

The Clapham House Group PLC
2 May 2006

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2 May 2006

RECOMMENDED CASH OFFER

by Noble & Company Limited (“Noble”)

on behalf of

The Clapham House Group PLC (the “Company” or “Clapham House”)

**for the entire issued and to be issued share capital of
Urban Dining plc (“Urban Dining”)**

Result of Extraordinary General Meeting

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. As at 1.00pm on 27 April 2006 (being the first closing date for the Offer), Clapham House had received valid acceptances of the Offer from Urban Dining Shareholders 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. As a consequence, the Offer became unconditional as to acceptances at that time.

In addition, on 31 March 2006 Clapham House announced a placing of 13,500,000 new Clapham House shares (the “Placing Shares”) to raise approximately £25.4 million (before expenses) to part fund the consideration payable under the Offer (the “Placing”).

At the Company's Extraordinary General Meeting held earlier today, the Resolution relating to the Placing, which was detailed in the Notice of Extraordinary General Meeting dated 6 April 2006, was passed unanimously without amendment.

The Offer remains conditional upon the remaining conditions contained in paragraphs (c) - (i) of Part A of Part 3 of the Offer Document, including the admission of the Placing Shares to trading on AIM and such admission becoming effective in accordance with the AIM Rules. Application has been made for the admission of the Placing Shares to trading on AIM and it is expected that the Placing Shares will be admitted to trading on

AIM and that dealings in the Placing Shares will commence on 5 May 2006, when it is also expected that the Offer will become or be declared wholly unconditional.

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 soon as possible by following the procedure set out in paragraph 15 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 so that the TTE instruction settles as soon as possible by following the procedure set out in paragraph 15 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.

Enquiries

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The expressions used in this announcement, unless the context otherwise requires, bear the same meaning as in the Notice of Extraordinary General Meeting and Offer Document both dated 6 April 2006.

This announcement does not constitute an 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.

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 Limited, 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 Limited 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.