

BASIC-FIT SUCCESSFULLY RAISES EUR 133.3 MILLION THROUGH AN ACCELERATED BOOKBUILD OFFERING

Offer to fund Basic-Fit's growth ambitions

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Results of the Offering

Hoofddorp, 9 June 2020 - Basic-Fit N.V. ("Basic-Fit" or the "Company"), Europe's largest and fastest growing fitness chain, announces that it has successfully raised EUR 133.3 million through an accelerated bookbuild offering ("the Offering") of 5,333,333 new ordinary shares (the "New Shares"), which was announced yesterday. The New Shares have been placed at a price of EUR 25.00 per new ordinary share (the "Placing Price").

The Company intends to use the net proceeds from the Offering to strengthen the balance sheet providing the Company with the financial flexibility to recommence its growth strategy which includes the opening of new clubs and acquisitions.

The placing of the New Shares raised gross proceeds of approximately EUR 133.3 million. The Placing Price represents a discount of 1.4% to the closing price of EUR 25.35 of the Company's shares listed on Euronext Amsterdam on 8 June 2020. The New Shares being issued represent approximately 9.8% of the existing issued ordinary share capital of Basic-Fit.

The Company and AM Holding B.V. (fully controlled by René Moos, Basic-Fit's co-founder and CEO) as well as key shareholder 3i Group plc have committed themselves to a lock-up period ending 90 calendar days after the issue date. The New Shares will rank *pari passu* in all respects with the outstanding ordinary shares.

Allocation of the New Shares has taken place today, 9 June 2020. Settlement of the transaction and admission to listing and trading of the New Shares on Euronext Amsterdam is expected to take place on 11 June 2020. After settlement, the total number of outstanding ordinary shares of Basic-Fit will amount to 60,000,000 shares.

ABN AMRO Bank N.V. and Coöperatieve Rabobank U.A. (together with its distribution partner Kepler Cheuvreux S.A.) acted as Joint Global Coordinators and Joint Bookrunners in relation to the Offering. Lazard Ltd acted as Financial Advisor to the Company in relation to the Offering.

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FOR MORE INFORMATION

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Basic-Fit is listed on Euronext Amsterdam in the Netherlands

ISIN: NL0011872650 Symbol: BFIT

FINANCIAL AGENDA

31 July 2020 Half year results 2020

30 Oct 2020 Trading Update Q3 2020

ABOUT BASIC-FIT

With 828 clubs, Basic-Fit is the largest fitness operator in Europe. We operate in five countries and in our clubs, as well as through our online fitness offering, more than 2.1 million members can work on improving their health and fitness. Basic-Fit operates a straightforward membership model and offers a high-quality, value-for-money fitness experience that appeals to the fitness needs of all active people who care about their personal health and fitness. A typical subscription costs €19.99 per four weeks and gives people access to all our clubs in Europe and all the benefits of the Basic-Fit App including virtual group classes.

DISCLAIMER

This announcement is not for publication or distribution, directly or indirectly, in or into the United States of America. This announcement is not an offer of securities for sale into the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold in the United States absent registration or unless pursuant to an applicable exemption from the registration requirements of the Securities Act and any other applicable securities law. No public offering of securities is being made in the United States.

Solely for the purposes of the product governance requirements of Directive 2014/65/EU on markets in financial instruments, as amended (“MiFID II”) and local implementing measures, and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the product governance requirements) may otherwise have with respect thereto, the new shares in Basic-Fit have been subject to a product approval process, which has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “Target Market Assessment”). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the new shares in Basic-Fit may decline and investors could lose all or part of their investment; the new shares in Basic-Fit offer no guaranteed income and no capital protection; and an investment in the new shares in Basic-Fit is compatible only with investors who do not need a guaranteed income or capital protection, who

(either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the Offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Global Coordinators and Joint Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the new shares in Basic-Fit.

Each distributor is responsible for undertaking its own target market assessment in respect of the new shares in Basic-Fit and determining appropriate distribution channels.

The Joint Global Coordinators, are acting exclusively for the Company and no-one else in connection with the Offering. They will not regard any other person as their respective clients in relation to the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the Offering, the contents of this press release or any transaction, arrangement or other matter referred to herein.

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This press release contains information within the meaning of Article 7(1) of the EU Market Abuse Regulation.

LEGEND

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