

# SH01

## Return of allotment of shares



You can use the WebFiling service to file this form online.  
Please go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

☒ What this form is for  
You may use this form to give  
notice of shares allotted following  
incorporation.

☐ What this form is NOT for  
You cannot use this form to  
notice of shares taken by s  
on formation of the compar  
for an allotment of a new cl  
shares by an unlimited com

FRIDAY



\*A4KLBAUO\*  
A09 20/11/2015 #7  
COMPANIES HOUSE

### 1 Company details

Company number 0 8 5 2 8 4 9 3

Company name in full THE GYM GROUP PLC

→ Filling in this form  
Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

### 2 Allotment dates ①

From Date d<sub>1</sub> d<sub>2</sub> m<sub>1</sub> m<sub>1</sub> y<sub>2</sub> y<sub>0</sub> y<sub>1</sub> y<sub>5</sub>  
To Date d d m m y y y y

① Allotment date  
If all shares were allotted on the  
same day enter that date in the  
'from date' box. If shares were  
allotted over a period of time,  
complete both 'from date' and 'to  
date' boxes.

### 3 Shares allotted

Please give details of the shares allotted, including bonus shares  
(Please use a continuation page if necessary)

② Currency  
If currency details are not  
completed we will assume currency  
is in pound sterling

Class of shares (E.g. Ordinary/Preference etc.)	Currency ②	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
C2 ORDINARY	GBP	10000	0 01	1 00	0

If the allotted shares are fully or partly paid up otherwise than in cash, please  
state the consideration for which the shares were allotted.

Continuation page  
Please use a continuation page if  
necessary

Details of non-cash  
consideration

If a PLC, please attach  
valuation report (if  
appropriate)

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## Return of allotment of shares

**Statement of capital**

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return.

**4 Statement of capital (Share capital in pound sterling (£))**

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
SEE CONTINUATION PAGE				£
				£
				£
				£
Totals				£

**5 Statement of capital (Share capital in other currencies)**

Please complete the table below to show any class of shares held in other currencies.  
Please complete a separate table for each currency.

Currency

Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

**6 Statement of capital (Totals)**

Please give the total number of shares and total aggregate nominal value of issued share capital		<b>④</b> Total aggregate nominal value Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.
Total number of shares	49048050	
Total aggregate nominal value ④	56788 263939	

① Including both the nominal value and any share premium.

③ E.g. Number of shares issued multiplied by nominal value of each share

Continuation Pages  
Please use a Statement of Capital continuation page if necessary

② Total number of issued shares in this class

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## Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 4 and Section 5	
Class of share	A ORDINARY
Prescribed particulars ①	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 share	B ORDINARY
Prescribed particulars ①	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 share	C1 ORDINARY
Prescribed particulars ①	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

## ① Prescribed particulars of rights attached to shares

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.


A separate table must be used for each class of share

Continuation page

Please use a Statement of Capital continuation page if necessary

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## Signature

I am signing this form on behalf of the company	
Signature	Signature X  X
This form may be signed by Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager	

## ② Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

## ③ Person authorised

Under either section 270 or 274 of the Companies Act 2006

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### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name ALEXANDER VOLSKY

Company name ALLEN & OVERY LLP

Address ONE BISHOPS SQUARE

Post town LONDON

County/Region

Postcode E 1 6 A D

Country UNITED KINGDOM

DX

Telephone 020 3088 0000



### Checklist

We may return the forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3
- ☐ You have completed the appropriate sections of the Statement of Capital
- ☐ You have signed the form.



### Important information

Please note that all information on this form will appear on the public record



### Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

For companies registered in Scotland  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland  
The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG.  
DX 481 N.R. Belfast 1



### Further information

For further information please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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## Return of allotment of shares

### Statement of capital

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency

Currency

GBP

Class of shares (E.g. Ordinary/preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
A ORDINARY	1 00	0 00	385575	3,855 75
B ORDINARY	1 00	0 00	20486	204 86
C1 ORDINARY	1 00	0 00	87642	3,505 68
C2 ORDINARY	1 00	0 00	105463	1,054 63
C3 ORDINARY	1 00	0 00	6895	68 95
C4 ORDINARY	1 00	0 00	50	50 00
DEFERRED (£1 00)	1 00	0 00	48000	48,000 00
PREFERENCE	1 00	0 00	48393939	48 393939
Totals			49048050	56788 263939

① Including both the nominal value and any share premium

③ E.g. Number of shares issued multiplied by nominal value of each share.

② Total number of issued shares in this class

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	C2 ORDINARY	
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	

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	C3 ORDINARY	
Prescribed particulars	<p>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</p>	

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## Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	C4 ORDINARY	
Prescribed particulars	<p>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</p>	



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### Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	DEFERRED (£1 00)	
Prescribed particulars	<p>VOTING RIGHTS NONE</p> <p>DIVIDEND RIGHTS NONE</p> <p>DISTRIBUTION RIGHTS ON A WINDING UP OR OTHERWISE</p> <p>HOLDERS OF ANY DEFERRED SHARES SHALL BE ENTITLED TO</p> <p>THE REPAYMENT OF THE NOMINAL VALUE OF THE DEFERRED</p> <p>SHARES HELD BY THEM (PROVIDED THAT NO DISTRIBUTION</p> <p>SHALL BE PAYABLE IN RESPECT OF ANY DEFERRED SHARES</p> <p>HELD BY THE COMPANY AS TREASURY SHARES)</p> <p>REDEEMABLE SHARES THE DEFERRED SHARES ARE NOT</p> <p>REDEEMABLE</p>	

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## Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	PREFERENCE	
Prescribed particulars	<p>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</p>	