

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, bank manager, solicitor or accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or another appropriately authorised independent adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all your shares in Sanne Group plc, please forward this document and the accompanying documents at once to the person through whom the sale or transfer was made, for transmission to the purchaser or transferee. If you have sold or otherwise transferred part of your holding of shares in Sanne Group plc, please contact your stockbroker, bank manager, solicitor, accountant or other agent as soon as possible.

A proxy form for the Annual General Meeting is enclosed and should be completed and returned so as to reach the Company's Registrar not less than 48 hours prior to the time of the meeting. Completion of the proxy form will not preclude you from attending and voting at the meeting in person if you wish. Alternatively, you may register your proxy vote electronically up to 48 hours before the time of the meeting, by using the CREST electronic proxy appointment service, details of which are provided in the attached Notice of Annual General Meeting.

Sanne Group plc
Notice of Annual General Meeting
To be held at
13 Castle Street, St Helier, Jersey JE4 5UT
on 5 May 2016 at 11.30 am

S ^ N N E

Dear Shareholder,

ANNUAL GENERAL MEETING 5 MAY 2016

I have pleasure in inviting you to attend the Annual General Meeting (“AGM”) of Sanne Group plc (the “Company”) to be held on 5 May 2016 at 13 Castle Street, St Helier, Jersey JE4 5UT at 11.30 am.

The notice convening the meeting and the resolutions to be proposed are set out on pages 3 and 4 of this document. If you cannot attend the AGM but would like to vote on the resolutions, you may appoint a proxy via the CREST electronic proxy appointment service or by completing a proxy form and returning it to our registrars, Equiniti.

Resolutions 1 to 13 will be proposed as ordinary resolutions which will be passed if a simple majority of the votes cast are in favour. Resolutions 14 to 15 will be proposed as special resolutions, which will be passed if at least three-quarters of votes cast are in favour.

Save for any procedural resolution, which may be taken on a show of hands, voting at the AGM will be taken by poll. This means that Shareholders will have one vote for every share they hold. The results of the poll will be published on our website, www.sannegroupplc.com and released to the London Stock Exchange following the AGM.

An explanation of the resolutions to be proposed at the AGM is set out in the notes accompanying the resolutions.

RECOMMENDATIONS

The Directors of Sanne Group plc consider that all resolutions proposed are in the best interests of the Company and will promote the success of the Company for the benefit of its Shareholders as a whole. Accordingly, they recommend that you vote in favour of each of the resolutions to be proposed at the AGM, as they intend to do in respect of their own beneficial holdings.

I hope to see you at the AGM.

Yours sincerely

Rupert Robson
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (AGM) of Sanne Group plc (the Company) will be held at 13 Castle Street, St Helier, Jersey JE4 5UT on 5 May 2016 at 11.30 am for the transaction of the following business:

ORDINARY RESOLUTIONS

1. To receive the Annual Report and Accounts for the year ended 31 December 2015, together with the reports of the Directors and Auditor.
2. To approve the Directors' Remuneration Report (other than the Directors' Remuneration Policy referred to in Resolution 3) contained within the Annual Report and Accounts for the year ended 31 December 2015.
3. To approve the Directors' Remuneration Policy contained in the Directors' Remuneration report for the financial year ended 31 December 2015.
4. To approve a final dividend of 5.6 pence per share.
5. To re-appoint Deloitte LLP as the Company's Auditor until the conclusion of the next AGM of the Company at which accounts are laid before the meeting.
6. To authorise the Directors to determine the remuneration of the Auditor.
7. To elect and re-appoint Rupert Robson as a Director.
8. To elect and re-appoint Dean Godwin as a Director.
9. To elect and re-appoint Spencer Daley as a Director.
10. To elect and re-appoint Philip Godley as a Director.
11. To elect and re-appoint Andy Pomfret as a Director.
12. To elect and re-appoint Nicola Palios as a Director.
13. THAT, the Directors of the Company be generally and unconditionally authorised, (without prejudice to the authorities conferred on the Directors elsewhere in these resolutions) for the purposes of Article 9 of the Company's articles of association (the "**Articles**") to exercise all the powers of the Company to allot Equity Securities (as defined in the Articles) and to grant rights to subscribe for or to convert any security into Equity Securities:
 - (i) up to an aggregate nominal amount of £385,738 for general purposes; and
 - (ii) up to an aggregate nominal amount of £385,738 where such securities have been offered by way of a pre-emptive issue (as defined in the Articles),such authorities (being the Authorised Allotment Amount as defined in the Articles) to apply until the earlier of 15 months after the passing of this resolution and the end of the next annual general meeting of the Company after the passing of this resolution but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require Equity Securities to be allotted after the authority ends and the directors may allot Equity Securities under any such offer or agreement as if the authority had not ended.

SPECIAL RESOLUTIONS

14. THAT, subject to and conditionally upon the passing of Resolution 13, the Directors be given power to allot Equity Securities (as defined in the Articles) for cash as if Article 10 of the Articles did not apply to any such allotment or sale, such power to be limited to the general allotment of Equity Securities up to an aggregate nominal amount of £115,721 (being the Non-Pre-emptive Amount, as defined in the Articles), such power to apply until the earlier of 15 months after the passing of this resolution and the end of the next annual general meeting of the Company after the passing of this resolution but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require Equity Securities to be allotted after the power ends and the directors may allot Equity Securities under any such offer or agreement as if the power had not ended.
15. THAT, the Company be authorised for the purposes of Article 57 of the Companies (Jersey) Law 1991 (the "**Law**") to make one or more market purchases of its ordinary shares, such power to be limited:
 - (i) to a maximum number of 11,572,140 ordinary shares;
 - (ii) by the condition that the minimum price (exclusive of expenses) which may be paid for an ordinary share is its nominal value;
 - (iii) by the condition that the maximum price (exclusive of expenses) which may be paid for an ordinary share is not more than the higher of:
 - an amount equal to 5 per cent. above the average of the middle market quotations for an ordinary share (as derived from the London Stock Exchange plc's Daily Official List) for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased, and

- an amount equal to the higher of: (i) the price of the last independent trade of an ordinary share; and (ii) the highest current independent bid for an ordinary share on the London Stock Exchange plc at the time the purchase is carried out,
- such power to apply until the end of the next annual general meeting of the Company after the passing of this resolution but in each case so that the Company may enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after the power ends and the Company may purchase ordinary shares pursuant to any such contract as if the power had not ended and, pursuant to Article 58A of the Law, the Company may hold as treasury shares any ordinary shares purchased pursuant to the authority conferred by this Resolution 15.

By order of the Board of Sanne Group plc
Registered office:
13 Castle Street,
St Helier
Jersey JE4 5UT

Daniel McKeon
Company Secretary
6 April 2016

Notes to the Notice of AGM

1. All resolutions at the meeting will be decided by poll.
2. A 'Vote withheld' option is provided on the proxy form accompanying this Notice of Meeting, the purpose of which is to enable a member to withhold their vote on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for or against a resolution.
3. A member who is entitled to attend and vote at the meeting is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote at the AGM. A Shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. A proxy need not be a member of the Company. A proxy may be appointed:
 - by completion and return of the proxy form enclosed with the Notice of Meeting;
 - via the CREST electronic proxy appointment service as described below.
4. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.
5. To be valid, a completed form of proxy must be lodged with the Registrar of the Company: Equiniti (Jersey) Limited, c/o Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by 11.30 am on Tuesday, 3 May 2016 or the proxy must have been appointed in accordance with the procedures applicable to appointing a proxy via the CREST electronic proxy appointment service.
6. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who has been nominated to receive communications from the Company in accordance with Article 74 of the Company's Articles of Association (nominated persons). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
7. The statement of the rights of Shareholders in relation to the appointment of proxies in paragraphs 3, 4 and 5 above does not apply to nominated persons. The rights described in these paragraphs can only be exercised by Shareholders of the Company.
8. To be entitled to attend and vote at the AGM (and for the purpose of the determination of the votes they may cast) Shareholders must be registered in the register of members as at 6.00pm on 3 May 2016 (or, in the event of any adjournment, 6.00pm on the date which is two days before the time of the adjourned meeting). Changes to entries on the register of members after 6.00pm on 3 May 2016 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 5 May 2016 and any adjournment(s) thereof by using the procedures described in the CREST Manual which can be viewed at www.euroclear.com. CREST Personal Members or other CREST sponsored

members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with CREST Co's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 7RA01) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers, should note that CREST Co does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

10. Shareholders should note that it is possible that, pursuant to requests made by Shareholders under Article 67 of the Company's Articles of Association, the Company may be required to circulate a statement relating to: (i) a matter referred to in a proposed resolution to be dealt with at the AGM; or (ii) any other business to be dealt with at that meeting. In certain circumstances the Company may require the Shareholders requesting any such circulation to pay its expenses in complying with such request.
11. As at 5 April 2016 (being the latest practicable date before the publication of this Notice), the Company's issued share capital was 115,721,402 ordinary shares, carrying one vote each and 278,598 shares are held in treasury but these shares do not carry the right to vote. Therefore, the total voting rights in the Company as at that date were 115,721,402.
12. Copies of: (i) all contracts of service of the Directors; (ii) letters of appointment for Non-Executive Directors; and (iii) the Articles of the Company are available for inspection during usual business hours on any weekday (Saturdays and public holidays excepted) at the registered office and at the Company's corporate head office 13 Castle Street, St Helier, Jersey JE4 5UT until the date of the meeting and will be available for inspection at the place of the meeting 15 minutes prior to and until the conclusion of the meeting.
13. The contents of this Notice, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM and, if applicable, any members' statements, received by the Company after the date of this Notice will be available on the Company's website at www.sannegroupplc.com
14. You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

Explanatory Notes

Resolutions 1 to 13 (inclusive) are proposed as ordinary resolutions which means that for each of those Resolutions to be passed, more than half of the votes cast in relation to such Resolution must be cast in favour of it. Resolutions 14 and 15 are proposed as special resolutions, which means that (in accordance with the Companies (Jersey) Law 1991 and the Company's Articles of Association (the "Articles")) for each of those Resolutions to be passed, at least three-quarters of the votes cast in relation to such Resolutions must be cast in favour of it.

Ordinary Resolutions

Resolution 1 – Annual Report and Accounts

The Directors are required to lay before the AGM the audited Accounts and the Directors' and auditor's reports for the financial year ended 31 December 2015.

Resolution 2 – Directors’ Remuneration Report (other than the Directors Remuneration Policy)

Consistent with the requirements applicable to UK listed companies incorporated in the UK, the Company is putting before Shareholders in a general meeting a resolution to approve the Directors’ remuneration report. The remuneration report for the financial year ended 31 December 2015 is set out on pages 50 – 65 of the Annual Report and Accounts and includes details of the Directors’ remuneration for the year ended 31 December 2015.

Please note that the vote on the Directors’ remuneration report (excluding the Directors’ remuneration policy) is advisory in nature and no director’s remuneration is conditional upon the passing of the resolution.

Resolution 3 – Directors Remuneration Policy

The UK remuneration reporting regulations contain provisions which make Shareholder approval of the Directors’ Remuneration Policy (the “Policy”) of UK-incorporated companies binding. As the Company is incorporated in Jersey those provisions have no legal effect. However, the Board considers that Shareholders would expect the Company to voluntarily mirror the requirements of the UK legislation so far as is practicable. The Board is happy to do so as the Directors consider that the new requirements will facilitate good corporate governance.

If the Policy is approved, all payments by the Company to directors and former directors are to be made in accordance with the Policy, unless the payment is separately agreed by the Shareholders, or if the Company wishes to amend the Policy, it will need to put a revised policy to Shareholders for approval before implementation.

Our proposed Directors’ Remuneration Policy can be found on pages 52 to 65 of the Directors’ Remuneration Report for the year ended 31 December 2015, which is contained in the Annual Report and Accounts. The Policy is intended to apply for three years beginning on the date of this year’s AGM, subject to Shareholder approval. Unless required earlier, Shareholders will next be asked to approve the policy at the 2019 AGM.

Resolution 4 – Final Dividend

Any final dividend must be approved by Shareholders and the amount to be declared as a final dividend may not exceed the amount recommended by the Directors. The Directors are recommending a final dividend of 5.6 pence per share in respect of the year ended 31 December 2015. If approved, the final dividend will be paid on 10 May 2016 to Shareholders who were on the share register at close of business on 15 April 2016.

Resolutions 5 and 6 – Re-appointment and Remuneration of Auditors

The Company is required to appoint auditors at each general meeting at which accounts are presented to the Shareholders. Resolution 5 proposes the appointment of Deloitte LLP as the Company’s auditors until the conclusion of the next Annual General Meeting. It is normal practice for a company’s directors to be authorised to determine the level of the auditors’ remuneration for the ensuing year. Resolution 6 proposes to give such authority to the Directors.

Resolutions 7 to 12 – Re-election of directors

In accordance with the Articles, at every annual general meeting, one third of the Directors on the board of the Company must retire or, if the number of directors is not divisible by three, the number of directors nearest to one third shall retire from office but if any directors will have been a director for three years or more since he was last appointed (or re-appointed) at the date fixed for the annual general meeting, he must retire. A director who retires at an annual general meeting may be re-appointed if he is willing to act as a director. Subject to the Companies (Jersey) Law 1991 and the Articles, the directors to retire by rotation will firstly be those directors who wish to retire without re-appointment, and secondly those who have served the longest as a director since their last appointment or reappointment. If directors were last re-appointed directors on the same day, they can agree among themselves who is to retire. If they cannot agree, then they must draw lots to decide. In addition, in accordance with the Articles, any directors who have been appointed by the Board must retire and be reappointed at the AGM. Therefore all the Directors shall retire and be elected and re-appointed to the board.

Biographical information about each of the Directors in office at the date of this Notice can be found on pages 34 and 35 of the 2015 Annual Report and Accounts and on our website at www.sannegroupplc.com.

The Nomination Committee has reviewed the performance of each Director now standing for re-election and, having considered the complementary skills and expertise brought by each to the Board, believes that they continue to make an effective contribution and demonstrate commitment to their roles. The Board as a whole is satisfied that each Non-Executive Director offering himself or herself for re-election is independent in character and judgement and that there are no relationships or circumstances likely to affect that independence.

Resolution 13 – Authority to allot shares

Under Article 9 of the Articles, the Directors must be given authority by ordinary resolution to exercise all the powers of the Company to allot Equity Securities (as defined in the Articles). Accordingly, this resolution seeks to grant authority to authorise the Directors to allot Equity Securities in the Company and will expire at the conclusion of the next AGM of the Company or on 5 August 2017, if earlier. Upon the passing of this resolution, the Directors will have authority (pursuant to paragraph (i) of the resolution), subject to the authorities granted in Resolution 14, to allot Equity Securities up to a maximum nominal value of £385,738 representing one-third of the current issued ordinary share capital of the Company (excluding shares held by the Company as treasury shares) as at 5 April 2016 (being the latest practicable date before the publication of this Notice).

In addition, in accordance with the guidelines issued by The Investment Association, upon the passing of this Resolution, the Directors will also have authority (pursuant to paragraph (ii) of the Resolution) to allot an additional number of ordinary shares up to a maximum nominal value of £385,738, which is approximately a further one-third of the current issued ordinary share capital as at 5 April 2016 (being the latest practicable date before the publication of this Notice). However, the Directors will only be able to allot those shares for the purpose of a pre-emptive issue (as defined in the Articles) which is different from a general pre-emptive issue that may be made in accordance with Article 10 of the Articles. A pre-emptive issue as defined in the Articles means an offer of Equity Securities to ordinary Shareholders or an invitation to ordinary Shareholders (and the holders of other Equity Securities if the directors so determine) to apply to subscribe for Equity Securities (whether by way of rights issue, open offer or otherwise) where the Equity Securities respectively attributable to the interests of ordinary Shareholders or holders of other Equity Securities, if applicable, are proportionate (as nearly as practicable) to the respective numbers of ordinary shares or other Equity Securities, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal, regulatory or practical problems under the laws or regulations of any territory or the requirements of any regulatory body or stock exchange. As at 5 April 2016 (being the latest practicable date before the publication of this Notice), the Company held 278,598 shares in treasury.

There is no current intention to allot new shares other than in connection with employee share and incentive plans. However, the Board considers it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

Special Resolutions

Resolution 14 – Disapplication of pre-emption rights

Under Article 10 of the Articles, if the Directors wish to exercise the authority given under Resolution 13(i) and allot any shares for cash, they must offer them in the first instance to existing Shareholders in proportion to their existing shareholdings. However, in certain circumstances, it may be in the best interests of the Company to allot new shares (or to grant rights over shares) for cash without a pre-emptive offer being made to existing Shareholders in accordance with Article 10 of the Articles.

Accordingly, this resolution, which is conditional on Resolution 13 having been passed, will, in accordance with Article 9 of the Articles, authorise the Directors to allot Equity Securities for cash, and to sell or transfer shares out of treasury for cash, without application of the pre-emption rights contained in Article 10 of the Articles up to an aggregate nominal amount of £115,721 representing 10% of the current issued ordinary share capital of the Company (excluding shares held by the Company as treasury shares) as at 5 April 2016 (being the latest practicable date before the publication of this Notice).

The combined effect of Resolutions 13 and 14 means that the Directors will be empowered to allot Equity Securities for cash (i) subject to the intentions of the Board set out below, up to an aggregate nominal amount of £115,721 for any purpose free of all pre-emption rights; (ii) up to an aggregate nominal amount of £385,738 for the purposes of a pre-emptive issue (as defined in the Articles and explained in the explanatory note in relation to Resolution 13) without application of the pre-emption rights contained in Article 10 of the Articles; and (iii) up to an aggregate nominal amount of £270,017 by following the pre-emption procedure set out in Article 10 of the Articles. However, please note that in accordance with Article 10.2 of the Articles the directors may also use the authority granted pursuant to paragraph (i) of Resolution 13 to issue Equity Securities free of any pre-emption rights (i) in connection with the Company's share schemes; and (ii) to any persons for non-cash consideration.

The Directors intend to renew such power at successive AGMs in accordance with current best practice.

The Board intends to adhere to the provisions in the Pre-Emption Group's Statement of Principles, as updated in March 2015, and not to allot shares for cash on a non-pre-emptive basis pursuant to the authority in Resolution 14:

- in excess of an amount equal to 5 per cent of the Company's issued ordinary share capital excluding treasury shares;
- or
- in excess of an amount equal to 7.5 per cent of the Company's issued ordinary share capital excluding treasury shares within a rolling three-year period, without prior consultation with Shareholders,

in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

Resolution 15 – Authority to purchase shares and hold any purchased shares as treasury shares

Authority to purchase shares

This resolution gives the Company the authority to buy back up to 11,572,140 ordinary shares. This represents approximately 10% of the Company's issued ordinary share capital (excluding shares held by the Company as treasury shares) as at 5 April 2016 (being the latest practicable date before the publication of this Notice). The Directors intend to seek renewal of this power at subsequent AGMs in accordance with current best practice.

The minimum price that may be paid by the Company for an ordinary share is its nominal value and the maximum price which may be paid by the Company for an ordinary Share is the higher of:

- (a) an amount equal to 5% above the average of the middle market quotations of an ordinary Share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which that ordinary share is contracted to be purchased; and
- (b) an amount equal to the higher of: (i) the price of the last independent trade of an ordinary Share; and (ii) the highest current independent bid for an ordinary Share on the London Stock Exchange at the time the purchase is carried out.

Any buy back of shares pursuant to this authority would be made on the London Stock Exchange.

The Directors will exercise this power only when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be likely to promote the success of the Company for the benefit of its members as a whole and is in the best interests of Shareholders generally and when the Directors believe, after careful consideration, that such a purchase would result in an increase in adjusted EPS. The Directors consider it to be desirable for this general authority to be available to provide flexibility in the management of the Company's capital resources over the next 12 months and particularly in the short term. The Company may hold in treasury any of its own shares that it purchases pursuant to the authority conferred by this Resolution.

In addition, this resolution gives the Company authority to hold in treasury any of its own shares that it purchases pursuant to the authority conferred by this Resolution 15.