

10 September 2020

The Directors
THG Holdings plc
5th Floor, Voyager House
Chicago Avenue
Manchester Airport
Manchester
M90 3DQ

Dear Sirs/Madams

We hereby give our consent to the inclusion in the Prospectus dated 10 September 2020 issued by THG Holdings plc of our accountant's report and our letter relating to the pro forma financial information and the references to our name, as shown in the enclosed proof of the Prospectus which we have signed for identification.

We also hereby authorise for the purpose of the Prospectus the contents of the report and letter referred to above which are included in the Prospectus for the purposes of Prospectus Regulation Rule 5.3.2R (2)(f) and item 1.3 of Annex 1 of Commission Delegated Regulation (EU) 2019/980.

Yours faithfully



Ernst & Young LLP