

SANDAL PLC

(“Sandal” or the “Company”)

SHARE BUY-BACK AND NOTICE OF GENERAL MEETING

27 APRIL 2018

The Board of Sandal is pleased to announce that the Company has reached agreement in principle with one of its shareholders, Greenbrook Industries Limited (“GBI”) for GBI to provide to the Company a term loan of up to £500,000 (the “Loan”). The commercial terms of the Loan include that it will bear interest at a rate of 7% per annum (accruing daily) and that the Loan will be repaid in full on or before 28 February 2025. As part of the commercial conditions for advancing the Loan, GBI requires that the Company acquires 862,068 ordinary shares of £0.02 each in the capital of the Company (the “Shares”) for a total aggregate consideration of £249,999.70 (the “Consideration”). The Consideration will be satisfied from the distributable profits of the Company (as opposed to from its capital or the proceeds of a fresh issued of shares) but will be financed by using part of the Loan. Following the advance of the Loan in full the Company will have an additional £250,000.30 (less costs of the acquisition of the Shares other than the Consideration) to invest in its business. It is anticipated that these sums will be used for development expenses and new product launches.

It is therefore proposed that the Company enter into an off-market agreement GBI, to purchase from GBI the Shares for the Consideration (the “Purchase Agreement”). Once these shares have been purchased, it is proposed that they be cancelled.

It is anticipated that the utilisation of the Loan amount (net of costs of the buy-back of the Shares) to be provided by GBI to the Company, together with the reduction in the issued share capital of the Company will result in an increase in its earnings per share.

Until GBI has entered into legally binding agreements with the Company there can be no guarantee that the advance of the Loan or the Company’s acquisition of the Shares will complete. It is currently anticipated that the legally binding agreements will be entered into on or before 30 June 2018.

A circular has been posted to shareholders today convening a General Meeting to be held at 10.30am on 16 May 2018 at the offices of Edwin Coe LLP, 2 Stone Buildings, Lincoln’s Inn, London WC2A 3TH, at which a resolution will be proposed to approve the purchase of the Shares. A copy of this circular will be shortly available on the Company’s website: <http://www.sandal-plc.co.uk/reg-info.html>

This announcement contains information which, prior to its disclosure, was inside information for the purposes of Article 7 of EU Regulation 596/2014.

The directors of Sandal Plc accept responsibility for the contents of this announcement.

Ends

