

**The Gym Group plc**  
(the "Company")

06 June 2017

**Annual General Meeting ("AGM") Results**

The Company announces that at its Annual General Meeting held earlier today all the resolutions set out in the Notice of Annual General Meeting were passed by the requisite majority. Each of the resolutions put to the AGM was voted on by way of a poll. The results of the poll for each resolution were as follows:

<b>Resolution</b> <i>* indicates Special Resolution</i>	<b>For</b> <b>(No. of</b> <b>shares)</b>	<b>For</b> <b>(%)</b>	<b>Against</b> <b>(No. of shares)</b>	<b>Against</b> <b>(%)</b>	<b>Votes</b> <b>Withheld</b> <b>(No. of shares)</b>	<b>Total issued.</b> <b>share capital</b> <b>instructed (%)</b>
1. To receive the Annual Report and Accounts.	60,557,455	100	0	0	0	47.22
2. To approve the Remuneration Statement and Remuneration Report.	56,034,318	92.53	4,523,137	7.47	0	47.22
3. To declare a final dividend of 0.75 pence per share.	60,557,455	100	0	0	0	47.22
4. To re-elect Penny Hughes as a Director.	60,544,893	99.98	12,562	0.02	0	47.22
5. To re-elect Paul Gilbert as a Director.	60,556,933	99.99	522	0.01	0	47.22
6. To re-elect John Treharne as a Director.	60,556,933	99.99	522	0.01	0	47.22
7. To re-elect Richard Darwin as a Director.	60,556,933	99.99	522	0.01	0	47.22
8. To elect David Kelly as a Director.	60,556,933	99.99	522	0.01	0	47.22
9. To elect Emma Woods as a Director.	60,556,933	99.99	522	0.01	0	47.22
10. To re-appoint Ernst & Young LLP as auditors of the Company.	60,557,455	100	0	0	0	47.22
11. To authorise the Audit and Risk Committee to determine the auditors' remuneration.	60,556,933	99.99	522	0.01	0	47.22
12. To authorise the Company to make political donations and incur political expenditure.	60,370,570	99.69	186,885	0.31	0	47.22
13. To authorise the Directors to allot ordinary shares.	59,151,720	97.68	1,405,735	2.32	0	47.22
14. To disapply statutory pre-emption rights.*	60,368,070	99.69	189,385	0.31	0	47.22
15. To disapply statutory pre-emption rights solely in relation to acquisitions and specified capital investments.*	58,290,563	96.26	2,266,892	3.74	0	47.22
16. To authorise the Company to purchase its own ordinary shares.*	59,323,050	97.97	1,231,905	2.03	2,500	47.22
17. To authorise the Directors to hold general meetings on not less than 14 clear days' notice.*	60,361,918	99.68	195,537	0.32	0	47.22

\*Special Resolution

NOTES:

- All resolutions were passed.
- Proxy appointments which gave discretion to the Chairman of the AGM have been included

in the "For" total for the appropriate resolution

3. Votes "For" and "Against" any resolution are expressed as a percentage of votes validly cast for that resolution.
4. A "Vote withheld" is not a vote in law and is not counted in the calculation of the percentage of shares voted "For" or "Against" any resolution nor in the calculation of the proportion of "Total issued share capital instructed" for any resolution.
5. The number of shares in issue at 6:00 p.m. on 1 June 2017 was 128,239,207 (the "Share Capital") and at that time, the Company did not hold any shares in treasury.
6. The proportion of "Total issued share capital instructed" for any resolution is the total of votes validly cast for that resolution (i.e. the total votes "For" and "Against" that resolution) expressed as a percentage of the Share Capital.
7. The full text of the resolutions passed at the AGM can be found in the Notice of Annual General Meeting which is available on the Company's website at [www.tggplc.com](http://www.tggplc.com).
8. A copy of resolutions 13-17 passed at the AGM will shortly be submitted to the National Storage Mechanism and will be available for inspection at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM).
9. The complete poll results will be available shortly on the Company's website at [www.tggplc.com](http://www.tggplc.com).

**For further information please contact:**

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