

5 October 2021

**Sanne Group plc
(Sanne or the Company)**

Results of Court Meeting and General Meeting held on 5 October 2021

On 25 August 2021, the boards of directors of Sanne Group plc (**Sanne**) and Apex Acquisition Company Limited (**Apex**) announced that they had reached agreement on the terms and conditions of a recommended all cash acquisition of the entire issued and to be issued ordinary share capital of Sanne (the **Acquisition**). The Acquisition is intended to be effected by means of a scheme of arrangement under Article 125 of the Jersey Companies Law (**Scheme**). A circular in relation to the Acquisition was published by Sanne on 10 September 2021 (**Scheme Document**).

The board of Sanne is pleased to announce that at the Court Meeting and the General Meeting, each held earlier today in connection with the Acquisition:

- the requisite majority of Scheme Shareholders voted in favour of the resolution to approve the Scheme at the Court Meeting; and
- the requisite majority of Sanne Shareholders voted to pass the special resolution at the General Meeting to approve the implementation of the Scheme, including the adoption of the amended Sanne articles of association.

Capitalised terms in this Announcement, unless otherwise defined, have the same meanings as set out in the Scheme Document and all references to times in this Announcement are to London time unless otherwise stated.

Details of the resolutions passed are set out in the notices of the Court Meeting and General Meeting at Parts VIII and IX (respectively) of the Scheme Document, which is available on Sanne's website at www.sannegroup.com and Apex's website at www.theapexgroup.com.

The total number of Sanne Shares in issue (other than shares held in treasury) at the Voting Record Time was 162,178,754. Consequently, the total voting rights in Sanne at the Voting Record Time were 162,178,754. Scheme Shareholders were entitled to one vote per Scheme Share held at the Voting Record Time at the Court Meeting and Sanne Shareholders were entitled to one vote per Sanne Share held at the Voting Record Time at the General Meeting.

The detailed voting results in relation to the Court Meeting and the General Meeting are summarised below and this Announcement will be posted on Sanne's website at www.sannegroup.com.

Voting results of the Court Meeting

At the Court Meeting, a majority in number of Scheme Shareholders who voted (either in person or by proxy), representing 95.90 per cent. by value of those Scheme Shares voted, voted in favour of the resolution to approve the Scheme. The resolution proposed at the Court Meeting was passed on a poll vote. Details of the votes cast are as follows:

	Number of Scheme Shares voted	% of Scheme Shares voted	Number of Scheme Shareholders who voted	% of Scheme Shareholders who voted	Number of Scheme Shares voted as a % of the issued share capital entitled to vote on the Scheme
For	77,679,563	99.95	187	95.90	47.90
Against	36,269	0.05	8	4.10	0.02
Total	77,715,832		192		47.92

The total number of Scheme Shareholders voting for and against the resolution exceeds the total number of Scheme Shareholders who voted as 3 registered members gave instructions for votes to be cast in favour of the resolution in respect of part of their holding of Scheme Shares and against the resolution in respect of another part of their holding.

Voting results of the General Meeting

At the General Meeting, the special resolution to authorise the implementation of the Scheme, including the adoption of the amended articles of association of Sanne, was duly passed on a poll vote. The results are detailed as follows:

	Number of Sanne Shares voted	% of Sanne Shares voted	Number of Sanne Shares voted as a % of the issued ordinary share capital*
For*	75,981,669	99.97	46.85
Against	22,162	0.03	0.01
Withheld**	528,280		
Total	76,003,831	100	46.86

* Includes discretionary votes.

** A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes 'For' or 'Against' the special resolution.