

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

4 June 2019

**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 (No. of shares)</b>	<b>For (%)</b>	<b>Against (No. of shares)</b>	<b>Against (%)</b>	<b>Votes Withheld (No. of shares)</b>	<b>Total issued. share capital instructed (%)</b>
1. To receive the Annual Report and Accounts.	88,869,533	99.98	20,594	0.02	0	64.38%
2. To approve the Remuneration Statement and Remuneration Report.	78,526,702	94.74	4,363,298	5.26	6,000,127	60.04%
3. To approve the Director's remuneration policy.	84,131,086	94.65	4,759,041	5.35	0	64.38%
4. To declare a final dividend of 0.95 pence per share.	88,890,128	100.00	0	0.00	0	64.38%
5. To re-elect Penny Hughes as a Director.	88,869,011	99.98	21,116	0.02	0	64.38%
6. To re-elect Paul Gilbert as a Director.	86,307,397	97.09	2,582,730	2.91	0	64.38%
7. To re-elect John Treharne as a Director.	85,842,429	96.57	3,047,698	3.43	0	64.38%
8. To re-elect Richard Darwin as a Director.	88,889,606	100.00	522	0.00	0	64.38%
9. To re-elect David Kelly as a Director.	88,876,247	99.98	13,880	0.02	0	64.38%
10. To re-elect Emma Woods as a Director.	88,889,606	100.00	522	0.00	0	64.38%
11. To elect Mark George as a Director.	88,888,831	100.00	1,297	0.00	0	64.38%
12. To re-appoint Ernst & Young LLP as auditors of the Company.	88,814,038	99.91	76,090	0.09	0	64.38%
13. To authorise the Audit and Risk Committee to determine the auditors' remuneration.	88,814,038	99.91	76,090	0.09	0	64.38%
14. To authorise the Company to make political donations and incur political expenditure.	81,746,641	92.03	7,078,069	7.97	65,418	64.34%
15. To authorise the Directors to allot ordinary shares.	88,083,921	99.09	806,207	0.91	0	64.38%
16. To approve the rules of Deferred Share Bonus Plan	87,661,822	98.62	1,227,784	1.38	522	64.38%
17. To disapply statutory pre-emption rights*	88,080,891	99.09	808,715	0.91	522	64.38%
18. To disapply statutory pre-emption rights solely in relation to acquisitions and specified capital investments. *	86,341,414	97.13	2,548,191	2.87	522	64.38%
19. To authorise the Company to purchase its own ordinary shares.*	85,536,281	96.23	3,353,846	3.77	0	64.38%
20. To authorise the Directors to hold general meetings on not less than 14 clear days' notice.*	86,499,903	97.31	2,390,225	2.69	0	64.38%

\*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 3 June 2019 was 138,064,627 (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](http://www.tggplc.com).
8. A copy of resolutions 15 and 17-20 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).

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