

THG PLC
(the "Company")

2 January 2024

Total Voting Rights & 2023 AGM Voting Outcome Update

In conformity with Rule 5.6.1 of the FCA's Disclosure Guidance and Transparency Rules, the Company hereby notifies the market of the following:

As at 31 December 2023, the Company's issued share capital consisted of 1,299,700,302 ordinary shares of £0.005 each ("Ordinary Shares"), 56,082,651 D1 ordinary shares of £0.005 each, 17,441 D2 ordinary shares of £1.00 each, 48,944,593 E ordinary shares of £0.005 each, 27,014,247 F ordinary shares of £0.005 each, 17,267,066 G ordinary shares of £0.005 each, 317,613 deferred 1 shares of £0.005 each and 21,563,860 deferred 2 shares of £0.005 each. The Company does not hold any shares in treasury.

Only the Ordinary Shares are voting shares and each such Ordinary Share carries one vote per Ordinary Share.

Accordingly, the total number of voting rights in the Company as at 31 December 2023 was 1,299,700,302. 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.

Further, as announced on 21 June 2023, a significant number of votes were cast against the resolution which was put to the 2023 annual general meeting (the "AGM") relating to the re-election of Iain McDonald as a director of the Company. Whilst the Board was disappointed with the outcome of this vote, it takes seriously its responsibilities to represent the interests of shareholders and to uphold the highest standards of corporate governance and, as stated at the time, is open to constructive dialogue with shareholders and shareholder bodies.

Such dialogue took place in the period leading up to the AGM and the Company announced on the morning of the AGM that, in addition to the appointment of Helen Jones as a new independent Non-Executive Director, Iain McDonald would step down from membership of the Remuneration Committee (of which he was a non-independent member) to focus on his other THG commitments. Iain is regarded as a valuable member of the Board and, possessing extensive financial and remuneration expertise and investment acumen, brings a wealth of experience to its overall skill sets and knowledge base.

The Board will continue to engage with shareholders on this matter as considered appropriate and will provide a further update in the Company's Annual Report and Accounts for the financial year ending 31 December 2023.

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