



**SHERBORNE'S PROPOSED RESOLUTIONS TO
CHANGE THE BOARD OF DIRECTORS OF ELECTRA**

**Your Board of Directors is Working for the Interests
of All Shareholders**

**Support Your Board by VOTING AGAINST ALL
the General Meeting Resolutions**

Your Vote is Important!

**Please Lodge Your Proxy Forms
NO LATER THAN
4 October 2014**

THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended (“FSMA”), if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all your shares in Electra Private Equity PLC (“Electra” or “the Company”), please forward this document, but not the accompanying personalised Form of Proxy, as soon as possible to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or the transferee. If you sell or have sold or otherwise transferred only part of your shares in Electra, you should retain these documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 5 to 10 of this document and which contains a recommendation from the Board of Directors of the Company that you vote against the resolutions to be proposed at the General Meeting referred to below.



Electra Private Equity PLC

(Incorporated in England and Wales with registered number 303062)

Notice of General Meeting

Proposed resolutions to appoint Mr. Bramson and Mr. Brindle to, and remove Mr. Cullinan from, the Board of Electra

Notice of a General Meeting of the Company, to be held at Saddlers’ Hall, 50 Gutter Lane, London, EC2V 6BR, at 11.00 a.m. on Monday 6 October 2014, is set out on pages 11 to 13 of this document. Whether or not you intend to be present at the General Meeting, you are asked to complete and return the accompanying Form of Proxy in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received by Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6DA, United Kingdom by no later than 11.00 a.m. on Saturday 4 October 2014 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned General Meeting).

A summary of the actions to be taken by shareholders is set out in the Notice of General Meeting.

This document is an explanation circular which has been prepared in accordance with the Listing Rules of the FCA made under section 73A of FSMA to accompany the Notice of General Meeting. This document has been approved by the FCA.

This document is dated 11 September 2014.

TIMETABLE FOR GENERAL MEETING

Voting record time for the General Meeting	6.00 p.m. on Thursday 2 October 2014
Latest time and date for receipt of Form of Proxy from shareholders	11.00 a.m. on Saturday 4 October 2014
Time, date and location of the General Meeting	11.00 a.m. on Monday 6 October 2014 at Saddlers' Hall, 40 Gutter Lane, London, EC2V 6BR

All references to time in this document (including the Notice of General Meeting) and the accompanying Form of Proxy are to London time.

YOUR VOTE IS IMPORTANT

**SUPPORT YOUR BOARD BY VOTING AGAINST
ALL THE RESOLUTIONS**

INSTRUCTIONS TO SHAREHOLDERS ON HOW TO FILL IN YOUR ACCOMPANYING FORM OF PROXY:

To support the Board of Directors of the Company please complete the Form of Proxy which accompanies this document as shown here on this sample Form of Proxy extract:

1. Sign and date the Form of Proxy here
2. Place "X" in the three boxes under the heading "Against" for all three resolutions
3. Return the Form of Proxy to Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6DA so that it is received no later than 11 a.m. on Saturday 4 October 2014

For all other information please refer to the notes page on the Form of Proxy which accompanies this circular.

FORM OF PROXY

**ELECTRA PRIVATE EQUITY PLC GENERAL MEETING TO BE HELD ON 6 OCTOBER
2014 AT 11.00AM**

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Voting Instructions for the General Meeting

Please refer to notes on reverse.

Shareholder Reference Number

I/We being (a) member(s) of Electra Private Equity PLC hereby appoint the Chairman of the Meeting, or failing him/her (see note 2 on reverse)

as my/our proxy to exercise all or any of my/our rights to attend and to speak and to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 11.00 a.m. on 6 October 2014 and at any adjournment thereof. I/We appoint my/our proxy to attend, speak and vote in respect of the resolutions to be proposed at that Meeting in the manner indicated below.

Signature (Please sign in the box below)

Date

Sign here

Insert date

1223-027-S

Please insert 'X' in this box and sign above if you intend to be present at the General Meeting to be held on 6 October 2014.

Please insert 'X' in this box if this proxy appointment is one of multiple appointments being made (see note 3 on reverse).

Please return this Form of Proxy to Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6DA (please tear at the dotted line so that you may retain your attendance card). Please ensure your Form of Proxy is received no later than 11 a.m. on 4 October 2014. UK shareholders may return this Form of Proxy to Equiniti Limited using the pre-paid reply card on the reverse, without the need for a separate envelope.

**THE BOARD UNANIMOUSLY RECOMMENDS VOTING AGAINST ALL RESOLUTIONS.
PLEASE EXERCISE YOUR RIGHT TO VOTE.**

The manner in which the proxy is to vote must be indicated by inserting 'X' in the spaces provided. Where no 'X' is inserted, the proxy will vote or abstain at his discretion.

Ordinary Resolutions

	For	Against	Withheld
1. THAT Mr. Edward Bramson be and is hereby appointed as a director of the Company.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2. THAT Mr. Ian Brindle be and is hereby appointed as a director of the Company.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3. THAT Mr. Geoffrey Cullinan be and is hereby removed from office as a director of the Company.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

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**THE BOARD UNANIMOUSLY RECOMMENDS VOTING AGAINST ALL RESOLUTIONS.
TO DO THIS PLACE "X" AGAINST ALL RESOLUTIONS IN THE "AGAINST" COLUMN.**

On 21 August 2014, Sherborne Investment Management (Guernsey) LLC and its associates (“Sherborne”), through Pershing Nominees Limited, requisitioned Electra Private Equity PLC (“Electra” or the “Company”) to convene a general meeting (“General Meeting”) to propose resolutions to appoint Mr. Bramson and Mr. Brindle to, and remove Mr. Cullinan from, the Board of Directors of Electra.

Sherborne Investors (Guernsey) B Limited, a listed vehicle, subsequently announced that Sherborne expects Mr. Bramson and Mr. Brindle to lead a strategic review of Electra, if appointed.

Electra is a successful investment company with a strategy which has achieved superior long-term returns

Electra has achieved an annualised return on equity over the ten years to 31 March 2014 of 14%. The Board keeps the strategy which has led to these returns, and its execution by Electra Partners LLP (the “Manager”), under active review and considers that it is in shareholders’ best interests to continue with this strategy.

Sherborne’s resolutions lack both an explanation and any rationale

Despite requests from the Board of Directors of Electra for an explanation of the need for, or benefits of, a further strategic review, Sherborne has not provided one. Mr. Cullinan provides significant value to the Board through his in-depth private equity advisory experience. Mr. Bramson and Mr. Brindle have provided no rationale for their proposed appointment.

Sherborne’s actions risk permanently damaging long-term shareholder value

The average holding period of Sherborne’s disclosed UK investments suggests an approach which is incompatible with the long-term nature of Electra’s private equity investments. Moreover the destabilising effect of a strategic review led by Mr. Bramson and Mr. Brindle on the Manager and Electra’s investments runs the risk of damaging shareholder value.

The current Board of Directors of Electra best serves all shareholders’ interests

The Board’s view is that the interests of all shareholders are best served by a board that is wholly non-executive and independent of any significant shareholder, comprises appropriately skilled and experienced directors and maintains openness to shareholder dialogue.

The Board of Directors of Electra unanimously recommends that all shareholders VOTE AGAINST ALL the General Meeting resolutions



Electra Private Equity PLC

(Incorporated in England and Wales with registered number 303062)

Directors:

Roger Yates (Chairman)
Dame Kate Barker
Francesca Barnes
Geoffrey Cullinan
Josyane Gold
Roger Perkin

Registered office:

Paternoster House
65 St Paul's Churchyard
London EC4M 8AB
t +44 (0)20 7214 4200

Dear Shareholder

The Board of Directors of Electra Private Equity PLC ("Electra" or the "Company") is writing today to all Electra shareholders in response to the requisition made by Pershing Nominees Limited on behalf of Sherborne Investment Management (Guernsey) LLC and its associates ("Sherborne") to convene a general meeting (the "General Meeting") to propose resolutions to appoint the founder and a partner of Sherborne, Mr. Bramson, and Mr. Brindle to, and remove Mr. Cullinan from, the Board of Directors of Electra. Sherborne Investors (Guernsey) B Limited ("SIGB"), a listed vehicle, has announced that Sherborne¹ expects Mr. Bramson and Mr. Brindle to lead a strategic review of Electra, if appointed.

For the reasons set out in this letter, in the view of your Board of Directors, the appointment of Mr. Bramson and Mr. Brindle and the removal of Mr. Cullinan are not in the best interests of all shareholders.

The Board of Directors of Electra has in place a strategy, the success of which is evident in the superior returns delivered to shareholders over the long-term. This strategy, along with the performance of Electra Partners LLP (the "Manager"), is kept under active review by the Board. The Board of Directors of Electra sees no requirement for a further strategic review to be undertaken by either Mr. Bramson and Mr. Brindle or any other party. Despite requests from the Board of Directors to understand where Sherborne sees "substantial opportunities" to improve shareholder value, no detail has been provided and no argument has been laid out explaining the need for, or benefits of, a strategic review led by Mr. Bramson and Mr. Brindle. The Board of Directors also has concerns about the destabilising effect of such a strategic review. In the view of the Board of Directors, it runs the risk of damaging shareholder value by introducing instability into the Manager and Electra's investments.

The policy of the Board of Directors of Electra is that all of the Company's directors should be independent in order to be able to offer the highest standards of corporate governance and to best serve the interests of all shareholders. Neither Mr. Bramson, the founder and a partner of Sherborne, nor Mr. Brindle, who has a long-standing working relationship with Mr. Bramson and was the Chairman of SIGB until May 2013, would be independent. The appointment of Mr. Bramson and Mr. Brindle to the Board of Directors would compromise this policy of independence and introduce the undue influence of a single shareholder to the Board of Directors' decisions. The Board would not support a strategic review of Electra led or instigated by Mr. Bramson and Mr. Brindle, if appointed to the Board of Directors, since this would give them disproportionately greater influence to effect change in the Company relative to the rest of the directors.

Finally, the Board of Directors sees no rationale for the resolution to remove Mr. Cullinan as a director given the significant value he brings to the Board of Directors through his in-depth experience advising private equity companies.

The Board of Directors of Electra unanimously recommends that all shareholders VOTE AGAINST ALL the resolutions proposed by Sherborne.

¹ Sherborne Investors Management (Guernsey) LLC ("Sherborne Guernsey") is the investment manager of SIGB, LP, an investment partnership in which SIGB is a limited partner. The beneficial interest in the shares held by the Sherborne nominee, Pershing Nominees Limited, is held on behalf of SIGB, LP's limited partners, including SIGB. Sherborne Guernsey directs the investment affairs of SIGB, LP at its sole discretion.

Electra is a successful investment company whose strategy has achieved superior long-term returns. Electra has achieved an annualised return on equity over the ten years to 31 March 2014 of 14%. The Board keeps the strategy which has led to these returns, and its execution by the Manager, under active review and considers that it is in shareholders' best interests to continue with this strategy.

Highly successful strategy

The Board of Directors of Electra has in place a strategy which takes advantage of Electra's inherent competitive advantages of a flexible investment mandate within a long-term capital structure. The Manager, which is an experienced firm with a long and high-quality track record in the private equity market, deploys this flexible investment mandate to invest Electra's capital in attractive investments across the full range of private equity opportunities. Electra's strategy, along with the performance of the Manager, is kept under active review by the Board.

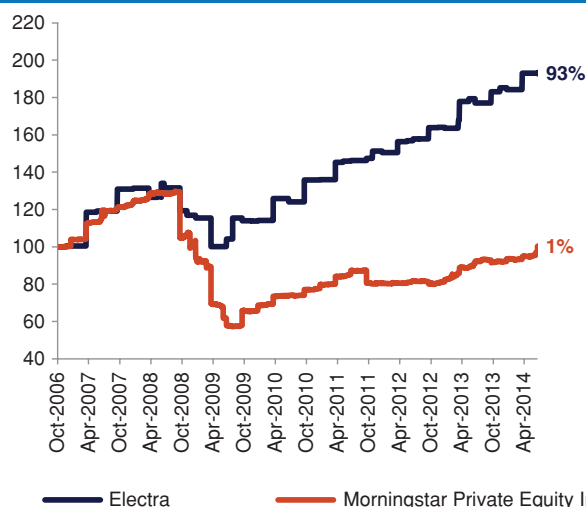
Long-term returns on equity achieved at upper end of target range

The strong underlying investment performance achieved by the Manager has resulted in Electra's annualised return on equity² over the last 10 years (to 31 March 2014) being 14%, which is at the upper end of its target range of 10%-15%. The Board of Directors of Electra remains confident about the Manager's ability to achieve returns in this range over the long term.

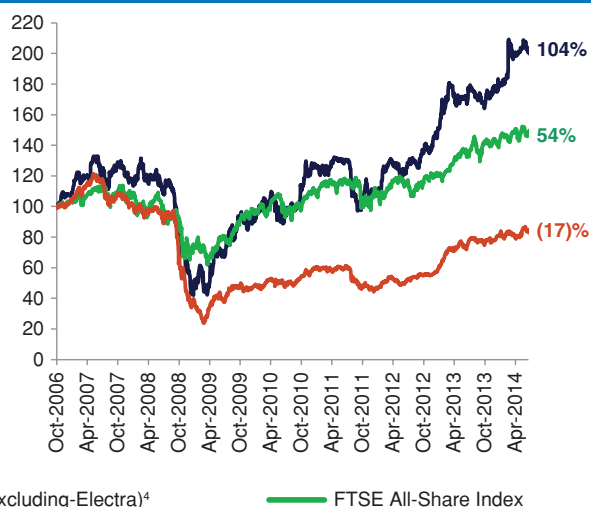
Long-term outperformance against the peer group and FTSE All Share

The strong underlying investment performance achieved by the Manager has supported the delivery of long-term Net Asset Value ("NAV") and share price total returns³ for shareholders that have outperformed the Morningstar Private Equity and FTSE All-Share indices since 12 October 2006, when the current investment strategy was approved by shareholders.

**NAV Total Return Since
12 October 2006**



**Share Price Total Return Since
12 October 2006**



Source: Calculated using Morningstar UK Limited, Bloomberg and Company data as of 31 August 2014.

Over the longer term, the cumulative impact of the NAV and share price outperformance is significant, and reinforces Electra's delivery of superior returns to its shareholders.

² Return on equity is the annualised internal rate of return based on the difference between the opening and closing NAV, taking dividends paid into account.

³ Total return is the difference between opening and closing NAV or share price, assuming dividends are reinvested.

⁴ This index (prepared by Morningstar UK Limited) reflects the performance of 19 private equity vehicles, excluding Electra, quoted on the London Stock Exchange.

The table below compares Electra's share price total returns to 31 August 2014 with selected benchmark indices:

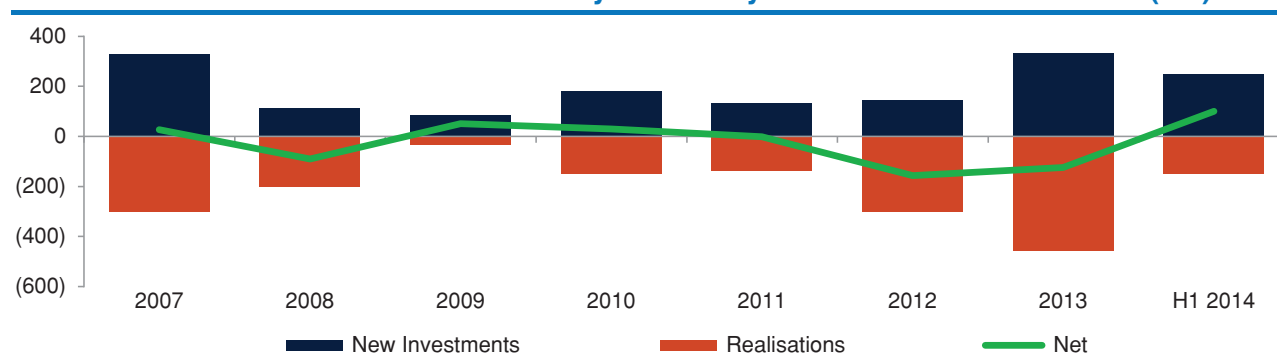
Benchmark	From 12 October 2006	Last 10 years
Electra Share Price Total Return	103.5%	273.2%
FTSE All-Share Share Price Total Return	53.8%	132.8%
Morningstar PE Index (excluding Electra) Share Price Total Return	(16.6)%	44.4%
FTSE Small Cap Share Price Total Return	52.6%	133.5%

Source: Calculated using Morningstar UK Limited, Bloomberg and Company data as of 31 August 2014.

Continued successful investment and realisation activity

Electra's flexible investment mandate underpins its ability to continue delivering value for shareholders. After two busy years for realisations, Electra's capital is successfully being deployed in attractive new investment opportunities. Electra enjoyed two years of exceptionally strong and profitable realisation activity in 2012 and 2013, with total proceeds of £760m. Electra's investment rate accelerated in 2013 to a record £337m, which contrasts with the experience in the broader UK private equity market. This continued in the first half of 2014 with a further £250m invested or committed, a record level for any six-month period. The Manager has demonstrated the ability to generate sustainable, long-term returns, while most recent investments in the portfolio are already generating returns.

New Investments vs. Realisations by financial year since 01 October 2006⁵ (£m)



Sherborne's resolutions lack both an explanation and any rationale. Despite requests from the Board of Directors of Electra for an explanation of the need for, or benefits of, a further strategic review, Sherborne has not provided one. Mr. Cullinan provides significant value to the Board through his in-depth private equity advisory experience. Mr. Bramson and Mr. Brindle have provided no rationale for their proposed appointment.

No explanation or rationale has yet been given for a strategic review

The Board of Directors of Electra sees no requirement for a further strategic review to be undertaken by either Mr. Bramson and Mr. Brindle or any other party. Despite requests from the Board of Directors of Electra for an explanation of the need for, or benefits of, a further strategic review, Sherborne has not provided one. Neither has there been any explanation of the statement in SIGB's 22 August 2014 announcement that Sherborne Guernsey believes that a strategic review would provide "substantial opportunities ... for all shareholders in Electra to increase the value of their holdings."

No rationale to remove Mr. Cullinan

Sherborne is seeking the removal of Mr. Cullinan who provides significant value to the Board through his in-depth experience in the private equity industry, including founding and leading the European private equity

⁵ Electra's financial year begins on 1 October and ends on 30 September.

advisory business of Bain & Company, where he continues to act as an adviser. He has served as a Director of Electra since 2011 and is the current Chairman of the Board's Management Engagement Committee.

Sherborne's actions risk permanently damaging long-term shareholder value. The average holding period of Sherborne's disclosed UK investments suggests an approach which is incompatible with the long-term nature of Electra's private equity investments. Moreover the destabilising effect of a strategic review led by Mr. Bramson and Mr. Brindle on the Manager and Electra's investments runs the risk of damaging shareholder value.

Sherborne's approach inconsistent with Electra's longer term horizons

Sherborne's track record of investments does not suggest it is aligned with the long-term nature of Electra's private equity investments. The average holding period of Sherborne's disclosed UK investments (4imprint Group plc, F&C Asset Management plc, Spirent Communications plc and Elementis plc and 3i Group plc) was approximately 24 months. The nature of Electra's business requires a longer term horizon to achieve value for shareholders, which has been supported by the stability of the strategy overseen by the Board of Directors of Electra and the Manager since 12 October 2006.

Sherborne's historical investment holding periods

	4imprint	Spirent	Elementis	F&C	3i
Entry Date	Jul-03	Apr-06	Dec-04	Aug-10	Jan-13
Exit Date	Jul-04	Sep-09	Aug-06	Aug-13	Nov-13
No. of Months	12	41	20	36	10

A strategic review led or instigated by Mr. Bramson and Mr. Brindle could be destabilising

The stability and experience of the Board of Directors of Electra and the Manager have enabled Electra to maintain its long-term investment focus and successfully capitalise on its competitive advantages. The instability created by the proposed change in the Board of Directors of Electra and the proposed strategic review runs the risk of adversely affecting Electra and the Manager's ability to retain and recruit high quality people both for themselves and for Electra's portfolio companies, to source deals and funding, and to continue to drive long-term returns for shareholders. While the proposals may serve the short-term interests of a minority of shareholders, they are potentially damaging to long-term shareholder interests.

The current Board of Directors of Electra best serves all shareholders' interests. The Board's view is that the interests of all shareholders are best served by a board that is wholly non-executive and independent of any significant shareholder, comprises appropriately skilled and experienced directors and maintains openness to shareholder dialogue.

Long-standing policy to have a wholly non-executive independent Board of Directors

The policy of the Board of Directors of Electra is that all directors should be independent and non-executive. The Board is of the view that this composition allows it to offer the highest standards of corporate governance and to best serve the interests of all shareholders in Electra without preferring the interests of a single shareholder or group of shareholders over others. Additionally, the Board has always listened, and will continue to listen, to the views of shareholders, consistent with enhancing long-term shareholder value. The Board believes that maintaining an open dialogue with shareholders and the wholly independent non-executive Board structure over time has facilitated strong stewardship of the Company as evidenced by the strong performance of the Company over the long term.

Mr. Bramson, as the founder and a partner of Sherborne, is not independent and would not necessarily represent the views of all shareholders. Mr. Brindle, having a long-standing working relationship with Mr. Bramson including being the former Chairman of SIGB and serving on the board of directors of a number of companies in which Sherborne has invested, including 4imprint Group plc, F&C Asset Management plc, Spirent Communications plc and Elementis plc, would also not be independent. Their inclusion on the Board

of Directors of Electra would compromise the principle of independence which the Board considers critical to its ability to best serve the interests of all shareholders.

The Board of Directors of Electra has the right skills

The Board of Directors of Electra has been deliberately constructed so as to comprise all of the skills relevant to Electra's business and which are required to provide effective stewardship of the Company's affairs. It comprises individuals with successful careers in private equity, asset management, economics, strategy consultancy, investment banking, the law and accountancy, as well as experience as non-executive directors of other UK public companies.

The Board is led by me as your Chairman. I have 30 years' experience of the asset management industry, including as Chief Executive of Henderson for ten years until 2008, as well as non-executive directorships at JP Morgan Elect plc, IG Group Holdings plc and St James's Place plc. I was appointed to the Board of Directors of Electra in 2012 and as Chairman in 2014.

The Senior Independent Director is Dame Kate Barker. Kate is an economist who was, until May 2010, a member of the Monetary Policy Committee of the Bank of England where she was the only external member to be invited to serve three terms, and has held a number of other senior positions including Chief Economic Adviser to the Confederation of British Industry from 1994 to 2001. She was appointed to the Board of Directors of Electra in 2010 and is Chairman of the Board's Valuations Committee and Remuneration and Nomination Committee. She is a non-executive director of Taylor Wimpey PLC and the Yorkshire Building Society, a non-executive member of the Office for Budget Responsibility and a senior adviser to Credit Suisse.

Francesca Barnes was appointed to the Board of Directors of Electra in 2013. She has had a 27-year career in finance with Chase Manhattan, Swiss Bank and UBS, working in restructuring, loan portfolio management and later as Global Risk Manager and finally as Global Head of Private Equity for UBS. Francesca is also a non-executive director of Coutts & Co and of Capvis, a Swiss and German private equity business.

Geoffrey Cullinan was appointed to the Board of Directors of Electra in 2011 and is Chairman of the Board's Management Engagement Committee. Geoffrey has strong experience of the private equity sector having founded and led Bain & Company's private equity advisory business in Europe from 1997 to 2005. He has over 30 years' experience of general management and strategy consulting, having also co-founded and acted as Managing Partner of OC&C Strategy Consultants in 1986 and served as Chief Executive of Hamleys plc. Geoffrey was a non-executive director of Datamonitor plc from 1994 to 2002 and continues to act as an adviser to Bain.

Josyane Gold was appointed to the Board of Directors of Electra in 2013 after a 32-year career as a lawyer in corporate practice in the City. Josyane was a partner of SJ Berwin, now King & Wood Mallesons SJ Berwin, where she was a founder of its private equity and investment funds practices.

Roger Perkin was appointed to the Board of Directors of Electra in 2009 and is Chairman of the Board's Audit Committee. Roger was a senior partner at Ernst and Young, having spent 40 years at the firm and its predecessors, including 30 years as a partner; he worked with a wide range of clients before specialising in financial services. He is also a non-executive director of Nationwide Building Society, Friends Life Group Limited and Tullett Prebon plc.

Your Board of Directors comprises directors whose experience and expertise in the complete range of matters relevant to Electra's business enables them to provide effective stewardship of the Company.

Open to shareholder dialogue

The Board of Directors of Electra has always listened, and will continue to listen, to the views of shareholders consistent with enhancing long-term shareholder value. The Board believes that maintaining an open dialogue with shareholders and a wholly independent Board structure best enables the Board of Directors of Electra to consider the interests of all shareholders without undue influence from any quarter.

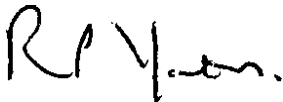
Recommendation

The Board of Directors of Electra believes it is imperative that all shareholders are aware of its position in respect of Sherborne's actions.

The Board of Directors considers that the resolutions to appoint Mr. Bramson and Mr. Brindle, and remove Mr. Cullinan from the Board of Directors of Electra are not in the best interests of the Company's shareholders as a whole.

**The Board of Directors of Electra unanimously recommends that all shareholders
VOTE AGAINST ALL the resolutions proposed by Sherborne.**

Yours sincerely,

A handwritten signature in black ink, appearing to read 'R Yates'.

Roger Yates
Chairman

***The Electra Board unanimously recommends that all shareholders
VOTE AGAINST ALL the General Meeting resolutions.
YOUR VOTE IS IMPORTANT.***

**NOTICE OF GENERAL MEETING OF
ELECTRA PRIVATE EQUITY PLC (the “Company”)
Company Number: 303062**

NOTICE IS HEREBY GIVEN that a **GENERAL MEETING** of the Company will be held at Saddlers’ Hall, 40 Gutter Lane, London, EC2V 6BR on 6 October 2014, at 11.00 a.m. to consider the following resolutions which have been proposed by Pershing Nominees Limited at the request of Sherborne Investors Management (Guernsey) LLC and its associates and will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **THAT** Mr. Edward Bramson be and is hereby appointed as a director of the Company.
2. **THAT** Mr. Ian Brindle be and is hereby appointed as a director of the Company.
3. **THAT** Mr. Geoffrey Cullinan be and is hereby removed from office as a director of the Company.

By order of the Board of Directors

Frostrow Capital LLP

.....
Frostrow Capital LLP, Company Secretary

Dated: 11 September 2014

Registered office: Paternoster House, 65 St Paul’s Churchyard, London, EC4M 8AB

Notes

1. Members of the Company who are entitled to attend and vote at the General Meeting are entitled to appoint one or more proxies to exercise all or any of their rights to attend and to speak and vote at the General Meeting. A member may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company.
2. A member may vote at the General Meeting subject to being on the Register of Members as at 6.00 p.m. on Thursday 2 October 2014.
3. A Form of Proxy is enclosed. To be effective, the Form of Proxy and any power of attorney under which it is executed (or a duly certified copy of any such power) must reach the Company’s Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6DA, not less than 48 hours before the time of the General Meeting (11:00 a.m. on Saturday 4 October 2014) or adjourned General Meeting or (in the case of a poll taken otherwise than at or on the same day as the General Meeting or adjourned General Meeting) for the taking of the poll at which it is to be used. Completion and return of the Form of Proxy will not prevent a member from attending and voting at the General Meeting. Replacement forms of proxy may be obtained from the Company’s Registrar.
4. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those holders of ordinary shares entered on the Register of Members of the Company as at 6.00 p.m. on Thursday 2 October 2014 (“the Specified Time”) shall be entitled to attend and vote at the Meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the Register of Members after the Specified Time shall be disregarded in determining the rights of any person to attend and vote at the General Meeting. If the General Meeting is adjourned to a time not more than 48 hours (excluding non-working days) after the Specified Time applicable to the original General Meeting, that time will also apply for the purposes of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned General Meeting. If, however, the General Meeting is adjourned for a longer period, then to be so entitled, members must be

entered on the Company's register of members at 6.00 p.m. on the date two days (excluding non-working days) before the adjourned General Meeting.

5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held on 6 October 2014 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. For a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with CREST specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings (www.euroclear.com). The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
6. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
7. Shareholders are entitled to attend and vote at general meetings of the Company. On a vote by show of hands, every member and every duly appointed proxy who is present in person shall have one vote. On a poll vote, every member who is present in person or by proxy shall have one vote for every share of which he is the holder.
8. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. A member that is a company may appoint either a proxy or a corporate representative. Members wishing to appoint a corporate representative should examine the Company's Articles of Association and the provisions of the Companies Act 2006.
9. Under Regulation 12, Section 319A of the Shareholder Rights Directive, the Company must answer any question relating to the business being dealt with at the General Meeting put by a member at the General Meeting. However, the Company need not answer if: (a) to do so would interfere unduly with the preparation for the General Meeting; or (b) to answer would involve the disclosure of confidential information or; (c) the answer has already been given on a website in the form of an answer to a question or; (d) it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.
10. Information about the General Meeting, including the information required by section 311A of the Companies Act 2006, is published on www.electraequity.com.
11. The following documents will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays and public holidays excepted) from the date of this

Notice until the close of the General Meeting, and will be available at the place of the General Meeting from 10.45 a.m. until the conclusion of the Meeting:

- (a) the current Articles of Association of the Company; and
- (b) the terms and conditions of appointment of all Directors.

No Director has a service contract with the Company.

- 12. The total number of issued ordinary shares/voting rights in the Company on 9 September 2014, which is the latest practicable date before the publication of this document, is 35,410,191.
- 13. You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

If you have sold or otherwise transferred all your shares in Electra Private Equity PLC, please forward this document, but not the accompanying personalised form of proxy, as soon as possible to the purchaser or the transferee, or to the bank, stockbroker or other agent through which the sale or transfer was effected, for transmission to the purchaser or the transferee. If you sell or have sold or otherwise transferred only part of your shares in Electra, you should retain these documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

