

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION.

FOR IMMEDIATE RELEASE

27 December 2024

THG PLC

(the "Company")

Announcement of results of General Meeting and results of elections for B Shares

Results of General Meeting

Following the General Meeting which was held earlier today, the Company announces that the Resolution relating to the B Share Redesignation and the Ingenuity Distribution, further details of which are contained in the circular relating to the Demerger which was made available to Shareholders on 28 November 2024 (the "**Circular**"), was duly passed as a special resolution on a poll vote.

The detailed results of the voting are as follows:

	FOR		AGAINST		WITHHELD		VOTES CAST	
Resolution	Total votes in favour	% of votes cast	Total votes against	% of votes cast	Votes withheld	% of votes cast	Total number of votes cast	% of issued share capital
Conditional upon such number of elections having been made as will enable 100 per cent. of the Ingenuity Shares to be distributed, the approval of the redesignation of Ordinary Shares in respect of which valid elections have been made as B Shares and the distribution of Ingenuity Shares to holders of the B Shares by the Company	836,746,296	88.71	106,496,194	11.29	2,833,496	0.00	943,242,490	61.81

Notes:

1. Votes in favour include votes in respect of which the Chair of the General Meeting was given discretion regarding how to vote.
2. Percentages of votes in favour and votes against are expressed as a proportion of the total number of votes cast (which does not include votes withheld).
3. A "vote withheld" is not a vote under English law and is not counted in the calculation of votes "for" or "against" the Resolution.

Results of elections for B Shares

Following the Election Return Time and the record date for receipt of B Shares, the Company announces that:

- valid elections have been received in respect of 100 per cent. of the Ingenuity Shares held by the Company;
- valid elections to participate in the B Share Redesignation and Ingenuity Distribution have been made in respect of 424,005,142 Ordinary Shares, including 326,455,745 Ordinary Shares in respect of which over elections were received by the Company;
- as sufficient elections have been received to satisfy the aggregate amount of the Guaranteed Entitlement (being 13.3728458539443 per cent. of the issued share capital of the Company as at 26 November 2024) and following the pro rata scale back of Ordinary Shares in respect of which over elections were received by the Company and the rounding down of any fractional entitlements to the nearest whole number (or to nil as the case may be), 204,081,632 Ordinary Shares will be redesignated as B Shares on 30 December 2024 and 204,081,632 Ingenuity Shares will be distributed to holders of B Shares on 2 January 2025;
- elections were satisfied in respect of 32.63299317 per cent. of the Ordinary Shares in respect of which over elections were received by the Company; and
- once the B Share Redesignation has completed, the number of Ordinary Shares in the capital of the Company will be reduced by 204,081,632 Ordinary Shares to 1,322,058,529 Ordinary Shares and, once the Ingenuity Distribution has been made and the B Shares have been redesignated as Deferred 1 Shares, the number of Deferred 1 Shares in the capital of the Company will be increased by 204,081,632 Deferred 1 Shares.

Transfer to Escrow of uncertificated Ingenuity Shares

Shareholders are reminded that, following completion of the Demerger, the Ingenuity Shareholders' Agreement requires Ingenuity Shareholders who receive Ingenuity Shares in uncertificated form to transfer those uncertificated Ingenuity Shares into escrow in accordance with the instructions set out under the "*Matched Bargain Facility*" heading of the Company's announcement dated 17 December 2024 relating to the Ingenuity Shareholders' Agreement and Ingenuity Articles.

Expected timetable of principal events

The expected timetable of principal events set out in the announcement released by the Company on 28 November 2024 remains unchanged:

<i>Event</i>	<i>Time and/or date</i>
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 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

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.

For further information please contact:

Investor enquiries:

Greg Feehely, SVP Investor Relations investor.relations@thg.com

Kate Grimoldby, Director of Investor Relations and Strategic Projects

Media enquiries:

Sodali & Co - Financial PR adviser Tel: +44 (0) 20 7250 1446

Victoria Palmer-Moore thg@sodali.com
Russ Lynch

THG PLC media-enquiries@thg.com

Viki Tahmasebi

Barclays (Joint Corporate Broker) +44 (0) 20 7623 2323

Alastair Blackman
Callum West
Dominic Harper

Jefferies International Limited (Joint Corporate Broker) +44 (0) 20 7029 8000

Philip Noblet
Ed Matthews
Gavriel Lambert

Peel Hunt LLP (Joint Corporate Broker) +44 (0) 20 7418 8900

George Sellar
Andrew Clark
Ella Hastings

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.

*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.

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact rns@lseg.com or visit www.rns.com.

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

ROMFLFVSFVLDFIS