
THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

ELECTRA PRIVATE EQUITY PLC
(the "Company")

Passed on Thursday 30 December 2021

At a General Meeting of the Company held at the offices of Hogan Lovells International LLP at Atlantic House, 50 Holborn Viaduct, London EC1A 2FG on 30 December 2021 at 11.00 am, the following resolutions were duly passed:

AS A SPECIAL RESOLUTION:

1. DELISTING AND ADMISSION RESOLUTION

THAT:

1.1 subject to and conditional upon Resolution 2 to Resolution 4 set out in this Notice being duly passed, the Directors of the Company be and are hereby authorised to cancel the listing of the ordinary shares in the capital of the Company on the Official List of the Financial Conduct Authority and to remove such ordinary shares from trading on the Main Market for listed securities (the “**Delisting**”) and to apply for admission of the ordinary shares to trading on AIM, a market operated by the London Stock Exchange (the “**Admission**”); and

1.2 each and any of the Directors be and is hereby authorised to do or procure to be done all such acts and things on behalf of the Company and each of its subsidiaries as they may, in their discretion, consider necessary or expedient for the purpose of giving effect to the Delisting and Admission with such amendments, modifications, variations or revisions thereto as are not of a material nature.

AS ORDINARY RESOLUTIONS:

2. IAN WATSON MIP SETTLEMENT RESOLUTION

THAT:

1.1 subject to and conditional upon Resolution 1, Resolution 3 and Resolution 4 set out in this Notice being passed, the agreement between the Company and Ian Watson that all amounts due to Ian Watson, under the terms of the management incentive plan entered into between Hotter MIPCO Limited and, among others, Ian Watson on 30 March 2021 (the “**Hotter MIP**”), be satisfied by an issue of new Electra Shares, as further described in section 4 of Part II: “*Letter from the Chairman of Electra*” in the circular to the shareholders of the Company dated 9 December 2021, of which this Notice forms part (the “**Circular**”) (the “**Ian Watson MIP Settlement**”), be approved; and

1.2 each and any of the Directors be and is hereby authorised to conclude and implement the Ian Watson MIP Settlement and to do or procure to be done all such acts and things on behalf of the Company and each of its subsidiaries as they may, in their discretion, consider necessary or expedient for the purpose

of giving effect to the Ian Watson MIP Settlement with such amendments, modifications, variations or revisions thereto as are not of a material nature.

3. LTIP RESOLUTION

THAT:

3.1 subject to and conditional upon Resolution 1, Resolution 2 and Resolution 4 set out in this Notice being passed, and with effect from Admission, the rules of the Unbound Group PLC 2021 Long-Term Incentive Plan (the “**Unbound LTIP**”), the principal terms of which are summarised in section 4 of Part V: “*Additional Information*” of the Circular and produced in draft to this meeting and for the purposes of identification initialled by the Chair be approved and established with effect from Admission, and:

3.1.1 the Directors be authorised to make such modifications to the Unbound LTIP as they may consider necessary or expedient to carry the Unbound LTIP into effect and to adopt the Unbound LTIP as so modified and do all acts and things necessary to operate the Unbound LTIP; and

3.1.2 the Directors be authorised to establish such further plans for the benefit of employees overseas based on the Unbound LTIP subject to such modifications as may be necessary or desirable to take account of overseas securities laws, exchange control and tax legislation provided that any Electra Shares made available under such further plans are treated as counting against any limits on individual and overall participation in the Unbound LTIP.

AS A SPECIAL RESOLUTION:

4. NEW ARTICLES RESOLUTION

THAT, subject to and conditional upon Resolution 1 to Resolution 3 set out in this Notice being duly passed, and with effect from Admission, pursuant to section 21 of the Companies Act, the articles of association of the Company submitted to the General Meeting and for the purposes of identification signed by the Chair, be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of the existing articles of association of the Company.

Eleanor Cranmer
For Frostrow Capital LLP
Company Secretary