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**Terms used in this announcement have the same meaning given to them as defined in the Placing Announcement.**

For immediate release

11 October 2024

#### **THG PLC Results of Placing**

- Oversubscribed and upsized fundraise of £95.4 million, with strong support from new investors and existing shareholders
- Existing long-term and institutional shareholders contributed approximately £50 million to the fundraise, led by Matthew Moulding, CEO of THG, who invested £10 million in the fundraise
- Fundraising enables THG to continue with its plans to demerge its Ingenuity division, facilitating the simplification of THG's business model, as a cash generative global consumer beauty and nutrition group, with an improved balance sheet, capex and cashflow profile
- Strategic investment from Frasers Group, further underscoring their commitment to its multi-year strategic partnership with THG

THG PLC ("**THG**", the "**Company**") is pleased to announce the successful completion of the Placing of new Ordinary Shares announced yesterday (the "**Placing Announcement**") as well as the concurrent Subscription and Retail Offer as defined below (together, the "**Fundraise**").

A total of 194,722,333 new Ordinary Shares, representing 14.6 per cent. of the existing issued Ordinary Shares of the Company prior to the Fundraise, will be issued in the Fundraise at the Placing Price (as detailed below) to raise gross proceeds of approximately £95.4 million.

Pursuant to the Placing, a total of 138,265,306 Placing Shares have been placed with new and existing investors (including Frasers as detailed below and new institutional long only demand, as well as certain of the Company's long-term shareholders who indicated their intention to subscribe pre-launch) at the Placing Price raising gross proceeds of approximately £67.7 million. Concurrently with the Placing, certain existing shareholders also entered into subscription agreements with the Company to subscribe for 45,408,163 Subscription Shares at the Placing Price, raising gross proceeds of approximately £22.2 million. In addition, retail investors have subscribed in the Retail Offer via PrimaryBid for 11,048,864 Retail Offer Shares at the Placing Price raising gross proceeds of approximately £5.4 million.

The Placing Price of 49 pence represents a discount of approximately 5.2 per cent. to the closing price on 10 October 2024, the last trading day prior to the announcement of the Fundraise.

THG consulted with a number of its major shareholders prior to the Placing and has respected the principles of pre-emption through the allocation process.

The Company is pleased by the strong support it has received from both existing shareholders and new investors.

### **Strategic Investment**

On 24 June 2024, THG announced a multi-year strategic partnership with Frasers Group ("**Frasers**") across several areas including a multi-year Ingenuity agreement, the deployment of Frasers Group's credit and loyalty platform, Frasers Plus, being made available to THG's Beauty and Nutrition customers through Ingenuity's Checkout product and launching a range of Myprotein products instore at Sports Direct.

Following the launch of THG's public bookbuild, Frasers confirmed their intention to make a strategic investment of £10 million in THG, underscoring their commitment to the multi-year strategic partnership. This £10 million investment from Frasers is in addition to approximately £75 million of net proceeds raised to provide IngenuityCo with sufficient medium-term funding (in tandem with appropriate standalone debt issuance plans). An additional £5.4 million was raised through the Retail Offer. The net proceeds raised pursuant to the Fundraise in excess of £75 million will be used for general corporate purposes.

Barclays and Jefferies acted as Joint Global Coordinators and Barclays, Jefferies and Peel Hunt acted as Joint Bookrunners in respect of the Placing. The new Ordinary Shares will, when issued, be credited as fully paid and will rank *pari passu* in all respects with the existing Ordinary Shares at that time.

Applications will be made by the Company to the FCA for admission of the new Ordinary Shares to listing on the equity shares (transition) category of the Official List maintained by the Financial Conduct Authority and to the London Stock Exchange plc ("**London Stock Exchange**") for admission of the new Ordinary Shares to trading on the main market for listed securities of the London Stock Exchange. It is expected that Admission will occur at 8:00 am on 15 October 2024 and that dealings in the Placing Shares, the Subscription Shares and the Retail Offer Shares will commence at that time.

In accordance with the provision of the Disclosure Guidance and Transparency Rules of the FCA ("**DTRs**"), the Company confirms that, following Admission, its issued share capital will comprise 1,525,760,174 Ordinary Shares of £0.005 each, 56,082,651 D1 ordinary shares of £0.005 each, 17,441 D2 ordinary shares of £1.00 each, 48,791,226 E ordinary shares of £0.005 each, 26,773,292 F ordinary shares of £0.005 each, 16,952,984 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.

Therefore, the total voting rights in the Company will be 1,525,760,174. This figure may be used by 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 DTRs.

### **For further information, please contact:**

#### **Investor Enquiries:**

Greg Feehely, SVP Investor Relations  
Kate Grimoldby, Director of Investor Relations and Strategic Projects

[Investor.Relations@thg.com](mailto:Investor.Relations@thg.com)

#### **Media enquiries:**

**Sodali & Co - Financial PR adviser**  
Victoria Palmer-Moore / Russ Lynch

**+44 (0)20 7250 1446**  
[thg@sodali.com](mailto:thg@sodali.com)

#### **THG PLC**

Viki Tahmasebi

[Viki.tahmasebi@thg.com](mailto:Viki.tahmasebi@thg.com)

**Barclays (Joint Global Coordinator, Joint Bookrunner and Joint Corporate Broker):**

Alastair Blackman  
Dominic Harper  
Callum West

**+44 (0)20 7623 2323**

**Jefferies International Limited (Joint Global Coordinator, Joint Bookrunner and Joint Corporate Broker):**

Philip Noblet  
Ed Matthews  
Gavriel Lambert

**+44 (0)20 7029 8000**

**Peel Hunt LLP (Joint Bookrunner)**

George Sellar  
Sohail Akbar  
Andrew Clark

**+44 (0)20 7418 8900**

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The Placing Shares and this Announcement have not been approved and will not be approved or disapproved by the US Securities and Exchange Commission, any State securities commission or any other regulatory authority in the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the Placing or the accuracy or adequacy of this Announcement. Any representation to the contrary is a criminal offence in the United States.

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