

The Gym Group plc
(the "Company")

4 June 2018

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:

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.	81,682,543	100.00	0	0.00	0	63.68%
2. To approve the Remuneration Statement and Remuneration Report.	80,947,832	99.10	734,711	0.90	0	63.68%
3. To declare a final dividend of 0.90 pence per share.	81,682,543	100.00	0	0.00	0	63.68%
4. To re-elect Penny Hughes as a Director.	73,618,546	99.98	12,078	0.02	8,051,918	57.40%
5. To re-elect Paul Gilbert as a Director.	68,686,761	84.09	12,995,750	15.91	31	63.68%
6. To re-elect John Treharne as a Director.	81,682,512	100.00	0	0.00	31	63.68%
7. To re-elect Richard Darwin as a Director.	80,658,355	100.00	0	0.00	1,024,187	62.88%
8. To re-elect David Kelly as a Director.	81,670,433	99.99	12,078	0.01	31	63.68%
9. To re-elect Emma Woods as a Director.	81,682,512	100.00	0	0.00	31	63.68%
10. To re-appoint Ernst & Young LLP as auditors of the Company.	80,658,355	98.75	1,024,156	1.25	31	63.68%
11. To authorise the Audit and Risk Committee to determine the auditors' remuneration.	81,675,453	99.99	7,089	0.01	0	63.68%
12. To authorise the Company to make political donations and incur political expenditure.	75,452,232	92.38	6,224,172	7.62	6,139	63.67%
13. To authorise the Directors to allot ordinary shares.	80,801,714	98.92	880,829	1.08	0	63.68%
14. To disapply statutory pre-emption rights.*	81,310,675	99.55	366,522	0.45	5,346	63.67%
15. To disapply statutory pre-emption rights solely in relation to acquisitions and specified capital investments.*	80,126,002	98.10	1,551,194	1.90	5,346	63.67%
16. To authorise the Company to purchase its own ordinary shares.*	80,280,177	98.28	1,402,365	1.72	0	63.68%
17. To authorise the Directors to hold general meetings on not less than 14 clear days' notice.*	80,150,202	98.12	1,532,310	1.88	31	63.68%
18. To authorise the rectification of the Relevant Distributions.*	80,732,860	100.00	0	0.00	949,683	62.94%

*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
- Votes "For" and "Against" any resolution are expressed as a percentage of votes validly cast for that resolution.
- 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 2018 was 128,275,284 (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.
8. A copy of resolutions 13-18 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.
9. The complete poll results will be available shortly on the Company's website at www.tggplc.com.

Smaller Related Party Transaction

As described in the Company's notice of its annual general meeting released on 24 April 2018, the Board became aware of a technical issue in respect of the Company's procedures for the payment of: (i) the final dividend for the financial year ending 31 December 2016 (paid on 16 June 2017); and (ii) the interim dividend for the financial year ended 31 December 2017 (paid on 29 September 2017) (the "Relevant Distributions"). The aggregate amount of the Relevant Distributions was £1,346,561. At the time of the payment of the Relevant Distributions, in each case the relevant accounts of the Company for the purposes of justifying the payment of dividends, being the previous set of annual accounts for the financial year ending 31 December 2016, did not show sufficient distributable profits available. The Company may have therefore had claims against the Directors of the Company in office at the time the decision was taken to pay the Relevant Distributions or who have subsequently been appointed to the Board (being John Treharne, Richard Darwin, Paul Gilbert, Penny Hughes, David Kelly and Emma Woods). The Company had no intention to make any such claims against its Directors and has therefore, pursuant to the special resolution approved by shareholders at the Annual General Meeting held on 4 June 2018, entered into a deed of release with the Directors by which the Company waives any and all claims which the Company may have against its Directors. The Directors of the Company are "related parties" for the purposes of the Listing Rules and entry into the deed of release constituted a smaller related party transaction under paragraph 11.1.10R of the Listing Rules. The Company has taken all steps required to be taken under paragraph 11.1.10R of the Listing Rules, including obtaining written confirmation from a sponsor that the terms of the transaction are fair and reasonable so far as the shareholders of the Company are concerned.

For further information please contact:

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