

THG PLC
(the "Company")

9 June 2022

Application for Listing and Total Voting Rights

An application has been made to the Financial Conduct Authority ("**FCA**") and the London Stock Exchange plc ("**LSE**") for 24,806,893 ordinary voting shares of £0.005 each ("**Ordinary Shares**") to be admitted to trading on the LSE and to be admitted to the FCA's Official List. Admission of the Ordinary Shares is expected to become effective on 14 June 2022.

The Ordinary Shares are being issued to VG Corporate Trustee Limited, acting as trustee of the THG Employee Benefit Trust, in relation to the previously authorised but unissued 9,917,601 F ordinary shares of £0.005 each and 14,889,292 G ordinary shares of £0.005 each, which had remained unissued for the purpose of making employee incentive awards following admission of the Company's shares to trading on the LSE, as set out in the Company's published Prospectus and both its 2020 and 2021 Annual Reports and Accounts. These Ordinary Shares are already reflected in the fully diluted share capital of the Company and the issuance of such shares will not result in any change to the Company's fully diluted share capital.

Consistent with the Company's strong track record of incentivising employees, and in order to continue to attract and retain world-class talent, awards are being made to over 500 employees below Executive level, which are subject to the achievement of various targets. Subject to satisfaction of such targets, a third of the Ordinary Shares are expected to vest on 31 December in each of 2022, 2023 and 2024.

When issued, these Ordinary Shares will rank pari passu with the existing ordinary shares of the Company.

Accordingly following admission the total number of voting rights in the Company will be 1,246,085,860. This figure may be used by the Company's shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company under the Disclosure Guidance and Transparency Rules.

This notification is provided in accordance with LR 3.3.2(6) and LR 14.3.17(1) of the Listing Rules.

For further information please contact:

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