

Company No. 06539496

THG PLC

(the "Company")

At the annual general meeting of the Company held at THG Studios, 7-9 Sunbank Lane, Altrincham WA15 0AF on 25 June 2025, the following resolutions were duly passed as ordinary and special resolutions as specified below:

**ORDINARY
RESOLUTIONS**

14. Directors' authority to allot ordinary shares

That, in substitution for all existing authorities, the Directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006, to exercise all powers of the Company to allot ordinary shares in the Company or grant rights to subscribe for, or to convert any security into, ordinary shares in the Company:

- (a) up to an aggregate nominal amount of £2,570,481.90; and
- (b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a further aggregate nominal amount of £2,570,481.90 in connection with a pre-emptive offer,

such authorities to apply until the earlier of the conclusion of the next annual general meeting of the Company or close of business on 25 September 2026, unless previously renewed, varied or revoked by the Company in general meeting; but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require ordinary shares to be allotted or rights to subscribe for, or to convert any security into, ordinary shares to be granted after the authority expires, and the Directors may allot ordinary shares or grant such rights under any such offer or agreement as if the authority conferred hereby had not expired. References in this Resolution 14 to the nominal amount of rights to subscribe for, or to convert any security into, ordinary shares (including where such rights are referred to as equity securities as defined in section 560(1) of the Companies Act 2006) are to the nominal amount of ordinary shares that may be allotted pursuant to the rights.

For the purposes of this Resolution 14 "pre-emptive offer" means an offer of equity securities, open for acceptance for a period fixed by the Directors, to: (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary, including an offer in respect of which the Directors may impose any limits or restrictions, or make any other arrangements, which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

**SPECIAL
RESOLUTIONS**

16 - 17. Directors' authority to disapply pre-emption rights

16. That, in substitution for all existing authorities and subject to the passing of Resolution 14, the Directors be generally empowered, pursuant to section 570 of the Companies Act 2006, to allot equity securities

(as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority granted by Resolution 14 and/or, pursuant to section 573 of the Companies Act 2006, to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Companies Act 2006, such authority to be limited:

- (a) to the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of Resolution 14 by way of a pre-emptive offer only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions, or make any other arrangements, which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

- (b) to the allotment of equity securities pursuant to the authority granted by paragraph (a) of Resolution 14 and/or sale of treasury shares for cash (in each case, otherwise than under paragraph (a) of this Resolution 16) up to a nominal amount of £771,144.57 (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares, by reference to the aggregate nominal amount of relevant ordinary shares which may be allotted pursuant to such rights); and
- (c) to the allotment of equity securities pursuant to the authority granted by paragraph (a) of Resolution 14 and/or sale of treasury shares for cash (in each case, otherwise than under paragraphs (a) or (b) of this Resolution 16) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) of this Resolution 16, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to apply until the earlier of the conclusion of the next annual general meeting of the Company or close of business on 25 September 2026, unless previously renewed, varied or revoked by the Company in general meeting; but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires, and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority conferred hereby had not expired.

For the purposes of this Resolution 16 "pre-emptive offer" has the same meaning as in Resolution 14 above.

17. That, in addition to any authority granted under Resolution 16, and subject to the passing of Resolution 14, the Directors be generally empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority granted by Resolution 14 and/or pursuant to section 573 of the Companies

Act 2006 to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Companies Act 2006, such authority to be limited:

- (a) to the allotment of equity securities and/or sale of treasury shares for cash up to an aggregate nominal amount of £771,144.57 (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares, by reference to the aggregate nominal amount of relevant ordinary shares which may be allotted pursuant to such rights), such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice; and
- (b) to the allotment of equity securities and/or sale of treasury shares for cash (otherwise than under paragraph (a) of this Resolution 17) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) of this Resolution 17, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to apply until the earlier of the conclusion of the next annual general meeting of the Company or close of business on 25 September 2026, unless previously renewed, varied or revoked by the Company in general meeting; but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires, and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority conferred hereby had not expired.

18. Authority to make market purchases of own shares

That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares, on such terms and in such manner as the Directors may from time to time determine, provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 154,228,914 (representing 10% of the Company's issued ordinary share capital);
- (b) the minimum price (excluding expenses) which may be paid for an ordinary share is £0.005 (being the nominal value of an ordinary share);
- (c) the maximum price (excluding expenses) which may be paid for an ordinary share shall be the higher of: (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share, as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which that ordinary share is purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
- (d) unless previously renewed, varied or revoked by the Company in a general meeting, this authority expires at the conclusion of the next annual general meeting of the Company or, if earlier, the close of business on 25 September 2026; and

- (e) the Company may make a contract to purchase ordinary shares under this authority before the expiry of the authority which will, or may, be executed, wholly or partly, after the expiry of the authority, and may make a purchase of ordinary shares in pursuance of any such contract, as if the authority hereby conferred had not expired.

19. Directors' authority to allot converted shares and disapply pre-emption rights

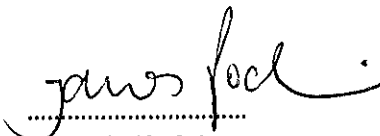
That, without prejudice to all existing authorities conferred on the Directors, the Directors be and are hereby generally and unconditionally authorised:

- (a) in accordance with section 551 of the Companies Act 2006 to exercise all powers of the Company to allot ordinary shares of £0.005 each in the Company, credited as fully paid, to FIC ShareCo Limited up to an aggregate nominal amount of £1,045,432.035 (the "Converted Shares") in connection with the conversion into new ordinary shares in the Company of the loan made to the Company pursuant to the convertible loan agreement entered into between the Company and FIC ShareCo Limited on 24 March 2025, as amended and restated on 26 March 2025; and
- (b) in accordance with section 571 of the Companies Act 2006 to allot the Converted Shares, up to an aggregate nominal amount of £1,045,432.035, as if section 561 of the Companies Act 2006 did not apply to any such allotment,

such authority to expire on the earlier of the conclusion of the next annual general meeting of the Company or close of business on 25 September 2026, save that the Company may, before such expiry, make offers or agreements which would or might require Converted Shares to be allotted and the Directors may allot Converted Shares pursuant to such offer or agreement notwithstanding that the authority conferred by this Resolution 19 has expired.

20. Notice of general meetings

That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.


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For and on behalf of the Company
James Pochin
Company Secretary