

**THG PLC**  
**(the "Company")**

11 August 2021

**Application for Listing and Total Voting Rights**

An application has been made by the Company to the Financial Conduct Authority ("**FCA**") and the London Stock Exchange plc ("**LSE**") for 116,101,671 ordinary voting shares of £0.005 each ("**Ordinary Shares**") to be admitted to trading on the LSE and to be admitted to the FCA's Official List. Admission of the Ordinary Shares is expected to become effective on 12 August 2021.

As a consequence of certain vested, partly paid shares awarded under the Company's historical employee share incentive arrangements having been paid up in full by certain employees, these Ordinary Shares will be converted from existing, vested F ordinary non-voting shares of £0.005 each (the "**F Shares**"), existing, vested G ordinary non-voting shares of £0.005 each (the "**G Shares**") and existing, vested H ordinary non-voting shares of £0.005 each (the "**H Shares**") by way of the redesignation of the F Shares, G Shares and H Shares as Ordinary Shares. These Ordinary Shares will rank pari passu with the existing issued Ordinary Shares of the Company. The admission of these Ordinary Shares will not result in any change to the Company's total fully diluted share capital.

Following admission, the Company's issued share capital will consist of 1,215,713,412 Ordinary Shares, 57,041,934 D1 ordinary shares of £0.005 each, 20,269 D2 ordinary shares of £1.00 each, 49,736,164 E ordinary shares of £0.005 each, 28,287,530 F ordinary shares of £0.005 each, 19,942,873 G Shares, 1 Special Share of £1.00, 276,541 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, following admission the total number of voting rights in the Company will be 1,215,713,412. 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.

This notification is provided in accordance with LR 3.3.2(6) and LR 14.3.17(1) of the Listing Rules.

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