

Form of Proxy

The Gym Group plc – Annual General Meeting

I/we _____

Please insert full name(s) and address(es) in BLOCK CAPITALS

Of _____

being a member of the Company hereby appoint the Chairperson of the meeting

Name of Proxy _____ Number of shares proxy appointed over _____

as my/our proxy to exercise all or any of my/our rights to vote on my/our behalf at the Annual General Meeting of The Gym Group plc to be held at No 1 Croydon, 12-16 Addiscombe Road, Croydon CR0 0XT on Tuesday, 11 May 2021 at 11.00am and at any adjournment thereof. I/we have indicated with an X how I/we wish my/our votes to be cast on the following resolutions:

If you wish to appoint multiple proxies please see notes 1 and 4 overleaf.

Please also tick here if you are appointing more than one proxy.

Resolutions Please mark X to indicate how you wish to vote	For	Against	Withheld
Ordinary Resolutions			
1 To receive the Annual Report and Accounts for the financial year ended 31 December 2020.			
2 To approve the Annual Statement from the Remuneration Committee Chairman and the Annual Report on Remuneration for the financial year ended 31 December 2020.			
3 To re-elect Penny Hughes as a Director.			
4 To re-elect John Treharne as a Director.			
5 To re-elect Richard Darwin as a Director.			
6 To re-elect David Kelly as a Director.			
7 To re-elect Emma Woods as a Director.			
8 To re-elect Mark George as a Director.			
9 To elect Wais Shaifta as a Director.			
10 To elect Rio Ferdinand as a Director.			

Resolutions Please mark X to indicate how you wish to vote	For	Against	Withheld
11 To re-appoint Ernst & Young LLP as the auditors.			
12 To authorise the Audit and Risk Committee to determine the auditors' remuneration.			
13 To authorise the Company to make political donations.			
14 To authorise the Directors to allot shares in accordance with section 551 of the Companies Act 2006.			
Special Resolutions			
15 To authorise the disapplication of pre-emption rights in respect to 5% of issued share capital.			
16 To authorise the disapplication of pre-emption rights for an additional 5% for acquisitions/capital investments.			
17 To authorise the Company to make market purchases of its own Ordinary shares.			
18 That general meetings may be called on not less than 14 clear days' notice.			

Signature

Date

Notes

1. On account of the Coronavirus pandemic and associated Government guidance, including the rules on physical distancing and limitations on public gatherings in place at the time of publication of this document, physical attendance at the Annual General Meeting will not be possible. As shareholders will not be able to attend the Annual General Meeting, shareholders are strongly encouraged to submit a proxy vote in advance of the meeting. Shareholders are also strongly advised to appoint the 'Chairperson of the meeting' as their proxy, rather than a named person, as such person will not be permitted entry to the meeting. This situation is constantly evolving, and the UK Government may change current restrictions or implement further measures relating to the holding of general meetings during the affected period. Any changes to the arrangements for the AGM (including any change to the location or in relation to permitted attendance at the AGM) will be communicated to shareholders before the meeting through our website www.tggplc.com/ and, where appropriate, by RNS announcement.
 2. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairperson, please insert the name of your chosen proxy holder in the space provided (see over). Please note, however, that shareholders are strongly encouraged to appoint the Chairperson and that other named proxies will not be permitted entry to the meeting if Government restrictions on public gatherings are in force at the time of the AGM. If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
 3. If you do not indicate how your proxy is to vote, you will be deemed to have authorised your proxy to vote or withhold your vote as your proxy thinks fit. Unless otherwise instructed, your proxy will also be able to vote at his or her discretion on any other resolution put to the meeting and act at his or her discretion on any other business arising at the meeting (including any motion to amend a resolution or to adjourn the meeting).
 4. In the case of joint registered holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. Seniority shall be determined by the order in which the names of the shareholders are shown on the Register of Members.
 5. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. As explained in Note 1, shareholders are strongly encouraged to appoint the Chairperson as their proxy.
 6. If the member is a corporation, this form must be executed under its common seal or under the hand of an attorney or a duly authorised officer of the corporation.
 7. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ('**nominated persons**'). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
 8. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
 9. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days (excluding non-business days) before the day of the meeting or adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
 10. If your information is incorrect please ring the Registrar's helpline 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. The Registrar is open between 9:00am - 5:30pm, Monday to Friday (excluding public holidays in England and Wales) to request a change of address form.
 11. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
 12. The completion and return of this form would not normally preclude a member from attending the meeting and voting in person; however, as disclosed above, this year's AGM is being held as a closed meeting and shareholder attendance will not be permitted.
 13. The Form of Proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must either be deposited with Link Group, PXS, Central Square, 29 Wellington Street, LEEDS, LS1 4DL accompanied by any power of attorney under which it is executed (if applicable) or submitted online via www.signalshares.com no later than 11.00am on 7 May 2021 or not less than 48 hours before the time of an adjourned meeting.
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