

Company number  
05659669

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS

OF

THE GYM LIMITED (the **Company**)

In accordance with Chapter 2 of Part 17 of the Companies Act 2006, the directors of the Company proposed that the following resolutions be passed as ordinary resolutions:

**Ordinary resolutions**

THAT:

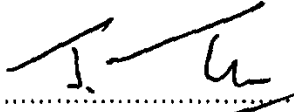
- (a) the directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006, to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company up to a maximum nominal amount of £25,347,000.00;
- (b) this authority shall expire at the close of business on 19 December 2022;
- (c) the Company may, before this authority expires, make an offer or agreement which would or might require shares to be allotted or rights to be granted after it expires and the directors may allot shares or grant rights in pursuance of such offer or agreement as if this authority had not expired; and
- (d) this authority shall be in addition to all existing authorities under section 551 of the Companies Act 2006.



**AGREEMENT OF ELIGIBLE MEMBER\***

The undersigned, being the sole eligible member on 21 DECEMBER 2017 (the "circulation date"), irrevocably agrees to the resolutions set out above:

Signed by



.....  
for and on behalf of The Gym Group Operations Limited

Date: 21 DECEMBER 2017

The sole eligible member must signify its agreement to the proposed resolutions as follows: (i) **by hand or by post**, by delivering a signed copy to the registered office of the Company; or (ii) **by e-mail**, by sending a scanned signed copy of the resolutions to [tony.obi@thegymgroup.com](mailto:tony.obi@thegymgroup.com). The sole eligible member must signify its agreement to the proposed resolutions within the period of 28 days from and including the circulation date. However, if the sole eligible member does not agree with the proposed resolutions, it does not need to reply. Once the sole eligible member has signified its agreement to the proposed resolutions, its agreement may not be revoked. The proposed resolutions will lapse if they are not passed by the end of that 28 day period.

**\*Note:** An "eligible member" is a member who is or would be entitled to vote on the above resolutions on the circulation date (i.e. the date on which the resolutions is sent or submitted to the member).

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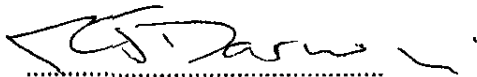
UNDER CHAPTER 2 OF PART 17 OF THE COMPANIES ACT 2006

By a written resolution dated 21 DECEMBER 2017, the sole member of the Company agreed to the following resolutions being passed as ordinary resolutions:

**Ordinary resolutions**

THAT:

- (a) 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 shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company up to a maximum nominal amount of £25,347,000.00;
- (b) this authority shall expire at the close of business on 19 December 2022;
- (c) the Company may, before this authority expires, make an offer or agreement which would or might require shares to be allotted or rights to be granted after it expires and the directors may allot shares or grant rights in pursuance of such offer or agreement as if this authority had not expired; and
- (d) this authority shall be in addition to all existing authorities under section 551 of the Companies Act 2006.



Director



COMPANIES HOUSE