

Registered number: 03288116

SOHO HOUSE LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE 53 WEEKS ENDED ENDED 3 JANUARY 2021



SOHO HOUSE LIMITED

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SOHO HOUSE LIMITED

COMPANY INFORMATION

Directors	A R Carnie N K A Jones
Registered number	03288116
Registered office	180 The Strand London WC2R 1EA
Independent auditors	BDO LLP 55 Baker Street London W1U 7EU

SOHO HOUSE LIMITED

STRATEGIC REPORT

FOR THE 53 WEEKS ENDED 3 JANUARY 2021

The directors present their strategic report together with the audited financial statements for the period ended 3 January 2021.

Principal activities

The principal activity of the company is that of an intermediate investment holding company deriving income and incurring expenses in connection with the management of those investments. The company holds the investments for the entire UK and European group operating companies representing the UK and European businesses of Soho House Holdings Limited (the "Worldwide Group"), which following the Initial Public Offering in July 2021, is now Membership Collective Group Inc. Turnover is derived from membership income and management fees predominantly relating to the Ned and Soho House Mumbai.

Review of the Company's investment business

The Company has investments in subsidiaries and joint venture arrangements in various parts of the world. The main investees are Soho House UK Limited, Soho Home Limited, Cowshed Products Limited and Soho House Berlin GmbH and their performances are detailed below:

Soho House UK Limited is the principal operating company for the UK business. Turnover for the company was £98.6m for the 53 weeks to 3 January 2021, compared to £182.0m for the 52 weeks to 29 December 2019 representing a 46% decrease in turnover on the prior year. The decrease was predominantly driven by long term closures across all sites as a result of the COVID-19 global pandemic. The adjusted earnings before interest, taxation, depreciation, amortisation, foreign exchange, new site development costs, profit on disposal of fixed assets, non-cash rent and other exceptional items is negative £16.5m (29 December 2019 - £9.0m) - decrease on prior period of 283% was driven by long term closures across all sites as a result of the COVID-19 global pandemic.

Soho House Berlin GmbH's turnover for the 53 weeks ended 3 January 2021 was €14.6m (52 weeks ended 29 December 2019 - €28.4m) representing a 49% decrease in turnover on the prior year primarily due to the Covid-19 global pandemic. The Adjusted EBITDA for the Company decreased from €5.0m to €0.4m.

Soho Home Limited's turnover for the 53 weeks ended 3 January 2021 was £12.2m (52 weeks ended 29 December 2019 - £11.0m) representing a 11% increase primarily relating to online retail. The Company's gross margin has increased by 18% to 38% in the current year as a result of smarter purchasing from suppliers of the new product ranges launched throughout the year, with improved margins on sales. The Adjusted EBITDA is negative £1.5m (29 December 2019 - negative £3.4m).

Cowshed's turnover for the 53 weeks ended 3 January 2021 was £9.3m (52 weeks ended 29 December 2019 - £14.5m) representing a 36% decrease in turnover on the prior year. The Company's gross margin has decreased by 2% to 62% in the current year as a result of further increases in cost prices from suppliers. The adjusted earnings before interest, tax, depreciation and amortisation, loss on disposal of fixed assets, new site development costs, foreign exchange and exceptional items ("Adjusted EBITDA") is negative £0.2m (52 weeks ended 29 December 2019 - positive £0.5m).

Soho House Limited has other investments in subsidiaries and joint venture arrangements based in Europe and Asia. All of these sites were impacted significantly by long term closures as a result of the COVID-19 global pandemic. In 2021, there was a roll-out of vaccinations, and many of the governmental restrictions across the world began to be lifted. Consequently, sites have been re-opened, trading activities have re-started and house/club membership is increasing across the group.

In April 2019, the company acquired Scorpios, a beach club, and an adjacent hotel, San Giorgio, which has subsequently been relaunched as Soho Roc House in Mykonos, Greece. In April 2021, the company acquired an additional 12% equity interest from various non-controlling interest holders of Paraga Beach S.A (owns and operates the Scorpios Beach Club). In May 2021, the company acquired a further 11% equity interest in Paraga Beach S.A.

SOHO HOUSE LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE 53 WEEKS ENDED 3 JANUARY 2021

Review of the Company's business

The directors are pleased with the performance of the company's key investments, as discussed above, given the difficult trading conditions in the reporting period.

Financial risk management objectives and policies

The company uses various financial instruments which include cash, trade debtors, trade creditors and amounts due to group undertakings that arise directly from its operations. The main purpose of these financial instruments is to raise finance for the group's operations. The existence of these financial instruments exposes the company to a number of financial risks, which are described in more detail below. The main risks arising from the company's financial instruments are credit risk and liquidity risk. The directors review and agree policies for managing each of these risks and they are summarised below. These policies have remained unchanged from previous periods.

Liquidity risk

The company manages its cash and borrowing requirements centrally to maximise interest income and minimise interest expense, whilst ensuring that the company has sufficient liquid resources to meet the operating needs of its business.

Credit risk

Receivables balances are monitored on an ongoing basis and provision is made for doubtful debts as necessary. The risk is mitigated somewhat as the majority of the company's receivables relate to intercompany balances or balances due from related parties.

Principal risks and uncertainties

The current outbreak of COVID-19 has caused and will continue to cause, disruption to our business, financial condition, liquidity, results of operations, cash flows or prospects. Further, the spread of the COVID-19 outbreak has caused severe disruptions in the global economy and financial markets and could potentially create widespread business continuity issues of an as yet unknown magnitude and duration.

In response to the economic challenges and uncertainty resulting from the COVID-19 pandemic and its impact on our businesses, we accelerated our cost efficiencies programs. During the financial year 2020, we implemented four rounds of redundancies; which reduced Group Head Office employee headcount by 19%. We offered credits (member credits) to members who have not been able to use our Houses, thus keeping the allegiance of the members. When our physical sites were forced to close during the pandemic, there was minimal impact on the retention of Soho House members. This is demonstrated by our large and growing MCG global waiting list, which as of 3 October 2021 stood at over 66,700 applicants. In addition, we re-organised our clubs, restaurants and working spaces to keep the business going. We also re-organised our offices to bring back employees to work in a safe environment whilst providing them with appropriate health and safety protection. Additionally, we delayed some development programmes and other capital expenditure.

Future developments

The company will continue to hold all the current and future investments in the UK and European group operating companies under the Worldwide Group.

Going concern

These financial statements have been prepared on the going concern basis, taking into account the Group's, of which the Company is a subsidiary of and which takes account of the inter-relationship the Company has with the group too, forecasts and projections of anticipated trading performance, which reflect management's judgements in estimating the probability, timing and value of underlying cash flows (which include consideration of the impact of the global coronavirus (COVID-19) pandemic) and that the company's parent, Membership Collective Group Inc, has confirmed that it will continue to provide such financial support as the company

SOHO HOUSE LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE 53 WEEKS ENDED ENDED 3 JANUARY 2021

requires for its continued operations and so it can continue trading for a period of at least 12 months from the date of approval of these financial statements. Refer to "Going Concern" in note 2 to the financial statements for further detail which forms part of this report by cross reference.

Subsequent events

Note 18 forms part of this report by cross reference.

On behalf of the board


N K A Jones
Director

Date: 18/02/2022

SOHO HOUSE LIMITED

DIRECTORS' REPORT

FOR THE 53 WEEKS ENDED ENDED 3 JANUARY 2021

The directors present their report together with the audited financial statements for the 53 weeks ended ended 3 January 2021.

Results and dividends

The statement of comprehensive income is set out on page 10 and shows the loss for the period.

The directors do not recommend the payment of a dividend (29 December 2019 - £Nil).

Directors

The directors who served during the 53 weeks ended were:

R A Caring (resigned 2 December 2021)
A R Carnie (appointed 9 November 2020)
N K A Jones
P J McPhee (resigned 9 November 2020)

Directors' responsibilities statement

The directors are responsible for preparing the strategic report, the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors have included information in relation to financial risk management objectives and policies, information on exposure to certain risks, post balance sheet events, future developments in the business and policies regarding the employment of disabled persons in the strategic report on pages 2 to 4.

SOHO HOUSE LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE 53 WEEKS ENDED ENDED 3 JANUARY 2021

Auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

BDO LLP have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

On behalf of the board


N K A Jones
Director

Date: 18/02/2022

SOHO HOUSE LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SOHO HOUSE LIMITED FOR THE 53 WEEKS ENDED 3 JANUARY 2021

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 3 January 2021 and of its loss for the 53 weeks then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Soho House Limited ("the Company") for the 53 weeks ended 3 January 2021 which comprise of the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and Notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Report and Financial Statements other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

SOHO HOUSE LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SOHO HOUSE LIMITED FOR THE 53 WEEKS ENDED 3 JANUARY 2021

Other Companies Act 2006 reporting

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of Directors

As explained more fully in the Statement of Directors' Responsibilities, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We have identified and assessed the potential risks related to irregularities, including fraud, by considering the following:
 - o Enquiries of management regarding: the compliance with laws and regulations; the detection and response to the risk of fraud and any knowledge of actual, suspected or alleged fraud; and
 - o Obtaining an understanding of the legal and regulatory framework in which the Company operates and

SOHO HOUSE LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SOHO HOUSE LIMITED FOR THE 53 WEEKS ENDED ENDED 3 JANUARY 2021

considered the significant laws and regulations to be accounting standards.

- We have responded to risks identified by performing procedures including the following:

- o Enquiry of in-house management and external legal counsel concerning actual and potential litigation and claims;
- o Performing analytical procedures to identify any unusual or unexpected relationships which may indicate risks of misstatement due to fraud;
- o Reading the minutes of meetings of those charged with governance; and
- o Review of financial statements disclosures and testing to supporting documentation.

- We have also considered the risk of fraud through management override of controls by:

- o Testing on a sample basis the appropriateness of journal entries and other adjustments; and
- o Assessing whether the judgements made in making accounting estimates are indicative of potential bias.

- We have also considered the risk of fraud through inappropriate or incorrect recognition of revenue by:

- o Obtaining an understanding of the processes and controls that the Company (through its Group) has established to address risks identified, or that otherwise prevent, deter and detect fraud; and how management monitors that processes and controls.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:

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Iain Henderson (Senior Statutory Auditor)

For and on behalf of BDO LLP,
Statutory auditor
London, UK

Date: 18/02/2022

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

SOHO HOUSE LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE 53 WEEKS ENDED ENDED 3 JANUARY 2021

		53 weeks ended 3 January 2021 £	52 weeks ended 29 December 2019 £
	Note		
Turnover		1,083,493	3,124,323
Cost of sales		-	-
Gross profit		1,083,493	3,124,323
Administrative expenses		(1,402,709)	(1,399,984)
Exceptional administrative expenses	3	(2,186,481)	(6,913,561)
Operating loss	3	(2,505,697)	(5,189,222)
Profit/(loss) on disposal of fixed assets		163,611	(7,770)
Loss on ordinary activities before interest and other income		(2,342,086)	(5,196,992)
Other interest receivable and similar income - from joint venture		973,121	1,024,871
Interest payable and similar charges	5	-	(316,823)
(Loss) on ordinary activities before taxation		(1,368,965)	(4,488,944)
Taxation on (loss) on ordinary activities before taxation	6	-	(63,074)
(Loss) and total comprehensive (loss) for the period		(1,368,965)	(4,552,018)

	53 weeks ended 3 January 2021 £	52 weeks ended 29 December 2019 £
Adjusted EBITDA *	697,670	2,796,845
Depreciation and amortisation (Note 7 and 8)	(960,868)	(1,141,256)
New site development costs	-	8,205
Profit/(loss) on disposal of fixed assets	163,611	(7,770)
Foreign exchange	(98,504)	68,315
Exceptional items (Note 3)	(2,307,606)	(6,913,561)
Operating loss	(2,505,697)	(5,189,222)


All amounts relate entirely to continuing operations.

*Adjusted EBITDA is earnings before interest, tax, depreciation and amortisation, profit/(loss) on disposal of fixed assets, new site development costs, foreign exchange and other exceptional items.

SOHO HOUSE LIMITED**STATEMENT OF FINANCIAL POSITION
AS AT 3 JANUARY 2021**

	Note	3 January 2021 £	29 December 2019 £
Fixed assets			
Intangible fixed assets	7	230,701	195,072
Tangible assets	8	2,779,806	2,900,742
Investments	9	40,543,294	40,543,294
		<u>43,553,801</u>	<u>43,639,108</u>
Current assets			
Debtors: amounts falling due after more than one year	10	12,471,273	10,887,250
Debtors: amounts falling due within one year	10	52,441,564	50,640,065
Cash at bank and in hand		224,464	367,020
		<u>65,137,301</u>	<u>61,894,335</u>
Creditors: amounts falling due within one year	11	(67,953,355)	(68,895,151)
Net current liabilities		<u>(2,816,054)</u>	<u>(7,000,816)</u>
Total assets less current liabilities		<u>40,737,747</u>	<u>36,638,292</u>
Creditors: amounts falling due after more than one year	12	(5,386,950)	-
Provisions for liabilities	13	(845,120)	(763,650)
		<u>(845,120)</u>	<u>(763,650)</u>
Net assets		<u><u>34,505,677</u></u>	<u><u>35,874,642</u></u>
Capital and reserves			
Called up share capital	14	1,356,102	1,356,102
Share premium account		36,054,575	36,054,575
Capital contribution		4,683,562	4,683,562
Profit and loss account		(7,588,562)	(6,219,597)
		<u>34,505,677</u>	<u>35,874,642</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:


N K A Jones
Director

Date: 18/02/2022

The notes on pages 13 to 29 form part of these financial statements.

SOHO HOUSE LIMITED**STATEMENT OF CHANGES IN EQUITY
FOR THE 53 WEEKS ENDED ENDED 3 JANUARY 2021**

	Called up share capital £	Share premium account £	Capital contribution £	Profit and loss account £	Total deficit £
At 31 December 2018	1,356,102	36,054,575	4,683,562	(1,667,579)	40,426,660
Comprehensive income for the period					
Loss for the period	-	-	-	(4,552,018)	(4,552,018)
At 30 December 2019	1,356,102	36,054,575	4,683,562	(6,219,597)	35,874,642
Comprehensive income for the period					
Loss for the period	-	-	-	(1,368,965)	(1,368,965)
At 3 January 2021	1,356,102	36,054,575	4,683,562	(7,588,562)	34,505,677

The notes on pages 13 to 29 form part of these financial statements.

SOHO HOUSE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 53 WEEKS ENDED ENDED 3 JANUARY 2021

1. General information

Soho House Limited is a Private Company limited by shares incorporated in England & Wales under the Companies Act. The address of the registered office is given on the contents page and the nature of the Company's operations and its principal activities are set out in the Strategic Report.

The financial statements are presented in Sterling (£). Monetary amounts in the financial statements are rounded to the nearest £.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements of In House Design and Build Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and in accordance with the requirements of the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies.

These financial statements are prepared on a going concern basis, under the historical cost convention and are in accordance with the applicable accounting standards.

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless stated otherwise.

2.2 Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.39 to 11.48A;
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.29; and
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Soho House Holdings Limited, incorporated in Jersey, which was the ultimate parent company as at 3 January 2021 and these financial statements may be obtained from the website of the new ultimate parent company (Membership Collective Group) on S1-Form:

<https://www.membershipcollectivegroup.com/financials/sec-filings/default.aspx>.

Following the Initial Public Offering of Membership Collective Group in July 2021, the ultimate parent company became the Membership Collective Group. See note 18 for further details.

SOHO HOUSE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 53 WEEKS ENDED ENDED 3 JANUARY 2021

2. Accounting policies (continued)

2.3 Going concern

These financial statements have been prepared on the going concern basis, taking into account the group's, of which the company is a subsidiary of and which takes account of the inter-relationship the company has with the group too, forecasts and projections of anticipated trading performance, which reflect management's judgements in estimating the probability, timing and value of underlying cash flows and that the company's parent, Membership Collective Group Inc, has confirmed that it will continue to provide such financial support as the company requires for its continued operations and so it can continue trading for a period of at least 12 months from the date of approval of these financial statements. However, given the relationship between the company and its parent, it is reliant not only on its parent's support but on the parent and thus the Group (of which the company is a subsidiary) maintaining sufficient working capital to support its activities.

In considering the global coronavirus (COVID-19) pandemic, the resultant global economic uncertainties and impact on the group, the Global Group, of which the company is a part of, have undertaken an assessment of the cashflow forecasts covering a period of at least 12 months from the date of approval of these financial statements. The Global Group Cash flow forecasts have been prepared based on a range of scenarios including, but not limited to, no further debt or equity funding, the timing of a full re-opening of our Houses staggered and/or deferred to the end of the calendar year, cost reductions, both limited and extensive, and a combination of these different scenarios. We have assessed the sensitivity analysis on cash flows, and in order to finance these cash flow forecasts, furthermore the Global Group has completed a series of positive financing events during 2021, including issuance of new senior secured notes in an aggregate amount equal to \$295 million, €62 million (\$73 million) and £53 million (\$73 million), issuance of \$175 million of senior convertible preference shares, and completion of our IPO for net proceeds of \$402 million after deducting underwriting discounts and other offering costs (including net proceeds from the partial exercise of the overallotment option). The senior secured notes include an option for the Company to issue additional notes in an aggregate amount of up to \$100 million on or prior to March 31, 2022. The proceeds from the senior secured notes and senior convertible preference shares have been used to repay the Group amounts outstanding under the Permira Senior Facility and the US government-backed bank loan. The proceeds from the IPO were used to repay the outstanding principal balance of the Groups revolving credit facility of \$98 million, which remains in place as a source of additional liquidity if required, and to pay the redemption price of outstanding redeemable preferred shares, with the remainder to be used for general corporate purposes, including working capital needs.

We believe that the completed working capital events, projected cash flows and the actions available to management to further control expenditure, as necessary, provide the Company with sufficient working capital (including cash and cash equivalents) to achieve its plans to recover from the impact of the pandemic, subject to the following key factors:

- the continued re-opening of Houses in a manner that is compliant with local laws and regulations, including the relaxing of mandatory capacity constraints, as well as anticipated demand;
- the level of in-House sales activity (primarily sales of food and beverage) that, even after opening, may be subject to reduced capacity as a result of any on-going restrictions;
- the continued high level of membership retention and renewals (which has been evidenced throughout the pandemic); and
- the implementation of cost reduction measures that aligned with the anticipated levels of capacity.

While the impact of lockdowns and other restrictions may re-occur beyond current expectations and impact the Company's ability to keep open Houses and return to a level of operation consistent with pre COVID-19 within the timeframes assumed in management's detailed cash flow forecasts, we believe that the Company has sufficient financial resources together with an established and cash generative business model, and access to capital.

SOHO HOUSE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 53 WEEKS ENDED 3 JANUARY 2021

2. Accounting policies (continued)

2.3 Going concern (continued)

There is, however, a risk that the Group will be further impacted by continued social distancing restrictions impacting the revenues but the Directors have identified cost savings associated with the reduction in revenue and have the ability to identify further cost savings if necessary too. Furthermore, based on the available cash as a result of the completed financing events discussed above, and the plans that have been put in place to re-open houses in a cost-controlled manner, and that the Group's ultimate parent and controlling party has committed to provide continued financial support, which is deemed as enforceable and committed commitment and that the support will be forthcoming should it be required, the directors believe that the Global Group will be able to operate within its existing facilities and meet their obligations, and liabilities, as they fall due.

Taking account of the above, including our parent company's recent refinancing, noted above, and letter of support from our ultimate parent, which the company's directors also deem is an enforceable and committed commitment and that the support will be forthcoming should it be required, the Directors confirm that they have reasonable expectation that the company will have adequate resources to continue in operational existence for the next 12 months from approval of these financial statements and accordingly these financial statements are prepared on a going concern basis.

2.4 Turnover

Management fees are earned from operations managed by the company under long-term contracts with House owners. Management fees include a base fee which is earned and recognised on a monthly basis as the performance criteria are defined by the terms of the management contracts.

2.5 New site development costs

New site development costs include costs associated with the acquisition, opening, conversion and initial set up of new and converted sites including rent, overhead expenses and pre-opening marketing.

2.6 Operating leases: the company as lessee

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

2.7 Taxation

Current tax is provided at amounts expected to be paid or recovered using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred tax is recognised on all timing differences where the transactions or events that give the company an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred by the reporting date. Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the reporting date. Deferred tax balances are not discounted.

SOHO HOUSE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 53 WEEKS ENDED 3 JANUARY 2021

2. Accounting policies (continued)

2.8 Tangible fixed assets

Tangible assets are stated at historic cost less accumulated depreciation and accumulated impairment losses. Historic cost includes the original purchase price and costs directly attributable to bringing the asset to its working condition for its intended use. Depreciation is calculated to write down the cost, less estimated residual value, of all tangible fixed assets by equal annual instalments over their expected useful lives. It is calculated at the following rates:

Leasehold properties and improvements - Over period of lease on a straight line basis
Fixtures and fittings - 5 years straight line
Office equipment - 4 years straight line

2.9 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is GBP.

Transactions and balances

Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined. Any differences are taken to the profit and loss account.

2.10 Consolidated financial statements

The financial statements contain information about Soho House Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company has taken advantage of the exemption conferred by Section 401 of the Companies Act 2006 not to produce consolidated financial statements.

2.11 Valuation of investments

Investments held as fixed assets are stated at cost less any provision for impairment.

2.12 Financial instruments

The company has elected to apply Sections 11 and 12 of FRS 102 in respect of financial instruments.

Financial assets and financial liabilities are recognised when the company becomes party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

The company's policies for its major classes of financial assets and financial liabilities are set out below.

Financial assets

Basic financial assets, including other debtors, cash and bank balances and intercompany balances are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest for a similar debt instrument. Financing transactions are those in which

SOHO HOUSE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 53 WEEKS ENDED 3 JANUARY 2021

2. Accounting policies (continued)

2.12 Financial instruments (continued)

payment is deferred beyond normal business terms or is financed at a rate of interest that is not a market rate.

Such assets are subsequently carried at amortised cost using the effective interest method, less any impairment.

Financial liabilities

Basic financial liabilities, including other creditors and loans from fellow group companies, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument. Financing transactions are those in which payment is deferred beyond normal business terms or is financed at a rate of interest that is not a market rate.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Impairment of financial assets

Financial assets measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the profit and loss account.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between the asset's carrying amount and the best estimate of the amount the company would receive for the asset if it were to be sold at the reporting date.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If the financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets and financial liabilities

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Offsetting of financial assets and financial liabilities

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

SOHO HOUSE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 53 WEEKS ENDED ENDED 3 JANUARY 2021

2. Accounting policies (continued)

2.13 Exceptional items

Exceptional items are non-recurring material items which are outside the normal scope of the company's ordinary activities. These items, in the Directors' view, are required to be separately disclosed by virtue of their nature or incidence to enable a full understanding of the company's financial performance. Details of these items are provided in the relevant notes.

2.14 Critical accounting judgements and estimates

Impairment of property, plant and equipment - The company formally determines whether property, plant and equipment are impaired by considering indicators of impairment annually. This requires the company to determine the lowest level of assets which generate largely independent cash flows (cash generating units or CGU) and to estimate the value in use of these assets or CGUs; and compare these to their carrying value. Cash generating units are deemed to be individual units or a cluster of units depending on the nature of the trading environment in which they operate. Calculating the value in use requires the company to make an estimate of the future cash flows of each CGU and to choose a suitable discount rate in order to calculate the present value of those cash flows.

Depreciation of property, plant and equipment - Property, plant and equipment is depreciated over its useful life taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In reassessing asset lives, factors such as life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

Impairment of investment - determine whether there are indicators of impairment of the Company's investments. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the investment.

SOHO HOUSE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 53 WEEKS ENDED ENDED 3 JANUARY 2021

3. Operating loss

The operating loss is stated after charging/(crediting):

	53 weeks ended 3 January 2021 £	52 weeks ended 29 December 2019 £
Exchange differences	98,504	(68,315)
Depreciation of tangible fixed assets	936,534	1,129,156
Amortisation of other intangible fixed assets	24,334	12,100
Operating lease charges	161,500	161,500

In the current period, auditor's remuneration was borne by Soho House UK Limited, a subsidiary company.

Exceptional items totalling £2,186,481 (29 December 2019 - £6,913,561) comprise £1,120,119 (29 December 2019 - £3,661,542) impairment against amounts owing from Soho Restaurants Limited, £92 (29 December 2019 - £490) of aborted project costs, £1,300,210 (29 December 2019 - £1,042,340) in relation to a provision for guaranteed performance liability, £Nil (29 December 2019 - £2,203,809) in relation to the Company's share of losses recognised under the indemnity agreement, in relation to joint venture agreement and £8,310 (29 December 2019 - £Nil) in relation to the Soho House COVID impact fund. In line with the Group's strategy for roll out of new sites and concepts, costs are incurred in respect of potential opportunities which subsequently do not meet our evaluation criteria or do not proceed to completion. The aborted project costs are expensed in the profit and loss account.

4. Employees

The Company has no employees other than the directors, who did not receive any remuneration (2019 - £NIL).

5. Interest payable and similar expenses

	53 weeks ended 3 January 2021 £	52 weeks ended 29 December 2019 £
Other loan interest	-	25,977
Loans from group companies	-	93,804
Amortisation of loan arrangement fees	-	197,042
	-	316,823

SOHO HOUSE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 53 WEEKS ENDED ENDED 3 JANUARY 2021

6. Taxation

	53 weeks ended 3 January 2021 £	52 weeks ended 29 December 2019 £
Corporation tax		
Irrecoverable withholding taxes	-	63,074
Total current tax	-	63,074
Total deferred tax	-	-
Taxation on loss on ordinary activities	-	63,074

Factors affecting tax charge for the period

The tax assessed for the period is higher than (2019 -higher than) the standard rate of corporation tax in the UK of 19% (2019 - 19%). The differences are explained below:

	53 weeks ended 3 January 2021 £	52 weeks ended 29 December 2019 £
Loss on ordinary activities before tax	(1,368,965)	(4,488,944)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2019 -19%)	(260,102)	(852,899)
Effects of:		
Expenses not deductible for tax purposes	478,496	1,312,461
Tax losses utilised	(196,747)	(240,939)
Group relief claimed	(180,270)	(218,623)
Other deferred tax items not recognised	158,623	-
Irrecoverable withholding taxes	-	63,074
Total tax charge for the period	-	63,074

There are estimated tax losses of £232,957 (2019: £1,268,601) and other timing differences of £4,785,424 in the company which have not been recognised due to uncertainty of future availability of taxable profits.

SOHO HOUSE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 53 WEEKS ENDED ENDED 3 JANUARY 2021

7. Intangible assets

	Trademarks £
Cost	
At 30 December 2019	210,328
Additions	59,963
	<hr/>
At 3 January 2021	270,291
	<hr/>
Amortisation	
At 30 December 2019	15,256
Charge for the period	24,334
	<hr/>
At 3 January 2021	39,590
	<hr/>
Net book value	
At 3 January 2021	230,701
	<hr/> <hr/>
At 29 December 2019	195,072
	<hr/> <hr/>

SOHO HOUSE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 53 WEEKS ENDED ENDED 3 JANUARY 2021

8. Tangible fixed assets

	Leasehold properties and improvements £	Fixture and fittings £	Office equipment £	Assets in the course of construction £	Total £
Cost					
At 30 December 2019	111,022	6,194,632	122,728	716,376	7,144,758
Additions	-	815,598	-	-	815,598
Transfers between classes	-	716,376	-	(716,376)	-
At 3 January 2021	111,022	7,726,606	122,728	-	7,960,356
Depreciation					
At 30 December 2019	67,082	4,054,206	122,728	-	4,244,016
Charge for the period	4,355	932,179	-	-	936,534
At 3 January 2021	71,437	4,986,385	122,728	-	5,180,550
Net book value					
At 3 January 2021	39,585	2,740,221	-	-	2,779,806
At 29 December 2019	43,940	2,140,426	-	716,376	2,900,742

9. Fixed asset investments

	Shares in group undertakings £	Capital contribution £	Investments in subsidiary undertakings £	Investment in joint ventures £	Total £
Cost					
At 30 December 2019	10,781,257	4,683,562	8,036,508	17,041,967	40,543,294
At 3 January 2021	10,781,257	4,683,562	8,036,508	17,041,967	40,543,294

SOHO HOUSE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 53 WEEKS ENDED 3 JANUARY 2021

9. Fixed asset investments (continued)

Subsidiary undertakings, associated undertakings and other investments

The undertakings in which the Company has an interest at the period end are as follows:

Subsidiary undertakings	Country of incorporation	Nature of business	Proportion of voting rights and ordinary share capital
Soho House UK Limited	England	Leisure	100%
Soho House Properties Limited	England	Property investment	100%
Cowshed Products Limited	England	Cosmetics	100%
NBJ Leisure Limited	England	Non trading	100%
Soho House Berlin GmbH	Germany	Leisure	100%
Soho House Toronto Limited	England	Holding company	100%
Barber & Parlour Limited	England	Non trading	100%
Soho Townhouse Limited	England	Leisure	100%
Soho House Toronto ULC	Canada	Holding company	100%*
Cowshed LLC	USA	Non trading	100%*
Neville Cut and Shave Limited	England	Dormant	100%
Soho Home Limited	England	Retail	100%
In House Design & Build Limited	England	Construction	100%
Cheeky Nails Limited	England	Dormant	100%
Soho Home LLC	USA	Dormant	100%*
Cowshed Istanbul Perakende Pazarlama ve Limited	Turkey	Holding company	100%*
Soho House Istanbul Otelcilik Limited	Turkey	Holding company	100%*
Soho Housemarket Istanbul Perakende Pazarlama ve Limited	Turkey	Holding company	100%*
Cowshed Products Holdings Limited	England	Holding company	100%
Soho Home Holdings Limited	England	Holding company	100%
Fish Shop Limited	England	Dormant	100%
HTN F&B Limited	England	Dormant	100%
Soho House (Management Services) Limited	England	Dormant	100%
Soho House Hong Kong Limited	Jersey	Dormant	100%
Soho House Amsterdam B.V. (formerly HTN F&B Amsterdam) B.V.)	Netherlands	Restaurant operator	100%
SHA Dormant B.V. (formerly Soho House Amsterdam B.V.)	Netherlands	Holding company	100%
Soho House CWH Limited	England	Membership	100%
Soho House Paris S.A.S	France	Leisure	100%*
Soho House Rome Srl	Italy	Non trading	100%*
Sunshine Acquireco Limited	England	Holding company	100%*
Sunshine Mykonos Limited	Jersey	Holding company	100%*
Sunshine Future Projects Limited	Jersey	Holding company	75%*
Paraga Beach SA	Greece	Leisure	67%*
Q Hellas PC	Greece	Leisure	75%*
OMO SA (disposd after the period end)	Greece	Leisure	71.26%*

Joint ventures:

Soho Works Limited	England	Co-working	100%
Soho House Toronto Partnership	Canada	Leisure	50%*

SOHO HOUSE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 53 WEEKS ENDED ENDED 3 JANUARY 2021

9. Fixed asset investments (continued)

Subsidiary undertakings, associated undertakings and other investments (continued)

Raycliff Red LLP	England	Holding company	50%*
Raycliff Shoreditch Holdings LLP	England	Property company	50%*
Soho House - Sydel LLP	UK	Holding company	50%
Mimea XXI S.L.	Spain	Holding company	50%
Mirador Barcel S.L.	Spain	Property and leisure	50%*

* Represents indirect shareholding

The principal office of subsidiary and joint venture undertakings is 180 The Strand, London, United Kingdom, WC2R 1EA.

The principal office of Mimea XXI S.L. and Mirador Barcel S.L. is Plaza del Duque de Medinaceli, 4, 08002 Barcelona, Spain

The principal office of Soho House Berlin GmbH is Torstraße 1, 10119 Berlin, Germany

The principal office of Barcel Capital S.L. is Plaza del Duque de Medinaceli, 2, 08002 Barcelona, Spain

The principal office of Raycliff Red LLP is 44 Southampton Buildings, London, WC2A 1AP

The principal office of HTN F&B Amsterdam BV is Herengracht 255, 1016 BJ Amsterdam, Netherlands

The principal office of Soho House Toronto Partnership is 192 Adelaide St W, Toronto, ON M5H 0A4, Canada

The principal office of Paraga Beach SA, Q Hellas PC and OMO SA is Paraga Beach, 84600 Mykonos, Greece

The principal office of Soho House Istanbul Otelcilik Limited is Evliya Çelebi, Mesrutiyet Cd. No:56, 34430 Beyoglu/Istanbul, Turkey

The principal office of Sunshine Mykonos Limited and Sunshine Future Projects Limited is 3rd Floor, 44 Esplanade, St Helier, JE4 9WG, Jersey

The principal office of Soho House Rome Srl is Via Giacomo Leopardi 7, 20123 Milan

The principal office of Soho House Paris S.A.S is 23 Rue du Roule, Paris (75001)

SOHO HOUSE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 53 WEEKS ENDED ENDED 3 JANUARY 2021

10. Debtors

	3 January 2021 £	29 December 2019 £
Due after more than one year		
Amounts due from joint ventures (Note 16)	12,471,273	10,887,250
	3 January 2021 £	29 December 2019 £
Due within one year		
Trade debtors	408,647	276,497
Amounts owed by group undertakings	50,089,832	46,483,874
Amounts owed by related undertakings (Note 16)	16,479	1,050,798
Other debtors	1,572,795	1,586,809
Prepayments and accrued income	353,811	1,242,087
	52,441,564	50,640,065

In respect of "Amounts owed by group undertakings" receivable within one year and "Amounts due from joint ventures", while the company has received confirmation as to the recoverability of the balance, to the extent the counter parties are unable to do so, the company does not intent to recall the amounts due, within one year. Furthermore, the company has received confirmation from its Ultimate Parent that settlement of "Amounts owed by group undertakings" will be permitted, should the counter parties not be to repay as per the terms of repayment, to be netted against its "Amounts owed to group undertakings" (see Note 11 and 12) balances.

11. Creditors: Amounts falling due within one year

	3 January 2021 £	29 December 2019 £
Trade creditors	326,329	141,369
Amounts owed to group undertakings	64,900,749	62,365,576
Amounts owed to joint venture undertakings (Note 16)	21,175	21,175
Amounts owed to related undertakings (Note 16)	2,203,809	2,203,809
Accruals and deferred income	501,293	4,163,222
	67,953,355	68,895,151

The amounts owed to group entities have been classified as current, as there is no right to defer payment for more than 12 months. However, the company has received an undertaking that they will not have to repay the monies owed for a period of at least 12 months.

SOHO HOUSE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 53 WEEKS ENDED ENDED 3 JANUARY 2021

12. Creditors: Amounts falling due after more than one year

	3 January 2021 £	29 December 2019 £
Amounts owed to joint venture undertakings	<u>5,386,950</u>	<u>-</u>

13. Provisions for liabilities

	3 January 2021 £	29 December 2019 £
Onerous lease provisions	<u>845,120</u>	<u>763,650</u>

Where leasehold properties become vacant, the Group provides for all costs, net of anticipated income, to the end of the lease or the anticipated date of the disposal or sublease. This provision relates to a vacant restaurant in South London which was vacated by the tenants in June 2019 and is currently surplus to the Group's requirements.

14. Share capital

	3 January 2021 £	29 December 2019 £
Allotted, called up and fully paid		
13,561,021 (2019 -13,561,021) Ordinary shares of £0.10 each	<u>1,356,102</u>	<u>1,356,102</u>

Share capital - ordinary shareholder is entitled to one vote for each ordinary share held by them. Each ordinary shareholder is entitled pari passu to dividend payments or any other distribution.

Voluntary shareholder capital contributions are not credited to the company's profit and loss account, but are credited to the Capital Contribution Reserve.

Share premium reserve represents that part of shareholders' formed of the premium paid for new shares above their nominal value.

Profit and loss account includes all current and prior period retained profits and losses.

SOHO HOUSE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 53 WEEKS ENDED 3 JANUARY 2021

15. Commitments under operating leases

At 3 January 2021 the company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	3 January 2021 £	29 December 2019 £
Not later than 1 year	161,500	161,500
Later than 1 year and not later than 5 years	646,000	646,000
Later than 5 years	344,982	506,482
	<u>1,152,482</u>	<u>1,313,982</u>

16. Related party transactions

The company is a wholly owned subsidiary of Soho House Holdings Limited and has taken advantage of the exemption conferred by FRS102 not to disclose transactions with Soho House Holdings Limited wholly owned subsidiaries.

	3 January 2021 £	29 December 2019 £
Amounts owed by related undertakings - due within one year (Note 10)		
Soho House & Co Limited	13,803	13,803
Mirador Barcel S.L.	-	480,989
Soho House Finance S.A.R.L	-	553,330
Soho House New York, LLC	1,534	1,534
Soho House Beach House, LLC	1,142	1,142
	<u>16,479</u>	<u>1,050,798</u>

Amounts owed by joint venture undertaking - due after more than one year (Note 10)

	3 January 2021 £	29 December 2019 £
Soho Works Limited	<u>12,471,273</u>	<u>10,887,250</u>

SOHO HOUSE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 53 WEEKS ENDED 3 JANUARY 2021

Amounts owed to joint venture undertakings - due within one year (Note 11)

	3 January 2021 £	29 December 2019 £
Soho Works Limited	21,175	21,175

Amounts owed to related undertakings - due within one year (Note 11)

	3 January 2021 £	29 December 2019 £
Little Beach House Barcelona S.L.	2,203,809	2,203,809

Amounts owed to joint venture undertakings - due after more than one year (Note 12)

	3 January 2021 £	29 December 2019 £
Barcelona JV Partner	5,386,950	-

These companies form part of the group headed by Soho House Holdings Limited but are not 100% owned subsidiaries and are deemed related due to common shareholders.

Included within Prepayments and accrued income is an amount of £7,175 (29 December 2019 - £762,107) relating to an amount due from Soho Works Limited in relation to accrued interest. Total interest recognised as income in the period was £973,121 (29 December 2019 - £1,024,871).

17. Ultimate parent company and parent undertaking of larger group

At 3 January 2021, the company's ultimate parent company was Soho House Holdings Limited, a Jersey registered company. Please refer to Note 18 for a change in the ultimate parent company subsequent to the year end.

The immediate parent company at 3 January 2021 was SHG Acquisition (UK) Limited, a UK registered company.

At 3 January 2021, the company is controlled by R Burkle through his control of the Yucaipa Group of companies, which have a majority shareholding in the group.

The largest group in which the results of the company are consolidated is that headed by Soho House Holdings Limited, incorporated in Jersey, which was the ultimate parent company as at 3 January 2021 and these financial statements may be obtained from the website of the new ultimate parent company (Membership Collective Group) on S1-Form:

<https://www.membershipcollectivegroup.com/financials/sec-filings/default.aspx>.

SOHO HOUSE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 53 WEEKS ENDED 3 JANUARY 2021

18. Subsequent events

As at 3 January 2021 and prior to 19 July 2021, the ultimate parent company of the Company was Soho House Holdings Limited. After 19 July, and following the completion of the Initial Public Offering of Membership Collective Group Inc on the New York Stock Exchange, the ultimate parent company of the Company became Membership Collective Group Inc.

Initial Public Offering

On 19 July 2021, the Group, of which the company is a subsidiary of, completed its Initial Public Offering.

Senior Secured Notes and Senior Preference Shares Issuance

On 31 March 2021, Soho House Bond Limited, a wholly-owned subsidiary of the ultimate Parent Company, issued pursuant to a Notes Purchase Agreement senior secured notes, which were subscribed for by certain funds managed, sponsored or advised by Goldman Sachs & Co. LLC or its affiliates, in aggregate amounts equal to \$295 million, €62 million (\$73 million) and £53 million (\$73 million) (the "Initial Notes"). The Notes Purchase Agreement includes an option to issue, and a commitment on the part of the purchasers to subscribe for, further notes in one or several issuances on or prior to 31 March 2022 in an aggregate amount of up to \$100 million (the "Additional Notes" and, together with the Initial Notes, the "Notes"). The Notes mature on 31 March 2027 and bear interest at a fixed rate equal to a cash margin of 2.0192% per annum for the Initial Notes or 2.125% per annum for any Additional Notes, plus a payment-in-kind (capitalized) margin of 6.1572% per annum for the Initial Notes or 6.375% per annum for any Additional Notes. The Notes issued pursuant to the Notes Purchase Agreement may be redeemed and prepaid for cash, in whole or in part, at any time in accordance with the terms thereof, subject to payment of redemption fees. The Notes are guaranteed and secured on substantially the same basis as the parent company's existing revolving credit facility. Soho House Bond Limited, incurred transaction costs of \$9 million related to the Notes. On 31 March 2021, Soho House Holdings Limited (the "ultimate parent") issued 12,970,766 senior convertible preference shares (the "Senior Preference Shares") in an aggregate liquidation preference of \$175 million, or approximately \$13.49 per Senior Preference Share (the "Issuance Price"), to certain funds managed, sponsored or advised by Goldman Sachs & Co. LLC or its affiliates (the "Preference Share Investors"). In addition, the Preference Share Investors granted the ultimate parent company the right to purchase, at the discretion of the ultimate parent company at any time up to six months effective from 31 March 2021, 5,558,900 Senior Preference Shares in an aggregate liquidation preference of \$75 million. The Senior Preference Shares rank senior in right of payment and priority to all other classes of shares of the ultimate parent company and junior in right of payment to all classes of indebtedness of the ultimate parent company. The Senior Preference Shares accrue a non-cash dividend of 8% per annum on the investment amount of the Senior Preference Shares plus all previously compounded non-cash dividends. Holders of the Senior Preference Shares are able to automatically convert the shares into ordinary shares upon the completion of an initial public offering at a discount to the price of publicly offered shares. The Soho House Bond Limited incurred transaction costs of \$13 million related to the Senior Preference Shares. The net proceeds from the Initial Notes and the Senior Preference Shares were used to repay all amounts outstanding under the Permira Senior Facility and the US government-backed bank loan. The remaining amounts will be used for general corporate purposes. Another group company has also drawn an additional £10 million (\$14 million) on its existing revolving credit facility to fund its working capital and made an additional drawdown of €2 million (\$2 million) on a loan that is financing the build-out costs and capital expenditures related to Soho House Paris, which has opened in 2021. In May 2021, the senior secured loan notes were listed on The International Stock Exchange.