

The Companies Act 2006
Company Limited by Shares
The Gym Group plc

WEDNESDAY



A19 *A59PB114* #368
22/06/2016
COMPANIES HOUSE

(Registered Company Number: 08528493)

NOTICE OF RESOLUTIONS PASSED

At an Annual General Meeting of the above named Company, duly convened and held at the Allen & Overy LLP, One Bishops Square, London E1 6AD, on 16 May 2016 the following resolutions were passed, with Resolution 14 as an Ordinary Resolution and Resolutions 15-17 as Special Resolutions

14 THAT

- (a) the Directors be authorised to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company
 - (i) in accordance with article 7 of the Company's articles of association, up to a maximum nominal amount of £4,270 17 (such amount to be reduced by the nominal amount of any equity securities (as defined in article 8 of the Company's articles of association) allotted under paragraph (ii) below in excess of £4,270 17), and
 - (ii) comprising equity securities (as defined in article 8 of the Company's articles of association) up to a maximum nominal amount of £8,540 35 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue (as defined in article 8 of the Company's articles of association),
- (b) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or, if earlier, at the close of business on 30 June 2017, and,
- (c) all previous unutilised authorities under section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date)

15 THAT

- (a) in accordance with article 8 of the Company's articles of association, the Directors be given power to allot equity securities for cash,
- (b) the power under paragraph (a) above (other than in connection with a rights issue, as defined in article 8 of the Company's articles of association) shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £1,281 05,
- (c) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2017, and

- (d) all previous unutilised authorities under sections 570 and 573 of the Companies Act 2006 shall cease to have effect

16 THAT the Company is generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of that Act) of ordinary shares of 0.01p each in the capital of the Company ("**Ordinary Shares**") on such terms and in such manner as the Directors of the Company may from time to time determine, provided that

- (a) the maximum number of such Ordinary Shares that may be purchased by the Company under this authority shall not exceed 12,810,527,

- (b) the minimum price that may be paid by the Company for any Ordinary Share purchased under this authority (exclusive of expenses payable by the Company in connection with the purchase) shall not be less than 0.01p, being the nominal value of each Ordinary Share, and the maximum price which may be paid (exclusive of expenses payable by the Company in connection with the purchase) shall not be greater than the higher of an amount equal to

- (i) 105% of the average trading price of the Ordinary Shares as derived from the middle market quotations for an Ordinary Share on the London Stock Exchange Daily Official List for the five trading days immediately preceding the date on which that Ordinary Share is purchased, and

- (ii) the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System,

- (c) this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2017, or, if earlier, on 30 June 2017 unless renewed before that time, provided that the Company may effect purchases following the expiry of such authority if such purchases are made pursuant to contracts for purchases of Ordinary Shares which are entered into by the Company on or prior to the expiry of such authority[, and

- (d) all existing authorities for the Company to make market purchases of Ordinary Shares are revoked, except in relation to the purchase of shares under a contract or contracts concluded before the date of this resolution and which has not yet been executed]

17 THAT a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company