

Company No: 08528493

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS IN WRITING**

of

**THE GYM GROUP HOLDINGS LIMITED**

(the "Company")

Passed the 3 day of March 2015

THURSDAY



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07/05/2015

COMPANIES HOUSE

#276

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution as detailed below

**SPECIAL RESOLUTIONS**

- 1 THAT, the voting rights attaching to the B ordinary shares of £0.01 each in the capital of the Company be increased from 1 vote per share to 2 votes per share
- 2 THAT, the voting rights attaching to the C3 ordinary shares of £0 01 each in the capital of the Company be increased from 5 votes per share to 10 votes per share
- 3 THAT, the Articles of Association of the Company be amended and filed in the form attached hereto ("**Amended Articles**").
4. THAT, the pre-emption rights upon allotment contained in the Articles of Association and any other pre-emption rights which may be applicable be dis-applied in relation to the allotment by the Directors of the shares described in the resolution numbered 6 below

**ORDINARY RESOLUTION**

- 5 THAT, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company provided that
  - i) the maximum amount of such shares that may be allotted under this authority (within the meaning of such section) is £50 in nominal value, and
  - (ii) this authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on 4 February 2020 save that the Company may, before such expiry, make an offer or agreement which will or may require such shares to be allotted after such expiry,

and the authority granted by this resolution is in substitution for any authority to allot shares in the Company previously granted to the Directors which (to the extent that it remains in force and unexercised) is revoked

- 6 THAT, the issue of 50 C4 Ordinary shares of £1 00 each in the capital of the Company to Andrew Mathews be and is hereby approved.

Dated 3 March 2015

Director

A handwritten signature in black ink, appearing to read 'A Mathews', written over the word 'Director'.