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If you sell or have sold or otherwise transferred all of your Ordinary Shares please send this document, together with the accompanying Form of Proxy, immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Directors, whose names appear on page 4 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Noble, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting for the Company and no other person in connection with the Transaction and will not be responsible to anyone other than the Company for providing the protections afforded to customers of Noble nor for advising any other person on the contents of this document or any matter referred to herein.



The Clapham House Group PLC

(Registered and incorporated in England and Wales No. 4918500)

Notice of Extraordinary General Meeting

Proposed acquisition by Clapham House of the minority shareholding in CHG2 Limited

A letter from the Chairman of Clapham House explaining the background to and the reasons for the convening of the Extraordinary General Meeting, is set out on pages 4 to 6 of this document.

A notice convening the Extraordinary General Meeting to be held at the offices of Noble & Company Limited, 5th Floor, 120 Old Broad Street, London, EC2N 1AR at 9.30 a.m. on 16 April 2007 is set out at the end of this document. Shareholders will find enclosed a Form of Proxy for use at the Extraordinary General Meeting. To be valid for use at this meeting, the Form of Proxy must be completed and returned in accordance with the instructions thereon so as to be received by the Company's registrar, Capita IRG Plc, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible but in any event not later than 48 hours before the time of the commencement of the Extraordinary General Meeting. The completion and return of a Form of Proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting should you wish to do so.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Admission of the Placing Shares and the Management Subscription Shares to trading on AIM	8.00 a.m. on 4 April 2007
Latest time and date for receipt of Forms of Proxy	9.30 a.m. on 14 April 2007
Extraordinary General Meeting	9.30 a.m. on 16 April 2007
Admission of the Willingham Subscription Shares to trading on AIM	8.00 a.m. on 17 April 2007

DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

“Act”	the Companies Act 1985 (as amended)
“Admission”	the admission of the Willingham Subscription Shares to trading on AIM becoming effective, as provided in Rule 6 of the AIM Rules for Companies
“AIM”	AIM, a market operated by the London Stock Exchange
“AIM Rules for Companies”	the AIM rules for companies as published by the London Stock Exchange from time to time
“BBC”	The Bombay Bicycle Club
“CHG2”	CHG2 Limited, which owns the business trading as BBC
“Clapham House” or the “Company”	The Clapham House Group PLC (registered no. 4918500) and having its registered office at 85 Clerkenwell Road, London, EC1R 5AR
“Directors” or “Board”	the directors of the Company, whose names are set out on page 4 of this document
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at 9.30 a.m. on 16 April 2007 (or any adjournment thereof), notice of which is set out at the end of this document
“Existing Ordinary Shares”	the 34,918,002 Ordinary Shares in issue at the date of this document
“Form of Proxy”	the form of proxy accompanying this document for use at the Extraordinary General Meeting
“Independent Directors”	the Board, excluding Sarah Willingham
“GBK”	Gourmet Burger Kitchen
“Group”	the Company and its subsidiaries at the date of this document
“Investec”	Investec Bank (UK) Limited, the Company’s financial adviser and joint broker, which is authorised and regulated in the United Kingdom by the Financial Services Authority
“London Stock Exchange”	London Stock Exchange plc
“Management Subscription”	the subscription by Nicholas Wong and other senior employees of Clapham House of the Management Subscription Shares at the Placing Price
“Management Subscription Shares”	the 47,181 new Ordinary Shares to be allotted pursuant to the Management Subscription
“Minority Shareholding”	the 10,500 B ordinary shares of 1p each in the capital of CHG2 (being the 9.5% interest in the share capital of CHG2) currently owned by Sarah Willingham
“Noble”	Noble & Company Limited, the Company’s nominated adviser and joint broker, which is authorised and regulated by the Financial Services Authority and has its registered address at 76 George Street, Edinburgh, EH2 3BU
“Optionholders”	holders of options to subscribe for new Ordinary Shares
“Ordinary Shares”	ordinary shares of 10p each in the capital of the Company
“Placing”	the placing, which was announced on 30 March 2007, of the Placing Shares at the Placing Price
“Placing Price”	300p per Placing Share
“Placing Shares”	the 1,549,486 new Ordinary Shares to be allotted and issued pursuant to the Placing
“Resolution”	the resolution to be put to Shareholders, details of which are set out at the end of this document
“Shareholders”	holders of Clapham House Ordinary Shares from time to time
“Transaction”	the proposed acquisition, by the Company, of the Minority Shareholding from Sarah Willingham
“Willingham Subscription”	the subscription by Sarah Willingham of the Willingham Subscription Shares at the Placing Price, conditional upon the Transaction being approved by Shareholders at the EGM
“Willingham Subscription Shares”	the 113,333 new Ordinary Shares to be allotted and issued pursuant to the Willingham Subscription

PART I

LETTER FROM THE CHAIRMAN OF CLAPHAM HOUSE

The Clapham House Group PLC

(Incorporated in England and Wales under the Companies Act 1985 with registered number 4918500)

Directors:

David Page (Chairman)
Paul Campbell (Chief Executive)
Nicholas Wong (Group Finance Director)
Sarah Willingham (Development Director)
Nicholas Donaldson (Non-Executive Director)
Timothy Woodcock (Non-Executive Director)

Registered office:
85 Clerkenwell Road
London EC1R 5AR

30 March 2007

To Shareholders and, for information only, to Optionholders

Dear Shareholder

Proposed acquisition by Clapham House of the minority shareholding in CHG2 Limited

1. Introduction

The Company today announced a trading update and a placing of 1,549,486 Placing Shares at 300p per share to raise £4.65 million (before expenses) for the Company. The Company also announced that it had entered into an agreement, subject to Shareholder approval, with Sarah Willingham, the Group's Development Director, to acquire the 10,500 B ordinary shares of 1p each held by her in CHG2. These shares represent 9.5% of the issued share capital of CHG2. CHG2 owns the business trading as The Bombay Bicycle Club, the Group's Indian restaurant format. The total consideration payable under the Transaction is £0.75 million, in cash, which will be financed from Clapham House's existing cash resources and bank facilities. Following completion of the Transaction, Clapham House will own 100% of the issued share capital of CHG2.

As Sarah Willingham is a director of the Company, the Transaction is subject to the approval of Shareholders pursuant to section 320 of the Act.

Conditional upon Shareholder approval of the Transaction, Sarah Willingham has agreed to subscribe £0.34 million for the Willingham Subscription Shares at the Placing Price.

The purpose of this circular is to provide you with further details on the Transaction and to convene an EGM to be held at 9.30 a.m. on 16 April 2007, at which the requisite resolution will be put to the Shareholders to approve the Transaction.

2. The Placing

The Company announced on 30 March 2007 the Placing to raise £4.65 million (before expenses) from institutional investors. The net funds raised pursuant to the Placing will accelerate the rapid rollout of the Group's GBK and BBC brands across the UK. GBK, which has recently won awards including Harden's London Restaurants 2006: "Best Burger" and Time Out 2007: "the first and remains our favourite gourmet burger chain", uses quality fresh ingredients to create a range of premium burgers. GBK offers a variety of 25 burgers including beef, chicken, lamb, venison and chorizo, as well as three types of vegetarian burger and junior beef or chicken burgers for children. GBK currently operates from 22 locations across the UK and 3 franchise locations in the Middle East.

The Placing Shares have been placed at the Placing Price, which represents a discount of 3.23 per cent. to the mid-market closing price of 310p per Ordinary Share on 29 March 2007, and will represent 4.23% of the Company's issued share capital immediately following completion of the Placing, the Willingham Subscription and the Management Subscription. It is expected that the Placing Shares will be admitted to trading on AIM at 8.00 a.m. on 4 April 2007.

3. Trading update and opening programme

The Company announced on 30 March 2007 a trading update in advance of the release of its preliminary results for the year ending 1 April 2007, which are scheduled to be announced in mid-June 2007.

During the year, the Company has traded well and in line with its plan, with particularly promising results from the GBK and BBC businesses. In addition to GBK and BBC, the Company operates the Tootsies and The Real Greek restaurant businesses.

GBK has continued to provide good sales performance and return on capital invested. GBK restaurants tend to be profitable from the first month of trading and this has been the case both inside and outside Greater London. As a result of this, the Board has decided to accelerate the roll out of the GBK brand across the UK and, accordingly, the Company is raising an additional £4.65 million through the issue of new equity, as described in section 2 above.

BBC has also traded well and the performance of those BBC delivery kitchens opened in the year ended 31 March 2006 have exceeded the Board's expectations.

Tootsies has seen significant activity in the year, including several refurbishments, the introduction of new menus and the successful conversion of three locations to GBK. This level of activity is expected to continue into next year when the Board plans to complete Tootsies' estate reorganisation.

The Real Greek is nearing the end of its earn-out period and a new menu will be released this Summer as a prelude to a recommencement of its opening programme.

Throughout the year, the Company has been steadily accelerating its opening programme of GBK restaurants. In the first half of the year, Clapham House opened four GBKs and has opened a further six GBKs and converted three Tootsies into GBKs in the second half of the year. New GBK openings this year have included restaurants in the City of London (St Pauls), Covent Garden and Brighton, whilst the Tootsies conversions to date (in Bristol, Ealing and South Kensington) have all seen sales grow substantially.

Due to the ongoing strong return on capital from GBK, the Board has built an aggressive programme for openings next year. Currently there are five GBK restaurants being built in Cambridge, Notting Hill, Walton-on-Thames, Lakeside and Greenwich. In addition, contracts have been exchanged on a further seven properties for GBK openings next year, including two restaurants in Manchester.

The Board is also stepping up the opening programme for BBC, with a BBC delivery kitchen currently being built in Surbiton and contracts exchanged on one further location.

Therefore, in total, six locations are being built, contracts have been exchanged on a further eight sites and the Company is in advanced legal negotiations on an additional five sites. As a result of this strong property pipeline, the Board now expects the opening programme for next year to be loaded towards the first half.

The Board is pleased with the high level of openings and pipeline activity but, as a consequence, the pre-opening costs incurred by the Company will be approximately £0.4 million higher than previously expected at around £0.8 million for the year. These costs relate to property and staff costs incurred prior to a restaurant commencing trade and are written off to the profit and loss account as they are incurred. This means that the Company has made a substantial investment this year relating to restaurants which will open early in the next year. The Board anticipates maintaining the opening programme momentum into future periods.

For the first time this year the Company will be reporting its results net of share based payments charge in accordance with Financial Reporting Standard 20 following its adoption in the period. This is an accounting rather than a cash charge. In addition, the Company has, for the first time, incurred National Insurance costs of approximately £0.2 million on the exercise of unapproved employee share options during the period.

4. Background to and reasons for the Transaction

BBC currently operates three restaurants and eleven delivery kitchens. It has built a reputation for serving quality Indian cuisine over a period of 20 years. BBC currently has one delivery kitchen under construction in Surbiton and BBC has exchanged contracts on one further site with two others in advanced legal negotiations. On 1 April 2004, Clapham House acquired ownership of a group of four companies comprising BBC for an initial consideration of £1.845 million, payable in cash, and deferred consideration of £0.25 million, which was paid in cash in April 2005.

In July 2004, the four companies which owned BBC and their business and assets were transferred to CHG2 which has acted as the new trading company for BBC. Sarah Willingham acquired the Minority Shareholding prior to this transfer, subject to put and call arrangements which were entered into with the Company in respect of the Minority Shareholding.

Since the acquisition of BBC Sarah Willingham has focused on managing and developing the business of BBC. Sarah is now taking on an expanded role across the Group in her capacity as the Group's Development Director and has taken over responsibility for managing and developing The Real Greek. She is also becoming increasingly involved in the development of other businesses within the Group. As a result of her expanded role, the Minority Shareholding is no longer deemed by the Board to be an appropriate incentive for her and the Independent Directors believe it is now appropriate for Clapham House to acquire the Minority Shareholding and operate CHG2 as a wholly-owned subsidiary of Clapham House.

To demonstrate her continued commitment to Clapham House, Sarah Willingham has agreed, conditional upon the Transaction being approved by Shareholders, to subscribe for the Willingham Subscription Shares at 300p per Willingham Subscription Share. Following completion of the Willingham Subscription, Sarah Willingham will hold 113,333 Ordinary Shares representing 0.31 per cent. of the Company's enlarged ordinary share capital, as enlarged by the Placing, the Management Subscription and the Willingham Subscription.

Application will be made to the London Stock Exchange for the Willingham Subscription Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings will commence in the Willingham Subscription Shares at 8.00 a.m. on 17 April 2007.

In addition, Nicholas Wong, Group Finance Director, has agreed to subscribe for 7,181 of the Management Subscription Shares at 300p per Management Subscription Share. Following completion of the Management Subscription, Nicholas Wong will hold 12,500 Ordinary Shares representing 0.03 per cent. of the Company's enlarged share capital, as enlarged by the Placing, the Willingham Subscription and the Management Subscription.

Application will be made to the London Stock Exchange for the Management Subscription Shares to be admitted to trading on AIM. It is expected that Admission of the Management Subscription Shares will become effective and that dealings will commence in the Management Subscription Shares on AIM at 8.00 a.m. on 4 April 2007.

5. Implications of the Transaction under the Act

Under the AIM Rules the Transaction does not require shareholder approval by virtue of its small size relative to the Company. However section 320 of the Act, which requires approval by Shareholders of certain transactions between a company and its directors or persons connected with them, does apply to the Transaction. Accordingly, the Company is seeking approval from Shareholders before completing the Transaction.

6. Extraordinary General Meeting

You will find set out at the end of this document a notice convening an extraordinary general meeting of the Company to be held at the offices of Noble at 120 Old Broad Street, London, EC2N 1AR at 9.30 a.m. on 16 April 2007, at which the Resolution will be put to Shareholders which will seek approval of the Transaction.

7. Action to be taken

Shareholders will find enclosed with this document a Form of Proxy for use at the Extraordinary General Meeting. **Whether or not you intend to be present at the Extraordinary General Meeting, the Form of Proxy should be completed and signed in accordance with the instructions on it and returned to the Company's registrars, Capita IRG Plc, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible, but in any event so as to be received not later than 9.30 a.m. on 14 April 2007.** The completion and return of the Form of Proxy will not preclude you from attending the Extraordinary General Meeting and voting in person should you so wish.

8. Recommendation

As Sarah Willingham is interested in the Transaction she has not taken part in the Board deliberations concerning the Transaction. Your Independent Directors, who are all independent for the purposes of the AIM Rules, having consulted with Noble, the Company's Nominated Adviser, believe the terms of the Transaction are fair and reasonable so far as the Shareholders are concerned and accordingly unanimously recommend Shareholders to vote in favour of the Resolution to be proposed at the Extraordinary General Meeting. In providing advice to the Independent Directors, Noble has taken into account the commercial assessment of the Independent Directors.

The Independent Directors intend to vote in favour of the Resolution, and to procure that any beneficial holdings of their connected persons vote in favour of the Resolution, (including the 7,181 Management Subscription Shares to be subscribed for by Nicholas Wong pursuant to the Management Subscription), amounting to, in aggregate, 1,374,858 Ordinary Shares representing 3.77 per cent. of the issued share capital of the Company following completion of the Placing and the Management Subscription.

Yours faithfully

David Page
Chairman

THE CLAPHAM HOUSE GROUP PLC
(Registered and incorporated in England and Wales No. 4918500)

Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of The Clapham House Group PLC (the “Company”) will be held at the offices of Noble & Company Limited, 5th Floor, 120 Old Broad Street, London, EC2N 1AR at 9.30 a.m. on 16 April 2007 for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an ordinary resolution:

ORDINARY RESOLUTION

THAT, for the purposes of Section 320 of the Companies Act 1985, the acquisition by the Company from Sarah Willingham, a director of the Company, of the 10,500 B ordinary shares of 1 pence each in the capital of CHG2 Limited (representing the 9.5% interest in the share capital of CHG2 Limited not currently owned by the Company) for a consideration of £750,000 pursuant to an agreement between Sarah Willingham and the Company dated 30 March 2007 (the “Agreement”) is hereby approved and that the Directors other than Sarah Willingham (the “Independent Directors”), are hereby authorised to do all acts and things which they consider necessary or desirable to give effect to and to complete the Agreement and that the Independent Directors are hereby empowered to make minor amendments to the Agreement without the prior approval of the shareholders of the Company.

For and on behalf of the Board

Nicholas Wong
Company Secretary

30 March 2007

Explanatory Notes

1. Voting

All shareholders who wish to attend and vote at the meeting must be entered on the Company’s register of members no later than 9.30 a.m. on 14 April 2007 (being 48 hours prior to the time fixed for the meeting) or, in the case of an adjournment, as at 48 hours prior to the time of the adjourned meeting. Changes to entries on the register after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

2. Proxy

Shareholders entitled to attend and vote at the meeting may appoint a proxy or proxies to attend on their behalf. A proxy need not be a member of the Company. Investors who hold their Ordinary Shares through a nominee may wish to attend the meeting as a proxy, or to arrange for someone else to do so for them, in which case they should discuss this with their nominee or stockbroker. Whilst proxies may vote on a poll on any resolution, they are not entitled to vote on a show of hands. Proxies may ask questions at the meeting if, in his discretion, the Chairman of the meeting allows it. Shareholders are invited to complete and return the enclosed Form of Proxy. Completion of the Form of Proxy will not prevent a shareholder from attending and voting at the meeting if subsequently he/she finds they are able to do so. To be valid, completed Forms of Proxy must be received at the offices of the Company’s registrar, Capita IRG Plc, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, by not later than 9.30 a.m. on 14 April 2007 (being 48 hours prior to the time fixed for the meeting) or, in the case of an adjournment, as at 48 hours prior to the time of the adjourned meeting.

3. Corporate shareholders

Representatives of shareholders which are corporations attending the meeting should produce evidence of their appointment by an instrument executed in accordance with section 36A of the Act or signed on behalf of the corporation by a duly authorised officer or agent.

4. CREST

The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those holders of Ordinary Shares registered in the register of members of the Company at 9.30 a.m. on 14 April 2007 (being 48 hours prior to the time fixed for the meeting) shall be entitled to attend and vote at the Extraordinary General Meeting in respect of such number of Ordinary Shares registered in their name at that time. Changes to entries in the register of members after 9.30 a.m. on 14 April 2007 shall be disregarded in determining the rights of any person to attend or vote at the meeting.

