

THE COMPANIES ACTS 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SOHO HOUSE LIMITED
(the 'Company')

Circulation Date: 18 May 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that this resolution be passed as a special resolution:

RESOLUTION

THAT the articles of association of the Company be amended such that articles 2.1, 2.2 and 2.3 be deleted and replaced with the following new article 2.1:

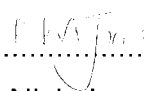
"Subject to the provisions of these Articles, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot up to 10,000,000,000 ordinary shares of £0.10 each in the capital of the Company provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 1 June 2026."

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution.

The undersigned, being the sole member of the Company, hereby irrevocably agrees to the resolution as indicated above:

For an on behalf of **SHG ACQUISITION (UK) LIMITED**

Signature 

Name: Nick Jones

Date 18 May 2021

NOTES

1. If you agree with this resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by email by attaching a scanned copy of the signed document to an email and sending it to legal@sohohouse.com. If you do not agree to the resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the resolution, you may not revoke your agreement thereto.
3. Unless by 18 May 2021, sufficient agreement is received for the resolution to pass, they will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.