

Company number 04699401

---

**SPECIAL RESOLUTION**

**and**

**CLASS CONSENT**

**of**

**FITNESS FIRST HOLDINGS LIMITED (the "Company")**

**A PRIVATE COMPANY LIMITED BY SHARES**

Passed on 9 July 2015

---

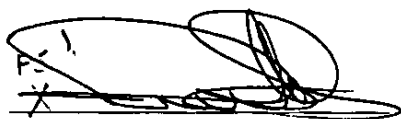
Notice is hereby given that, on 9 July 2015, the following resolutions and consents were passed as special resolutions and class consents of the Company

**SPECIAL RESOLUTIONS AND CLASS CONSENTS:**

*THAT 17,430,220 of the fully paid B preference shares of £1 each in the capital of the Company held by Fitness First Finance Limited (registered number 05452198) be converted into (and therefore have their rights varied), and redesignated as, B ordinary shares of £1 each having the rights and being subject to the conditions set out in the articles of association of the Company,*

and

*THAT 1,440,000 of the fully paid C preference shares of £1 each in the capital of the Company held by Fitness First Finance Limited (registered number 05452198) be converted into (and therefore have their rights varied), and redesignated as, C ordinary shares of £1 each having the rights and being subject to the conditions set out in the articles of association of the Company*



Director  
for and on behalf of the Company

THURSDAY



A24 \*A4BQC31Z\* 16/07/2015 #191  
COMPANIES HOUSE