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Forward Looking Statements

Forward Looking Statements

This presentation contains forward-looking statements that are based on management's beliefs and assumptions and on information currently available to management. In some cases, you can identify forward-looking statements by the following words: 'may,' 'will,' 'could,' 'would,' 'should,' 'expect,' 'intend,' 'plan,' 'anticipate,' 'believe,' 'estimate,' 'predict,' 'project,' 'potential,' 'continue,' 'ongoing,' 'targeting,' or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words.

These statements involve risks, uncertainties and other factors that may cause actual results, levels of activity, performance or achievements to be materially different from the information expressed or implied by these forward-looking statements. Although we believe that we have a reasonable basis for each forward-looking statement contained in this presentation, we caution you that these statements are based on a combination of facts and factors currently known by us and our projections of the future, about which we cannot be certain.

These assumptions and our future performance results involve risks and uncertainties (many of which are beyond our control). As a result of these risks, we cannot assure you that the forward-looking statements in this presentation will prove to be accurate. Furthermore, if the forward-looking statements prove to be inaccurate, the inaccuracy may be material. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by us or any other person that we will achieve our objectives and plans in any specified time frame, or at all. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. You should evaluate all forward-looking statements made in this presentation in the context of the risks and uncertainties disclosed in our filings with the Securities and Exchange Commission ("SEC"). All of the Company's SEC filings are available online at www.sec.gov, www.sohohouseco.com or upon request from Soho House & Co Inc. The forward-looking statements included in this presentation are made only as of the date hereof. The Company undertakes no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

Market data and industry information used throughout this presentation are based on management's knowledge of the industry and the good faith estimates of management. We also relied, to the extent available, upon management's review of independent industry surveys and publications and other publicly available information prepared by a number of third-party sources. All of the market data and industry information used in this presentation involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. Although we believe that these sources are reliable as of their respective dates, we cannot guarantee the accuracy or completeness of this information, and we have not independently verified this information. Projections, assumptions and estimates of our future performance and the future performance of the industry in which we operate are necessarily subject to a high degree of uncertainty and risk due to a variety of factors. These and other factors could cause results to differ materially from those expressed in our estimates and beliefs and in the estimates prepared by independent parties.

Non-GAAP Financial Measures

This presentation contains certain financial measures, including Adjusted EBITDA, House-Level Contribution and Margin, Other Contribution and Margin, Net Debt and certain financial measures presented on a Constant Currency basis that are not required by, or presented in accordance with, accounting principles generally accepted in the United States of America ('GAAP'). We refer to these measures as 'non-GAAP financial measures.' We use these non-GAAP financial measures when planning, monitoring and evaluating our performance. While we believe that these non-GAAP financial measures are useful in evaluating our business, this information should be considered as supplemental in nature and is not meant as a substitute for revenues or net income (loss), in each case as recognized in accordance with GAAP. In addition, other companies may calculate one or more of these measures differently, which reduces the usefulness of any such measure as a comparative measure. See Appendix for a definition of these non-GAAP financial measures and a reconciliation to the most directly comparable GAAP financial measures.

The information in this presentation should be read in conjunction with our Annual Report on Form 10-K and other information that we file with the SEC. The reconciliations of non-GAAP financial measures are an integral part of the information presented herein. You can access these documents on our website, www.sohohouseco.com, free of charge, as well as amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as soon as reasonably practicable after such material is electronically filed with, or furnished to, the SEC. The information contained on our website is not incorporated by reference into, and should not be considered a part of, this presentation. In addition, the SEC maintains a website that contains reports, proxy and information statements, and other information regarding issuers, including the Company, that file electronically with the SEC at www.sec.gov.

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Today's Agenda

1

FULL YEAR AND Q4 2023 HIGHLIGHTS

2

EXECUTING STRATEGIC PRIORITIES

3

Q4 2023 FINANCIAL PERFORMANCE

4

2024 GUIDANCE



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2023: Transformational Year

Strong growth in membership

- Soho House members increased to ~194,000, +32,000 / +20% YoY
- Total SHCO members grew to ~260,000, +33,000 / +15% YoY

Record year for new applications, growing in all regions

- SHCO waitlist ended 2023 at a high of >99k, +15% vs. end of 2022

Achieved total revenues of \$1,136m, +17% vs. 2022, membership revenues \$361.5m, up +33%

Adjusted EBITDA* grew to \$128m in 2023, more than doubling from \$61m in 2022

- Adjusted EBITDA margin improved to 11%, from 6% in 2022

Net cash flow from operations increased to \$50m, from \$15m in 2022

Implemented initiatives that have improved member experience, further supported by the appointment of Tom Collins to Chief Operating Officer.

Successfully opened 2 new Houses

- Bangkok and Mexico City



*Reconciliation of GAAP to non-GAAP financial measures can be found in the Appendix

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Q4 2023: Continued Strong Membership and EBITDA Growth



Soho House membership was 194k, up 20% YoY and up 5% QoQ

- Total SHCO membership grew 15% YoY and 2% QoQ
- SHCO waitlist stands at a high of ~99k, up from ~98k in Q3 2023 and 15% YoY



Adjusted EBITDA* of \$37m, up \$13m YoY

- Total revenues growth of 8% YoY
- Continued growth in recurring Membership revenues, up 24% YoY and 3% QoQ
- Operational excellence and strong membership growth, drove Adjusted EBITDA margins to 13% from 9% in 4Q22

*Reconciliation of GAAP to non-GAAP financial measures can be found in the Appendix

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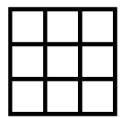


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Focusing on Membership and Profitability

Grow and Enhance Membership

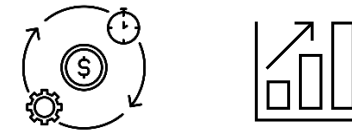


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We are focused on growing and enhancing membership value proposition to drive long-term recurring revenue

- Growing and enhancing membership remains the core driver of our business; strong foundations in place
- Focusing on core Soho House business as key driver of global expansion and improved profitability
- Optimized new House growth to deliver the best experience at our existing Houses

Operational Excellence to Drive Profitability



We are focused on delivering operational excellence to drive profitability and free cash flow

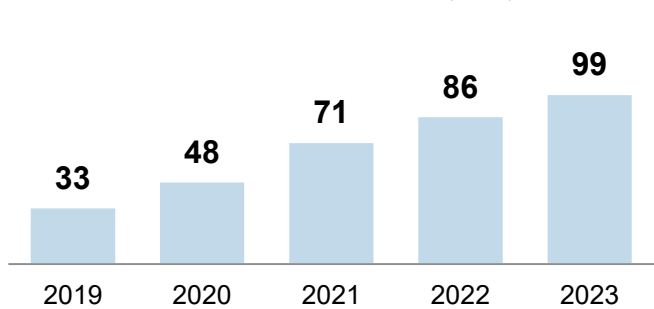
- Implemented a series of initiatives to drive enhanced profitability
 - ✓ Revised expenses
 - ✓ Re-focused G&A
 - ✓ Optimized events and menus
 - ✓ Enacted procurement savings
 - ✓ Rationalized supply chain

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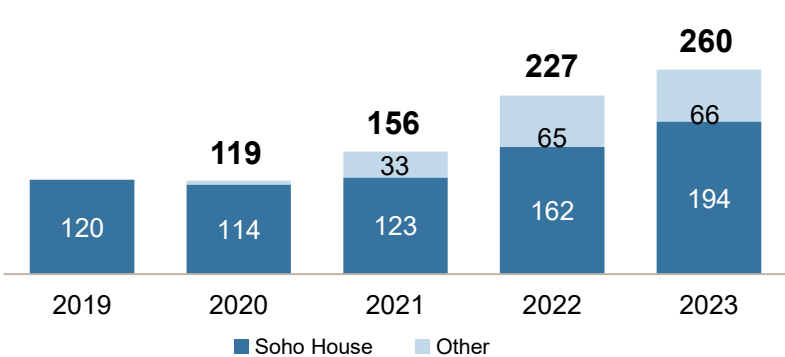
Growing and Enhancing Member Experience

- A focused approach to operational excellence by implementing initiatives to enhance member experience is leading to elevated profitability across Houses
- Strong improvements on member feedback with all ratings seeing a QoQ uplift
- Opening up new or refurbishing existing member spaces in our Houses, including the roof, pool and ground floor expansion at White City House, the Luckman Club at West Hollywood, updating the roof at Holloway House, and refreshing the outdoor space at Soho House Dumbo
- Continuing to improve the food offering, including adding “Pen Yen” to Ludlow House
- Delivering better gym and wellness offerings, including wellness retreats
- Opened Soho House Portland last week, Soho House Sao Paulo to open soon. Also opening new Houses in Manchester and London in 2024

SHCO Waitlist ('000)



SHCO Members ('000)



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Operational Excellence is Driving Profitability



Long-Term Guideposts

- Leveraging data and member insight to operate and scale efficiently
- Expanding In-House margins
- Operating discipline

Fiscal 2023 Highlights

- ✓ Achieved Adjusted EBITDA* of \$128m for the fiscal year, +\$67m YoY, Adjusted EBITDA margins 11% up from 6% in '22
- ✓ Operating wages were up ~200bps vs '22 and ~100bps vs. '19
- ✓ Food and beverage margins were flat vs '22 despite significant cost inflation, up ~200bps vs. '19
- ✓ Focus on driving accommodations performance resulted in fiscal 2023 House RevPAR growth of +11% vs '22 and +32% vs. '19
- ✓ Mature Houses in London, NY and LA each had average operating margins of >40% in '23
- ✓ \$50m of net cash flow from operations for the fiscal year, Q4 third consecutive quarter of positive cash flow from operations

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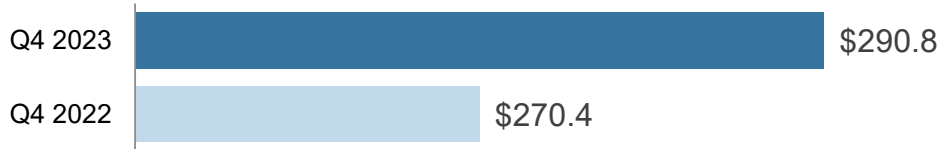


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Q4 2023 Financial Highlights

Total revenues (\$M) +8%



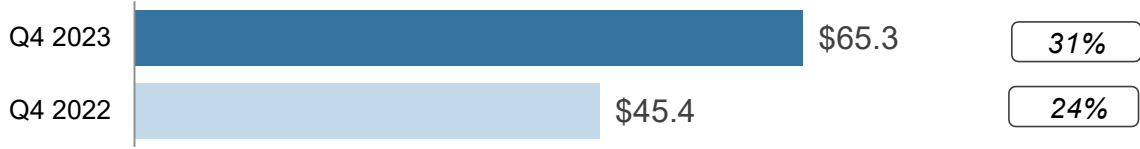
Other revenues (\$M) (4)%



Membership revenues (\$M) +24%



House-Level Contribution* (\$M) +44% *Margin*



In-House revenues (\$M) +4%



Other Contribution* (\$M) +9%



*For non-GAAP financial measures, please refer to the Appendix for a reconciliation to the most directly comparable GAAP financial measure.

Q4 2023 YoY Revenue Bridge

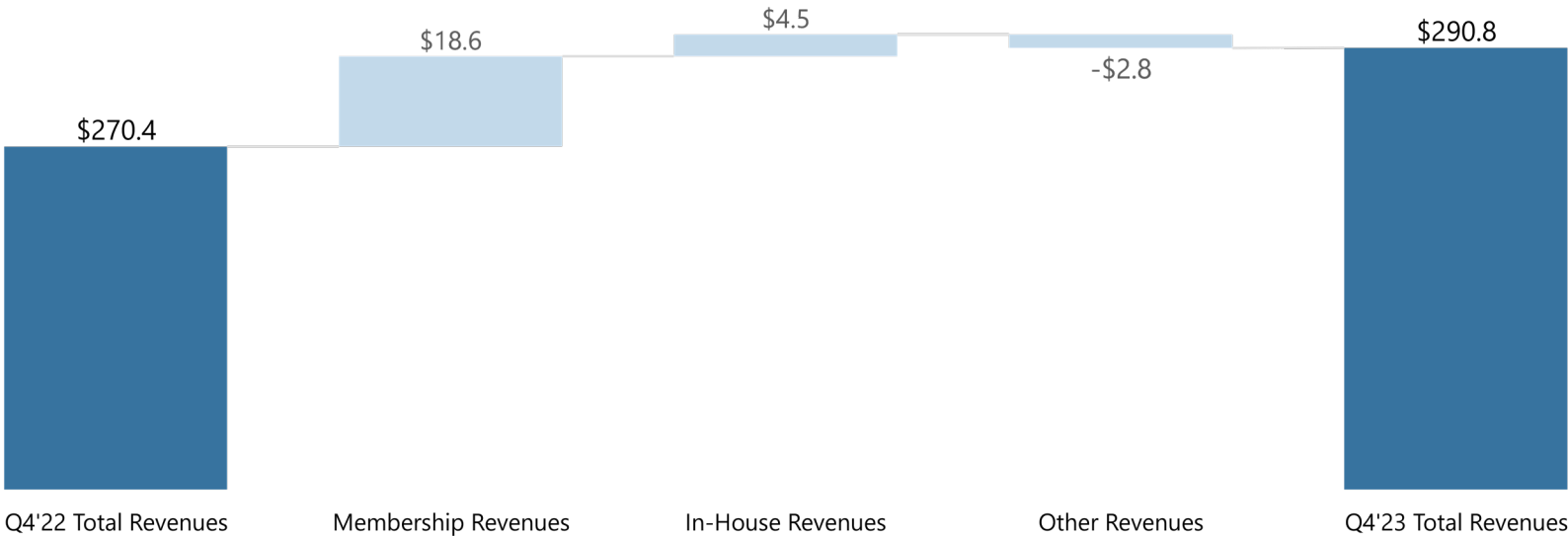


Year-on-year growth was driven by growth in Membership revenues and In-House revenues, offset by lower Other revenues

YoY Increase in Adult paying Soho House Members:

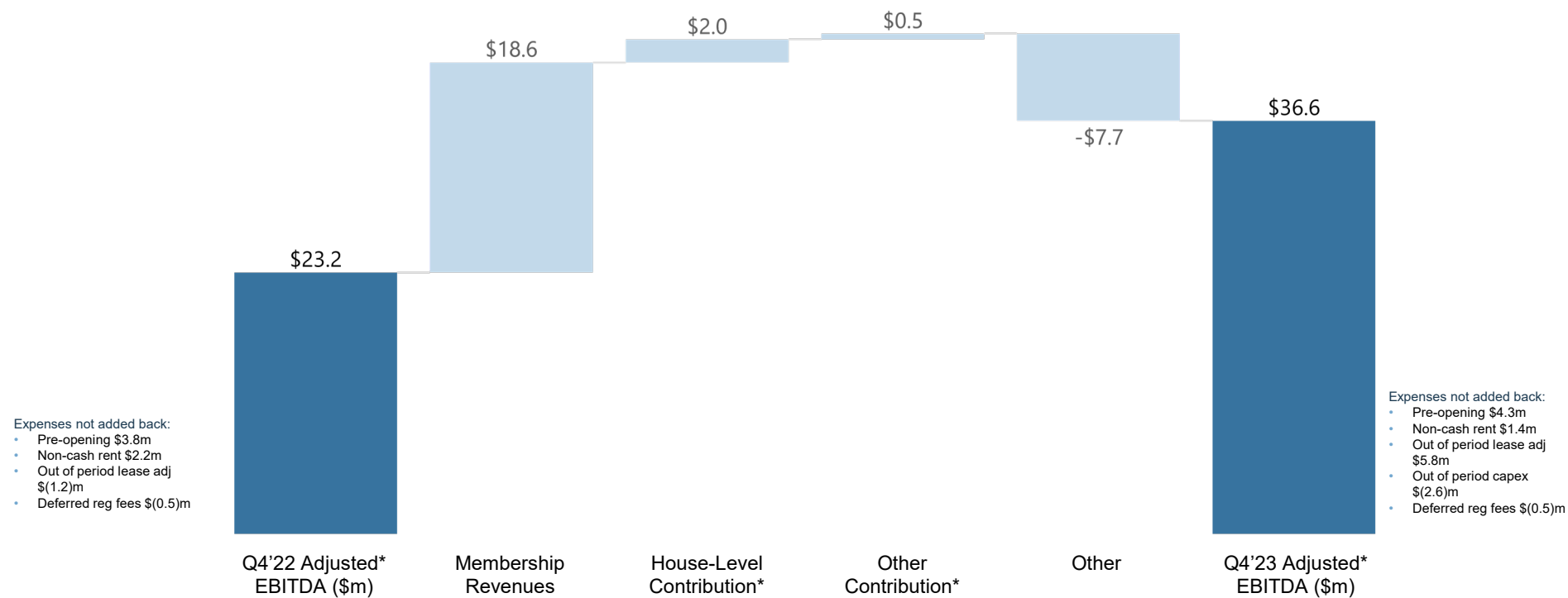
- +3,097 from 2023 openings
- +4,335 from 2022 openings
- +16,368 from pre-2022 Houses

As well as +1,164 Other members



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Q4 2023 YoY Adjusted EBITDA Bridge



*For non-GAAP financial measures, please refer to the Appendix for a reconciliation to the most directly comparable GAAP financial measure.

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Balance Sheet and Capitalization

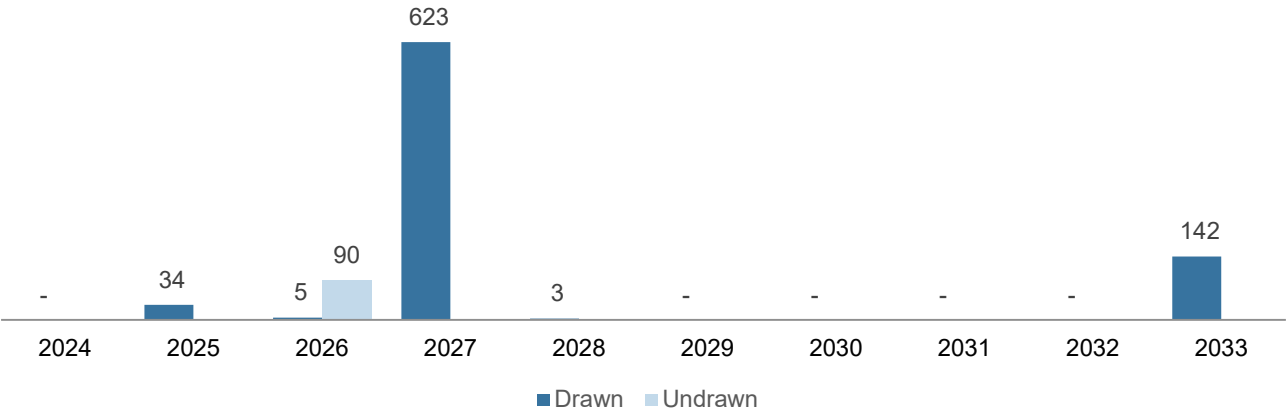
Cash and Debt as of December 31, 2023

Total Cash and Cash Equivalents (including Restricted cash)	\$164m
Total Debt	\$802m
Net Debt*	\$638m

Q4 2023 Highlights

- Third-consecutive quarter of positive cash flow from operations
- \$37m Adjusted EBITDA
- \$2m non-cash rent
- \$(8)m cash interest
- \$(3)m cash taxes
- \$(21)m capital expenditure

Loan Expiry Profile \$m's



*For non-GAAP financial measures, please refer to the Appendix for a reconciliation to the most directly comparable GAAP financial measure.

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1 FULL YEAR AND Q4 2023 HIGHLIGHTS

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4 **2024 GUIDANCE**



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2024 Guidance

2023 Results	2024 Guidance	2024 Guidance vs. 2023 Results
Total Soho House Members 193,865	Total Soho House Members >210,000	>8%
Membership revenues \$361m	Membership revenues \$405m – \$415m	12% – 15%
Total revenues* \$1.136b	Total revenues* \$1.2b – \$1.25b	6% – 10%
Adjusted EBITDA** \$128m	Adjusted EBITDA** \$155m – \$165m	21% – 29%

*Assumes no material FX impact, reflecting bank estimates

**Without adding back pre-opening costs, non cash rent and deferred registration fees of ~\$25-30m combined for fiscal 2024 as a whole

We provide earnings guidance using both GAAP and non-GAAP financial measures. A reconciliation of the Company's Adjusted EBITDA guidance to the most directly comparable GAAP financial measure cannot be provided without unreasonable efforts and is not provided herein because of the inherent difficulty in forecasting and quantifying certain amounts that are necessary for such reconciliations, including adjustments that are made for future changes in foreign exchange and the other adjustments reflected in our reconciliation of historical non-GAAP financial measures, the amounts of which, could be material.



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SHCO: The Only Global Membership Platform



Strong growth in membership and revenues, underpinned by growing **brand recognition** and **record waitlist**



Operational excellence initiatives driving profitability and positive cash flow from operations, leading to raised guidance



Laser focused on delivering for our members and growing **membership value**; achieving this through revised offerings



Confident in the future as a **unique global membership business** with significant growth opportunities ahead



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Appendix



Supplemental Materials and Reconciliations to GAAP Measures

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2023 Financial Highlights

Total revenues (\$M)

+17%



Other revenues (\$M)

+7%



Membership revenues (\$M)

+33%



House-Level Contribution* (\$M)

+51%

Margin



In-House revenues (\$M)

+13%



Other Contribution* (\$M)

+33%



*For non-GAAP financial measures, please refer to the Appendix for a reconciliation to the most directly comparable GAAP financial measure.

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2023 YoY Revenue Bridge

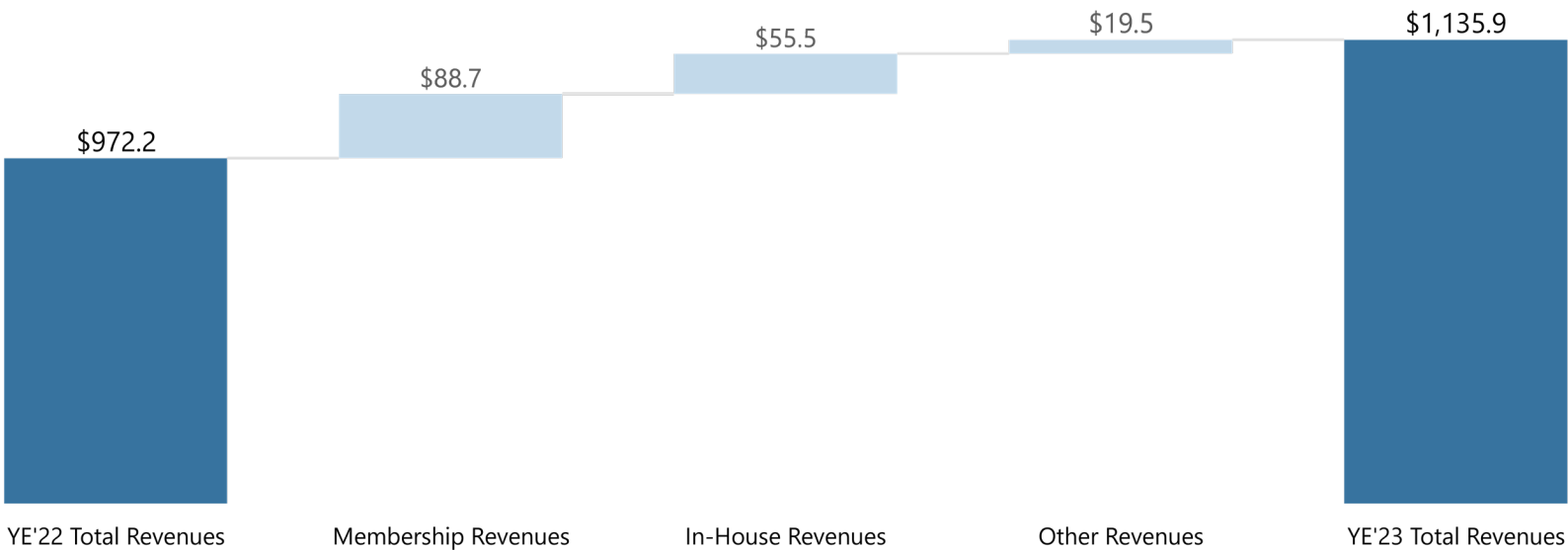


Year-on-year growth was driven by growth in Membership revenues, In-House revenues, and Other revenues

YoY Increase in Adult paying Soho House Members:

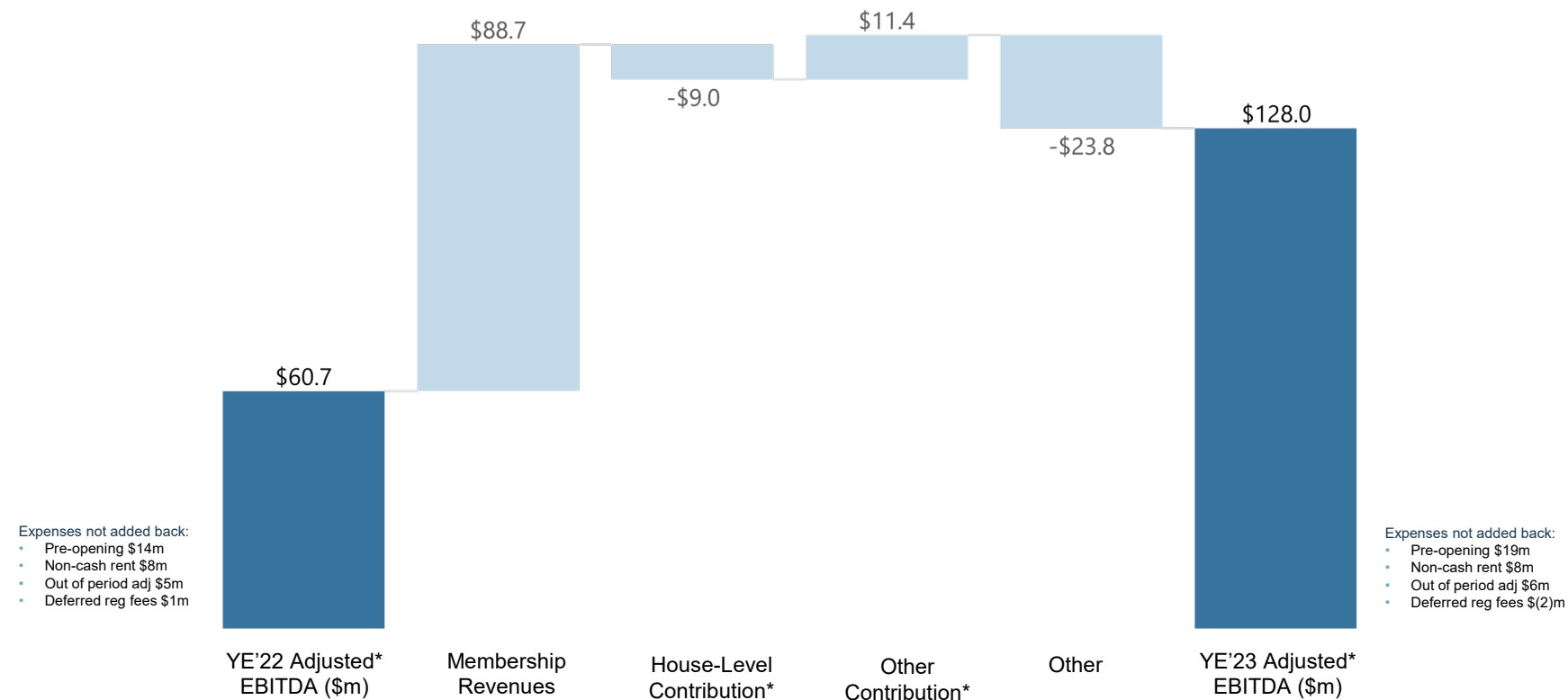
- +3,097 from 2023 openings
- +4,335 from 2022 openings
- +16,368 from pre-2022 Houses

As well as +1,164 Other members



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2023 YoY Adjusted EBITDA Bridge



*For non-GAAP financial measures, please refer to the Appendix for a reconciliation to the most directly comparable GAAP financial measure.

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Soho House Portfolio

# Houses	# Countries	House Name	Country	Territory	Opening	Years of Operation	Club Space	Bedrooms	Screening/ Cabaret Room	Gym/Health Club	Spa	Pool	Public F&B/ Friends Studio	Beach
1	1	40 Greek Street	UK	UK	Jan-95	28	✓	-	-	-	-	-	-	-
2	1	Babington House	UK	UK	Sep-98	25	✓	33	✓	✓	✓	✓	-	-
3	1	Electric House	UK	UK	Apr-02	21	✓	-	✓	-	-	-	✓	-
4	2	Soho House New York	USA	Americas	Jun-03	20	✓	44	✓	-	✓	✓	-	-
5	2	High Road House	UK	UK	Jul-06	17	✓	14	-	-	-	-	✓	-
6	2	Shoreditch House	UK	UK	Jun-07	16	✓	26	✓	✓	✓	✓	-	-
7	2	Soho House West Hollywood	USA	Americas	Mar-10	13	✓	-	✓	-	-	-	-	-
8	3	Soho House Berlin	Germany	Europe	May-10	13	✓	89	✓	✓	✓	✓	✓	-
9	3	Soho Beach House Miami	USA	Americas	Oct-10	13	✓	50	✓	✓	✓	✓	✓	✓
10	3	Little House Mayfair	UK	UK	Apr-12	11	✓	4	-	-	-	-	-	-
11	4	Soho House Toronto	Canada	Americas	Oct-12	11	✓	-	-	-	-	-	-	-
12	4	Soho House Chicago	USA	Americas	Aug-14	9	✓	40	✓	✓	✓	✓	✓	-
13	5	Soho House Istanbul	Turkey	Europe	Apr-15	8	✓	87	✓	✓	✓	-	✓	-
14	5	Soho Farmhouse	UK	UK	Jun-15	8	✓	114	✓	✓	✓	✓	-	-
15	5	76 Dean Street	UK	UK	Aug-15	8	✓	-	✓	-	-	-	-	-
16	5	Little Beach House Malibu	USA	Americas	May-16	7	✓	-	-	-	-	-	-	✓
17	5	Ludlow House	USA	Americas	Jul-16	7	✓	-	-	-	-	-	-	-
18	6	Soho House Barcelona	Spain	Europe	Oct-16	7	✓	57	✓	✓	✓	✓	✓	-

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Soho House Portfolio (cont'd)

# Houses	# Countries	House Name	Country	Territory	Opening	Years of Operation	Club Space	Bedrooms	Screening Room	Gym/Health Club	Spa	Pool	Public F&B/ Friends Studio	Beach
19	6	Kettner's	UK	UK	Jan-18	5	✓	33	-	-	-	-	✓	-
20	6	White City House	UK	UK	May-18	5	✓	45	✓	✓	✓	✓	✓	-
21	6	DUMBO House	USA	Americas	May-18	5	✓	-	-	-	-	✓	✓	-
22	7	Soho House Amsterdam	The Netherlands	Europe	May-18	5	✓	79	✓	✓	✓	✓	✓	-
23	7	Little Beach House Barcelona	Spain	Europe	Aug-18	5	✓	17	-	-	✓	-	-	✓
24	8	Soho House Mumbai	India	Asia	Nov-18	5	✓	38	✓	✓	✓	✓	✓	✓
25	9	Soho House Hong Kong	Hong Kong	Asia	Sep-19	4	✓	-	✓	✓	-	✓	-	-
26	9	Soho Warehouse, DTLA	USA	Americas	Oct-19	4	✓	48	-	✓	-	✓	-	-
27	10	Soho Roc House	Greece	Europe	Jul-20	3	✓	44	-	✓	-	✓	-	✓
28	11	Soho Beach House Canouan	St Vincent & The Grenadines	Americas	Apr-21	2	✓	40	-	✓	-	-	-	✓
29	11	180 House	UK	UK	Apr-21	2	✓	-	-	-	-	✓	✓	-
30	11	Soho House Austin	USA	Americas	May-21	2	✓	46	✓	-	-	✓	-	-
31	12	Soho House Tel Aviv	Israel	Europe	Aug-21	2	✓	24	-	-	-	✓	-	-
32	13	Soho House Paris	France	Europe	Sep-21	2	✓	36	✓	✓	-	✓	-	-
33	14	Soho House Rome	Italy	Europe	Oct-21	2	✓	69	✓	✓	✓	✓	✓	-
34	14	Soho House Nashville	USA	Americas	Feb-22	1	✓	47	✓	✓	-	✓	-	-
35	14	Brighton Beach House	UK	UK	Mar-22	1	✓	-	-	✓	-	✓	-	✓
36	14	Soho House Holloway	USA	Americas	May-22	1	✓	34	-	-	-	-	-	-

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Soho House Portfolio (cont'd)

# Houses	# Countries	House Name	Country	Territory	Opening	Years of Operation	Club Space	Bedrooms	Screening Room	Gym/Health Club	Spa	Pool	Public F&B/ Friends Studio	Beach
37	14	Little House Balham	UK	UK	Jul-22	1	✓	-	-	-	-	-	-	-
38	15	Soho House Copenhagen	Denmark	Europe	Jul-22	1	✓	-	-	-	-	-	-	-
39	16	Soho House Stockholm	Sweden	Europe	Dec-22	0	✓	-	-	-	-	-	-	-
40	16	Miami Pool House	USA	Americas	Dec-22	0	✓	-	-	-	-	✓	-	-
41	17	Soho House Bangkok	Thailand	Asia	Feb-23	0	✓	-	✓	-	-	✓	-	-
42	18	Soho House Mexico City	Mexico	Americas	Sep-23	0	✓	4	-	-	-	✓	-	-
43	18	Soho House Portland	USA	Americas	Mar-24	0	✓	-	-	✓	-	✓	-	-

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Summary on Other Businesses

Soho Works

- London
 - 180 Works
 - Dean Street Works
 - Shoreditch Works
 - White City Works
 - Redchurch Works
- North America
 - 875 Washington Works, NYC
 - 55 Water Works, NYC
 - 10 Jay Works, NYC
 - 9000 Sunset Works, Los Angeles

Soho Home

- Chelsea, London
- Westbourne Grove, London
- Melrose, Los Angeles

Scorpios

- Mykonos, Greece

The Line

- Los Angeles
- Washington, DC
- Austin
- San Francisco

Saguaro

- Palm Springs

The Ned

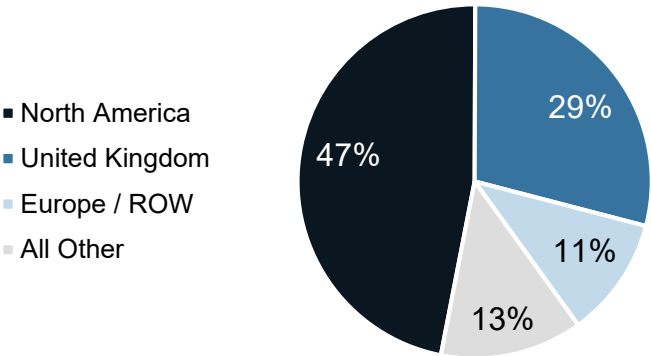
- London
- New York
- Doha

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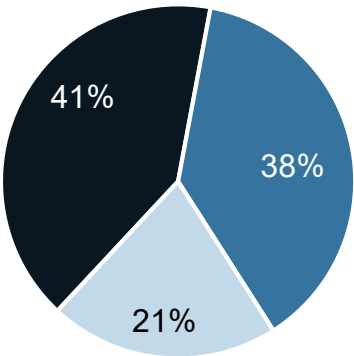
Revenue by Region – FY 2023

At the end of FY 2023, we had 42 Houses and 259,884 SHCO members spread across North America, United Kingdom, Europe and rest of world.

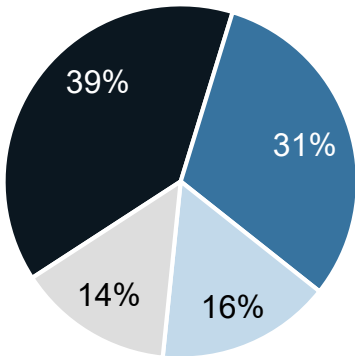
Membership revenues



In-House revenues



Total revenues



- North America
- United Kingdom
- Europe / ROW
- All Other

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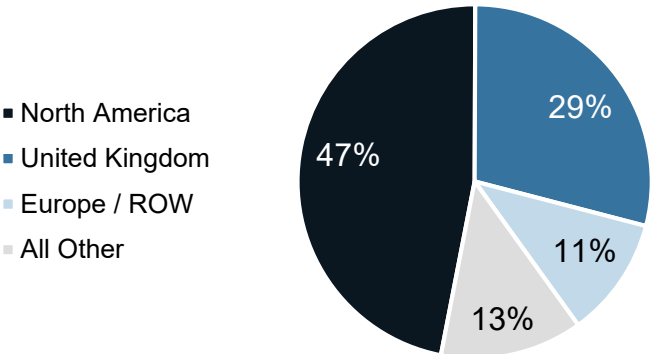
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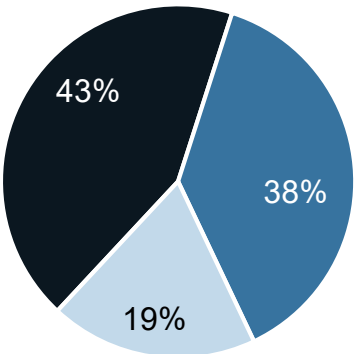
Revenue by Region – Q4 2023

At the end of Q4 2023, we had 42 Houses and 259,884 SHCO members spread across North America, United Kingdom, Europe and rest of world.

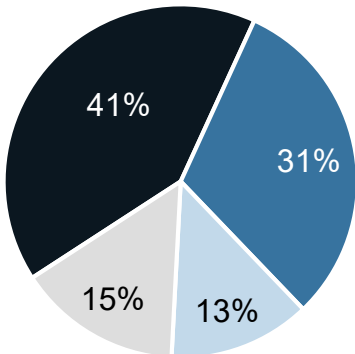
Membership revenues



In-House revenues



Total revenues



- North America
- United Kingdom
- Europe / ROW
- All Other

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Key Performance and Operating Metrics Evaluated by Management

Number of Soho Houses	The number of Soho Houses reflects the total number of Soho Houses in operation in any period, irrespective of whether each House is (i) controlled by us, (ii) operated through a non-controlling interest in a joint venture or (iii) operated through a management contract. We review the number of members from all Houses to assess new member growth, total House Revenues, and House-Level Contribution.
Number of Soho House Members	Member count is the primary driver of Membership Revenues and is also a critical factor in In-House Revenues as members utilize the offerings that are provided within the Houses. Soho House members include all active, frozen and non-paying members.
Soho House Member Retention	Soho House Member Retention is defined as the number of Adult Paying Members (being all Soho House members excluding child members and complimentary member) at the beginning of a period less the number of Adult Paying Members who cancelled their membership during that same period (without giving any effect to Adult Paying Members who froze their memberships during such period), as a proportion of total Adult Paying Members at the beginning of such period.
Number of Other Members	Other members include members of Soho Works and Soho Friends which are key to our growth strategy and enhancing our Soho House member experience. Like Adult Paying members, other memberships are an integral part of our business and we believe will have a significant impact on our profitability and financial performance in the future.
Frozen Members	Frozen members refers to Soho House members who have elected to suspend their membership payments on a six-, nine- or twelve-month basis during which period the member is not able to gain access to a Soho House site as a member, access our membership Apps, or book bedrooms or Cowshed treatments or products on discounted member rates. Frozen Members are not included in Adult Paying Members but are included in the total number of Soho House members.
Membership Revenues	Membership Revenues are comprised of House Membership Revenues (as defined below) and Non-House Membership Revenues (as defined below). House Membership Revenues and Non-House Membership Revenues are each comprised primarily of annual membership fees and one-time registration fees which are amortized over 20 years. The one-time registration fee is no longer applicable to new members admitted from April 4, 2022; see "House Introduction Credits" below. Membership Revenues are a function of the number of members, membership mix, and membership pricing. For GAAP, we report Membership Revenues only from Houses and sites in which we own a controlling interest. Our membership pricing varies by geographic segment and membership offering and, as such, our mix of House and Soho Works club openings can affect our revenue growth and profitability over time. Prices are generally higher in North America and the ROW compared with the UK and Europe. Membership Revenues provide a stable and recurring source of revenues which have few direct costs and, as such, is a reliable and predictable source of cash flow.

Key Performance and Operating Metrics Evaluated by Management (cont'd)

House Introduction Credits	New members admitted from April 4, 2022 have been required to purchase House Introduction Credits as part of their membership, per the House rules. House Introduction Credits are credits of an equivalent value to cash within Houses and are redeemable to purchase food and beverage items, and bedroom stays, at the Houses. House Introduction Credits expire after the first three months from the date of issuance, where legally permitted in the regions we operate, if not utilized or if the Company terminates a member's House membership. House Introduction Credits are recognized upon issuance as deferred revenue on our consolidated balance sheets. Revenue from House Introduction Credits are recognized as In-House revenues when redeemed by members, and as breakage revenue within Membership revenues upon expiration or in the period that we are able to reliably estimate expected breakage to the extent that they are unredeemed, are recognized. House Introduction Credits expire three months from the date of issue.
House Membership Revenues	House Membership Revenues are comprised primarily of annual membership fees and one-time legacy registration fees from Soho House members which are amortized over 20 years. The one-time registration fee is no longer applicable to new members admitted from April 4, 2022, see House Introduction Credits above.
In-House Revenues	In House Revenues refer to all revenues realized within our Houses, and primarily includes revenues from food and beverage, accommodation, and spa products and treatments.
House Revenues	House Revenues is defined as House Membership Revenues plus In-House Revenues, less Non-House Membership Revenues. Our management views House Membership Revenues and In-House Revenues as interrelated and their aggregation as important in tracking House performance. Although there is no minimum spend for any member on In-House offerings, in practice most members consume food and beverage, accommodations and other offerings at our Houses. The pricing of our In-House offerings is reflective of the fact that the significant majority of In-House offerings that generate In-House revenues are consumed by members who also pay a membership fee in relation to that House, with pricing of such In-House offerings being identical for both members and non-members.
Other Revenues	Other revenues are defined as total revenues that are not realized within our Houses, including revenues from Scorpios, Soho Works and our stand-alone restaurants, procurement fees from SHD, Soho Home and Cowshed retail products and other revenues from products and services that we provide outside of our Houses, as well as management fees from hotel management contracts for The Ned Sites and The LINE and Saguario hotels.
Non-House Membership Revenues	Non-House Membership Revenues are comprised of Soho Works membership revenue, Soho Friends membership revenue and SOHO HOME+ membership revenue.

SOHO HOUSE & CO Inc.



SOHO HOME



SOHO WORKS



Key Performance and Operating Metrics Evaluated by Management (cont'd)

Active App Users	Active App Users is defined as unique users who have logged into any of our membership Apps within the last three months.
House-Level Contribution and Margin	House-Level Contribution is defined as House Revenues less In-House Operating Expenses, which includes expense items such as food and beverage costs, labor costs, variable overheads and fixed costs, such as rent. It does not reflect the impact of depreciation, amortization, impairment, gain or loss on sale of property, or general and administrative expenses. House-Level Contribution Margin is defined as House-Level Contribution as a percentage of our House Revenues and is a key determinant of our performance and profitability and our return on the investment we make in each of our Houses. Our management considers House-Level Contribution and House-Level Contribution Margin to be an important management measure to evaluate the performance and profitability of each House, and growth in aggregate House-Level Contribution allows us to leverage our general and administrative costs and improve overall profitability.
Other Contribution and Margin	Other Contribution is defined as Other Revenues less Other Operating Expenses, which includes expense items not related to the operation of Houses, such as labor costs, variable overheads and fixed costs, such as rent. It does not reflect the impact of depreciation, amortization, impairment, gain or loss on sale of property, or general and administrative expenses. Other Contribution Margin defined as Other Contribution as a percentage of our Other Revenues and is a key determinant of our performance and profitability and our return on the investment in our non-House business. Our management considers Other Contribution and Contribution Margin to be an important management measure.
Adult Paying Members	Adult Paying Members refers to all Soho House members excluding child members and complimentary members.
Net Debt	Net Debt reflects the total debt, comprising long-term debt, property mortgage loans and related party loans, less cash, cash equivalents and restricted cash. Net Debt is an important measure to monitor leverage and evaluate the balance sheet. A limitation associated with using Net Debt is that it subtracts cash, cash equivalents and restricted cash and therefore may imply that there is less Company debt than the most comparable GAAP measure indicates. Management believes that investors may find it useful to monitor leverage and evaluate the balance sheet.
Average Daily Rate (ADR)	Average Daily Rate represents the average rental income per paid occupied room
Revenue Per Available Room (RevPAR)	The key industry standard for measuring hotel-operating performance is RevPAR, which is calculated by multiplying the percentage of occupied rooms to available rooms by the average daily rate realized. Where this is presented on a like-for like basis, RevPar is adjusted for new or divested sites, for example Houses that were not open in the comparison period.

SOHO HOUSE & CO Inc.

Consolidated Statement of Operations

(in thousands except for per share data)	For the 13 Weeks Ended	
	December 31, 2023	January 1, 2023
	(Unaudited)	
Revenues		
Membership revenues	\$ 95,767	\$ 77,124
In-House revenues	125,220	120,674
Other revenues	69,803	72,592
Total revenues	290,790	270,390
Operating expenses		
In-House operating expenses	(146,552)	(144,049)
Other operating expenses	(62,167)	(65,463)
General and administrative expenses	(40,202)	(36,695)
Pre-opening expenses	(4,311)	(3,753)
Depreciation and amortization	(37,174)	(27,440)
Share-based compensation	(4,044)	(7,826)
Foreign exchange gain (loss), net	32,297	58,560
Loss on impairment of long-lived assets	(47,455)	—
Other, net	(4,338)	(7,714)
Total operating expenses	(313,946)	(234,380)
Operating income (loss)	(23,156)	36,010
Other (expense) income		
Interest expense, net	(24,609)	(18,551)
(Loss) gain on sale of property and other, net	(1,634)	(1,139)
Share of income (loss) of equity method investments	(2,511)	1,515
Total other expense, net	(28,754)	(18,175)
Income (loss) before income taxes	(51,910)	17,835
Income tax (expense) benefit	(5,425)	(2,061)
Net (loss) Income	(57,335)	15,774
Net (income) loss attributable to non-controlling interests	340	(2,248)
Net income (loss) attributable to Soho House & Co Inc.	\$ (56,995)	\$ 13,526
Net income (loss) per share attributable to Class A and Class B common stock		
Basic and diluted	\$ (0.29)	\$ 0.07
Weighted average shares outstanding:		
Basic and diluted (Note 17)	195,126	196,879

SOHO HOUSE & CO Inc.

Consolidated Statement of Operations

(in thousands except for per share data)	For the Fiscal Year Ended	
	December 31, 2023	January 1, 2023
Revenues		
Membership revenues	\$ 361,487	\$ 272,809
In-House revenues	482,066	426,602
Other revenues	292,326	272,803
Total revenues	1,135,879	972,214
Operating expenses		
In-House operating expenses (exclusive of depreciation and amortization of \$67,786, \$55,587 and \$53,568 for the fiscal years ended December 31, 2023, January 1, 2023 and January 2, 2022, respectively)	(589,357)	(524,929)
Other operating expenses (exclusive of depreciation and amortization of \$29,615, \$30,262 and \$23,831 for the fiscal years ended December 31, 2023, January 1, 2023 and January 2, 2022, respectively)	(258,483)	(250,336)
General and administrative expenses (exclusive of depreciation and amortization of \$14,002, \$14,081, and \$6,214 for the fiscal years ended December 31, 2023, January 1, 2023 and January 2, 2022 respectively)	(143,583)	(123,435)
Pre-opening expenses	(18,604)	(14,081)
Depreciation and amortization	(111,403)	(99,930)
Share-based compensation	(20,230)	(27,681)
Foreign exchange gain (loss), net	36,196	(69,600)
Loss on impairment of long-lived assets (Note 9)	(47,455)	—
Other, net	(5,963)	(9,703)
Total operating expenses	(1,158,882)	(1,119,695)
Operating income (loss)	(23,003)	(147,481)
Other (expense) income		
Interest expense, net	(84,136)	(71,499)
Gain (loss) on sale of property and other, net	(1,038)	390
Share of income (loss) of equity method investments	1,900	3,941
Total other expense, net	(83,274)	(67,168)
Loss before income taxes	(106,277)	(214,649)
Income tax (expense) benefit	(10,811)	(5,131)
Net loss	(117,088)	(219,780)
Net (income) loss attributable to non-controlling interests	(865)	(800)
Net loss attributable to Soho House & Co Inc.	\$ (117,953)	\$ (220,580)
Net loss per share attributable to Class A and Class B common stock		
Basic and diluted (Note 17)	\$ (0.60)	\$ (1.10)
Weighted average shares outstanding:		
Basic and diluted (Note 17)	195,590	199,985

SOHO HOUSE & CO Inc.

Consolidated Statement of Cash Flows

(in thousands)	For the Fiscal Year End	
	December 31, 2023	January 1, 2023
Cash flows from operating activities		
Net loss	\$ (117,088)	\$ (219,780)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation and amortization	111,403	99,930
Non-cash share-based compensation (Note 14)	18,875	26,207
Deferred tax expense (benefit)	(607)	237
Loss (gain) on sale of property and other, net	1,038	(390)
Impairment relating to long-lived assets	47,455	—
Provision for write-down of inventories	6,827	—
Share of (income) loss of equity method investments	(1,900)	(3,941)
Amortization of debt issuance costs	2,808	4,315
Loss on debt extinguishment (Note 12)	3,278	—
PIK interest (settled), net of non-cash interest	39,300	36,254
Distributions from equity method investees	368	3,281
Foreign exchange loss (gain), net	(36,196)	69,600
Guarantee provision	—	—
Changes in assets and liabilities:		
Accounts receivable	(14,228)	(24,109)
Inventories	(9,747)	(31,029)
Operating leases, net	(2,194)	25,190
Other operating assets	(17,952)	(38,667)
Deferred revenue	13,845	20,131
Accounts payable and accrued and other liabilities	4,527	47,453
Net cash provided by (used in) operating activities	49,812	14,682
Cash flows from investing activities		
Purchase of property and equipment	(67,763)	(73,729)
Proceeds from sale of assets	1,368	926
Purchase of intangible assets	(17,966)	(21,672)
Acquisition of subsidiaries, net of cash acquired (Note 3)	—	—
Acquisition of non-controlling interests (Note 3)	—	—
Investments in equity method investees (Note 5)	—	—
Property and casualty insurance proceeds received	148	338
Net cash used in investing activities	(84,213)	(94,137)

SOHO HOUSE & CO Inc.

Consolidated Statement of Cash Flows

(in thousands)	For the Fiscal Year End	
	December 31, 2023	January 1, 2023
Cash flows from financing activities		
Repayment of borrowings (Note 12)	(117,790)	(736)
Payment for debt extinguishment costs (Note 12)	(1,686)	—
Issuance of related party loans	—	3,217
Proceeds from borrowings (Note 12)	140,000	105,795
Payments for debt issuance costs	(2,822)	(1,860)
Principal payments on finance leases	(407)	(528)
Proceeds from financing obligation	—	—
Principal payments on financing obligation	—	(1,578)
Distributions to non-controlling interest	(390)	(1,206)
Contributions from non-controlling interest	—	—
Senior convertible preference shares issued, net of issuance costs (Note 15)	—	—
Purchase of treasury stock, inclusive of commissions (Note 17)	(12,000)	(50,000)
Proceeds from issuance of SHHL redeemable C ordinary shares, net of issuance costs (Note 16)	—	—
SHHL Redeemable preferred shares redeemed (Note 15)	—	—
Proceeds from initial public offering, net of offering costs (Note 1 and Note 2)	—	(269)
Net cash provided by financing activities	4,905	52,835
Effect of exchange rate changes on cash and cash equivalents, and restricted cash	3,060	(3,999)
Net (decrease) increase in cash and cash equivalents, and restricted cash	(26,436)	(30,619)
Cash, cash equivalents and restricted cash		
Beginning of year	190,043	220,662
End of year	\$163,607	\$190,043

SOHO HOUSE & CO Inc.

Reconciliation of GAAP to Non-GAAP Financial Measures

A reconciliation of Net loss to Adjusted EBITDA, and Reconciliation of Operating loss House-Level Contribution & Other Contribution for the 13 Weeks Ended December 31, 2023 and January 1, 2023 is set forth below:

	For the 13 Weeks Ended			For the 13 Weeks Ended			For the 13 Weeks Ended	
	December 31, 2023	January 1, 2023		December 31, 2023	January 1, 2023		December 31, 2023	January 1, 2023
	Actuals	Actuals		Actuals	Actuals		Actuals	Actuals
	(Unaudited, dollar amounts in thousands)			(Unaudited, dollar amounts in thousands)			(Unaudited, dollar amounts in thousands)	
Net income (loss)	\$	(57,335)	\$	15,774				
Depreciation and amortization		37,175		27,440				
Interest expense, net		24,608		18,551				
Income tax expense		5,425		2,061				
EBITDA		9,873		63,826				
Loss on sale of property and other, net		1,634		1,139				
Share of (income) loss of equity method investments		2,511		(1,515)				
Foreign exchange gain, net ⁽²⁾		(32,297)		(58,560)				
Share of equity method investments EBITDA		2,054		1,895				
Adjusted share-based compensation expense ⁽³⁾		4,023		9,044				
Operational reorganization and severance expense ⁽⁴⁾		—		5,293				
Membership credits (rebate) expense ⁽⁵⁾		—		(15)				
Out of period operating lease liability adjustment ⁽⁶⁾		(5,776)		1,177				
Out of period capital expenditure adjustment ⁽⁷⁾		2,583		—				
Employment related settlement expense ⁽⁸⁾		—		913				
Brand license inventory provision ⁽⁹⁾		4,571		—				
Impairment relating to long lived assets ⁽¹⁰⁾		47,455		—				
Adjusted EBITDA	\$	36,631	\$	23,197				

	For the 13 Weeks Ended			For the 13 Weeks Ended	
	December 31, 2023	January 1, 2023		December 31, 2023	January 1, 2023
	Actuals	Actuals		Actuals	Actuals
	(Unaudited, dollar amounts in thousands)			(Unaudited, dollar amounts in thousands)	
Operating income (loss)	\$	(23,156)	\$	36,010	
General and administrative		40,202		36,695	
Pre-opening expenses		4,311		3,753	
Depreciation and amortization		37,174		27,440	
Share-based compensation		4,044		7,826	
Foreign exchange gain, net		(32,297)		(58,560)	
Other, net		4,338		7,714	
Loss on impairment of long-lived assets		47,455		—	
Non-House membership revenues		(9,131)		(8,301)	
Other revenues		(69,803)		(72,592)	
Other operating expenses		62,167		65,463	
House-Level Contribution	\$	65,304	\$	45,448	
Operating Gain (Loss) Margin		(2)%		4%	
House-Level Contribution Margin		31%		24%	

	For the 13 Weeks Ended			For the 13 Weeks Ended	
	December 31, 2023	January 1, 2023		December 31, 2023	January 1, 2023
	Actuals	Actuals		Actuals	Actuals
	(Unaudited, dollar amounts in thousands)			(Unaudited, dollar amounts in thousands)	
Operating income (loss)	\$	(23,156)	\$	36,010	
General and administrative		40,202		36,695	
Pre-opening expenses		4,311		3,753	
Depreciation and amortization		37,174		27,440	
Share-based compensation		4,044		7,826	
Foreign exchange gain, net		(32,297)		(58,560)	
Other, net		4,338		7,714	
Loss on impairment of long-lived assets		47,455		—	
House membership revenues		(86,636)		(68,823)	
In-House revenues		(125,220)		(120,674)	
In-House operating expenses		146,552		144,049	
Total Other Contribution	\$	16,767	\$	15,430	
Operating Gain (Loss) Margin		(2)%		4%	
Other Contribution Margin		21%		19%	

SOHO HOUSE & CO Inc.

Reconciliation of GAAP to Non-GAAP Financial Measures

A reconciliation of Net loss to Adjusted EBITDA, and Reconciliation of Operating loss House-Level Contribution & Other Contribution for the Fiscal Year Ended December 31, 2023 and January 1, 2023 is set forth below:

For the Fiscal Year Ended			For the Fiscal Year Ended			For the Fiscal Year Ended			
December 31, 2023		January 1, 2023	December 31, 2023		January 1, 2023	December 31, 2023		January 1, 2023	
Actuals		Actuals	Actuals			Actuals			
(Unaudited, dollar amounts in thousands)			(Unaudited, dollar amounts in thousands)			(Unaudited, dollar amounts in thousands)			
Net loss	\$	(117,088)	\$	(219,780)	Operating loss	\$	(23,003)	\$	(147,481)
Depreciation and amortization		111,403		99,930	General and administrative		143,583		123,435
Interest expense, net		84,136		71,499	Pre-opening expenses		18,604		14,081
Income tax expense		10,811		5,131	Depreciation and amortization		111,403		99,930
EBITDA		89,262		(43,220)	Share-based compensation		20,230		27,681
Gain (loss) on sale of property and other, net		1,038		(390)	Foreign exchange (gain) loss, net		(36,196)		69,600
Share of (income) loss of equity method investments		(1,900)		(3,941)	Other, net		5,963		9,703
Foreign exchange loss, net ⁽²⁾		(36,196)		69,600	Loss on impairment of long-lived assets		47,455		—
Share of equity method investments EBITDA		9,319		7,577	Non-House membership revenues		(36,159)		(30,057)
Adjusted share-based compensation expense ⁽³⁾		20,209		25,101	Other revenues		(292,326)		(272,803)
Operational reorganization and severance expense ⁽⁴⁾		—		9,339	Other operating expenses		258,483		250,336
Membership credits expense ⁽⁵⁾		—		1,201	House-Level Contribution	\$	218,037	\$	144,425
Out of period operating lease liability adjustment ⁽⁶⁾		(5,758)		(5,439)	Operating Loss margin		(2)%		(15)%
Employment related settlement expense ⁽⁷⁾		—		913	House-Level Contribution Margin		27%		22%
Brand license inventory provision ⁽⁸⁾		4,571		—					
Impairment relating to long lived assets ⁽⁹⁾		47,455		—					
Adjusted EBITDA	\$	128,000	\$	60,741					

Operating loss	\$	(23,003)	\$	(147,481)
General and administrative		143,583		123,435
Pre-opening expenses		18,604		14,081
Depreciation and amortization		111,403		99,930
Share-based compensation		20,230		27,681
Foreign exchange (gain) loss, net		(36,196)		69,600
Other, net		5,963		9,703
Loss on impairment of long-lived assets		47,455		—
House membership revenues		(325,328)		(242,752)
In-House revenues		(482,066)		(426,602)
In-House operating expenses		589,357		524,929
Total Other Contribution	\$	70,002	\$	52,524
Operating Loss margin		(2)%		(15)%
Other Contribution Margin		21%		17%

SOHO HOUSE & CO Inc.

Reconciliation of GAAP to Non-GAAP Financial Measures

A reconciliation of Net Debt as of December 31, 2023 and January 1, 2023 is set forth below:

	As of	
	December 31, 2023	January 1, 2023
Current portion of debt, net of debt issuance costs	\$ 29,290	\$ 25,617
Debt, net of current portion and debt issuance costs	635,576	579,904
Property mortgage loans, net of debt issuance costs	137,099	116,187
Total Debt	801,965	721,708
Cash and cash equivalents	(161,656)	(182,115)
Restricted cash	(1,951)	(7,928)
Net Debt	\$ 638,358	\$ 531,665

SOHO HOUSE & CO Inc.