

21 June 2016

Revolmer plc
("Revolmer" or the "Company")

Results of Placing

Intention to apply for Accelerated Whitewash for additional investment by Woodford Investment Management

Revolmer (AIM: REVO), the specialty chemicals business focused on controlled release, responsive systems and delivery systems in the Personal Care and Consumer Healthcare and Home Care and Industrial markets, is pleased to announce the successful completion of the Placing, as announced yesterday, 20 June 2016

A total of 10,810,811 new Ordinary Shares (the "**Placing Shares**") have been placed by Panmure Gordon at a price of 37 pence per share (the "**Placing Price**") to raise approximately £4 million (before expenses) for the Company. The Placing Shares being issued represent approximately 19.1 per cent. of the issued ordinary share capital of the Company prior to the Placing (and 17.2 per cent. as enlarged by the Initial Consideration Shares pursuant to the Acquisition). The Placing Price represents a discount of 1.3 per cent. to the mid-market closing price on 20 June 2016.

In addition, Woodford Investment Management has agreed to invest an additional amount of approximately £1.8 million ("**Woodford Additional Investment**") through the issue of a further 4,869,411 new Ordinary Shares ("**Additional Woodford Placing Shares**") at the Placing Price. The Woodford Additional Investment is subject to, *inter alia*, receipt of requisite dispensation from Rule 9 of the Code. The Company has been in discussion with the Panel on Takeovers and Mergers (the "**Panel**") which has agreed in principle for the Company to seek such a dispensation by way of an Accelerated Whitewash, as further detailed below.

Completion of the Placing remains subject, *inter alia*, to the passing of the Resolutions at the General Meeting being convened for 11:00 a.m. on 8 July 2016, and on the admission of the Placing Shares to trading on AIM ("**Admission**").

The Company will apply for Admission, conditional upon shareholder approval, to trading on AIM. It is expected that the Circular to convene the General Meeting will be posted on or around 22 June 2016, and will also be available on the Company's website shortly at www.revolmer.com.

Assuming the passing of the Resolutions, Revolmer's enlarged issued ordinary share capital immediately following the issue of the Placing Shares and Initial Consideration Shares will be 73,788,537 Ordinary Shares. This figure excludes the Additional Woodford Placing Shares that may be issued pursuant to the Woodford Additional Investment.

Director participation in the Placing

Certain of the Directors have agreed to subscribe for, in aggregate, 70,000 Placing Shares at the Placing Price. The interests of those Directors in the issued share capital of the Company, as to be enlarged by the Placing and Acquisition and immediately following Admission, are set out below.

| Director | <i>No. of Ordinary Shares currently held</i> | <i>No. of Placing Shares issued</i> | <i>Resulting holding post Admission</i> | <i>% of enlarged issued share capital</i> |
|----------------|--|-------------------------------------|---|---|
| Bryan Dobson | 49,000 | 20,000 | 69,000 | 0.09% |
| Kevin Matthews | - | 20,000 | 20,000 | 0.03% |
| Julian Heslop | 30,000 | 30,000 | 60,000 | 0.08% |

Note: the above figures exclude the Additional Woodford Placing Shares, should they be subsequently issued by the Company.

Each of the above Director's participation is conditional upon certain matters and events including, amongst other things, the passing of the Resolutions, the Placing Agreement having become unconditional and Admission of the Placing Shares becoming effective on or before 8:00 a.m. on 11 July 2016 (but in any event by no later than 8:00 a.m. on 31 July 2016).

Related party transactions

The Company has also today been notified that the following two substantial shareholders of Revolymer have agreed to acquire Placing Shares pursuant to the terms of the Placing. Following Admission, their beneficial interests will be as follows:

| | <i>No. Ordinary Shares currently held</i> | <i>No. Placing Shares issued</i> | <i>Resulting holding post Admission</i> | <i>% of enlarged issued share capital</i> |
|---------------------------------------|---|--------------------------------------|---|---|
| Woodford Investment Management* | 16,988,000 | 5,130,589 | 22,118,589 | 29.98% |
| IP2IPO Limited** | 5,612,230 | 3,513,500 | 9,125,730 | 12.37% |

Note: the above figures include the Initial Consideration Shares and the Placing Shares but exclude the Additional Woodford Placing Shares, should they be subsequently issued by the Company.

* The acquisition of the above Placing Shares by Woodford Investment Management excludes the Additional Woodford Placing Shares.

** IP2IPO Limited is a subsidiary of IP Group plc. IP2IPO Limited and IP Venture Fund will hold 11,899,080 Ordinary Shares in aggregate upon Admission, representing approximately 16.13 per cent. of the Company's enlarged issue share capital (excluding the Woodford Additional Investment).

Where a company enters into related party transactions, under the AIM Rules the independent directors of the company are required, after consulting with the company's nominated adviser, to state whether, in their opinion, the transaction is fair and reasonable in so far as its shareholders are concerned.

Woodford Investment Management and IP Group, by virtue of being substantial shareholders, and IP Group, by virtue of having a representative on the Board of the Company, are considered to be "related parties" as defined under the AIM Rules. Woodford Investment Management and IP Group's participations in the Placing (including the Additional Woodford Placing Shares, should they be issued) constitute related party transactions for the purposes of Rules 13 of the AIM Rules.

The independent Directors consider, having consulted with the Company's nominated adviser, Panmure Gordon, that the terms of Woodford Investment Management and IP Group's participations in the Placing (including the Additional Woodford Placing Shares, should they be issued) are fair and reasonable insofar as the Company's Shareholders are concerned.

The Woodford Additional Investment and the Code

The proposed Woodford Additional Investment of approximately £1.8 million at the Placing Price gives rise to certain considerations under the Code. Brief details of the Panel, the Code and the protections they afford are described below.

The Code is issued and administered by the Panel. The Code applies to all takeover and merger transactions, however effected, where the offeree company is, inter alia, a listed or unlisted public company resident in the United Kingdom (and to certain categories of private limited companies). The

Company is a listed public company and its Shareholders are entitled to the protections afforded by the Code.

Under Rule 9 of the Code, where any person acquires, whether by a series of transactions over a period of time or not, an interest in shares which (taken together with shares already held by that person and an interest in shares held or acquired by persons acting in concert with him or her) carry 30 per cent. or more of the voting rights of a company which is subject to the Code, that person is normally required to make a general offer to all the holders of any class of equity share capital or other class of transferable securities carrying voting rights in that company to acquire the balance of their interests in the company.

Rule 9 of the Code also provides that, among other things, where any person who, together with persons acting in concert with him or her, is interested in shares which in aggregate carry not less than 30 per cent. but does not hold shares carrying more than 50 per cent. of the voting rights of a company which is subject to the Code, and such person, or any person acting in concert with him or her, acquires an additional interest in shares which increases the percentage of shares carrying voting rights in which he or she is interested, then such person is normally required to make a general offer to all the holders of any class of equity share capital or other class of transferable securities carrying voting rights of that company to acquire the balance of their interests in the company.

An offer under Rule 9 must be in cash (or with a cash alternative) and at the highest price paid within the preceding 12 months to acquire any interest in shares in the Company by the person required to make the offer or any person acting in concert with him or her.

Rule 9 of the Code further provides, among other things, that where any person who, together with persons acting in concert with him or her holds over 50 per cent. of the voting rights of a company, acquires an interest in shares which carry additional voting rights, then they will not generally be required to make a general offer to the other shareholders to acquire the balance of their shares although individual members of the Concert Party will not be able to increase their percentage interest in shares through or between a Rule 9 threshold, without Panel consent.

Pursuant to the Woodford Additional Investment, 4,869,411 Additional Woodford Placing Shares would be issued to Woodford Investment Management, thereby increasing its interest in shares carrying voting rights of the Company from approximately 29.98 per cent. to 34.31 per cent., which, without a waiver of the obligations under Rule 9, would oblige Woodford Investment Management to make a general offer to Shareholders under Rule 9 of the Code.

Dispensation from General Offer

Under Note 1 on the Notes on the Dispensations from Rule 9 of the Code, when the issue of new securities in consideration for an acquisition or a cash subscription would otherwise result in an obligation to make a general offer under Rule 9 of the Code, (the "**Rule 9 Offer**") the Panel would normally grant a waiver if, inter alia, the shareholders of the company who are independent of the person who would otherwise be required to make an offer and any person acting in concert with him or her (the "**Independent Shareholders**") pass an ordinary resolution on a poll at a general meeting (a "**Whitewash Resolution**") approving the proposals giving rise to the obligation to make an offer and the waiver of it by the Panel. The Panel may waive the requirement for a Whitewash Resolution to be considered at a general meeting (and for a circular to be prepared in accordance with Section 4 of Appendix 1 to the Code) if Independent Shareholders holding more than 50 per cent. of the company's shares capable of being voted on such a resolution confirm in writing that they would vote in favour of the Whitewash Resolution were such a resolution to be put to the shareholders of the company at a general meeting ("**Accelerated Whitewash**").

As such, the Company intends to approach Independent Shareholders holding more than 50 per cent. of the Company's shares capable of being voted on such a resolution, and attempt to obtain confirmation in writing that they would vote in favour of the Whitewash Resolution were such a resolution to be put to the shareholders of the company at a general meeting. Should this be achieved, the Company will subsequently approach the Panel and seek its permission to waive the requirement for a Whitewash Resolution to be considered at a general meeting (and for a circular to be prepared in accordance with Section 4 of Appendix 1 to the Code).

Should the agreement of Independent Shareholders holding more than 50 per cent. of the Company's shares capable of being voted on such a resolution be obtained and were the Panel therefore to waive the requirement for a Whitewash Resolution to be considered at a general meeting (and for a circular to be prepared in accordance with Section 4 of Appendix 1 to the Code), the Company will issue an announcement to that effect to inform shareholders of the fact.

The Company notes that no assurances can be made that such dispensations will be successfully received, be it ahead of the General Meeting, after the General Meeting or at all. In the event that no dispensation is received, the Company shall not issue the Additional Woodford Placing Shares.

Defined terms used in this announcement have the same meaning as set out in the Placing announcement issued by the Company on 20 June 2016.

Ends

For further information please contact:

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About Revolymr

Revolymr is an AIM quoted company (registered number 08024489) whose vision is to be a specialty chemicals business focussed on controlled release, responsive systems and delivery systems that improve the functional performance of its customers' products, based on its expertise in the design and synthesis of polymers (often in combination with other materials) to manage the interface between different surfaces and phases.

www.revolymr.com