

PART IV
UNAUDITED PRO FORMA FINANCIAL INFORMATION

Section A: Accountant's report on pro forma financial information

Deloitte.

1 New Street Square
London EC4A 3TR

The Board of Directors
on behalf of Electra Private Equity PLC
17 Old Park Lane
London W1K 1QT

Stifel Nicolaus Europe Limited
150 Cheapside
London EC2V 6ET

9 December 2021

Dear Sirs/Mesdames,

Electra Private Equity PLC (the "Company")

We report on the pro forma financial information (the "Pro forma financial information") set out in Part IV of the related party transaction circular dated 9 December 2021 (the "Investment Circular"). This report is required by Annex 20, section 3 of the UK version of the Commission delegated regulation (EU) 2019/980 (the "Prospectus Delegated Regulation") as applied by Listing Rule 13.3.3R and is given for the purpose of complying with that regulation and for no other purpose.

Opinion

In our opinion:

- (a) the Pro forma financial information has been properly compiled on the basis stated; and
- (b) such basis is consistent with the accounting policies of the Company.

Responsibilities

It is the responsibility of the directors of the Company (the "Directors") to prepare the Pro forma financial information in accordance with Annex 20 sections 1 and 2 of the Prospectus Delegated Regulation as applied by Listing Rule 13.3.3R.

It is our responsibility to form an opinion, as to the proper compilation of the Pro forma financial information and to report that opinion to you in accordance with Annex 20 section 3 of the Prospectus Delegated Regulation as applied by Listing Rule 13.3.3R.

Save for any responsibility which we may have to those persons to whom this report is expressly addressed and which we may have to Ordinary shareholders as a result of the inclusion of this report in the Investment

Circular, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Listing Rule 13.6.1R(9), consenting to its inclusion in the Investment Circular.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the pro forma financial information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed at the date of their issue.

Basis of preparation

The pro forma financial information has been prepared on the basis described in Part IV section B, for illustrative purposes only, to provide information about how the transaction might have affected the financial information presented on the basis of the accounting policies adopted by the Company in preparing the financial statements for the period ended 30 September 2021.

Basis of Opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Financial Reporting Council in the United Kingdom. We are independent of the Company in accordance with the Financial Reporting Council's Ethical Standard as applied to Investment Circular Reporting Engagements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro forma financial information with the Directors.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Pro forma financial information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside the United Kingdom, including the United States of America, and accordingly should not be relied upon as if it had been carried out in accordance with those standards or practices.

Yours faithfully



Deloitte LLP

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Section B: Unaudited pro forma financial information of Electra Private Equity PLC as at 30 September 2021

The unaudited consolidated pro forma statement of net assets set out below has been prepared to illustrate the impact of the anticipated changes that will take effect (subject to receiving Shareholder approval) as part of the Delisting and Admission process including the associated settlement of the Hotter MIP on the net assets of the Electra Group, as if Delisting and Admission had taken place as at 30 September 2021. The pro forma also shows the impact of the Hostmore Demerger as if the demerger had taken place as at 30 September 2021.

The unaudited pro forma statement of net assets has been prepared on the basis of, and should be read in conjunction with, the notes set out below.

The unaudited pro forma statement of net assets of Electra is based on the consolidated net assets of Electra as at 30 September 2021 and has been prepared in a manner consistent with the accounting policies adopted in Electra's interim financial statements for the period ended 30 September 2021.

The unaudited pro forma statement of net assets has been prepared for illustrative purposes only and by its nature addresses a hypothetical situation and does not, therefore, represent Electra's actual financial position or results, nor is it indicative of the results that may, or may not, be expected to be achieved in the future. The pro forma statement of net assets has been prepared for illustrative purposes only, as if it had been required to be prepared in accordance with Annex 20 of Commission Delegated Regulation (EU 2019/980) as it forms part of domestic law by virtue of section 3 of the European Union (Withdrawal) Act 2018 (as amended).

The unaudited pro forma statement of net assets does not constitute "financial statements" within the meaning of section 434 of the Companies Act.

The unaudited pro forma financial information does not take into account trading of the Electra Group subsequent to the period end balance sheet of 30 September 2021.

The adjustments described below all have a continuing impact on Electra.

Shareholders should read the whole of this document and not rely solely on the summarised financial information in this Part IV.

£'m	Consolidated net assets of the Electra Group as at 30 September 2021	Adjustment for Hostmore Demerger	Continuing Electra Group (excluding Hostmore plc)	Adjustment for Settlement of Hotter MIP	Adjustment for Transaction and related costs	Consolidated pro forma statement of net assets of the Electra Group as at 30 September 2021
	Note 1	Note 2		Note 3	Note 4	
	A	B	A+B	C	D	A+B+C+D
Non-current assets						
Investments held at fair value	197.1	(163.3)	33.8	3.2		37.0
Current assets						
Investments held at fair value	7.6	2.6	10.2		(2.6)	7.6
Trade and other receivables	1.0	(0.6)	0.4			0.4
Current tax asset	0.1		0.1			0.1
Cash / equivalent	0.6		0.6			0.6
Total current assets	9.3	2.0	11.3		(2.6)	8.7
Current Liabilities						
Trade and other payables	(1.4)		(1.4)			(1.4)
Net assets	205.0	(161.3)	43.7	3.2	(2.6)	44.3

NOTES

- The figures for the Electra Group have been extracted without material adjustment from the unaudited consolidated Second Interim Accounts of the Electra Group as at 30 September 2021, which were prepared in accordance with IFRS. Deloitte LLP issued an independent review report on the unaudited consolidated Second Interim Accounts which can be found on Electra's website at <https://www.electraequity.com>.
- On 1 November 2021, Electra completed the Hostmore Demerger. The demerger resulted in the distribution of Electra's equity investment in Hostmore plc, valued in the 30 September 2021 consolidated interim accounts at £163.3m, and settlement of a current asset balance of £0.6m. 1.6% of the Hostmore equity was retained by Electra as a result of a 1.7% shareholding in Electra by the Electra employee Share Ownership Trust. As the trust is unable to accept dividends these shares were retained by Electra. These shares are categorised as a current asset investment as they are now liquid quoted shares.
- Prior to Admission to Listing on AIM 7.8% of the enlarged share capital of Electra/Unbound will be issued to Hotter Management in satisfaction of amounts due to them under the terms of the Hotter MIP. These amounts due to Hotter Management, as minority interests, have previously been deducted from the fair value of Hotter presented in Electra's financial statements and removal of this deduction results in an increase in the fair value of £3.2m.
- These costs relate to the completion of Delisting and Admission.