



The Gym Group plc (‘the Company’)

(Incorporated and registered in England and Wales
under number 08528493)

Notice of Annual General Meeting 2023

Notice is hereby given that the Annual General Meeting of The Gym Group plc will be held at 11.00am on Thursday 11 May 2023 at No 1 Croydon, 12-16 Addiscombe Road, Croydon CR0 0XT to consider and, if thought fit, pass resolutions 1 to 18 overleaf.

Important information:

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser immediately. If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

A shareholder may appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the meeting, provided that each proxy is appointed to exercise the rights attached to different Ordinary share(s) held by that shareholder. A proxy need not be a member of the Company. To be valid, any instruction or instrument appointing a proxy must be received by the Company's registrar by no later than 11.00am on Tuesday 9 May 2023.

Please note no Proxy Form will accompany these documents, and you are encouraged to appoint your proxy electronically. If you would prefer to use a paper proxy form to appoint your proxy, you may request one from the Company's registrar, Link Group, by calling the shareholder helpline. Details of the helpline and further information on how to appoint a proxy to vote on your behalf through the Company's electronic proxy appointment service (available via <https://www.signalshares.com>), via the CREST system and via the Proxyimity platform are set out on pages 11 to 12 of this document.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of The Gym Group plc will take place at 11.00am on Thursday 11 May 2023 at No 1 Croydon, 12-16 Addiscombe Road, Croydon CR0 0XT to transact the business set out in the resolutions below.

Voting on all resolutions will be by way of a poll. Resolutions 1 to 14 will be proposed as ordinary resolutions; this means that for each of those ordinary resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 15 to 18 will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

The Board considers that Resolutions 1 to 18 are in the best interests of the Company and its shareholders as a whole and recommends that you vote in favour of such resolutions, as the Directors intend to do in respect of their own beneficial holdings.

Ordinary Resolutions

1. To receive the Annual Report and Accounts for the financial year ended 31 December 2022.
2. To approve the Annual Statement from the Remuneration Committee Chair and the Annual Report on Remuneration for the financial year ended 31 December 2022 set out on pages 92 to 94 and pages 95 to 107 (inclusive) of the Company's Annual Report and Accounts for the financial year ended 31 December 2022.
3. To re-elect John Treharne as a Director.
4. To elect Luke Tait as a Director.
5. To re-elect Ann-marie Murphy as a Director.
6. To re-elect Emma Woods as a Director.
7. To elect Elaine O'Donnell as a Director.
8. To re-elect Wais Shaifta as a Director.
9. To elect Richard Stables as a Director.
10. To elect Simon Jones as a Director.
11. To re-appoint Ernst & Young LLP as auditors until the conclusion of the next Annual General Meeting of the Company at which the accounts are laid.
12. To authorise the Audit and Risk Committee for and on behalf of the Board to determine the remuneration of the auditors.
13. THAT, in accordance with section 366 of the Companies Act 2006, the Company and all companies that are subsidiaries of the Company at the date on which this resolution is passed or at any time when this resolution has effect are generally and unconditionally authorised to:
 - (a) make political donations to political parties and/or independent election candidates not exceeding £30,000 in total;
 - (b) make political donations to political organisations other than political parties not exceeding £30,000 in total; and
 - (c) incur political expenditure not exceeding £30,000 in total,provided that the aggregate amount of such donations and expenditure shall not exceed £50,000 during the period beginning with the date of the passing of this resolution and ending on 30 June 2024 or, if sooner, the conclusion of the Annual General Meeting of the Company to be held in 2024.

For the purposes of this authority the terms 'political donation', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' have the meanings given by sections 363 to 365 of the Companies Act 2006.

14. THAT:

- (a) the Directors be authorised, in accordance with article 7 of the Company's Articles of Association and section 551 of the Companies Act 2006, to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:
 - (i) up to a maximum nominal amount of £5,945.61 (such amount to be reduced by the nominal amount of any equity securities (as defined in article 8 of the Company's Articles of Association) allotted under paragraph (ii) below in excess of £5,945.61); and
 - (ii) comprising equity securities (as defined in article 8 of the Company's Articles of Association) up to a maximum nominal amount of £11,891.23 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue (as defined in article 8 of the Company's Articles of Association);
- (b) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, or, if earlier, at the close of business on 30 June 2024; and
- (c) all previous unutilised authorities under section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

Special Resolutions

15. THAT, if Resolution 14 is passed and in accordance with article 8 of the Company's Articles of Association, the Directors be authorised to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority given by that resolution under section 551 of the Companies Act 2006 and/or to sell Ordinary shares held by the Company as treasury shares for cash, in either case as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited to:

- (a) allotments for rights issues (as defined in article 8(b)(ii) of the Company's Articles of Association); and
- (b) the allotment of equity securities and/or sale of treasury shares (in each case otherwise than under paragraph (a) above) having a nominal amount not exceeding in aggregate £1,783.68, and
- (c) the allotment of equity securities and/or sale of treasury shares (in each case otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution (or, if earlier, at the close of business on 30 June 2024), but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

16. THAT, if Resolution 14 is passed, and in addition to any authority granted under Resolution 15, the Directors be authorised to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority given by Resolution 14 under section 551 of the Companies Act 2006 and/or to sell Ordinary shares held by the Company as treasury shares for cash, in either case as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited to:

- (a) the allotment of equity securities and/or sale of treasury shares having a nominal amount not exceeding in aggregate £1,783.68, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
- (b) the allotment of equity securities and/or sale of treasury shares (in each case otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

Notice of Annual General Meeting continued

such authority to expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution (or, if earlier, at the close of business on 30 June 2024) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

17. THAT the Company is generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of that Act) of Ordinary shares of £0.0001 each in the capital of the Company (**'Ordinary shares'**) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:
- (a) the maximum number of such Ordinary shares that may be purchased by the Company under this authority shall not exceed 17,836,845;
 - (b) the minimum price that may be paid by the Company for any Ordinary share purchased under this authority (exclusive of expenses payable by the Company in connection with the purchase) shall not be less than £0.0001, being the nominal value of each Ordinary share, and the maximum price which may be paid (exclusive of expenses payable by the Company in connection with the purchase) shall not be greater than the higher of an amount equal to:
 - (i) 105% of the average trading price of the Ordinary shares as derived from the middle market quotations for an Ordinary share on the London Stock Exchange Daily Official List for the five trading days immediately preceding the date on which that Ordinary share is purchased; and
 - (ii) the higher of the price of the last independent trade of an Ordinary share and the highest current independent bid for an Ordinary share on the trading venue where the purchase is carried out;
 - (c) this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024, or, if earlier, on 30 June 2024 unless renewed before that time, provided that the Company may effect purchases following the expiry of such authority if such purchases are made pursuant to contracts for purchases of Ordinary shares which are entered into by the Company prior to the expiry of such authority; and
 - (d) all existing authorities for the Company to make market purchases of Ordinary shares are revoked, except in relation to the purchase of shares under a contract or contracts concluded before the date of this resolution and which has not yet been executed.
18. THAT a general meeting (other than an Annual General Meeting) may be called on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company.

By order of the Board

Katy Tucker
Company Secretary
13 April 2023

Registered Office: Fifth Floor, No 1 Croydon, 12-16 Addiscombe Road, Croydon, England, CR0 0XT
Incorporated in England and Wales with company number 08528493

Directors' Biographies

John Treharne

Chair of the Board

Committees: Nomination (Chair), Sustainability

Career: John founded The Gym Group in 2007 and has over 20 years' experience in the health and fitness industry. John launched Dragons Health Club plc in 1991, before its flotation on AIM in 1997 and sale to Crown Sports plc in 2000. John was appointed Chair of the Board and the Nomination Committee in July 2022, and took on the role of Executive Chair in January 2023, with a focus on supporting the transition to a new CEO.

Board skills and experience: John's wealth of operational and leadership experience and knowledge of industry trends offers the Board valuable context to develop its strategy and inform its decisions. As founder of The Gym Group, John has an unmatched network of industry connections and corporate knowledge used to support our business and the Board's evolution, and as Chair John provides stability and continuity in leadership.

Other appointments: ukactive (Board member), Europe Active (Board member)

Ann-marie Murphy

Chief Operating Officer

Committees: None

Career: Ann-marie joined the Group in April 2018 as Director of People and Development and was appointed as Chief People Officer in January 2021. Ann-marie was subsequently appointed as Chief Operating Officer in February 2022, and joined the Board in April 2022. Ann-marie has over 15 years experience across a variety of senior Human Resources roles, particularly in the travel and retail industries. Prior to joining The Gym Group, Ann-marie was Group Human Resources Director at New Look Retailers.

Board skills and experience: Ann-marie leads the Operations function in driving operational performance and customer experience, and brings her strong leadership and talent management experience to the Board and Executive Committee. Ann-marie provides essential insight to operational and commercial aspects of the business and keeps people and culture at the heart of the Board's strategy.

Other appointments: None

Luke Tait

Chief Financial Officer

Committees: None

Career: Luke is the Chief Financial Officer ('CFO') and joined us in October 2022. Luke was formerly Group CFO of Nando's Group Holdings Limited, the global restaurant business, which he joined in 2017. Prior to this, he held various finance roles at SSP plc, including CFO of the UK and US businesses and Group Corporate Finance Director, culminating as Group Financial Controller. Luke is a qualified accountant.

Board skills and experience: Luke joined the Board in October 2022, and has brought his broad experience across global leisure businesses to lead the finance function. In his first year as CFO, Luke is working with the leadership and stakeholders to ensure the Group is well placed to capitalise on the significant market opportunities ahead.

Other appointments: None

Emma Woods

Senior Independent Non-Executive Director

Committees: Nomination, Audit and Risk, Remuneration Committee (Chair)

Career: Emma has wide-ranging marketing experience within the FMCG and leisure sector, and has built a diverse portfolio as a Chair and Non-Executive Director over recent years. Emma was the former CEO of Wagamama and previously held Marketing Director roles at Merlin Entertainments plc, Pizza Express and Unilever. Emma is a customer and marketing champion.

Board skills and experience: Emma brings the Board valuable commercial and operational insights into multi-site leisure businesses, which is key to the Board's development of the Group's strategy. As a former executive leader, she offers perspectives on the challenges facing hospitality and leisure businesses. Emma brings relevant challenge and support to the Executive team with particular focus on meeting customer expectations.

Other appointments: Tortilla Mexican Grill plc (Chair of Board of Directors), Great Portland Estates plc (Chair of the Remuneration Committee), Huel Limited (Non-Executive Director)

Directors' Biographies continued

Elaine O'Donnell

Independent Non-Executive Director

Committees: Nomination, Audit and Risk (Chair), Remuneration, Sustainability

Career: Elaine is a highly experienced financial professional and Audit Chair. She is Senior Independent Director and Chair of the Audit Committee of On the Beach Group plc, and Chair of the Audit & Risk Committee and Non-Executive Director of SThree plc. She was formerly Chair of Games Workshop plc until 31 December 2022, having served in various roles on that Board since 2013. Elaine was previously a Partner at EY and is a chartered accountant.

Board skills and experience: Elaine brings to the Board extensive experience as a Non-Executive Director and plc Chair and Committee member of a diverse range of businesses. Elaine's financial knowledge and expertise, in addition to her online retail industry experience, supports the Board in its oversight of the Group's financial reporting and controls.

Other appointments: On the Beach plc (Senior Independent Director and Chair of the Audit Committee), SThree plc (Chair of the Audit & Risk Committee)

Richard Stables

Non-independent Non-Executive Director

Committees: Nomination

Career: Richard is an experienced corporate financier, having spent 32 years at Lazard. Currently, Richard is a Partner at Fulcrum Advisory Partners LLP, an independent advisory firm, and a Senior Advisor to Blantyre Capital. Richard is a qualified chartered accountant.

Board skills and experience: Richard brings his strong experience of corporate finance and understanding of the UK financial markets to support the Board in its strategic direction and decision making, deepening the Board's skillset for the future.

Other appointments: Fulcrum Advisory Partners LLP (Partner), Blantyre Capital (Senior Advisor)

Wais Shaifta

Independent Non-Executive Director

Committees: Nomination, Audit and Risk, Sustainability (Chair)

Career: Wais has gathered substantial e-commerce expertise from a number of leading online businesses. As the former CEO at Push Doctor, one of the leading digital healthcare companies in Europe, Wais worked in partnership with the NHS to connect thousands of patients each week with clinicians. Before joining Push Doctor, Wais was Director of Global Operations at Treatwell, and prior to that was International Operations Director at Just Eat.

Board skills and experience: Wais's background in leading technology businesses gives him a strong understanding of the vital role technology plays in our drive to be ever more relevant to members. Wais's experience of healthcare businesses means he is well aligned with our purpose to provide access to affordable fitness for all.

Other appointments: Reach plc (Non-Executive Director), Voi Technology (Regional General Manager), Samaipata (Operating Partner), The Grange Academy (Governor)

Simon Jones

Independent Non-Executive Director

Committees: Nomination, Audit and Risk, Remuneration, Sustainability

Career: Simon is Managing Director for Premier Inn and Restaurants, UK and Global Commercial Director at Whitbread, and has led the UK business for Premier Inn and Whitbread's portfolio of restaurant brands since 2016. Prior to his current role, Simon was Marketing and Strategy Director for Premier Inn. Before joining Whitbread in 2012, Simon had over 15 years' experience as a strategy consultant, working with a variety of clients across the retail and hospitality industry, latterly as a partner at OC&C Strategy Consultants.

Board skills and experience: Simon has extensive commercial and operational experience in building UK-wide businesses whose customer proposition is based on value and quality, which supports the Board's discussions and future growth.

Other appointments: Premier Inn and Restaurants UK (Managing Director), Whitbread (UK & Global Commercial Director)

Explanatory Notes to the Notice of Annual General Meeting

Resolutions 1 to 14 are being proposed as ordinary resolutions. For an ordinary resolution to be passed, a simple majority of the votes cast must be in favour of the resolution.

Resolutions 15 to 18 are being proposed as special resolutions. For a special resolution to be passed, at least 75% of the votes cast must be in favour of the resolution.

Resolution 1 – To receive the Annual Report and Accounts

The Directors are required to present the Company's Annual Report and Accounts (the '**2022 Annual Report**') to the AGM.

Resolution 2 – To approve the Directors' Remuneration Report

Under the Companies Act 2006 (the '**Act**'), the Directors must prepare an annual report detailing the remuneration of the Directors for the previous year including a statement by the Chair of the Remuneration Committee. The Act also requires that a resolution be put to shareholders each year for their approval of that report. The annual statement can be found on pages 92 to 94 of the 2022 Annual Report and the Annual Report on Remuneration can be found on pages 95 to 107 (inclusive). Resolution 2 is an advisory vote only and the Directors' entitlement to remuneration is not conditional on it.

Resolutions 3 to 10 – Election and re-election of Directors

The Company's Articles of Association require all Directors to retire at each Annual General Meeting and those wishing to serve again to submit themselves for re-election. Accordingly, John Treharne, Ann-marie Murphy, Emma Woods, and Wais Shaifta are retiring from office and are submitting themselves for re-election by the shareholders at the 2023 AGM. Luke Tait (appointed 17 October 2022), Elaine O'Donnell (appointed 30 August 2022), Richard Stables (appointed 30 August 2022) and Simon Jones (appointed 6 February 2023), who were appointed to the Board since the previous AGM, are submitting themselves for election by the shareholders for the first time at the 2023 AGM.

The Board believes that each Director should be elected or re-elected as they each have the requisite skills and experience, and demonstrate the necessary commitment, to contribute effectively to the deliberations of the Board. Biographical details of each of the Directors are provided in support of the Board's recommendation to elect or re-elect each of the Directors of the Company on pages 5 to 6 of this notice which, in the Board's view, illustrate why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success. Biographies are also available for viewing on the Company's website www.tggplc.com, and further information on Board changes since the time of the last AGM can be found on pages 70, 82 and 92 of the 2022 Annual Report.

The Board believes each of the Directors has significant recent and relevant experience and expertise and brings unique insight to boardroom discussions. Their breadth of experience encompasses a range of growth, expansionary, multi-site, retail and leisure businesses which ensures the Board demonstrates a diversity of skill, background and key individual strengths, encouraging informed debate.

The Chair of the Board has confirmed that the performance of each Director standing for election or re-election continues to be effective and demonstrates commitment to the role. The Board is satisfied that each Independent Non-Executive Director remains independent in character and judgement and that there are no relationships or circumstances likely to affect his or her character or judgement. It unanimously recommends the election or re-election of each Director.

Resolutions 11 and 12 – Re-appointment and remuneration of auditors

The Board, on the recommendation of the Audit and Risk Committee, is proposing the re-appointment of Ernst & Young LLP. Resolution 12 gives authority to the Audit and Risk Committee to determine the auditor's remuneration.

Resolution 13 – To authorise the Company to make political donations and incur political expenditure

Under the Act, political donations to any political parties, independent election candidates or political organisations other than political parties, or the incurring of political expenditure, are prohibited unless authorised by shareholders in advance. Aggregate donations made by the Group of £5,000 or less in any 12-month period will not be caught.

As the legislation is capable of wide interpretation, the terms 'political donation', a 'political party', a 'political organisation' or 'political expenditure' are not easy to define. For example, sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties, and support for bodies representing the business community in policy review or reform, may fall within the scope of these matters.

Therefore, notwithstanding that the Company has not made a political donation in the past, and has no intention, either now or in the future, of making any political donation or incurring any political expenditure, the Board has decided to propose Resolution 13 in order to allow the Company to continue to support the community and put forward its views to wider business and government interests without running the risk of the Company or its subsidiaries inadvertently breaching the Act through the undertaking of routine activities.

Explanatory Notes to the Notice of Annual General Meeting continued

As permitted under the Act, Resolution 13 also covers any political donations made, or political expenditure incurred, by all subsidiaries of the Company at the date on which this resolution is passed or at any time when this resolution has effect. Resolution 13 caps the amount of all forms of political donations and expenditure that the Company and its subsidiaries would be permitted to make at an aggregate of £50,000 and the authority will expire on the earlier of 30 June 2024 or the conclusion of the Annual General Meeting of the Company to be held in 2024.

Resolution 14 – To authorise the Directors to allot Ordinary shares

At the Annual General Meeting held in May 2022, shareholders authorised the Directors, under section 551 of the Companies Act 2006, to allot shares without the prior consent of shareholders for a period expiring at the conclusion of the 2023 Annual General Meeting or, if earlier, at the close of business on 30 June 2023. It is proposed to renew this authority and to give the Directors authority to allot shares or grant rights to subscribe for, or convert any security into, shares in the Company without the prior consent of shareholders until the conclusion of the next Annual General Meeting of the Company after the passing of the resolution, or, if earlier, at the close of business on 30 June 2024. Resolution 14 will be proposed as an ordinary resolution.

Paragraph (a)(i) of Resolution 14 will allow the Directors to allot Ordinary shares up to a maximum nominal amount of £5,945.61 representing approximately one third (33.33%) of the Company's existing issued Ordinary share capital and calculated as at 3 April 2023 (being the latest practicable date prior to publication of this document). In accordance with the latest institutional guidelines issued by the Investment Association in February 2023, paragraph (a)(ii) of Resolution 14 will allow Directors to allot, including the Ordinary shares referred to in paragraph (a)(i) of Resolution 14, further of the Company's Ordinary shares in connection with a rights issue or other pre-emptive offer to ordinary shareholders up to a maximum nominal amount of £11,891.23, representing approximately two thirds (66.67%) of the Company's existing issued Ordinary share capital and calculated as at 3 April 2023 (being the latest practicable date prior to publication of this document).

The Directors have no present intention of exercising this authority. If the Directors do exercise the authority, they intend to follow best practice as regards its use, as recommended by the Investment Association.

As at 3 April 2023, the Company held in treasury: (i) no Ordinary shares, and (ii) 48,050 non-voting Deferred Ordinary shares of £1 each.

Resolutions 15 and 16 – To authorise the Directors to disapply pre-emption rights (special resolutions)

At last year's meeting, two separate special resolutions were passed, under sections 570 and 573 of the Companies Act 2006, empowering the Directors to allot equity securities for cash without first being required to offer such shares to existing shareholders. It is proposed that these authorities be renewed and enhanced in line with the latest institutional shareholder guidelines, including the revised Statement of Principles published by the Pre-Emption Group on 4 November 2022 (the **'2022 Statement of Principles'**).

If approved, Resolution 15, which follows the Pre-emption Group's template resolution, will authorise the Directors, in accordance with the Company's articles of association and the 2022 Statement of Principles, to issue shares in connection with a rights issue or other pre-emptive offer (paragraph (a) of the resolution) and otherwise to issue shares and/or sell treasury shares for cash:

- 1) for general corporate purposes (under paragraph (b) of the resolution), up to a maximum nominal amount of £1,783.68 (representing approximately 10% of the issued Ordinary share capital of the Company as at 3 April 2023 (being the latest practicable date prior to publication of this circular)); and
- 2) for the purposes of making a follow-on offer to existing shareholders (under paragraph (c) of the resolution and as described in the 2022 Statement of Principles), up to an additional aggregate amount equal to 20% of any allotment under paragraph (b) of the resolution. The maximum additional nominal amount that could be issued under paragraph (c) of the resolution (based on the authority under paragraph (b) being used in full) is £356.74 (representing approximately 2% of the issued Ordinary share capital of the Company as at 3 April 2023).

The total maximum nominal amount of equity securities to which Resolution 15 relates is £2,140.42 (representing approximately 12% of the issued Ordinary share capital of the Company as at 3 April 2023).

The Directors confirm that, should they exercise any authority granted by Resolution 15, they intend to follow best practice as regards its use, including:

- (i) following the shareholder protections in Part 2B of the 2022 Statement of Principles; and
- (ii) in respect of any follow-on offer, following the expected features set out in paragraph 3 of Part 2B of the 2022 Statement of Principles.

Resolution 15 will be proposed as a special resolution to grant this authority until the conclusion of the next AGM or, if earlier, the close of business on 30 June 2024.

Resolution 16 requests further shareholder approval, by way of a separate special resolution in line with the best practice guidance issued by the Pre-Emption Group, for the Directors to allot equity securities and/or sell treasury shares for cash without first being required to offer such securities to existing shareholders. The proposed resolution, which follows the Pre-emption Group's template resolution and reflects the 2022 Statement of Principles, will expire on 30 June 2024 or at the conclusion of the AGM in 2024, whichever is the earlier.

The authority granted by Resolution 16, if passed, will be limited to the allotment of equity securities and the sale of treasury shares for cash:

1. under paragraph (a) of the resolution, up to an aggregate nominal value of £1,783.68 (representing approximately 10% of the issued Ordinary share capital of the Company as at 3 April 2023 (being the latest practicable date prior to publication of this circular)), to be used only in connection with an acquisition or other capital investment of a kind contemplated by the 2022 Statement of Principles, and which is announced contemporaneously with the allotment, or has taken place in the preceding 12 month period and is disclosed in the announcement of the allotment; and
2. under paragraph (b) of the resolution, up to an additional aggregate amount equal to 20% of any allotment under paragraph (a) of the resolution, for the purposes of making a follow-on offer to existing shareholders as described in the 2022 Statement of Principles. The maximum additional nominal amount that could be issued under paragraph (b) of the resolution (based on the authority under paragraph (a) being used in full) is £356.74 (representing approximately 2% of the issued Ordinary share capital of the Company as at 3 April 2023).

The total maximum nominal amount of equity securities to which Resolution 16 relates is £2,140.42 (representing approximately 12% of the issued Ordinary share capital of the Company as at 3 April 2023).

The Directors confirm that, should they exercise any authority granted by Resolution 16, they intend to follow best practice as regards its use, including:

- (i) following the shareholder protections in Part 2B of the 2022 Statement of Principles; and
- (ii) in respect of any follow-on offer, following the expected features set out in paragraph 3 of Part 2B of the 2022 Statement of Principles.

The authority granted by Resolution 16 would be in addition to the general authority to disapply pre-emption rights under Resolution 15.

Resolution 17– To approve the market purchase of the Company's own shares (special resolution)

A special resolution was also passed at last year's meeting empowering the Directors to purchase the Company's shares in the market. It is proposed that this authority be renewed. The Directors have no present intention of exercising the authority to purchase the Company's Ordinary shares but will keep the matter under review. The power given by the resolution will only be exercised if the Directors are satisfied that any purchase will increase the earnings per share of the Ordinary share capital in issue after the purchase and, accordingly, that the purchase is in the interests of shareholders. The Directors will also give careful consideration to gearing levels of the Company and its general financial position. The purchase price would be paid out of distributable profits.

The Act permits certain listed companies to hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares by the company. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under the Company's employees' share schemes.

Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings, in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares.

If the Directors exercise the authority conferred by Resolution 17, they may consider holding those shares in treasury, rather than cancelling them. The Directors believe that holding shares in treasury would provide the Company with greater flexibility in the management of its share capital. The Directors will also consider using the treasury shares to satisfy share options/awards under the Company's employees' share schemes.

The maximum number of shares which may be purchased under the proposed authority will be 17,836,845 Ordinary shares representing approximately 10% of the issued Ordinary share capital of the Company at 3 April 2023 (being the latest practicable date before the date of this document). The price paid for shares will not be less than the nominal value. The price paid will not be more than the higher of 105% of the average of the middle-market quotation of the Company's Ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the day on which the shares are purchased and an amount equal to the higher of the price of the last independent trade of an Ordinary share and the highest current independent bid for an Ordinary share on the trading venue where the purchase is carried out.

Explanatory Notes to the Notice of Annual General Meeting continued

As at 3 April 2023 (being the latest practicable date prior to the date of this circular), the total number of warrants over or options to subscribe for Ordinary shares that were outstanding was 10,307,574. The proportion of issued Ordinary share capital that they represented at that time was 5.78% and the proportion of issued Ordinary share capital that they will represent if the full authority to purchase shares (existing and being sought) is used is 7.22%. As at 3 April 2023 the Company did not hold any Ordinary shares in treasury.

Resolution 17 will be proposed as a special resolution to provide the Company with the necessary authority to purchase its own shares. If the resolution is passed, the authority will expire at the conclusion of the 2024 Annual General Meeting, or, if earlier, on 30 June 2024, unless renewed before that time.

Resolution 18 – Notice of general meetings other than Annual General Meetings (special resolution)

Under the Act, the notice period required for all general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. Annual General Meetings will always be held on at least 21 clear days' notice.

At last year's Annual General Meeting shareholders authorised the calling of general meetings (other than an Annual General Meeting) on not less than 14 clear days' notice, and it is proposed that this authority be renewed.

Resolution 18, if passed, authorises the calling of general meetings other than an Annual General Meeting on not less than 14 clear days' notice, and will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. The flexibility offered by this resolution will be used where, taking into account the circumstances, the Directors consider this appropriate in relation to the business to be considered at the meeting and in the interests of the Company and shareholders as a whole.

Important Notes

The following notes explain your general rights as a shareholder and your right to attend and vote at this Annual General Meeting or to appoint someone else to vote on your behalf.

We encourage you to monitor our website at <https://www.tggplc.com/investors/shareholder-information/agm> where we will communicate any additional information relating to the Annual General Meeting arrangements, should the need arise.

1. Attending the Annual General Meeting in person

If you wish to attend the Annual General Meeting in person, you are asked to register your intention as soon as practicable by sending an email to the Company Secretary at company.secretary@thegymgroup.com to help us plan appropriately. It is advisable to have some form of identification with you as you may be asked to provide evidence of your identity to the Company's registrar, Link Group (the 'Registrar'), prior to being admitted to the Annual General Meeting.

2. Appointment of proxies

If you are a member of the Company at the time set out in note 10, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You can appoint a proxy only using the procedures set out in these notes and the notes to the proxy form.

A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chair of the General Meeting) and give your instructions directly to them.

You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Ordinary shares. You may not appoint more than one proxy to exercise rights attached to any one Ordinary share. To appoint more than one proxy, please indicate on your proxy submission how many Ordinary shares it relates to.

A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.

The appointment of a proxy will not prevent a member from attending the Annual General Meeting and voting in person instead of the proxy if they wish. You must inform the Registrar in writing of any termination of the authority of a proxy.

All proxy appointments must be received by no later than 11.00am on Tuesday 9 May 2023 to be valid.

A person who is not a member of the Company but who has been nominated by a member to enjoy information rights does not have a right to appoint any proxies under the procedures set out in these notes and should read note 12 below.

3. Appointment of a proxy and giving voting instructions online

You can appoint a proxy and give voting instructions either:

- by logging on to www.signalshares.com and following the instructions: If you have not previously registered, you will first be asked to register as a new user, for which you will require your investor code (which can be found on your share certificate and dividend confirmation), Last name and postcode (if resident in the UK).
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
- proxy appointments must be received by no later than 11:00am on Tuesday 9 May 2023 to be valid.

4. Appointment of a proxy using a Form of Proxy

You may request a hard copy Form of Proxy directly from the registrars, Link Group, on Tel: 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9.00am - 5.30pm, Monday to Friday excluding public holidays in England and Wales.

To be valid, a Form of Proxy or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be received by post or (during normal business hours only) by hand by the Registrar, Link Group, PXS 1, 10th Floor, Central Square, 29 Wellington Street, LEEDS, LS1 4DL no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that meeting.

If you require additional Forms of Proxy, please contact the Registrar.

Important Notes continued

5. Holders within the Gym Group Nominee voting instructions

No Form of Instruction is included with this mailing. You may instruct how you want your votes cast electronically by logging on to www.signalshares.com and following the instructions given on the website. If you have not previously registered, you will first be asked to register as a new user, for which you will require your investor code. This can be obtained by contacting the Registrar on their shareholder helpline.

Votes should be cast no later than 11.00am on 9 May 2023 or 48 hours (excluding non-working days) before any adjourned meeting.

6. Appointment of a proxy through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to the following website: <https://www.euroclear.com/site/public/EUI>. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a '**CREST Proxy Instruction**') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available by logging in at www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Registrar (ID RA10) no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy instructions.

It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed (a) voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

7. Appointment of a proxy through Proximity

If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged no later than 48 hours (excluding non-working days) in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours (excluding non-working days) before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

8. Appointment of proxy by joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint one or more proxies, only the purported appointment submitted by the most senior holder will be accepted. Seniority shall be determined by the order in which the names of the joint holders stand in the Company's register of members in respect of the joint holding.

9. Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).

10. Entitlement to attend and vote

To be entitled to attend and vote at the Annual General Meeting (and for the purpose of determining the votes they may cast), members must be registered in the Company's register of members at close of business on 9 May 2023 (or, if the Annual General Meeting is adjourned, at close of business on the day two days (excluding non-working days) prior to the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.

11. Votes to be taken by a poll

At the Annual General Meeting all votes will be taken by a poll rather than on a show of hands.

It is intended that the results of the poll votes will be announced to the London Stock Exchange and published on the Company's website following the Annual General Meeting.

12. Nominated persons

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the 'Act') to enjoy information rights (a 'Nominated Person') may, under an agreement between them and the member by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.

13. Website giving information regarding the Annual General Meeting

Information regarding the Annual General Meeting, including information required by section 311A of the Act, and a copy of this notice of Annual General Meeting is available from www.tggplc.com.

14. Audit concerns

Members should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to: (a) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (b) any circumstance connected with the auditors of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

15. Voting rights

As at 3 April 2023 (being the latest practicable date prior to the publication of this notice) the Company's issued share capital consisted of 178,368,450 Ordinary shares, carrying one vote each. No Ordinary shares are held by the Company in treasury. The Company holds 48,050 non-voting Deferred Ordinary shares of £1 each in treasury. Therefore, the total voting rights in the Company as at 3 April 2023 were 178,368,450 votes.

Important Notes continued

16. Further questions, communication and behaviour

In accordance with the provisions of the Companies Act, any shareholder attending the meeting has the right to ask questions. The Company will answer any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation of the AGM or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered. The Chair may also nominate a Company representative to answer a specific question after the AGM or refer the response to the Company's website. Shareholders are invited to submit questions to the Chair in advance by sending them electronically to company.secretary@thegymgroup.com.

Members who have any queries about the Annual General Meeting should contact the Company's Registrars, Link Group, by email at enquiries@linkgroup.co.uk or by telephone on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am - 5.30pm, Monday to Friday, excluding public holidays in England and Wales.

Members may not use any electronic address provided in this notice or in any related documents to communicate with the Company for any purpose other than those expressly stated.

Shareholders are reminded that unacceptable behaviour will not be tolerated at the meeting and will be dealt with appropriately by the Chair.

17. Documents available for inspection

The following documents are available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and English public holidays excepted) from the date of this notice until the conclusion of the Annual General Meeting and on the date of the Annual General Meeting will be at the location of the meeting from 10.00am until the conclusion of the Annual General Meeting:

- 17.1. Copies of all contracts of service under which Directors are employed by the Company or any of its subsidiary undertakings; and
- 17.2. Copies of the Letters of Appointment of the Non-Executive Directors of the Company.

18. Personal data

Personal data provided by shareholders at or in relation to the Meeting will be processed in line with the Company's privacy policy.

Notes

