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FOR IMMEDIATE RELEASE

10 July 2019

Synthomer plc (the "Company")

Publication of Circular and Prospectus

Further to the announcement on 3 July 2019 by the Company regarding the acquisition of OMNOVA Solutions Inc. (the "**Acquisition**") and the related rights issue to raise gross proceeds of up to £204 million to part-fund the acquisition (the "**Rights Issue**"), the Company is pleased to announce that the circular relating to the Acquisition (the "**Circular**") and the prospectus relating to the Rights Issue (the "**Prospectus**") have been approved by the Financial Conduct Authority and have been published.

Shareholders will shortly be sent a copy of the Circular. The Circular and Prospectus will be made available on the Company's website, www.synthomer.com (provided that the Prospectus will not be available (whether through the website or otherwise) to shareholders in the United States, subject to certain limited exceptions, or any of the other Excluded Territories), and will be submitted to the National Storage Mechanism, where they will be available for inspection at <http://www.morningstar.co.uk/uk/NSM>. Copies of the Circular and Prospectus will be available for inspection during normal business hours on any business day, free of charge, at the registered office of the Company at Temple Fields, Harlow, Essex, CM20 2BH.

Further Enquiries:

Synthomer plc

Stephen Bennett, Chief Financial Officer

Tim Hughes, Head of Investor Relations

Tel: + 44 (0) 1279 436211

Joint Financial Adviser, Sponsor, Joint Corporate Broker, Sole Global Co-ordinator and Joint Bookrunner

Barclays Bank PLC, acting through its Investment Bank ("Barclays") Tel: + 44 (0) 20 7623 2323
Neal West
Nishant Amin
Robert Mayhew

Joint Financial Adviser

The Valence Group ("Valence") Tel: + 44 (0) 20 7291 4670
Kirk McIntosh
Ian George

Joint Corporate Broker and Joint Bookrunner

Canaccord Genuity Limited ("Canaccord") Tel: + 44 (0) 20 7523 8000
Chris Connors
Adam James
Sam Lucas

Joint Bookrunner

HSBC Bank plc ("HSBC") Tel: +44 (0) 20 7991 8888
Mark Dickenson
Sam Barnett

Joint Bookrunner

Citigroup Global Markets Limited ("Citi") Tel: +44 (0) 20 7986 4000
Robert Way
Christopher Tubeileh
Sean Weissenberger

Financial Public Relations Adviser

Teneo Tel: + 44 (0) 7703 330 269
Charles Armitstead

IMPORTANT NOTICE:

This announcement has been issued by and is the sole responsibility of the Company. This announcement is not a prospectus but an advertisement and investors should not acquire any Nil Paid Rights, Fully Paid Rights and/or New Synthomer Shares referred to in this announcement except on the basis of the information contained in the Prospectus. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may or should be placed by any person for any purpose whatsoever on the information contained in this announcement or on its accuracy or completeness. The information in this announcement is subject to change.

The Prospectus is not available (through the website or otherwise) to Shareholders in the United States (subject to certain limited exceptions), Australia, New Zealand, Canada, Japan, South Africa or any other jurisdiction where to make it available might constitute a violation of the securities laws or regulations of such jurisdiction. The Prospectus provides further details of the New Synthomer Shares, the Nil Paid Rights and the Fully Paid Rights being offered pursuant to the Rights Issue.

Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this announcement.

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This announcement does not contain or constitute an offer for sale or the solicitation of an offer to purchase securities in the United States. The Nil Paid Rights, the Fully Paid Rights, the New Synthomer Shares and the Provisional Allotment Letters have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States, and may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, into or within the United States, except pursuant to an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States.

There will be no public offer of the securities in the United States. None of the New Synthomer Shares, the Nil Paid Rights, the Fully Paid Rights, the Provisional Allotment Letters, this announcement or any other document connected with the Rights Issue has been or will be approved or disapproved by the United States Securities and Exchange Commission or by the securities commissions of any state or other jurisdiction of the United States or any other regulatory authority, and none of the foregoing authorities or any securities commission has passed upon or endorsed the merits of the offering of the New Synthomer Shares, the Nil Paid Rights, the Fully Paid Rights, the Provisional Allotment Letters or the accuracy or adequacy of this announcement or any other document connected with the Rights Issue. Any representation to the contrary is a criminal offence in the United States. The New Synthomer Shares are being offered and sold outside the United States in reliance on Regulation S of the Securities Act.

This announcement is for information purposes only and is not intended to and does not constitute or form part of any offer or invitation to purchase or subscribe for, or any solicitation to purchase or subscribe for, Nil Paid Rights, Fully Paid Rights or New Synthomer Shares or to take up any entitlements to Nil Paid Rights in any jurisdiction. No offer or invitation to purchase or subscribe for, or any solicitation to purchase or subscribe for, Nil Paid Rights, Fully Paid Rights or New Synthomer Shares or to take up any entitlements to Nil Paid Rights will be made in any jurisdiction in which such an offer or solicitation would be unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction.

Recipients of this announcement and/or the Prospectus should conduct their own investigation, evaluation and analysis of the information described in this announcement and/or the Prospectus. This announcement does not constitute a recommendation concerning any investor's options with respect to the Rights Issue. The price and value of securities can go down as well as up. Past performance is not a guide to future performance. The contents of this announcement are not to be construed as legal, business, financial or tax advice. Each Shareholder or prospective investor should consult his, her or its own legal adviser, business adviser, financial adviser or tax adviser for legal, financial, business or tax advice.

Notice to all investors

Barclays, Citi and HSBC are each authorised in the United Kingdom by the Prudential Regulatory Authority (the "**PRA**") and regulated in the United Kingdom by the Financial Conduct Authority (the "**FCA**") and the PRA. Canaccord and Valence are each authorised in the United Kingdom and regulated in the United Kingdom by the FCA. Barclays, Citi, HSBC and Canaccord (together, the "**Banks**") and Valence are acting exclusively for the Company and no one else in connection with the Rights Issue or any other matter, transaction or arrangement referred to in this announcement and will not regard any other person as a client in relation to the Rights Issue or any other matter, transaction or arrangement referred to in this announcement and are not, and will not be, responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in connection with the Rights Issue or any other matter, transaction or arrangement referred to in this announcement.

Apart from the responsibilities and liabilities, if any, which may be imposed on the Banks and Valence by the FSMA or the regulatory regime established thereunder, neither the Banks, Valence nor any of their respective subsidiaries, branches, affiliates or agents owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) or make any representation or warranty (express or implied) to any person for any acts or omissions of the Company in relation to the Rights Issue and for the contents of this announcement, including its accuracy, fairness, sufficiency, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company or the Nil Paid Rights, Fully Paid Rights, Provisional Allotment Letters, New Synthomer Shares or the Rights Issue and no representation or warranty, express or implied, is made by any such persons in respect of the forgoing. Nothing in this announcement is, or shall be relied upon as, a promise or representation, whether as to the past or future. Each of the Banks, Valence and their respective subsidiaries, branches, affiliates and agents accordingly disclaim to the fullest extent permitted by law all and any responsibility and liability whether arising in tort, contract or otherwise which it might otherwise have in respect of any acts or omissions of the Company in relation to the Rights Issue and for the contents of this announcement or any other information made available to or publicly available to any interested party or its advisers (whether in written, oral, visual or electronic form). Each of the Banks, Valence and/or their affiliates provides various investment banking, commercial banking and financial advisory services from time to time to the Company.

Each of the Banks, Valence and their respective affiliates, acting as investors for their own accounts, may, in accordance with applicable legal and regulatory provisions, engage in transactions (including financing arrangements (including swaps or contracts for difference) in relation to the Nil Paid Rights, the Fully Paid Rights, the New Synthomer Shares and/or related instruments for their own account for the purpose of hedging their underwriting exposure or otherwise. In connection with the Rights Issue, the Banks, Valence and any of their respective affiliates, acting as investors for their own accounts may acquire Nil Paid Rights, Fully Paid Rights, Provision Allotment Letters or New Synthomer Shares

as a principal position and in that capacity may retain, subscribe for, purchase, sell, offer to sell or otherwise deal for their own accounts in such Nil Paid Rights, Fully Paid Rights, Provision Allotment Letters or New Synthomer Shares and other securities of the Company or related investments in connection with the Rights Issue or otherwise. Accordingly, references in the Prospectus to the Nil Paid Rights, Fully Paid Rights, Provision Allotment Letters or New Synthomer Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, any one of the Banks, Valence and any of their respective affiliates acting as investors for their own accounts. Except as required by applicable law or regulation, none of the Banks, Valence or their respective affiliates proposes to make any public disclosure in relation to such transactions.

In the event that the Banks subscribe for New Shares which are not taken up by Qualifying Shareholders, the Banks may co-ordinate disposals of such shares in accordance with applicable law and regulation. Except as required by applicable law or regulation, the Banks and their respective affiliates do not propose to make any public disclosure in relation to such transactions.

This announcement should not be considered a recommendation by the Banks, Valence or any of their respective affiliates in relation to any purchase of or subscription for securities. None of the information in this announcement has been independently verified or approved by the Banks, Valence or any of their respective affiliates. Save in the case of fraud, no liability is accepted by the Banks, Valence or any of their respective affiliates for any errors, omissions or inaccuracies in such information or opinions or for any loss, cost or damage suffered or incurred howsoever arising, directly or indirectly, from any use of this announcement or its contents or otherwise in connection with this announcement.

No action has been taken by the Company, the Banks or Valence that would permit an offering of the Nil Paid Rights, Fully Paid Rights or New Synthomer Shares or possession or distribution of this announcement, the Prospectus, the Provisional Allotment Letter or any other offering or publicity material relating to the Nil Paid Rights, Fully Paid Rights or New Synthomer Shares in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, such restrictions.

No person has been authorised to give any information or to make any representations other than those contained in this announcement, the Prospectus and the Provisional Allotment Letters and, if given or made, such information or representations must not be relied on as having been authorised by the Company, the Banks Valence or any of their respective affiliates. Subject to the Listing Rules, the Prospectus Rules and the Disclosure Guidance and Transparency Rules of the FCA and the disclosure requirements (articles 17, 18 and 19 of EU Regulation No. 596/2014 on market abuse), the issue of this announcement shall not, in any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this announcement or that the information in it is correct as at any subsequent date.

This announcement contains "forward-looking statements" which includes all statements other than statements of historical fact. These forward-looking statements speak only as at the date of this announcement. None of the Company, the Banks, Valence or their respective Affiliates undertakes or is under any duty to update this announcement or to correct any inaccuracies in any such information other than pursuant to any requirements under applicable law or the Listing Rules, the Prospectus Rules, the Disclosure Guidance and Transparency Rules or MAR. To the fullest extent permissible by law, such persons disclaim all and any responsibility or liability, whether arising in tort, contract or

otherwise, which they might otherwise have in respect of this announcement. The information in this announcement is subject to change without notice.

None of the Company, Banks, Valence or any of their respective affiliates is making any representation to any offeree or purchaser of the Nil Paid Rights, Fully Paid Rights, Provision Allotment Letters or New Synthomer Shares in the Rights Issue regarding the legality of an investment by such offeree or purchaser under the laws applicable to such offeree or purchaser.

Capitalised terms not defined in this announcement have the meaning given to them in the Prospectus.

Information to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Nil Paid Rights, Fully Paid Rights and New Synthomer Shares have been subject to a product approval process, which has determined that each are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the Nil Paid Rights, Fully Paid Rights and/or New Synthomer Shares may decline and investors could lose all or part of their investment; the Nil Paid Rights, Fully Paid Rights and New Synthomer Shares offer no guaranteed income and no capital protection; and an investment in the Nil Paid Rights, Fully Paid Rights and/or New Synthomer Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Rights Issue. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Banks will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Nil Paid Rights, Fully Paid Rights and/or New Synthomer Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Nil Paid Rights, Fully Paid Rights and/or New Synthomer Shares and determining appropriate distribution channels.

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