

No. 3288116

*The Companies Acts 1985 to 1989*

A Company Limited by Shares

## Special Resolution

of

## Soho House Limited

At an Extraordinary General Meeting of the Company duly convened and held on 14 September 2006 the following resolution was passed as a Special Resolution:

### Resolution

**That** for the purpose of giving effect to the Shareholder Financing (as defined in Part III of the Circular dated 21 August 2006 which has been circulated to all members and a copy of which is produced to the meeting and signed by the Chairman for the purpose of identification) the pre-emption rights on the issue of shares set out in the articles of association of the Company (the '**Articles**') be disapplied in respect of all shares to be issued to the Stockholders (as defined in Part III of the Circular) on the conversion of their respective stock pursuant to the terms of the Loan Agreement.



.....  
Chairman

