

**Return of Allotment of Shares**Company Name: **THE GYM GROUP HOLDINGS LIMITED**Company Number: **08528493**Received for filing in Electronic Format on the: **23/05/2014**

X38I5Z0Z

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
13/06/2013

Class of Shares:	A ORDINARY	Number allotted	385475
Currency:	GBP	Nominal value of each share	0.01
		Amount paid:	1
		Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	B ORDINARY	Number allotted	20486
Currency:	GBP	Nominal value of each share	0.01
		Amount paid:	1
		Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	C1	Number allotted	87642
	ORDINARY	Nominal value of each share	0.04
Currency:	GBP	Amount paid:	1
		Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	C2	Number allotted	35463
	ORDINARY	Nominal value of each share	0.01
Currency:	GBP	Amount paid:	1
		Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	C3	Number allotted	6895
	ORDINARY	Nominal value of each share	0.01
Currency:	GBP	Amount paid:	1
		Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	PREFERENCE	Number allotted	48393939
Currency:	GBP	Nominal value of each share	0.000001
		Amount paid:	1
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	A	Number allotted	385575
	ORDINARY	Aggregate nominal value:	3855.75
Currency:	GBP	Amount paid per share	1
		Amount unpaid per share	0

Prescribed particulars

A ORDINARY SHAREHOLDERS ARE ENTITLED TO RECEIVE NOTICE OF, AND TO ATTEND AND TO SPEAK, AT ANY GENERAL MEETING AND AT ANY SEPARATE CLASS MEETING FOR THE CLASS OF SHARE THEY HOLD. ON A WRITTEN RESOLUTION EACH SHARE IS ENTITLED TO ONE VOTE. ON A POLL EACH SHARE IS ENTITLED TO ONE VOTE. ON A SHOW OF HANDS EACH SHARE IS ENTITLED TO ONE VOTE. IN OTHER RESPECTS THE A ORDINARY SHARES ARE TREATED EQUALLY WITH ALL THE OTHER CLASSES OF A, B AND C ORDINARY SHARES.

Class of Shares:	B	Number allotted	20486
	ORDINARY	Aggregate nominal value:	204.86
Currency:	GBP	Amount paid per share	1
		Amount unpaid per share	0

Prescribed particulars

B ORDINARY SHAREHOLDERS ARE ENTITLED TO RECEIVE NOTICE OF, AND TO ATTEND AND TO SPEAK, AT ANY GENERAL MEETING AND AT ANY SEPARATE CLASS MEETING FOR THE CLASS OF SHARE THEY HOLD. ON A WRITTEN RESOLUTION EACH SHARE IS ENTITLED TO ONE VOTE. ON A POLL EACH SHARE IS ENTITLED TO ONE VOTE. ON A SHOW OF HANDS EACH SHARE IS ENTITLED TO ONE VOTE. IN OTHER RESPECTS THE B ORDINARY SHARES ARE TREATED EQUALLY WITH ALL THE OTHER CLASSES OF A, B AND C ORDINARY SHARES.

Class of Shares:	C1	Number allotted	87642
	ORDINARY	Aggregate nominal value:	3505.68
Currency:	GBP	Amount paid per share	1
		Amount unpaid per share	0

Prescribed particulars

EACH SHARE IS ENTITLED TO ONE VOTE. IN OTHER RESPECTS THE C1 ORDINARY SHARES ARE TREATED EQUALLY WITH ALL THE OTHER CLASSES OF A, B AND C ORDINARY SHARES.

Class of Shares:	C2	Number allotted	57963
	ORDINARY	Aggregate nominal value:	579.63
Currency:	GBP	Amount paid per share	1
		Amount unpaid per share	0

Prescribed particulars

C2 ORDINARY SHAREHOLDERS ARE NOT ENTITLED TO RECEIVE NOTICE OF, NOR TO ATTEND OR TO SPEAK, AT ANY GENERAL MEETING NOR AT ANY SEPARATE CLASS MEETING FOR THE CLASS OF SHARE THEY HOLD. C2 SHARES HAVE NO VOTING RIGHTS. IN OTHER RESPECTS THE C2 ORDINARY SHARES ARE TREATED EQUALLY WITH ALL THE OTHER CLASSES OF A, B AND C ORDINARY SHARES.

Class of Shares:	C3	Number allotted	6895
	ORDINARY	Aggregate nominal value:	68.95
Currency:	GBP	Amount paid per share	1
		Amount unpaid per share	0

Prescribed particulars

C3 ORDINARY SHAREHOLDERS ARE ENTITLED TO RECEIVE NOTICE OF, AND TO ATTEND AND TO SPEAK, AT ANY GENERAL MEETING AND AT ANY SEPARATE CLASS MEETING FOR THE CLASS OF SHARE THEY HOLD. ON A WRITTEN RESOLUTION EACH SHARE IS ENTITLED TO FIVE VOTES. ON A POLL EACH SHARE IS ENTITLED TO FIVE VOTES. ON A SHOW OF HANDS EACH SHARE IS ENTITLED TO ONE VOTE. IN OTHER RESPECTS THE C3 ORDINARY SHARES ARE TREATED EQUALLY WITH ALL THE OTHER CLASSES OF A, B AND C ORDINARY SHARES.

Class of Shares:	PREFERENCE	Number allotted	48393939
Currency:	GBP	Aggregate nominal value:	48.393939
		Amount paid per share	1
		Amount unpaid per share	0

Prescribed particulars

PREFERENCE SHAREHOLDERS ARE ENTITLED TO RECEIVE NOTICE OF ANY GENERAL MEETING BUT NOT TO ATTEND OR VOTE AT ANY GENERAL MEETING OR ON ANY WRITTEN RESOLUTION OF THE COMPANY. PREFERENCE SHAREHOLDERS ARE ENTITLED TO 10% PER ANNUM DIVIDENDS. ANY DIVIDEND REMAINING UNPAID AT 31 DECEMBER EACH YEAR IS ADDED TO THE SHARE CAPITAL FOR THE PURPOSE OF CALCULATING THE FOLLOWING YEAR'S DIVIDEND.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	48952500
		Total aggregate nominal value:	8263.263939

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.