

**THIS DOCUMENT IS IMPORTANT AND REQUIRES 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, 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 (the Company), please forward this document, 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 the Company, you should retain these documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.



## **Electra Private Equity PLC**

*(Incorporated in England and Wales with registered number 303062)*

# **ANNUAL GENERAL MEETING 2015**

**Electra Private Equity PLC's Annual General Meeting (AGM) will be held at 12:00 noon on Monday 16 March 2015 in The Livery Hall at The Grocers' Hall, Princes Street, London, EC2R 8AD.**

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**Your Board recommends shareholders vote in favour of all resolutions.**

# **YOUR VOTE IS IMPORTANT PLEASE VOTE**

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**The Board considers that the resolutions for the AGM (as set out on the following page) are in the best interests of the Company's shareholders as a whole.**

### **How to vote at the AGM**

Please complete and return the enclosed Form of Proxy. To be effective, the Form of Proxy must reach the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6DA, no less than 48 hours (excluding non-working days) before the time of the Meeting (i.e. 12.00 noon on 12 March 2015). If necessary, replacement forms of proxy may be obtained from the Company's Registrar. If you have any questions, please contact the Registrar on 0871 384 2351\*

\* Calls to this number cost 8p per minute plus network extras. Lines open 8.30am to 5.30pm, Monday to Friday.

If you have already completed and returned a Form of Proxy for the General Meeting, no further action is required.

## **Resolutions for the 2015 Annual General Meeting**

### **Ordinary Business**

1. To receive the reports of the Directors and Auditors and the Group Accounts for the year ended 30 September 2014.
2. To approve the Annual Report on Remuneration as set out in the Directors' Remuneration Report for the year ended 30 September 2014 which is set out in the Annual Report and Accounts of the Company for the year ended 30 September 2014.
3. To re-elect Mr R Yates as a Director of the Company.
4. To re-elect Dame Kate Barker as a Director of the Company.
5. To re-elect Ms F Barnes as a Director of the Company.
6. To re-elect Mr G Cullinan as a Director of the Company.
7. To re-elect Mrs J Gold as a Director of the Company.
8. To re-elect Mr R Perkin as a Director of the Company.
9. To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
10. To authorise the Directors to fix the remuneration of the Auditors.

### **Special Business**

As Special Business, to consider and, if thought fit, to pass the following Resolution as a Special Resolution:

11. Special resolution to renew share buyback authority:

That the Company be and is hereby generally and unconditionally authorised in accordance with Section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693(4) of the said Act) of ordinary shares of 25 pence each, provided that:

- (i) the maximum number of ordinary shares hereby authorised to be purchased is 5,330,427 or such lesser number of shares as is equal to 14.99 per cent of the total number of ordinary shares in issue as at the date of the passing of this resolution;
- (ii) the minimum price which may be paid for an ordinary share shall be 25 pence;
- (iii) the maximum price, exclusive of any expenses, which may be paid for an ordinary share shall be an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share taken from and calculated by reference to the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is purchased;
- (iv) any purchase of ordinary shares will be made in the market for cash at prices below the prevailing net asset value per ordinary share (as determined by the Directors); and
- (v) unless renewed, the authority hereby conferred shall expire on the earlier of 16 June 2016 or the conclusion of the Company's Annual General Meeting in 2016 save that the Company may, prior to such expiry, enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after such expiry.