

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

22/06/05

ORDINARY AND SPECIAL RESOLUTIONS

of

SOHO HOUSE PLC

(the 'Company')

(Passed on 23 May 2005)

At an extraordinary general meeting of the Company duly convened and held at The Electric Cinema, 191 Portobello Road, London W11 on 23 May 2005 at 11:00am, the following resolutions were passed as ordinary and special resolutions:

SPECIAL RESOLUTION

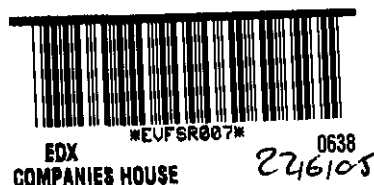
1. THAT:

For the purposes of giving effect to the Scheme of Arrangement (the '**Scheme**') dated 28 April 2005 between the Company, the Scheme Shareholders, the Continuing Shareholders and the New Shareholders (each as defined in the Scheme, a print of which has been provided to the meeting and for the purposes of identification signed by the Chairman of the meeting) in its original form or with or subject to any modification, addition or condition approved or imposed by the Court and agreed by Montalcine and Active (as defined in the Scheme) and the Company:

1.1 the share capital of the Company be reduced by cancelling and extinguishing all the Scheme Shares; and

1.2 forthwith and contingent upon such reduction of share capital taking effect:

- (a) the share capital of the Company be increased to its former amount by the creation of such number of new Ordinary Shares (as defined in the Scheme) as shall have an aggregate nominal value equal to the aggregate nominal value of the Scheme Shares cancelled pursuant to sub-paragraph 1.1 above and having the same rights and privileges as such Scheme Shares;



- Actions
Allotments*
- (b) the reserve arising in the books of account of the Company as a result of the cancellation of the Scheme Shares be applied in paying up in full at par the new Ordinary Shares created pursuant to sub-paragraph 1.2(a) above, such new Ordinary Shares, notwithstanding section 89 of the Companies Act 1985 (the 'Act'), to be allotted and issued credited as fully paid to the New Shareholders and Continuing Shareholders and/or to their respective nominee(s) in accordance with the Scheme;
 - (c) conditionally on the Scheme becoming effective, the directors of the Company be and they are hereby generally and unconditionally authorised pursuant to and in accordance with section 80 and section 95 of the Act to give effect to this resolution and accordingly to effect the allotment of the new Ordinary Shares referred to in paragraph 1.2 (b) above as if section 89 of the Act did not apply, provided that:
 - (1) this authority shall expire on 22 May 2010;
 - (2) the maximum aggregate nominal amount of shares which may be allotted hereunder shall be £1,216,786.90; and
 - (3) this authority shall be in addition to and without prejudice to any other authority in force on the date on which this resolution is passed; and
 - (d) the directors be and they are hereby authorised pursuant to and in accordance with section 80 of the Act to allot for cash one Ordinary Share to Active provided that:
 - (1) this authority shall expire on 31 July 2005;
 - (2) the maximum aggregate nominal amount of shares which may be allotted hereunder shall be £0.10; and
 - (3) this authority shall be in addition to and without prejudice to any other authority in force on the date on which this resolution is passed; and
 - (e) forthwith on the passing of this resolution and only in the event that Special Resolution 2 below is not passed, the Articles of Association of the Company be altered by the adoption and inclusion of the following new Article 166:
 - "166. Scheme of Arrangement
 - 166.1 In this Article, references to the "Scheme" are to the scheme of arrangement between the Company, the Scheme Shareholders, the Continuing Shareholders and the New Shareholders (each as defined in the Scheme) under section 425 of the Companies Act 1985 set out in the circular to the Company's shareholders dated 28 April 2005 (in its original

form or with or subject to any modification, addition or condition approved or imposed by the Court or in accordance with the terms of the Scheme) and terms defined in the Scheme shall have the same meanings in this Article.

166.2 Notwithstanding any other provision of these Articles, if the Company registers the transfer of any shares or issues any shares (other than in accordance with the Scheme) after the adoption of this Article and prior to 6.00 pm on the day before the date on which the order of the Court is made sanctioning the Scheme, the transfer of such shares shall be on terms that, and such shares shall be allotted and issued on terms that, such shares are subject to the terms of the Scheme and the holder or holders of such shares shall be bound by the Scheme accordingly.

166.3 If on or after 6.00 pm on the day before the date on which the order of the Court is made sanctioning the Scheme any shares in the Company are allotted and issued or transferred to any person or persons ("a non-Scheme member") otherwise than in accordance with the Scheme or the Refinancing, such new shares shall be transferred immediately upon the Scheme becoming effective in accordance with its terms or, if later, on issue, free of all encumbrances, to a person appointed by the Company, to be held as nominee for and on behalf of such person as may be nominated by the Directors (the '**Nominee**') in the same proportions as the new Ordinary Shares issued pursuant to clause 3 of the Scheme, in consideration of and conditional on the payment to the non-Scheme member by the Company on behalf of the Nominee of £4.25 for each such share, funded by the Nominee in the same proportions as the new Ordinary Shares issued pursuant to clause 3 of the Scheme.

166.4 To give effect to any such transfer required by this Article 166, the Company may nominate the person so appointed or any other person to execute a form or instruction of transfer on behalf of the non-Scheme member in favour of the person so appointed and the Company may give a good receipt for the purchase price of the shares so transferred and may register the person so appointed as the holder thereof and issue to them certificates for the same. The Company shall not be obliged to issue a certificate to the non-Scheme member for any shares to which this Article 166 applies. Pending the registration of the person so appointed as the holder of any shares to be transferred pursuant to this Article 166, the person so appointed shall act as attorney on behalf of the non-Scheme member in accordance with such directions as the Nominee and/or their respective

Noted previously

nominee(s) may give in relation to any dealings with or disposal of such share (or any interest therein), exercising any rights attached thereto or receiving any distribution or other benefit accruing or payable in respect thereof.

166.5 If the Scheme shall not have become effective by 31 July 2005 or such later date (if any) as the Company and the Nominee may agree and the Court may approve this Article 166 shall be of no effect."

SPECIAL RESOLUTION

2. THAT:

Forthwith on the passing of this resolution, the Company adopt the new articles of association in the form presented to the meeting and signed by the Chairman of the meeting for the purposes of identification (the '**Refinancing Articles**') in substitution for and to the exclusion of the existing articles of association of the Company.

SPECIAL RESOLUTION

3. THAT:

The Company, being a public limited company, be re-registered under section 53 of the Act as a private company limited by shares and accordingly:

3.1 the memorandum of association, be altered as follows conditional upon and with effect from the date of re-registration of the Company as a private company:

(a) by the replacement of clause 1 with a new clause 1 as follows:

'The Company's name is Soho House Limited'; and

(b) by the deletion of clause 2 and the re-numbering of subsequent clauses accordingly; and

3.2 conditional upon and with effect from the date of re-registration of the Company as a private company, the Refinancing Articles be amended by 'Soho House PLC' being replaced with 'Soho House Limited' throughout.

ORDINARY RESOLUTION

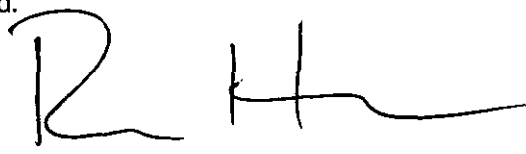
4. THAT:

Forthwith on the passing of this resolution, the following property transactions in which directors of the Company have an interest be and are hereby approved for the purposes of section 320 of the Act:

*Actions
Previously*

- 4.1 the proposed sale by Soho House (UK) Limited (the terms of which are set out in a Deed dated 6 May 2004) of its equitable interest in the freehold premises known as 11 Basset Road, London W10 (the '**s320 Property**') to Nicholas and Kirsty Jackson Jones for £247,900 in which proposed sale Nicholas Jones, a director of the Company, has an interest as the joint registered owner of the s320 Property; and
- 4.2 the proposed purchase by the Company of the restaurant known as Cecconi's situated at 5 Burlington Gardens, W15 3EW from Plaza Restaurant Holdings Limited, in which proposed purchase Hani Farsi, a director of the Company, has an interest as a director of Plaza Restaurant Holdings Limited.

Actioned
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Chairman