

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

[SEE ATTACHED](#)

18 Can any resulting loss be recognized? ▶ _____

[SEE ATTACHED](#)

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____

[SEE ATTACHED](#)

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ M. L. Eames Date ▶ March 13, 2026

Print your name ▶ _____ Title ▶ _____

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

Part II, Question 14: Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.

On January 29, 2026 (the "Effective Time"), pursuant to the Agreement and Plan of Merger dated August 15, 2025 (the "Merger Agreement"), by and among Soho House & Co Inc. ("Soho House"), EH Parent LLC ("Parent"), and EH MergerSub Inc. ("Merger Sub" and, together with Parent, the "Buyer Parties"), Merger Sub merged with and into Soho House (the "Merger"), with Soho House continuing as the surviving corporation.

At the Effective Time of the Merger, each share of Soho House's Class A common stock (other than "Excluded Stock" as defined below) issued and outstanding immediately prior to the Merger was cancelled and automatically converted into the right to receive \$9.00 in cash (the "Per Share Price"). As a result of the Merger, Soho House became a privately held company, and holders of common stock ceased to have any rights as shareholders other than the right to receive the Per Share Price.

"Excluded Stock" means (1) shares of common stock held by Soho House or its subsidiaries or owned by the Buyer Parties; (2) holdings of Soho House's existing stockholders which, pursuant to rollover and support agreements entered into with Soho House were designated to remain outstanding following the Merger; (3) shares held by stockholders who properly and validly exercised their statutory appraisal rights in accordance with Section 262 of the General Corporation Law of the State of Delaware (the "DGCL"); and (4) shares of Class A Common Stock that were issued pursuant to equity awards pursuant to the terms of the Merger Agreement.

Part II, Question 15: Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.

Under IRC Section 317(b), the exchange of Soho House common stock for cash in the Merger is treated as a redemption for U.S. federal income tax purposes. Under IRC Section 302, a redemption is treated either as a sale or exchange of the redeemed shares or as a distribution under IRC Section 301, depending on the shareholder's particular facts and circumstances. The determination is made on a shareholder-by-shareholder basis and requires application of the constructive ownership rules under IRC Section 318.

A shareholder will generally receive sale or exchange treatment if the redemption results in a complete termination of the shareholder's interest (Section 302(b)(3)), is substantially disproportionate (Section 302(b)(2)), or is not essentially equivalent to a dividend (Section 302(b)(1)). If sale or exchange treatment applies, the shareholder will recognize capital gain or loss equal to the difference between the cash received and the shareholder's adjusted tax basis in the redeemed shares.

If none of the Section 302(b) tests is satisfied, the redemption is treated as a distribution under IRC Section 301. The distribution is treated as a dividend to the extent of Soho House's earnings and profits ("E&P"), then as a return of capital to the extent of basis, and finally as capital gain. Because the tax consequences depend on each shareholder's specific circumstances, shareholders should consult their tax advisors.

Part II, Question 16: Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.

If a shareholder qualifies for sale or exchange treatment, gain or loss is calculated as the difference between the cash received and the shareholder's adjusted tax basis in the redeemed shares. Basis in any retained shares is unaffected. Shareholders holding multiple tax lots must determine gain or loss separately for each block of shares, and identification rules may apply.

If a redemption is treated as a distribution under IRC Section 301, the portion treated as a dividend depends on Soho House's earnings and profits. Soho House is in the process of computing its E&P for the taxable year ended December 31, 2026, and this computation cannot be finalized until the tax return for that year is filed. Accordingly, Soho House cannot determine at this time whether any portion of a distribution will be taxable as a dividend.

Part II, Question 17: List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

IRC Sections 301, 302, 312, and 317.

Part II, Question 18: Can any resulting loss be recognized?

A shareholder who qualifies for sale or exchange treatment may recognize a capital loss if the shareholder's adjusted tax basis in the redeemed shares exceeds the cash received. The character and deductibility of any such loss depend on the shareholder's individual circumstances and may be subject to limitations. Shareholders should consult their tax advisors regarding the treatment of any loss.

Part II, Question 19: Provide any other information necessary to implement the adjustment, such as the reportable tax year.

The Merger should be taken into account in the shareholder's taxable year in which the redemption occurred, which is 2026 for calendar-year taxpayers. For additional discussion of the U.S. federal income tax consequences to shareholders as a result of the Merger, please refer to page 78 "**U.S. Federal Income Tax Considerations of the Merger**" of the Definitive Proxy Statement filed and dated December 11, 2025 (https://www.sec.gov/Archives/edgar/data/1846510/000114036125045199/ny20055352x3_defm14a.htm#tFI).

THIS INFORMATION DOES NOT CONSTITUTE LEGAL OR TAX ADVICE TO ANY HOLDER, AND IS NOT INTENDED TO CONSTITUTE A COMPLETE DESCRIPTION OF ALL THE TAX CONSEQUENCES RELATING TO THE MERGER. HOLDERS SHOULD CONSULT THEIR TAX ADVISORS CONCERNING THE U.S. FEDERAL INCOME TAX CONSEQUENCES RELATING TO THE MERGER IN LIGHT OF THEIR PARTICULAR CIRCUMSTANCES AND ANY CONSEQUENCES UNDER STATE, LOCAL, NON-U.S. OR OTHER TAX LAWS, OR UNDER ANY APPLICABLE INCOME TAX TREATY.