

9 May 2024

**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:

<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.	112,493,170	100.00%	375	0.00%	5,322,288	62.79%
2. To approve the Directors' Remuneration Report.	111,345,847	97.78%	2,527,697	2.22%	3,942,289	63.56%
3. To approve the Directors' Remuneration Policy.	88,041,742	77.32%	25,820,467	22.68%	3,953,624	63.56%
4. To approve the rules of the Company's Incentive Plan.	87,496,847	76.84%	26,365,362	23.16%	3,953,624	63.56%
5. To approve the rules of the Company's Performance Share Plan.	102,299,871	89.85%	11,562,339	10.15%	3,953,623	63.56%
6. To re-elect John Treharne as a Director.	98,448,764	86.46%	15,413,445	13.54%	3,953,624	63.56%
7. To elect Will Orr as a Director.	113,658,008	99.82%	204,202	0.18%	3,953,623	63.56%
8. To re-elect Luke Tait as a Director.	106,846,714	93.84%	7,015,496	6.16%	3,953,623	63.56%
9. To re-elect Elaine O'Donnell as a Director.	104,821,563	92.06%	9,040,646	7.94%	3,953,624	63.56%
10. To re-elect Wais Shaifta as a Director.	103,441,563	91.96%	9,040,646	8.04%	5,333,624	62.79%
11. To re-elect Richard Stables as a Director.	81,055,900	71.19%	32,806,309	28.81%	3,953,624	63.56%
12. To re-elect Simon Jones as a Director.	104,821,471	92.06%	9,040,738	7.94%	3,953,624	63.56%
13. To re-appoint Ernst & Young LLP as auditors of the Company.	112,481,435	98.79%	1,380,775	1.21%	3,953,623	63.56%
14. To authorise the Audit and Risk Committee to determine the auditors' remuneration.	113,752,324	99.90%	109,886	0.10%	3,953,623	63.56%
15. To authorise the Company to make political donations and incur political expenditure.	104,109,896	91.59%	9,560,183	8.41%	4,145,754	63.45%
16. To authorise the Directors to allot ordinary shares.	113,756,198	99.90%	117,347	0.10%	3,942,288	63.56%
17. To disapply statutory pre-emption rights.*	111,264,725	97.71%	2,608,820	2.29%	3,942,288	63.56%
18. To disapply statutory pre-emption rights solely in relation to acquisitions and specified capital investments.*	111,264,725	97.71%	2,608,820	2.29%	3,942,288	63.56%
19. To authorise the Company to purchase its own ordinary shares.*	112,481,514	98.78%	1,392,031	1.22%	3,942,288	63.56%
20. To authorise the Directors to hold general meetings on not less than 14 clear days' notice.*	110,060,023	96.65%	3,813,521	3.35%	3,942,289	63.56%

## NOTES:

1. The Company is pleased that all resolutions were supported at today's Annual General Meeting. The Board notes that Resolution 3 for the approval of the Directors' Remuneration Policy, and associated Resolution 4 for the approval of the TGG Incentive Plan, were opposed by more than 20% of voting shareholders, which the Board understands relates to the introduction of the new TGG Incentive Plan. The Remuneration Committee carried out an extensive engagement process on the changes to the remuneration structure ahead of the publication of the Notice of AGM, including direct consultation with over 54% of the shareholder base. Their feedback and guidance was taken on board in shaping the proposals.

The Remuneration Committee firmly believes that the new TGG Incentive Plan will enable the Company to retain key talent by providing management with greater visibility over long-term remuneration outcomes in a very challenging market, whilst ensuring alignment with our strategic objectives and a "pay for performance" ethos. Although the majority of shareholders voted in favour of the new arrangements, the Board notes the concerns raised by some shareholders and will reflect on feedback received. The Board intends to engage with shareholders in due course to further understand their views. We will provide an update within six months as required by the UK Corporate Governance Code.

The Board also recognises that Resolution 11 for the re-election of Richard Stables as a Director was opposed by more than 20% of voting shareholders. The Board understands that this is primarily due to perceived independence concerns, but intends to engage with shareholders in due course to further understand their views. Again, we will provide an update within six months of the date of today's meeting.

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 7 May 2024 was 179,149,727 (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 shares 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 16 – 20 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](http://www.tggplc.com).

### For further information, please contact:

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ENDS