

12 May 2022

The Gym Group plc (the “Company”)
Annual General Meeting (“AGM”) Results

The Company announces that at its Annual General Meeting held earlier today at No. 1 Croydon, 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.	142,402,186	100.00	375	0.00	1,597,945	80.05
2. To approve the Directors' Remuneration Policy.	137,871,527	96.61	4,841,266	3.39	1,287,713	80.22
3. To approve the Remuneration Statement and Remuneration Report.	102,619,408	72.87	38,206,463	27.13	3,174,635	79.16
4. To re-elect Penny Hughes as a Director.	132,075,533	96.74	4,446,726	3.26	7,478,247	76.74
5. To re-elect John Treharne as a Director.	143,088,240	99.37	912,266	0.63	0	80.95
6. To re-elect Richard Darwin as a Director.	143,112,231	99.38	888,275	0.62	0	80.95
7. To re-elect David Kelly as a Director.	137,246,441	95.31	6,754,065	4.69	0	80.95
8. To re-elect Emma Woods as a Director.	131,959,415	91.64	12,041,091	8.36	0	80.95
9. To re-elect Mark George as a Director.	143,710,129	99.80	289,920	0.20	457	80.95
10. To elect Wais Shaifta as a Director.	141,759,882	99.48	740,624	0.52	1,500,000	80.11
11. To elect Rio Ferdinand as a Director.	134,280,228	93.25	9,719,379	6.75	899	80.95
12. To elect Ann-Marie Murphy as a Director.	143,734,802	99.82	265,704	0.18	0	80.95
13. To re-appoint Ernst & Young LLP as auditors of the Company.	142,499,731	98.96	1,500,775	1.04	0	80.95
14. To authorise the Audit and Risk Committee to determine the auditors' remuneration.	144,000,131	100.00	375	0.00	0	80.95
15. To authorise the Company to make political donations and incur political expenditure.	134,836,578	93.64	9,163,928	6.36	0	80.95
16. To authorise the Directors to allot ordinary shares.	143,484,455	99.64	516,051	0.36	0	80.95
17. To disapply statutory pre-emption rights.*	141,825,758	98.49	2,174,748	1.51	0	80.95
18. To disapply statutory pre-emption rights solely in relation to acquisitions and specified capital investments.*	140,301,842	97.43	3,698,664	2.57	0	80.95
19. To authorise the Company to purchase its own ordinary shares.*	142,490,013	98.96	1,500,375	1.04	10,118	80.94
20. To authorise the Directors to hold general meetings on not less than 14 clear days' notice.*	140,659,074	97.68	3,341,432	2.32	0	80.95

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 10 May 2022 was 177,891,961 (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 14-18 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.

Statement regarding voting result

The Board notes that although there was significant support for all of the resolutions, resolution 3 which passed with approximately 72.87% support, received a vote for of under 80%. The Board welcomes shareholder views and feedback on all aspects of the Annual Report and Accounts, including the subject of remuneration. We believe that the set of circumstances which arose in 2021 are unlikely to re-occur.

We are grateful for the strong shareholder support shown for our forward-looking remuneration policy which may now be applied for the next 3 years (passed at 96.61%).

For further information, please contact:

The Gym Group:
Richard Darwin, CEO
Mark George, CFO

via Tulchan Communications

Tulchan Communications:
James Macey White
Elizabeth Snow
Laura Marshall

+44 (0) 207 353 4200

ENDS