

Investor Announcement

24 September 2024

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Overview

Transaction Overview

- PureGym has raised an additional £150 million equivalent add-on to its existing Senior Secured Notes ("SSNs") due 2028, bringing its **total cash reserves to £277 million and total accessible funds to over £450 million (c$600 million).**
- The funding provides significant firepower to support PureGym's participation in the upcoming auction for Blink Fitness out of Chapter 11 in the USA at the end of October 2024, an acquisition that PureGym has very strong conviction over.
- PureGym is determined to win the auction and is the Court approved "stalking horse bidder" having entered a binding asset purchase agreement for the majority of the assets of Blink Fitness for $105 million.
- The add-on comprises £45 million Sterling SSNs at 10.00% & €125 million Euro SSNs at 8.25%.

Pro Forma Capitalisation

£m	Actual Jun-24	Adj's	Proforma Jun-24
Cash[1,2]	127	150	277
RCF Drawn	-	-	-
GBP 10.00% Senior Secured Notes	(475)	(45)	(520)
EUR 8.25% Senior Secured Notes[2]	(326)	(105)	(431)
Total Senior Secured Net Debt	**(674)**	**-**	**(674)**
Non-Property Leases	(2)	-	(2)
Total Net Debt	**(676)**	**-**	**(676)**
Q2 2024 RR Adj EBITDA	164	-	164
Senior Secured Net Leverage	**4.1x**	**-**	**4.1x**
Cash[1,2]	127	150	277
RCF Available	175	-	175
Total accessible funds[3]	**302**	**150**	**452**

Notes:
1. Cash includes £32m held by parent company, Pinnacle Topco Limited, at 30 June 2024. Cash adjustment excludes premium on issue of SSNs & interest accrued on SSNs prior to issue. Pending application of proceeds, cash is assumed to remain on balance sheet.
2. Jun-24 cash and EUR denominated SSNs converted to GBP at the 30 June 2024 LTM average rates (€1.165 to £1.000 for the Euro), as required by the banking facility definitions. Adjustments to cash and EUR denominated SSNs converted to GBP at the 23 Sep 2024 spot rate (€1.193 to £1.000)
3. Total accessible funds includes cash, undrawn RCF commitments and undrawn overdraft commitments

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