



**AIM** - Sch 1 - Orogen Plc (to be renamed Sosandar Plc)  
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AIM

11 October 2017

**ANNOUNCEMENT TO BE MADE BY THE AIM APPLICANT PRIOR TO ADMISSION IN ACCORDANCE WITH RULE 2 OF THE AIM RULES FOR COMPANIES ("AIM RULES")**

**COMPANY NAME:**

Orogen plc (to be renamed Sosandar plc on Admission) (the "Company" or "Orogen")

**COMPANY REGISTERED OFFICE ADDRESS AND IF DIFFERENT, COMPANY TRADING ADDRESS (INCLUDING POSTCODES) :**

Registered Office  
Finsgate, 5-7 Cranwood Street, London, EC1V 9EE (to change to 40 Water Lane, Wilmslow, Cheshire. SK9 5AP on Admission).

Trading Address:  
40 Water Lane, Wilmslow, Cheshire, SK9 5AP.

**COUNTRY OF INCORPORATION:**

Incorporated in England and Wales with registered number 05379931.

**COMPANY WEBSITE ADDRESS CONTAINING ALL INFORMATION REQUIRED BY AIM RULE 26:**

Currently: [www.rogen.co.uk](http://www.rogen.co.uk).

From Admission: [www.sosandar.com](http://www.sosandar.com)

**COMPANY BUSINESS (INCLUDING MAIN COUNTRY OF OPERATION) OR, IN THE CASE OF AN INVESTING COMPANY, DETAILS OF ITS INVESTING POLICY). IF THE ADMISSION IS SOUGHT AS A RESULT OF A REVERSE TAKE-OVER UNDER RULE 14, THIS SHOULD BE STATED:**

On 21 March 2017, Orogen announced that it intended to dispose of its mineral exploration interests and to change its business strategy. The decision to cease the Company's mineral exploration activities represented

a fundamental change of business under Rule 15 of the AIM Rules for Companies and, following a general meeting of Shareholders on 7 April 2017, Orogen became an AIM Rule 15 cash shell.

On 26 May 2017, Orogen announced that it had signed heads of terms with Thread 35 Limited ("Thread") to acquire Thread's entire issued share capital, which comprises the A Shares and the B Shares in Thread, subject to certain conditions and due diligence. The Company has now agreed to acquire the A Shares and has made an offer to acquire the B Shares in Thread (the "Offer"). The acquisition of Thread by Orogen is a reverse takeover under AIM Rule 14, and therefore subject to approval by Orogen Shareholders at a general meeting, and is conditional, inter alia, on the receipt of acceptances of the Offer in respect of at least 90% of the B Shares in Thread.

Thread, trading under the name "Sosandar", was incorporated and registered in England and Wales on 16 March 2015 with registered number 09491272. Sosandar is an online womenswear brand specifically targeted at a generation of women who have graduated from younger online and high street brands, and are looking for affordable clothing with a premium, trend-led aesthetic.

Sosandar was launched on 19 September 2016 following ten months of preparation that included building the management team, designing the initial Sosandar range, sourcing suitable suppliers, appointing a logistics provider and building the website. The Sosandar business model is built around using trend-led, in house designs that are sourced from a variety of specialist global suppliers to cater for a growing market of fashion conscious women, while utilising an outsourced logistics provider that can support its planned growth.

**DETAILS OF SECURITIES TO BE ADMITTED INCLUDING ANY RESTRICTIONS AS TO TRANSFER OF THE SECURITIES** (i.e. where known, number and type of shares, nominal value and issue price to which it seeks admission and the number and type to be held as treasury shares):

The Company intends to seek shareholder approval to perform a share consolidation of every ten existing ordinary shares of 0.01 pence each into one new ordinary share of 0.1 pence each ("Ordinary Shares").

The number of Ordinary Shares to be admitted to trading: 106,814,654.

There are no restrictions as to the transferability of the Ordinary Shares.

No Ordinary Shares will be held in treasury on Admission.

**CAPITAL TO BE RAISED ON ADMISSION (IF APPLICABLE) AND ANTICIPATED MARKET CAPITALISATION ON ADMISSION:**

Capital to be raised on admission: £5.3m

Anticipated market capitalisation on Admission: £16.1m

**PERCENTAGE OF AIM SECURITIES NOT IN PUBLIC HANDS AT ADMISSION:**

19.3%

**DETAILS OF ANY OTHER EXCHANGE OR TRADING PLATFORM TO WHICH THE AIM COMPANY HAS APPLIED OR AGREED TO HAVE ANY OF ITS SECURITIES (INCLUDING ITS AIM SECURITIES) ADMITTED OR TRADED:**

None

**FULL NAMES AND FUNCTIONS OF DIRECTORS AND**

PROPOSED DIRECTORS (underlining the first name by which each is known or including any other name by which each is known):

Existing Directors:

Adam Reynolds - *Non-Executive Chairman*

Mark Kingsley Collingbourne - *Non-Executive Director*

Steven Metcalfe - *Non-Executive Director*

Proposed Directors:

William (Bill) John Howard Murray- *Non-Executive Chairman*

Mark Kingsley Collingbourne - *Finance Director*

Alison (Ali) Sarah Hall - *Joint Chief Executive Officer*

Julie Christina Lavington - *Joint Chief Executive Officer*

Adam Reynolds - *Non-Executive Director*

Nicholas (Nick) Mustoe - *Non-Executive Director*

FULL NAMES AND HOLDINGS OF SIGNIFICANT SHAREHOLDERS EXPRESSED AS A PERCENTAGE OF THE ISSUED SHARE CAPITAL, BEFORE AND AFTER ADMISSION (underlining the first name by which each is known or including any other name by which each is known):

Shareholder	% Holding pre Admission	% Holding post Admission
Spreadex Ltd	10.8	
Christopher ( <u>Chris</u> ) Potts	5.0	
Axiom Wealth Management Ltd	4.7	
Epsilon Investments pte Ltd	3.8	
Nicholas ( <u>Nick</u> ) Mustoe	-	4.6
Alison ( <u>Ali</u> ) Hall	-	5.0
<u>Julie</u> Lavington	-	5.0

NAMES OF ALL PERSONS TO BE DISCLOSED IN ACCORDANCE WITH SCHEDULE 2, PARAGRAPH (H) OF THE AIM RULES:

None

(i) ANTICIPATED ACCOUNTING REFERENCE DATE  
(ii) DATE TO WHICH THE MAIN FINANCIAL INFORMATION IN THE ADMISSION DOCUMENT HAS BEEN PREPARED (this may be represented by unaudited interim financial information)  
(iii) DATES BY WHICH IT MUST PUBLISH ITS FIRST THREE REPORTS PURSUANT TO AIM RULES 18 AND 19:

- (i) 31 December
- (ii) 30 June 2017 (Orogen - interim results for 6 month period)  
31 March 2017 (Thread - audited results for 17 month period)
- (iv) 30 June 2018 - audited annual results to 31 December 2017  
30 September 2018 - interim results to 30 June 2018  
30 June 2019 - audited annual results to 31 December 2018

EXPECTED ADMISSION DATE:
2 November 2017
NAME AND ADDRESS OF NOMINATED ADVISER:
Cairn Financial Advisers LLP Cheyne House Crown Court 62-63 Cheapside EC2V 6AX
NAME AND ADDRESS OF BROKER:
Turner Pope Investments (TPI) Ltd 6th Floor, Becket House, 36 Old Jewry, London, EC2R 8DD
OTHER THAN IN THE CASE OF A QUOTED APPLICANT, DETAILS OF WHERE (POSTAL OR INTERNET ADDRESS) THE ADMISSION DOCUMENT WILL BE AVAILABLE FROM, WITH A STATEMENT THAT THIS WILL CONTAIN FULL DETAILS ABOUT THE APPLICANT AND THE ADMISSION OF ITS SECURITIES:
Cairn Financial Advisers LLP Cheyne House Crown Court 62-63 Cheapside EC2V 6AX
DATE OF NOTIFICATION:
11 October 2017
NEW/ UPDATE:
New

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