

**Return of Allotment of Shares**Company Name: **THG PLC**Company Number: **06539496**Received for filing in Electronic Format on the: **30/03/2023**

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Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	27/01/2023	

Class of Shares:	ORDINARY	Number allotted	30121757
Currency:	GBP	Nominal value of each share	0.005
		Amount paid:	0.005
		Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	ORDINARY	Number allotted	3758866
Currency:	GBP	Nominal value of each share	0.005
		Amount paid:	0.104
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	1299270242
Currency:	GBP	Aggregate nominal value:	6496351.21

Prescribed particulars

THE ORDINARY SHARES HAVE ATTACHED TO THEM: (A) FULL VOTING RIGHTS; (B) RIGHT TO RECEIVE DIVIDENDS; (C) RIGHT TO RECEIVE DISTRIBUTIONS WHETHER OUT OF PROFITS OR ON A WINDING UP OF THE COMPANY; AND (D) NO SPECIFIC RIGHTS OF REDEMPTION.

Class of Shares:	D1	Number allotted	56082651
	ORDINARY	Aggregate nominal value:	280413.255
Currency:	GBP		

Prescribed particulars

THE D1 AND D2 SHARES (TOGETHER BEING THE "D SHARES") HAVE ATTACHED TO THEM: (A) NO VOTING RIGHTS; (B) NO RIGHT TO RECEIVE DIVIDENDS; (C) RIGHT TO CONVERT AND RE-DESIGNATE SOME OR ALL OF SUCH SHARES INTO ORDINARY SHARES SUBJECT TO PAYING ANY OUTSTANDING SUBSCRIPTION PRICE IN RESPECT OF SUCH SHARES; (D) RIGHT TO RECEIVE DISTRIBUTIONS WHETHER OUT OF PROFITS OR ON A WINDING UP OF THE COMPANY; AND (E) NO SPECIFIC RIGHTS OF REDEMPTION.

Class of Shares:	D2	Number allotted	17741
	ORDINARY	Aggregate nominal value:	17741
Currency:	GBP		

Prescribed particulars

THE D1 AND D2 SHARES (TOGETHER BEING THE "D SHARES") HAVE ATTACHED TO THEM A) NO VOTING RIGHTS; B) NO RIGHT TO RECEIVE DIVIDENDS; C) RIGHT TO CONVERT AND RE DESIGNATE SOME OR ALL OF SUCH SHARES INTO ORDINARY SHARES SUBJECT TO PAYING ANY OUTSTANDING SUBSCRIPTION PRICE IN RESPECT OF SUCH SHARES; D) RIGHT TO RECEIVE DISTRIBUTION WHETHER OUT OF PROFITS OR ON A WINDING UP OF THE COMPANY; AND (E) NO SPECIFIC RIGHTS OF REDEMPTION

Class of Shares:	DEFERRED	Number allotted	313257
	1	Aggregate nominal value:	1566.285
Currency:	GBP		

Prescribed particulars

THE DEFERRED 1 AND DEFERRED 2 SHARES (TOGETHER BEING THE "DEFERRED SHARES") HAVE ATTACHED TO THEN1,: (A) NO VOTING RIGHTS; (B) NO RIGHT TO RECEIVE DIVIDENDS; (C) NO RIGHT TO PARTICIPATE IN ANY RETURN OF CAPITAL (OTHER THAN TO RECEIVE THE AMOUNT PAID UP OR CREDITED AS PAID UP AND ONLY AFTER THE HOLDERS OF ALL THE OTHER SHARES HAVE RECEIVED THE SUM OF £100,000 PER SHARE PURSUANT TO THEIR ENTITLEMENTS UNDER THE ARTICLES); AND (D) NO SPECIFIC RIGHTS OF REDEMPTION.

Class of Shares:	DEFERRED	Number allotted	21563860
	2	Aggregate nominal value:	107819.3
Currency:	GBP		

Prescribed particulars

THE DEFERRED 1 AND DEFERRED 2 SHARES (TOGETHER BEING THE "DEFERRED SHARES") HAVE ATTACHED TO THEN1,: (A) NO VOTING RIGHTS; (B) NO RIGHT TO RECEIVE DIVIDENDS; (C) NO RIGHT TO PARTICIPATE IN ANY RETURN OF CAPITAL (OTHER THAN TO RECEIVE THE AMOUNT PAID UP OR CREDITED AS PAID UP AND ONLY AFTER THE HOLDERS OF ALL THE OTHER SHARES HAVE RECEIVED THE SUM OF £100,000 PER SHARE PURSUANT TO THEIR ENTITLEMENTS UNDER THE ARTICLES); AND (D) NO SPECIFIC RIGHTS OF REDEMPTION.

Class of Shares:	E	Number allotted	48993297
	ORDINARY	Aggregate nominal value:	244966.485
Currency:	GBP		

Prescribed particulars

THE E SHARES HAVE ATTACHED TO THEM: (A) NO VOTING RIGHTS; (B) NO RIGHT TO RECEIVE DIVIDENDS; (C) RIGHT TO CONVERT AND RE-DESIGNATE SOME OR ALL OF SUCH SHARES INTO ORDINARY SHARES SUBJECT TO PAYING ANY OUTSTANDING SUBSCRIPTION PRICE IN RESPECT OF SUCH SHARES; (D) RIGHT TO RECEIVE DISTRIBUTIONS WHETHER OUT OF PROFITS OR ON A WINDING UP OF THE COMPANY; AND (E) NO SPECIFIC RIGHTS OF REDEMPTION.

Class of Shares:	F	Number allotted	27118740
	ORDINARY	Aggregate nominal value:	135593.7
Currency:	GBP		

Prescribed particulars

THE F SHARES HAVE ATTACHED TO THEM: (A) NO VOTING RIGHTS; (B) NO RIGHT TO RECEIVE DIVIDENDS; (C) RIGHT TO RECEIVE DISTRIBUTIONS WHETHER OUT OF PROFITS OR ON A WINDING UP OF THE COMPANY; AND (D) NO SPECIFIC RIGHTS OF REDEMPTION.

Class of Shares:	G	Number allotted	17488285
	ORDINARY	Aggregate nominal value:	87441.425
Currency:	GBP		

Prescribed particulars

THE G SHARES HAVE ATTACHED TO THEM: (A) NO VOTING RIGHTS; (B) NO RIGHT TO RECEIVE DIVIDENDS; (C) RIGHT TO RECEIVE DISTRIBUTIONS WHETHER OUT OF PROFITS OR ON A WINDING UP OF THE COMPANY; AND (D) NO SPECIFIC RIGHTS OF REDEMPTION.

Class of Shares:	SPECIAL	Number allotted	1
	SHARE	Aggregate nominal value:	1
Currency:	GBP		

Prescribed particulars

THE SPECIAL SHARE HAS ATTACHED TO IT: (A) NO VOTING RIGHTS (EXCEPT IMMEDIATELY UPON A CHANGE OF CONTROL); (B) NO RIGHT TO RECEIVE DIVIDENDS; (C) NO RIGHT TO RECEIVE ANY OTHER DISTRIBUTION WHETHER OUT OF PROFITS OR ON A WINDING UP OF THE COMPANY; AND (D) NO SPECIFIC RIGHTS OF REDEMPTION. - RIGHTS ATTACHED TO THE SPECIAL SHARE ARE NOT CAPABLE OF BEING VARIED OR ABROGATED WITHOUT PRIOR WRITTEN CONSENT OF THE HOLDER OF THE SPECIAL SHARE. - THE HOLDER OF THE SPECIAL SHARE IS ENTITLED TO: (I) RECEIVE NOTICE OF EVERY GENERAL MEETING OF THE COMPANY, AND OF EVERY SEPARATE MEETING OF THE HOLDERS OF THE SHARES OF ANY CLASS IN THE COMPANY'S ISSUED SHARE CAPITAL; (II) ATTEND ANY SUCH GENERAL MEETING OR SEPARATE CLASS MEETING; AND (III) SPEAK AT ANY SUCH GENERAL MEETING OR SEPARATE CLASS MEETING (BUT SHALL NOT BE ENTITLED TO VOTE EXCEPT ON A CHANGE OF CONTROL – SEE BULLET POINT BELOW). - ON A CHANGE OF CONTROL: (I) THE SPECIAL SHARE AUTOMATICALLY CARRIES SUCH NUMBER OF VOTES ON ANY ORDINARY, SPECIAL OR OTHER RESOLUTION AS NECESSARY TO ENSURE THE EFFECTIVE PASSING OF SUCH RESOLUTION OR TO ENSURE THE DEFEAT OF SUCH RESOLUTION; AND (II) THE DIRECTORS SHALL GIVE WRITTEN NOTICE TO THE HOLDER OF THE SPECIAL SHARE THAT A CHANGE OF CONTROL HAS OCCURRED. - SPECIAL SHARE WILL CEASE TO CARRY ANY OF ITS RIGHTS ON THE EARLIER OF THREE (3) YEARS AFTER THE DATE OF ISSUE OF THE SPECIAL SHARE OR ITS TRANSFER TO ANY OTHER PERSON (SAVE FOR A TRANSFER TO A PERMITTED TRANSFEREE UPON THE DEATH OF THE HOLDER OF THE SPECIAL SHARE).

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	1470848074
		Total aggregate nominal value:	7371893.66
		Total aggregate amount unpaid:	28105426.51

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.