

The Gym Group plc
(the "Company")

27 May 2020

Annual General Meeting ("AGM") Results

The Company announces that at its Annual General Meeting held earlier today at OneCroydon, 12-16 Addiscombe Road, Croydon, CR0 0XT, all the resolutions set out in the Notice of AGM 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:

Resolution <i>* indicates Special Resolution</i>	For (No. of shares)	For (%)	Against (No. of shares)	Against (%)	Votes Withheld (No. of shares)	Total issued. share capital instructed (%)
1. To receive the Annual Report and Accounts.	125,812,711	100	0	0	0	75.86
2. To approve the Remuneration Statement and Remuneration Report.	122,619,935	99.99	2,122	0.01	3,190,654	73.93
3. To re-elect Penny Hughes as a Director.	115,880,383	100	0	0	9,932,328	69.87
4. To re-elect Paul Gilbert as a Director.	125,608,711	100	0	0	204,000	75.73
5. To re-elect John Treharne as a Director.	125,564,674	99.96	44,037	0.04	204,000	75.73
6. To re-elect Richard Darwin as a Director.	125,769,449	99.97	43,262	0.03	0	75.86
7. To re-elect David Kelly as a Director.	125,608,711	100	0	0	204,000	75.73
8. To re-elect Emma Woods as a Director.	125,608,711	100	0	0	204,000	75.73
9. To elect Mark George as a Director.	125,811,936	99.99	775	0.01	0	75.86
10. To re-appoint Ernst & Young LLP as auditors of the Company.	125,811,111	100	0	0	1,600	75.85
11. To authorise the Audit and Risk Committee to determine the auditors' remuneration.	125,811,111	99.99	1,600	0.01	0	75.86
12. To authorise the Company to make political donations and incur political expenditure.	117,230,767	93.33	8,376,344	6.67	205,600	75.73
13. To authorise the Directors to allot ordinary shares.	125,662,437	99.88	150,274	0.12	0	75.86
14. To disapply statutory pre-emption rights*	125,810,589	99.99	522	0.01	1,600	75.85
15. To disapply statutory pre-emption rights solely in relation to acquisitions and specified capital investments. *	122,823,935	97.63	2,987,176	2.37	1,600	75.85
16. To authorise the Company to purchase its own ordinary shares.*	120,331,771	95.64	5,480,940	4.36	0	75.86
17. To authorise the Directors to hold general meetings on not less than 14 clear days' notice.*	124,149,659	98.68	1,663,052	1.32	0	75.86

*Special Resolution

NOTES:

1. All resolutions were passed.
2. 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 26 May 2020 was 165,857,845 (the "Share Capital") and at that time, the Company did not hold any Ordinary shares in treasury. The Company holds 48,050 non-voting Deferred Ordinary share of £1 each 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.
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 <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>
9. The complete poll results will be available shortly on the Company's website at www.tggplc.com.

For further information, please contact

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