

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

ELECTRA PRIVATE EQUITY PLC
(the "Company")

Passed on Monday 1 November 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 1 November 2021 at 11.00 am, the following resolutions were duly passed:

AS AN ORDINARY RESOLUTION:

1 DEMERGER RESOLUTION

- 1.1 THAT upon the recommendation and conditional on the approval of the directors of the Company (the “**Directors**”) and further conditional upon resolution 2 set out in this Notice being passed, immediately prior to the ordinary shares (“**Hostmore Shares**”) of Hostmore plc (“**Hostmore**”) being admitted to the premium listing segment of the Official List of the Financial Conduct Authority (the “**FCA**”) and to trading on the main market for listed securities of London Stock Exchange plc (“**Admission**”) in connection with the proposed demerger of Hostmore and its business from Electra (the “**Demerger**”), the Company make an interim distribution in specie of all the Hostmore Shares it holds to holders of ordinary shares of Electra (“**Electra Shares**”) on the register of members of the Company at 6:00 pm London time on 1 November 2021 (or such other time and/or date as the Directors may determine) (the “**Record Time**”) (each such holder being a “**Qualifying Shareholder**”), effective immediately prior to Admission and credited as fully paid, in the proportion of three Hostmore Shares for each Electra Share then held by each Qualifying Shareholder, so that immediately prior to Admission each Qualifying Shareholder will hold an entitlement to three Hostmore Shares for each Electra Share held by such Qualifying Shareholder at the Record Time;
- 1.2 each and any of the Directors be and is hereby authorised to conclude and implement the Demerger 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 Demerger with such amendments, modifications, variations or revisions thereto as are not of a material nature.

2 LTIP RESOLUTION

- 2.1 subject to and conditional upon resolution 1 set out in this Notice being passed, the rules of the Hostmore Long Term Incentive Plan (the “**Hostmore LTIP**”), the principal terms of which are summarised in section 2 of Part VII “*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:

- 2.1.1 the directors of Hostmore be authorised to make such modifications to the Hostmore LTIP as they may consider necessary or expedient to carry the Hostmore LTIP into effect and to adopt the Hostmore LTIP as so modified and do all acts and things necessary to operate the Hostmore LTIP; and
- 2.1.2 the directors of Hostmore be authorised to establish such further plans for the benefit of employees overseas based on the Hostmore 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 Hostmore Shares made available under such further plans are treated as counting against any limits on individual and overall participation in the Hostmore LTIP.



Eleanor Cranmer
For Frostrow Capital LLP
Company Secretary