

THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. This document contains resolutions to be voted on at a general meeting of the Company to be held at 11.00 a.m. on 29 July 2019. If you are in any doubt about the contents of this document or as to the action you should take, you should seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 ("FSMA") if you are in the United Kingdom, or, if not, another appropriately authorised independent adviser duly qualified in your jurisdiction, who specialises in advising on the acquisition of shares and other securities.

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee, except that such documentation should not be sent into a Restricted Jurisdiction or any other jurisdiction where to do so may constitute a violation of local securities laws or regulation. If you have sold or transferred only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

AIM is a market designed primarily for emerging or smaller companies, to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the FCA. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The AIM Rules are less demanding than those of the Official List. It is emphasised that no application is being made for admission of the Placing Shares to the Official List or any other recognised investment exchange. Furthermore, neither the London Stock Exchange nor the FCA has itself examined or approved the contents of this document.

The Existing Ordinary Shares are admitted to trading on AIM. Applications will be made for the Placing Shares to be admitted to trading on AIM. Subject to, amongst other things, the Resolutions being passed, it is expected that Admission will become effective and dealings in the Placing Shares will commence on AIM on 31 July 2019. The Placing Shares being issued pursuant to the Placing will on Admission rank in full for all dividends and other distributions thereafter declared, made or paid on the Ordinary Share capital of the Company and will rank *pari passu* in all other respects with the Existing Ordinary Shares.

This document does not contain any offer of transferable securities to the public within the meaning of section 102B of the FSMA, the Act or otherwise. Members of the public are not eligible to take part in the Placing. The issue of the Placing Shares will not constitute an offer to the public requiring an approved prospectus under section 85 of the FSMA or otherwise. Accordingly, this document does not constitute a prospectus within the meaning of section 85 of the FSMA or otherwise or an admission document for the purposes of the AIM Rules and has not been drawn up in accordance with the Prospectus Rules or the AIM Rules or approved by the FCA, the London Stock Exchange, or any other competent authority or regulatory body and has not been approved for the purposes of section 21 of FSMA or otherwise.

Sosandar plc

(incorporated and registered in England and Wales with registered number 05379931)

Firm Placing of 22,669,384 new Ordinary Shares and Conditional Placing of 23,997,316 new Ordinary Shares at 15 pence per share

and

Notice of General Meeting

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 12 to 15 of this document and which contains the Directors' unanimous recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting.

This document should be read in conjunction with the Notice of General Meeting and enclosed Form of Proxy. Notice of a General Meeting of the Company, to be held at the Company's offices at 40 Water Lane, Wilmslow, Cheshire, SK9 5AP on 29 July 2019 at 11.00 a.m., is set out on pages 16 to 18 of this document. To be valid, the accompanying Form of Proxy for use in connection with the General Meeting should be completed, signed and returned together with the power or other authority (if any) under which the Form of Proxy is signed or a certified copy of such power as soon as possible and, in any event, so as to reach the Company's registrars, Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR by no later than 11.00 a.m. on 25 July 2019 (such date determined without including non-working days). Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

If you have any questions relating to return of the Form of Proxy, please telephone Sosandar plc's registrars, Share Registrars Limited, on 0 1252 821390 from within the UK. If you are outside the UK please call +44 (0) 1252 821390. Calls will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.30 p.m. Monday to Friday, excluding public holidays in England and Wales. Calls may be recorded and randomly monitored for security and training purposes. Different charges may apply to calls from mobile telephones. The helpline cannot provide advice on the merits of the Placing nor give any financial, legal or tax advice.

If you hold your Ordinary Shares in Uncertificated Form (i.e. in CREST), you may appoint a proxy by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by the registrar (under CREST Participation ID: 7RA36) by no later than 11.00 a.m. on 25 July 2019 (such date determined without including non-working days). The time of receipt will be taken to be the time from which the registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

Shore Capital and Corporate Limited (“SCC”), which is authorised and regulated by the FCA, is acting as nominated adviser to the Company for the purposes of the AIM Rules. Shore Capital Stockbrokers Limited (“SCS”), which is a member of the London Stock Exchange and is authorised and regulated by the FCA, is acting as sole broker to the Company in the United Kingdom for the purposes of the AIM Rules. Persons receiving this document should note that SCC and SCS are acting exclusively for the Company and no one else and will not be responsible to anyone, other than the Company, for providing the protections afforded to customers of SCC and SCS or for advising any other person on the transactions and arrangements described in this document. No representation or warranty, express or implied, is made by SCC or SCS as to any of the contents of this document in connection with the Placing, or otherwise. It is noted that SCC, as nominated adviser to the Company, and SCS, as broker to the Company, owe certain responsibilities to the London Stock Exchange which are not owed to the Company or the Directors, Shareholders or any other person.

This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with any contract therefor. The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document and/or the accompanying Form of Proxy comes should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

Copies of this document will be available free of charge during normal business hours on any weekday (except Saturdays, Sundays and public holidays) from the Company’s registered office from the date of this document to the date of Admission. Copies of this document will be available on the Company’s website www.sosandar-ir.com.

IMPORTANT NOTICE

Cautionary note regarding forward-looking statements

This document includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “targets”, “aims”, “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will”, “would”, “could” or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Directors’ current intentions, beliefs or expectations concerning, among other things, the Group’s results of operations, financial condition, liquidity, prospects, growth, strategies and the Group’s markets.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements. Forward-looking statements are not guarantees of future performance and have not been reviewed by the auditors of the Company.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors’ current view with respect to future events, and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group’s operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information available at the date of this document, they may prove to be incorrect and the posting or receipt of this document shall not give rise to any implication that there have been no changes in the facts set forth herein since such date. Investors should not place undue reliance on such forward-looking statements, and save as required by law or by the AIM Rules, or by MAR, the Company undertakes no obligation to release publicly the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors’ expectations or to reflect events or circumstances after the date of this document. All subsequent oral or written forward-looking statements attributed to the Company or any persons acting on its behalf are expressly qualified in their entirety by the cautionary statement above.

Notice to overseas persons

Nothing in the Form of Proxy, this document or any other document in connection with the Placing constitutes an offer of securities for sale in any jurisdiction where it is unlawful to do so. The Placing Shares have not been and will not be registered under the Securities Act or under the securities laws of any state or other jurisdiction of the United States or any other Restricted Jurisdiction. The Placing Shares are being offered and sold outside the United States in offshore transactions in compliance with Regulation S under the Securities Act. There will be no public offer of the Placing Shares in the United States. The Placing Shares may not be offered, sold, taken up, resold, transferred or delivered, directly or indirectly, within, into or in the United States, or any Restricted Jurisdiction, or to any US Person (as such term is defined in Regulation S) or to any national resident or citizen of, or any corporation, partnership or other entity created or organised under the laws of any Restricted Jurisdiction, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with the securities laws of any relevant state or other jurisdiction of the United States and any relevant Restricted Jurisdiction.

The Placing Shares have not been recommended by any US federal or state securities commission or regulatory authority, or by any other regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of the Form of Proxy, this document or any other document in connection with the Placing. Any representation to the contrary is a criminal offence in the United States.

The distribution of this document and/or the Form of Proxy in certain jurisdictions may be restricted by law and therefore persons into whose possession these documents come should inform themselves about and observe any such restrictions. This document and the Form of Proxy may not be forwarded or distributed to any other person and may not be reproduced in any manner whatsoever. Any forwarding, distribution or reproduction of this document or the Form of Proxy in whole or in part is unauthorised. Any failure to comply

with these restrictions may constitute a violation of the Securities Act and/or the securities laws of any such jurisdiction.

Basis on which information is presented

In this document, references to “pounds sterling”, “£”, “pence” and “p” are to the lawful currency of the United Kingdom.

References to defined terms

Certain terms used in this document are defined and explained in the section of this document headed “Definitions”.

All times referred to in this document are, unless otherwise stated, references to London time.

Website

In accordance with the AIM Rules, this document will be available on the Company’s website (www.sosandar-ir.com) from the date of this document, free of charge.

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DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

“2018 AGM”	the annual general meeting of the Company held on 19 September 2018;
“Act”	the Companies Act 2006 (as amended from time to time);
“Admission”	admission of the Firm Placing Shares and/or the Conditional Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules;
“AIM”	AIM, a market operated by the London Stock Exchange;
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange (as amended from time to time);
“Broker”	Shore Capital;
“Company” or “Sosandar”	Sosandar plc, a company incorporated and registered in England and Wales with registered number 05379931;
“Conditional Placing”	subject to receiving shareholder approval at the GM, the placing of the Conditional Placing Shares at the Placing Price on behalf of the Company pursuant to the Placing Agreement;
“Conditional Placing Shares”	the 23,997,316 new Ordinary Shares to be issued and allotted by the Company pursuant to the Conditional Placing, of which 105,890 new Ordinary Shares will be EIS Placing Shares, 14,974,306 new Ordinary Shares will be VCT Placing Shares and 8,917,120 new Ordinary Shares will be Non-EIS/VCT Placing Shares;
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations) which facilitates the transfer of title to shares in Uncertificated Form;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755) as amended from time to time;
“Directors” or “Board”	the directors of the Company whose names are set out on page 11 of this document, or any duly authorised committee thereof;
“EIS”	Enterprise Investment Scheme under provisions of Part 5 of the Income Tax Act 2007;
“EIS Legislation”	the provisions of Part 5 of the Income Tax Act 2007 and sections 150A to 150C of, and Schedule 5B to, the Taxation of Chargeable Gains Act 1992 (in each case, as amended);
“EIS Placing”	the placing of the EIS Placing Shares;
“EIS Placing Shares”	the new Ordinary Shares to be issued and allotted by the Company pursuant to the Placing to investors seeking to benefit from the tax advantages under the EIS Legislation;
“Enlarged Share Capital”	the sum of the Existing Ordinary Shares and the Placing Shares;
“EU” or “Europe”	the 28 member states of the European Union;

“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST;
“Existing Ordinary Shares”	the 116,189,658 Ordinary Shares in issue at the date of this document;
“FCA”	the UK Financial Conduct Authority;
“Firm Placing”	the placing of the Firm Placing Shares at the Placing Price on behalf of the Company pursuant to the Placing Agreement, which is being undertaken using existing shareholder authorities obtained at the 2018 AGM;
“Firm Placing Shares”	the 22,669,384 new Ordinary Shares to be issued and allotted by the Company pursuant to the Firm Placing, of which 100,030 new Ordinary Shares will be EIS Placing Shares, 14,145,684 new Ordinary Shares will be VCT Placing Shares and 8,423,670 new Ordinary Shares will be Non-EIS/VCT Placing Shares;
“Form of Proxy”	the form of proxy accompanying this document for use by Shareholders in connection with the General Meeting;
“FSMA”	the Financial Services and Markets Act 2000 (as amended from time to time);
“FY”	financial year ending 31 March;
“General Meeting” or “GM”	the general meeting of the Company to be held at the Company’s offices at 40 Water Lane, Wilmslow, Cheshire, SK9 5AP at 11.00 a.m. on 29 July 2019;
“Group”	the Company and its subsidiaries (as defined in the Act) as at the date of this document;
“HMRC”	Her Majesty’s Revenue & Customs;
“London Stock Exchange”	London Stock Exchange plc;
“MAR”	means the Market Abuse Regulation (No. 596/2014);
“Non-EIS/VCT Placing Shares”	the new Ordinary Shares to be issued and allotted by the Company pursuant to the Placing to investors not seeking to benefit from the tax advantages under the VCT Legislation or EIS Legislation;
“Notice of General Meeting”	the notice convening the General Meeting which is set out at the end of this document;
“Official List”	the official list of the FCA;
“Ordinary Shares”	the ordinary shares of £0.001 (0.1 pence) each in the capital of the Company;
“Placing”	together the placing of the Firm Placing and the Conditional Placing;
“Placing Agreement”	the conditional agreement dated 10 July 2019 and made between (1) the Company, (2) SCC and (3) SCS in relation to the Placing, further details of which are set out in this document;
“Placing Price”	15 pence per Placing Share;

“Placing Shares”	the 46,667,700 new Ordinary Shares to be issued and allotted by the Company pursuant to the Placing, comprised of the Conditional Placing Shares and the Firm Placing Shares;
“Prospectus Rules”	the rules made for the purposes of Part VI of the FSMA in relation to offers of securities to the public and admission of securities to trading on a regulated market;
“Regulation S”	Regulation S under the Securities Act;
“Resolutions”	the resolutions set out in the Notice of General Meeting;
“Restricted Jurisdictions”	the United States, Australia, Canada, Japan, the Republic of South Africa and any other jurisdiction where the extension or availability of the Placing would breach any applicable law or regulation;
“RNS”	a regulatory information service operated by the London Stock Exchange as defined in the AIM Rules;
“SCC”	Shore Capital and Corporate Limited, the Company’s nominated adviser for the purposes of the AIM Rules;
“SCS”	Shore Capital Stockbrokers Limited, the Company’s broker for the purposes of the AIM Rules;
“Securities Act”	the US Securities Act of 1933, as amended;
“Shareholders”	holders of Ordinary Shares from time to time;
“Shore Capital”	SCC and/or SCS as the case may be;
“UK”	the United Kingdom of Great Britain and Northern Ireland;
“Uncertificated Form”	Ordinary Shares recorded on the share register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred within the CREST settlement system;
“US” or “USA”	the United States of America, each State thereof (including the District of Columbia), its territories, possessions and all areas subject to its jurisdiction;
“VCT”	a company which is, or is seeking to become, approved as a venture capital trust under Part 6 of the Income Tax Act 2007;
“VCT Legislation”	the provisions of Part 6 of the Income Tax Act 2007 and sections 151A and 151B of the Taxation of Capital Gains Act 1992 (in each case as amended);
“VCT Placing”	the placing of the VCT Placing Shares; and
“VCT Placing Shares”	the new Ordinary Shares to be issued and allotted by the Company pursuant to the Placing to investors seeking to benefit from the tax advantages pursuant to the VCT Legislation.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2019

Announcement of the Placing and publication of this document	11 July
Latest time and date for receipt of Forms of Proxy for the General Meeting	By 11.00 a.m. on 25 July
General Meeting	11.00 a.m. on 29 July
Results of General Meeting announced via RNS	29 July
Admission, completion of the Firm Placing and Conditional Placing* and commencement of dealings in the Firm Placing Shares and Conditional Placing Shares* on AIM	31 July
CREST accounts credited in respect of the Firm Placing Shares and, as appropriate, the Conditional Placing Shares held in Uncertificated Form	31 July

*The Conditional Placing will only complete, and Admission in respect of the Conditional Placing Shares will only take effect, provided the Resolutions are passed at the GM

Notes:

1. References to times in this document are to London time (unless otherwise stated).
2. The dates and times set out in the above timetable and in the rest of this document are indicative only and may be subject to change. If any such dates and times should change, the revised times and/or dates will be notified by announcement via RNS.

STATISTICS RELATING TO THE PLACING

Number of Existing Ordinary Shares	116,189,658
Number of Placing Shares to be issued	46,666,700
– Number of Firm Placing Shares to be issued	22,669,384
– Number of Conditional Placing Shares to be issued	23,997,316
Enlarged Share Capital following Admission of the Placing Shares	162,856,358
Placing Shares expressed as a percentage of the Enlarged Share Capital	28.7 per cent.
Placing Price per Placing Share	15 pence
Gross proceeds of the Placing	£7.0 million
ISIN	GB00BDGS8G04
SEDOL	BDGS8G0
LEI	2138004313MO7RXAVA37

DIRECTORS, REGISTERED OFFICE AND ADVISORS

Directors	Bill Murray, <i>Non-Executive Chairman</i> Alison Hall, <i>Joint Chief Executive Officer</i> Julie Lavington, <i>Joint Chief Executive Officer</i> Mark Collingbourne, <i>Finance Director</i> Andrew Booth, <i>Non-Executive Director</i> Nicholas Mustoe, <i>Non-Executive Director</i> Adam Reynolds, <i>Non-Executive Director</i>
Company Secretary	Mark Collingbourne
Registered Office	40 Water Lane Wilmslow Cheshire SK9 5AP
Nominated Adviser	Shore Capital and Corporate Limited Bond Street House 14 Clifford Street London W1S 4JU United Kingdom
Broker	Shore Capital Stockbrokers Limited Bond Street House 14 Clifford Street London W1S 4JU
Solicitors to the Company	BPE Solicitors LLP St James' House St James' Square Cheltenham GL50 3PR
Solicitors to Shore Capital	DAC Beachcroft LLP 25 Walbrook London EC4N 8AF
Registrars	Share Registrars Limited The Courtyard 17 West Street Farnham Surrey GU9 7DR

LETTER FROM THE CHAIRMAN

Sosandar plc

(incorporated and registered in England and Wales with registered number 05379931)

Directors:

Bill Murray	<i>Non-executive Chairman</i>
Ali Hall	<i>Joint Chief Executive Officer</i>
Julie Lavington	<i>Joint Chief Executive Officer</i>
Mark Collingbourne	<i>Finance Director</i>
Andrew Booth	<i>Non-executive Director</i>
Nicholas Mustoe	<i>Non-executive Director</i>
Adam Reynolds	<i>Non-executive Director</i>

Registered office:

40 Water Lane
Wilmslow
Cheshire SK9 5AP

11 July 2019

To holders of Ordinary Shares (and, for information only, option holders)

Dear Shareholders,

**Firm Placing of 22,669,384 new Ordinary Shares, and Conditional Placing of
23,997,316 new Ordinary Shares, at 15 pence per share
and
Notice of General Meeting**

1. Introduction

The Company today announced that it is raising £7 million (before commissions and expenses) through a conditional institutional placing of new Ordinary Shares at the placing price of 15 pence per new Ordinary Share. The Placing Price is a 3.4 per cent. premium to the closing mid-market price per Ordinary Share on 10 July 2019, being the last dealing day prior to the announcement of the Placing. The Placing is comprised of a firm placing of 22,669,384 new Ordinary Shares and a further placing of 23,997,316 new Ordinary Shares which is conditional, *inter alia*, on Shareholder approval. The Placing, which was significantly oversubscribed by new and existing shareholders, was arranged by the Company's broker, Shore Capital, as agent for the Company. Further details of the terms of the Placing are set out below under the heading "Details of the Placing" and "Use of Proceeds".

The main purpose of this document is to set out the reasons for, and details of, the Placing, to explain why the Directors consider that the Placing is in the best interests of the Company and its Shareholders as a whole and to unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting in connection with the issue of the Conditional Placing Shares, notice of which is set out at the end of this document.

2. Background to and reasons for the Placing

On 3 July 2019, the Company announced its final results for the year ended 31 March 2019, reporting, *inter alia*, a 228 per cent. increase in revenue and a 224 per cent. growth in orders. Given the continued strong performance of the Company, the Board believes that it is appropriate to raise additional equity to help support and accelerate further growth.

3. Use of proceeds from the Placing

The net proceeds of the Placing are expected to be used as follows:

- to support working capital expansion in the business, including:

- enabling the Company to pursue new opportunities, e.g. the Company is in discussions to sell on third party sites, however to work with them the Company expects it would need to stock up on selected lines and would only be paid in arrears;
- assisting in the expansion of new supplier relationships and reducing the risk of having to rely on supplier credit to fund future growth, particularly given the current supplier credit backdrop; and
- further widening the Company's product range to better serve its target consumers' fashion needs; and
- further expenditure on new customer acquisition, which the Board believes will contribute to future revenue growth given the Company's current repeat order performance. In Q1 FY20, the Company's repeat orders increased 122 per cent. year on year.

4. Current trading and prospects

The Company announced its final results for the year ended 31 March 2019 on 3 July 2019, in which Ali Hall and Julie Lavington, Joint Chief Executive Officers, made the following comments on the Company's current trading and prospects:

"The new financial year has started strongly and in line with our expectations with June setting a new record for the number of units sold in a month. Repeat orders for Q1 increased 122 per cent. year on year and Q1 has seen c.23 per cent. year on year revenue growth. This revenue growth has been achieved through strong repeat business with deliberately less emphasis on new customer acquisition as external factors resulted in a tougher acquisition environment."

"With a clear growth plan, we are confident in the outlook for the year and very excited about Sosandar's long term prospects."

The Company's annual report and accounts can be read in full on its website at <http://www.sosandar-ir.com/archive/reports/Annual-Report-2019.pdf>

5. EIS status

No assurance has been obtained from HMRC or any other person that a subscription for Ordinary Shares in the Company is a "qualifying holding" for the purpose of investment by investors under the EIS Legislation.

The status of the Ordinary Shares as a qualifying holding for EIS purposes will be dependent on a number of factors, including that the Company is a "qualifying company" and the Company carries on a "qualifying trade" for EIS purposes.

None of the Company nor any of the Directors nor any of the Company's officers, employees, agents or advisers gives any warranty, representation or undertaking that any EIS investment in the Company is a qualifying holding for the purposes of EIS (or, in the event that it is deemed to be a qualifying holding as at Admission, that it will remain so). The Company does not give any guarantee, undertaking or other assurance that it conducts or will conduct its business in a way which ensures that the Company will meet the requirements of the EIS Legislation or that if it does it will continue to do so. The Company has obtained no assurance from HMRC that any EIS relief may be, is or will continue to be available to the participants in the EIS Placing or any other person and any and all liability in this regard is disclaimed in respect of the Directors, the Company and its officers, employees, agents and advisers.

Investors considering making a qualifying EIS investment are required to seek their own professional advice in order that they may fully understand how the EIS Legislation may apply in their individual circumstances.

6. VCT status

No assurance has been obtained from HMRC or any other person that a subscription for Ordinary Shares in the Company is a "qualifying holding" for the purpose of investment by VCTs.

The status of the Ordinary Shares as a qualifying holding for VCT purposes will be dependent on a number of factors, including that the Ordinary Shares are "eligible shares" and a "qualifying holding" for VCT purposes.

None of the Company nor any of the Directors nor any of the Company's officers, employees, agents or advisers gives any warranty, representation or undertaking that any VCT investment in the Company is a qualifying holding (or, in the event that it is deemed to be a qualifying holding as at Admission, that it will remain so). The Company does not give any guarantee, undertaking or other assurance that it conducts or will conduct its business in a way which ensures that the Company will meet the requirements of the VCT Legislation. The Company has obtained no assurance from HMRC or any other person that any VCT relief may be, is or will continue to be available to the participants in the VCT Placing or any other person and any and all liability in this regard is disclaimed in respect of the Directors, the Company and its officers, employees, agents and advisers.

VCTs considering making a qualifying VCT investment are required to seek their own professional advice in order that they may fully understand how the relief legislation may apply in their individual circumstances.

7. Details of the Placing

The Firm Placing Shares and the Conditional Placing Shares have been placed with new and existing investors at a price of 15 pence per Placing Share. The Placing is expected to raise, in aggregate, £7 million (before commissions and expenses).

The Placing Shares, when issued, will represent approximately 28.7 per cent. of the Company's Enlarged Share Capital immediately following Admission. Assuming that the Resolutions are passed at the General Meeting, it is expected that the Placing Shares will be admitted to trading on AIM on 31 July 2019.

The Firm Placing (which is not being underwritten) is conditional, amongst other things, upon:

- (a) the Placing Agreement becoming or being declared unconditional in all respects in relation to the Firm Placing Shares (save for Admission) and not having been terminated in accordance with its terms in respect of Firm Placing Shares prior to Admission; and
- (b) Admission of the Firm Placing Shares becoming effective on or before 8.00 a.m. on 31 July 2019 or such later date as the Company and Shore Capital may agree, being no later than 8.00 a.m. on 31 August 2019.

The Conditional Placing (which is not being underwritten) is conditional, amongst other things, upon:

- (a) the Placing Agreement becoming or being declared unconditional in all respects in relation to the Conditional Placing Shares (save for Admission) and not having been terminated in accordance with its terms in respect of Conditional Placing Shares prior to Admission;
- (b) the passing of the Resolutions set out in the Notice of General Meeting; and
- (c) Admission of the Conditional Placing Shares becoming effective on or before 8.00 a.m. on 31 July 2019 or such later date as the Company and Shore Capital may agree, being no later than 8.00 a.m. on 31 August 2019.

Given the above conditions to the Placing, if the Conditional Placing is not approved by Shareholders at the GM, then the Firm Placing will, assuming its conditions are satisfied, complete without the Conditional Placing.

7.1 The Placing Agreement

Pursuant to the terms of the Placing Agreement, Shore Capital has conditionally agreed to use its reasonable endeavours, as agents for the Company, to procure subscribers for the Placing Shares at the Placing Price with certain institutional and other investors.

The Placing Agreement contains customary warranties from the Company in favour of Shore Capital in relation to, *inter alia*, the accuracy of the information in this document and other matters relating to the Group and its business. In addition, the Company has agreed to indemnify Shore Capital in relation to certain liabilities they may incur in respect of the Placing. Shore Capital has the right to terminate the Placing Agreement in certain circumstances prior to Admission, in particular, in the event of a material breach of the warranties given in the Placing Agreement, the failure of the Company to comply in any material respect with its obligations under the Placing Agreement or the occurrence of certain

force majeure events which in Shore Capital's opinion makes it impractical or inadvisable to continue with the Placing.

The Placing Agreement provides for payment by the Company to Shore Capital of certain commissions and fees in connection with their appointment. The Company will bear certain other expenses of and incidental to the Placing.

7.2 **Settlement and dealings**

Applications will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that Admission will become effective and dealings in the Placing Shares will commence on AIM on 31 July 2019, with admission of the Conditional Shares also subject to the passing of the Resolutions at the General Meeting.

8. **General Meeting**

The Directors do not currently have sufficient shareholder authorities to allot the Conditional Placing Shares and accordingly, the Board is seeking the approval of Shareholders to allot the Conditional Placing Shares. Set out at the end of this document is a notice convening the General Meeting to be held at the Company's offices on 29 July 2019 at 11.00 a.m., at which the Resolutions will be proposed as ordinary or special resolutions as set out below:

1. an ordinary resolution to grant the Directors authority to allot the Conditional Placing Shares pursuant to the Placing; and
2. a special resolution to disapply pre-emption rights granted under the Act in respect of the allotment of the Conditional Placing Shares for cash pursuant to the Conditional Placing.

9. **Action to be taken**

The Form of Proxy for use at the General Meeting accompanies this document. Whether or not you intend to be present at the General Meeting, the Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to the Company's registrars, Share Registrars Limited, The Court Yard, 17 West Street, Farnham, Surrey GU9 7DR, as soon as possible, but in any event so as to be received by no later than 11.00 a.m. on 25 July 2019 (such date determined without including non-working days). Unless the Form of Proxy is received by this date and time, it will be invalid. Alternatively, CREST members who wish to appoint a proxy or proxies via CREST may do so in accordance with the procedures set out in the Notice of General Meeting and the Form of Proxy. The completion and return of the Form of Proxy or appointment of a proxy via CREST will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.

10. **Further information**

Prospective investors should read the whole of this document, which provides additional information on the Company and the Placing.

11. **Recommendation**

The Directors consider the Conditional Placing to be in the best interests of the Company and its Shareholders as a whole and accordingly unanimously recommend Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their beneficial holdings amounting, in aggregate, to 18,726,385 Ordinary Shares as at 10 July 2019 (being the last practicable date prior to the publication of this document), representing approximately 16.12 per cent. of the Existing Ordinary Shares.

Yours faithfully,

Bill Murray

Non-executive Chairman

NOTICE OF A GENERAL MEETING

Sosandar plc

(registered in England and Wales No. 05379931)

NOTICE IS HEREBY GIVEN that a general meeting of Sosandar plc (**Company**) will be held at the Company's offices at 40 Water Lane, Wilmslow, Cheshire, SK9 5AP at 11.00 a.m. on 29 July 2019 for the purposes of considering, and if thought fit, passing the following resolutions, of which resolution 1 will be proposed as an ordinary resolution and resolution 2 will be proposed as a special resolution. All expressions defined in the circular to shareholders dated 11 July 2019 of which this notice forms part (**Circular**) shall have the same meaning in this notice as if set out in full in this notice:

Ordinary Resolution

1. That the Directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (**Act**) to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Placing Rights**) up to an aggregate nominal amount of £23,997.316 pursuant to the Placing, as described in the Circular, provided that this authority shall, unless renewed, revoked or varied by the Company in general meeting expire on 31 August 2019 or, if earlier, the conclusion of the Company's next Annual General Meeting save that the Company may, before such expiry, revocation or variation make offers or enter into agreements that would or might require such shares to be allotted or Placing Rights to be granted and the Directors may allot any such shares or grant any Placing Rights after the expiry, revocation or variation of such authority in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired or been revoked or varied.

Special Resolution

2. That, subject to the passing of resolution 1, the Directors of the Company be given general power, pursuant to section 570 of the Act, to allot equity securities (as defined in section 560 of the Act), up to an aggregate nominal amount of £23,997.316 for cash pursuant to the authority conferred by resolution 1, as if section 561 of the Act did not apply to such allotment, provided that this authority is limited to the allotment of equity securities up to an aggregate nominal value of £23,997.316 pursuant to the Placing, as described in the Circular provided that this authority shall, unless renewed, revoked or varied by the Company in general meeting expire on 31 August 2019 or, if earlier, the conclusion of the Company's next Annual General Meeting save that the Company may, before such expiry, revocation or variation make offers or enter into agreements that would or might require such shares to be allotted or Placing Rights to be granted and the Directors may allot any such shares or grant any Placing Rights after the expiry, revocation or variation of such authority in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired or been revoked or varied.

BY ORDER OF THE BOARD

Mark Collingbourne
Company Secretary

Registered Office:
40 Water Lane
Wilmslow
Cheshire
SK9 5AP

11 July 2019

Notes to the Notice of General Meeting

1. A member who is entitled to attend and vote at the General Meeting is entitled to appoint another person, or two or more persons in respect of different shares held by him or her, to attend the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member, as his or her proxy to exercise all or any of his rights to attend and to speak and vote at the General Meeting. A proxy need not be a member of the Company.
2. To be valid any proxy form must be delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to Share Registrars Limited, The Court Yard, 17 West Street, Farnham, Surrey GU9 7DR by 11.00 a.m. on 25 July 2019 (such date determined without including non-working days) or, in the case of an adjournment, by 48 hours before the time appointed for the adjournment of the General Meeting, together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a duly certified copy of the power or authority. Completing and returning a proxy form will not prevent a member from attending in person and voting at the meeting should he or she so wish.
3. Shareholders who prefer to register the appointment of their proxy electronically via email can do so through Share Registrars' email address voting@shareregistrars.uk.com. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required when emailing over the form of proxy. For an email vote to be valid, your form must be received by Share Registrars Limited no later than 11.00 a.m. on 25 July 2019 (such date determined without including non-working days).
4. Any person to whom this notice is sent who is a person nominated by a member of the Company to enjoy information rights under Section 146 of the Companies Act 2006 (a "**nominated person**") may have a right under an agreement between him or her and such member to be appointed, or to have someone else appointed, as a proxy for the General Meeting. If he or she has no such right or does not wish to exercise it, he or she may have a right under such an agreement to give instructions to the member concerned as to the exercise of voting rights. The statement in notes 1, 2 and 3 above of the rights of a member in relation to the appointment of proxies does not apply to a nominated person. Such rights can only be exercised by the member concerned.
5. Pursuant to Regulation 41 of the Uncertified Securities Regulations 2001, the Company specifies that in order to have the right to attend and vote at the General Meeting (and also for the purpose of calculating how many votes a person entitled to attend and vote may cast), a person must be entered on the register of holders of the Company no later than 11.00 a.m. on 25 July 2019 or, in the case of an adjournment, by 6.30 p.m. two business days prior to the General Meeting. Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend or vote at the General Meeting.
6. As at the close of business on 10 July 2019 (the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consists of 116,189,658 Ordinary Shares, all carrying one vote each, and (ii) the total voting rights in the Company are 116,189,658.
7. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under Section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the General Meeting in accordance with Section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business may be dealt with at the General Meeting includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
8. At the General Meeting the Company must cause to be answered any questions that a member attending the General Meeting asks relating to the business being dealt with at the General Meeting in accordance with Section 319A of the Companies Act 2006. However, no such answer need be given where: (i) answering the question would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the General Meeting that the question is answered. Information relating to the General Meeting which the Company is required by the Companies Act 2006 to publish on its website in advance of the General Meeting may be viewed at www.sosandar-ir.com. A member may not use an electronic address provided by the Company in this document or with any proxy appointment form or in any website for communicating with the Company for any purpose in relation to the General Meeting other than as expressly stated in it.
9. In accordance with Section 311A of the Companies Act 2006, the contents of this notice of General Meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the General Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website www.sosandar-ir.com. Members' matters of business received by the Company after the date of this notice will be available on the Company's website www.sosandar-ir.com.
10. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in "the CREST voting service" section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, 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 a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (a "**CREST proxy appointment instruction**") must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & Ireland Limited ("**Euroclear**"), and must contain all the relevant information required by the CREST Manual. To be valid the message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by Share Registrars Limited (ID 7RA36), as the Company's "issuer's agent", by 11.00 a.m. on 25 July 2019 (such date determined without including non-working days) (as such a message cannot be transmitted on weekends or on other days when the CREST system is closed). After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means.

The time of the message's receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider, to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on "Practical limitations of the system". In certain circumstances the Company may, in accordance with Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid. The CREST Manual can be reviewed at www.euroclear.com.

11. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

