

**PUBLIC OPENING POSITION DISCLOSURE/DEALING DISCLOSURE BY  
A PERSON WITH INTERESTS IN RELEVANT SECURITIES REPRESENTING 1% OR  
MORE  
Rule 8.3 of the Takeover Code (the "Code")**

**1. KEY INFORMATION**

<b>(a) Full name of discloser:</b>	Michael Albert Edelman
<b>(b) Owner or controller of interests and short positions disclosed, if different from 1(a):</b> <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	N/A The shares are held in nominee accounts where the discloser has sole discretion over any decision to buy or sell shares.
<b>(c) Name of offeror/offeree in relation to whose relevant securities this form relates:</b> <i>Use a separate form for each offeror/offeree</i>	Nanoco Group plc
<b>(d) If an exempt fund manager connected with an offeror/offeree, state this and specify identity of offeror/offeree:</b>	N/A
<b>(e) Date position held/dealing undertaken:</b> <i>For an opening position disclosure, state the latest practicable date prior to the disclosure</i>	8 November 2019
<b>(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer?</b> <i>If it is a cash offer or possible cash offer, state "N/A"</i>	N/A

**2. POSITIONS OF THE PERSON MAKING THE DISCLOSURE**

*If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.*

**(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates following the dealing (if any)**

Class of relevant security:	Interests		Short positions	
	Number	%	Number	%
<b>(1) Relevant securities owned and/or controlled:</b>	1,324,734	0.46	NIL	0
<b>(2) Cash-settled derivatives:</b>	NIL		NIL	0
<b>(3) Stock-settled derivatives (including options) and agreements to purchase/sell:</b>	4,304,081	1.50	NIL	0
<b>TOTAL:</b>	5,628,815	1.97	NIL	0

*All interests and all short positions should be disclosed.*

*Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

(b) Rights to subscribe for new securities (including directors' and other employee options)

<b>Class of relevant security in relation to which subscription right exists:</b>	<b>Share options over ordinary shares of 10p each in Nanoco Group PLC (as shown in 2 (a) (3) above)</b>																													
<b>Details, including nature of the rights concerned and relevant percentages:</b>	<p>Share options <b>with</b> performance conditions over ordinary shares of 10p each in Nanoco Group PLC (as shown in 2 (a) (3) above)</p> <table border="1"> <thead> <tr> <th><b>Number of potential shares</b></th> <th><b>Strike price</b></th> <th><b>Normal vesting date</b></th> <th><b>Expiry date</b></th> </tr> </thead> <tbody> <tr> <td>1,149,106</td> <td>Nil</td> <td>Oct 2020</td> <td>6 Dec 2027</td> </tr> <tr> <td>923,824</td> <td>Nil</td> <td>Oct 2021</td> <td>6 Nov 2028</td> </tr> </tbody> </table> <p>The awards above will vest to the extent that they pass the associated performance conditions and vesting occurs on the day that the Group's annual results for the year are published – usually in October each year. In the event of a change of control the Remuneration Committee has the discretion to waive the performance conditions and / or to apply time apportionment of any award.</p> <p>Share options <b>without</b> performance conditions but <b>with</b> a holding period over ordinary shares of 10p each in Nanoco Group PLC</p> <table border="1"> <thead> <tr> <th><b>Number of potential shares</b></th> <th><b>Strike price</b></th> <th><b>End of normal holding period</b></th> <th><b>Expiry date</b></th> </tr> </thead> <tbody> <tr> <td>731,151</td> <td>Nil</td> <td>31 Oct 2021</td> <td>31 Dec 2021</td> </tr> </tbody> </table> <p>In the event of a change of control, the options become exercisable immediately and the remainder of the holding period falls away.</p> <p>Share options <b>without</b> performance conditions and <b>without</b> a holding period over ordinary shares of 10p each in Nanoco Group PLC</p> <table border="1"> <thead> <tr> <th><b>Number of potential shares</b></th> <th><b>Strike price</b></th> <th><b>Expiry date</b></th> </tr> </thead> <tbody> <tr> <td>500,000</td> <td>50p</td> <td>25 Nov 2021</td> </tr> <tr> <td>1,000,000</td> <td>57p</td> <td>22 Oct 2022</td> </tr> </tbody> </table>	<b>Number of potential shares</b>	<b>Strike price</b>	<b>Normal vesting date</b>	<b>Expiry date</b>	1,149,106	Nil	Oct 2020	6 Dec 2027	923,824	Nil	Oct 2021	6 Nov 2028	<b>Number of potential shares</b>	<b>Strike price</b>	<b>End of normal holding period</b>	<b>Expiry date</b>	731,151	Nil	31 Oct 2021	31 Dec 2021	<b>Number of potential shares</b>	<b>Strike price</b>	<b>Expiry date</b>	500,000	50p	25 Nov 2021	1,000,000	57p	22 Oct 2022
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**3. DEALINGS (IF ANY) BY THE PERSON MAKING THE DISCLOSURE**

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 3(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

The currency of all prices and other monetary amounts should be stated.

(a) Purchases and sales

Class of relevant security	Purchase/sale	Number of securities	Price per unit

**(b) Cash-settled derivative transactions**

Class of relevant security	Product description <i>e.g. CFD</i>	Nature of dealing <i>e.g. opening/closing a long/short position, increasing/reducing a long/short position</i>	Number of reference securities	Price per unit

**(c) Stock-settled derivative transactions (including options)**

**(i) Writing, selling, purchasing or varying**

Class of relevant security	Product description <i>e.g. call option</i>	Writing, purchasing, selling, varying etc.	Number of securities to which option relates	Exercise price per unit	Type <i>e.g. American, European etc.</i>	Expiry date	Option money paid/received per unit

**(ii) Exercise**

Class of relevant security	Product description <i>e.g. call option</i>	Exercising/exercised against	Number of securities	Exercise price per unit

**(d) Other dealings (including subscribing for new securities)**

Class of relevant security	Nature of dealing <i>e.g. subscription, conversion</i>	Details	Price per unit (if applicable)

**4. OTHER INFORMATION**

**(a) Indemnity and other dealing arrangements**

<p>Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the person making the disclosure and any party to the offer or any person acting in concert with a party to the offer: <i>Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"</i></p>
<p>None</p>

**(b) Agreements, arrangements or understandings relating to options or derivatives**

<p><b>Details of any agreement, arrangement or understanding, formal or informal, between the person making the disclosure and any other person relating to:</b></p> <p><b>(i) the voting rights of any relevant securities under any option; or</b></p> <p><b>(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:</b></p> <p><i>If there are no such agreements, arrangements or understandings, state "none"</i></p>
<p><b>None</b></p>

**(c) Attachments**

<b>Is a Supplemental Form 8 (Open Positions) attached?</b>	<b>NO</b>
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<b>Date of disclosure:</b>	<b>11 November 2019</b>
<b>Contact name:</b>	<b>Brian Tenner, Nanoco Group PLC</b>
<b>Telephone number*:</b>	<b>+44 (0) 161 603 7900</b>

*Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.*

*The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.*

*\*If the discloser is a natural person, a telephone number does not need to be included, provided contact information has been provided to the Panel's Market Surveillance Unit.*

*The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).*