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**FOR IMMEDIATE RELEASE**

28 November 2024

**THG PLC**

**(the "Company")**

**Posting of Circular and Notice of General Meeting**

The Company confirms that the following documents are today being posted or otherwise made available to the Company's Shareholders:

- a circular dated 28 November 2024 (the "**Circular**"), incorporating notice of a general meeting of the Company (the "**General Meeting**") to be held in connection with the proposed demerger of the Company's Ingenuity business into an independent private company;
- the associated Form of Proxy; and
- the associated Form of Election.

Copies of each of these documents will today be submitted to the National Storage Mechanism and will shortly be available for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

A copy of the Circular is available to view on the Company's website at <https://www.thg.com/investor-relations/ingenuity-demerger> and copies of the Ingenuity Shareholders' Agreement and the Ingenuity Articles will also be available to view on the Company's website at: <https://www.thg.com/investor-relations/ingenuity-demerger> from 2 December 2024.

Shareholders will be able to participate in the Demerger by electing to redesignate Ordinary Shares as B Shares, with such B Shares giving the holder the right to receive a preferential distribution in specie of Ingenuity Shares (with a Demerger Ratio of one Ingenuity Share for each B Share held). Shareholders should refer to the Circular for the full terms of the Demerger and a description of the action they should take.

Capitalised terms used in this announcement shall, unless otherwise defined, have the same meanings as set out in the Circular. All references to times in this announcement are to London time unless stated otherwise.

**Important information regarding the General Meeting**

The General Meeting will be held at the offices of Clifford Chance LLP, 10 Upper Bank Street, London E14 5JJ on Friday 27 December 2024 at 12 p.m.

Details of how to participate in, and the Resolution that will be tabled for Shareholder approval at, the General Meeting are set out in the Notice of General Meeting.

**Expected timetable of principal events**

The Demerger is anticipated to complete on 2 January 2025, once the Ingenuity Distribution has been made. The expected timetable of principal events is set out below.

| <i>Event</i>  | <i>Time and/or date</i>        |
|---|--------------------------------|
| Publication of Circular   | 28 November 2024               |
| Ex date for receipt of B Shares   | 18 December 2024               |
| Election Return Time (being the latest time for return of Forms of Election/settlement of TTE Instructions from CREST holders in respect of the B Shares) | 1 p.m. on 19 December 2024     |
| Record date for receipt of B Shares   | 6 p.m. on 19 December 2024     |
| Latest time and date for receipt of Forms of Proxy  | 12 p.m. on 23 December 2024    |
| Voting Record Time  | 6.30 p.m. on 23 December 2024  |
| General Meeting   | 12 p.m. on 27 December 2024    |
| Announcement of the results of the General Meeting and the results of elections for B Shares  | 27 December 2024               |
| Electing Ordinary Shares redesignated as B Shares   | 30 December 2024               |
| CREST accounts credited with unsuccessfully elected Ordinary Shares   | 30 December 2024               |
| Payment Date of Ingenuity Distribution  | 2 January 2025                 |
| CREST accounts of relevant Electing Shareholders credited with Ingenuity Shares   | 2 January 2025                 |
| <b>Completion of Demerger</b>   | <b>2 January 2025</b>          |
| B Shares convert into Deferred 1 Shares   | 2 January 2025                 |
| Return of share certificates or balance share certificates in respect of unsuccessfully elected Ordinary Shares   | By 16 January 2025             |
| Despatch of share certificates in respect of Ingenuity Shares   | By 16 January 2025             |
| Deferred 1 Shares repurchased by the Company and cancelled  | No earlier than 2 January 2026 |

**Note:** Each of the times and dates set out above is based on current expectations and is subject to change. If any of the above times and/or dates is changed, the revised times and/or dates will be notified to Shareholders by announcement through a regulatory information service.

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#### **Further Information**

This announcement is for information purposes only and is not intended to and does not constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell, otherwise dispose of or issue, or any solicitation of any offer to sell, otherwise dispose of, issue, purchase, otherwise acquire or subscribe for, any security.

Prior to making any decision in relation to the Demerger, Shareholders should read the Circular in its entirety. Shareholders must rely upon their own examination, analysis and enquiries of the Company and the terms of the Circular, including the merits and risks involved.

Barclays Bank PLC, acting through its Investment Bank ("**Barclays**"), which is authorised by the Prudential Regulation Authority (the "**PRA**") and regulated in the United Kingdom by the Financial Conduct Authority (the "**FCA**") and the PRA, Jefferies International Limited ("**Jefferies**") and Peel Hunt LLP ("**Peel Hunt**"), each of which is authorised and regulated by the FCA, are acting exclusively for the Company and no one else in connection with the Demerger and will not be responsible to anyone other than the Company for providing the protections afforded to the respective clients of Barclays, Jefferies and Peel Hunt, or for providing advice in connection with the Demerger, the contents of this announcement or any other matter referred to in this announcement.

#### **Information regarding forward-looking statements**

Certain statements made in this announcement are forward-looking statements and, by their nature, all such forward-looking statements involve risk and uncertainty. Forward-looking statements include all matters that are not historical facts and often use words such as "expects", "may", "will", "could", "should", "intends", "plans", "predicts", "envisages" or "anticipates" or other words of similar meaning.

These forward-looking statements are based on current beliefs and expectations based on information that is known to the Company at the date of this announcement. Actual results of the THG Group may differ from those expressed or implied in the forward-looking statements as a result of any number of known and unknown risks, uncertainties and other factors, many of which are difficult to predict and are generally beyond the control of the Company and the THG Group (as applicable). Persons receiving this announcement should not place undue reliance on any forward-looking statements. Unless otherwise required by applicable law or regulation, the Company and its advisers disclaim any obligation or undertaking to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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