

THG PLC

PDMR/PCA Shareholdings

THG PLC (the "**Company**") announces that it was notified on 12 August 2021 of: (a) the paying up and conversion of 116,101,671 existing F, G and H ordinary non-voting shares of £0.005 each in the capital of the Company into ordinary voting shares of £0.005 each by FIC Shareco Limited ("**FIC Shareco**"), classified as a person closely associated with Matthew Moulding, the chief executive officer of the Company, in connection with existing, vested share awards granted to Matthew Moulding and Steven Whitehead pursuant to the Company's historical employee share incentive arrangements; and (b) the entry by FIC Shareco into a security agreement with Goldman Sachs International Bank in respect of only those ordinary voting shares beneficially owned by Steven Whitehead but registered in the name of FIC Shareco and which are to be subject to such security agreement on or about the date of the conversion of the above referred F and G ordinary non-voting shares beneficially owned by Steven Whitehead, as security for a loan facility made available to Steven Whitehead pursuant to a loan agreement dated 10 August 2021. Details of the full notification received by the Company are set out below.

Following the paying up and conversion of the relevant F, G and H ordinary non-voting shares into ordinary voting shares:

- there has been no change to the aggregate nominal value of the Company's issued share capital or the aggregate number of shares in issue; and
- the total number of voting rights in the Company as at 12 August 2021 has increased to 1,215,713,412, in relation to which, Mr Moulding has a beneficial shareholding in 173,056,196 ordinary voting shares, representing in aggregate approximately 14.23% of the voting rights in the Company.

The Company makes the below announcement and notification in accordance with the requirements of the UK Market Abuse Regulation:

1.	Details of the person discharging managerial responsibilities / persons closely associated with them	
a)	Name	FIC Shareco Limited
2.	Reason for the notification	
a)	Position / Status	PCA of Matthew Moulding
b)	Initial Notification / Amendment	Initial Notification
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	THG PLC
b)	LEI	21380066N3SV908IDP37

4.	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	
a)	Description of the financial instrument, type of instrument Identification Code	Ordinary voting shares of £0.005 each ISIN: GB00BMTV7393
b)	Nature of the transaction	Acquisition of ordinary voting shares on the paying up and conversion of F ordinary non-voting shares of £0.005 each, beneficially owned by Steven Whitehead
c)	Price(s) and volume(s)	Price(s): N/A Volume(s): 1,570,427
d)	Aggregated information	N/A - single transaction
e)	Date of transaction	11 August 2021
f)	Place of transaction	Outside of a trading venue

1.	Details of the person discharging managerial responsibilities / persons closely associated with them	
a)	Name	FIC Shareco Limited
2.	Reason for the notification	
a)	Position / Status	PCA of Matthew Moulding
b)	Initial Notification / Amendment	Initial Notification
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	THG PLC
b)	LEI	21380066N3SV908IDP37
4.	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	
a)	Description of the financial instrument, type of instrument Identification Code	Ordinary voting shares of £0.005 each ISIN: GB00BMTV7393
b)	Nature of the transaction	Acquisition of ordinary voting shares on the paying up and conversion of G ordinary non-voting shares of £0.005 each, 22,562,828 beneficially owned by Matthew Moulding and 2,355,734 beneficially owned by Steven Whitehead
c)	Price(s) and volume(s)	Price(s): N/A

		Volume(s): 24,918,562
d)	Aggregated information	N/A - single transaction
e)	Date of transaction	11 August 2021
f)	Place of transaction	Outside of a trading venue

1.	Details of the person discharging managerial responsibilities / persons closely associated with them	
a)	Name	FIC Shareco Limited
2.	Reason for the notification	
a)	Position / Status	PCA of Matthew Moulding
b)	Initial Notification / Amendment	Initial Notification
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	THG PLC
b)	LEI	21380066N3SV908IDP37
4.	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	
a)	Description of the financial instrument, type of instrument Identification Code	Ordinary voting shares of £0.005 each ISIN: GB00BMTV7393
b)	Nature of the transaction	Acquisition of ordinary voting shares on the paying up and conversion of H ordinary non-voting shares of £0.005 each
c)	Price(s) and volume(s)	Price(s): N/A Volume(s): 89,612,682
d)	Aggregated information	N/A - single transaction
e)	Date of transaction	11 August 2021
f)	Place of transaction	Outside of a trading venue

1.	Details of the person discharging managerial responsibilities / persons closely associated with them	
a)	Name	FIC Shareco Limited
2.	Reason for the notification	
a)	Position / Status	PCA of Matthew Moulding

b)	Initial Notification / Amendment	Initial Notification
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	THG PLC
b)	LEI	21380066N3SV908IDP37
4.	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	
a)	Description of the financial instrument, type of instrument Identification Code	Ordinary voting shares of £0.005 each ISIN: GB00BMTV7393
b)	Nature of the transaction	FIC Shareco entered into a security agreement with Goldman Sachs International Bank in respect of only those ordinary voting shares beneficially owned by Steven Whitehead but registered in the name of FIC Shareco and which are to be subject to such security agreement on or about the date of the conversion of the F and G ordinary non-voting shares beneficially owned by Steven Whitehead, as security for a loan facility made available to Steven Whitehead pursuant to a loan agreement.
c)	Price(s) and volume(s)	Price(s): N/A Volume(s): 3,926,161
d)	Aggregated information	N/A - single transaction
e)	Date of transaction	10 August 2021
f)	Place of transaction	Outside of a trading venue

Enquiries to:

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