

Regulatory Story

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Sanderson Group PLC - SND Trading Update
Released 07:00 27-Oct-2015



RNS Number : 4950D
Sanderson Group PLC
27 October 2015

FOR IMMEDIATE RELEASE

27 OCTOBER 2015

SANDERSON GROUP PLC

Pre-close Trading Update

"On-target results; strong trading momentum maintained, with growing presence in the rapidly developing digital retail market"

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, issues the following trading update ahead of the announcement of its preliminary results for the year ended 30 September 2015, scheduled to be released on 1 December 2015.

The trading results for the year ended 30 September 2015 ('year-end') are in line with market expectations and will show Group revenue growing to over £19.0 million (2014: £16.4 million) and adjusted operating profit (stated before the amortisation of acquisition-related intangibles, share-based payment charges and acquisition-related costs) growing to over £3.3 million (2014: £2.8 million).

The Group continues to invest in its product and service offerings, which are very much designed to provide customers with sustainable and tangible business benefits often visible within a short timeframe. A particular focus of Group investment is in the multi-channel retail business to further enable the adoption and application of digital and mobile technologies into the retail market. The application of new and emerging digital technologies, in particular mobile and social media, is transforming the customer shopping experience. One iota, the Group's mobile commerce business focused on delivering cloud-based solutions accessed via mobile, tablet and in-store devices, achieved revenue growth of over 75% in the year. The Group expects that it will continue to achieve significant growth in this rapidly developing digital retail market, as retailers seek to adopt technology in order to transform the shopping experience for their connected customers, as well as, to boost their revenues.

Within the manufacturing division, the part of the business which is focused on supplying customers operating in the food and drink processing market experienced slower trading conditions with some project and order delays. However, a large new customer order has been received since the year-end and trading prospects for the current financial year are much improved.

The Group acquired Proteus Software Limited, a provider of specialist warehouse management solutions in December 2014 and Proteus has made a positive contribution in its first year as part of Sanderson. Notwithstanding the ongoing investment in product development and complementary acquisitions which have been funded by the Group's cash generative business model, the Sanderson balance sheet remains strong with a cash balance in excess of £4.4 million at the year-end (31 March 2015: £4.2 million).

The overall economic environment appears 'mixed' and sales cycles continue to be protracted. The deployment and use of mobile technologies is continuing to develop with market demand accelerating. In the coming year, management expects to focus further efforts on delivering growth across the Group's businesses but especially from the newly emerging digital retail market. Further complementary acquisitions will continue to be carefully considered by the Board.

Sanderson has maintained a strong balance sheet and has a robust business model built upon long-term relationships with customers which generate strong recurring revenues, currently representing over 52% of total revenue. Sanderson is well positioned in its target markets. Together, these factors provide the Board with a good level of confidence that, at this early stage of the new financial year, the Group will make further progress and deliver trading results which are, at least, in line with market expectations for the year ending 30 September 2016.

Enquiries:

Sanderson Group plc	0333 123 1400
Christopher Winn, Chairman	
Ian Newcombe, Chief Executive	
Adrian Frost, Finance Director	
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Sanderson Group PLC - SND Holding(s) in Company
Released 07:06 17-Nov-2015



RNS Number : 9445F
Sanderson Group PLC
17 November 2015

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
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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	Downing LLP
4. Full name of shareholder(s) (if different from 3.): ^{iv}	Downing ONE VCT plc Client funds managed by Downing LLP
5. Date of the transaction and date on which the threshold is crossed or reached: ^v	16/11/2015
6. Date on which issuer notified:	16/11/2015

7. Threshold(s) that is/are crossed or reached: ^{vi, vii}	4%
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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	Direct ^{xi}	Indirect ^{xii}	Direct	Indirect
Ordinary shares	2,167,574	2,167,574	2,193,506	2,193,506		4.02%	

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
2,193,506	4.02%

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

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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:	Grant Whitehouse, company Secretary
15. Contact telephone number:	0207 416 7780

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END

2015 Preliminary Results
Released 07:00 01-Dec-2015



RNS Number : 4745H
Sanderson Group PLC
01 December 2015

FOR IMMEDIATE RELEASE

1 December 2015

SANDERSON GROUP PLC

Preliminary Results for the year ended 30 September 2015

"Good trading momentum maintained with One iota revenues up 70%;
Strong order book; proposed final dividend up 20%"

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 2015.

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

"The trading results for the year ended 30 September 2015 are in line with market expectations and show Group revenue growing to £19.18 million (2014: £16.41 million) and adjusted operating profit* growing to £3.30 million (2014: £2.84 million), an increase of 16%.

"Overall, gross margin has been maintained at 85% (2014: 85%), reflecting a continuing emphasis on the supply of Sanderson proprietary software and services. The Group's order book remains strong and at the year-end stood at a robust £2.35 million (2014: £2.41 million).

"The Group's cash generative business model has enabled Sanderson to invest in excess of £3 million during the year to further develop the Group's operations, including £1.91 million of consideration and deferred consideration payments in respect of acquired businesses. Following this investment, at 30 September 2015, Sanderson reported a cash balance of £4.61 million (2014: £6.16 million)."

Highlights - Financial

- Revenue increased to £19.18 million (2014: £16.41 million).
- Pre-contracted recurring revenues of £9.77 million (2014: £8.76 million), representing approximately 51% of total revenue; gross margin from recurring revenues covered 67% of total Group overhead (2014: 71%).
- Operating profit* increased 16% to £3.30 million (2014: £2.84 million).
- Profit before tax of £2.03 million (2014: £1.92 million).
- Basic earnings per share of 3.4 pence (2014: 3.1 pence).
- Adjusted** earnings per share of 5.1 pence (2014: 4.6 pence)
- Net cash at year-end of £4.61 million (2014: £6.16 million) after acquisition related cash consideration payments of £1.91 million.
- Proposed final dividend up 20% to 1.2 pence per share (2014: 1.0 pence; 2013: 0.85 pence), making total for year of 2.1 pence (2014: 1.8 pence; 2013: 1.5 pence).

Highlights - Operational

- Strong trading momentum in Multi-Channel retail complemented by significant growth in digital retail businesses with One iota revenues up 70%.
- Introduction of new Unity Express ERP product targeting newer manufacturing businesses gaining good traction with three new client wins.
- Appointments of Ian Newcombe as Group CEO and David Gutteridge as non-Executive Director in June 2015.
- New Three Year Plan adopted; future reporting of divisional performance to change to Digital Retail and Enterprise Software

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

** Adjusted for amortisation of acquisition-related intangibles, share-based payment charges and acquisition-related and restructuring costs

On current trading and prospects, Ian Newcombe, Group Chief Executive, added:

"Sanderson has maintained a strong balance sheet, a robust business model built upon long-term relationships with customers generating strong recurring revenues and is well-positioned in its target markets. Together, these factors provide the Board with a good level of confidence that, at this early stage of the new financial year, the Group will make further progress and deliver trading results which are, at least, in line with market expectations for the year ending 30 September 2016."

Enquiries:

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Mark Taylor, Panmure Gordon (UK) Limited
(Nominated Advisor)

Telephone: 020 7866 2500

SANDERSON GROUP PLC**Preliminary Results for the year ended 30 September 2015****Chairman's statement**

Sanderson Group plc, 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 2015.

Financial results

The trading results for the year ended 30 September 2015 are in line with market expectations and show Group revenue growing to £19.18 million (2014: £16.41 million) and adjusted operating profit (stated before the amortisation of acquisition-related intangibles, share-based payment charges and acquisition-related and restructuring costs) growing to £3.30 million (2014: £2.84 million), an increase of 16%.

Overall, gross margin has been maintained at 85% (2014: 85%), reflecting a continuing emphasis on the supply of Sanderson proprietary software and services. The Group's order book remains strong and at the year-end stood at a robust £2.35 million (2014: £2.41 million).

The Group's cash generative business model has enabled Sanderson to invest in excess of £3 million during the year to further develop the Group's operations, including £1.91 million of consideration and deferred consideration payments in respect of acquired businesses. Following this investment, at 30 September 2015, Sanderson reported a cash balance of £4.61 million (2014: £6.16 million).

Dividend

This strong cash generation has enabled the Board to maintain a 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, scheduled to be held on 3 March 2016, the Board is proposing a final dividend of 1.2 pence per ordinary share, making a total of 2.1 pence for the year. This represents a 17% increase compared with the total dividend of 1.80 pence in 2014. The final dividend, if approved, will be paid on 18 March 2016 to shareholders on the register at the close of business on 4 March 2016.

Strategy

The strategy of the Board is to achieve sustained growth by further building and developing the Sanderson businesses operating within the multi-channel retail and manufacturing target markets. The digital retail opportunity, in particular, provides exposure to a market sector which is experiencing rapid growth. 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 our fast growing digital retail businesses, for the food and drink processing sector and for entry level systems in the manufacturing division. Mobile solutions continue to be developed across all of the Group's target markets.

To augment organic growth, selective acquisition opportunities will continue to be considered.

Management and staff

Ian Newcombe, who has made a major contribution to the formulation of the Group's strategy and who has personally driven the development of the multi-channel business, was appointed as Group Chief Executive on 9 June 2015. The Sanderson executive plc team comprises Ian Newcombe as Group Chief Executive, Adrian Frost as Group Finance Director and myself, as Executive Chairman.

The Group Board was also further strengthened by the appointment of David Gutteridge, as a non-executive director. David has considerable business experience including with Financial Objects plc, Cyan Holdings plc and previously with Sanderson Group plc as a non-executive director between IPO in 2004 and 2012. David was

Chairman of Tinglobal Limited until May 2014, when he led a successful trade sale to Singapore listed, Declout Plc.

Sanderson now employs 235 staff with a high level of experience and specialist expertise in the market sectors which the Group addresses. On behalf of the Board, I would again like to thank everyone for their hard work, support, dedication and contribution to the ongoing development of the Group.

Christopher Winn
Chairman

SANDERSON GROUP PLC

Preliminary Results for the year ended 30 September 2015

Group Chief Executive's business review

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 are marketed, sold under licence, delivered, supported and serviced by expert Sanderson staff. The Group has delivered a consistent and reliable quality of service which has ensured the development of long-term relationships with customers.

The Group's solutions are developed and marketed to provide customers with 'value for money' IT systems which offer tangible business benefits and a timely return on investment. The primary target market for Sanderson comprises generally small and medium sized businesses. Sanderson solutions typically enable customers to increase sales and revenue whilst also achieving additional efficiencies by making and maintaining cost-savings, often within twelve months of implementation.

The Group has continued to invest in both the development of software products and services, as well as in sales and marketing. Particular emphasis has been placed on the Group businesses specialising in the development of mobile commerce solutions and food and drink processing solutions. The mobile commerce products, together with in-store technology developments, are collectively referred to as digital retail solutions which enable retailers to capitalise on the huge growth in the widespread adoption of smartphones and tablets and to exploit mobile as a sales channel. Full integration with existing business systems minimises duplication of data handling and significantly improves the return on investment achieved by customers adopting this technology.

At the core of the Group's well-developed business model is Sanderson software with on-premise and cloud-based licences, together with Sanderson services, provided to customers on an ongoing annual contractual basis. This recurring revenue stream is augmented by consultancy, support and maintenance services. In the year ended 30 September 2015, pre-contracted revenues were £9.77 million representing 51% of total revenues (2014: £8.76 million). The gross margin from recurring revenues covered 67% of total Group overheads in the year (2014: 71%).

Reflecting prior and continuing investment in the Group's sales and marketing capacity and capability, Sanderson achieved an improved intake of sales orders in the year of £10.03 million (2014: £8.71 million), with 21 new customers being gained (2014: 17).

Acquisition

On 5 December 2014, the Group acquired a supplier of specialist warehouse management solutions, Proteus Software Limited, for an initial cash consideration of £1.40 million. Up to a further £0.50 million is payable in March 2016, based upon the trading performance of Proteus in the twelve months following acquisition. Proteus solutions, which complement the Group's own products, services and customers are used by businesses operating in the areas of third party logistics, warehouse management and supply chain distribution. The Proteus business has been positioned within the Group's multi-channel business and its results are reported within this division.

Review of multi-channel retail

Sanderson provides comprehensive IT solutions to businesses operating in the ecommerce, mobile commerce, retail, distribution, wholesale and logistics sectors of the UK. Mobile enablement and deployment continues to be a key business driver in this sector with increasing levels of business activity. Well-positioned in this active sector, One iota Limited has grown revenue by in excess of 70% during the year. The wholesale distribution and cash and carry market has been a slower area of business during the year but prospects for the coming year have improved, driven by the latest enhanced version of software. Proteus has made a steady start as part of Sanderson and contributed £1.88 million of revenue and £58,000 of profit. The addition of Proteus has helped to further expand the Group's presence in the areas of warehousing, logistics and supply chain. A number of internal 'joint' sales opportunities are being developed.

The deployment and use of mobile technologies is continuing to grow with market demand accelerating. In the coming year, management expects to focus further efforts on delivering growth across the Group's businesses but especially from the newly emerging digital retail market, where the Group's One iota business has a growing presence.

Ten new customers were gained during the year, including Anzac Wines & Spirits, Dunsters Farm, Superdry and Matthew Algie (2014: ten new customers). The multi-channel retail division has continued to gain a number of large orders from existing customers who generally invest in and deploy the latest technologies to attract new customers and to maximise sales.

Divisional revenue rose by 31% to £12.71 million (2014: £9.68 million) and operating profit rose by 39% to £2.62 million (2014: £1.89 million). The year-end order book continued to be strong at £1.45 million (2014: £1.48 million) and with good sales prospects, the multi-channel retail business is well-positioned to achieve its increased trading targets for the current financial year ending 30 September 2016.

Review of manufacturing

Businesses in the food and drink processing sectors and engineering, plastics, aerospace, electronics, print ('general manufacturing'), represent the main areas of specialisation for Sanderson in manufacturing markets. The overall divisional trading performance was lower than expected and this contrasted with the strong trading performance of the prior year.

Sanderson continues to invest in product development and in its sales and marketing capability with a focus on the 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 the food and drink industry. The Group business which focuses on customers operating in this food and drink market sector experienced some delay in the receipt of expected sales orders and delivered a lower level of profitability as a result. However, one large order with a value in excess of £400,000 was gained just after the year-end and the outlook for the current year to 30 September 2016, is much improved.

The Sanderson business which addresses the general manufacturing market improved its trading performance and this improvement is expected to continue into the current year. The introduction of the new Unity Express 'ERP' ('Enterprise Resource Planning') product aimed at new and emerging manufacturing businesses has proved successful and three new customers were gained in the year, albeit at an average contract value of in the region of £35,000, compared with the average value experienced by the remainder of the Group of nearer £75,000 across the 21 new customer contracts signed in the year. It is expected that Unity Express will augment the Unity solution, which is targeted at larger businesses.

Eleven new customers were gained during the year, including Simtom Food Products, Summit Chairs, St Marcus Fine Foods, Wine Bottling Solutions, Purdie Dished Ends and NutriFresh. This compares with seven new customers in the prior year. Large projects with existing customers included Food Partners, Cook Trading and Freddy Hirsch.

Revenue for the year was £6.48 million (2014: £6.74 million) and operating profit was £680,000 (2014: £952,000). Recurring revenue represents over 58% of total divisional revenue and covers over three-quarters of divisional overheads. A good start to the current year, together with a strong sales prospect list, should ensure that the manufacturing division achieves a much improved trading result for the full year ending 30 September 2016.

Outlook

The Board has adopted a three-year strategy and has an internal business plan which seeks to further develop the Group both organically as well as by way of selective acquisitions, thereby increasing profitability, dividends and shareholder value. The Board believes that the Group's digital retail business will enhance the Group's ability to develop and expand. Revenues derived from the digital retail market have grown from £4.53 million in the year ended 30 September 2014 to £5.87 million in the year ended 30 September 2015. Reflecting the growing importance of the Group's digital retail business, going forward, the Group intends to report its breakdown of divisional results in terms of a Digital Retail business division and an Enterprise software division, which consist of a manufacturing business and a warehouse and logistics business. The Board will continue to invest in its ERP software businesses, in order to ensure that product offerings continue to both attract new customers as well as to maximise and encourage additional investment in system enhancements from existing customers. The combination of more rapid growth available via a Digital Retail division and the steadier growth from the Enterprise Software business is expected to enable the Group to meet its strategic targets over the next three years and beyond.

Sanderson has maintained a strong balance sheet, a robust business model built upon long-term relationships with customers generating strong recurring revenues and is well-positioned in its target markets. Together, these factors provide the Board with a good level of confidence that, at this early stage of the new financial year, the Group will make further progress and deliver trading results which are, at least, in line with market expectations for the year ending 30 September 2016.

Ian Newcombe
Group Chief Executive

**Consolidated income statement
for the year ended 30 September 2015**

	Note	2015 £000	2014 £000
Revenue	2	19,182	16,411
Cost of sales		(2,964)	(2,483)
Gross profit		16,218	13,928
Technical and development costs		(7,858)	(6,322)
Administrative and establishment expenses		(3,774)	(3,731)
Sales and marketing costs		(2,165)	(1,827)
Results from operating activities		2,421	2,048
Results from operating activities before adjustments in respect of the following:		3,303	2,839
Amortisation of acquisition-related intangibles		(483)	(387)
Acquisition-related and restructuring costs		(310)	(303)
Share-based payment charges		(89)	(101)
Results from operating activities		2,421	2,048
Finance income	3	47	28
Finance expenses	4	(185)	(160)
Acquisition-related finance expense	4	(252)	-
Profit before taxation		2,031	1,916
Taxation	5	(164)	(318)
Profit for the year		1,867	1,598

All operations are continuing.

All of the profit for the year is attributable to equity holders of the parent undertaking.

Earnings per share

From profit attributable to the owners of the parent undertaking during the year

Basic earnings per share	7	3.4p	3.1p
Diluted earnings per share	7	3.3p	2.9p

Consolidated statement of comprehensive income
for the year ended 30 September 2015

	2015	2014
	£000	£000
Profit for the year	1,867	1,598
Other comprehensive income		
<i>Items that will not subsequently be reclassified to profit or loss</i>		
Re-measurement of net defined benefit liability	(90)	(834)
Deferred taxation effect of defined benefit pension plan items	18	183
	(72)	(651)
<i>Items that will subsequently be reclassified to profit or loss</i>		
Change in fair value of available for sale financial asset	(31)	17
Foreign exchange translation differences	(78)	23
Total comprehensive income attributable to equity holders of the parent	1,686	987

Consolidated statement of financial position
at 30 September 2015

	2015	2014
	£000	£000
Non-current assets		
Property, plant and equipment	469	294
Intangible assets	30,627	28,514
Deferred tax assets	1,319	1,145
	32,415	29,953
Current assets		
Inventories	83	4
Trade and other receivables	5,472	4,706
Other short-term financial assets	190	222
Cash and cash equivalents	4,607	6,159
	10,352	11,091
Current liabilities		
Trade and other payables	(3,909)	(3,355)
Deferred consideration	(1,594)	(815)
Income tax payable	-	(47)
Deferred income	(4,830)	(4,412)
	(10,333)	(8,629)
Net current assets	19	2,462
Total assets less current liabilities	32,434	32,415
Non-current liabilities		
Pension obligations	(4,627)	(4,804)
Deferred consideration	(244)	(1,213)
Deferred tax liabilities	(936)	(581)
	(5,807)	(6,598)
Net assets	26,627	25,817
Equity attributable to equity holders of the parent company		
Share capital	5,460	5,406
Share premium	9,023	8,809
Available for sale reserve	60	91
Foreign exchange reserve	(87)	(9)
Retained earnings	12,171	11,520
Total equity	26,627	25,817

Consolidated statement of changes in equity
for the year ended 30 September 2015

	Share capital £000	Share premium £000	Available for sale reserve £000	Foreign exchange reserve £000	Retained earnings £000	Total equity £000
At 1 October 2014	5,406	8,809	91	(9)	11,520	25,817
Exercise of share options	54	214	-	-	(150)	118
Settlement of share options	-	-	-	-	(48)	(48)
Dividend paid	-	-	-	-	(1,035)	(1,035)
Share-based payment charge	-	-	-	-	89	89
Transactions with owners	54	214	-	-	(1,144)	(876)
Profit for the year	-	-	-	-	1,867	1,867
<i>Other comprehensive income:</i>						
Remeasurement of net defined benefit liability	-	-	-	-	(90)	(90)
Deferred tax on above	-	-	-	-	18	18
Foreign exchange translation differences	-	-	-	(78)	-	(78)
Change in fair value of available for sale financial asset	-	-	(31)	-	-	(31)
Total comprehensive income	-	-	(31)	(78)	1,795	1,686
At 30 September 2015	5,460	9,023	60	(87)	12,171	26,627

for the year ended 30 September 2014

	Share capital £000	Share premium £000	Available for sale reserve £000	Foreign exchange reserve £000	Retained earnings £000	Total equity £000
At 1 October 2013	4,380	4,302	74	(32)	12,175	20,899
Exercise of share options	258	1,206	-	-	(830)	634
Issue of shares	768	3,482	-	-	-	4,250
Costs incurred in respect of share issue	-	(181)	-	-	-	(181)
Dividend paid	-	-	-	-	(873)	(873)
Share-based payment charge	-	-	-	-	101	101
Transactions with owners	1,026	4,507	-	-	(1,602)	3,931
Profit for the year	-	-	-	-	1,598	1,598
<i>Other comprehensive income:</i>						
Remeasurement of net defined benefit liability	-	-	-	-	(834)	(834)
Deferred tax on above	-	-	-	-	183	183
Foreign exchange translation differences	-	-	-	23	-	23
Change in fair value of available for sale financial asset	-	-	17	-	-	17
Total comprehensive income	-	-	17	23	947	987
At 30 September 2014	5,406	8,809	91	(9)	11,520	25,817

Consolidated statement of cash flows
for the year ended 30 September 2015

	2015	2014
	£000	£000
Cash flows from operating activities		
Profit for the year after taxation	1,867	1,598
<i>Adjustments for:</i>		
Amortisation of intangible assets	982	630
Depreciation	156	135
Share-based payment charge	89	101
Net finance expense	390	132
Income tax charge	164	318
Operating cash flow before changes in working capital	3,648	2,914
Movement in trade and other receivables	(105)	(1,076)
Movement in inventories	(37)	(4)
Movement in trade and other payables	(629)	856
Cash generated from operations	2,877	2,690
Payments to defined benefit pension scheme	(450)	(360)
Income tax paid	(5)	-
Interest paid	-	(2)
Net cash flow from operating activities	2,422	2,328
Cash flow from investing activities		
Purchase of property, plant and equipment	(296)	(113)
Acquisition of subsidiary undertakings, net of cash acquired	(1,041)	(2,046)
Payment of deferred consideration in respect of subsidiary undertakings	(895)	(100)
Dividend received	12	15
Bank interest received	35	13
Development expenditure capitalised	(824)	(680)
Net cash flow from investing activities	(3,009)	(2,911)
Cash flow from financing activities		
Issue of shares, net of costs	118	3,953
Settlement of share options	(48)	-
Equity dividends paid	(1,035)	(873)
Net cash flow from financing activities	(965)	3,080
Net (decrease)/increase in cash and cash equivalents	(1,552)	2,497
Cash and cash equivalents at beginning of year	6,159	3,662
Cash and cash equivalents at the end of the year	4,607	6,159

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:

	Multi-Channel		Manufacturing		Total	
	2015	2014	2015	2014	2015	2014
	£000	£000	£000	£000	£000	£000
Revenue - external customers	12,704	9,675	6,478	6,736	19,182	16,411
Cost of sales	(1,670)	(1,293)	(1,294)	(1,190)	(2,964)	(2,483)
Gross profit	11,034	8,382	5,184	5,546	16,218	13,928
Depreciation +	(104)	(62)	(52)	(73)	(156)	(135)
Operating profit before adjustments	2,623	1,887	680	952	3,303	2,839
Amortisation*	(422)	(334)	(61)	(53)	(483)	(387)
Acquisition-related and restructuring costs	(201)	(303)	(109)	-	(310)	(303)
Share-based payment charges	(81)	(79)	(8)	(22)	(89)	(101)
Result from operating activities	1,919	1,171	502	877	2,421	2,048
Net finance expense					(390)	(132)
Taxation					(164)	(318)
Profit attributable to equity holders					1,867	1,598

*Amortisation of acquisition-related intangibles

+ Depreciation charged to operating profit

The CODM uses both gross profit and operating profit measures in assessing the performance of the Group's divisions.

2. Segmental reporting (continued)

Analysis of items contained within the Statement of Financial Position

	Multi-Channel		Manufacturing		Total	
	2015	2014	2015	2014	2015	2014
	£000	£000	£000	£000	£000	£000
Property, plant and equipment	319	184	150	110	469	294
Intangible assets	18,597	16,916	12,030	11,598	30,627	28,514
Deferred tax assets	227	8	1,092	1,137	1,319	1,145
Inventory	83	4	-	-	83	4
Cash and cash equivalents	1,560	2,972	1,451	2,111	3,011	5,083
Trade and other receivables	3,987	2,815	1,485	1,891	5,472	4,706
Total assets	24,773	22,899	16,208	16,847	40,981	39,746
Trade and other payables	(2,378)	(1,787)	(1,531)	(1,568)	(3,909)	(3,355)
Deferred income	(2,665)	(2,231)	(2,165)	(2,181)	(4,830)	(4,412)
Income tax	-	(47)	-	-	-	(47)
Deferred taxation	(863)	(554)	(73)	(27)	(936)	(581)
Deferred consideration	(1,575)	(2,028)	(263)	-	(1,838)	(2,028)
Pension obligations	-	-	(4,627)	(4,804)	(4,627)	(4,804)
Total liabilities	(7,481)	(6,647)	(8,659)	(8,580)	(16,140)	(15,227)
Allocated net assets	17,292	16,252	7,549	8,267	24,841	24,519

Other unallocated assets and liabilities	1,786	1,298
Net assets	26,627	25,817

Included within other unallocated assets and liabilities are cash balances totalling £1.60 million (2014: £0.70 million) and an investment held for resale. Amounts in respect of shared operations cannot be allocated between operating divisions.

3. Finance income

	2015 £000	2014 £000
Bank interest received	35	13
Dividend received	12	15
	47	28

4. Finance expenses

	2015 £000	2014 £000
Other interest	-	4
Net interest on defined benefit pension scheme deficit	185	156
	185	160

The Company is required by International Accounting Standards to calculate the fair value of deferred consideration by discounting expected future cash payments using the Company's cost of capital. The discount is then charged to the income statement over the period of deferral. As a result of certain deferred consideration payments in respect of One iota Limited being paid earlier than previously forecast, an accelerated charge of £252,000 (2014: £nil) has arisen. This charge, which is a non-cash item, has been separately reported as an acquisition-related finance expense.

5. Taxation

	2015 £000	2014 £000
Current tax expense		
UK corporation tax for the current year	-	-
Overseas corporation tax for the current year	-	(6)
Relating to prior periods	26	-
Total current tax	26	(6)
Deferred tax		
Deferred tax for the current year	216	315
Relating to prior periods	(78)	9
Total deferred tax	138	324
Taxation charged to the income statement	164	318

5. Taxation (continued)

Reconciliation of effective tax rate

The current consolidated tax charge for the period is lower (2014: lower) than the average standard rate of corporation tax in the UK during the period of 20.5%. The differences are explained below.

	2015 £000	2014 £000
Profit before taxation - continuing operations	2,031	1,916
Tax using the average UK Corporation tax rate of 20.5% (2014: 22%)	416	422

Effects of:

Expenses not deductible for tax purposes	74	62
Utilisation and recognition of losses	(262)	149
Tax relief arising on option exercise	-	(272)
Over provision in previous years	(52)	9
Change in tax rate	(12)	(52)
Total tax in income statement	164	318

6. Dividends

	2015 £000	2014 £000
Interim dividend of 0.9 per share (2014: 0.80p)	491	432
Final dividend relating to previous financial year of 1.00p per share (2014: 0.85p)	544	441
Total dividend for the financial year	1,035	873

A final dividend of 1.20 pence per ordinary share in respect of the financial year ended 30 September 2015 will be proposed at the Annual General Meeting of the Company, expected to be held on 3 March 2016. If approved by shareholders, the total final dividend payment will amount to £655,206. The directors will receive a proportion of this dividend by virtue of their shareholdings in the Company, details of which are disclosed in the Directors' Report.

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:	2015 £000	2014 £000
Result for the year	1,867	1,598
Amortisation of acquisition-related intangibles	483	387
Share-based payment charges	89	101
Acquisition-related and restructuring costs	310	303
Adjusted profit for the year	2,749	2,389

Number of shares:	2015 No.	2014 No.
In issue at the start of the year	54,063,808	43,800,946
Effect of shares issued in the year	347,143	8,057,990
Weighted average number of shares at year end	54,410,951	51,858,936
Effect of share options	1,446,115	2,328,723
Weighted average number of shares (diluted)	55,857,066	54,187,659

Earnings per share:	2015 (pence)	2014 (pence)
Total attributable to equity holders of the parent undertaking:		
Basic	3.4	3.1
Diluted	3.3	2.9

Earnings per share, adjusted, from continuing operations:

Basic	5.1	4.6
Diluted	4.9	4.4

8. Acquisitions

On 5 December 2014 the Group acquired control of Proteus Software Limited by purchasing the entire issued ordinary share capital (and thereby 100% of the voting rights) for a maximum aggregate consideration of £1.90 million. Cash consideration of £1.40 million was paid at completion and deferred consideration of up to £500,000 will be payable subject to Proteus achieving certain performance targets in the year to 5 December 2015. Based on current forecasts, management expect to pay £191,000 in January 2016 and this amount had been included in the calculation of consideration shown below.

The business provides warehouse management solutions to businesses operating in the areas of third party logistics, warehouse management and supply chain distribution. The business complements the Group's existing operations in these areas, a major reason for the Group completing the acquisition.

For the year ended 30 September 2014 Proteus had unaudited revenue of £1.98m (2013: £1.91m) and a loss before taxation of £3,000 (2013: profit before tax of £11,000). At 30 September 2014 Proteus's net assets were £586,000. In the period from 6 December 2014 to 30 September 2015 the subsidiary contributed £1.88 million to consolidated revenue and £58,000 to consolidated profit before taxation (stated after charging amortisation of acquired intangibles).

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	34	-	34
Intellectual property	395	214	609
Other intangible assets	-	173	173
Stock	42	-	42
Trade and other receivables	692	(36)	656
Cash and cash equivalents	452	-	452
Income tax receivable	-	42	42
Deferred income	(692)	-	(692)
Trade and other payables	(361)	(420)	(781)
Deferred taxation	-	(29)	(29)
Net identifiable assets and liabilities	562	(56)	506
Goodwill on acquisition			1,085
			1,591
Cash consideration paid at completion			1,400
Deferred contingent cash consideration			191
Net consideration payable			1,591

The deferred consideration payable has not been discounted as the likely amount payable and date of payment mean that the effect of any discount will be immaterial.

8. Acquisitions (continued)

On 8 June 2015 the Group acquired control of Evogenic Limited by purchasing the entire issued ordinary share capital (and thereby 100% of the voting rights) for a maximum aggregate consideration of £445,000. Cash consideration of £110,000 was paid at completion. Unconditional deferred consideration of £60,000 will be paid in five equal instalments at six monthly intervals commencing in December 2015. Further deferred consideration of up to £275,000 will be payable subject to the Evogenic trading activity achieving certain performance targets in the three years to June 2018. Based on current forecasts, management expect to pay £238,000 over the three year period.

The business has developed an ERP solution to meet the unique demands of SME manufacturers and distributors. The solution complements the Group's existing operations in these areas, a major reason for the Group completing the acquisition. For the year ended 30 June 2014 Evogenic had unaudited revenue of £84,000 (2013: £117,000) and a profit before taxation of £5,000 (2013: £14,000). At 30 June 2014 Evogenic's net assets were £16,000. In the period from 8 June 2015 to 30 September 2015 the Evogenic business contributed £30,000 to consolidated revenue and £5,000 to consolidated profit before taxation (stated after charging amortisation of acquired intangibles).

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	Fair value adjustment	Recognised value on acquisition
------------------------------------	--------------------------	------------------------------------

	£000	£000	£000
Property, plant and equipment	1	-	1
Intangible assets	-	216	216
Trade and other receivables	4	-	4
Cash and cash equivalents	17	-	17
Trade and other payables	(3)	(20)	(23)
Deferred taxation	-	(32)	(32)
Net identifiable assets and liabilities	19	164	183
Goodwill on acquisition			188
			371
Cash consideration paid at completion			110
Deferred, unconditional cash consideration			52
Deferred contingent cash consideration			209
Net consideration payable			371

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% based on management's estimate of the internal cost of capital appropriate to the investment.

8. Acquisitions (continued)

The fair value adjustments relate to the recognition of intangible assets in accordance with IFRS 3: Business Combinations, adjustments to trade receivables to provide for amounts written off post completion, the recognition of income tax and deferred tax assets and liabilities and the accrual of costs incurred prior to completion but payable after completion. 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 10% 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.

Costs relating to the acquisitions of £184,000 (2014: £125,000) 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 2015 statutory financial statements upon which the auditor's 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 2015 will be laid before the Company at the Annual General Meeting, expected to be held at the Company's registered office on 3 March 2016. 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.

This information is provided by RNS



Sanderson Group PLC - SND Posting of 2015 Annual Report & Accounts
Released 08:00 29-Dec-2015



RNS Number : 2534K
Sanderson Group PLC
29 December 2015

FOR IMMEDIATE RELEASE

29 DECEMBER 2015

SANDERSON GROUP PLC

Posting of 2015 Annual Report & Accounts

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 it has posted to shareholders its Annual Report & Accounts for the year ended 30 September 2015.

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

Enquiries:

Sanderson Group plc	0333 123 1400
Christopher Winn, Chairman	
Ian Newcombe, Chief Executive Officer	
Adrian Frost, Finance Director	

Panmure Gordon (UK) Limited	020 7886 2500
Nominated Advisor	
Mark Taylor / James Greenwood	

Walbrook PR	0117 985 8989
Paul Vann	or 07768 807631

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Sanderson Group PLC - SND Exercise of Share Options
Released 07:00 19-Jan-2016



RNS Number : 2713M
Sanderson Group PLC
19 January 2016

FOR IMMEDIATE RELEASE

19 JANUARY 2016

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 30,000 ordinary shares ('New Ordinary Shares'). The options were issued under the Group's CSOP scheme at a price of 49 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 21 January 2016.

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 54,711,985 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
Ian Newcombe, Chief Executive Officer
Adrian Frost, Finance Director

Panmure Gordon (UK) Limited 020 7886 2500
Nominated Advisor
Mark Taylor / James Greenwood

Walbrook PR Limited 0117 985 8989
Paul Vann or 07768 807631

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Sanderson Group PLC - SND Exercise of Share Options
Released 07:00 14-Jan-2016



RNS Number : 8408L
Sanderson Group PLC
14 January 2016

FOR IMMEDIATE RELEASE

14 JANUARY 2016

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 employees have exercised options over 81,435 ordinary shares ('New Ordinary Shares'). A total of 31,435 of the options were issued under the Group's EMI scheme at a price of 10 pence per ordinary share. The remaining 50,000 options were issued under the Group's Unapproved Scheme at a price of 23 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 18 January 2016.

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 54,681,985 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
Ian Newcombe, Chief Executive Officer
Adrian Frost, Finance Director

Panmure Gordon (UK) Limited 020 7886 2500
Nominated Advisor
Mark Taylor / James Greenwood

Walbrook PR 0117 985 8989
Paul Vann or 07768 807631

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Sanderson Group PLC - SND Total Voting Rights
Released 11:00 29-Jan-2016



RNS Number : 4499N
Sanderson Group PLC
29 January 2016

FOR IMMEDIATE RELEASE

29 JANUARY 2016

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 54,711,985 with each share carrying the right to one vote.

The above figure of 54,711,985 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.

Sanderson Group plc	0333 123 1400
Christopher Winn, Chairman	
Ian Newcombe, Chief Executive Officer	
Adrian Frost, Finance Director	

Panmure Gordon (UK) Limited	020 7886 2500
Nominated Advisor	
Mark Taylor / James Greenwood	

Walbrook PR Limited	0117 985 8989
Paul Vann	or 07768 807631

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Sanderson Group PLC - SND Exercise of Options
Released 07:00 09-Feb-2016



RNS Number : 45060
Sanderson Group PLC
09 February 2016

FOR IMMEDIATE RELEASE

9 FEBRUARY 2016

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 Ian Newcombe, Chief Executive Officer, has exercised options over 40,000 ordinary shares ('New Ordinary Shares') under the Group's CSOP scheme at an exercise price of 27.5 pence per ordinary share. Following the exercise of these options, Ian Newcombe is interested in 112,500 ordinary shares representing 0.21% of the issued share capital of the Group. Application has been made for the new shares to be admitted to AIM and admission is expected to take place on 12 February 2016.

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 54,751,985 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	
Ian Newcombe, Chief Executive Officer	
Adrian Frost, Finance Director	

Panmure Gordon (UK) Limited	020 7886 2500
Nominated Advisor	
Mark Taylor / James Greenwood	

Wallbrook PR	0117 985 8989
Paul Vann	or 07768 807631

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Sanderson Group PLC - SND Total Voting Rights
Released 07:00 29-Feb-2016



RNS Number : 4145Q
Sanderson Group PLC
29 February 2016

FOR IMMEDIATE RELEASE**29 FEBRUARY 2016****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 54,751,985 with each share carrying the right to one vote.

The above figure of 54,751,985 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.

Sanderson Group plc	0333 123 1400
Christopher Winn, Chairman	
Ian Newcombe, Chief Executive Officer	
Adrian Frost, Finance Director	

Panmure Gordon (UK) Limited	020 7886 2500
Nominated Advisor	
Mark Taylor / James Greenwood	


Walbrook PR	0117 985 8989
Paul Vann	or 07768 807631

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Sanderson Group PLC - SND Result of AGM
Released 16:38 03-Mar-2016



RNS Number : 0110R
Sanderson Group PLC
03 March 2016

FOR IMMEDIATE RELEASE
MARCH 2016

3

SANDERSON GROUP PLC**Result of Annual General Meeting**

At the Annual General Meeting of Sanderson Group plc, the software and IT services business specialising in digital retail technology and enterprise software for businesses operating in the manufacturing, warehousing and logistics sectors, held in Coventry at 10.00 am today, all resolutions put to shareholders were duly passed.

As a result, the final dividend for the year ended 30 September 2015 of 1.2 pence per share will be paid on 18 March 2016, to shareholders whose names appear on the register at the close of business on 4 March 2016.

Sanderson Group plc	0333 123 1400
Christopher Winn, Chairman	
Ian Newcombe, Chief Executive Officer	
Adrian Frost, Finance Director	

Panmure Gordon (UK) Limited	020 7886 2500
Nominated Advisor	
Erik Anderson / Fred Walsh	

Walbrook PR	0117 985 8989
Paul Vann	or 07768 807631

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Sanderson Group PLC - SND AGM Statement
Released 07:00 03-Mar-2016



RNS Number : 9014Q
Sanderson Group PLC
03 March 2016

FOR IMMEDIATE RELEASE
MARCH 2016

3

SANDERSON GROUP PLC

Annual General Meeting (AGM) Statement

Sanderson Group plc (Sanderson or the Group), the software and IT services business specialising in digital retail technology and enterprise software for businesses operating in the manufacturing, warehousing and logistics sectors, will hold its AGM in Coventry at 10.00 am today. At the AGM, Chairman, Christopher Winn, will make the following statement to shareholders:

"Following a strong trading performance in the previous year ended 30 September 2015, the Group has made a good start to the current financial year ending 30 September 2016, with trading results to the end of January 2016 being over ten per cent ahead of results for the same period last year.

Reflecting the investment which the Group has made in its sales and marketing capability over the last few years, total sales order intake is over fifteen per cent ahead of the same stage last year and the Group's total order book has risen from £2.35 million at year-end, to over £3.21 million currently. Business gained from new customers trading with Sanderson for the first time, has been very strong with over £1.5 million orders in the current year, which has exceeded the £1.4 million gained in the whole of the last financial year.

The Group's Digital Retail businesses operate in very active markets and a number of prospective new customers and customer opportunities are being developed which are expected to come to fruition in the usually busier second half of the current year.

The Sanderson Enterprise businesses have made a very strong start to the current year and have converted a number of previously delayed projects into firm orders, with particularly strong order intake from the food & drink, logistics and wholesale cash & carry sectors.

Sanderson customers and prospective customers are generally small and medium-sized (SME) businesses who naturally adopt a cautious approach. However, there is continued willingness to invest in IT products and solutions which deliver tangible business benefits. The Group targets its development and marketing investment at supplying and delivering cost effective, well supported solutions which provide the necessary additional business and cost benefits to customers.

Sanderson is a robust business, with over half of all revenues being recurring (pre-contracted for a minimum of a year ahead). The recurring revenue stream provides the Group with a cash generative business model, supporting the Group's progressive dividend. A recommended final dividend of 1.2 pence per share, for approval at today's AGM, will make a total dividend for last year of 2.1 pence per share, representing an increase of 16% over the previous year. Notwithstanding potential uncertainty caused by the forthcoming Referendum, the strong business model of the Group, cash-backed balance sheet and positive business momentum provide the Board with a good level of confidence that the Group will make continued progress in the current financial year ending 30 September 2016."

Sanderson Group plc
Christopher Winn, Chairman
Ian Newcombe, Chief Executive Officer
Adrian Frost, Finance Director

0333 123 1400

Panmure Gordon (UK) Limited
Nominated Advisor
Erik Anderson / Fred Walsh

020 7886 2500

Walbrook PR
Paul Vann

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Sanderson Group PLC - SND Holdings in Company
Released 10:15 16-Mar-2016



RNS Number : 2766S
Sanderson Group PLC
16 March 2016

TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARESⁱ

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	No
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): See box 13	Yes
3. Full name of person(s) subject to the notification obligation: ⁱⁱⁱ	Livingbridge VC LLP
4. Full name of shareholder(s) (if different from 3.): ^{iv}	Baronsmead Venture Trust plc - 4.15% Baronsmead Second Venture Trust plc - 4.32% Baronsmead VCT 5 plc - 0.34%
5. Date of the transaction and date on which the threshold is crossed or reached: ^v	11/03/2016
6. Date on which issuer notified:	15/03/2016
7. Threshold(s) that is/are crossed or reached: ^{vi, vii}	

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 Direct	Number of voting rights		% of voting rights x
				Direct ^{xi}	Indirect ^{xii}	
GB00B04X1Q77 GBP 10	4,818,257	8.8%			4,818,257	8.8%

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	8.8%
9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable: ^{xxi}	
Livingbridge VC LLP Baronsmead Venture Trust plc - 4.15% Baronsmead Second Venture Trust plc - 4.32% Baronsmead VCT 5 plc - 0.34% Registered in the name of Chase Nominees Ltd	

Proxy Voting:	
10. Name of the proxy holder:	Livingbridge VC 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
---	-----

13. Additional information:	Sanderson Group plc shares formerly held by Baronsmead VCT plc have been transferred to Baronsmead Venture Trust plc as a result of a merger and shares held by Baronsmead VCT 4 plc have been transferred to Baronsmead Second Venture Trust plc.
14. Contact name:	Karen Huxley
15. Contact telephone number:	020 7506 5643

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Sanderson Group PLC - SND Holding in Company
Released 12:45 29-Mar-2016



RNS Number : 4041T
Sanderson Group PLC
29 March 2016

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	
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	Unicorn Asset Management
4. Full name of shareholder(s) (if different from 3.): ^{iv}	Unicorn AIM VCT plc
5. Date of the transaction and date on which the threshold is crossed or reached: ^v	12 January 2016
6. Date on which issuer notified:	24 March 2016
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	Direct ^{xi}	Indirect ^{xii}	Direct	Indirect
GB00B04X1Q77	1,767,572				2,407,572		4.4

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
2,407,572	4.40

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:	<p>This disclosure has been calculated on the basis of there being 54,751,985 shares in issue.</p> <p>Sanderson Group plc formerly held by Rensburg AIM VCT plc have been transferred to Unicorn AIM VCT plc as a result of the merger of Rensburg AIM VCT plc into Unicorn AIM VCT plc</p>
14. Contact name:	Philip John
15. Contact telephone number:	020 7253 0889

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Sanderson Group PLC - SND Director's Exercise of Options
Released 12:01 31-Mar-2016



RNS Number : 7217T
Sanderson Group PLC
31 March 2016

**FOR IMMEDIATE RELEASE
MARCH 2016**

31

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 today exercised options over 50,000 ordinary shares ('New Ordinary Shares') under the Group's Unapproved scheme at an exercise price of 10 pence per ordinary share. It is also announced that Adrian Frost, yesterday sold 30,000 ordinary shares at a price of 79 pence per ordinary share. Following the exercise of these options and sale of shares, Adrian Frost is interested in 267,421 ordinary shares representing 0.49% of the issued share capital of the Group.

The New Ordinary Shares issued pursuant to the exercise of options will rank *pari passu* with the existing Sanderson ordinary shares. Application has been made for the New Ordinary Shares to be admitted to AIM and admission is expected to take place on 6 April 2016. Following allotment of the New Ordinary Shares, the Group will have in issue 54,801,985 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	
Ian Newcombe, Chief Executive Officer	
Adrian Frost, Finance Director	

Panmure Gordon (UK) Limited	020 7886 2500
Nominated Advisor	
Erik Anderson/Fred Walsh	

Walbrook PR	0117 985 8989
Paul Vann	or 07768 807631

Regulatory Story

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Sanderson Group PLC - SND Exercise of Share Options
Released 14:00 25-Apr-2016



RNS Number : 2361W
Sanderson Group PLC
25 April 2016

FOR IMMEDIATE RELEASE

25 APRIL 2016

SANDERSON GROUP PLC

Exercise of Options

Sanderson Group plc ('Sanderson' or 'the Group'), the software and IT services business specialising in digital retail technology and enterprise software for businesses in the manufacturing, wholesale distribution and logistics sectors, announces that an ex-employee has exercised options over 50,000 ordinary shares ('New Ordinary Shares'). The options were issued under the Group's Unapproved scheme at a price of 23 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 29 April 2016.

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 54,851,985 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
Ian Newcombe, Chief Executive Officer
Adrian Frost, Finance Director

Panmure Gordon (UK) Limited 020 7886 2500
Nominated Advisor
Erik Anderson/Fred Walsh

Walbrook PR 0117 985 8989
Paul Vann or 07768 807631

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Sanderson Group PLC - SND Pre-Close Trading Update
Released 07:00 26-Apr-2016



RNS Number : 2865W
Sanderson Group PLC
26 April 2016

**EMBARGOED UNTIL
APRIL 2016**

26

SANDERSON GROUP PLC

Pre-close Trading Update

"Continued progress: very strong sales order intake"

Sanderson Group plc ('Sanderson' or 'the Group'), the software and IT services business specialising in digital retail technology and enterprise software for businesses operating in the manufacturing, wholesale distribution and logistics sectors, announces the following trading update ahead of the announcement of its interim results for the six months ended 31 March 2016, scheduled to be released on Wednesday, 8 June 2016.

The Group's trading results for the six month period ending 31 March 2016 are in line with market expectations and will show both revenue and profit growth. Together with this good start to the year, a strong sales order intake and a high order book as at 31 March 2016, will place the Group in a good position to achieve market forecasts for the year ending 30 September 2016.

Revenue will show growth to just below £10 million, compared with £9 million and operating profit will be just under £1.5 million compared with £1.37 million in the equivalent period last year. Sales order intake was over £6 million (compared with £4.94 million in the prior year period) and included over £2 million of business gained from new customers, exceeding the total value of business gained from new customers during the whole of the financial year ended 30 September 2015. Reflecting this sales success, the Group's order book at 31 March 2016 stood at £3.20 million (31 March 2015: £2.84 million), whilst pre-contracted recurring revenues continued to grow and now represent 53% of total revenue. The net cash balance at 31 March 2016 was £3.39 million, reflecting strong cash generation and included the payment of the final deferred consideration of £1.54 million in respect of 2013 and 2014 acquisitions.

The Sanderson Digital Retail businesses which operate in very active and rapidly developing markets continued to make progress. Digital Retail grew revenue in the period, although short-term profitability in the six month period was affected by the planned further investment in management, sales and delivery capacity in anticipation of continued rapid growth in the digital retail market. Sales prospects remain good and notwithstanding some current nervousness in the retail sector, a strong full year performance is expected.

As reported in the trading statement which accompanied the Annual General Meeting on 3 March 2016, the Group's Enterprise businesses which have benefited from increased investment in their sales and marketing capability over the last two years, have made further strong progress in the year to date. The Manufacturing business, very much driven by the food and drink processing sector, has gained almost a million pounds of orders from new customers. The

Group businesses which focus on the supply of solutions to the wholesale distribution and logistics sectors have also traded very well and gained a high level of sales orders. The Enterprise businesses go into the second half with very strong order books, the majority of which is scheduled to be delivered before the Group's financial year-end on 30 September 2016.

The Group continues to seek complementary acquisitions and a number of opportunities are being developed. Management continue to adopt a careful and measured approach to acquisitions with the priority being very much focused on delivering shareholder value through continued growth and 'on target' results.

The Board remains cautious in its approach but a strong order book and healthy balance sheet, together with a good list of sales prospects, provides the Board with confidence that the Group will continue to make further progress and deliver trading results in line with market expectations for the current year ending 30 September 2016.

Enquiries:

Sanderson Group plc	0333 123 1400
Christopher Winn, Chairman	
Ian Newcombe, Chief Executive	
Adrian Frost, Finance Director	
 Panmure Gordon (UK) Limited - Nominated Advisor and Broker	 020 7886 2500
Erik Anderson/Fred Walsh	
 Walbrook PR	 0117 985 8989
Paul Vann	or 07768 807631

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Sanderson Group PLC - SND Total Voting Rights
Released 08:00 29-Apr-2016



RNS Number : 7793W
Sanderson Group PLC
29 April 2016

FOR IMMEDIATE RELEASE

29 APRIL 2016

SANDERSON GROUP PLC

Total Voting Rights

Sanderson Group plc ('Sanderson'), the software and IT services business specialising in digital retail technology and enterprise software for businesses operating in the manufacturing, wholesale distribution and logistics sectors, announces that 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 54,851,985 with each share carrying the right to one vote.

The above figure of 54,851,985 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.

Sanderson Group plc 0333 123 1400
Christopher Winn, Chairman
Ian Newcombe, Chief Executive Officer
Adrian Frost, Finance Director

Panmure Gordon (UK) Limited 020 7886 2500
Nominated Advisor
Erik Anderson/Fred Walsh

Walbrook PR 0117 985 8989
Paul Vann or 07768 807631

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Sanderson Group PLC - SND [Form 8.3 - Electronic Data Processing PLC](#)
Released 15:15 03-May-2016



RNS Number : 1032X
Sanderson Group PLC
03 May 2016

FORM 8.3

**PUBLIC OPENING POSITION DISCLOSURE/DEALING DISCLOSURE BY
A PERSON WITH INTERESTS IN RELEVANT SECURITIES REPRESENTING 1%
OR MORE**

Rule 8.3 of the Takeover Code (the "Code")

1. KEY INFORMATION

(a) Full name of discloser:	Sanderson Group plc
(b) Owner or controller of interests and short positions disclosed, if different from 1(a): <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	Electronic Data Processing PLC (EDP)
(d) If an exempt fund manager connected with an offeror/offeree, state this and specify identity of offeror/offeree:	
(e) Date position held/dealing undertaken: <i>For an opening position disclosure, state the latest practicable date prior to the disclosure</i>	2 May 2016
(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer? <i>If it is a cash offer or possible cash offer, state "N/A"</i>	YES / NO / N/A <i>If YES, specify which:</i>

2. POSITIONS OF THE PERSON MAKING THE DISCLOSURE

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

- (a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates following the dealing (if any)**

Class of relevant security:

Interests		Short positions	
Number	%	Number	%
292,500	2.3		

(1) Relevant securities owned and/or controlled:				
(2) Cash-settled derivatives:				
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:				
TOTAL:	292,500	2.3		

All interests and all short positions should be disclosed.

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

(b) Rights to subscribe for new securities (including directors' and other employee options)

Class of relevant security in relation to which subscription right exists:	
Details, including nature of the rights concerned and relevant percentages:	

3. DEALINGS (IF ANY) BY THE PERSON MAKING THE DISCLOSURE

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 3(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

The currency of all prices and other monetary amounts should be stated.

(a) Purchases and sales

Class of relevant security	Purchase/sale	Number of securities	Price per unit

(b) Cash-settled derivative transactions

Class of relevant security	Product description e.g. CFD	Nature of dealing e.g. opening/closing a long/short position, increasing/reducing a long/short position	Number of reference securities	Price per unit

(c) Stock-settled derivative transactions (including options)

(i) Writing, selling, purchasing or varying

Class of relevant security	Product description e.g. call option	Writing, purchasing, selling, varying etc.	Number of securities to which option relates	Exercise price per unit	Type e.g. American, European etc.	Expiry date	Option money paid/received per unit

(ii) Exercise

Class of relevant security	Product description e.g. call option	Exercising/exercised against	Number of securities	Exercise price per unit

(d) Other dealings (including subscribing for new securities)

Class of relevant security	Nature of dealing <i>e.g. subscription, conversion</i>	Details	Price per unit (if applicable)

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

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

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

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

(c) Attachments

Is a Supplemental Form 8 (Open Positions) attached?	YES/NO
---	--------

Date of disclosure:	3 May 2016
Contact name:	Christopher Winn
Telephone number:	0333 123 1400

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at monitoring@disclosure.org.uk. The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.

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

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Sanderson Group PLC - SND [Form 8.3 - Electronic Data Processing PLC](#)
Released 15:42 04-May-2016



RNS Number : 2680X
Sanderson Group PLC
04 May 2016

FORM 8.3

AMENDMENT: Changes to Sections 1(a) & 2(a) 1.

**PUBLIC OPENING POSITION DISCLOSURE/DEALING DISCLOSURE BY
A PERSON WITH INTERESTS IN RELEVANT SECURITIES REPRESENTING 1%
OR MORE
Rule 8.3 of the Takeover Code (the "Code")**

1. KEY INFORMATION

(a) Full name of discloser:	Sanderson Group plc, its Directors and their immediate families
(b) Owner or controller of interests and short positions disclosed, if different from 1(a): <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	Electronic Data Processing PLC (EDP)
(d) If an exempt fund manager connected with an offeror/offeree, state this and specify identity of offeror/offeree:	
(e) Date position held/dealing undertaken: <i>For an opening position disclosure, state the latest practicable date prior to the disclosure</i>	2 May 2016
(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer? <i>If it is a cash offer or possible cash offer, state "N/A"</i>	NO

2. POSITIONS OF THE PERSON MAKING THE DISCLOSURE

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

- (a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates following the dealing (if any)**

Class of relevant security:

Interests		Short positions	
Number	%	Number	%

(1) Relevant securities owned and/or controlled:	360,087*	2.86		
(2) Cash-settled derivatives:				
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:				
TOTAL:	360,087*	2.86		

* Of which 67,587 Ordinary shares are owned on a personal basis by Directors and their immediate families.

All interests and all short positions should be disclosed.

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

(b) Rights to subscribe for new securities (including directors' and other employee options)

Class of relevant security in relation to which subscription right exists:	
Details, including nature of the rights concerned and relevant percentages:	

3. DEALINGS (IF ANY) BY THE PERSON MAKING THE DISCLOSURE

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 3(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

The currency of all prices and other monetary amounts should be stated.

(a) Purchases and sales

Class of relevant security	Purchase/sale	Number of securities	Price per unit

(b) Cash-settled derivative transactions

Class of relevant security	Product description e.g. CFD	Nature of dealing e.g. opening/closing a long/short position, increasing/reducing a long/short position	Number of reference securities	Price per unit

(c) Stock-settled derivative transactions (including options)

(i) Writing, selling, purchasing or varying

Class of relevant security	Product description e.g. call option	Writing, purchasing, selling, varying etc.	Number of securities to which option relates	Exercise price per unit	Type e.g. American, European etc.	Expiry date	Option money paid/received per unit

(ii) Exercise

Class of relevant security	Product description e.g. call option	Exercising/exercised against	Number of securities	Exercise price per unit

(d) Other dealings (including subscribing for new securities)

Class of relevant security	Nature of dealing <i>e.g. subscription, conversion</i>	Details	Price per unit (if applicable)

4. OTHER INFORMATION**(a) Indemnity and other dealing arrangements**

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

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

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

(c) Attachments

Is a Supplemental Form 8 (Open Positions) attached?	NO
--	----

Date of disclosure:	4 May 2016
Contact name:	Christopher Winn
Telephone number:	0333 123 1400

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at monitoring@disclosure.org.uk. The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.

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

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Sanderson Group PLC - SND 2016 Interim Results
Released 07:00 08-Jun-2016



RNS Number : 5166A
Sanderson Group PLC
08 June 2016

**FOR IMMEDIATE RELEASE
JUNE 2016**

8

SANDERSON GROUP PLC**Interim Results for the six months ended 31 March 2016**

"Continued profitable growth; Very strong order book; Interim dividend up 11%; Board Change"

Sanderson Group plc ('Sanderson' or 'the Group'), the software and IT services business specialising in digital technology and enterprise software for businesses operating in the retail, manufacturing, wholesale distribution and logistics sectors, announces its interim results for the six month period ended 31 March 2016.

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

"The Group has made further progress during the period with revenue increasing to £9.86 million (2015: £9.09 million) and operating profit* rising to £1.47 million (2015: £1.37 million)."

"Gross margin has improved to 86% (2015: 85%), reflecting continuing emphasis on the supply of Sanderson 'owned' proprietary software and services. The recurring revenue from pre-contracted licence and ongoing support services grew to £5.19 million (2015: £4.76 million), representing 53% of total revenue in the period. The Group's order book at the period end was very strong and stood at £3.20 million (2015: £2.84 million) compared with £2.35 million at 30 September 2015."

"The Group has an established history of converting substantially all of its profit into cash and at 31 March 2016, after payment of £1.54 million deferred consideration in respect of acquired businesses, the Group's net cash balance was £3.39 million (2015: £ 3.95 million). The Board remains committed to maintaining a progressive dividend policy and is pleased to declare an increase of 11% in the level of the interim dividend to 1.0 pence per share (2015: 0.9 pence)."

Highlights - Financial

- Revenue increased by 8% to £9.86 million (2015: £9.09 million).
- Gross margin increased to 86% (2015: 85%).
- Operating profit* increased 7% to £1.47 million (2015: £1.37 million).
- Basic earnings per share of 1.7 pence (2015: 1.5 pence), an increase of 13%.
- Net cash at the half year end of £3.39 million (2015: £3.95 million) after acquisition related cash consideration payments of £1.54 million.
- Interim dividend up 11% to 1.0 pence per share (2015: 0.9 pence).
- Pre-contracted recurring revenues of £5.19 million (2015: £4.76 million), representing approximately 53% of total revenue.

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

Highlights - Operational

- New reporting structure comprising two divisions: Digital Retail Division providing IT solutions to businesses operating in ecommerce, mobile commerce and retail sectors in the UK and Enterprise Division comprising two market focused businesses based on manufacturing (principally food and drink processing industries) and wholesale distribution and logistics.
- Significantly improved order intake during the period of £6.02 million (2015: £4.94 million).
- New customers contributed £2.08 million of orders during the period (2015: £1.03 million).
- Robust order book of £3.20 million at period-end (2015: £2.84 million).
- Digital Retail revenue increased to £2.95 million (2015: £2.80 million); strong demand from existing customers including Hotel Chocolat and Scotts of Stow; successful completion of Phase 2 European roll-out for Superdry.
- Enterprise Division revenues of £6.92 million (2015: £6.29 million) and operating profit* of £1.15 million (2015: £0.89 million); strong order book of £2.42 million at period-end (2015: £1.81 million); new manufacturing customers gained during period, including Thistle Seafoods Limited and Dunkleys, with average order value significantly higher than in comparative period.
- Continued investment in product development, sales and marketing across the Group with particular emphasis on proprietary solutions using mobile technologies.
- Mr Philip Kelly, a Non-Executive Director since November 2004, will retire from the Board following the release of the Interim Results announcement today, after over eleven years of valued service and support to the Group, to the Board and to the shareholders.

On current trading and prospects, Group Chief Executive, Ian Newcombe, added:

"The general economic environment has continued to improve and although sales cycles do remain protracted, the Group has achieved a very high level of business from new customers during the period. Whilst the Board continues to adopt a cautious approach, the very strong order book and healthy balance sheet, together with an extensive list of sales prospects, provide a good level of confidence that the Group will continue to make further progress and deliver trading results in line with market expectations for the current year ending 30 September 2016."

Enquiries:

Christopher Winn, Chairman
Ian Newcombe, Group Chief Executive
Adrian Frost, Finance Director

Telephone: 0333 123 1400

Erik Anderson/Fred Walsh, Panmure Gordon & Co
(Nominated Adviser and Broker)

Telephone: 020 7886 2500

Paul Vann, Walbrook PR Limited

Telephone: 0117 985 8989
or 07768 807631

SANDERSON GROUP PLC

Interim Results for the six months ended 31 March 2016

CHAIRMAN'S STATEMENT

Sanderson Group plc ('Sanderson' or 'the Group'), the software and IT services business specialising in digital technology and enterprise software for businesses operating in the retail, manufacturing, wholesale

distribution and logistics sectors, announces its interim results for the six month period ended 31 March 2016.

Financial results

The Group has made further progress during the period with revenue increasing to £9.86 million (2015: £9.09 million) and operating profit* rising to £1.47 million (2015: £1.37 million). Gross margin has improved to 86% (2015: 85%), reflecting continuing emphasis on the supply of Sanderson 'owned' proprietary software and services. The recurring revenue from pre-contracted licence and ongoing support services grew to £5.19 million (2015: £4.76 million) representing 53% of total revenue in the period. The Group's order book at the period end was very strong and stood at £3.20 million (2015: £2.84 million) compared with £2.35 million at 30 September 2015.

The Sanderson Board remains committed to pursuing a growth strategy based upon a conservative financing policy, the cornerstone of which is a strong balance sheet. The Group has an established history of converting substantially all of its profit to cash and at 31 March 2016, after the payment of £1.54 million deferred consideration in respect of acquired businesses, the Group's net cash balance was £3.39 million (2015: £3.95 million).

Dividend

The Board remains committed to maintaining a progressive dividend policy and is pleased to declare an increase of 11% in the level of the interim dividend to 1.0 pence per share (2015: 0.90 pence). The dividend will be paid on 19 August 2016 to shareholders on the register at the close of business on 29 July 2016.

Strategy

The strategy of the Board is to achieve sustained growth by continuing to build and to develop the Sanderson businesses which address the Group's target markets. Whilst investment is planned across all of its businesses, particular emphasis will again be placed on enhancing the range of mobile and ecommerce solutions in digital retail and on further strengthening the proposition for food and drink processing. Mobile solutions continue to be developed to address all of the Group's target markets.

In order to augment organic growth, selective acquisition opportunities continue to be considered and a number of potential opportunities are currently being developed. The Board adopts a careful and measured approach to acquisitions and management is very much focused on further increasing shareholder value by delivering continued growth and achieving 'on target' results.

Management and staff

Sanderson now employs nearly 230 staff who have a high level of experience and specialist expertise in the market sectors which the Group addresses. On behalf of the Board, I would again like to thank everyone for their hard work, support, dedication and contribution to the ongoing development of the Group.

Mr Philip Kelly, a Non-Executive Director since November 2004, will retire from the Board following the release of the Interim Results announcement today, after over eleven years of valued service and support to the Group, the Board and shareholders. On behalf of the Board, I would like to thank Philip, for his support and contribution to the development of the Group.

Christopher Winn

Chairman

8 June 2016

SANDERSON GROUP PLC

Interim Results for the six months ended 31 March 2016

GROUP CHIEF EXECUTIVE'S BUSINESS REVIEW

The primary target market for Sanderson products and services consists of small and medium-sized enterprises ('SMEs') whose current business outlook we would generally describe as 'cautiously optimistic'. At the core of the Group's well-developed business model is a strategy to foster long-term customer relationships which result in a high proportion of sales arising from pre-contracted recurring revenue. Sanderson proprietary software is marketed, sold under licence, delivered, supported and serviced by expert Sanderson staff.

Group solutions are developed and marketed to provide customers with 'value for money' IT systems, which offer timely and tangible business benefits. These solutions typically enable customers to increase sales and revenue whilst also achieving additional efficiencies by making and maintaining cost savings, often within twelve months of implementation. The Group has continued to invest in both the

development of its software products and services, as well as in its sales and marketing capacity and capability. Particular emphasis has been placed on the Group businesses specialising in the UK food and drink processing sector and more especially in the market for digital retail solutions with the development of mobile and ecommerce solutions. These solutions enable retailers to capitalise on the huge growth in the widespread adoption of smartphones and tablets and to exploit 'mobile' as a sales channel integrated with existing business systems.

Reflecting both prior and continuing investment in the Group's sales and marketing function, Sanderson achieved a significantly improved level of order intake during the period of £6.02 million compared with £4.94 million in the comparative prior year period. The Group experienced a surge in sales orders towards the end of the period and ten new customers contributed orders to the value of £2.08 million (2015: thirteen new customers generated orders to the value of £1.03 million).

Review of Digital Retail

Sanderson provides comprehensive IT solutions to businesses operating in the ecommerce, mobile commerce and retail sectors of the UK. Mobile enablement and deployment continues to be a key business driver in this market sector with increasing levels of business activity.

Revenue increased to £2.95 million (2015: £2.80 million), whilst operating profits* of £0.33 million (2015: £0.49 million) reflect the planned further investment in management, sales and delivery capacity in anticipation of continued rapid growth within the digital retail market. Demand from existing customers for the Group's latest release of its ecommerce solution continued to grow with sales orders gained from a number of customers including Hotel Chocolat and Scotts of Stow. The mobile solutions business had a busy first half, successfully completing phase two of a European roll out for Superdry, delivered across eight countries and including major cities such as, Munich, Paris, Brussels, Stockholm and Vienna. The 'connected retail' solution enables Superdry customers to order anywhere, on any device, using any payment method and have their order delivered wherever they choose.

The period end order book stood at £0.78 million (2015: £1.03 million) and with a number of good sales prospects, active pilot schemes and strengthening partnerships with existing customers, the Digital Retail business is well-positioned to take advantage of the growth in this market.

Review of Enterprise Division

The Enterprise division comprises two market-focused businesses which are based upon the manufacturing sector and the wholesale distribution and logistics sector. Divisional revenue and operating profit* increased to £6.92 million (2015: £6.29 million) and £1.15 million (2015: £0.89 million) respectively. The Enterprise division has built-up a strong order book which, at period end, was valued at £2.42 million (2015: £1.81 million). The focus remains on delivering a significant proportion of these orders before the financial year-end on 30 September 2016.

Businesses in the engineering, plastics, aerospace, electronics, print ('general manufacturing') and food and drink processing sectors represent the main areas of specialisation for Sanderson in manufacturing markets. Sanderson continues to invest in product development and in its sales and marketing capability. Traceability of products and ingredients through the food manufacturing and supply chain and the assurance of product compliance to the latest regulatory standards are strong features of the Group's solution; these are key requirements for businesses operating in the food and drink processing industry.

The manufacturing business gained five new customers during the period (2015: eight), including Thistle Seafoods Limited and Dunkleys, at an average order value significantly higher than in the comparative period. Revenue for the period was £3.25 million (2015: £3.14 million) and operating profit* was £0.51 million (2015: £0.37 million). Recurring revenue represents 58% of total divisional revenue and covers over three-quarters of divisional overheads.

The Group's activities in the wholesale distribution and logistics sectors have been augmented by the 2013 and 2014 acquisitions which have expanded the application of Sanderson solutions from the wholesale distribution, cash and carry and fulfilment sectors into warehousing, logistics and supply chain. Five new customers were gained during the period, including Pedigree Wholesale Limited, Robinson's on the Isle of Man and J W Gray & Co, in the Shetland Islands. This compares with three new customers in the comparative period of 2015. Large orders from existing customers included Tottenham Hotspur and Clipper Logistics plc. Revenue and operating profits* amounted to £3.66 million (2015: £3.15 million) and £0.59 million (2015: £0.63 million) respectively.

Outlook

The general economic environment has continued to improve and although sales cycles do remain protracted, the Group has achieved a very high level of business from new customers during the period. Whilst the Board continues to adopt a cautious approach, the very strong order book and healthy balance sheet, together with an extensive list of sales prospects provide a good level of confidence that the Group

will continue to make further progress and deliver trading results in line with market expectations for the current year ending 30 September 2016.

Ian Newcombe
Group Chief Executive
8 June 2016

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

CONSOLIDATED INCOME STATEMENT

	Note	Unaudited six months to 31/03/16 £000	Unaudited six months to 31/03/15 £000	Audited year to 30/09/15 £000
Revenue	2	9,860	9,090	19,182
Cost of sales		(1,359)	(1,388)	(2,964)
Gross profit		8,501	7,702	16,218
Other operating expenses		(7,327)	(6,696)	(13,797)
Results from operating activities	2	1,174	1,006	2,421
Results from operating activities before adjustments in respect of the following:	2	1,474	1,374	3,303
Amortisation of acquisition-related intangibles		(258)	(236)	(483)
Acquisition related and restructuring costs		-	(87)	(310)
Share-based payment charges		(42)	(45)	(89)
Results from operating activities	2	1,174	1,006	2,421
Net finance expense		(84)	(75)	(138)
Acquisition-related finance expense		(61)	(26)	(252)
Profit before taxation		1,029	905	2,031
Taxation		(91)	(71)	(164)
Profit for the period attributable to equity holders of the parent		938	834	1,867
Earnings per share				
From profit attributable to the owners of the parent undertaking during the period				
Basic earnings per share	3	1.7p	1.5p	3.4p
Diluted earnings per share	3	1.7p	1.5p	3.3p

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Unaudited six months to 31/03/16 £000	Unaudited six months to 31/03/15 £000	Audited year to 30/09/15 £000
Profit for the period	938	834	1,867
Other comprehensive income/(expense)			
<i>Items that will not subsequently be reclassified to profit or loss</i>			
Remeasurement of net defined benefit liability	-	-	(90)
Deferred taxation effect of defined benefit pension plan items	-	-	18
	-	-	(72)
<i>Items that will subsequently be reclassified to profit or loss</i>			
Change in the fair value of available for sale financial asset	2	(22)	(31)
Foreign exchange translation differences	(63)	(6)	(78)
Total comprehensive income for the period	877	806	1,686

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Unaudited as at 31/03/16 £000	Unaudited as at 31/03/15 £000	Audited as at 30/09/15 £000
Non-current assets			
Intangible assets	30,502	30,573	30,627
Property, plant & equipment	528	359	469
Deferred tax asset	1,311	1,048	1,319
	32,341	31,980	32,415
Current assets			
Inventories	98	27	83
Trade and other receivables	5,534	5,157	5,472
Current tax	-	-	-
Other short-term financial assets	192	200	190
Cash and cash equivalents	3,386	3,954	4,607
	9,210	9,338	10,352
Current liabilities			
Trade and other payables	(3,871)	(3,431)	(3,909)
Deferred consideration	(201)	(860)	(1,594)
Current tax liabilities	(83)	(39)	-
Deferred income	(4,827)	(4,853)	(4,830)
	(8,982)	(9,183)	(10,333)
Net current assets	228	155	19
Total assets less current liabilities	32,569	32,135	32,434
Non-current liabilities			
Deferred tax liabilities	(936)	(747)	(936)
Deferred consideration	(160)	(606)	(244)
Pension and other employee obligations	(4,539)	(4,600)	(4,627)
	(5,635)	(5,953)	(5,807)

Net assets	26,934	26,182	26,627
Equity			
Called-up share capital	5,480	5,455	5,460
Share premium	9,048	9,015	9,023
Available for sale reserve	62	69	60
Foreign exchange reserve	(150)	(15)	(87)
Retained earnings	12,494	11,658	12,171
Total equity	26,934	26,182	26,627

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six month period to 31 March 2016

	Share capital £000	Share premium £000	Other reserves £000	Retained earnings £000	Total equity £000
At 1 October 2015	5,460	9,023	(27)	12,171	26,627
Exercise of share options	20	25	-	-	45
Dividend paid	-	-	-	(657)	(657)
Share-based payment charge	-	-	-	42	42
Transactions with owners	20	25	-	(615)	(570)
Profit for the period	-	-	-	938	938
<i>Other comprehensive income:</i>					
Foreign exchange translation difference	-	-	(63)	-	(63)
Change in market value of short-term financial asset	-	-	2	-	2
Total comprehensive expense	-	-	(61)	938	877
At 31 March 2016	5,480	9,048	(88)	12,494	26,934

For the six month period to 31 March 2015

	Share capital £000	Share premium £000	Other reserves £000	Retained earnings £000	Total equity £000
At 1 October 2014	5,406	8,809	82	11,520	25,817
Exercise of share options	49	206	-	(150)	105
Dividend paid	-	-	-	(544)	(544)
Settlement of share options	-	-	-	(47)	(47)
Share-based payment charge	-	-	-	45	45
Transactions with owners	49	206	-	(696)	(441)
Profit for the period	-	-	-	834	834
<i>Other comprehensive income:</i>					
Foreign exchange translation difference	-	-	(6)	-	(6)

Change in market value of short-term financial asset	-	-	(22)	-	(22)
Total comprehensive expense	-	-	(28)	834	806
At 31 March 2015	5,455	9,015	54	11,658	26,182

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (continued)

For the year ended 30 September 2015

	Share capital £000	Share premium £000	Other reserves £000	Retained earnings £000	Total equity £000
At 1 October 2014	5,406	8,809	82	11,520	25,817
Exercise of share options	54	214	-	(150)	118
Settlement of share options	-	-	-	(48)	(48)
Dividend paid	-	-	-	(1,035)	(1,035)
Share-based payment charge	-	-	-	89	89
Transactions with owners	54	214	-	(1,144)	(876)
Profit for the year	-	-	-	1,867	1,867
<i>Other comprehensive income:</i>					
Remeasurement of net defined benefit liability	-	-	-	(90)	(90)
Deferred tax on above	-	-	-	18	18
Foreign exchange translation differences	-	-	(78)	-	(78)
Change in fair value of available for sale financial asset	-	-	(31)	-	(31)
Total comprehensive income	-	-	(109)	1,795	1,686
At 30 September 2015	5,460	9,023	(27)	12,171	26,627

CONSOLIDATED STATEMENT OF CASH FLOWS

	Note	Unaudited six months to 31/03/16 £000	Unaudited six months to 31/03/15 £000	Audited year to 30/09/15 £000
Profit for the period		938	834	1,867
Adjustments for:				

Depreciation and amortisation	596	490	1,138
Share-based payment charges	42	45	89
Net finance expense	145	101	390
Income tax expense	91	71	164
Operating cash flow from continuing operations before working capital movements	1,812	1,541	3,648
Movement in working capital	(179)	(792)	(771)
Cash generated by continuing operations	1,633	749	2,877
Income tax paid	-	-	(5)
Payments to defined benefit pension scheme	(180)	(300)	(450)
Net cash from operating activities	1,453	449	2,422
Investing activities			
Purchases of property, plant & equipment	(127)	(101)	(296)
Acquisition of subsidiary, net of cash acquired	-	(948)	(1,041)
Deferred consideration paid	(1,538)	(845)	(895)
Dividend received	-	-	12
Bank interest received	6	12	35
Expenditure on product development	(403)	(286)	(824)
Net cash received used in investing activities	(2,062)	(2,168)	(3,009)
Financing activities			
Equity dividends paid	4 (657)	(544)	(1,035)
Issue of shares, net of costs	45	105	118
Settlement of share options	-	(47)	(48)
Net cash (used in)/arising from financing activities	(612)	(486)	(965)
(Decrease)/increase in cash and cash equivalents	(1,221)	(2,205)	(1,552)
Cash and cash equivalents at start of the period	4,607	6,159	6,159
Cash and cash equivalents at end of the period	3,386	3,954	4,607

NOTES TO THE INTERIM RESULTS

1. Basis of preparation

The Group's interim results for the six month period ended 31 March 2016 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 2016. As permitted, this interim report has been prepared in accordance with the AIM rules and not in accordance with IAS34 '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 7 June 2016.

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 2015, 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: Enterprise Software and Digital Retail. Substantially all revenue is generated within the UK.

	Enterprise			Digital Retail			Total		
	Six months ended 31/03/16 £000	Six months ended 31/03/15 £000	Year ended 30/09/15 £000	Six months ended 31/03/16 £000	Six months ended 31/03/15 £000	Year ended 30/09/15 £000	Six months ended 31/03/16 £000	Six months ended 31/03/15 £000	Year ended 30/09/15 £000
Revenue	6,915	6,287	13,325	2,945	2,803	5,857	9,860	9,090	19,182
Operating profit before adjustments*	1,146	887	2,036	328	487	1,267	1,474	1,374	3,303
Amortisation	(125)	(103)	(217)	(133)	(133)	(266)	(258)	(236)	(483)
Share-based payment	(16)	(18)	(34)	(26)	(27)	(55)	(42)	(45)	(89)
Acquisition-related and restructuring costs	-	(87)	(284)	-	-	(26)	-	(87)	(310)
Operating profit	1,005	679	1,501	169	327	920	1,174	1,006	2,421
Net finance expense							(145)	(101)	(390)
Profit before tax; continuing operations							1,029	905	2,031

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

3. Earnings per share

	Unaudited six months to 31/03/16 £000	Unaudited six months to 31/03/15 £000	Audited year to 30/09/15 £000
Earnings:			
Result for the period from continuing operations	938	834	1,867
Amortisation of acquisition-related intangibles	258	236	483
Share-based payment charges	42	45	89
Acquisition-related costs	-	87	310
Adjusted profit for the period from continuing operations	1,238	1,202	2,749

Number of shares:

	Unaudited six months to 31/03/16 No.	Unaudited six months to 31/03/15 No.	Audited year to 30/09/15 No.
In issue at the start of the year	54,600,550	54,063,808	54,063,808
Effect of shares issued in the period	81,658	152,155	347,143
Weighted average number of shares at period end	54,682,208	54,215,963	54,410,951
Effect of share options	1,626,719	1,465,785	1,446,115

Weighted average number of shares (diluted)	56,308,927	55,681,748	55,857,066
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Earnings per share:	Unaudited six months to 31/03/16 (pence)	Unaudited six months to 31/03/15 (pence)	Audited year to 30/09/15 (pence)
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Total attributable to equity holders of the parent undertaking:

Basic	1.7	1.5	3.4
Diluted	1.7	1.5	3.3

Earnings per share, adjusted, from continuing operations:

Basic	2.3	2.2	5.1
Diluted	2.2	2.2	4.9

4. Equity dividends paid

	Unaudited Six months to 31/03/16 £000	Unaudited Six months to 31/03/15 £000	Audited Year to 30/09/15 £000
Interim dividend	-	-	491
Final dividend	657	544	544
Total dividend paid in period	657	544	1,035

5. 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.

This information is provided by RNS
The company news service from the London Stock Exchange

END



Sanderson Group PLC - SND Holding in Company
Released 11:00 08-Jul-2016



RNS Number : 6784D
Sanderson Group PLC
08 July 2016

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"/> 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	<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	Downing LLP
4. Full name of shareholder(s) (if different from 3.): ^{iv}	Downing ONE VCT plc Client funds managed by Downing LLP
5. Date of the transaction and date on which the threshold is crossed or reached: ^v	04/07/2016
6. Date on which issuer notified:	07/07/2016
7. Threshold(s) that is/are crossed or reached: ^{vi, vii}	5%

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	Direct ^{xi}	Indirect ^{xii}	Direct	Indirect
Ordinary shares	2,701,661	2,701,661	2,748,399	2,748,399		5.01%	

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
2,748,399	5.01%

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:	Grant Whitehouse, Company Secretary
15. Contact telephone number:	0207 416 7780

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The company news service from the London Stock Exchange

END



Sanderson Group PLC - SND Director's Dealings
Released 07:00 19-Jul-2016



RNS Number : 5579E
Sanderson Group PLC
19 July 2016

**FOR IMMEDIATE RELEASE
JULY 2016**

19

SANDERSON GROUP PLC

Director's Dealings

Sanderson Group plc ('Sanderson'), the software and IT services business specialising in digital retail technology and enterprise software for businesses operating in the manufacturing, wholesale distribution and logistics sectors, announces that it has been informed of the following share dealing by a director.

Mr David Gutteridge, non-executive director, acquired 30,000 ordinary shares at a price of 66.87 pence per ordinary share on 18 July 2016. Following this transaction, Mr Gutteridge has a beneficial interest in 575,000 ordinary shares representing 1.05 per cent of the total issued ordinary share capital of Sanderson.

Sanderson Group plc	0333 123 1400
Christopher Winn, Chairman	
Ian Newcombe, Chief Executive Officer	
Adrian Frost, Finance Director	

Panmure Gordon (UK) Limited	020 7886 2500
Nominated Advisor	
Erik Anderson/Fred Walsh	

Walbrook PR	0117 985 8989
Paul Vann	or 07768 807631

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The company news service from the London Stock Exchange

END



Sanderson Group PLC - SND Director's Dealings
Released 07:00 21-Jul-2016



RNS Number : 8298E
Sanderson Group PLC
21 July 2016

**FOR IMMEDIATE RELEASE
JULY 2016**

21

SANDERSON GROUP PLC

Director's Dealings

Sanderson Group plc ('Sanderson'), the software and IT services business specialising in digital retail technology and enterprise software for businesses operating in the manufacturing, wholesale distribution and logistics sectors, announces that it has been informed of the following share dealing by a director.

Mr Adrian Frost, finance director, acquired 10,000 ordinary shares at a price of 66.99 pence per ordinary share on 20 July 2016. Following this transaction, Mr Frost has a beneficial interest in 277,421 ordinary shares representing 0.5 per cent of the total issued ordinary share capital of Sanderson.

Sanderson Group plc	0333 123 1400
Christopher Winn, Chairman	
Ian Newcombe, Chief Executive Officer	
Adrian Frost, Finance Director	

Panmure Gordon (UK) Limited	020 7886 2500
Nominated Advisor	
Erik Anderson/Fred Walsh	

Walbrook PR	0117 985 8989
Paul Vann	or 07768 807631

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END



Sanderson Group PLC - SND Holding in Company
Released 07:00 22-Jul-2016



RNS Number : 9548E
Sanderson Group PLC
22 July 2016

TR-1: NOTIFICATION OF MAJOR INTERESTS IN SHARES

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached:	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"/>	X
An acquisition or disposal of financial instruments which may result in the acquisition of shares already issued to which voting rights are attached	<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:	Helium Rising Stars Fund	
4. Full name of shareholder(s) (if different from 3.):		
	21/07/2016	

5. Date of the transaction (and date on which the threshold is crossed or reached if different):	
6. Date on which issuer notified:	21/07/2016
7. Threshold(s) that is/are crossed or reached:	4%
8. Notified details:	n/a

A: Voting rights attached to shares							
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	
			Direct	Direct	Indirect	Direct	Indirect
GB00B04X1Q77	2,394,753	2,394,753	2,127,452	2,127,452	-	3.88%	-

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

Total (A+B)	
Number of voting rights	% of voting rights
2,127,452	3.88%

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

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:	Dimitrij Nabatov, ISPartners (Co-Advisor to the Helium Rising Stars Fund)
15. Contact telephone number:	+41 43 888 7343

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The company news service from the London Stock Exchange

END



Sanderson Group PLC - SND Form 8.3 - Electronic Data Processing PLC
Released 11:53 10-Aug-2016



RNS Number : 8151G
Sanderson Group PLC
10 August 2016

FORM 8.3

PUBLIC OPENING POSITION DISCLOSURE/DEALING DISCLOSURE BY A PERSON WITH INTERESTS IN RELEVANT SECURITIES REPRESENTING 1% OR MORE Rule 8.3 of the Takeover Code (the "Code")

1. KEY INFORMATION

(a) Full name of discloser:	Sanderson Group plc, its Directors and their immediate families
(b) Owner or controller of interests and short positions disclosed, if different from 1(a): <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	David Gutteridge
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	Electronic Data Processing PLC (EDP)
(d) If an exempt fund manager connected with an offeror/offeree, state this and specify identity of offeror/offeree:	
(e) Date position held/dealing undertaken: <i>For an opening position disclosure, state the latest practicable date prior to the disclosure</i>	9 August 2016
(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer? <i>If it is a cash offer or possible cash offer, state "N/A"</i>	NO

2. POSITIONS OF THE PERSON MAKING THE DISCLOSURE

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

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

Class of relevant security:				
	Interests		Short positions	

	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	370,087*	2.93		
(2) Cash-settled derivatives:				
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:				
TOTAL:	370,087*	2.93		

* Of which 77,587 Ordinary shares are owned on a personal basis by Directors and their immediate families.

All interests and all short positions should be disclosed.

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

(b) Rights to subscribe for new securities (including directors' and other employee options)

Class of relevant security in relation to which subscription right exists:	
Details, including nature of the rights concerned and relevant percentages:	

3. DEALINGS (IF ANY) BY THE PERSON MAKING THE DISCLOSURE

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 3(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

The currency of all prices and other monetary amounts should be stated.

(a) Purchases and sales

Class of relevant security	Purchase/sale	Number of securities	Price per unit
Ordinary	Purchase	10,000	71p

(b) Cash-settled derivative transactions

Class of relevant security	Product description e.g. CFD	Nature of dealing e.g. opening/closing a long/short position, increasing/reducing a long/short position	Number of reference securities	Price per unit

(c) Stock-settled derivative transactions (including options)

(i) Writing, selling, purchasing or varying

Class of relevant security	Product description e.g. call option	Writing, purchasing, selling, varying etc.	Number of securities to which option relates	Exercise price per unit	Type e.g. American, European etc.	Expiry date	Option money paid/received per unit

(ii) Exercise

Class of relevant security	Product description e.g. call option	Exercising/exercised against	Number of securities	Exercise price per unit

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(d) Other dealings (including subscribing for new securities)

Class of relevant security	Nature of dealing <i>e.g. subscription, conversion</i>	Details	Price per unit (if applicable)

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

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

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

<p>Details of any agreement, arrangement or understanding, formal or informal, between the person making the disclosure and any other person relating to: (i) the voting rights of any relevant securities under any option; or (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced: <i>If there are no such agreements, arrangements or understandings, state "none"</i></p>
None.

(c) Attachments

Is a Supplemental Form 8 (Open Positions) attached?	NO
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Date of disclosure:	10 August 2016
Contact name:	Christopher Winn
Telephone number:	0333 123 1400

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at monitoring@disclosure.org.uk. The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.

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

This information is provided by RNS
The company news service from the London Stock Exchange

END



Sanderson Group PLC - SND Form 8.3 - Electronic Data Processing PLC
Released 12:03 23-Aug-2016



RNS Number : 9189H
Sanderson Group PLC
23 August 2016

FORM 8.3

PUBLIC OPENING POSITION DISCLOSURE/DEALING DISCLOSURE BY A PERSON WITH INTERESTS IN RELEVANT SECURITIES REPRESENTING 1% OR MORE Rule 8.3 of the Takeover Code (the "Code")

1. KEY INFORMATION

(a) Full name of discloser:	Sanderson Group plc, its Directors and their immediate families
(b) Owner or controller of interests and short positions disclosed, if different from 1(a): <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	David Gutteridge
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	Electronic Data Processing PLC (EDP)
(d) If an exempt fund manager connected with an offeror/offeree, state this and specify identity of offeror/offeree:	
(e) Date position held/dealing undertaken: <i>For an opening position disclosure, state the latest practicable date prior to the disclosure</i>	22 August 2016
(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer? <i>If it is a cash offer or possible cash offer, state "N/A"</i>	NO

2. POSITIONS OF THE PERSON MAKING THE DISCLOSURE

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

- (a) **Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates following the dealing (if any)**

Class of relevant security:		
	Interests	Short positions

	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	376,087*	2.98		
(2) Cash-settled derivatives:				
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:				
TOTAL:	376,087*	2.98		

* Of which 83,587 Ordinary shares are owned on a personal basis by Directors and their immediate families.

All interests and all short positions should be disclosed.

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

(b) Rights to subscribe for new securities (including directors' and other employee options)

Class of relevant security in relation to which subscription right exists:	
Details, including nature of the rights concerned and relevant percentages:	

3. DEALINGS (IF ANY) BY THE PERSON MAKING THE DISCLOSURE

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 3(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

The currency of all prices and other monetary amounts should be stated.

(a) Purchases and sales

Class of relevant security	Purchase/sale	Number of securities	Price per unit
Ordinary	Purchase	6,000	73p

(b) Cash-settled derivative transactions

Class of relevant security	Product description e.g. CFD	Nature of dealing e.g. opening/closing a long/short position, increasing/reducing a long/short position	Number of reference securities	Price per unit

(c) Stock-settled derivative transactions (including options)

(i) Writing, selling, purchasing or varying

Class of relevant security	Product description e.g. call option	Writing, purchasing, selling, varying etc.	Number of securities to which option relates	Exercise price per unit	Type e.g. American, European etc.	Expiry date	Option money paid/received per unit

(ii) Exercise

Class of relevant security	Product description e.g. call option	Exercising/exercised against	Number of securities	Exercise price per unit

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(d) Other dealings (including subscribing for new securities)

Class of relevant security	Nature of dealing <i>e.g. subscription, conversion</i>	Details	Price per unit (if applicable)

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

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

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

<p>Details of any agreement, arrangement or understanding, formal or informal, between the person making the disclosure and any other person relating to: (i) the voting rights of any relevant securities under any option; or (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced: <i>If there are no such agreements, arrangements or understandings, state "none"</i></p>
None.

(c) Attachments

Is a Supplemental Form 8 (Open Positions) attached?	NO
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Date of disclosure:	23 August 2016
Contact name:	Christopher Winn
Telephone number:	0333 123 1400

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at monitoring@disclosure.org.uk. The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.

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



Sanderson Group PLC - SND Change of Adviser
Released 07:00 23-Sep-2016



RNS Number : 6206K
Sanderson Group PLC
23 September 2016

**FOR IMMEDIATE RELEASE
SEPTEMBER 2016**

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SANDERSON GROUP PLC

Change of Adviser

Sanderson Group plc ('Sanderson'), the software and IT services business specialising in digital retail technology and enterprise software for businesses operating in the manufacturing, wholesale distribution and logistics sectors, is pleased to announce the appointment of Nplus 1 Singer Advisory LLP ('N+1 Singer') as Nominated Adviser and Broker to Sanderson, with immediate effect.

Enquiries:

Christopher Winn, Chairman
1400
Ian Newcombe, Group Chief Executive
Adrian Frost, Finance Director

Telephone: 0333 123

Mark Taylor/James White
3000
N+1 Singer (Nominated Adviser and Broker)

Telephone: 020 7496

Paul Vann, Walbrook PR Limited
8989

Telephone: 0117 985

or 07768 807631