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12 November 2015

The Gym Group plc

Admission to Trading on the London Stock Exchange

Further to its announcement of 9 November 2015, The Gym Group plc is pleased to announce that its ordinary share capital consisting of 128,105,275 ordinary shares has today been admitted to the premium segment of the Official List of the Financial Conduct Authority, and to trading on the London Stock Exchange's main market for listed securities under the ticker "GYM".

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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.

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.

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

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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 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.

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