

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN OR INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION.

Electra Private Equity PLC

Publication of Prospectus and Circular to Shareholders relating to the proposed demerger of Hostmore plc and Notice of General Meeting

15 October 2021

Further to the announcement made earlier today regarding the proposed demerger (the “Demerger”) of Hostmore plc (“Hostmore”) from Electra Private Equity PLC (“Electra” or the “Company”), the prospectus (the “Prospectus”) relating to the proposed admission of the Hostmore ordinary shares to the premium listing segment of the Financial Conduct Authority (“FCA”) and to trading on the main market for listed securities of the London Stock Exchange plc has been approved by the FCA and published by Hostmore.

A shareholder circular relating to the Demerger (the “Circular”) and a copy of the Prospectus will be posted to Electra shareholders shortly.

The Circular contains a Notice of General Meeting (“GM”) at which the resolutions to approve the Demerger from Electra and related matters will be put to shareholders. The GM will be held at 11.00 am on 1 November 2021 at the offices of Hogan Lovells International LLP at Atlantic House, 50 Holborn Viaduct, London, EC1A 2FG.

The Prospectus and Circular will be made available on Electra’s website at <https://www.electraequity.com/investor-relations/demerger-of-hostmore-plc> and the Prospectus will also be made available on Hostmore’s website at hostmoregroup.com. The Circular and Notice of General Meeting has also been submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Subject to the passing of the necessary shareholder resolutions at the GM, it is expected that the Demerger will be completed and that the Hostmore ordinary shares will be admitted to trading on the London Stock Exchange’s main market for listed securities by no later than 8.00 am on 2 November 2021.

As part of the arrangements for the Demerger, Electra will enter into a smaller related party transaction (within the meaning of Listing Rule 11.1.10 R) with the two Hostmore executive directors, summary details of which are included in Appendix 1 and further details of which are included in the Circular.

Following completion of the Demerger, it is intended that in the next few months Electra will be renamed Unbound Group PLC (“Unbound”), as the parent company of Hotter Shoes, and will transition to a listing on the Alternative Investment Market (“AIM”) of the London Stock Exchange. Unbound will be an online e-commerce platform for a range of brands focused on the 55+ demographic.

Appendix 1

SUMMARY OF TERMS OF SMALLER RELATED PARTY TRANSACTION (WITHIN THE MEANING OF LISTING RULE 11.1.10 R)

The two Hostmore executive directors, namely the Chief Executive Officer, Robert B. Cook, and the Chief Financial Officer, Alan Clark, are statutory directors of companies within the Hostmore Group (being Hostmore and its subsidiary undertakings from time to time). As such, for so long as the Hostmore Group is a part of the Electra Group (being Electra and its subsidiary undertakings from time to time), both of Robert and Alan are considered “related parties” of Electra for the purposes of the Listing Rules.

Wednesdays (Bidco) Limited, an entity within the Hostmore Group, originally issued 20,000 A ordinary shares to certain members of Hostmore management (including Robert. B. Cook and Alan Clark) pursuant to a management incentive plan (“MIP”) with an unrestricted market value at the time of issue of £25,000, in aggregate (the “MIP Shares”). Under the terms of the MIP, the MIP Shares were designed for a sale exit scenario, on the assumption that the MIP Shares would be acquired as part of a sale of Electra’s hospitality business and Hostmore management would be paid out in cash accordingly for the value of their MIP Shares at that time. The MIP arrangements have been amended in connection with the implementation of the Demerger, such that the MIP payments that would have been payable in cash in a sale exit scenario will instead be satisfied by the issue of new shares in Hostmore to management prior to Admission.

The amendment to the MIP arrangements as they relate to Robert B. Cook and Alan Clark is a related party transaction for the purposes of LR 11. The value of the MIP Shares has been calculated based on the anticipated value of Hostmore following the Demerger. Based on the application of the relevant class tests, the related party transaction falls within LR 11.1.10R and constitutes a “smaller related party transaction”.

The following numbers of Hostmore shares shall be issued to each of Robert B. Cook and Alan Clark accounting for, in aggregate, c. 4.58% of the total number of Hostmore Shares anticipated to be in issue at Admission.

Executive Director	No. of MIP Shares	No. of shares in Hostmore*	Expected % shareholding in Hostmore on Admission
Robert B. Cook	7,300	3,360,662	c.2.66%
Alan Clark	5,260	2,421,518	c.1.92%

The shares issued to the executive directors of Hostmore plc form part of an issuance in satisfaction of MIP awards to wider Hostmore Group management of 7.3% of the issued share capital of Hostmore plc on Admission. In prior Electra reporting periods the estimated value of MIP awards was treated as a minority interest in the value of each asset and deducted prior to disclosure of the value attributable to Electra shareholders.

*under the terms of the Demerger the holder of each Electra share will receive 3 Hostmore shares.

ENDS

ENQUIRIES

Electra Private Equity PLC

Gavin Manson, Chief Financial and Operating Officer

020 3874 8300

Vico Partners

John Sunnucks, Sofia Newitt

020 3957 5045

Joint Financial Advisers for the Demerger

Numis

Joint Financial Adviser and Joint Corporate Broker to Electra Private Equity PLC

Stuart Dickson

Alec Pratt

Jonathan Abbott

+44 207 260 1000

HSBC Bank plc

Joint Financial Adviser and Joint Corporate Broker to Electra Private Equity PLC

Simon Alexander

Sam McLennan

Alex Moraru

+44 20 7991 8888

NOTES TO EDITORS

Electra Private Equity PLC

Electra is a private equity investment trust which has been listed on the London Stock Exchange since 1976. Electra's investment objective is to follow a realisation strategy, which aims to crystallise value for shareholders, through balancing the timing of returning cash to shareholders with maximisation of value. Since 1 October 2016, Electra has distributed over £2 billion to shareholders through ordinary dividends, special dividends and share buybacks.

Hostmore plc

Hostmore is a growing hospitality business with its current operations focused on the American-themed casual dining brand, 'Fridays', and the cocktail-led bar and restaurant brand, '63rd+1st'. While Fridays has been trading for over three decades in the UK, Hostmore was established in 2021 to provide a platform for the development of hospitality brands under the leadership of an experienced management team that has a track record of building businesses in the hospitality and leisure sectors. Hostmore's businesses are defined by their iconic brand experience and vibrant heritage. As of 30 September, Hostmore operated 87 restaurants in the United Kingdom and Jersey, a majority of which are located in high footfall locations, including retail parks, shopping centres and city centres. Hostmore is exploring opportunities with TGI Friday's, Inc., the franchisor of Fridays, to expand its existing brands into new franchise territories and is seeking to add rapidly growing, early-stage businesses to its portfolio of complementary hospitality brands, as well as to extend its offering in other experience-led, leisure concepts.

Unbound Group PLC

Unbound Group PLC will be the parent company for a range of brands focused on the 55+ demographic. Initially focused on Hotter Shoes, Unbound Group will provide a broader range of products and services to support and enhance the active lifestyles and wellbeing of its targeted customer community. This online e-commerce platform will be based on the foundations of Hotter as a trusted brand, cloud-based digital infrastructure, and strong customer personalisation through data insight. Unbound Group's expanded offering beyond Hotter footwear will feature apparel and wellness products and services, alongside third-party complementary brands.

Hotter Shoes

Hotter Shoes has been transformed from a retail to a multi-channel business with a strong and growing digital focus over the last 2 years, and is now a fast-growing, profitable and cash-generative e-commerce focused footwear brand. Hotter provides footwear with uncompromising focus on comfort and fit through the use of differentiating technology, to a targeted demographic that values its brand and products. Hotter's direct-to-consumer channels now reach 29% of the female population in the UK over the age of 55, providing them with footwear that allows them to do more of what they love. Cultural and demographic shifts now provide an opportunity to further monetise the existing Hotter customer database and grow it through the addition of similarly themed products beyond footwear.

FURTHER INFORMATION

This communication is being made for information purposes only in connection with the Demerger, Admission and the subsequent, proposed transfer of Electra's listing to AIM and does not purport to be full or complete.

The distribution of this announcement in jurisdictions other than the United Kingdom may be restricted by law and persons into whose possession this document comes should inform themselves about and observe any relevant restrictions. In particular, this document may not be published or distributed, directly or indirectly, in or into the United States of America, Canada, Australia, Japan or South Africa.

This communication is not for publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia). This communication does not constitute or form part of an offer of securities for sale or solicitation of an offer to purchase securities in the United States, Canada, Australia, Japan, South Africa or in any other jurisdiction in which such offer may be restricted. The securities referred to in this communication have not been, and will not be,

registered under the US Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state in the United States and may not be offered or sold in the United States, except in reliance on an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offering of securities in the United States.

In the United Kingdom, this communication is being distributed only to, and is directed only at: (A) (i) persons who are "investment professionals" specified in Article 19(5) of the Financial Services and Markets Act (Financial Promotion) Order 2005, as amended (the "Order") and/or (ii) persons who fall within Article 49(2)(a) to (d) of the Order (and only where the conditions contained in those Articles have been, or will at the relevant time be, satisfied); and (B) persons who are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation (Regulation (EU) 2017/1129) as it forms part of United Kingdom law by virtue of the EU (Withdrawal) Act 2018; and (C) persons to whom it may otherwise lawfully be communicated (all such persons detailed in (A), (B) and (C) together being referred to as "Relevant Persons"). Any person in the United Kingdom who is not a Relevant Person must not act or rely on this communication or any of its contents. In the United Kingdom, any investment or investment activity to which this communication relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. By accepting receipt of this communication, each recipient is deemed to confirm, represent and warrant that they are a Relevant Person.

In the member states of the European Economic Area (the "EEA"), this communication is directed only at persons who are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation (Regulation 2017/1129/EU)("Qualified Investors"). This communication must not be acted or relied upon by, and no investment will be made available to nor any investment activity will be engaged in with any persons who are not Qualified Investors. By accepting receipt of this communication, each recipient is deemed to confirm, represent and warrant that they are a Qualified Investor.

The contents of this announcement have been prepared by and are the sole responsibility of Electra.

This announcement does not constitute an offer or invitation to sell or issue, or a solicitation of an offer or invitation to purchase or subscribe for any securities in any jurisdiction nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with any contract therefor. No offer of shares of Hostmore will be made as part of the Demerger and the Prospectus will be published solely in connection with the proposed Admission.

This announcement may not be relied upon for the purpose of entering into any transaction and should not be construed as, nor be relied on in connection with, any offer, invitation or inducement to purchase or subscribe for, or otherwise acquire, hold or dispose of any securities of Electra and/or Hostmore and shall not be regarded as a recommendation in relation to any such transaction whatsoever.

HSBC Bank plc ("HSBC"), which is authorised by the Prudential Regulation Authority (the "PRA") and regulated in the United Kingdom by the FCA and the PRA, and Numis Securities Limited ("Numis" and together with HSBC, the "Banks") which is authorised and regulated in the United Kingdom by the FCA, are acting as financial advisers and corporate brokers exclusively for Electra and as financial advisers exclusively for Hostmore, Numis is acting exclusively as sponsor for Hostmore and HSBC is acting exclusively as listing agent for Hostmore in connection with the Demerger and Admission, and in each case for no one else in connection with the Demerger, Admission or any other matters described in this distribution and will not regard any other person (whether or not a recipient of this communication) other than Electra and Hostmore as a client in connection with the Demerger, Admission or any other related matters and will not be responsible to anyone other than Electra and the Hostmore group for providing the protections afforded to their respective clients nor for providing advice to any such other person in connection with the Demerger, Admission, or any other matters referred to in this presentation. Apart from the responsibilities and liabilities, if any, which may be imposed on the Banks by the Financial Services and Markets Act 2000 or the regulatory regime established thereunder, none of the Banks nor any of their respective affiliates, directors, officers or employees owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, consequential, whether in contract, in tort, in delict, under statute or otherwise) to any person who is not a client of HSBC or Numis (as applicable) for the contents of this presentation or its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, or by any other person(s) in connection with the Demerger, Admission, this communication, any statement contained herein, or otherwise.

The information in this communication does not purport to be comprehensive and has not been independently verified by the Banks, any of their respective group undertakings or affiliates or any of their respective members, directors, officers, employees, agents or affiliates. Except in the case of their respective fraudulent misrepresentation, no responsibility or liability is accepted by the Banks, any of their respective group undertakings or affiliates or by any of their respective members, directors, officers, employees, agents or affiliates as to or in relation to the accuracy, completeness or sufficiency of this communication or any other written or oral information made available to any interested party or its advisers or for any loss whatsoever arising from or in connection with use of or reliance on this communication and any such liability is expressly disclaimed. No representation or warranty, express or implied, is made as to the fairness, accuracy, completeness or correctness of the information or opinions contained in this communication and no reliance should be placed on such information or opinions. The information contained in this communication is subject to change without notice and may not contain all material information relating to the products, investment and transaction referred to herein. None of the Company, the Banks nor any of their respective group undertakings or affiliates is under any obligation or give any undertaking to provide the recipient with access to any additional information or to update this communication or any additional information or to correct any inaccuracies in it which may become apparent, and it reserves the right, without giving reasons, at any time and in any respect to amend or terminate the proposal(s) described herein.

Certain statements made in this announcement are forward-looking statements and by their nature, all such forward-looking statements involve risk and uncertainty. Forward-looking statements include all matters that are not historical facts and often use words such as "expects", "may", "will", "could", "should", "intends", "plans", "predicts", "envisages" or "anticipates" or other words of similar meaning. These forward-looking statements are based on current beliefs and expectations based on information that is known to Electra and/or

Hostmore at the date of this announcement. Actual results of the Electra Group and/or the Hostmore Group and/or their respective industries may differ from those expressed or implied in the forward-looking statements as a result of any number of known and unknown risks, uncertainties and other factors, including, but not limited to, the effects of the COVID-19 pandemic and uncertainties about its impact and duration, many of which are difficult to predict and are generally beyond the control of Electra and/or Hostmore (as applicable). Persons receiving this announcement should not place undue reliance on any forward-looking statements. Unless otherwise required by applicable law or regulation Electra, Hostmore and its respective advisers (including the Banks, in the capacity set out above) disclaim any obligation or undertaking to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.