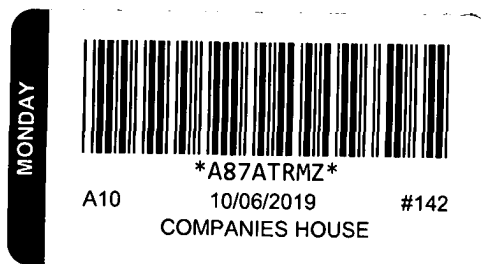


LA Fitness Limited
Annual report and financial statements
for the year ended
31 December 2018



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Officers and professional advisers

The Board of Directors

A Bellamy

A Wood

Registered office

Town Centre House

Merrion Centre

Leeds

West Yorkshire

LS2 8LY

Directors' report

for the year ended 31 December 2018

The directors present their annual report and the unaudited financial statements of the company for the year ended 31 December 2018.

Principal activity and business review

The company did not trade during the current year and the directors believe this will continue for the foreseeable future. There are no key performance indicators or principle risks and uncertainties associated with this company because of its dormant status. The company made neither a profit nor a loss for the financial year (year ended 31 December 2017: £nil).

Directors

The directors who served the company during the year and up to signing the financial statements were as follows:

H Cobbold

A Wood (appointed 10 October 2018)

A Bellamy (resigned 10 October 2018)

Employees

LA Fitness Limited has no employees.

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

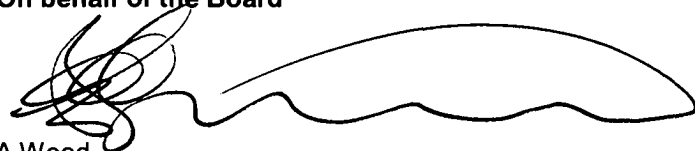
Directors' report (continued)

for the year ended 31 December 2018

Statement of directors' responsibilities (continued)

The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

On behalf of the Board

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke.

A Wood
Director

4 June 2019

Statement of financial position

as at 31 December 2018

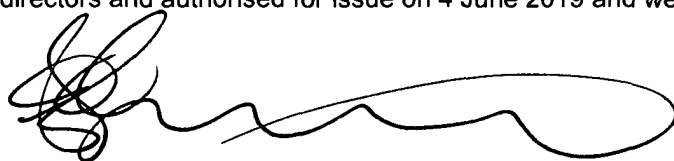
	Note	2018 £'000	2017 £'000
Non-current liabilities			
Non-current liabilities	6	(136)	(136)
NET LIABILITIES		(136)	(136)
Equity			
Called up share capital	7	2,110	2,110
Share premium account		27,172	27,172
Capital contribution reserve		51,424	51,424
Retained earnings		(80,842)	(80,842)
TOTAL EQUITY		(136)	(136)

For the year ending 31 December 2018 the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

Directors' statements;

1. The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006.
2. The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The notes on pages 8 to 11 are an integral part of these financial statements. The financial statements of LA Fitness Limited, registered number 03224406, on pages 6 to 11 were approved by the board of directors and authorised for issue on 4 June 2019 and were signed on its behalf by:



A Wood
Director

Statement of changes in equity
for the year ended 31 December 2018

	Called up share capital £'000	Share Premium account £'000	Capital contribution reserve £'000	Retained earnings £'000	Total equity £'000
As at 1 January 2017, 31 December 2017 & 31 December 2018	2,110	27,172	51,424	(80,842)	(136)

Notes to the financial statements

1 General Information

LA Fitness Limited is dormant company and is expected to remain as such for the foreseeable future. The company is a private company limited by shares and is incorporated and domiciled in the UK. The address of its registered office is Town Centre House, Merrion Centre, Leeds, LS2 8LY.

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

The financial statements are presented in sterling, rounded to the nearest thousand. They are prepared on a going concern basis and under the historical cost convention. The principal accounting policies applied in the preparation of these financial statements are set out below, and, unless otherwise stated, these policies have been consistently applied to all the periods presented.

These financial statements have been prepared in accordance with United Kingdom Accounting Standards, in particular, Financial Reporting Standard 101 "Reduced Disclosure Framework (FRS 101) and, the Companies Act 2006 (the Act). FRS 101 sets out a reduced disclosure framework for a "qualifying entity" as defined in the standard which addresses the financial reporting requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted IFRS.

The Company is a qualifying entity for the purposes of FRS 101. Note 9 gives details of the Company's ultimate parent and from where its consolidated financial statements prepared in accordance with IFRS may be obtained. The company is a wholly-owned subsidiary of Tolmers Newco 2 Limited and is included in the consolidated financial statements of Gym Topco Limited and Pinnacle Topco Limited which are publicly available. Consequently, the company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006.

The principle disclosure exemptions adopted by the Company in accordance with FRS 101 are as follows:

- IFRS 7 financial instrument disclosures;
- IAS 1 information on management of capital;
- IAS 8 disclosures in respect of new standards and interpretations that have been issued but which are not yet effective;
- IAS 24 disclosure of key management personnel compensation;
- IAS 24 disclosures in respect of related party transactions entered into between fellow group companies; and
- Roll-forward reconciliations in respect of share capital (IAS 1) and property, plant and equipment (IAS 16).

Notes to the financial statements (continued)

2 Summary of significant accounting policies (continued)

Investments

Fixed asset investments in subsidiaries are held at cost, less provision for impairment. Gains and losses are recognised in the income statement as and when the investments are impaired.

Statement of comprehensive income

During the current financial year, the company did not trade and received no income and incurred no expenditure. Consequently, the company made neither a profit nor a loss.

3 Critical accounting estimates and assumptions

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The directors do not believe that there are any significant accounting estimates or judgements that impact the financial statements.

4 Employees and directors

Employees

The company has no employees (2017: nil) and directors are remunerated for their services by fellow group undertakings.

Directors

No directors received any remuneration in respect of their services to the company (2017: nil). The key management of the group are deemed to be the same as the directors of the group, therefore no additional disclosure of key management compensation has been provided.

Notes to the financial statements (continued)

5 Investments

	2018 £'000	2017 £'000
At 1 January	-	55,413
Provision for impairment	-	(55,413)
At 31 December	-	-

Fixed asset investments at 31 December 2018 relate to UK registered subsidiary undertakings and are stated at cost less provision for impairment. The below subsidiaries have the registered office address of Town Centre House, Merrion Centre, Leeds, LS2 8LY. All are directly owned by LA Fitness Limited.

	Principal activity	Proportion of ordinary shares held %
LA Leisure Limited	Property holding subsidiary	100%
LA Westminster Limited	Dormant	100%
CS Leisure Limited	Dormant	100%

6 Non-current liabilities

	2018 £'000	2017 £'000
Share capital treated as debt (see note 7)	136	136

7 Called up share capital

Shares classified as capital - allotted and fully paid

	31 December 2018 & 31 December 2017 £'000	31 December 2018 & 31 December 2017 No.
Ordinary shares of £0.05 each	2,110	42,207,102

Notes to the financial statements (continued)

7 Called up share capital (continued)

Shares classified as debt - allotted, called up and fully paid

	31 December 2018 & 31 December 2017 £'000	31 December 2018 & 31 December 2017 No.
A preference shares of £1 each	100	100,000
B preference shares of £1 each	36	35,612
C preference shares of £1 each	-	100
	136	135,712

Holders of the A, B and C preference shares of £1 each are not entitled to receive notice of, attend, speak or vote at general meetings of the company. The A, B and C preference shares of £1 each are only entitled to a dividend on the occurrence of certain events, including a sale of the ordinary shares of the company or winding up based on a ratcheted return mechanism.

Dividends associated with the A and B preference shares of £1 each, to the extent any such payment is due and payable, rank pari passu and both have priority over the dividend rights of the ordinary shareholders. Dividends associated with the C preference shares, to the extent any such payment is due and payable, rank ahead of the A and B preference shares and have priority over the dividend rights of the ordinary shareholders.

8 Related party transactions

See note 4 for directors' remuneration. Advantage has been taken of the exemption in IAS 24 not to disclose transactions between Pinnacle Topco Limited and its subsidiaries.

9 Controlling party

The immediate parent undertaking is Tolmers Newco 2 Limited.

The smallest group into which the results of the company are consolidated for the period ended 31 December 2018 is that headed by Gym Topco Limited, a company incorporated in the UK. The largest group into which the results of the company are consolidated for the period ended 31 December 2018 is that headed by Pinnacle Topco Limited, a company incorporated in the UK. Both of these financial statements, which are publicly available, can be obtained from the registered office: Town Centre House, Merrion Centre, Leeds, West Yorkshire, LS2 8LY.

The ultimate controlling party is Leonard Green & Partners LP, 11111 Santa Monica Boulevard, Suite 2000, Los Angeles, California 90025, United States of America.