Successful pricing of senior secured notes underpins PureGym's expansion plans for the next 5 years

London, United Kingdom — September 28, 2023

PureGym, a leading European gym operator, today announces that Pinnacle Bidco plc (the "*Issuer*") finalised terms for the offering of €380 million in aggregate principal amount of the Issuer's senior secured notes due 2028 and £475 million in aggregate principal amount of the Issuer's senior secured notes due 2028 (together, the "*Notes*"), as part of the refinancing of the Issuer's existing euro-denominated senior secured notes due 2025 (the "*Existing Euro Notes*") and £GBP-denominated senior secured notes due 2025 (the "*Existing Sterling Notes*" and, together with the Existing Euro Notes, the "Existing Notes").

The proceeds from the offering of the Notes ("*the Offering*"), together with cash on balance sheet, will be used to (i) redeem the Existing Notes in full (including paying the accrued interest), (ii) pay the applicable redemption premium for the Existing Euro Notes and (iii) pay related fees and expenses.

The Group has also agreed an increased senior credit facility of £175.5 million (previously £145 million) from a strong syndicate of banks including Barclays, RBC, Deutsche Bank, ING and JP Morgan, taking our investor commitments to almost £1 billion.

Humphrey Cobbold, CEO of PureGym Group, commented: "We are delighted to have priced this refinancing, one of the largest of its kind in the sector's history. We view this as a huge vote of confidence in PureGym, our recent trading, management team and strategy, and I want to thank my colleagues for all the work they have done to restore business performance and in navigating the myriad challenges we have faced since the pandemic. I also want to acknowledge and thank those long-standing investors who have once again chosen to support the Group and I want to welcome the new investors who have joined us at this time.

"Our £300 million of available liquidity is further underpinned by the 5-year extension of debt maturities. This gives us a stabilised financial platform to confidently progress our investment focused strategy of opening new gyms and ensuring we maintain the quality of our existing facilities. We believe this refinancing gives us a distinct competitive advantage compared to more resource constrained competitors. There is considerable demand for our affordable, flexible fitness proposition and we have a plan to take this proposition to millions more people across our markets. This includes ongoing significant expansion in the UK, Switzerland and the Middle East with our own and franchise footprint, and continued exploration of other attractive markets. Whilst the refinancing will mean a higher interest cost for the Group, reflecting the prevailing interest rate environment, we have the scale and cash flow profile to manage this alongside our expansion and investment plans.

"As we turn the page and begin a new chapter for the Group in many ways this is the most exciting yet. We have been on a journey from start up to being a market leader in the UK and then onto international expansion in Europe and more recently further afield. We now have the certainty and resources to action our clear plans to extend leadership in our existing markets and continue expansion elsewhere. We are clear that scale players will lead this market in the years to come and are pleased to be one of a handful of international operators responsible for driving activity levels across the world. The management team and I are energised by the opportunities we see ahead and resolutely focussed on delivery of our strategy."

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About PureGym

PureGym is a leading European gym operator, with approximately 1.9 million members across over 550 sites across our estate as at June 30, 2023. PureGym was launched in the UK in 2009, where it pioneered the model for affordable, flexible, high-quality fitness clubs and is now a market leader in its three key markets: the UK, Denmark and Switzerland. The key elements of PureGym's model proposition include affordable membership fees, flexible contracts, a large footprint in each of its key markets and 24/7 access (in most locations) to high-quality gyms. The group is majority owned by Leonard Green & Partners, L.P.

Stabilisation

In connection with the Offering, the underwriters (or persons acting on their behalf) may engage in stabilising transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. Any stabilisation action must be conducted in accordance with all applicable laws and rules.

Forward Looking Statements

This release may contain forward-looking statements and projections that involve substantial risks and uncertainties within the meaning of applicable securities laws. All statements other than statements of historical facts included in this release including, without limitation, statements regarding Pinnacle Bidco plc's future financial position, risks and uncertainties related to its business, strategy, capital expenditures, projected costs and Pinnacle Bidco plc's plans and objectives for future operations, may be deemed to be forward-looking statements. Words such as "believe," "expect," "anticipate," "may," "assume," "plan," "intend," "will," "should," "estimate," "risk," and similar expressions or the negatives of these expressions are intended to identify forward-looking statements. By their nature, forward-looking statements involve known and unknown risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. You should not place undue reliance on these forward-looking statements. The forward-looking statements and information contained in this press release are made as of the date hereof and Pinnacle Bidco plc does not assume any obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

Cautionary Statement

The securities referred to herein may not be sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the "Securities Act"). The securities referred to herein have not been and will not be registered under the Securities Act and will be offered and sold in the United States only to qualified institutional buyers in reliance on Rule 144A under the Securities Act and outside the United to non-U.S. persons in reliance on Regulation S under the Securities Act.

Under no circumstances shall this press release or the related information posted on Pure Gym's website (collectively, the "Information") constitute an offer to sell or issue or the solicitation of an offer to buy or subscribe for the Notes in any jurisdiction. The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in a member state of the EEA. For the purposes of this paragraph, a retail investor means a person who is one (or more) of: (a) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65 (as amended, "MiFID II"); (b) a customer within the meaning of Directive (EU) 2016/97 (the "Insurance Distribution Directive"), where that customer would not qualify as a "professional client" as defined in point (10) of Article 4(1) of MiFID II; or (c) not a "qualified investor" as defined in Regulation (EU) 2017/1129 (as amended, the "Prospectus Regulation"). Consequently no key information document required by

Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For the purposes of this paragraph, a "retail investor" means a person who is one (or more) of the following: (a) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "EUWA"); (b) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 ("FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (c) not a qualified investor as defined in the Prospectus Regulation as it forms part of domestic law by virtue of the EUWA (the "U.K. Prospectus Regulation"), and the expression an offer includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "U.K. PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the U.K. PRIIPs Regulation.

The provision of the Information may be restricted by laws and regulations in some jurisdictions. Persons into whose possession the Information comes must inform themselves about and observe these restrictions.

This release and the information contained herein are for information purposes only. Under no circumstances shall the Information constitute a prospectus or an offer to sell, or a solicitation of an offer to buy or subscribe for, any securities in the United States of America or in any other jurisdiction.

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Additional information can be found on the Group's website at:
https://corporate.puregym.com/.

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