

M

COMPANIES FORM No. 395

035063/91

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.

CHFP025

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

112

6395943

Name of company

* SHG Acquisition (UK) Limited (the "Company")

Date of creation of the charge

16 January 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

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 a Group Company'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)

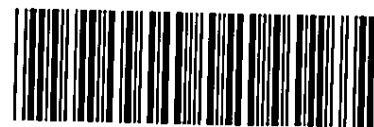
MacLay Murray & Spens LLP
Quartermile One
15 Lauriston Place
Edinburgh
EH3 9EP

For official Use (06/2005)

Mortgage Section

Post room

SATURDAY



ARHWWWHM

A10

19/01/2008

511

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
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block
lettering

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Aisley Reig

FOR AND ON BEHALF OF
MACLAY MURRAY & SPENS LLP

Date

18. 1. 08

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

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 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 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 situated 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
SHG Acquisition (UK) Limited

Company number
6395943

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,
 - 1 2 its entire right, title and interest in and to any Securities, and
 - 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 on or around the date of the Charge from BoS to, among others, the Company in relation to term loan and capex facilities (as such letter is amended, varied, supplemented, novated, restated or replaced from time to time),

"**Group**" 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 13,561,021 ordinary shares of £0 10 each in Soho House 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 the Company held from time to time by the Chargor

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 06395943

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER SHARES DATED THE 16th JANUARY 2008 AND CREATED BY SHG ACQUISITION (UK) 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 19th JANUARY 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th JANUARY 2008

LMG
PO



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES