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**9 November 2015**

### **The Gym Group plc**

#### **Publication of Prospectus**

Further to the announcement that The Gym published earlier today in connection with its initial public offering (the "Offer"), The Gym is pleased to announce that its prospectus dated 9 November 2015 (the "Prospectus") has been approved by the UK Listing Authority.

The Prospectus relates to the admission of the Company's ordinary shares to the premium listing segment of the Official List of the FCA and to trading on the main market for listed securities of the London Stock Exchange.

Copies of the Prospectus will be available at the Company's registered office at Woodbridge House, Woodbridge Meadows, Guildford, Surrey GU1 1BA and will also be available on the website of the Company at [www.tggplc.com](http://www.tggplc.com), subject to applicable securities laws.

A copy of the Prospectus will be submitted to the National Storage Mechanism and will shortly be available for inspection at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM).

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## **Notes to editors**

Except where the context otherwise requires, defined terms used in these notes to editors and this announcement have the meanings given to such terms in the Prospectus.

## **DISCLAIMER / FORWARD-LOOKING STATEMENTS**

### Important notice

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The Shares referred to herein may not be offered or sold, directly or indirectly, in the United States unless registered under the US Securities Act of 1933, as amended (the "**Securities Act**") or offered in a transaction exempt from, or not subject to, the registration requirements of the Securities Act. The offer and sale of Shares referred to herein have not been and will not be registered under the Securities Act or under the applicable securities laws of any state or other jurisdiction of the United States, Australia, Canada or Japan. Subject to certain exceptions, the Shares referred to herein may not be offered or sold in United States, Australia, Canada or Japan or to, or for the account or benefit of, any national, resident or citizen of United States, Australia, Canada or Japan. There will be no public offer of the Shares in the United States, Australia, Canada or Japan.

This announcement is only addressed to and directed at persons in member states of the European Economic Area (the "**EEA**"), other than the United Kingdom, who are qualified investors within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC), as amended ("**Qualified Investors**"). In addition, in the United Kingdom, this announcement is addressed and directed only at Qualified Investors who (i) are persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"), (ii) are persons who are high net worth entities falling

within Article 49(2)(a) to (d) of the Order and (iii) to persons to whom it may otherwise be lawful to communicate it to (all such persons being referred to as “**relevant persons**”). Any investment or investment activity to which this announcement relates is available only to relevant persons in the United Kingdom and Qualified Investors in any member state of the EEA other than the United Kingdom and will be engaged in only with such persons. Other persons should not rely or act upon this announcement or any of its contents.

This announcement contains statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements may be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will” or “should” or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. The forward-looking statements reflect the Company's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's business, results of operations, financial position, liquidity, prospects, growth and strategies. The forward-looking statements speak only as of the date they are made and cannot be relied upon as a guide to future performance.

Barclays and Numis have been appointed as joint sponsors, as joint global co-ordinators and as joint bookrunners. Peel Hunt has been appointed as lead manager. Barclays Capital Securities Limited (“**BCSL**” and together with Barclays, Numis and Peel Hunt, the “**Banks**”) has been appointed as settlement manager. Each of the Company and the Banks and their respective affiliates expressly disclaim any obligation or undertaking to update, review or revise any of the forward-looking statements contained in this announcement whether as a result of new information, future developments or otherwise.

The Offer timetable, including the date of Admission, may be influenced by a range of circumstances such as market conditions. There is no guarantee that the Offer and Admission will occur and you should not base your financial decisions on the Company's intentions in relation to the Offer and Admission at this stage. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all or part of the amount invested. Before purchasing any Shares, persons viewing this announcement or any of the documents relating to the Offer should ensure that they fully understand and accept the risks that are set out in the Prospectus. Persons considering making such investments should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the Offer. The value of the Shares can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of the Offer for the person concerned. Past performance cannot be relied upon as a guide to future performance.

Each of Barclays and BCSL, authorised by the Prudential Regulation Authority (the “**PRA**”) and regulated by the FCA and the PRA in the United Kingdom, Numis and Peel Hunt, both of whom are authorised and regulated by the FCA in the United Kingdom, is acting exclusively for the Company and no one else in connection with the Offer, and will not regard any other person (whether or not a recipient of this document) as a client in relation to the Offer and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the Offer, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the Offer, each of the Banks and any of their respective affiliates, acting as investors for their own accounts, may subscribe for or purchase Shares and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Shares and other securities of the Company or related investments in connection with the Offer or otherwise. Accordingly, references in the Prospectus, once published, to the Shares being issued,

offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by any of the Banks and any of their respective affiliates acting as investors for their own accounts. In addition, certain of the Banks or their affiliates may enter into financing arrangements and swaps in connection with which they or their affiliates may from time to time acquire, hold or dispose of Shares. None of the Banks or any of their respective affiliates intend to disclose the extent of any such investments or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

Apart from the responsibilities and liabilities, if any, which may be imposed on any of the Banks by the FSMA or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, none of the Banks nor any of their respective subsidiary undertakings, affiliates or any of its or their respective directors, officers, employees, advisers, agents or any other person accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy, completeness or fairness of the information or opinions in this announcement (or whether any information has been omitted from this announcement) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.