights instrument refers to	% of voting rights ^{xix, xx}
					Nominal Delta

Total (A+B+C)	
Number of voting rights	Percentage of voting rights
2,550,000	4.95 %

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable: ^{xxi}	
Proxy Voting:	
10. Name of the proxy holder:	
11. Number of voting rights proxy holder will cease to hold:	
12. Date on which proxy holder will cease to hold voting rights:	

13. Additional information:	
14. Contact name:	Pascaline Haye
15. Contact telephone number:	+ 33 (0)1 44 45 77 01

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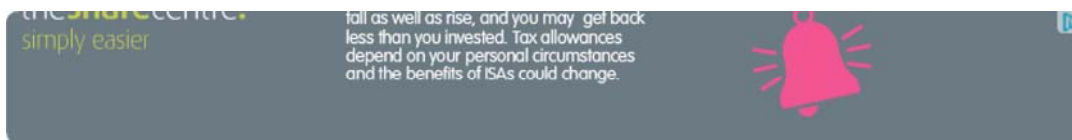
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Company Sanderson Group PLC
TIDM SND
Headline 2013 Final Results
Released 07:00 26-Nov-2013
Number 9019T07



RNS Number : 9019T
 Sanderson Group PLC
 26 November 2013

FOR IMMEDIATE RELEASE
November 2013

26

SANDERSON GROUP PLC **Preliminary Results for the year ended 30 September 2013**

"Strong trading momentum maintained; complemented by increased levels of business from new customers"

Sanderson Group plc ('Sanderson' or 'the Group'), the software and IT services business specialising in multi-channel retail and manufacturing markets in the UK and Ireland, announces Preliminary Results for the financial year ended 30 September 2013.

Commenting on the results, Chairman, Christopher Winn, said:

"Against a challenging UK economic backdrop, the Group's trading results have produced increased revenue, gross margin and operating profit, together with a high level of pre-contracted recurring revenue. The value of the order book at the year end has provided a solid platform from which to make further progress in the current year. Sanderson has continued to generate cash, allowing the Board to maintain its progressive dividend policy and two acquisitions, completed either side of the year end, provide the Group with significant growth opportunities.

Highlights - Financial

- *# Total revenue of £13.83 million (2012: £13.37 million).
- *# Pre-contracted recurring revenue of £7.94 million (2012: £7.66 million) accounting for approximately 57.4% of total revenue (2012: 57.3%).
- *# Increases in multi-channel retail division revenue and operating profits* to £7.23 million (2012: £7.17 million) and £1.28 million (2012: £1.21 million) respectively; increased business from new customers with trend towards bigger orders; five new customers gained.
- *# Increase in manufacturing division revenue to £6.59 million (2012: £6.20 million)
- *# Gross margins further improved to 87.6% (2012: 83.6%) reflecting increased delivery and installation of proprietary software and other 'owned' services.
- *# Increase in operating profit* to £2.22 million (2012: £2.04 million).
- *# Profit before tax from continuing operations of £1.94 million (2012: £1.48 million).
- *# Adjusted, diluted earnings per share from continuing operations, stated before items relating to acquisitions of 4.2 pence (2012: 3.6 pence)
- *# Net cash at year end of £3.66 million (2012: £4.07 million; 2011: net debt of £6.72 million) after paying £500,000 initial cash consideration on the acquisition of Catan Marketing Limited.
- *# Proposed final dividend per share of 0.85 pence (2012: 0.7 pence), making total for year of 1.5 pence per share (2012: 1.2 pence).

Highlights - Operational

- *# Strong trading momentum maintained and complemented by increased levels of business from new customers;
- *# Order book stood at £1.94 million at year end (2012: £1.89 million; 2011: £1.35 million).
- *# Manufacturing division added nine new customers during the year and has a very strong order book.
- *# Further investment in sales and marketing capability made.
- *# Two acquisitions completed, one after the year end; Catan Marketing Limited acquired in August for up to £644,660 cash and One iota Limited acquired in October for up to £5.43 million.
- *# Continued investment in proprietary solutions using mobile technologies complemented by recent acquisition of One iota Limited.
- *# Successful Share Placing at 55 pence per share in October raised £3.50 million (before costs).

* stated before amortisation of acquisition-related intangibles, share-based payment charges and acquisition-related costs

On strategy, current trading and prospects, Mr. Winn, added:

"The Sanderson Board intends to pursue a growth strategy based upon a conservative financing policy with a strong balance sheet and cash in the bank at its core. The Group will continue to invest across all of its businesses, with particular emphasis on further developing a range of solutions for ecommerce as well as for the food and drink processing sector, while mobile commerce solutions are being developed across all of the Group's target markets.

"The general economic environment, though showing some signs of improvement, is still challenging and accordingly the Board continues to adopt a cautious approach. However, the strong order book, improved market position and the two recent acquisitions provide the Board with an expectation that Sanderson will achieve significant progress during the current financial year."

Enquiries:

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Adrian Frost, Finance Director

Telephone: 0333 123 1400

Paul Vann, Winningtons Financial

Telephone: 0117 985 8989 or 07768 807631

Mark Taylor, Charles Stanley Securities

Telephone: 020 7149 6000

SANDERSON GROUP PLC

Preliminary Results for the year ended 30 September 2013

Chairman's statement

Introduction

Sanderson provides a comprehensive and constantly developing range of modern software solutions together with associated services to businesses in the multi-channel retail and manufacturing markets. The Group's business model has been developed whereby solutions primarily comprising Sanderson proprietary software (sometimes integrated with other market leading products) are marketed, sold under licence, delivered, supported and serviced by expert Sanderson staff. The Group has been able to deliver a consistent and reliable quality of service which has ensured the development of long-term relationships with customers.

Financial results

The Group's trading results for the year ended 30 September 2013 ('the period') show revenue of £13.83 million (2012: £13.37 million), further improvement in gross margin to 87.6% (2012: 83.6%) as a result of increased emphasis on higher margin Sanderson proprietary software, delivered and installed by our own staff and operating profit before amortisation of acquisition-related intangibles, acquisition costs and share-based payment charges ('operating profit') of £2.22 million (2012: £2.04 million). The value of the order book at the period end was £1.94 million (2012: £1.89 million, 2011: £1.35 million), providing a solid platform from which to make further progress in the current financial year.

After paying £500,000 of initial consideration relating to the acquisition of Catan Marketing Limited in the period, the net cash balance at 30 September 2013 was £3.66 million (2012: £4.07 million).

Dividend

The Group has continued to generate cash, enabling the Board to maintain its progressive dividend policy whilst continuing to invest in and to develop the Group's businesses. Subject to the approval of shareholders at the Annual General Meeting, which is scheduled to be held on 28 February 2014, the Board is proposing a final dividend of 0.85 pence per ordinary share, making a total of 1.50 pence for the year, representing a 25% increase compared with the total dividend of 1.20 pence in 2012. The final dividend, if approved, will be paid on 28 March 2014 to shareholders on the register at the close of business on 7 March 2014. The Board intends to continue to pay a progressive dividend based upon the trading and strong cash generation of the Sanderson business.

Business review

Sanderson is an established provider of software and services to the multi-channel retail and manufacturing markets. With the emergence of the multi-channel retail division as the larger part of the Group's operations so the second half of the financial year now contributes a larger proportion of annual operating profit. This is partly due to the importance of the September to January trading period for customers who operate in the market areas of 'online sales, ecommerce and catalogue sales' ('ecommerce') and as a consequence, many IT investment decisions are not generally considered before February of each year. The Group's growing number of food and drink processing customers also experience the same 'busy' period. As a result, the second half of the financial year to 30 September, produced an additional £239,000 of operating profit compared with the first half year to 31 March.

Pre-contracted recurring revenues are a cornerstone of the Sanderson business and provide the Board with good visibility of future earnings. Sanderson software is licenced to customers, typically on annual contracts and this recurring software licence revenue stream is augmented by consultancy, support and maintenance services. In the period to 30 September 2013, pre-contracted recurring revenues were £7.94 million representing 57% of total

revenues (2012: £7.66 million and 57%). The gross margin from recurring revenues covered 73% of Group overheads (2012: 76%).

The Group continued to invest in its products and services and has made further investment in the delivery and services capabilities of the Group's ecommerce businesses, as well as the business which focuses on the food and drink processing sector. Since 2010, the investment in the Group's sales and marketing activities has been increased by over 10% per annum.

During the period, 14 new customers were gained (2012: 15 new customers) at an average initial contract value of £119,000 (2012: £99,000). The value of orders from new customers grew again with the total increasing to £1.67 million (2012: £1.49 million, 2011: £1.33 million). The annual growth rate being achieved in the ecommerce market continues to be in excess of 10% and this growth, which is being further fuelled by mobile commerce (ecommerce via mobile devices) is expected to continue to provide growth opportunities in the mid-term. The food and drink processing sector within the UK is growing, as is the Group's own business which addresses this market.

Sanderson products are continually developed to offer both prospective and existing customers, the opportunity to achieve cost savings and to make business efficiencies utilising the latest technologies. 'Value for money' propositions which demonstrate a good return on investment case are key considerations for UK commercial businesses. Consistent high quality service and support is also an important factor in retaining customers and building long-term relationships. In August 2013, one of the Group's longstanding customers (since 2000), placed an extension order, worth over £190,000, for the deployment of Sanderson software into a number of its subsidiary businesses including Zambia, Botswana, Namibia, Nigeria and Ghana.

The increased emphasis on higher margin Sanderson proprietary software, delivered and installed by our own staff, has resulted in the further improvement of gross margin to 87.6% in the period, compared with 83.6% in the year ending 30 September 2012 and 82.3% in the previous year, ending 30 September 2011.

Review of multi-channel retail

Sanderson provides comprehensive IT solutions to businesses operating in the ecommerce sector, wholesale distribution, cash and carry and retail stores. High levels of activity have been experienced from providing mobile commerce solutions, incorporating the latest 'responsive' web technologies that optimise customers' websites enabling them to adapt to whatever device is being used for optimal viewing, seamless navigation and increased sales.

Revenue in the period was £7.23 million (2012: £7.17 million) and whilst there was continued strong growth in ecommerce businesses, very much reflecting market trends, there was a decline in the Group's business focused on traditional mail order fulfilment. Completion of a planned investment in the infrastructure and capability of the Group's ecommerce business resulted in operating profit growth being limited to 6% to £1.28 million (2012: £1.21 million). Revenue from customers operating in the ecommerce market grew to £2.62 million, (2012: £2.40 million, 2011: £2.09 million). Gross margin improved to 87.6% (2012: 83.7%). Five new customers were gained in the period compared with nine in the previous year. The increased level of new customer business has continued with a large order from a new customer, worth almost £250,000, gained at the start of the current financial year. Sales prospects are strong and it is expected that the investment made in the year ending 30 September 2013 will contribute to faster progress in the coming year.

Review of manufacturing

The part of the Group's business which addresses the general UK manufacturing market experienced a tougher trading environment than in the previous year, whereas the business focused on the food and drink processing sector, benefiting from investment made over the last two years, made very good progress and drove overall growth for the manufacturing division. The size of the UK food and drink processing market is growing and there is an increase in the number of small and medium businesses in this sector. The need for traceability through the food and drink distribution, production and supply chain, combined with a continued drive to reduce operational costs has provided the Group with a good opportunity in this market. The Sanderson food and drink processing business now represents 49% of the Group's manufacturing business (2012: 44%, 2011: 39%).

Full year revenue was £6.59 million (2012: £6.20 million) and operating profit was £932,000 (2012: £831,000). Overall order intake was £3.10 million (2012: £2.74 million).

Nine new customers were gained in the period (2012: six new customers) including Broder Metals Group, COOK Trading Limited, Kolak Snack Foods and Virani Food Products. The order book is strong and at the period end stood at over £1.2 million (2012: £870,000) with very good sales prospects.

Acquisition

On 12 August 2013, the Group acquired Catan Marketing Limited, trading as PRIAM, for a maximum consideration of £644,660. PRIAM had revenues of £875,000 in the year to 31 August 2012, employs 14 staff and is based in Rugby. PRIAM achieved £147,000 of revenue in the period from its acquisition and contributed £6,000 of operating profit. During the current financial year, management plan to integrate PRIAM into the Group's multi-channel retail division and to invest in the sales and marketing capability of the business.

Post Period End Events - Acquisition

In October, the Group acquired One iota Limited for a maximum consideration of £5.43 million, made up of initial consideration of £3.13 million and deferred consideration of up to £2.30 million depending on the trading performance of business in the three years to 30 September 2016. The One iota business is experienced in cloud-based multi-channel solutions and the One iota MESH platform integrates a retailer's back-office and existing systems, with mobile, tablet and in-store sales channels. In the year to 31 January 2013, One iota produced revenues of £665,000 and profit (before taxation) of £195,000. One iota offers, in its own right, a significant

growth opportunity in the rapidly expanding mobile retail solutions market as well as a synergistic opportunity to accelerate further the development of Sanderson into the provision of integrated mobile solutions.

Post Period End Events - Share Placing

The Sanderson Board remains committed to pursuing a growth strategy based upon a conservative financing policy with a strong balance sheet and cash in the bank at its core.

On 28 October 2013, the Group successfully completed the raising of £3.50 million before costs by way of a placing of 6,363,636 new ordinary shares, issued at 55 pence per share. The total issued share capital of the Group is now 51,479,218 ordinary shares.

After the Acquisitions and the Share Placing, the cash balance as at 22 November was in excess of £4.5 million.

Management and staff

Sanderson now employs approximately 185 staff, who have a high level of experience and expertise in the market sectors which the Group addresses. Over the last 15 months, management have looked to recruit graduates and more recently, have been working with Local Enterprise Partnerships to recruit school leavers. On behalf of the Board, I would like to thank everyone for their hard work, support and dedication to the development of Sanderson over the period of recovery and business transition since 2009 and now into a period of planned sustainable growth.

Strategy

The Board's strategy is to achieve growth by continuing to build upon the Group's businesses operating within the multi-channel retail and manufacturing markets. Sanderson is a provider of modern and proven software solutions which continue to provide customers with opportunities to gain competitive advantage and to effect cost saving efficiencies. Our goal is to achieve growth, build value and thereby improve shareholder returns. Whilst the Group will continue to invest across all of its businesses, particular emphasis will be placed on developing further the range of solutions for ecommerce businesses, as well as, for the food and drink processing sector. Mobile commerce solutions are being developed across all of the Group's target markets.

Selective acquisition opportunities will continue to be considered to augment organic growth. However, in the short term, management intends to focus on delivering 'on target' results and on making the PRIAM and One iota acquisitions successful.

Outlook

Whilst the Board is keen to pursue the continued development of Sanderson, the economic environment, though showing some signs of improvement, is still challenging and accordingly the Board continues to adopt a cautious approach. However, the Group's strong order book, improved market position and the two recent acquisitions provide the Board with an expectation that Sanderson will achieve significant progress during the current financial year ending 30 September 2014.

Christopher Winn

Chairman

26 November 2013

Consolidated income statement for the year ended 30 September 2013

	Note	Continuing operations £000	Relating to acquisitions £000	Total 2013 £000	Total 2012 £000
Revenue	2	13,681	147	13,828	13,374
Cost of sales		(1,684)	(27)	(1,711)	(2,188)
Gross profit		11,997	120	12,117	11,186
Technical and development costs		(5,239)	(65)	(5,304)	(4,989)
Administrative and establishment expenses		(2,975)	(209)	(3,184)	(2,912)
Sales and marketing costs		(1,657)	-	(1,657)	(1,379)
Results from operating activities		2,126	(154)	1,972	1,906
Results from operating activities before adjustments in respect of the following:	2	2,209	6	2,215	2,038
Amortisation of acquisition-related intangibles		-	(66)	(66)	(67)
Acquisition related costs		-	(94)	(94)	-
Share-based payment charges		(83)	-	(83)	(65)
Results from operating activities		2,126	(154)	1,972	1,906
Finance income	3	489	-	489	465

Finance expenses	4	(518)	-	(518)	(679)
Exceptional finance expense		-	-	-	(227)
Movement in fair value of derivative financial instrument		-	-	-	16
		2,097	(154)	1,943	1,481
Taxation	5	(251)	(1)	(252)	(185)
Profit/(loss) for the year		1,846	(155)	1,691	1,296
Profit on discontinued operations, net of tax		-	-	-	1,110
Profit/(loss) for the year attributable to equity holders of the parent		1,846	(155)	1,691	2,406
Earnings per share					
From continuing operations					
Basic earnings per share	7	4.2p	(0.3p)	3.9p	3.0p
Diluted earnings per share	7	4.0p	(0.3p)	3.7p	2.8p
From discontinued operations					
Basic earnings per share	7	-	-	-	2.5p
Diluted earnings per share	7	-	-	-	2.4p
From profit attributable to the owners of the parent undertaking during the year					
Basic earnings per share	7	4.2p	(0.3p)	3.9p	5.5p
Diluted earnings per share	7	4.0p	(0.3p)	3.7p	5.2p

**Consolidated statement of comprehensive income
for the year ended 30 September 2013**

	2013	2012
	£000	£000
Profit for the year	1,691	2,406
Other comprehensive income		
<i>Items that will not subsequently be reclassified to profit or loss</i>		
Defined benefit pension plan actuarial losses	(225)	(740)
Deferred taxation effect of defined benefit pension plan items	53	185
	(172)	(555)
<i>Items that will subsequently be reclassified to profit or loss</i>		
Change in market value of available for sale financial asset	74	-
Foreign exchange translation differences	(32)	-
Total comprehensive income attributable to equity holders of the parent	1,561	1,851

**Consolidated statement of financial position
at 30 September 2013**

	2013	2012
	£000	£000
Non-current assets		
Property, plant and equipment	307	372
Intangible assets	23,194	22,404
Deferred tax assets	1,388	1,567
	24,889	24,343
Current assets		
Inventories	-	9
Trade and other receivables	3,371	3,594
Other short-term financial assets	205	131
Cash and cash equivalents	3,662	4,066
	7,238	7,800
Current liabilities		
Trade and other payables	(2,746)	(2,872)
Deferred consideration	(145)	-
Income tax payable	(5)	(9)
Deferred income	(3,886)	(4,599)
	(6,782)	(7,480)
Net current assets	456	320
Total assets less current liabilities	25,345	24,663
Non-current liabilities		
Pension obligations	(4,174)	(4,512)
Deferred tax liabilities	(272)	(121)
	(4,446)	(4,633)
Net assets	20,899	20,030
Equity attributable to equity holders of the Parent Company		
Share capital	4,380	4,352
Share premium	4,302	4,205
Available-for-sale reserve	74	-
Foreign exchange reserve	(32)	-
Retained earnings	12,175	11,473
Total equity	20,899	20,030

**Consolidated statement of changes in equity
for the year ended 30 September 2013**

	Share Capital £000	Share Premium £000	Available- For -Sale Reserve £000	Foreign Exchange Reserve £000	Retained Earnings £000	Total Equity £000
At 1 October 2012	4,352	4,205	-	-	11,473	20,030
Exercise of share options	28	97	-	-	(110)	15
Dividend paid	-	-	-	-	(590)	(590)
Settlement of share options	-	-	-	-	(200)	(200)
Share-based payment charge	-	-	-	-	83	83
Transactions with owners	28	97	-	-	(817)	(692)
Profit for the year	-	-	-	-	1,691	1,691
Other comprehensive income:						
Actuarial result on employee benefits	-	-	-	-	(225)	(225)
Deferred tax on above	-	-	-	-	53	53
Foreign exchange translation differences	-	-	-	(32)	-	(32)
Change in fair value of available for sale financial asset	-	-	74	-	-	74
Total comprehensive income	-	-	74	(32)	1,519	1,561
At 30 September 2013	4,380	4,302	74	(32)	12,175	20,899

for the year ended 30 September 2012

	Share Capital £000	Share Premium £000	Available- For -Sale Reserve £000	Foreign Exchange Reserve £000	Retained Earnings £000	Total Equity £000
At 1 October 2011	4,338	4,178	-	-	9,959	18,475
Exercise of share options	14	27	-	-	(41)	-
Dividend paid	-	-	-	-	(413)	(413)
Share-based payment charge						
- continuing operations	-	-	-	-	65	65
- discontinued operation	-	-	-	-	52	52
Transactions with owners	14	27	-	-	(337)	(296)
Profit for the year	-	-	-	-	2,406	2,406
Other comprehensive income:						
Actuarial result on employee benefits	-	-	-	-	(740)	(740)
Deferred tax on above	-	-	-	-	185	185
Total comprehensive income	-	-	-	-	1,851	1,851
At 30 September 2012	4,352	4,205	-	-	11,473	20,030

**Consolidated statement of cash flows
for the year ended 30 September 2013**

	2013	2012
	£000	£000
Cash flows from operating activities		
Profit for the year after taxation including discontinued operations	1,691	2,406
<i>Adjustments for:</i>		
Amortisation of intangible assets; continuing operations	237	176
Depreciation; continuing operations	124	75
Share-based payment expense; continuing operations	83	65
Post tax profit on discontinued operations	-	(1,110)
Net finance expense	29	441
Movement in fair value of derivative financial instrument	-	(16)
Income tax charge	252	185
Operating cash flow before changes in working capital	2,416	2,222
Movement in trade and other receivables	383	(666)
Movement in inventories	9	26
Movement in trade and other payables	(1,100)	434
Cash generated from continuing operations	1,708	2,016
Discontinued operations - operating cash flow	-	(356)
Payments to defined benefit pension scheme	(677)	(315)
Interest paid	-	(703)
Income tax received	-	377
Net cash flow from operating activities	1,031	1,019
Cash flow from investing activities		
Purchase of property, plant and equipment	(45)	(194)
Purchase of investment held for resale	-	(131)
Acquisition of trade and assets, net of cash acquired	-	(173)
Acquisition of subsidiary undertaking, net of cash acquired (note 8)	(440)	-
Dividend received	20	2
Bank interest received	54	-
Disposal of discontinued operations, net of cash disposed	-	11,064
Discontinued operations - investing cash flows	-	(140)
Development expenditure capitalised	(249)	(187)
Net cash flow from investing activities	(660)	10,241
Cash flow from financing activities		
Repayment of bank borrowing	-	(7,400)
Issue of shares	15	-
Settlement of share options	(200)	-
Equity dividends paid	(590)	(413)
Net cash flow from financing activities	(775)	(7,813)
Net (decrease)/increase in cash and cash equivalents	(404)	3,447
Cash and cash equivalents at beginning of year	4,066	619
Cash and cash equivalents at the end of the year	3,662	4,066

Notes

1. Basis of preparation

The Group financial statements have been prepared in accordance with International Financial Reporting Standards, as adopted by the European Union ('IFRS'). The Company's shares are listed on the Alternative Investment Market of the London Stock Exchange. The principal accounting policies of the Group, which have been applied consistently, are set out in the annual report and financial statements.

2. Segmental reporting

The Group is managed as two separate divisions, providing IT solutions and associated services to the manufacturing and multi-channel retail sectors. Substantially all revenue is generated within the UK. The information provided to the CODM is analysed between the divisions as follows:

	Manufacturing		Multi-Channel		Total	
	2013	2012	2013	2012	2013	2012
	£000	£000	£000	£000	£000	£000
Revenue - external customers	6,594	6,201	7,234	7,173	13,828	13,374
Cost of sales	(817)	(1,019)	(894)	(1,169)	(1,711)	(2,188)
Gross profit	5,777	5,182	6,340	6,004	12,117	11,186
Depreciation charged +	(85)	(56)	(39)	(31)	(124)	(87)
Operating profit before adjustments	932	831	1,283	1,207	2,215	2,038
Amortisation*	(53)	(24)	(13)	(43)	(66)	(67)
Acquisition related costs	-	-	(94)	-	(94)	-
Share-based payment charges	(31)	(7)	(52)	(58)	(83)	(65)
Result from operating activities	848	800	1,124	1,106	1,972	1,906
Net finance expense					(29)	(425)
Taxation					(252)	(185)
Result on discontinued activity net of tax					-	1,110
Profit attributable to equity holders					1,691	2,406

*Amortisation of acquisition-related intangibles
+ Depreciation charged to operating profit

Revenue, operating profit and profit before tax shown above in respect of the year ended 30 September 2012 show continuing operations only. The CODM uses both gross profit and operating profit measures in assessing the performance of the Group's divisions. The Group disposed of its subsidiary undertaking Sanderson RBS Limited on 20 January 2012. The discontinued operation contributed no revenue or operating profit in the period (2012: £3.53m revenue, £0.50m operating loss stated after amortisation of acquisition related intangibles and shared based payment charges).

Analysis of items contained within the Statement of Financial Position

	Manufacturing		Multi-Channel		Total	
	2013	2012	2013	2012	2013	2012
	£000	£000	£000	£000	£000	£000
Property, plant and equipment	160	222	147	150	307	372
Intangible assets	11,602	11,693	11,592	10,711	23,194	22,404
Deferred tax assets	978	1,197	155	197	1,133	1,394
Inventory	-	3	-	6	-	9
Cash and cash equivalents	2,024	753	3,478	1,726	5,502	2,479
Trade and other receivables	1,688	1,478	1,683	2,116	3,371	3,594
Total assets	16,452	15,346	17,055	14,906	33,507	30,252
Trade and other payables	(1,165)	(1,055)	(1,581)	(1,817)	(2,746)	(2,872)
Deferred income	(1,966)	(2,188)	(1,920)	(2,411)	(3,886)	(4,599)
Income tax	(5)	(9)	-	-	(5)	(9)
Deferred taxation	(38)	(38)	-	-	(38)	(38)
Deferred consideration	-	-	(145)	-	(145)	-
Pension obligations	(4,174)	(4,512)	-	-	(4,174)	(4,512)
Total liabilities	(7,348)	(7,802)	(3,646)	(4,228)	(10,994)	(12,030)
Allocated net assets	9,104	7,544	13,409	10,678	22,513	18,222
Other unallocated assets and liabilities					(1,614)	1,808
Net assets					20,899	20,030

The Group's assets are held in the United Kingdom. No one customer accounts for more than 10% of the sales of either division. Included within other unallocated assets and liabilities are net overdrawn cash balances totalling £1.84m (2012: cash balances of £1.59m) and deferred tax balances in respect of certain shared operations. Amounts in respect of shared operations cannot be allocated between operating divisions.

Additions to property, plant and equipment during the year amounted to £45,000 (2012: £310,000). A total of £21,000 (2012: £175,000) were attributable to the Manufacturing division, with £24,000 (2012: £135,000) incurred by the Multi-channel retail division. In 2012, Sanderson RBS Limited accounted for £90,000 of additions.

3. Finance income

	2013	2012
	£000	£000
Expected return on defined benefit pension scheme assets	415	463
Bank interest received	54	-
Dividend received	20	2
	489	465

4. Finance expenses

	2013	2012
	£000	£000
Interest on bank overdrafts and loans	-	127
Interest on defined benefit pension scheme obligations	518	552
	518	679

5. Taxation

	2013	2012
	£000	£000
Current tax expense		
UK corporation tax for the current year	-	-
Overseas corporation tax for the current year	(3)	4
Relating to prior periods	(20)	(23)
Total current tax	(23)	(19)
Deferred tax		
Deferred tax for the current year	168	256
Relating to prior periods	(61)	(171)
Relating to change in rate of tax	168	119
Total deferred tax	275	204
Taxation charged to the income statement		

252	185
-----	-----

Reconciliation of effective tax rate

The current consolidated tax charge for the period is lower (2012: lower) than the average standard rate of corporation tax in the UK during the period of 23.5%. The differences are explained below.

	2013 £000	2012 £000
Profit before taxation - continuing operations	1,943	1,481
Tax using the average UK Corporation tax rate of 23.5% (2012: 25%)	457	370
<i>Effects of:</i>		
Expenses not deductible for tax purposes	56	224
Utilisation of losses not previously recognised	(348)	(334)
Over provision in previous years	(81)	(194)
Change in tax rate	168	119
Total tax in income statement	252	185

6. Dividends

	2013 £000	2012 £000
Interim dividend of 0.65p per share (2012: 0.50p)	285	217
Final dividend relating to previous financial year of 0.70p per share (2012: 0.45p)	305	196
Total dividend for the financial year	590	413

A final dividend of 0.85 pence per ordinary share in respect of the financial year ended 30 September 2013 will be proposed at the Annual General Meeting of the company, expected to be held on 28 February 2014. If approved by shareholders, the total final dividend payment will amount to £437,573.

7. Earnings per share

Basic and diluted earnings per share are calculated by dividing the result after tax for the year by the weighted average number of ordinary shares at the end of the year and the diluted weighted average number of ordinary shares at the end of the year respectively. In order to better demonstrate the performance of the Group, an adjusted earnings per share calculation has been presented below which adds back items typically adjusted for by users of the accounts. The calculations for earnings and the number of shares relevant to all of the measures of earnings per share described in the foregoing are set out below:

Earnings:	2013 £000	2012 £000
Result for the year from continuing operations	1,846	1,296
Amortisation of acquisition-related intangibles	-	67
Share-based payment charges	83	65
Exceptional finance costs	-	227
Adjusted profit for the year from continuing operations	1,929	1,655
Result for the year relating to acquisitions	(155)	-
Acquisition related costs	94	-
Amortisation of acquisition-related intangibles	66	-
Adjusted profit for the year relating to acquisitions	5	-
Result for the year relating from discontinued operations	-	1,110
Amortisation of acquisition-related intangibles	-	270
Share-based payment charges	-	52
Adjusted profit for the year from discontinued operations	-	1,432

7. Earnings per share (continued)

Number of shares:	2013	2012
	No.	No.
In issue at the start of the year	43,525,946	43,383,946
Effect of shares issued in the year	205,907	129,940
Weighted average number of shares at year end	43,731,853	43,513,886
Effect of share options	2,385,565	3,021,787
Weighted average number of shares (diluted)	46,117,418	46,535,673
Earnings per share:	2013	2012
	(pence)	(pence)
From continuing operations:		
Basic	3.9	3.0
Diluted	3.7	2.8
From discontinued operations:		
Basic	-	2.5
Diluted	-	2.4
Total attributable to equity holders of the parent undertaking:		
Basic	3.9	5.5
Diluted	3.7	5.2
Earnings per share, adjusted, from continuing operations:		
Basic	4.4	3.8
Diluted	4.2	3.6

Subsequent to the year end, ordinary shares were issued pursuant to the acquisition of One iota Limited and a placing. As a result, the total number of ordinary shares in issue at the date of this report is 51,479,218. Had the ordinary shares been issued at the start of the year, the earnings per share reported above would have been reduced. However, the results for the year would have been affected by the result of the subsidiary acquired and the use to which the placing proceeds may have been put.

8. Acquisitions

On 12 August 2013 the Group acquired the entire issued ordinary share capital of Catan Marketing Limited for cash consideration. The business develops and supplies e-commerce software and related services under the PRIAM trading name. In the period from acquisition to 30 September 2013 the business contributed revenue of £147,000 and a £6,000 operating profit before amortisation of acquisition-related intangibles, share-based payment charges, acquisition-related costs and taxation. If the acquisition had occurred on 1 October 2012, Group revenue would have been £872,000 higher and Group operating profit £10,000 higher. These figures are based on the assumption that fair value adjustments arising on acquisition would have been the same had the acquisition completed on 1 October 2012.

The acquisition had the following effect on the Group's assets and liabilities at the acquisition date:

	Pre-acquisition carrying amount	Fair value adjustment	Recognised value on acquisition
	£000	£000	£000
Property, plant and equipment	14	-	14
Intangible assets	-	468	468
Trade and other receivables	178	(17)	161
Trade and other payables	(191)	(69)	(260)
Deferred taxation	-	(108)	(108)
Net identifiable assets and liabilities	1	274	275
Goodwill on acquisition			310
			585
Cash consideration paid at completion, net of cash balances			440
Deferred cash consideration, paid 4 October 2013			50
Deferred contingent cash consideration			95
Net consideration payable			585

The fair value adjustments relate to the recognition of intangible assets in accordance with IFRS 3: Business combinations, adjustments to deferred income to apply the Group's accounting policy to amounts billed prior to

acquisition and adjustments to the accounting for costs relating to deferred income to match the treatment adopted in respect of the income. Fair values have been determined on a provisional basis.

Pre-acquisition carrying amounts were determined based on applicable IFRS, immediately prior to the acquisition. The values of assets and liabilities recognised on acquisition are their estimated fair values. In determining the fair value of intangible assets, the Group adopted an income basis with estimated future cash flows discounted at a rate of 12% per annum.

The goodwill recognised on the acquisition is attributable mainly to the skills and technical talent of the workforce of the acquired business and the expected synergies to be achieved from integrating the Company into the Group's existing multi-channel retail operations.

Deferred contingent cash consideration is payable by reference to revenue generated by the acquired entity in the 12 month period ending on 31 August 2014. The maximum amount payable will be £95,000 should revenue exceed £895,000 and management expect this amount to be paid. The deferred conditional consideration is payable within 10 days of the amount being agreed and it is envisaged the payment will be made in September 2014. As the payment date is within 12 months of the year end, the amount payable has not been discounted.

Acquisition costs of £94,000 (2012: £nil) have been charged against operating profit and are included in administrative expenses.

9. Annual Report & Accounts

The financial information set out in this preliminary announcement does not constitute statutory accounts as defined in section 434 of the Companies Act 2006.

The Consolidated Income Statement, Consolidated Statement of Financial Position, Consolidated Statement of Comprehensive Income, Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows, together with associated notes, have been extracted from the Group's 2013 statutory financial statements upon which the auditors opinion is unqualified and does not include any statement under section 498(2) or (3) of the Companies Act 2006.

The accounts for the year ended 30 September 2013 will be laid before the Company at the Annual General Meeting, expected to be held at the Company's registered office on 28 February 2014. A copy of this preliminary statement will be available to download on the Group's website www.sanderson.com. Copies of the Annual Report and Accounts will be posted to shareholders in due course at which time the Annual Report and Accounts will be made available to download on the Group's website www.sanderson.com in accordance with AIM Rule 26, and will be delivered to the Registrar of Companies in due course.

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Company Sanderson Group PLC
TIDM SND
Headline Holding(s) in Company
Released 10:00 04-Nov-2013
Number 1023S10



RNS Number : 1023S
Sanderson Group PLC
04 November 2013

SANDERSON GROUP PLC

TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARES		
1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached: ⁱⁱ		Sanderson Group plc
2 Reason for the notification (please tick the appropriate box or boxes):		
An acquisition or disposal of voting rights		Yes
An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached		No
An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments		No
An event changing the breakdown of voting rights		No
Other (please specify):	Movement in issued share capital	Yes
3. Full name of person(s) subject to the notification obligation: ⁱⁱⁱ		ISIS EP LLP
4. Full name of shareholder(s) (if different from 3.): ^{iv}		No underlying client holds over 3%
5. Date of the transaction and date on which the threshold is crossed or reached: ^v		28/10/2013
6. Date on which issuer notified:		31/10/2013
7. Threshold(s) that is/are crossed or reached: ^{vi, vii}		7%, 8% & 9%
8. Notified details:		
A: Voting rights attached to shares ^{viii, ix}		
		Resulting situation after the triggering transaction

Class/type of shares if possible using the ISIN CODE	Situation previous to the triggering transaction		Number of shares Direct	Number of voting rights Direct ^{xi}	Number of voting rights Indirect ^{xii}	% of voting rights ^x	
	Number of Shares	Number of Voting Rights				Direct	Indirect
Ord GBP0.10 GB00B04X1Q77	3,000,075	6.84%			4,818,257		9.35%

B: Qualifying Financial Instruments

Resulting situation after the triggering transaction

Type of financial instrument	Expiration date ^{xiii}	Exercise/ Conversion Period ^{xiv}	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights
------------------------------	---------------------------------	--	---	--------------------

Nil

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments^{xv, xvi}

Resulting situation after the triggering transaction

Type of financial instrument	Exercise price	Expiration date ^{xvii}	Exercise/ Conversion period ^{xviii}	Number of voting rights instrument refers to	% of voting rights ^{xix, xx}
------------------------------	----------------	---------------------------------	--	--	---------------------------------------

Nominal Delta

Total (A+B+C)	
Number of voting rights	Percentage of voting rights
4,818,257	9.35%

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable: ^{xxi}

ISIS EP LLP
No underlying client holds over 3%

Proxy Voting:

10. Name of the proxy holder:	ISIS EP LLP
11. Number of voting rights proxy holder will cease to hold:	N/A
12. Date on which proxy holder will cease to hold voting rights:	N/A

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13. Additional information:	
14. Contact name:	Karen Huxley
15. Contact telephone number:	020 7506 5643

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Company Sanderson Group PLC
TIDM SND
Headline Total Voting Rights
Released 08:00 31-Oct-2013
Number 8040R08



RNS Number : 8040R
 Sanderson Group PLC
 31 October 2013

31 October 2013

Sanderson Group plc (the "Company")**Total Voting Rights**

In accordance with the Financial Services Authority's Disclosure and Transparency Rules, the total number of ordinary shares of 10p each in the capital of the Company in issue as at the date of this notice is 51,479,218 with each share carrying the right to one vote.

The above figure of 51,479,218 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 the Company, under the Disclosure and Transparency Rules.

Enquiries

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 Adrian Frost, Finance Director

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 Nominated Advisor
 Mark Taylor

Winningtons Financial 0117 985 8989
 Paul Vann

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Company Sanderson Group PLC
TIDM SND
Headline Holding(s) in Company
Released 12:34 30-Oct-2013
Number 7670R12



RNS Number : 7670R
 Sanderson Group PLC
 30 October 2013

TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARES ⁱ

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached: ⁱⁱ	Sanderson Group plc
2 Reason for the notification (please tick the appropriate box or boxes):	
An acquisition or disposal of voting rights	X
An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached	
An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments	
An event changing the breakdown of voting rights	
Other (please specify):	
3. Full name of person(s) subject to the notification obligation: ⁱⁱⁱ	The Diverse Income Trust Plc
4. Full name of shareholder(s) (if different from 3.): ^{iv}	HSBC Global Custody Nominees Limited
5. Date of the transaction and date on which the threshold is crossed or reached: ^v	28/10/13
6. Date on which issuer notified:	29/10/13
7. Threshold(s) that is/are crossed or reached: ^{vi, vii}	From below 3% to above 4%

8. Notified details:**A: Voting rights attached to shares** ^{viii, ix}

Class/type of shares if possible using the ISIN CODE	Situation previous to the triggering transaction		Resulting situation after the triggering transaction				
	Number of Shares	Number of Voting Rights	Number of shares	Number of voting rights		% of voting rights ^x	
				Direct ^{xi}	Indirect ^{xii}		
			Direct			Direct	Indirect

GB00B04X1Q7	Below 3%	Below 3%			2,175,783		4.23%
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B: Qualifying Financial Instruments				
Resulting situation after the triggering transaction				
Type of financial instrument	Expiration date ^{xiii}	Exercise/ Conversion Period ^{xiv}	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments ^{xv, xvi}					
Resulting situation after the triggering transaction					
Type of financial instrument	Exercise price	Expiration date ^{xvii}	Exercise/ Conversion period ^{xviii}	Number of voting rights instrument refers to	% of voting rights ^{xix, xx}
					Nominal Delta

Total (A+B+C)	
Number of voting rights	Percentage of voting rights
2,175,783	4.23%

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable: ^{xxi}

Proxy Voting:	
10. Name of the proxy holder:	
11. Number of voting rights proxy holder will cease to hold:	
12. Date on which proxy holder will cease to hold voting rights:	

13. Additional information:	
14. Contact name:	Karen Jarman, Capita Asset Services
15. Contact telephone number:	01392 477588

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Company [Sanderson Group PLC](#)
TIDM SND
Headline Result of EGM and Share Placing Details
Released 14:31 25-Oct-2013
Number 4572R14



RNS Number : 4572R
 Sanderson Group PLC
 25 October 2013

25 OCTOBER 2013

SANDERSON GROUP PLC

RESULT OF GENERAL MEETING

Sanderson Group plc ("Sanderson" or "the Group"), the software and IT services business specialising in multi-channel retail and manufacturing markets in the United Kingdom and Ireland, is pleased to announce that at the Group's General Meeting, held earlier today, all resolutions were duly passed without amendment.

The resolutions that were passed were specifically to authorise the issue of the 6,363,636 Placing Shares being issued pursuant to the Placing announced on 8 October 2013, providing Sanderson with £3.5 million of financing.

Application has been made for the 6,363,636 Placing Shares to be admitted to trading on AIM and Admission will take place at 08.00 a.m. on 28 October 2013. The Placing Shares will rank *pari passu* with the Existing Ordinary Shares of the Group. Following Admission, the total issued share capital of the Group will be 51,479,218 Ordinary Shares.

Enquiries

Sanderson Group plc Christopher Winn, Chairman Adrian Frost, Finance Director	0333 123 1400
Charles Stanley Securities - Nominated Advisor and Broker Mark Taylor/Carl Holmes	020 7149 6000
Winningtons Financial Paul Vann	0117 985 8989 or 07768 807631

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Company Sanderson Group PLC
TIDM SND
Headline Pre Close Trading Update
Released 07:00 25-Oct-2013
Number 3921R07



RNS Number : 3921R
 Sanderson Group PLC
 25 October 2013

FOR IMMEDIATE RELEASE

25 October 2013

SANDERSON GROUP PLC

Pre-close Trading Update

"Strong Trading Momentum complemented by Increased Levels of Business from New Customers"

Sanderson Group plc ('Sanderson' or 'The Group'), the software and IT services business specialising in multi-channel retail and manufacturing markets in the UK and Ireland, announces the following trading update ahead of the publication of its preliminary results for the year ended 30th September 2013, scheduled to be released on Tuesday, 26th November 2013.

The trading results for the year ended 30th September 2013 are in line with market expectations and will show Group revenues of approximately £13.8m (2012: £13.37m), an improved gross margin of 87% (2012: 83.6%) and operating profit in line with market expectations.

Sanderson has continued to invest in the further development of the Group's businesses which address the expanding multi-channel retail and ecommerce markets, as well as on selected niche markets within the manufacturing sector. Product investment has been concentrated on further extending the products and services which are based upon the Group's own proprietary solutions, especially those which enable warehouse and manufacturing automation, together with solutions designed for deployment on mobile devices, including smart phones and tablets. By supplying customers with more of the Group's own products and services, gross margins have continued to improve, rising to over 87% from 83.6% in 2012. Sanderson has also continued to expand its sales and marketing capabilities and as a result of its improved competitive market position, the value of contracts signed with new customers during the year has risen by 10% to over £1.6m (2012: £1.46m; 2011: £1.27m).

In order to augment the Group's organic growth, two complementary acquisitions have been completed within the past three months. The two acquisitions comprise of Catan Marketing Limited, providing ecommerce solutions under the PRIAM trading name, for a maximum consideration of £644,600, completed in August 2013 and, at the start of the new financial year, One iota Limited on 7th October 2013 for a maximum aggregate consideration of £5.43m.

Whilst general economic conditions have shown some slight improvement in 2013, the outlook continues to be uncertain and business confidence, although increasing, still appears quite fragile. The Group's strong order book, improved market position and the two recent acquisitions provide the Board with an expectation that Sanderson will achieve significant progress during the current financial year ending 30th September 2014.

Sanderson Group plc
 Christopher Winn, Chairman
 Adrian Frost, Finance Director

0333 123 1400

Charles Stanley Securities - Nominated Advisor and Broker
 Mark Taylor/Jonathan Dighé

020 7149 6000

0117 985 8989

Winningtons Financial
Paul Vann

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Company Sanderson Group PLC
TIDM SND
Headline Holding(s) in Company
Released 10:06 17-Oct-2013
Number 7447Q10



RNS Number : 7447Q
Sanderson Group PLC
17 October 2013

17 October 2013

TR1: NOTIFICATION OF MAJOR INTEREST IN SHARES

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached: ⁱⁱ	SANDERSON GROUP PLC
---	---------------------

2 Reason for the notification (please tick the appropriate box or boxes):	
An acquisition or disposal of voting rights	<input checked="" type="checkbox"/>
An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached	<input type="checkbox"/>
An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments	<input type="checkbox"/>
An event changing the breakdown of voting rights	<input type="checkbox"/>
Other (please specify):	<input type="checkbox"/>

3. Full name of person(s) subject to the notification obligation: ⁱⁱⁱ	HARGREAVE HALE LIMITED
4. Full name of shareholder(s) (if different from 3.): ^{iv}	DISCRETIONARY CLIENTS
5. Date of the transaction and date on which the threshold is crossed or reached: ^v	15 OCTOBER 2013
6. Date on which issuer notified:	16 OCTOBER 2013
7. Threshold(s) that is/are crossed or reached: ^{vi, vii}	12%

8. Notified details:		
A: Voting rights attached to shares ^{viii, ix}		
		Resulting situation after the triggering transaction

Class/type of shares if possible using the ISIN CODE	Situation previous to the triggering transaction		Number of shares	Number of voting rights		% of voting rights ^x	
	Number of Shares	Number of Voting Rights		Indirect ^{xi}	Direct ^{xii}	Direct	Indirect
GB00B04X1Q77	5,241,453	5,241,453	5,266,453		5,266,453		12.0236%

B: Qualifying Financial Instruments				
Resulting situation after the triggering transaction				
Type of financial instrument	Expiration date ^{xiii}	Exercise/ Conversion Period ^{xiv}	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments ^{xv, xvi}						
Resulting situation after the triggering transaction						
Type of financial instrument	Exercise price	Expiration date ^{xvii}	Exercise/ Conversion period ^{xviii}	Number of voting rights instrument refers to	% of voting rights ^{xix, xx}	
					Nominal	Delta

Total (A+B+C)	
Number of voting rights	Percentage of voting rights
5,266,453	12.0236%

9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable: ^{xxi}
5,011,753 of these shares are held for unit trusts operated by Marlborough Fund Managers Ltd, for whom Hargreave Hale Ltd. manages the investments on a discretionary basis. The remaining balance is held on behalf of other discretionary clients

Proxy Voting:	
10. Name of the proxy holder:	
11. Number of voting rights proxy holder will cease to hold:	
12. Date on which proxy holder will cease to hold voting rights:	

13. Additional information:	
14. Contact name:	David Clueit
15. Contact telephone number:	01253 754739

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Company Sanderson Group PLC
TIDM SND
Headline £5.4m Acquisition and £3.5m Placing of New Shares
Released 07:00 08-Oct-2013
Number 9410P07



RNS Number : 9410P
 Sanderson Group PLC
 08 October 2013

FOR IMMEDIATE RELEASE

8 OCTOBER 2013

SANDERSON GROUP PLC

ACQUISITION OF ONE IOTA LIMITED FOR UP TO £5.43 MILLION; CLOUD-BASED, MOBILE ENABLED, MULTI-CHANNEL SOLUTIONS BUSINESS

PLACING OF 6,363,636 NEW ORDINARY SHARES AT 55 PENCE PER SHARE TO RAISE £3.50 MILLION

Sanderson Group plc ("Sanderson", the "Group" or the "Company"), the software and IT services business specialising in multi-channel retail and manufacturing markets in the United Kingdom and Ireland, is pleased to announce that its subsidiary, Sanderson Multi-Channel Solutions Limited ("SMCS"), has acquired the entire issued share capital of One iota Limited ("One iota"), a leading provider of cloud-based multi-channel retail solutions, for a maximum aggregate consideration of £5.43 million (the "Acquisition"). In addition, Sanderson announces that it proposes to raise £3.50 million (before expenses) by way of a placing of 6,363,636 new ordinary shares at a price of 55 pence per share.

- ... One iota, based in Rossendale, Lancashire (within 15 miles of the Company's catalogue, ecommerce and online sales business), provides cloud-based, multi-channel solutions via mobile, tablet and in-store devices.
- ... For the year ended 31 January 2013, One iota had unaudited turnover of £0.66 million (2012: £0.50 million) and profit before taxation of £0.195 million (2012: £0.158 million). At 31 January 2013, One iota's net assets were £0.85 million. For the seven months ended 31 August 2013, One iota had unaudited turnover of £0.61 million and profit before taxation of £0.21 million.
- ... One iota has developed a proprietary cloud-based modular technology platform, MESH. MESH enables the delivery of enterprise grade solutions, delivered in a 'Software as a Service' (SaaS) business model across its key offerings which span mobile commerce, ecommerce, social media and a range of in-store technology.
- ... MESH is used by some of the UK's leading retailers to power their multi-channel retail solutions, hosting thousands of visitors on a daily basis, and securely processing large volumes of transactions.
- ... One iota is currently working with retailers including: Littlewoods; Very.co.uk; Footasylum; and SuperDry.
- ... The consideration payable will be satisfied on completion by the payment of an initial cash consideration of £2.38 million and a further £0.75 million by the allotment and issue by the Company of 1,314,636 consideration shares at a price of 57.05 pence per share.
- ... Deferred consideration of £0.30 million will be paid unconditionally in six equal instalments of £50,000 over the three year period immediately following completion. Further conditional deferred consideration of up to £2.00 million will be payable subject to One iota achieving certain performance targets over the three years ending 30 September 2016.
- ... The Company has conditionally raised gross proceeds of approximately £3.50 million (before expenses) through the allotment and issue of 6,363,636 placing shares at 55pence per ordinary share.
- ... Sanderson plans to make its usual pre-close trading statement towards the end of October 2013 and the directors continue to expect the trading results for the year ending 30 September 2013 to be in line with market expectations.

Commenting on the Acquisition, Christopher Winn, Chairman, said:

"We are delighted to welcome the One iota team, led by Damian Hanson and David Hague into the Sanderson Group. Following the acquisition of Catan Marketing Limited in August 2013, the One iota acquisition further strengthens the Company's position in the rapidly expanding mobile enabled ecommerce and online sales markets."

Enquiries

Sanderson Group plc Christopher Winn, Chairman Adrian Frost, Finance Director	0333 123 1400
Charles Stanley Securities - Nominated Advisor and Broker Mark Taylor/Carl Holmes	020 7149 6000
Winningtons Financial Paul Vann	0117 985 8989 or 07768 807631

**SANDERSON GROUP PLC
ACQUISITION OF ONE IOTA LIMITED
PLACING OF 6,363,636 NEW ORDINARY SHARES AT 55 PENCE PER SHARE**

Sanderson Group plc is pleased to announce that its subsidiary, Sanderson Multi-Channel Solutions Limited, has acquired the entire issued share capital of One iota Limited, a leading provider of cloud-based multi-channel retail solutions, for a maximum aggregate consideration of £5.43 million.

Consideration for the Acquisition comprises an initial cash payment of £2.38 million and a further £0.75 million to be satisfied by the issue of 1,314,636 Sanderson ordinary shares to be allotted fully paid by the Company at a price of 57.05 pence per share (the "Consideration Shares"), both on completion. Deferred consideration of £0.3m shall be paid unconditionally in six equal instalments of £50,000 over the three year period immediately following completion. Further conditional deferred consideration of up to £2.00 million shall be payable subject to One iota achieving certain performance targets over the three years ending 30 September 2016.

Sanderson also announces that it proposes to raise £3.50 million (before expenses) by way of a placing (the "Placing") of 6,363,636 new ordinary shares at a price of 55 pence per share (the "Placing Shares").

The Placing is conditional, *inter alia*, on the directors being granted the necessary share capital authorities by shareholders to allot and issue the Placing Shares and a general meeting has therefore been convened at 10.00 a.m. on 25 October 2013 for such purposes. The approval of the Company's shareholders of the Acquisition itself is not necessary and the funds to be raised from the Placing are not intended to be employed to fund the payment of the consideration relating to the Acquisition.

Background to and reasons for the Acquisition and the Placing

It has been the directors' strategy to complement the organic growth of Sanderson with strategic acquisitions that enhance and broaden the Company's existing operations, particularly in the multi-channel retail division. Sanderson has continued to invest across all its divisions however the board of directors (the "Board") believes that significant market opportunities exist in developing the range and scope of solutions for online sales and ecommerce businesses as well as the development of mobile solutions across all of the Company's target markets.

On 12 August 2013, Sanderson completed the acquisition of Catan Marketing Limited, which provides ecommerce solutions under the 'PRIAM' trading name to over 30 multi-channel retailers. The acquisition of One iota further complements the Company's existing multi-channel retail solutions currently provided to its customers and will enable the acceleration of the Company's own ecommerce product development.

The maximum aggregate consideration for the Acquisition is £5.43 million, of which the initial consideration of £2.38 million in cash will be financed from the Group's existing cash resources. The purpose of the Placing is to maintain the strength of the Sanderson balance sheet, following the Acquisition and to provide funding to allow the Company to pursue opportunities for further growth. The Board anticipates utilising the proceeds of the Placing to accelerate the pace at which the Company is able to bring new solutions to the market, whilst retaining sufficient cash reserves to maintain financial flexibility.

Information on One iota

One iota was founded in January 2010 to develop ecommerce solutions across multiple new technology devices and channels. One iota's head office is based in Rossendale, Lancashire with two further offices in South Wales and London. One iota currently has 20 employees.

One iota has developed a proprietary cloud-based modular technology platform, MESH. MESH enables the delivery of enterprise grade solutions, delivered in a 'Software as a Service' (SaaS) business model across its key offerings which span mobile commerce, ecommerce, social media and a range of in-store technology.

MESH is cloud-based and developed to be channel agnostic, has the flexibility to handle integration into existing systems and can either be deployed as a managed service or utilised as a developer platform. MESH is used by

some of the UK's leading retailers to power their multi-channel ecommerce solutions, hosting thousands of visitors on a daily basis, and securely processing large volumes of transactions. One iota is currently working with retailers including: Littlewoods; Very.co.uk; Footasylum; and SuperDry.

Financial overview

For the year ended 31 January 2013, One iota had an unaudited turnover of £0.66 million (2012: £0.50 million) and profit before taxation of £0.195 million (2012: £0.158 million). At 31 January 2013, One iota's net assets were £0.85 million. For the seven months ended 31 August 2013, One iota had unaudited turnover of £0.61 million and profit before taxation of £0.21 million.

Directors

Damian Hanson, CEO & Co-founder

Damian founded One iota in 2010 having worked for 2ergo Group plc ("2ergo") since 2002 as Group Sales Director. Prior to joining 2ergo, Damian worked for GE Capital ITS and National Computing Centre.

David Hague, CTO & Co-founder

David co-founded Wapfly, a mobile software business in 2004, which provided mobile media services for companies such as EMAP, Bauer Media and Condé Nast. In 2009 Wapfly was acquired by 2ergo. David held managerial roles at 2ergo before founding One iota in 2010 with Damian.

Terms of the Acquisition

Sanderson and SMCS have entered into an acquisition agreement in relation to the sale and purchase of the entire issued share capital of One iota. The maximum consideration payable under the acquisition agreement is £5.43 million.

The consideration payable will be satisfied on completion by the payment by SMCS of an initial cash consideration of £2.38 million and a further £0.75 million in Consideration Shares to be allotted fully paid by the Company at a price of 57.05 pence per share, being the average of the middle market quotations of an ordinary share of Sanderson as shown by the AIM section of the London Stock Exchange Daily Official List for the thirty consecutive business days ending on 30 September 2013. The initial cash consideration is being satisfied from the Company's own existing cash resources.

Deferred consideration of £0.30 million shall be paid unconditionally in six equal instalments of £50,000 over the three year period immediately following completion. Further conditional deferred consideration of up to £2.00 million shall be payable subject to One iota achieving certain performance targets over the three years ending 30 September 2016. If One iota trades in line with its financial targets, consideration of approximately £0.50 million would be payable in respect of both financial years ending 30 September 2014 and 30 September 2015. Consideration of up to £1.00 million would be payable in respect of the year ending 30 September 2016. No deferred consideration will be payable in respect of any financial year in which profits before tax fail to exceed £0.30 million and where revenue growth expectations are not achieved.

Certain employees of One iota will be awarded options under the terms of the existing Sanderson enterprise management incentive ("EMI") plan as a replacement arrangement for One iota's existing EMI scheme and to provide an incentive to certain key staff.

Application will be made to the London Stock Exchange for the Consideration Shares to be admitted to trading on AIM. It is expected that admission of the Consideration Shares will occur at 8.00 a.m. on 11 October 2013.

The Consideration Shares will rank *pari passu* in all respects with the existing Sanderson ordinary shares, including the right to receive all dividends and other distributions declared, made or paid on or after admission.

Details of the placing

The Company has conditionally raised gross proceeds of approximately £3.5 million (before commission and transaction related expenses) through the proposed allotment and issue of the Placing Shares at the placing price of 55 pence per ordinary share, which represents a discount of approximately 3.51 per cent. to the middle market closing price of 57 pence on 7 October 2013, being the last practicable date prior to the publication of this document. The Placing Shares will represent approximately 12.36 per cent. of the enlarged issued share capital of Sanderson.

The proceeds of the Placing, when added to the existing resources available to the Company will be used to finance:

- ... the development of synergies of the MESH technology with existing Sanderson ecommerce solutions;
- ... the acceleration of the development of Sanderson mobile solutions; and
- ... increased sales and marketing activities.

The Placing is conditional upon, *inter alia*, the resolutions being passed at the general meeting and admission of the Placing Shares becoming effective on or before 8.00 a.m. on 28 October 2013 (or such later time and/or date as the Company and Charles Stanley may agree, but in any event no later than 8.00 a.m. on 11 November 2013).

Current trading and prospects

At the time of the acquisition of Catan Marketing Limited, which was announced on 13 August 2013, Sanderson made the following statement: "Sanderson is continuing to trade well in the second half of the financial year ending 30 September 2013 and management expects trading results to be in line with market forecasts. There are some early signs of improving general economic conditions and this should assist future organic growth."

The Company plans to make its usual pre-close trading statement towards the end of October 2013 and the Board expects the trading results for the year ending 30 September 2013 to be in line with market expectations.

Settlement and dealings

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that admission of the Placing Shares will occur at 8.00 a.m. on 28 October 2013.

The Placing Shares will rank *pari passu* in all respects with the existing ordinary shares of Sanderson, including the right to receive all dividends and other distributions declared, made or paid on the existing ordinary shares on or after admission.

Following admission of the Placing Shares and Consideration Shares, the total issued share capital of the Company will increase to 51,479,218 ordinary shares. The Company does not hold any shares in treasury and therefore the total number of voting rights in Sanderson is 51,479,218 ordinary shares. This figure 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 charge to their interest in, the Company under the Financial Conduct Authority's Disclosure and Transparency Rules.

General meeting

A notice convening the general meeting to be held at the offices of the Company at Sanderson House, Manor Road, Coventry CV1 2GF at 10.00 a.m. on 25 October 2013 is set out in a circular being posted to shareholders today. At the general meeting, the following resolutions will be proposed:

- ... In the first resolution, the directors are seeking shareholder approval to allot up to an additional 6,363,636 new ordinary shares pursuant to the Placing. The new ordinary shares will amount to approximately 14.53 per cent. of the existing issued share capital of the Company and 12.36 per cent. of the enlarged issued share capital. This approval is in addition to the authority given to the Directors at the Company's annual general meeting on 28 February 2013 to allot relevant securities up to an aggregate nominal amount of £1,455,865 (and not in substitution for such authority). The authority sought to be given to the Directors, pursuant to this resolution, to allot shares in the capital of the Company requires an ordinary resolution of the Shareholders at a general meeting under section 551 of the Companies Act 2006 (the "Act"). This authority will expire at the conclusion of the next annual general meeting of the Company or on the date falling 15 months after the date on which this resolution is passed (whichever is the earlier).
- ... In the second resolution, subject to the passing of the first resolution, the Directors are seeking shareholder approval under section 570 of the Act to allot for cash up to 6,363,636 new ordinary shares in accordance with the Placing without being required first to offer such securities to Shareholders in accordance with the statutory pre-emption rights set out in section 561 of the Act. This authority will also expire at the conclusion of the next annual general meeting of the Company or on the date falling 15 months after the date on which this resolution is passed (whichever is the earlier). The statutory pre-emption rights set out in section 561 of the Act do not apply to the allotment of the Consideration Shares on the basis that the shares are being allotted for non-cash consideration.

Circular

A circular is being posted to shareholders today. Copies of the circular will be available to the public free of charge from the registered office of the Company at Sanderson House, Manor Road, Coventry CV1 2GF and from the offices of Charles Stanley at 131 Finsbury Pavement, London EC2A 1NT, during normal office hours, (Saturdays, Sundays and bank holidays excepted) from the date of this document until the date which is one month following Completion and on the Company's website, at www.sanderson.com.

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