

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

(Registered Company Number: 08528493)

NOTICE OF RESOLUTIONS PASSED

At an Annual General Meeting of the above named Company, duly convened and held at Allen & Overy LLP, One Bishops Square, London E1 6AD, on 4 June 2018 the following resolutions were passed, with Resolution 13 as an Ordinary Resolution and Resolutions 14-18 as Special Resolutions.

13. 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 £4,275.69 (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 £4,275.69); and
 - ii. comprising equity securities (as defined in article 8 of the Company's Articles of Association) up to a maximum nominal amount of £8,551.33 (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 2019; 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).

14. THAT, if Resolution 13 is passed and in accordance with article 8 of the Company's Articles of Association, the Directors be authorised to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority given by that resolution under section 551 of the Companies Act 2006 and/or to sell Ordinary shares held by the Company as treasury shares for cash, in either case as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited to:

- (a) allotments for rights issues (as defined in article 8(b)(ii) of the Company's Articles of Association) or;
- (b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) having a nominal amount not exceeding in aggregate £641.35 (being not more than 5% of the issued Ordinary share capital of the Company as at the latest practicable date before publication of this notice),

such authority to 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 2019), but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority

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expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

15. THAT, if Resolution 13 is passed, and in addition to any authority granted under Resolution 14, the Directors be authorised to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority given by Resolution 13 under section 551 of the Companies Act and/or to sell Ordinary shares held by the Company as treasury shares for cash, in either case as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (a) *limited to the allotment of equity securities or sale of treasury shares having a nominal amount not exceeding in aggregate £641.35 (being not more than 5% of the issued Ordinary share capital of the Company as at the latest practicable date prior to publication of the notice of meeting); and*
- (b) *used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,*

such authority to expire at the end 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 2019) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

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 £0.0001 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 12,827,071;
- (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 £0.0001, 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 on the trading venue where the purchase is carried out;
- (c) this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2019, or, if earlier, on 30 June 2019 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.

18. THAT:

- (a) the appropriations of distributable profits of the Company (as shown in the interim accounts of the Company for the three-month period to 31 March 2018 filed with the Registrar of Companies on 17 April 2018) to the payment of: (i) the final dividend for the financial year ended 31 December 2016 of 0.75p per Ordinary share, paid on 16 June 2017; and (ii) the interim dividend for the financial year ended 31 December 2017 of 0.3p per Ordinary share, paid on 29 September 2017 (the 'Relevant Distributions') be and are authorised, each by reference to the same record date as the original record date for the Relevant Distributions;
- (b) any and all claims which the Company has or may have arising out of or in connection with the payment of the Relevant Distributions against its shareholders who appeared on the register of shareholders on the relevant record date for each Relevant Distribution (or the personal representatives and their successors in title (as appropriate) of a shareholder's estate if he or she is deceased) be waived and released, and a deed of release in favour of such shareholders (or the personal representatives and their successors in title (as appropriate) of a shareholder's estate if he or she is deceased) be entered into by the Company in the form produced to the Annual General Meeting and initialled by the Chairman for the purposes of identification and any Director in the presence of a witness, any two Directors or any Director and the Company Secretary be authorised to execute the same as a deed poll for and on behalf of the Company; and
- (c) any and all claims which the Company has or may have against each of its Directors (whether past, present or future) or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director is deceased, arising out of or in connection with the approval, declaration or payment of the Relevant Distribution be waived and released and that a deed of release in favour of each such Directors (or the personal representatives and their successors in title of his or her estate if such Director is deceased), be entered into by the Company in the form produced to the Annual General Meeting and initialled by the Chairman for purposes of identification and any Director in the presence of a witness, any two Directors or any Director and the Company Secretary be authorised to execute the same as a deed poll for and on behalf of the Company.