

**Return of Allotment of Shares**Company Name: **THE GYM GROUP HOLDINGS LIMITED**Company Number: **08528493**Received for filing in Electronic Format on the: **21/05/2015**

X47UJWXN

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
22/04/2015

Class of Shares:	C2	Number allotted	2150
	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:	C4	Number allotted	50
	ORDINARY	Nominal value of each share	1
Currency:	GBP	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 TWO VOTES. 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	95463
	ORDINARY	Aggregate nominal value:	954.63
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 TEN 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.

Class of Shares:	C4	Number allotted	50
	ORDINARY	Aggregate nominal value:	1
Currency:	GBP	Amount paid per share	1
		Amount unpaid per share	0

Prescribed particulars

C4 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. ON A WRITTEN RESOLUTION, PURSUANT TO ARTICLE 12.4.1.5, C4 ORDINARY SHARES SHALL BE ENTITLED TO SUCH NUMBER OF VOTES WHICH, WHEN COUNTED TOGETHER WITH ALL OTHER VOTES CAPABLE OF BEING CAST BY THAT HOLDER OF THE C4 ORDINARY SHARES IN QUESTION IN RESPECT OF ANY OTHER CLASS OF SHARE HELD BY THE HOLDER OF THE C4 ORDINARY SHARES, EQUALS 5% OF ALL VOTES CAPABLE OF BEING CAST BY ALL SHAREHOLDERS. IN OTHER RESPECTS THE C4 ORDINARY SHARES ARE TREATED EQUALLY WITH ALL THE OTHER CLASSES OF A, B AND C ORDINARY SHARES.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	48990050
		Total aggregate nominal value:	8639.263939

Authorisation

Authenticated

This form was authorised by one of the following:

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