

The Clapham House Group PLC  
5 May 2006

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5 May 2006

**RECOMMENDED CASH OFFER**

**by Noble and Company Limited ("Noble")**

**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 in all respects**

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 on behalf of Clapham House. The Offer Document was posted to Urban Dining Shareholders on 6 April 2006.

On 27 April 2006 Clapham House announced that the Offer had become unconditional as to acceptances but that it remained subject to the other conditions contained in Part A of Part 3 of the Offer Document.

One of the conditions remaining was in relation to the Admission of the Placing Shares. These have now been admitted to trading on AIM and dealings in the Placing Shares commenced today.

Therefore, Clapham House is pleased to announce that all of the conditions to the Offer, including the condition relating to Admission, have now been satisfied or waived and, accordingly, that the Offer has become unconditional in all respects. The Offer will remain open for acceptances until further notice.

As at 3.00 p.m. yesterday, 4 May 2006, Clapham House had received valid acceptances in respect of a total of 56,572,401 Urban Dining Shares representing in total approximately 98.27 per cent of Urban Dining's issued share capital.

The consideration to which any Urban Dining Shareholder is entitled under the Offer will be paid within 14 days of today's date in respect of Urban Dining Shares for which

valid acceptances of the Offer have been received as at 1.00 p.m. today. The consideration due in respect of valid acceptances of the Offer received after 1.00 p.m. today will be despatched to accepting Urban Dining Shareholders within 14 days of receipt of such acceptances.

Clapham House confirms its intention, as set out in the Offer Document, to apply the provisions of sections 428 to 430F (inclusive) of the Companies Act to acquire compulsorily any Urban Dining Shares to which the Offer relates in respect of which it has not received valid acceptances or which it has not otherwise acquired.

As set out in the Offer Document, Clapham House intends to procure the making of an application by Urban Dining to London Stock Exchange plc for the cancellation of the listing of Urban Dining Shares on AIM in due course

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

*Enquiries*

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

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.