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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the Acquisition, the contents of this document or as to the action you should take, you are recommended to seek your own personal financial, tax and/or legal advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, if you are in the United Kingdom, or, if not, from another appropriately authorised independent adviser in the relevant jurisdiction.**

## Private & Confidential

10 September 2021

Dear Colleague

### Acquisition of Sanne by Apex: how it impacts your Awards

#### *Introduction*

As you may know, on 25 August 2021, Apex and the Sanne Directors announced that they had agreed the terms of a recommended cash offer for Sanne by Apex. This Letter explains the impact of that Acquisition on your Awards.

If you want to remind yourself of what Awards you hold, please log on to the Global Shares portal. When you log on to the Global Shares portal, please check that your contact and bank details are all up to date. Please login to the portal using the link below:

<https://sannegroup.globalsharesequity.co.uk/en/Participant>

If you encounter any login issues, you can contact [GS-UKCombined@globalshares.com](mailto:GS-UKCombined@globalshares.com) who will be able to assist you with this.

Assuming the Acquisition goes ahead, your Awards will vest automatically on Court Sanction and the Sanne Shares you receive will be bought by Apex for 920 pence in cash for each Sanne Share. **You do not need to take any action.**

For more information on the Acquisition itself, please read the Scheme Document sent to Sanne shareholders around the date of this Letter. At the end of this Letter, you will find a definitions section which explains the key defined terms used in this Letter. A copy of this Letter and the Scheme Document can also be found on Sanne's website at [www.sannegroup.com](https://www.sannegroup.com).

If you hold vested shares separately in the Global Shares nominee, you will be contacted separately. This Letter just relates to your unvested Awards.

■ ■ ■ *Questions*

If you have any questions on the contents of this Letter, please contact either Cindy Peters ([Cindy.Peters@sannegroup.com](mailto:Cindy.Peters@sannegroup.com)) or Giri Yogendran ([Giri.Yogendran@sannegroup.com](mailto:Giri.Yogendran@sannegroup.com)) in the HR team. However, please be aware that no legal, tax, financial or investment advice on the Acquisition or your Awards can be provided by Sanne, your Sanne group employer or Apex. **If you are in any doubt as to the action you should take, you should seek your own independent professional advice.**

Yours faithfully

A large black rectangular redaction box covering the signature area.

**Martin Schnaier**  
**Chief Executive Officer**  
**For and on behalf of Sanne Group plc**

### **1. When will my Awards vest?**

If the Acquisition goes ahead, your Awards will vest automatically on Court Sanction and the Sanne Shares you receive will be bought by Apex for 920 pence in cash for each Sanne Share. **You do not need to take any action.**

(This treatment will not apply to any Award which is due to vest before the Court Sanction. These Awards will vest in the normal course in accordance with the rules of the PSP/ABP.)

### **2. Will my Awards vest in full?**

This depends on the type of Award:

- For Performance-based Awards, the number of Sanne Shares which will vest depends on two factors:
  - a) performance conditions being met; and
  - b) time pro-rating.

The Sanne Remuneration Committee will determine the extent to which the performance conditions have been met (where relevant) and the extent to which time pro-rating will be applied. You will be notified of the final decision by the Remuneration Committee once it has been made (likely to be nearer the time of Court Sanction).

- For Restricted Share Awards and Senior Management Incentive Plan Awards, the Sanne Remuneration Committee will determine the extent to which time pro-rating will be applied.
- For ABP Awards, these will vest in full.

### **3. Will I receive dividends in relation to my Awards?**

You will receive a "Dividend Equivalent Payment". This payment will be equal to the value of dividends that would have been paid, between grant date and vesting date, on the Sanne Shares you receive when your Award vests.

### **4. When will I receive my cash consideration after my Awards vest?**

If the Acquisition goes ahead, you will receive the cash consideration (less deductions for income tax and social security required to be deducted by your employer) through the next practicable payroll after the cash consideration has been paid by Apex.

**5. Do I need to pay anything?**

No, you do not need to pay anything for your Awards to vest or to take part in the Scheme. However, any income tax and social security due will be deducted from your cash consideration.

**6. How do I pay the income tax and social security due on the vesting of my Awards?**

The income tax and social security will be deducted from the cash consideration payable to you where your employer is required to deduct those amounts. If your employer is not required to make deductions, it will be your responsibility to meet the tax liabilities. If you have any personal reporting obligations or you are required to complete a self-assessment tax return, it is your responsibility to do this.

If you are in any doubt as to your tax position, you should seek your own independent professional tax advice immediately.

**7. What happens if I leave the Sanne group?**

For your Awards to vest and to receive cash under the Acquisition, you must either be an employee of the Sanne group or a former employee who is entitled to retain their Awards under the rules of PSP/ABP at Court Sanction.

**8. Can I give my Awards to someone else?**

No, under the rules of the PSP/ABP, you cannot transfer your Awards.

**9. Do I have to do anything?**

No, your Awards will vest automatically on Court Sanction and the cash consideration will be paid to you through payroll.

**10. What is the view of the Sanne Directors?**

As your Award will vest automatically on Court Sanction and will be subject to the Acquisition, no proposals are being made to you in respect of the Acquisition. The Sanne Directors, who have been so advised by Jefferies and J.P. Morgan Cazenove as to the financial terms of the Acquisition, consider it fair and reasonable in the context of the Acquisition that no proposals are being made. In providing its advice to the Sanne Directors, Jefferies and J.P. Morgan Cazenove have taken into account the commercial assessments of the Sanne Directors.



## ACQUISITION SUMMARY

### **1. How does the Acquisition work?**

The Acquisition will be carried out through what is called a "scheme of arrangement". The Scheme has to be first approved by Sanne shareholders and then requires final approval by the Court. If you want to read more about this, please go to [www.sannegroup.com](http://www.sannegroup.com) where you will find the Scheme Document that was sent to Sanne shareholders around the date of this Letter.

### **2. What can Sanne shareholders receive under the Acquisition?**

For each Sanne Share sold to Apex through the Scheme, a Sanne shareholder will receive 920 pence in cash.

### **3. When will the Scheme take place?**

The date of Court Sanction is still to be confirmed but it is expected to be in the first half of 2022 with the Effective Date expected to be the second business day after Court Sanction. It is possible that there may be a longer period between the Court Sanction and the Effective Date, in which case you will be notified and informed how this affects you.

### **4. Will the Acquisition definitely go ahead?**

The Acquisition is conditional on various approvals and consents including (i) approval by Sanne at a meeting to be held on 5 October 2021; (ii) obtaining certain regulatory and merger control approvals; and (iii) the sanction of the Court. Whilst it is expected that Sanne shareholders will approve the Acquisition and the Court will sanction the Scheme, this cannot be guaranteed.

### **5. What will happen if the Acquisition does not complete?**

If Court Sanction does not happen, your Awards will continue as before.

### **6. Can I opt out of the Scheme?**

No. If the Scheme is sanctioned by the Court and becomes effective, your Awards will automatically vest as described above, in accordance with the PSP/ABP rules and you will have to sell your Sanne Shares to Apex under the Scheme.

## ■ ■ ■ Notes

- 1 The release, publication or distribution of this Letter and any accompanying documents (in whole or in part) in or into jurisdictions other than the United Kingdom or Jersey may be restricted by law and/or regulations of those jurisdictions. Therefore, any persons who are subject to the laws and regulations of any jurisdiction other than the United Kingdom or Jersey should inform themselves about, and observe, any applicable requirements or restrictions in their jurisdictions. Any failure to comply with the applicable requirements or restrictions may constitute a violation of the laws and/or regulations of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.
- 2 The Sanne Directors whose names are set out in paragraph 2.1 of Part VI of the Scheme Document accept responsibility for the information contained in this Letter. To the best of the knowledge and belief of the Sanne Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Letter for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.
- 3 Jefferies International Limited ("**Jefferies**") which is authorised and regulated by the Financial Conduct Authority ("**FCA**") in the United Kingdom, is acting exclusively for Sanne and no one else in relation to the Acquisition and/or other matters set out in this Letter and will not be responsible to anyone other than Sanne for providing the protections afforded to the clients of Jefferies, nor for providing advice in relation to the Acquisition, the contents of this document or any other matter referred to herein. Neither Jefferies nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Jefferies in connection with the Acquisition for this document, any statement contained herein or otherwise.
- 4 J.P. Morgan Securities plc, which conducts its UK investment banking business as J.P. Morgan Cazenove ("**J.P. Morgan Cazenove**"), and is authorised in the United Kingdom by the Prudential Regulation Authority ("**PRA**") and regulated in the United Kingdom by the PRA and the FCA, is acting as financial adviser exclusively for Sanne and no one else in relation to the Acquisition and will not regard any other person as its client in relation to the Acquisition and will not be responsible to anyone other than Sanne for providing the protections afforded to the clients of J.P. Morgan Cazenove or its affiliates, nor for providing advice in relation to the Acquisition or any other matter referred to herein.
- 5 Jefferies has given and not withdrawn its written consent to the issue of this Letter with the inclusion of references to its name in the form and context in which they are included.
- 6 J.P. Morgan Cazenove has given and not withdrawn its written consent to the issue of this Letter with the inclusion of references to its name in the form and context in which they are included.

**DEFINED TERMS**

"ABP"	Sanne Group plc Annual Bonus Plan
"ABP Awards"	conditional awards granted under the rules of the ABP
"Acquisition"	the proposed acquisition by Apex of the entire issued and to be issued share capital of Sanne to be implemented by the Scheme
"Apex"	Apex Acquisition Company Limited, a subsidiary of Apex Parent, a company incorporated in Hong Kong with registered number 3072895
"Apex Parent"	Apex Group Ltd, a company registered in Bermuda whose registered office is at Vallis Building, 4th Floor, 58 Par-la-Ville Road, Hamilton HM11, Bermuda
"Award"	a Performance-based Award, Restricted Share Award, Senior Management Incentive Award or ABP Award
"Court"	the Royal Court of Jersey
"Court Sanction"	the date the Court sanctions the Scheme
"Effective Date"	the date on which the Scheme becomes effective in accordance with the Scheme Document
"Letter"	this letter from Sanne explaining the impact of the Acquisition on the Awards
"Performance-based Awards"	conditional awards granted under the PSP granting a right to acquire a specified number of Sanne Shares for free, subject to certain performance conditions set out in the award documentation provided when the award was granted
"PSP"	Sanne Group plc Performance Share Plan
"Restricted Share Awards"	conditional awards granted under the PSP in the form of restricted share awards granting a right to acquire a specified number of Sanne Shares for free (and which are not subject to any performance conditions)
"Sanne"	Sanne Group plc, a public limited company incorporated in Jersey with registration number 117625



<b>"Sanne Directors"</b>	the board of directors of Sanne
<b>"Sanne Remuneration Committee"</b>	the remuneration committee of Sanne immediately before the Effective Date
<b>"Sanne Shares"</b>	the ordinary shares of £0.01 each in the capital of Sanne
<b>"Scheme"</b>	the proposed scheme of arrangement under Article 125 of the Companies (Jersey) Law 1991, as amended between Sanne and the Sanne shareholders to implement the Acquisition
<b>"Scheme Document"</b>	the document sent to Sanne shareholders around the date of this Letter detailing the Scheme
<b>"Senior Management Incentive Awards"</b>	conditional awards granted under the PSP in the form of senior management incentive awards granting right to acquire a specified number of Sanne Shares for free and they are not subject to any performance conditions