

# SH02

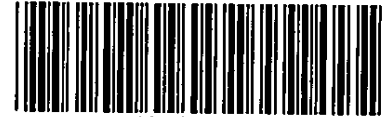
## Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares



Companies House

☒ **What this form is for**  
You may use this form to give notice  
of consolidation, sub-division,  
redemption of shares or  
re-conversion of stock into shares

☐ **What this form is NOT for**  
You cannot use this form to  
give notice of a conversion of stock  
into shares.



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\*A4KLBAXD\*

20/11/2015

#19

COMPANIES HOUSE

### 1 Company details

Company number 08528493

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 Date of resolution

Date of resolution 06/11/2015

### 3 Consolidation

Please show the amendments to each class of share

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

### 4 Sub-division

Please show the amendments to each class of share

Class of shares (E.g. Ordinary/Preference etc.)	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
C1 ORDINARY	87642	£0 01	0	0
DEFERRED (£0 0001)	0	0	4315700	£0 0001
ORDINARY	71,827,154	£0 0001	76,275,654	£0 0001

### 5 Redemption

Please show the class number and nominal value of shares that have been redeemed  
Only redeemable shares can be redeemed

Class of shares (E.g. Ordinary/Preference etc.)	Number of issued shares	Nominal value of each share

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<b>6 Re-conversion</b>			
Please show the class number and nominal value of shares following re-conversion from stock			
New share structure			
Value of stock	Class of shares (E g Ordinary/Preference etc )	Number of issued shares	Nominal value of each share

## Statment of capital

Section 7 (also Section 8 and Section 9 if appropriate) should reflect the company's issued capital following the changes made in this form

<b>7 Statement of capital (Share capital in pound sterling (£))</b>				
Please complete the table below to show each share classes held in pound sterling If all your issued capital is in sterling, only complete Section 7 and then go to Section 10				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❶
SEE CONTINUATION SHEET				£
				£
				£
				£
Totals				£

<b>8 Statement of capital (Share capital in other currencies)</b>				
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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
Totals				

❶ Including both the nominal value and any share premium

❷ Number of shares issued multiplied by nominal value of each share

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

❸ Total number of issued shares in this class

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### Statement of capital

Please complete the table below to show each 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
ORDINARY	1 55014025828407	0	31,221,054	3122 1054
ORDINARY	£0 01	0	40,606,100	4060 61
ORDINARY	£0 0097	0	4,448,500	444 85
C2 ORDINARY	£1	0	105463	1054 63
C3 ORDINARY	£1	0	6895	68 95
C4 ORDINARY	£1	0	50	50
DEFERRED (£1 00)	£1	0	48000	48000
DEFERRED (£0 03)	£0 03	0	87642	2629 26
DEFERRED (£0 0001)	£0 0097	0	4315700	431 57
Totals			80,839,404	59,861 9754

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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**9 Statement of capital (Totals)**

	Please give the total number of shares and total aggregate nominal value of issued share capital	<b>① Total aggregate nominal value</b> Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc
Total number of shares	80839404	
Total aggregate nominal value ①	£59861 9754	

**10 Statement of capital (Prescribed particulars of rights attached to shares) ①**

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in <b>Section 7</b> and <b>Section 8</b>	<b>① Prescribed particulars of rights attached to shares</b> 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  Please use a Statement of capital continuation page if necessary
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	
Class of share	C3 ORDINARY	
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 share	SEE CONTINUATION SHEET	
Prescribed particulars		

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### Statement of capital (Prescribed particulars of rights attached to shares)<sup>①</sup>

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>	<p><b>① Prescribed particulars of rights attached to shares</b> The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p>

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## Statement of capital (Prescribed particulars of rights attached to shares)①

Class of share	DEFERRED (£0 0001)	
Prescribed particulars	<p>VOTING RIGHTS NONE</p> <p>DIVIDEND RIGHTS NONE</p> <p>DISTRIBUTION RIGHTS ON A WINDING UP OR OTHERWISE ALL HOLDERS OF DEFERRED SHARES SHALL BE ENTITLED TO THE PAYMENT OF £1 00 IN AGGREGATE (PROVIDED THAT NO DISTRIBUTION SHALL BE PAYABLE IN RESPECT OF ANY DEFERRED SHARES HELD BY THE COMPANY AS TREASURY SHARES)</p> <p>REDEEMABLE SHARES THE DEFERRED SHARES ARE NOT REDEEMABLE</p>	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p>

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## Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

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### Statement of capital (Prescribed particulars of rights attached to shares)①

Class of share	DEFERRED (£0.03)	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p>
Prescribed particulars	<p>VOTING RIGHTS NONE</p> <p>DIVIDEND RIGHTS NONE</p> <p>DISTRIBUTION RIGHTS ON A WINDING UP OR OTHERWISE ALL HOLDERS OF DEFERRED SHARES SHALL BE ENTITLED TO THE PAYMENT OF £1.00 IN AGGREGATE (PROVIDED THAT NO DISTRIBUTION SHALL BE PAYABLE IN RESPECT OF ANY DEFERRED SHARES HELD BY THE COMPANY AS TREASURY SHARES)</p> <p>REDEEMABLE SHARES THE DEFERRED SHARES ARE NOT REDEEMABLE</p>	

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### Statement of capital (Prescribed particulars of rights attached to shares)<sup>1</sup>

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 THE REPAYMENT OF THE NOMINAL VALUE OF THE DEFERRED SHARES HELD BY THEM (PROVIDED THAT NO DISTRIBUTION SHALL BE PAYABLE IN RESPECT OF ANY DEFERRED SHARES HELD BY THE COMPANY AS TREASURY SHARES)</p> <p>REDEEMABLE SHARES THE DEFERRED SHARES ARE NOT REDEEMABLE</p>	<p><b><sup>1</sup> Prescribed particulars of rights attached to shares</b> The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p>



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## Statement of capital (Prescribed particulars of rights attached to shares)①

Class of share	ORDINARY	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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.</li> </ul> <p>A separate table must be used for each class of share</p>
Prescribed particulars	<p>VOTING RIGHTS ORDINARY SHARES RANK EQUALLY FOR VOTING PURPOSES ON A SHOW OF HANDS EACH MEMBER SHALL HAVE ONE VOTE AND ON A POLL EACH MEMBER SHALL HAVE ONE VOTE PER ORDINARY SHARES HELD</p> <p>DIVIDEND RIGHTS EACH ORDINARY SHARE RANKS EQUALLY FOR ANY DIVIDEND DECLARED</p> <p>DISTRIBUTION RIGHTS ON A WINDING UP OR OTHERWISE EACH ORDINARY SHARES RANKS EQUALLY FOR ANY DISTRIBUTION MADE ON A WINDING UP</p> <p>REDEEMABLE SHARES THE ORDINARY SHARES ARE NOT REDEEMABLE</p>	

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Class of share		<b>① Prescribed particulars of rights attached to shares</b> 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  Please use a Statement of capital continuation page if necessary
Prescribed particulars		
Class of share		
Prescribed particulars		

**11****Signature**

I am signing this form on behalf of the company

Signature

Signature



This form may be signed by  
 Director ②, Secretary, Person authorised ①, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager

**① 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

**② 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

DX

Telephone **+44 (0) 203 088 2335**



### Checklist

**We may return 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 entered the date of resolution in Section 2
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6.
- ☐ You have completed 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)**