

**PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER**  
**Rules 8.1 and 8.2 of the Takeover Code (the "Code")**

**1. KEY INFORMATION**

<b>(a) Full name of discloser:</b>	THG PLC
<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
<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>	THG PLC
<b>(d) Is the discloser the offeror or the offeree?</b>	OFFEREE
<b>(e) Date position held:</b> <i>The latest practicable date prior to the disclosure</i>	27 April 2023
<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 PARTY TO THE OFFER 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**

Class of relevant security:	Ordinary shares of £0.005, D1 Shares, D2 Shares, E Shares, F Shares and G Shares			
	Interests		Short positions	
	Number	%	Number	%
<b>(1) Relevant securities owned and/or controlled:</b>	Nil	-	Nil	-
<b>(2) Cash-settled derivatives:</b>	Nil	-	Nil	-
<b>(3) Stock-settled derivatives (including options) and agreements to purchase/sell:</b>	Nil	-	Nil	-
<b>TOTAL:</b>	Nil	-	Nil	-

*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).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

**(b) Rights to subscribe for new securities**

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<b>Class of relevant security in relation to which subscription right exists:</b>	None
<b>Details, including nature of the rights concerned and relevant percentages:</b>	None

### 3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE

<b>Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:</b>							
<i>Director</i>	<i>Number of ordinary shares</i>	<i>Percentage of issued ordinary shares (%)</i>	<i>D1 Shares</i>	<i>D2 Shares</i>	<i>E Shares</i>	<i>F Shares</i>	<i>G Shares</i>
Matthew Moulding	198,744,095	15.296	50,550,450	360	43,641,266	20,197,808	7,733,792
Close relative of Matthew Moulding	174,758	0.013	0	0	0	0	0
Close relative of Matthew Moulding	10,001	0.001	0	0	0	0	0
Close relative of Matthew Moulding	10,001	0.001	0	0	0	0	0
Close relative of Matthew Moulding	10,001	0.001	0	0	0	0	0
Close relative of Matthew Moulding	150,000	0.012	0	0	0	0	0
Close relative of Matthew Moulding	9	0.000	0	0	0	0	0
John Gallemore	104,237	0.08	3,533,879	3,174	185,476	2,666,963	4,000,537
Close relative of John Gallemore	117,762	0.009	0	0	0	0	0
Close relative of John Gallemore	68,799	0.005	0	0	0	0	0
Charles Allen	2,400,000	0.185	0	0	0	0	0
Damian Sanders	21,926	0.002	0	0	0	0	0
Iain McDonald	2,505,943	0.193	0	0	0	185,476	0

(1) As disclosed in its prospectus dated 10 September 2020 at the time of its initial public offering, alongside its ordinary shares, THG PLC also has in issue D1, D2, E, F and G shares (the "**Alphabet Shares**"). The Alphabet Shares are incentive arrangements which are considered by THG PLC as akin to share option arrangements. Further to a discussion between THG PLC and the Panel on Takeovers and Mergers (the "**Panel**"), the Panel has consented to the Alphabet Shares not being treated as relevant securities for the purpose of disclosures required to be made under Rule 8 of the Code during the offer period, save that holders of the Alphabet Shares who hold over 1% of the ordinary shares in THG PLC will be required to disclose under Rule 8 of the Code in the usual way. It is anticipated that if an offer for THG PLC's voting ordinary shares were to be made by way of a scheme of arrangement, none of the Alphabet Shares would

form a separate class for the purposes of that scheme. Instead, THG PLC would expect that appropriate proposals would be made in respect of those Alphabet Shares under Rule 15 of the Code.

*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).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

#### 4. OTHER INFORMATION

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

<b>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 party to the offer making the disclosure or any person acting in concert with it:</b> <i>Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"</i>
None

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

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

##### (c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	No
Supplemental Form 8 (SBL)	No

<b>Date of disclosure:</b>	27 April 2023
<b>Contact name:</b>	James Brown, Associate Legal Director
<b>Telephone number:</b>	07775 404 911

*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.*

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

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