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**FOR IMMEDIATE RELEASE**

17 December 2024

**THG PLC**

**(the "Company")**

### **Ingenuity Shareholders' Agreement and Ingenuity Articles**

As announced by the Company on 28 November 2024, copies of the Ingenuity Shareholders' Agreement and the Ingenuity Articles were made available to view on the Company's website on 2 December 2024.

The Company today announces that revised versions of the Ingenuity Shareholders' Agreement and the Ingenuity Articles, showing all the changes to the versions made available on 2 December 2024, have been made available on the Company's website and are available to view at: <https://www.thg.com/investor-relations/ingenuity-demerger>.

The Demerger is anticipated to complete on 2 January 2025, once the Ingenuity Distribution has been made.

The revised versions of the Ingenuity Shareholders' Agreement and the Ingenuity Articles incorporate certain amendments intended to facilitate the implementation of the matched bargain facility described in paragraph 8 of the Circular (the "**Matched Bargain Facility**"). InfnitX Limited, trading as JP Jenkins, has been appointed to run the Matched Bargain Facility.

#### **Matched Bargain Facility**

In addition, the Company provides the following update in respect of the way in which the Matched Bargain Facility is intended to operate following completion of the Demerger, including in relation to the transfer to escrow of uncertificated Ingenuity Shares:

- Following completion of the Demerger, an Ingenuity Shareholder who has received Ingenuity Shares (ISIN: GB00BR4ZLS43) in uncertificated form pursuant to the Ingenuity Distribution or any person who subsequently receives Ingenuity Shares in uncertificated form in accordance with the Ingenuity Articles or Ingenuity Shareholders' Agreement will be required to transfer those uncertificated Ingenuity Shares into escrow with Equiniti Limited ("EQ") by making a CREST Transfer to Escrow ("TTE") instruction to CREST Participant ID: RA11 and CREST Member Account ID: EQESCROW (the "**Escrow Details**").
- The relevant Ingenuity Shares will only be released from escrow once IngenuityCo is satisfied that the relevant requirements for a transfer of Ingenuity Shares set out in the Ingenuity Shareholders' Agreement and the Ingenuity Articles have been complied with. IngenuityCo would then provide authorisation to EQ (via JP Jenkins) to process a Transfer from Escrow instruction ("TFE") that would release the relevant number of Ingenuity Shares from escrow to support a trade within the Matched Bargain Facility. EQ reserves the right to request that the CREST participant processes an Escrow Adjustment instruction ("**ESA**").
- Following settlement of any authorised trade pursuant to the Matched Bargain Facility, the CREST custodian in receipt of the Ingenuity Shares would be required under the Ingenuity Shareholders' Agreement and the

Ingenuity Articles to make a TTE to the Escrow Details, with such Ingenuity Shares remaining in escrow until authorisation for any further transfer of the Ingenuity Shares is obtained from IngenuityCo.

Capitalised terms used in this announcement shall, unless otherwise defined, have the same meanings as set out in the Demerger circular, which was made available by the Company to its Shareholders on 28 November 2024 (the "**Circular**").

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