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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

050417/104

Particulars of a mortgage or charge

395

A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

12

03288116

Name of company

* SOHO HOUSE LIMITED (the "Chargor")

Date of creation of the charge

28 May 2008

Description of the instrument (if any) creating or evidencing the charge (note 2)

Charge Over Shares (the "Charge")

Amount secured by the mortgage or charge

+
1φ

All or any monies and liabilities which shall from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to BoS by any Group Company, whether actually or contingently, solely or jointly and whether as principal or surety and whether or not BoS shall have been an original party to the relevant transaction, and including interest, discount, commission and other lawful charges or expenses which BoS may in the course of its business charge or incur in respect of any of those matters or for keeping the Chargor's account, and so that interest shall be computed and compounded according to the usual BoS rates and practice as well after as before any demand made or decree obtained under or in relation to the Charge (the "Secured Liabilities")

See Continuation sheet for definitions

Names and addresses of the mortgagees or persons entitled to the charge

Bank of Scotland plc, The Mound, Edinburgh ("BoS")

Postcode EH1 1YZ

Presentor's name address and
reference (if any)

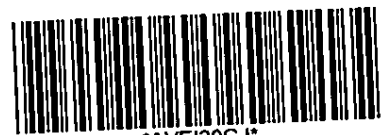
Maclay Murray & Spens LLP
Quartermile One
15 Lauriston Place
Edinburgh
EH3 9EP

For official Use (06/2005)

Mortgage Section

Post room

TUESDAY



AVEI20GJ

A21

10/06/2008

108

COMPANIES HOUSE

Time critical reference

TZW/CEXM/SMK/BAN/13/3378

Short particulars of all the property mortgaged or charged

See Continuation sheet

Please do not
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*Please complete
legibly, preferably
in black type, or
bold block
lettering*

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Andy Reid

Date

6/6/08

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ [chargee] †

for and on behalf of
MacLay Murray & Spence LLP

A fee is payable
to Companies
House in
respect of each
register entry
for a mortgage
or charge
(See Note 5)

† delete as
appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395) If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398) A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No 398 is submitted
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as the case may be, should be given
- 3 In this section there should be inserted the amount or rate per cent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his,
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return The rate of interest payable under the terms of the debentures should not be entered
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is **Companies House, Crown Way, Cardiff CF14 3UZ**

Pursuant to Section 395 of the Companies Act 1985

Continuation sheet

To the Registrar of Companies

Name of company
SOHO HOUSE LIMITED

Company number
03288116

Short Particulars of the property mortgaged or charged:

- 1 The Chargor, with full title guarantee and as a continuing security for the payment and discharge of the Secured Liabilities, hereby charges in favour of BoS by way of first fixed charge
 - 1 1 its entire right, title and interest in and to the Shares, *being*
 - 1 2 its entire right, title and interest in and to any Securities, and *+ 95*
 - 1 3 where the context so admits, all dividends, monies and assets whatsoever at any time accruing on, or payable or receivable in respect of, any of the Shares or the Securities and all voting and other rights, benefits and powers of any kind at any time attaching or accruing to, or exercisable in respect of, any of the Shares or the Securities,
(together the "Charged Assets")
- 2 The Chargor will not without the prior written consent of BoS
 - 2 1 create or attempt to create or permit to subsist any right in security, mortgage, charge, lien or encumbrance (other than a lien arising in the ordinary course of business by operation of law or any charge in favour of BoS) in respect of all or any of the Charged Assets, or
 - 2 2 sell, transfer, assign or otherwise dispose of all or any of the Charged Assets, or
 - 2 3 in any way dispose of the equity of redemption of any of the Charged Assets or any interest in any such Charged Asset

In this form 395

"Facility Letter" means the facility letter dated 16 January 2008 from BoS to, among others, SHG Acquisition (UK) Limited, in relation to term loan and capex facilities (as such letter is amended, varied, supplemented, novated, restated or replaced from time to time),

"Group Company" has the meaning given to that term in the Facility Letter,

“Original Shares” means the shares described in the Schedule of the Charge, being in particular 199,484 Ordinary shares of £0.01 each in Soho House UK Limited, and 1 Ordinary share of £1.00 each in Cowshed Products Limited,

“Securities” means all securities of any kind which may, whether directly or indirectly, be derived from the Shares, whether by way of bonus, rights, exchange, option, preference, capital reorganisation or otherwise howsoever, and

“Shares” means the Original Shares together with all other shares in the capital of Soho House UK Limited and Cowshed Products Limited held from time to time by the Chargor



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

**COMPANY NO. 3288116
CHARGE NO. 12**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A CHARGE OVER SHARES DATED 28
MAY 2008 AND CREATED BY SOHO HOUSE LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM ANY
GROUP COMPANY TO BANK OF SCOTLAND PLC ON ANY
ACCOUNT WHATSOEVER UNDER THE TERMS OF THE
AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING
THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1
PART XII OF THE COMPANIES ACT 1985 ON THE 10 JUNE 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13 JUNE 2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES