

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

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**"). InfinitX 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 ("**TTE**") 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**").

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.*

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@seg.com or visit www.ms.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

AGRQKOBDOBDDFBD