

The Clapham House Group PLC  
27 April 2006

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27 April 2006

## RECOMMENDED CASH OFFER

by

**Noble & Company Limited**

on behalf of

**The Clapham House Group PLC (“Clapham House”)  
for the entire issued and to be issued share capital of  
Urban Dining plc (“Urban Dining”)**

## OFFER UNCONDITIONAL AS TO ACCEPTANCES

On 31 March 2006, Clapham House announced the terms of a recommended cash offer to purchase the entire issued and to be issued share capital of Urban Dining for 44p per Urban Dining Share (the “Offer”). The Offer was made by Noble & Company Limited (“Noble”) on behalf of Clapham House. The document setting out the full terms of the Offer (the “Offer Document”) was posted to Urban Dining Shareholders on 6 April 2006. In addition on 31 March 2006 Clapham House announced a placing of new Clapham House shares to raise approximately £25.4 million (before expenses) to part fund the consideration payable under the Offer (the “Placing”).

The Board of Clapham House is pleased to announce that as at 1.00 p.m. today, being the first closing date of the Offer, valid acceptances of the Offer had been received in respect of a total of 56,355,735 Urban Dining Shares, representing approximately 97.90 per cent of Urban Dining's existing issued share capital.

Accordingly, the Offer today has become unconditional as to acceptances. The Offer will remain open for acceptances until further notice. The Offer remains conditional upon the other conditions set out in Part A of Part 3 of the Offer Document, including the passing of the resolution at the extraordinary general meeting of Clapham House, convened for 9.30am on 2 May 2006 and the admission of the new Clapham House shares being issued pursuant to the Placing to trading on AIM, a market operated by the London Stock Exchange plc.

Prior to making the Offer, Clapham House obtained irrevocable undertakings to accept, or procure the acceptance of, the Offer from all of the Urban Dining Directors (and their connected persons), all of those Clapham House Directors (and their connected persons) who are shareholders in Urban Dining and certain other Urban Dining Shareholders in respect of 33,653,389 Urban Dining Shares, representing in aggregate 58.46 per cent of the issued share capital of Urban Dining. At 1.00 pm today Clapham House had received valid acceptances in respect of all such shares.

In addition, prior to making the Offer, Clapham House also received a letter of intent from Cazenove Capital Management Limited stating that it intended to accept the Offer in respect of 5,541,821 Urban Dining Shares (representing 9.63 per cent of the issued share capital of Urban Dining) subject to there being no higher offer made. Valid acceptances have been received in respect of all such shares.

The acceptances received pursuant to the irrevocable undertakings and the letter of intent are included in the total number of valid acceptances referred to above.

Urban Dining Shareholders who have not yet accepted the Offer, and wish so to do, are urged to do so as soon as possible.

Urban Dining Shareholders who hold their Urban Dining Shares in certificated form, who wish to accept the Offer and have not done so, should complete their Forms of Acceptance and return them by post to Lloyds TSB Registrars, The Causeway, Worthing, West Sussex BN99 6DA or (during normal business hours only) by hand to Lloyds TSB Registrars, Princess House, 1 Suffolk Lane, London EC4R 0AX as soon as possible by following the procedure set out in paragraph 15 (a), (b) and (c) of Part 2 of the Offer Document.

Additional Forms of Acceptance are available from Lloyds TSB Registrars by telephone on 0870 609 2158 (or +44 1903 276342 if telephoning from outside the UK) or at the address referred to above.

Urban Dining Shareholders who hold their Urban Dining Shares in uncertificated form (that is, in CREST), who wish to accept the Offer and have not done so, should make their acceptance electronically through CREST as soon as possible by following the procedure set out in paragraph 15(d) of Part 2 of the Offer Document. Urban Dining Shareholders who are CREST sponsored members, should refer to their CREST sponsor before taking any action as only their CREST sponsor will be able to send the necessary TTE instruction to CRESTCo in relation to their Urban Dining Shares.

Words and expressions defined in the Offer Document, unless the context otherwise requires, bear the same meaning as used in this announcement.

*Enquiries*

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This announcement does not constitute or form part of any offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this announcement in any jurisdiction in contravention of applicable law. Any acceptance or other response to the Offer should be made only on the basis of information referred to in the Offer Document and the Form of Acceptance.

Noble, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting for Clapham House and no one else in connection with the Offer and will not be responsible to anyone other than Clapham House for providing the protections afforded to clients of Noble nor for providing advice in connection with the Offer or the contents of this announcement, or any matter referred to herein.

KBC Peel Hunt, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting for Urban Dining and no one else in connection with the Offer and will not be responsible to anyone other than Urban Dining for providing the protections afforded to clients of KBC Peel Hunt nor for providing advice in connection with the Offer or the contents of this announcement, or any matter referred to herein.

The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom may be restricted by law and therefore persons in such jurisdictions into which this announcement is released, published or distributed should inform themselves about, and observe, such restrictions. And failure to comply with the restrictions may constitute a violation of securities laws of any such jurisdiction.

Unless otherwise determined by Clapham House and permitted by applicable law and regulation, the Offer is not being, and will not be, made, directly or indirectly, in, into or from, or by use of the mails of, or by any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone or email) of interstate or foreign commerce of, or by any facility of a national securities exchange of, nor will it be made in, into or from the United States, Canada, Australia, the Republic of Ireland or Japan or any other jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities. Accordingly, copies of this announcement, the Offer Document, the Form of Acceptance and any other documents relating to the Offer are not being, and must not be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed or sent, in whole or in part, in, into or from the United States, Canada, Australia, the Republic of Ireland or Japan or any other jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not directly or indirectly mail, transmit or otherwise forward, distribute or send them in, into or from any such jurisdiction as to do so may invalidate any purported acceptance of the Offer.