

ADMISSION CARD

THG PLC (THE "COMPANY")
ANNUAL GENERAL MEETING 2021

You may submit your proxy electronically at www.sharevote.co.uk



[Name and address of shareholder]

Shareholder Reference Number:
Barcode:

The 2021 Annual General Meeting of the Company will be held on Company premises at Icon Plot 1 Main Office, No.9 Sunbank Lane, Altrincham, Cheshire, WA15 0AF on Thursday 24 June 2021 at 12:30 p.m. (the "AGM" or "Meeting").

FORM OF PROXY

THG PLC (THE "COMPANY")
ANNUAL GENERAL MEETING 2021

I/We being a shareholder of the Company hereby appoint the Chair of the Meeting or
Insert name of proxy

Voting ID:
Task ID:
Shareholder
Reference Number:

as my/our proxy to attend, speak and vote on my/our behalf at the AGM and at any adjournment of this Meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at their discretion. I/We authorise my/our proxy to vote (or abstain from voting) as they think fit in relation to any other matter which is properly put before the Meeting.

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote.

	For	Against	Withheld		For	Against	Withheld
1. To receive the Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To elect Tiffany Hall as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To re-appoint Ernst & Young LLP as Auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To authorise the Audit Committee to determine the Auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Matthew Moulding as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect John Gallemore as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To authorise political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To elect Zillah Byng-Thorne as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To authorise the Directors to disapply statutory pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To elect Dominic Murphy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise the Directors to further disapply statutory pre-emption rights in connection with an acquisition or other capital investment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To elect Edward Koopman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To authorise the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To elect Iain McDonald as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To authorise a 14 day notice period for general meetings other than annual general meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To elect Damian Sanders as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Upon completion please return this Form of Proxy to Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6DA to arrive no later than 12:30 p.m. on 22 June 2021 or, if the Meeting is adjourned, 48 hours (excluding non-working days) before the time set for the adjourned meeting.

Signature:

Date:

NOTES

The following notes explain your general rights as a shareholder of the Company and your rights to attend and vote at the AGM or to appoint someone else to vote on your behalf.

At the point of publication of the Notice of Meeting, the Company's Board of Directors is hoping to welcome shareholders in person to the AGM. However, in the event that UK Government guidance changes such that the Meeting has to be held as a closed meeting, shareholders are strongly encouraged to appoint the Chair of the Meeting as their proxy.

1. A shareholder entitled to attend and vote at the AGM may appoint a proxy to attend, speak and vote (including on a poll) on their behalf at the Meeting. Shareholders may appoint more than one proxy in relation to the Meeting provided each proxy is appointed to exercise rights attached to a different ordinary share or shares held by that shareholder. Any shareholder appointing more than one proxy should indicate the number of ordinary shares for which each proxy is authorised to act on their behalf. A proxy need not be a shareholder of the Company. This Form of Proxy is to be used to make such appointment and give proxy instructions and accompanies the Notice of Meeting. If you sign and return this Form of Proxy with no name inserted in the box, the Chair of the Meeting will be deemed to be your proxy.
2. To be valid the Form of Proxy must be received by post or (during normal business hours only) by hand at Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA. A shareholder can also appoint a proxy electronically at www.sharevote.co.uk, where full instructions on how to do so are provided. When appointing their proxy electronically, a shareholder will need their shareholder voting ID, task ID and shareholder reference number, each of which can be found in this Form of Proxy. For an electronic proxy appointment to be valid, an appointment must be received by no later than 12:30 p.m. on 22 June 2021 (or, if the AGM is adjourned, no later than 48 hours before the time of any adjourned meeting, excluding non-working days). You may only appoint a proxy using the procedure set out in these Notes. A Form of Proxy lodged electronically will be invalid unless it is lodged at the electronic address specified in this Note 2. Any electronic communication sent by a shareholder to the Company or to Equiniti, the Company's Registrar, which is found to contain a computer virus will not be accepted.
3. To be entitled to attend and vote at the AGM (and for the purposes of the determination by the Company of the votes they may cast), shareholders registered in the Company's Register of Members at 6:30 p.m. on 22 June 2021 (or, if the AGM is adjourned, 6:30 p.m. on the date which is two days before the date of the adjourned meeting) shall be entitled to attend and vote at the AGM in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the Register of Members after 6:30 p.m. on 22 June 2021 shall be disregarded in determining the rights of any person to attend or vote at the AGM.
4. The return of a completed Form of Proxy or any CREST Proxy Instruction (as described in Note 13 below) will not prevent a shareholder from attending the Meeting and voting in person if they wish to do so.
5. A corporation which is a shareholder of the Company can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same ordinary share.
6. Any person to whom the Notice of Meeting is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
7. The statement of the rights of shareholders in relation to the appointment of proxies in Notes 1 and 2 above does not apply to Nominated Persons. The rights described in those Notes can only be exercised by shareholders of the Company.
8. Voting for all Resolutions at this year's AGM will be conducted by way of poll. A poll reflects the number of voting rights exercisable by each shareholder and the Company's Board of Directors considers it a more democratic method of voting.
9. A vote withheld is not a vote in law which means that a vote withheld will not be counted in the calculation of votes for or against a Resolution. If no voting indication is given, your proxy will vote or abstain from voting at their discretion. To direct your proxy how to vote on the Resolutions mark the appropriate box with an "X". Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the Meeting.
10. Any power of attorney or any other authority under which this Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
11. As at 18 May 2021, being the latest practicable date prior to publication of the Notice of Meeting, the Company's issued share capital consisted of 1,097,706,792 ordinary shares, 57,041,934 D1 ordinary shares, 20,302 D2 ordinary shares, 50,172,433 E ordinary shares, 30,478,008 F ordinary shares, 45,703,943 G ordinary shares, 89,612,682 H ordinary shares, 1 Special Share, 276,062 Deferred 1 shares and 21,563,860 Deferred 2 shares. The Company currently has no shares in treasury. Only the ordinary shares are voting shares, with each ordinary share carrying one vote. Therefore, the total number of voting rights in the Company as at 18 May 2021 (being the latest practicable date prior to the publication of the Notice of Meeting) is 1,097,706,792.
12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of the AGM by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take appropriate action on their behalf.
13. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID number RA19) no later than 48 hours before the AGM (excluding non-working days). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
14. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
15. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).
16. Under section 527 of the Companies Act 2006 shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
17. Any shareholder with the right to attend the Meeting has the right to ask questions relating to the business being dealt with at the Meeting. The Company must cause to be answered any such question relating to the business but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or good order of the Meeting that the question be answered. Shareholders may submit questions in advance of the Meeting by emailing AGM@thg.com by no later than 12:30 p.m. on 17 June 2021.
18. A copy of the Notice of Meeting, and other information required by section 311A of the Companies Act 2006, can be found at <https://www.thg.com/investor-relations/>.
19. Copies of the service agreements under which the Company's Executive Directors are employed and the terms and conditions of appointment of its Non-Executive Directors are available for inspection at the Company's registered office during normal business hours on any weekday (public holidays excepted) from 20 May 2021 until the time of the Meeting. In view of the ongoing Covid-19 pandemic, we would ask you to please contact the Company by email at AGM@thg.com if you would like to inspect these documents.