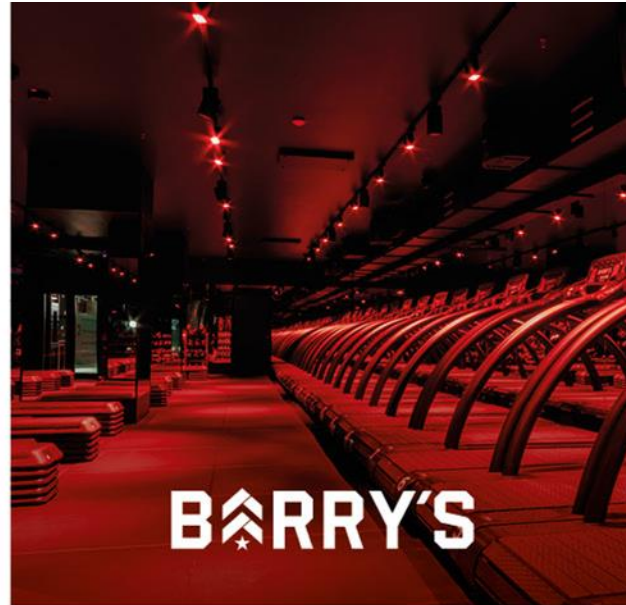




**F** Fitness First



**BARRY'S**



**ELBGYM**



**smile** 

**lifefit** | group



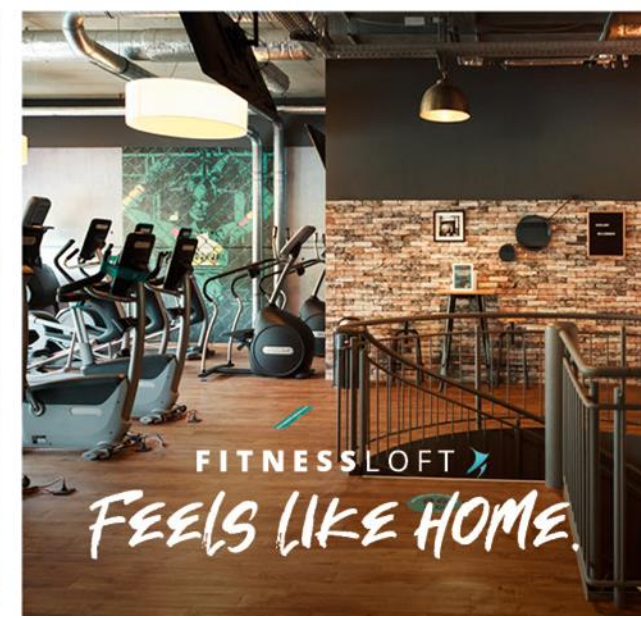
**the Gym Society**  
customized fitness




**CLUB PILATES** 



  
**InShape**  
FITNESS CLUB



**FITNESSLOFT** 

**FEELS LIKE HOME.**



A male personal trainer with a beard, wearing an orange long-sleeved shirt, is assisting a female client with blonde hair in a ponytail. They are in a gym setting, with the trainer holding a barbell with blue 10 kg weights. The trainer's black shorts have "PERSONAL TRAINED" written on the leg. The background shows gym equipment and bright lighting.

# LifeFit Group

Q2/FY2023 - QUARTERLY INTERIM UNAUDITED REPORT

lifefit | group

Jun  
2023





**EXECUTIVE SUMMARY & UPDATE MULTIBRAND STRATEGY**

**STATUS UPDATE ON BUSINESS RECOVERY**

**PRO FORMA FINANCIALS/KPIs LIFEFIT GROUP AND BY SEGMENT**

**APPENDIX**

1

Accelerating membership rebound driven by market recovery and offer segmentation

- Q2/23 Operational KPIs are continuing outperforming with membership (equivalent) increasing to 330k+ in Apr-23, which means overall membership recovery compared to pre-covid levels
- Strong progress in aligning the FSBP studios re product offering, marketing and pricing as well as supporting processes with willingness for best practice sharing at highest level to create the best out of all worlds

2

LTM Revenue<sup>1</sup>  
EUR 151.1m  
Recovery of the monthly run-rate reached in Jan-23

- 100% LFL pre-covid membership levels in combination with higher average dues result in monthly LFL revenue run-rate recovery in Jan-23 and continuous growth month-by-month
- Aggregator income continuously improves with month-by-month growth rates at ~10% (now 7% of total)
- Successful existing member price increases results in EUR +600k add. revenue run-rate
- Both acquisitions well integrated and strong revenue development with further growth potential

3

LTM EBITDA adj.<sup>1</sup>  
EUR 8.0m  
Recovery of the monthly run-rate reached in Apr-23

- Underlying adjusted EBITDA shows strong monthly growth and with EUR 1.8m monthly run-rate in Apr-23 it increased to pre-covid levels
- Initiated business transformation program and cost actions over the last months (esp. reduced electricity consumption) were able to mitigate rent, energy (during peaks) and other cost increase in the short term

4

Q2/FY23  
Net Cash Flow  
EUR -2.2m  
Cash at Bank  
EUR 13.6m

- Q2/FY23 net cash flow of EUR -2.2m is characterised by monthly increasing EBITDA (EUR +4.7m) and working capital impacts from deferred revenue (EUR -2.7m) as well as final transaction costs re. the FL acquisition (EUR -1.0m)
- Cash position stabilizes at EUR 13.6m at the end of Apr-23, month-by-month improving free cash flow will be used for earn-outs, net debt redemption and vendor loan repayments













5

Future growth potential

- Opening of the first Club Pilates in Frankfurt in May-23 comes along with overachievement of opening members (200+) and franchise growth potential due to strong lead pool (already signed first franchisees); negotiations re opening the second Xponential concept YogaSix next door in Frankfurt are in full progress
- LFG/XPO relationship moved from joined JV to MFA and changed brand from PureBarre to YogaSix and added the Netherlands as a new territory
- Already well-filled M&A pipeline experiences significant growth with great opportunities
- Planned streamlining of brands provides opportunities to further increase returns in the future

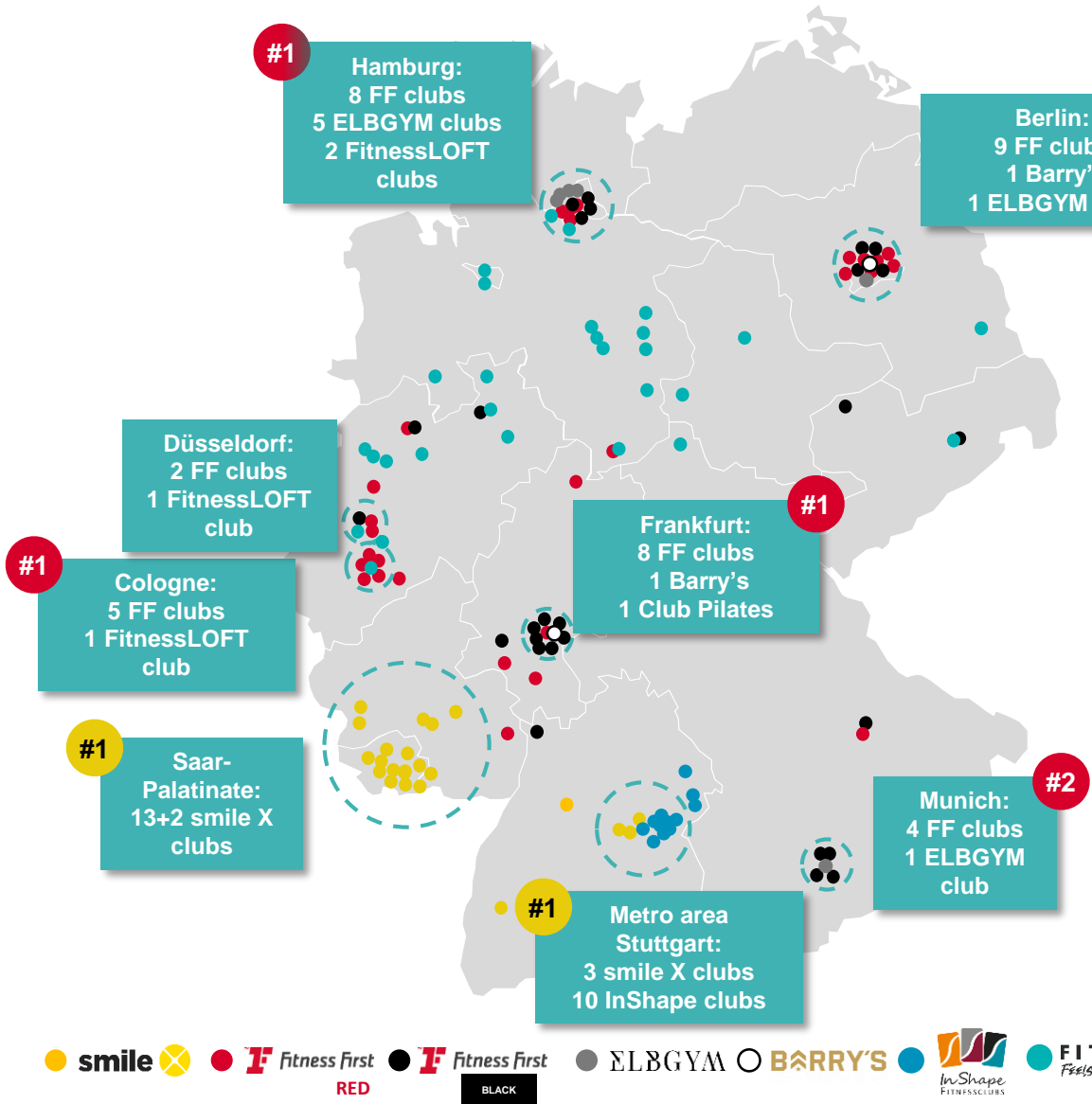
KEY FIGURES <sup>1</sup>	Q2 2023	CHANGE VS. Q2 2022
TOTAL REVENUE	42.2m	+35.2%
ADJ. EBITDA BEFORE IFRS 16	5.3m	+8.7m
ADJ. EBITDA BEFORE IFRS 16 MARGIN	12.6%	n/a
CASH AT BANK	13.6m	

NOTE: Quarterly Total Revenue and pre-IFRS 16 EBITDA above have been adjusted for governmental support packages included in these periods (if applicable)

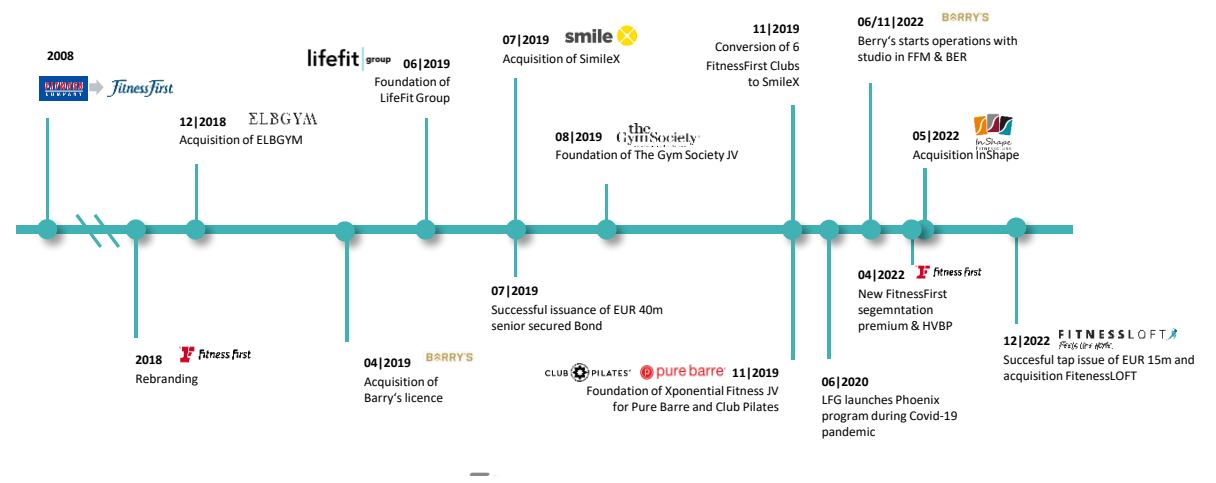
Segment/Price	Discount	Full Service Best Price	Mid-market	Premium	Micro/Boutique
		 <p>24 clubs</p>  <p>19 clubs &amp; 2 franchise</p>  <p>27 clubs &amp; 1 franchise</p>  <p>11 clubs</p>		 <p>28 clubs</p>  <p>7 clubs</p>  <p>2 clubs</p>	 <p>2 studios (Berlin &amp; Frankfurt)</p> <p>In addition: Master-Franchise rights for best in class US boutique brands to be utilised 2023+</p>   <p>1 (Frankfurt)</p> 
120 corporate & 3 franchise	0	81 & 3	0	37	3
# of Members		210.000+		115.000+	Pay as you go
Normalised EBITDA allocation		53%		46%	1%
Description		<ul style="list-style-type: none"> <li>▪ <b>Fitness First</b> with strong nationwide awareness (regional strongholds and metropolitan clubs) offering a best in class product range at local best price</li> <li>▪ <b>smile X</b> as the leading value fitness chain in the Saar-Palatinate region with focus on offering customers high value for money <ul style="list-style-type: none"> <li>▪ <b>In Shape</b> as local champion between Stuttgart and Ulm offering customized FSBP training and health concepts</li> </ul> </li> <li>▪ <b>Fitness LOFT</b> as a leading operator in the FSBP segment with high quality interior design focused on northern Germany</li> </ul>		<ul style="list-style-type: none"> <li>▪ <b>Fitness First Black</b> as #1 premium health and fitness club operator in Germany with strong nationwide brand awareness</li> <li>▪ <b>elbgym</b> as premium chain in Hamburg, Berlin and Munich offering performance focused training incl. cross-fit</li> <li>▪ <b>In Shape</b> with two high-end clubs around Stuttgart offering wellness and full service</li> </ul>	<ul style="list-style-type: none"> <li>▪ <b>Barry's</b> as US-based pioneer of indoor high-intensity interval training combining cardio and strength</li> <li>▪ US-based leading boutique brands in <b>pilates</b> and <b>yoga</b> with 1.000+ studios</li> <li>▪ <b>The Gym Society</b> offers personalized, digitally supported workouts</li> </ul>



Combining successful fitness brands from the FSBP, premium & boutique segments under one roof creating strong networks



- LifeFit Group is set up as a platform to enable attractive ROI in growth segments of the German fitness market utilising best in class brands
- The 120+ corporate owned & managed clubs are at the core of the proposition in the full-service best price and premium segments whereas franchise will play the main role in the high-end boutique studio market
- With the acquisitions of In Shape and Fitness LOFT, the Group has 120 clubs nation-wide with a significant number of “local hero” positions
- Fitness First Black, ELBGYM & boutique studios focus on high-end and metro areas
- Fitness First Red & smile X are more versatile with expansion opportunities through corporate gyms
- In Shape is the local fitness champion in the region between Stuttgart and Ulm set up for regional growth
- Fitness LOFT is strongly widespread in northern Germany with further expansion opportunities
- Streamlining of brands across the LFG segments has been postponed due to Covid and provides opportunities to further increase returns in the future





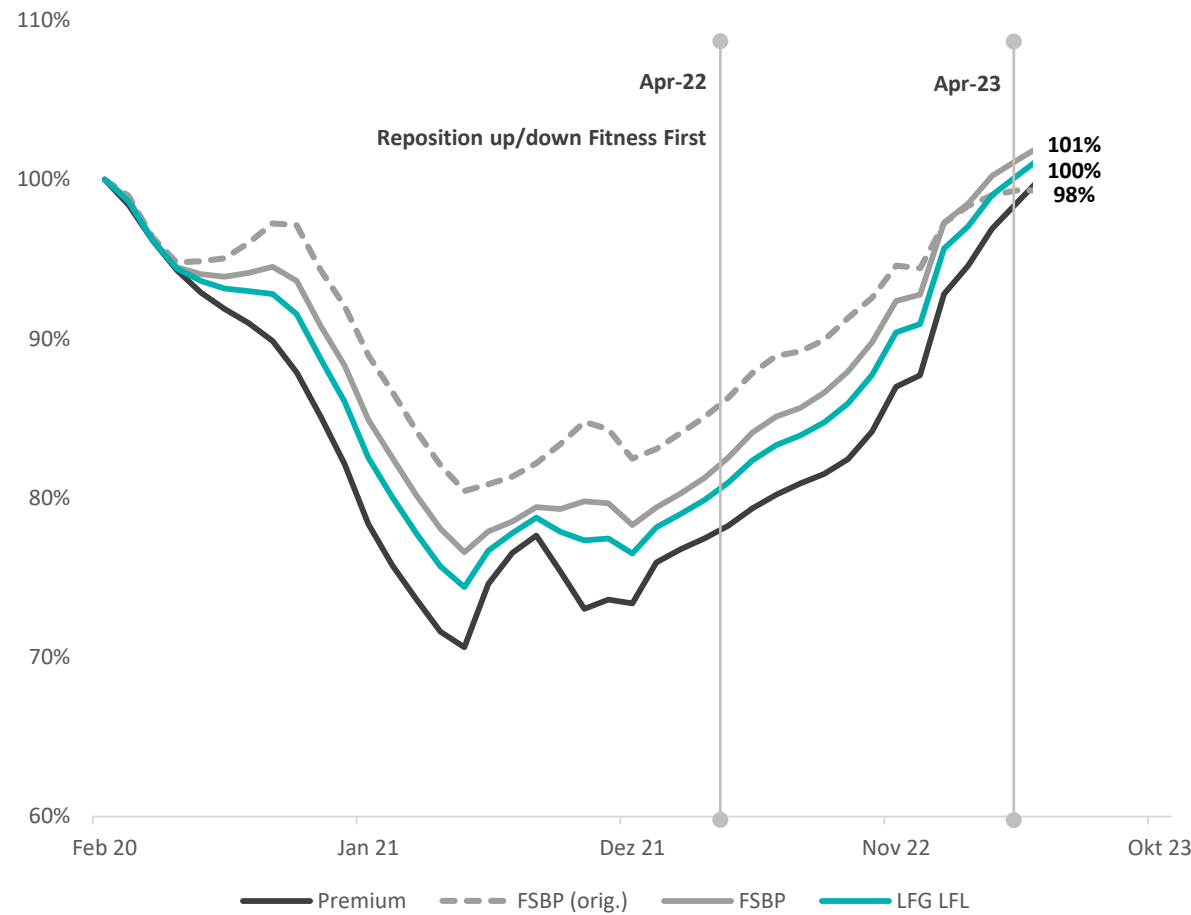
**EXECUTIVE SUMMARY & UPDATE MULTIBRAND STRATEGY**

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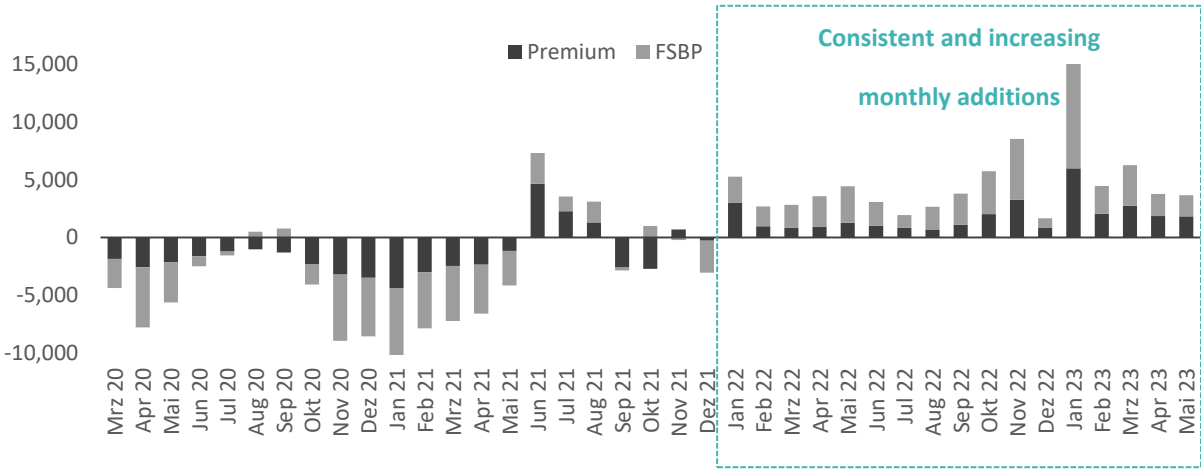
**PRO FORMA FINANCIALS/KPIs LIFEFIT GROUP AND BY SEGMENT**

**APPENDIX**

LFL Member (equivalent) base development (indexed)



Monthly LFL net member (equivalent) movement (Mar-20 to May-23)



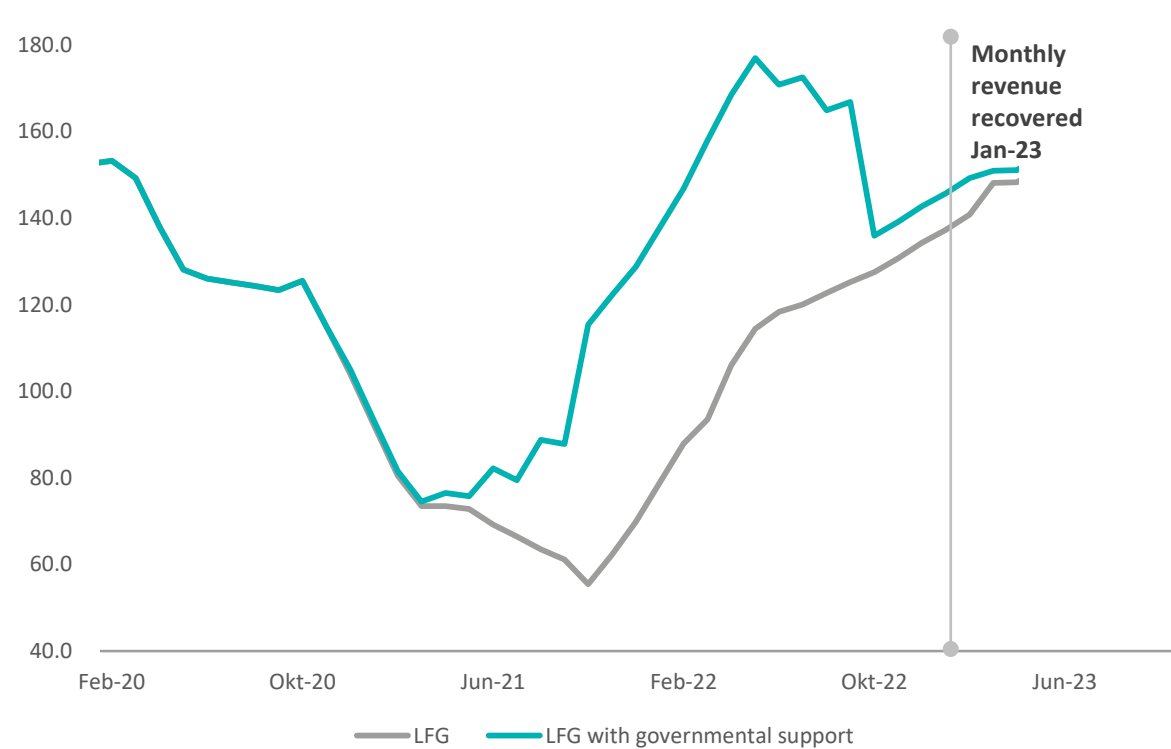
Commentary

- Healthy recovery underway in all market segments, FSBP outperforming by volume, but premium was able to increase prices
- The FSBP segment was less hit by member losses, bottoming out at 20% of pre-Covid levels, and has recovered significantly faster than the rest of the Group, with already confirmed full recovery in members for smile X, In Shape and Fitness First Red
- Compared to Feb-20, the Group’s membership base had shrunk by 26% gaining back >85k members as per end of Apr-23/Q2, which means full recovery
- Because of higher pricing compared to pre-covid across all segments a full revenue recovery (monthly run-rate) was achieved in Jan-23 prior to a full recovery of member numbers and despite drop in secondary income (PT, F&B etc.)

NOTE: FSBP segment shown above includes 24 Fitness First RED studios, which were repositioned in Apr-22 into FSBP

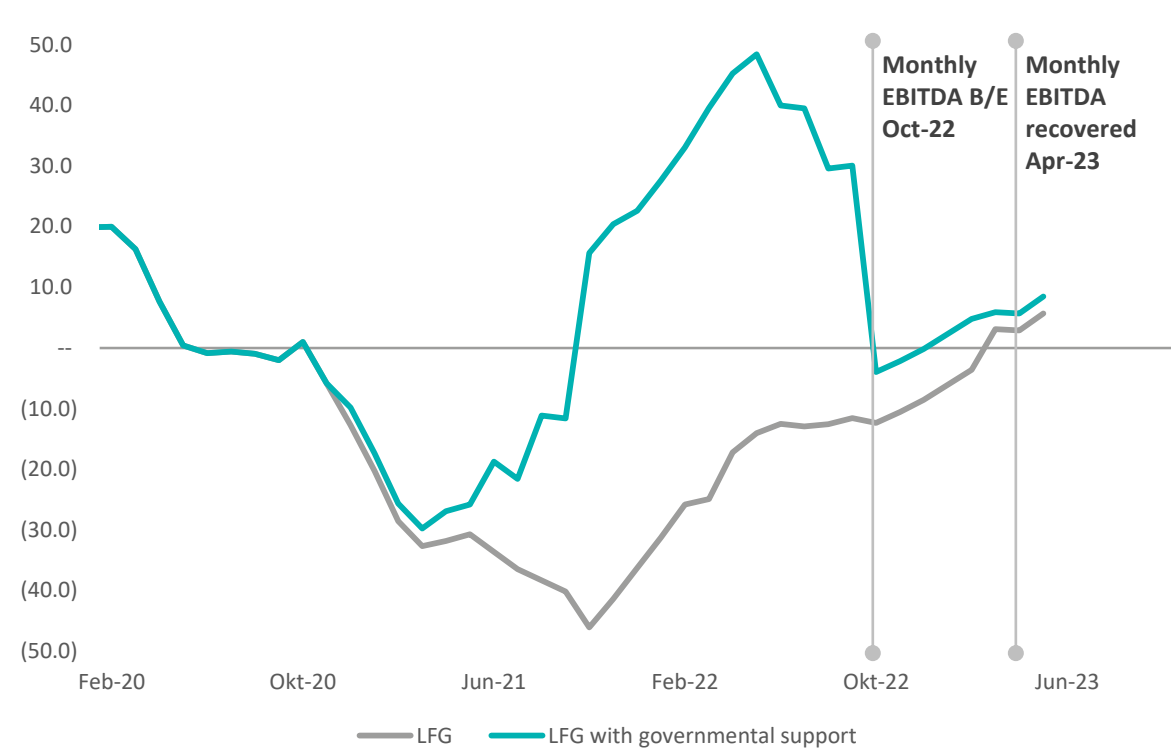


LTM revenue development (Feb-20 to May-23, in EURm)



- LTM revenue remain impacted by the lower membership base and by lingering pandemic effects (ten months of lockdown in 2020/2021)
- Membership and revenue run-rate recovery (Apr-23/Jan-23) combined with price increases (existing and new members) as well as continuously rising aggregator income provides confidence in achieving clearly higher revenue levels than pre-covid
- Government support packages faded out in five stages, ending in Aug-23

LTM EBITDA development (Feb-20 to May-23, in EURm)

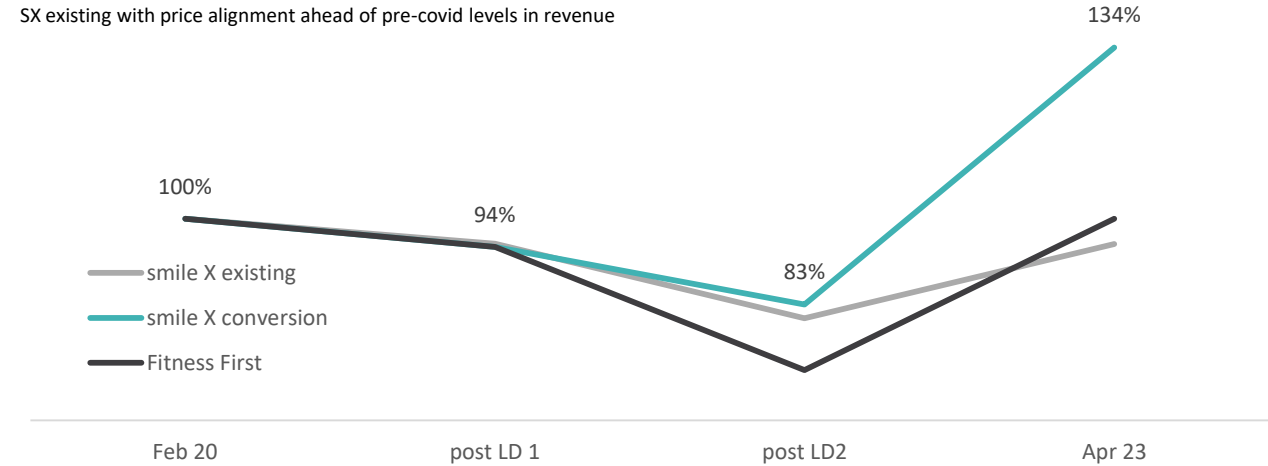


- The Phoenix business transformation programme has mitigated the EBITDA impact of the revenue shortfall and will facilitate a quicker earnings recovery and stronger long-term margins
- With EUR 9.0m of sustainable cost reductions already realised, LTM EBITDA excluding government support will rebound to pre-covid levels in 2023
- After break-even in Oct-22, monthly adjusted EBITDA strongly and continuously increased to EUR 1.8m in Apr-23, which means monthly EBITDA recovery

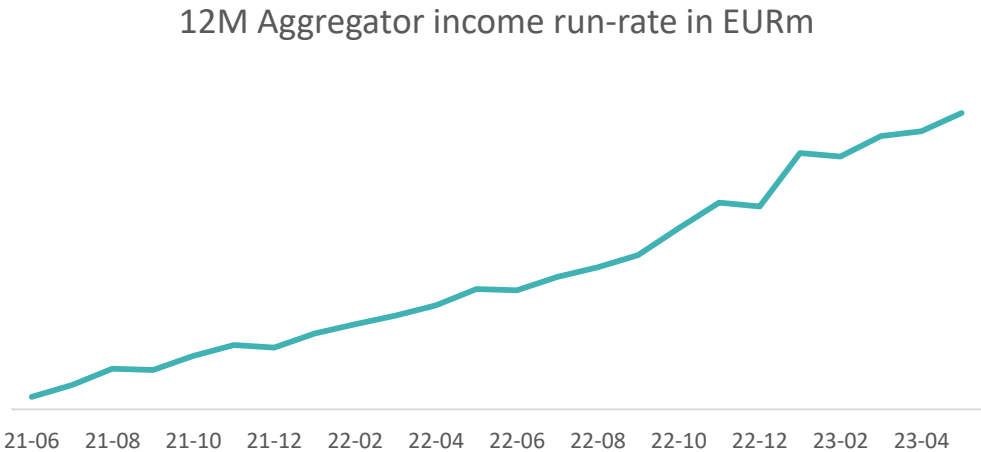


NOTE: Including Fitness LOFT and EBITDA b/f adjustments

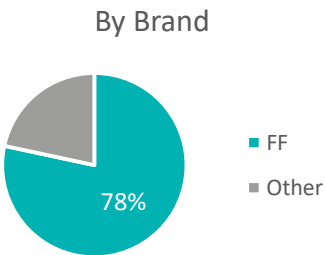
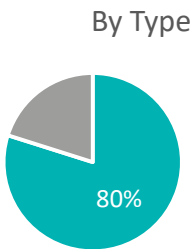
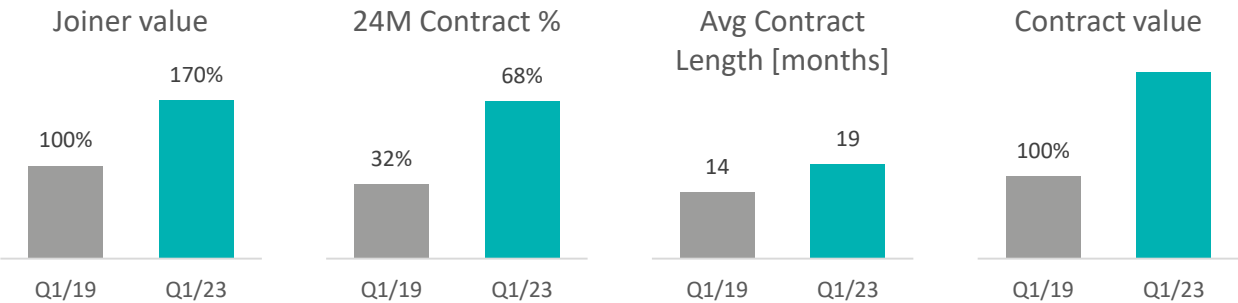
Fitness First (mid-market) into smile X (FSBP) conversion clubs show fastest recovery...



Aggregator income shows ~10% month-by-month growth



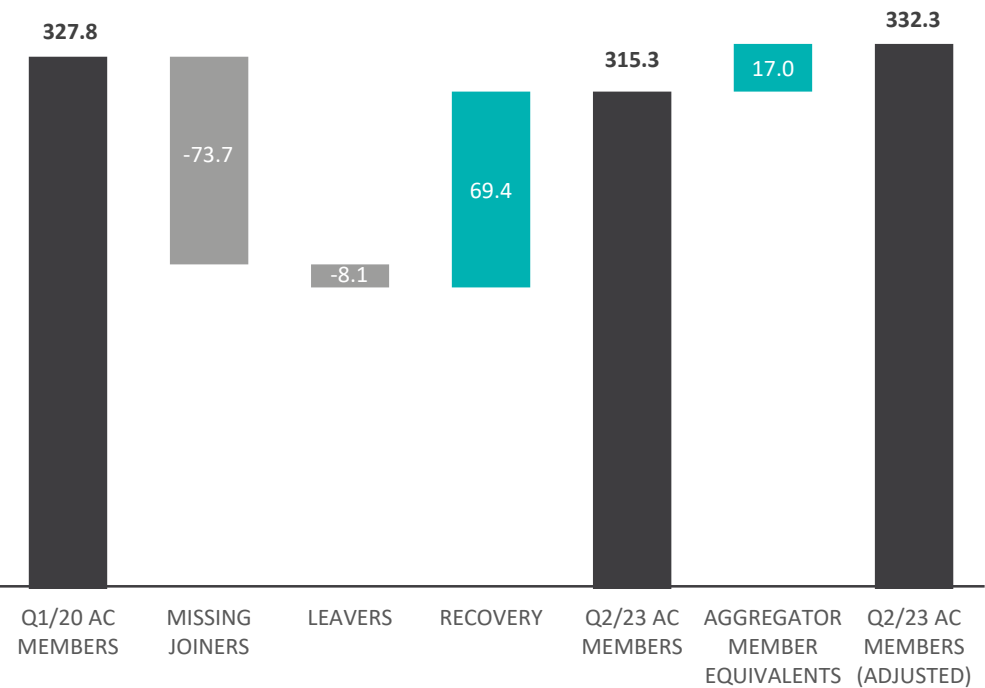
... while best practice approach at FF clubs with successful KPIs





PEOPLE	PORTFOLIO	PRODUCT & MEMBER EXPERIENCE	PRICE & MARKETING	PROCESSES & COMMERCIAL MANAGEMENT
<ul style="list-style-type: none"> <li>Driver based employment model based on customer journey</li> <li>Moral at all time high and willingness for best practice sharing throughout the group at highest level</li> <li><b>Long term strategy of LifeFit makes for more attractiveness for existing as well as potential future employees</b></li> </ul>	<ul style="list-style-type: none"> <li>Engage with LLs to mitigate inflation driven rent increases</li> <li>Members acknowledge investment of EUR 15m+ in our facility and equipment</li> <li>Attractive M&amp;A transactions successfully closed and strong pipeline available – In Shape (May-22) and Fitness LOFT executed (Dec-22)</li> <li>Reposition of FF club portfolio to optimise offering, pricing and cost base successfully executed (Mar-22)</li> <li><b>Opening of first Club Pilates in Frankfurt in May-23 with franchise growth potential</b></li> </ul>	<ul style="list-style-type: none"> <li>Compensation of lockdown membership dues phasing out</li> <li>Launch of Member and Trainer App at FF with check-in, training and support functionality with 50%+ uptake from members and 4.5+ stars rating from users</li> <li>Member feedback about in club experience result in a NPS of 40+ and google ratings of 4.4+ (last 3 mths avg. 4.9)</li> <li><b>Strong progress in aligning the FSBP studios re product offering, marketing and pricing as well as supporting processes to create the best out of all worlds</b></li> </ul>	<ul style="list-style-type: none"> <li>Website as central tool for communication with social media channels feeding traffic</li> <li>Optimised join online processes resulting in 80%+ online joiners including in-club digital joining (via tablet)</li> <li>Successful increase of existing member pricing results in EUR 500k+ additional revenues per month (from Sep 22 (400k) / May-23 (100k) onwards)</li> <li>In Shape and Fitness LOFT to follow price increase approach with achieved EUR 100k+ per month (Jan 23 onwards)</li> <li><b>Utilise price know-how across the group to increase yield (Fitness LOFT in Mar-22)</b></li> </ul>	<ul style="list-style-type: none"> <li>Liquidity build-up continues to be the key focus</li> <li>Prepare quantification and analysis for different growth scenarios</li> <li>Governmental support programmes successfully launched resulting in EUR 55m+ (99% of framework)</li> <li><b>Programs to mitigate impacts from increased inflation / energy costs in full flight (e.g. spa hours)</b></li> <li>Successful bond top-up (EUR 15m + EUR 12m OCM equity contribution) and extension of financing instruments</li> </ul>

Membership reached 100% recovery in Apr-23



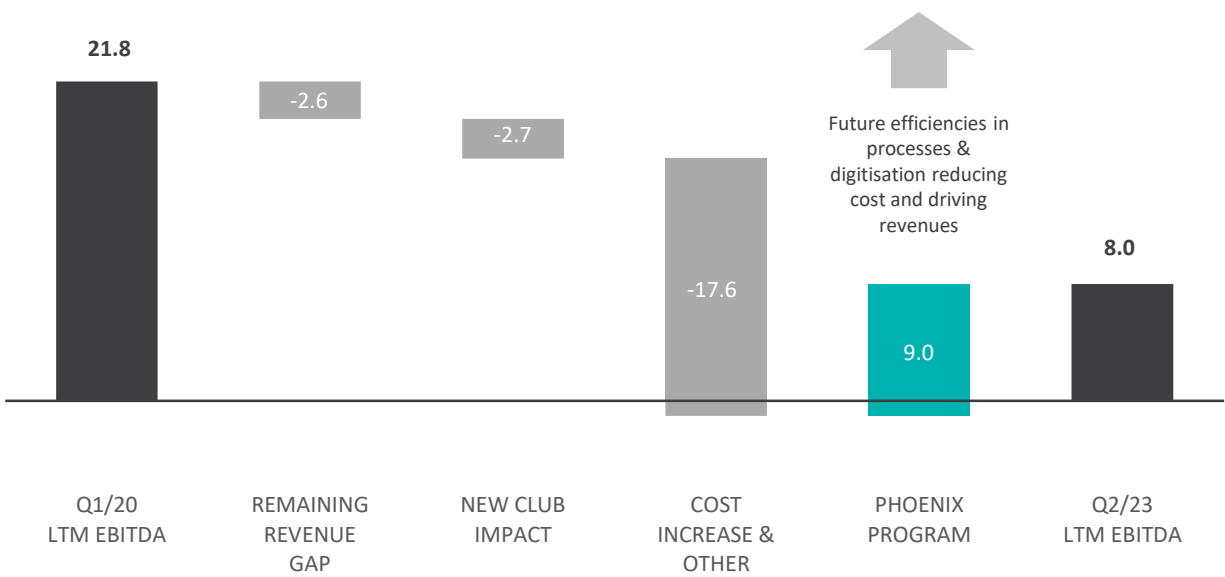
LTM Revenue impact by missing members from covid-19 nearly balanced



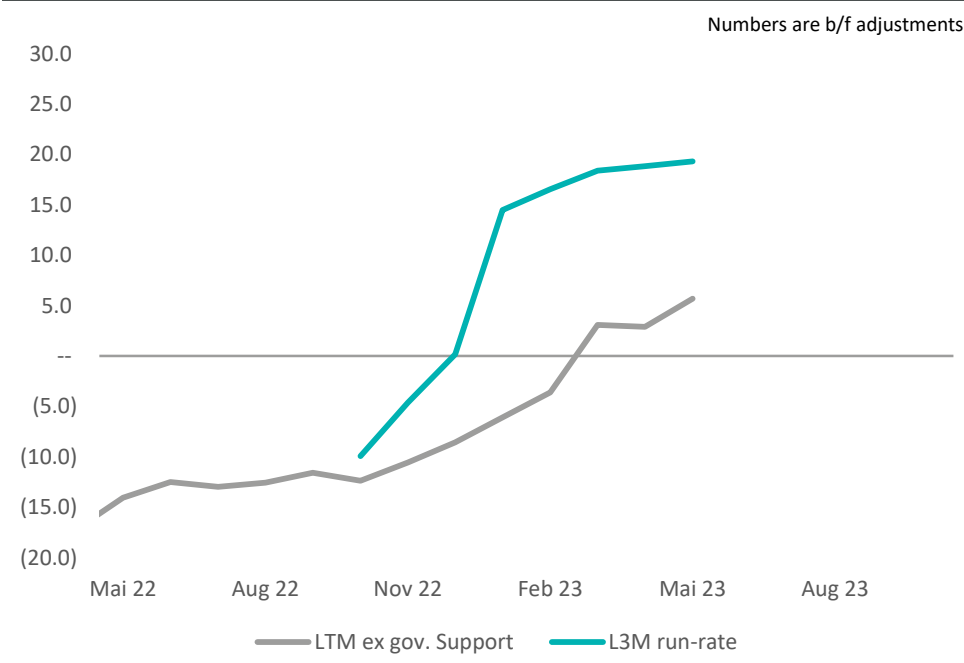


# MONTHLY EBITDA RECOVERY (APR-23) RESULTS IN ATTRACTIVE RUN-RATE PROJECTION

## LTM adjusted EBITDA benefits from business transformation program



## Last 3 month run-rate already back at ~20m

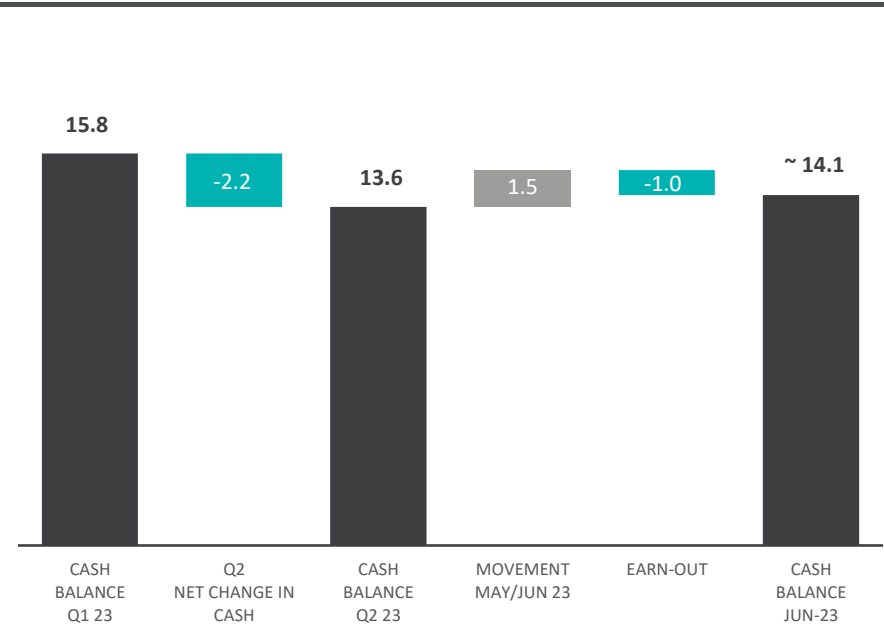


Net Change in Cash in Q2 / FY2023 (EURm)



- Underlying monthly EBITDA increased significantly due to membership/revenue recovery and existing member price alignment and is already back at EUR 1.8m per month (Apr-23)
- Working capital primary contains deferred revenue impacts from new member offers, direct debit and balancing of prepayments
- Capex has been reduced to a minimum and only contains maintenance as well as some new club capex regarding the first Club Pilates in Frankfurt
- Exceptionals and provisions primary refer to transaction costs re the FitnessLOFT acquisition

Liquidity position (EURm)



- Cash position stabilizes at around EUR 13.0-14.0m
- Improving underlying free cash flow will be used for M&A commitments, i.e. earn-out components, redemption of debt-like items and vendor loan repayments and will reduce cash balance accordingly at the corresponding times





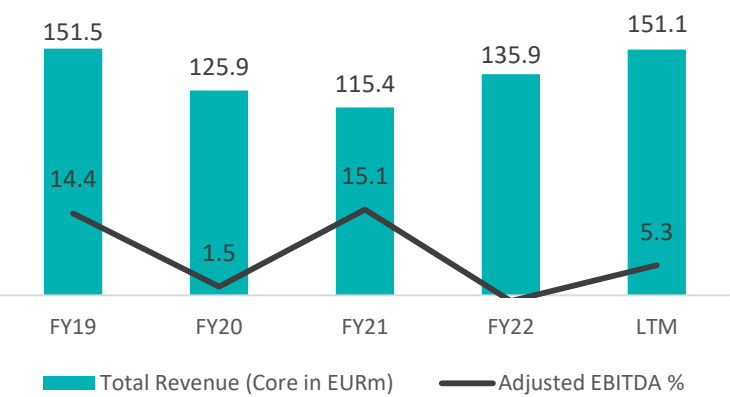
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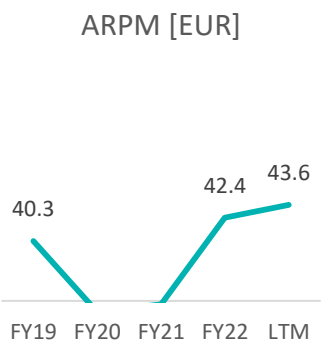
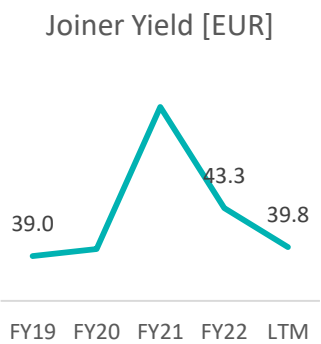
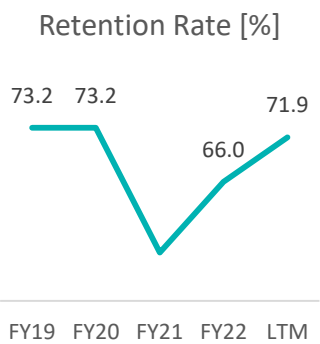
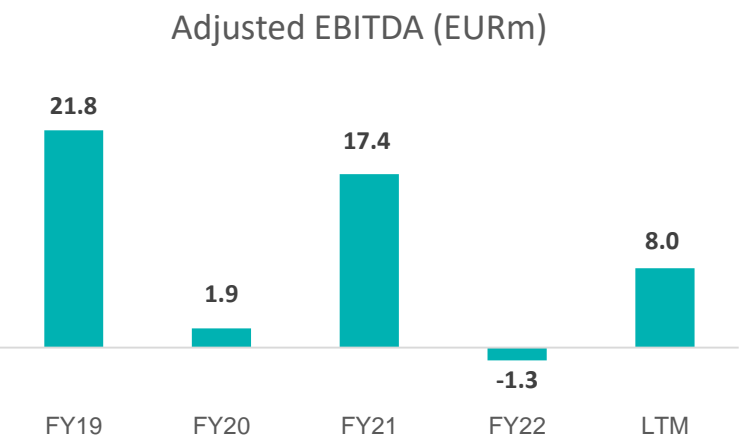
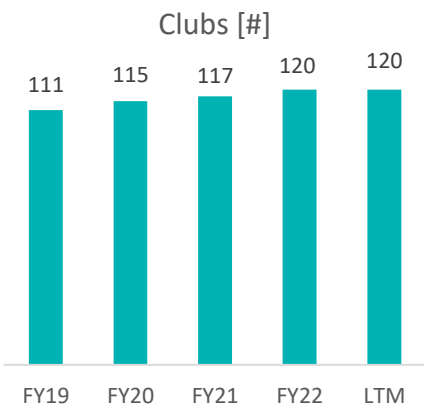
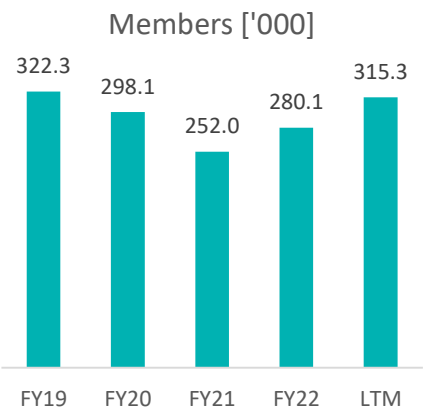
PRO FORMA FINANCIALS/KPIs LIFEFIT GROUP AND BY SEGMENT

APPENDIX

## Pro forma key financials



## Key performance indicators



FY21 significantly benefits from governmental support (> EUR 50.0m), monthly underlying EBITDA recovered in Apr-23

Portfolio segmentation leads to decrease in joiner yield, but above pre-covid due to increased pricing in Dec-19, FY21 peak due to more short-term contracts

FY20 and FY21 are affected by covid-19 club closures, FY21 significantly benefits from governmental support

1) Core business excludes all clubs/services, which already have been divested/closed or will not be continued. Including In Shape and Fitness LOFT on a pro forma base

# LIFEFIT GROUP PRO FORMA HISTORICAL PERFORMANCE (CORE BUSINESS)

Key Financials						
EURm	FY19 AC	FY20 AC	FY21 AC	FY22 AC	LTM AC	Δ% LTM-22
<b>Total Revenue</b>	<b>151.5</b>	<b>125.9</b>	<b>115.4</b>	<b>135.9</b>	<b>151.1</b>	<b>+11.1%</b>
thereof: Fitness First	112.0	88.8	77.6	93.0	104.3	
elbgym	2.3	2.3	2.9	4.0	5.1	
smile X	11.6	10.6	10.7	10.2	10.5	
In Shape	7.9	8.6	6.4	9.7	10.6	
Fitness Loft	17.7	15.7	17.7	19.0	20.5	
<b>EBITDA</b>	<b>20.1</b>	<b>0.8</b>	<b>15.6</b>	<b>-3.9</b>	<b>5.8</b>	
thereof: Fitness First	11.2	-3.4	6.3	-6.1	1.5	
elbgym	-0.1	-0.3	0.0	-0.8	-0.1	
smile X	4.4	2.8	4.2	0.7	0.9	
In Shape	1.4	0.8	0.0	1.0	1.4	
Fitness Loft	3.2	0.8	5.0	1.3	2.1	
<b>EBITDA margin [%]</b>	<b>13.3</b>	<b>0.6</b>	<b>13.5</b>	<b>-2.9</b>	<b>3.9</b>	
thereof: Fitness First	10.0	-3.8	8.1	-6.6	1.4	
elbgym	-3.7	-13.9	-0.7	-20.3	-1.7	
smile X	37.8	26.9	39.4	7.3	8.4	
In Shape	17.3	9.5	0.8	10.1	13.2	
Fitness Loft	17.9	5.2	28.2	7.1	10.5	
<b>Adjustments</b>	<b>1.7</b>	<b>1.1</b>	<b>1.9</b>	<b>2.6</b>	<b>2.1</b>	
thereof: Fitness First	1.7	1.1	1.9	2.6	2.1	
elbgym	0.1	0.0	0.0	0.0	0.0	
smile X	0.0	0.0	0.0	0.0	0.0	
In Shape	0.0	0.0	0.0	0.0	0.0	
Fitness Loft	0.0	0.0	0.0	0.0	0.0	
<b>Adjusted EBITDA</b>	<b>21.8</b>	<b>1.9</b>	<b>17.4</b>	<b>-1.3</b>	<b>8.0</b>	
thereof: Fitness First	12.9	-2.2	8.2	-3.6	3.6	
elbgym	0.0	-0.3	0.0	-0.8	-0.1	
smile X	4.4	2.8	4.2	0.7	0.9	
In Shape	1.4	0.8	0.0	1.0	1.4	
Fitness Loft	3.2	0.8	5.0	1.3	2.1	
<b>Adj. EBITDA margin [%]</b>	<b>14.4</b>	<b>1.5</b>	<b>15.1</b>	<b>-1.0</b>	<b>5.3</b>	
thereof: Fitness First	11.5	-2.5	10.5	-3.8	3.5	
elbgym	-0.2	-13.9	-0.7	-20.3	-1.7	
smile X	37.8	26.9	39.4	7.3	8.4	
In Shape	17.3	9.5	0.8	10.1	13.2	
Fitness Loft	17.9	5.2	28.2	7.1	10.5	

Key Performance Indicators						
	FY19 AC	FY20 AC	FY21 AC	FY22 AC	LTM AC	Δ% LTM-22
<b># of Clubs<sup>1</sup></b>	<b>111</b>	<b>115</b>	<b>117</b>	<b>120</b>	<b>120</b>	
thereof: Fitness First	60	61	60	60	60	
elbgym	3	3	4	7	7	
smile X	13	13	13	13	13	
In Shape	11	12	13	13	13	
Fitness Loft	24	26	27	27	27	
<b>Members ['000]</b>	<b>322.3</b>	<b>298.1</b>	<b>252.0</b>	<b>280.1</b>	<b>315.3</b>	<b>+12.6%</b>
thereof: Fitness First	206.4	183.9	147.8	166.1	194.2	
elbgym	3.3	3.6	4.0	5.1	5.4	
smile X	32.1	31.2	27.3	28.7	30.9	
In Shape	17.1	16.2	14.5	16.7	18.3	
Fitness Loft	63.2	63.2	58.5	63.5	66.5	
<b>Joiner Yield [EUR]</b>	<b>39.0</b>	<b>39.6</b>	<b>52.3</b>	<b>43.3</b>	<b>39.8</b>	<b>-8.1%</b>
thereof: Fitness First	47.9	52.2	61.1	50.7	50.1	
elbgym	71.4	72.1	63.5	72.1	71.9	
smile X	29.2	30.8	30.8	33.4	32.5	
In Shape	35.0	41.5	41.9	43.6	41.5	
Fitness Loft	21.1	21.1	23.1	26.0	27.4	
<b>ARPM [EUR]</b>	<b>40.3</b>	<b>34.0</b>	<b>34.7</b>	<b>42.4</b>	<b>43.6</b>	<b>+2.7%</b>
thereof: Fitness First	45.9	37.9	39.0	49.4	49.7	
elbgym	60.2	54.9	63.8	73.6	82.1	
smile X	31.8	27.8	30.4	30.2	29.6	
In Shape	45.3	43.0	34.9	49.6	52.2	
Fitness Loft	24.0	21.2	23.4	25.9	27.6	
<b>Retention %</b>	<b>73.2</b>	<b>73.2</b>	<b>56.5</b>	<b>66.0</b>	<b>71.9</b>	
thereof: Fitness First	72.6	69.6	49.2	67.5	76.6	
elbgym	64.1	69.9	52.7	48.9	59.9	
smile X	80.3	75.7	69.9	72.0	77.7	
In Shape	73.9	66.4	66.6	62.2	63.0	
Fitness Loft	70.8	70.8	68.2	61.3	60.1	

- Club closures due to the covid-19 lockdown resulted in missing joiners and consequently lower membership base (more than 80k members less vs. Q1/20 post second lockdown), which already recovered (incl. aggregator equivalents) and will continue to increase in future months
- Corona crisis has impacted retention, the new joiners with 70%+ long-term contracts will reverse this trend
- FY20 and FY21 revenue/ARPM is impacted by missing members, freezes, rejects/refunds as well as missing and decreased side revenues, but significantly benefits from governmental support (> EUR 50m in FY21)
- FY22 and LTM revenues are characterized by consistent membership recovery resulting in monthly revenue run-rate recovery in Jan-23 and monthly EBITDA recovery in Apr-23
- FY21 joiner yield increase is primary driven by shifted mix towards Fitness First with more short-term contracts (out of a 40 day trial period offer)
- FY22 and LTM decrease in yield results from focus on long-term contracts (contract value clearly improves) and -20% price reduction in Fitness First Red after portfolio segmentation (24 clubs moved into FSBP segment)





EXECUTIVE SUMMARY & UPDATE MULTIBRAND STRATEGY

STATUS UPDATE ON BUSINESS RECOVERY

PRO FORMA FINANCIALS/KPIs LIFEFIT GROUP AND BY SEGMENT

APPENDIX

## 1 Consolidation group

- The newly formed Lifefit Group MidCo was established 13 March 2019. The first financial year started with the entry in the commercial register on 9 April 2019 and ended on 31 December 2019. The following financial years will end in October.
- In May 22 (effective) the group acquired the 13 club strong network In Shape, in Dec 22 LifeFit acquired 27 club strong group FitnessLOFT
- The result of the second quarter FY2023 refers to the period 1 Feb 2023 to 30 Apr 2023.
- Group legal structure see appendix

## 2 IFRS

- Application of IFRS 16 Leases leads
  - to the capitalization of right-of-use assets of EUR 104.3m and of lease liabilities of EUR 143.3m as of 30 Apr 2023
  - to a negative P/L-effect of EUR 8.3m in the quarter caused by depreciation expenses of right-of-use assets and of interest expenses on lease liabilities (compared to the discontinuation of lease expenses in a comparable amount)
- The Group had total cash outflows for leases of EUR 15.7m for the period from 1 Nov 2022 to 30 Apr 2023.

## 3 Reported Results

- The reported results as well as the presented pro forma figures are preliminary and unaudited.
- In the reporting period, the Group posted a loss of EUR -5.4m and sales of EUR 41.3m.
- With EUR -2.2m the Cash Flow is negative in the quarter, Cash balance as of 30 Apr 2023 is EUR 13.6m.

## 4 Financial KPIs

- LifeFit Group has updated its Financial KPIs in FY2019/20 in the course of IFRS 16 changes
- This mainly impacts Reported Adjusted EBITDA, which includes cash rents and excludes IAS 17 rent adjustments
- FY22 annual report includes restatement re membership dues received during corona club closures, a bridge can be found in the annual report presentation

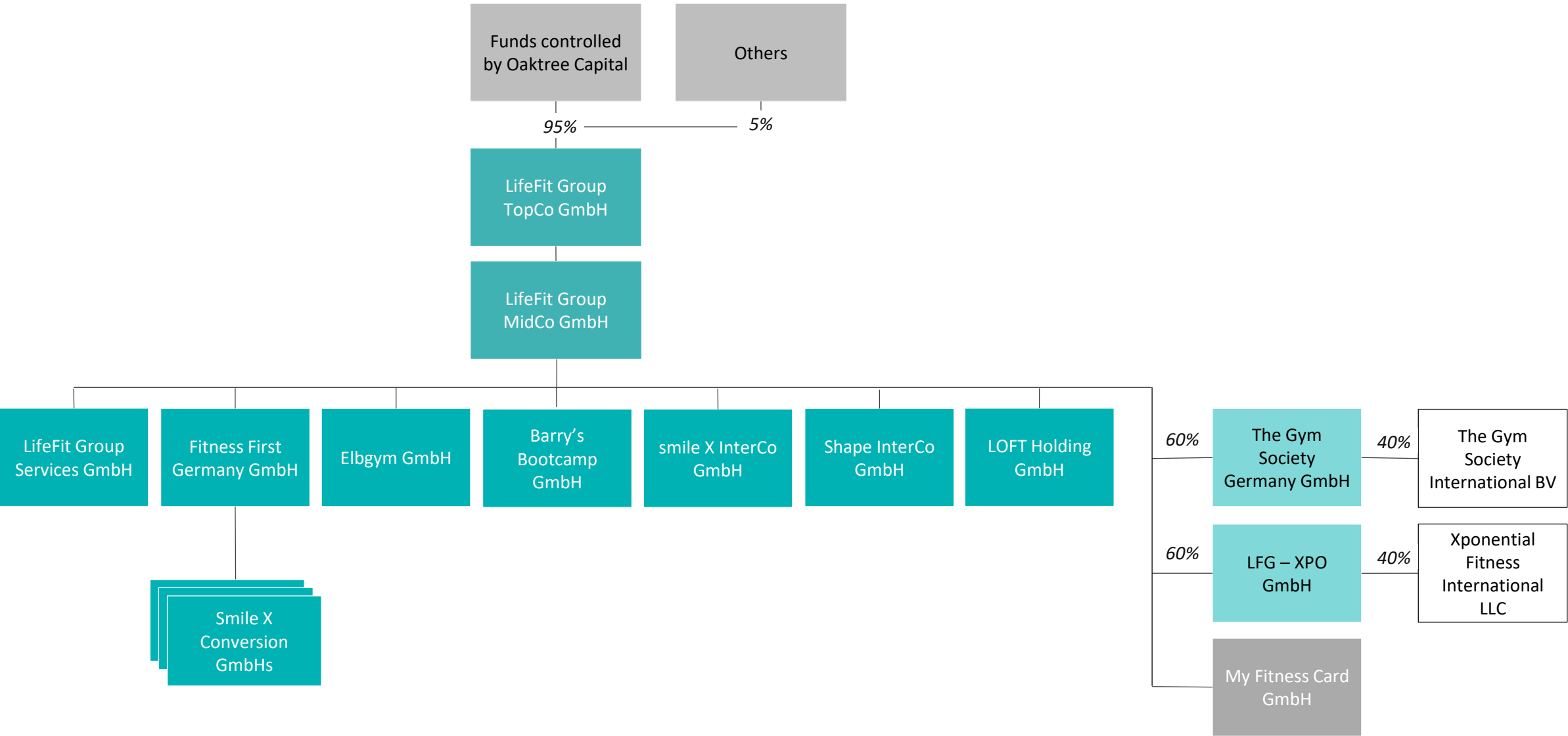
## 5 Pro Forma

- Due to the short financial years of Lifefit Group MidCo for FY19 and FY20, the acquisition of In Shape and FitnessLOFT in FY22/FY23 and for a better understanding of the financial results of the whole group LifeFit Group presents pro forma f/s considering the 12 months period 1 November to 31 October and adjusted for IFRS 16 impacts
- Pro forma LTM Total Revenue of the group was EUR 151.1m
- Pro forma adjusted LTM EBITDA of the group amounts to EUR 8.0m (core business<sup>1</sup>)

## 6 Outlook

- The quarterly interim unaudited report for Q3 FY2022/23 is planned to be published on 30 Sep 2023

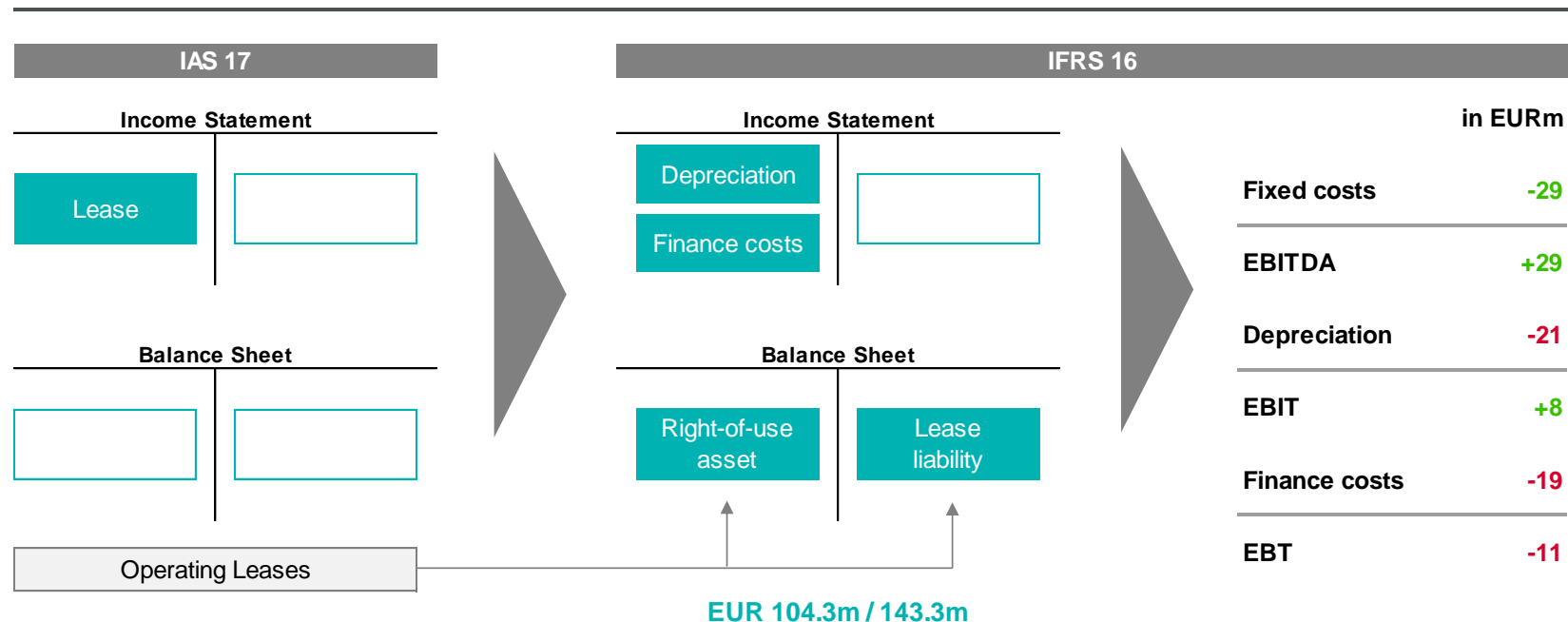
# PROJECTED GROUP LEGAL STRUCTURE AS OF 30 APR 2023



NOTE: Effective as of 30 June 2023 LifeFit Group MidCo GmbH ("LFG") acquired the 40% stake of Xponential Fitness Brands International LLC ("XPO") in LFG – XPO GmbH. The Master Franchise Agreement of LFG – XPO GmbH with XPO was amended and restated to reflect the new ownership structure in LFG – XPO GmbH and to continue the partnership between LFG and XPO established in 2019



## Impact on pro forma Financial Statements



- The application of IFRS 16 leases leads to a negative effect on the profit and loss of the period
- The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets
- LifeFit has lease contracts for various items of buildings (studios, offices, and warehouses), vehicles and fitness equipment. Leases of buildings generally have a non-cancelable lease term of 15 to 20 years, while vehicle and machinery leases have a lease term of 3 to 5 years.
- As of 30 April 2023 the group recognized the following right-of-use assets and lease liabilities
  - Buildings EUR 100.1m/138.4m
  - Other EUR 4.2m/4.9m
- The variance between the carrying amount of right-of-use assets and the lease liability results from deferred rent free periods, land lord contributions and impairments which are included in the business acquired.

## Impact on Credit Stats

	x PF adjusted EBITDA Arp-23 LTM (EUR 8.0m)	pre IFRS 16	under IFRS 16
Gross debt / PF EBITDA		8.8x	5.6x
Net debt / PF EBITDA		7.1x	5.3x

Gross debt based on EUR 55m senior secured bond, EUR 10m RCF and EUR 4.9m equipment finance leases (respectively EUR 143.3m lease liabilities under IFRS16), net debt reduced by EUR 13.6m cash at bank.

## Key Financials

EURm	FY19	FY20	FY21	FY22	LTM
	AC	AC	AC	AC	AC
<b>Total Revenue</b>	<b>159.6</b>	<b>128.7</b>	<b>116.0</b>	<b>135.9</b>	<b>151.1</b>
thereof: core	151.5	125.9	115.4	135.9	151.1
non-core	7.7	2.7	0.6	0.0	0.0
<b>EBITDA</b>	<b>19.3</b>	<b>0.2</b>	<b>14.9</b>	<b>-4.0</b>	<b>5.8</b>
thereof: core	20.1	0.8	15.6	-3.9	5.8
non-core	-0.7	-0.6	-0.6	-0.1	-0.1
<b>EBITDA margin [%]</b>	<b>12.1</b>	<b>0.2</b>	<b>12.9</b>	<b>-2.9</b>	<b>3.8</b>
thereof: core	13.3	0.6	13.5	-2.9	3.9
non-core	n/a	n/a	n/a	n/a	n/a
<b>Adjustments</b>	<b>2.4</b>	<b>1.7</b>	<b>2.5</b>	<b>2.6</b>	<b>2.2</b>
thereof: core	1.7	1.1	1.9	2.6	2.1
non-core	0.7	0.6	0.6	0.1	0.1
<b>Adjusted EBITDA</b>	<b>21.8</b>	<b>1.9</b>	<b>17.4</b>	<b>-1.3</b>	<b>8.0</b>
thereof: core	21.8	1.9	17.4	-1.3	8.0
non-core	-0.1	0.0	0.0	0.0	0.0
<b>Adj. EBITDA margin [%]</b>	<b>13.6</b>	<b>1.5</b>	<b>15.0</b>	<b>-1.0</b>	<b>5.3</b>
thereof: core	14.4	1.5	15.1	-1.0	5.3
non-core	n/a	n/a	n/a	n/a	n/a

## Key Performance Indicators

	FY19	FY20	FY21	FY22	LTM
	AC	AC	AC	AC	AC
<b># of Clubs<sup>1</sup></b>	<b>117</b>	<b>118</b>	<b>117</b>	<b>120</b>	<b>120</b>
thereof: core	111	115	117	120	120
non-core	6	3	0	0	0
<b>Members ['000]</b>	<b>330.2</b>	<b>303.6</b>	<b>252.0</b>	<b>280.1</b>	<b>315.3</b>
thereof: core	322.3	298.1	252.0	280.1	315.3
non-core	7.9	5.5	0.0	0.0	0.0
<b>Joiner Yield [EUR]</b>	<b>39.1</b>	<b>39.7</b>	<b>52.3</b>	<b>43.3</b>	<b>39.8</b>
thereof: core	39.0	39.6	52.3	43.3	39.8
non-core	42.7	43.0	39.4	n/a	n/a
<b>ARPM [EUR]</b>	<b>40.5</b>	<b>34.0</b>	<b>34.5</b>	<b>42.4</b>	<b>43.6</b>
thereof: core	40.3	34.0	34.7	42.4	43.6
non-core	n/a	n/a	n/a	n/a	n/a
<b>Retention %</b>	<b>73.2</b>	<b>73.2</b>	<b>56.5</b>	<b>66.0</b>	<b>71.9</b>
thereof: core	73.2	73.2	56.5	66.0	71.9
non-core	n/a	n/a	n/a	n/a	n/a

- Fitness First has gone through an portfolio optimisation process in the last years in the course of which more than 20 (mostly) unprofitable clubs have been divested or closed since Nov 16
- This causes a significant decline in memberships with total revenues going down EUR -7.7m (from FY19 to LTM) while EBITDA is not impacted that much
- Table on the left shows the bridge from core business numbers (cf. section on pro forma financials) to total pro forma

<sup>1</sup> excluding franchise clubs

Segment	Item	Comment	LTM Apr-23
Pro forma LTM Group EBITDA			5,794
FFG/LFG	Barrys set up/ramp-up	transaction/formation expenses and ramp-up losses	1,854
FFG/LFG	Divestment clubs & discontinued	refers to four clubs in reporting period	132
FFG/LFG	Ramp-up losses	One club to become EBITDA positive	68
FFG/LFG	New Business Development	HO employment costs related to new business development (Franchise, XPO)	124
Total Adjustments			2,178
Adjusted PF LTM Group EBITDA			7,972



## Consolidated Statement of Comprehensive Income

in EUR k	2nd Quarter - unaudited -			Year-to-Date - unaudited -		
	2022/2023	2021/2022	change	2022/2023	2021/2022	change
Revenue	41,285	23,683	17,603	75,967	46,261	29,706
State Aid	0	5,511	-5,511	0	5,511	-5,511
Other operating income	886	214	672	1,629	655	974
Cost of materials	1,145	2,800	931	2,058	4,461	-2,403
Personnel expenses	13,483	8,093	10,683	25,663	15,833	9,830
Other operating expenses	17,415	11,497	5,918	30,256	22,705	7,551
Amortisation and depreciation	8,186	8,578	-392	17,641	17,429	212
<b>Operating profit</b>	<b>1,943</b>	<b>-1,560</b>	<b>-4,376</b>	<b>1,979</b>	<b>-8,001</b>	<b>9,980</b>
Income from at-equity	-25	-37	12	-75	-101	26
Finance income	70	16	54	91	32	59
Finance costs	7,865	5,630	2,235	15,131	11,526	3,605
<b>Financial result</b>	<b>7,795</b>	<b>5,614</b>	<b>2,181</b>	<b>15,040</b>	<b>11,494</b>	<b>3,546</b>
<b>Loss before taxes</b>	<b>-5,877</b>	<b>-7,211</b>	<b>-6,545</b>	<b>-13,136</b>	<b>-19,596</b>	<b>6,460</b>
Income taxes	478	120	358	1,113	294	819
<b>Net loss for the period</b>	<b>-5,398</b>	<b>-7,091</b>	<b>-6,186</b>	<b>-12,023</b>	<b>-19,302</b>	<b>7,279</b>

## Consolidated Cash Flow Statement

in EUR k	2nd Quarter - unaudited -			Year-to-Date - unaudited -		
	2022/2023	2021/2022	change	2022/2023	2021/2022	change
Operating cash flow	-487	26,521	-27,008	6,035	25,664	-19,629
Investing cash flow	-503	-3,572	3,069	-14,130	-8,686	-5,444
Financing cash flow	-1,160	-6,726	5,566	13,316	-14,566	27,882
<b>Cash flow for the period</b>	<b>-2,150</b>	<b>16,223</b>	<b>-18,373</b>	<b>5,221</b>	<b>2,412</b>	<b>2,809</b>
Beginning cash	15,775	9,229		8,404	23,040	
<b>Closing cash</b>	<b>13,625</b>	<b>25,452</b>		<b>13,625</b>	<b>25,452</b>	

## Consolidated Balance Sheet

in EUR k	-unaudited - 30.04.2023	31.10.2022
<b>NON-CURRENT ASSETS</b>		
Goodwill	47,045	32,943
Intangible assets	19,136	8,558
Property, plant and equipment	45,032	43,794
Right-of-use-assets	104,305	89,535
Non-current trade receivables	1,871	1,871
Investments / Joint venture	1	1
Deferred tax assets	1,531	5,262
	<b>218,921</b>	<b>181,963</b>
<b>CURRENT ASSETS</b>		
Inventories	798	698
Trade receivables	2,430	1,839
Receivables from related parties	750	700
Current income tax assets	171	171
Other non-financial assets	5,774	3,285
Other financial assets	988	988
Cash and cash equivalents	13,625	8,404
	<b>24,535</b>	<b>16,085</b>
<b>TOTAL ASSETS</b>	<b>243,456</b>	<b>198,048</b>
<b>EQUITY</b>	<b>-108,901</b>	<b>-96,878</b>
<b>NON- CURRENT LIABILITIES</b>		
Financial liabilities	64,053	0
Shareholder debt	55,430	43,790
Other financial liabilities	12,881	46
Other provisions	2,339	2,639
Lease liabilities	122,148	112,651
	<b>256,851</b>	<b>159,126</b>
<b>CURRENT LIABILITIES</b>		
Financial liabilities	0	49,853
Trade payables	10,881	13,789
Other non-financial liabilities	3,897	4,457
Other financial liabilities	58,050	50,264
Other provisions	833	719
Lease liabilities	21,125	16,619
Income tax liabilities	720	99
	<b>95,506</b>	<b>135,800</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>243,456</b>	<b>198,048</b>

- In total, the consolidated equity of the group is negative. The equity position of the group has no legal impact. A test for balance sheet over-indebtedness is carried out at the level of LifeFit Group MidCo GmbH. As of the balance sheet date, the company's unaudited annual financial statements according to the German GAAP (HGB) show positive equity of approximately EUR 30.0m.
- Besides the accumulated losses until 31 January 2023 the negative consolidated equity of the group results from the difference of the purchase price of the acquisition of shares in Fitness First Germany GmbH, Elbgym GmbH and Barry's Bootcamp GmbH by LifeFit Group MidCo GmbH and Fitness First Germany GmbH's book value of net assets. The transaction had to be accounted for as a "transaction under common control" and no hidden reserves of Fitness First Germany GmbH, such as brand name, customer contracts or goodwill were considered. Had the transaction happened under third parties, the consolidated equity of the group would be substantially positive.

## Pro forma Financials + IFRS 16 impacts + Reported Financials

	Apr-23 LTM			Q2/FY2023			Q2/FY2023 REPORTED
EURm	AC pre IFRS16	Impact of IFRS16	AC under IFRS16	AC pre IFRS16	Impact IFRS16	AC under IFRS16	AC IFRS16
<b>KPIs</b>							
# of Clubs <sup>1</sup>	120			120			
Members ['000]	315.3			315.3			
Joiner Yield [EUR]	39.8			43.2			
ARPM [EUR]	43.6			45.6			
Retention % (annualised)	71.9			71.9			
<b>Profit/Loss</b>							
Revenue	151.1			42.2			42.2
EBITDA <sup>2</sup>	5.8	28.9	34.7	4.7	5.9	10.6	10.1
- Adjustments	2.2			0.5			
<b>Adjusted EBITDA</b>	<b>8.0</b>			<b>5.2</b>			
Depreciation & amortisation	-18.1	-20.9	-39.0	-4.2	-4.0	-8.2	-8.1
Exceptionals/One-off charges	-2.9			-0.4			
<b>Operating Profit/Loss</b>	<b>-15.2</b>		<b>-7.2</b>	<b>0.0</b>		<b>1.9</b>	<b>1.9</b>
Income from at equity investments	-0.2			0.0			0.0
Total Finance costs	-11.1	-18.7	-29.8	-3.5	-4.3	-7.8	-7.8
Total Tax	2.8			0.5			0.5
<b>Net Profit/Loss</b>	<b>-23.8</b>		<b>-34.5</b>	<b>-3.0</b>		<b>-5.4</b>	<b>-5.4</b>
<b>Cash Flow</b>							
EBITDA <sup>2</sup>	5.4			4.7			
Working capital	-6.3			-2.7			
Exceptionals & provisions	-3.9			-1.0			
Interest paid	-4.5			-1.5			
Tax	0.0			0.0			
<b>OPERATING CASH FLOW</b>	<b>-9.3</b>			<b>-0.5</b>			<b>-0.5</b>
Cash flow from investing activities	-23.6			-0.5			-0.5
<b>FREE CASH FLOW</b>	<b>-32.9</b>			<b>-1.0</b>			<b>-1.0</b>
Cash flow from financing activities	21.0			-1.2			-1.2
<b>NET CASH FLOW</b>	<b>-11.8</b>			<b>-2.2</b>			<b>-2.2</b>

## Notes

<sup>1</sup> excluding franchise clubs

<sup>2</sup> excluding exceptionals/one-off charges

## Pro forma Financials by Segment

	Apr-23 LTM						Q2/FY2023					
EURm	LifeFit Group	Fitness First	elbgym	smile X	In Shape	Fitness LOFT	LifeFit Group	Fitness First	elbgym	smile X	In Shape	Fitness LOFT
<b>KPIs</b>												
# of Clubs1	120	60	7	13	13	27	120	60	7	13	13	27
Members ['000]	315.3	194.2	5.4	30.9	18.3	66.5	315.3	194.2	5.4	30.9	18.3	66.5
Joiner Yield [EUR]	39.8	50.1	71.9	32.5	41.5	27.4	43.2	50.6	71.8	30.6	45.8	26.1
ARPM [EUR]	43.6	49.7	82.1	29.6	52.2	27.6	45.6	52.0	105.3	32.0	48.4	27.9
Retention % (annualised)	71.9	76.6	59.9	77.7	63.0	60.1	71.9	76.6	59.9	77.7	63.0	60.1
<b>Profit/Loss</b>												
Revenue	151.1	104.3	5.1	10.5	10.6	20.5	42.2	29.4	1.7	2.9	2.6	5.6
EBITDA <sup>2</sup>	5.8	1.4	-0.1	0.9	1.4	2.1	4.7	2.9	0.3	0.7	0.1	0.7
- Adjustments	2.2	2.2	0.0	0.0	0.0	0.0	0.5	0.5	0.0	0.0	0.0	0.0
<b>Adjusted EBITDA</b>	<b>8.0</b>	<b>3.6</b>	<b>-0.1</b>	<b>0.9</b>	<b>1.4</b>	<b>2.1</b>	<b>5.2</b>	<b>3.5</b>	<b>0.3</b>	<b>0.7</b>	<b>0.1</b>	<b>0.7</b>
Depreciation & amortisation	-18.1	-9.0	-0.7	-2.3	-2.8	-3.3	-4.2	-1.7	-0.2	-0.6	-0.3	-1.5
Exceptionals/One-off charges	-2.9	-4.1	0.0	1.3	0.0	0.0	-0.4	-0.4	0.0	0.0	0.0	0.0
<b>Operating Profit/Loss</b>	<b>-15.2</b>	<b>-11.7</b>	<b>-0.8</b>	<b>-0.2</b>	<b>-1.4</b>	<b>-1.1</b>	<b>0.0</b>	<b>0.8</b>	<b>0.1</b>	<b>0.1</b>	<b>-0.2</b>	<b>-0.8</b>
Income from at equity investments	-0.2	-0.2	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total Finance costs	-11.1	-10.7	0.0	0.0	-0.1	-0.4	-3.5	-3.4	0.0	0.0	0.0	-0.1
Total Tax	2.8	1.6	0.0	0.6	0.7	0.0	0.5	0.0	0.0	0.1	0.1	0.3
<b>Net Profit/Loss</b>	<b>-23.8</b>	<b>-21.1</b>	<b>-0.8</b>	<b>0.4</b>	<b>-0.8</b>	<b>-1.5</b>	<b>-3.0</b>	<b>-2.6</b>	<b>0.1</b>	<b>0.3</b>	<b>-0.1</b>	<b>-0.6</b>
<b>Cash Flow</b>												
EBITDA <sup>2</sup>	5.4	1.4	-0.1	0.9	1.4	1.7	4.7	2.9	0.3	0.7	0.1	0.7
Working capital	-6.3	-7.7	-0.1	1.7	0.0	-0.2	-2.7	-2.1	-0.1	-0.2	0.0	-0.3
Exceptionals & provisions	-3.9	-3.9	0.0	0.0	0.0	0.0	-1.0	-1.0	0.0	0.0	0.0	0.0
Interest paid	-4.5	-4.5	0.0	0.0	0.0	0.0	-1.5	-1.5	0.0	0.0	0.0	0.0
Tax	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
<b>OPERATING CASH FLOW</b>	<b>-9.3</b>	<b>-14.7</b>	<b>-0.2</b>	<b>2.6</b>	<b>1.4</b>	<b>1.5</b>	<b>-0.5</b>	<b>-1.6</b>	<b>0.2</b>	<b>0.5</b>	<b>0.1</b>	<b>0.4</b>
Cash flow from investing activities	-23.6	-30.2	0.0	-0.2	1.5	5.3	-0.5	-0.3	0.0	0.0	0.0	-0.2
<b>FREE CASH FLOW</b>	<b>-32.9</b>	<b>-44.8</b>	<b>-0.2</b>	<b>2.4</b>	<b>2.9</b>	<b>6.8</b>	<b>-1.0</b>	<b>-1.9</b>	<b>0.2</b>	<b>0.5</b>	<b>0.0</b>	<b>0.2</b>
Cash flow from financing activities	21.0	21.5	-0.1	-0.2	-0.1	0.0	-1.2	-1.0	0.0	-0.1	0.0	0.0
<b>NET CASH FLOW</b>	<b>-11.8</b>	<b>-23.4</b>	<b>-0.2</b>	<b>2.2</b>	<b>2.8</b>	<b>6.8</b>	<b>-2.2</b>	<b>-2.9</b>	<b>0.2</b>	<b>0.4</b>	<b>0.0</b>	<b>0.2</b>

## Notes

<sup>1</sup> excluding franchise clubs

<sup>2</sup> excluding exceptionals/one-off charges



Inspiring each other  
and always winning  
as a team



Blowing away customer  
expectations with our love for  
health and fitness



Taking responsibility,  
being entrepreneurial  
and always keep going



Always striving  
for excellence



Doing the right  
thing – every time