

*The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulation (EU) No. 596/2014 ("MAR")*



26 February 2021

**Upper Thames Holdings plc**

**("Upper Thames" or the "Company")**

**TOTAL VOTING RIGHTS  
PDMR Disclosure**

The Company announces that in accordance with the Financial Conduct Authority's Disclosure and Transparency Rules (the "Disclosure and Transparency Rules"), the total number of ordinary shares of GBP0.001 each ("Ordinary Shares") in the capital of the Company in issue as at the date of this notice is 64,044,882 with each share carrying the right to one vote.

The Company does not hold any shares in Treasury.

The above figure of 64,044,882 ordinary shares may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in the Company, under the Disclosure and Transparency Rules.

Further to the announcement of 16 February 2021, the Company can confirm that Richard Poulden has an interest in a total of 2,899,564 Ordinary Shares, equating to 4.53% of the Company's issued ordinary share capital.

Richard Poulden's interest in the Ordinary Shares (or depository interests in respect thereof) belong to Black Swan Group of which Richard Poulden is the Chairman.

The directors of the Company accept responsibility for the contents of this announcement.

**END**

**Enquiries:**

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Richard Poulden, Chairman

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**AQSE Growth Market Corporate Adviser**

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The notification below, made in accordance with the requirements of the EU Market Abuse Regulations, provides further detail in respect of the transaction as per 16 February 2021 announcement.

1	Details of the person discharging managerial responsibilities/person closely associated		
a)	Name	Black Swan FZE	
2	Reason for the notification		
a)	Position/status	Person Closely Associated with Richard Poulден, Chairman	
b)	Initial notification/ Amendment	Initial notification	
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor		
a)	Name	Upper Thames Holdings Plc	
b)	LEI	213800EJ8BFEQQ9POX79	
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted		
a)	Description of the financial instrument, type of instrument Identification code	Ordinary Shares of 0.1 pence 213800EJ8BFEQQ9POX79	
b)	Nature of the transaction	Conversion of director fees into shares, Conversion of Loan into shares, Subscription of shares,	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		£0.01	2,000,000
d)	Aggregated information -Aggregated volume -Price	2,000,000 £0.01	
e)	Date of the transaction	22 February 2021	
f)	Place of the transaction	AQSE Growth Market	