

Package: 'Laserform'  
by Laserform International Ltd.

# 88(2)

## Return of Allotment of Shares

Please complete in typescript,  
or in bold black capitals.

CHFP025

Company Number

05509273

Company name in full

DMWSL 476 Limited (the "Company")

### Shares allotted (including bonus shares):

Date or period during which  
shares were allotted

(If shares were allotted on one date  
enter that date in the "from" box)

From			To		
Day	Month	Year	Day	Month	Year
0	7	1	1	2	0

Class of shares  
(ordinary or preference etc)

Number allotted

Nominal value of each share

Amount (if any) paid or due on each  
share (including any share premium)

A Preference	B Preference	
12,169,478	163,794	
£1.00	£1.00	

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be  
treated as paid up

100%	100%	
------	------	--

Consideration for which  
the shares were allotted

(This information must be supported by  
the duly stamped contract or by the duly  
stamped particulars on Form 88(3) if the  
contract is not in writing)

Allotted pursuant to the terms of the attached Transfer Agreement  
dated 7 November 2005 between the Company and the Managers (named

therein) relating to the sale of DMWSL 487 Series II Unsecured Loan  
Notes 2015 in exchange for A Preference Shares and B Preference

Shares in the capital of the Company and DMWSL 476 Loan Notes (all  
as defined therein).

When you have completed and signed the form please send  
it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
For companies registered in Scotland DX 235 Edinburgh



**Names and addresses of the allottees** (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
<b>Name</b> Please see attached rider <b>Address</b>   UK Postcode    _ _ _ _ _		<b>Class of shares allotted</b>  <b>Number allotted</b>  	
<b>Name</b>  <b>Address</b>   UK Postcode    _ _ _ _ _		<b>Class of shares allotted</b>  <b>Number allotted</b>  	
<b>Name</b>  <b>Address</b>   UK Postcode    _ _ _ _ _		<b>Class of shares allotted</b>  <b>Number allotted</b>  	
<b>Name</b>  <b>Address</b>   UK Postcode    _ _ _ _ _		<b>Class of shares allotted</b>  <b>Number allotted</b>  	
<b>Name</b>  <b>Address</b>   UK Postcode    _ _ _ _ _		<b>Class of shares allotted</b>  <b>Number allotted</b>  	

Please enter the number of continuation sheets (if any) attached to this form

Signed

X

Lead

Date

22/11/05

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Dickson Minto W.S.	
Royal London House, 22 - 25 Finsbury Square, London	
EC2A 1DX	Tel 020 7628 4455
DX number	DX exchange B100/131/DMWSL476Aprfs

## RIDER TO FORM 88(2)

## DMWSL 476 LIMITED

(Registered No. 05509273)

## LIST OF ALLOTTEES

(1) Name of Allottee	(2) Address	(3) No. of DMWSL 476 A Preference Shares of £1.00 each	(4) No. of DMWSL 476 B Preference Shares of £1.00 each
Mike Balfour	11 Bury Road Poole Dorset BH13 7DD	3,252,842	0
Tony De Leede	Flat 7, Mount Eden 73 Gardyne Street Bronte New South Wales Australia NSW 2024	4,330,620	0
Peter Boddy	The Old Rectory Church Hill Road Cranoe Leicestershire LE16 7SN	196,402	0
Colin Waggett	11 Burnaby Crescent Chiswick London W4 3LH	276,816	0
Tony Cowan	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	118,489	0
Matt Leonard	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	77,647	0
Martin Mitchell	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	192,529	0
Tim Newman	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	401,433	0

(1) Name of Allottee	(2) Address	(3) No. of DMWSL 476 A Preference Shares of £1.00 each	(4) No. of DMWSL 476 B Preference Shares of £1.00 each
Craig Talberg	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	62,605	0
Jon Wood	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	68,425	0
Sally Griffiths	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	71,396	0
Limor Feingold	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	53,137	0
Ross Chester	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	129,555	0
George Yiasemedes	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	50,002	0
Peter Harrington	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	31,784	0
Matt Keatley	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	14,795	0

(1) Name of Allottee	(2) Address	(3) No. of DMWSL 476 A Preference Shares of £1.00 each	(4) No. of DMWSL 476 B Preference Shares of £1.00 each
Darren Jones	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	21,435	0
Joachim Frost	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	291,960	0
Martin Siebold	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	486,601	0
Thomas Poter	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	105,087	0
Andrea Wintz	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	81,745	0
Matthias Schmitz	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	233,556	0
Thomas Hess	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	70,802	0
Henrik Gockel	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	166,360	0

(1) Name of Allottee	(2) Address	(3) No. of DMWSL 476 A Preference Shares of £1.00 each	(4) No. of DMWSL 476 B Preference Shares of £1.00 each
Richard Hutson	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	115,456	0
Uwe Gorrison	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	124,555	0
Luca Capelletti	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	81,930	0
Hayte Haakma	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	140,129	0
Michel Parada	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	68,609	0
Carla Pflug	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	108,980	
Jorg Kallenborn	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	58,383	0
Jens Rander	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	58,383	0

(1) Name of Allottee	(2) Address	(3) No. of DMWSL 476 A Preference Shares of £1.00 each	(4) No. of DMWSL 476 B Preference Shares of £1.00 each
Hagen Wingertszahn	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	58,383	0
Gianluca Scazzosi	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	50,924	0
Isabel Schneider	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	35,022	0
Sander de Bruin	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	35,022	0
Miguel Aeguelles	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	53,609	0
Daniel Chaffey	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	25,718	0
Chiara Scanvacca	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	38,526	0
Mark Forrest	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	82,032	40,738

(1) Name of Allottee	(2) Address	(3) No. of DMWSL 476 A Preference Shares of £1.00 each	(4) No. of DMWSL 476 B Preference Shares of £1.00 each
Dave Allen	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	63,589	31,579
Terry Kew	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	68,241	33,889
Nic Monteforte	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	3,053	1,516
Rory Blundell	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	10,348	5,139
Dan O'Dea	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	29,714	14,756
Dominic dos Remedios	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	14,959	7,429
Peter Elliot	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	5,389	2,676
Michelle Harding	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	24,447	12,141



(1) Name of Allottee	(2) Address	(3) No. of DMWSL 476 A Preference Shares of £1.00 each	(4) No. of DMWSL 476 B Preference Shares of £1.00 each
Siobhan Flattery	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	13,812	6,859
Melissa Burgess	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	10,697	5,312
Christy Westrom	C/O Fitness First Holdings Limited 58 Fleets Lane Poole Dorset BH15 3BT	3,545	1,760
<b>TOTAL</b>		<b>12,169,478</b>	<b>163,794</b>