

For filings with the FCA include the annex

For filings with issuer exclude the annex

## TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARES<sup>i</sup>

<b>1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached:</b> <sup>ii</sup>	Character Group plc
<b>2 Reason for the notification</b> (please tick the appropriate box or boxes):	
An acquisition or disposal of voting rights	X
An acquisition or disposal of qualifying financial instruments which may result in the acquisition of shares already issued to which voting rights are attached	
An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments	
An event changing the breakdown of voting rights	
Other (please specify):	
<b>3. Full name of person(s) subject to the notification obligation:</b> <sup>iii</sup>	Otus Capital Management L.P. Otus Capital Management Ltd Andrew Gibbs
<b>4. Full name of shareholder(s)</b> (if different from 3.): <sup>iv</sup>	BNYM – Omnibus A/C (GROSS) RBC ISB S.A. a/c ZUR NON RES. DOM. RATE-Clients NORTRUST NOMINEES LIMITED CREST ID CI01 Acc DOP17
<b>5. Date of the transaction and date on which the threshold is crossed or reached:</b> <sup>v</sup>	11 May 2017
<b>6. Date on which issuer notified:</b>	12 May 2017
<b>7. Threshold(s) that is/are crossed or reached:</b> <sup>vi, vii</sup>	6%

8. Notified details:							
A: Voting rights attached to shares <sup>viii, ix</sup>							
Class/type of shares  if possible using the ISIN CODE	Situation previous to the triggering transaction		Resulting situation after the triggering transaction				
	Number of Shares	Number of Voting Rights	Number of shares	Number of voting rights		% of voting rights <sup>x</sup>	
			Direct	Direct <sup>xi</sup>	Indirect <sup>xii</sup>	Direct	Indirect
Ordinary shares  GB0008976117	Above 5%	Above 5%	N/a	N/a	1,428,352	N/a	6.75%

B: Qualifying Financial Instruments				
Resulting situation after the triggering transaction				
Type of financial instrument	Expiration date <sup>xiii</sup>	Exercise/ Conversion Period <sup>xiv</sup>	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments <sup>xv, xvi</sup>						
Resulting situation after the triggering transaction						
Type of financial instrument	Exercise price	Expiration date <sup>xvii</sup>	Exercise/ Conversion period <sup>xviii</sup>	Number of voting rights instrument refers to	% of voting rights <sup>xix, xx</sup>	
					Nominal	Delta

Total (A+B+C)	
Number of voting rights	Percentage of voting rights
1,428,352	6.75%

**9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable: <sup>xxi</sup>**

Otus Capital Management L.P. is the investment manager of certain funds that hold the financial instruments disclosed in Section 8 of this form and which controls the voting rights attached those financial instruments.

Otus Capital Management Ltd is the general partner (and therefore a parent undertaking) of Otus Capital Management L.P. Andrew Gibbs is a parent undertaking of Otus Capital Management Ltd.

**Proxy Voting:**

**10. Name of the proxy holder:**

**11. Number of voting rights proxy holder will cease to hold:**

**12. Date on which proxy holder will cease to hold voting rights:**

**13. Additional information:**

**14. Contact name:**

Richard Colyer

**15. Contact telephone number:**

+44 20 7227 0007