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This document is issued by G10 Capital Limited, (part of the Lawson Conner Group) (the "**Investment Manager**") solely in order to make certain information available to investors in Electra Private Equity PLC (the "**Company**" or "**Electra**") before they invest and to keep such information materially up to date, in accordance with Article 23 of the EU Alternative Investment Fund Managers Directive (Directive 2011/61/EU) (the "**AIFM Directive**" or "**AIFMD**"). It is made available to investors and prospective investors via www.electraequity.com.

Where the Investment Manager has determined that the requisite information is set forth in other documents to which investors have access or they may request, this document contains references to the relevant documents. In particular, the disclosures herein in part refer to the Company's annual report and accounts for the year ended 30 September 2017 (the "**Annual Report**"), which is also available from www.electraequity.com. To the extent the Investment Manager has determined that the requisite information has not been provided to investors, this document contains additional disclosure items.

Prospective investors in the Company's shares (of any class) ("Shares") should consult their stockbroker, bank manager, solicitor, accountant or other financial adviser before investing in the Company.

ELECTRA PRIVATE EQUITY PLC

INVESTOR DISCLOSURE DOCUMENT

31 January 2018

Limited purpose of this document

This document is not being issued for any purpose other than to make certain required regulatory disclosures to investors in accordance with the AIFM Directive. To the fullest extent permitted under applicable law and regulations, neither the Company nor the Investment Manager will be responsible to persons other than the Company's shareholders (the "**Shareholders**") for their use of this document, nor will they be responsible to any person (including the Shareholders) for any use which they may make of this document other than to inform a decision to invest in or dispose of Shares in the Company.

This document does not constitute, and may not be used for the purposes of, an offer or solicitation to buy or sell, or otherwise undertake investment activity in relation to, the Shares.

This document is not a prospectus and may not include (and it is not intended to include) all the information which investors and their professional advisers may require for the purpose of making an informed decision in relation to an investment in the Company and its Shares. This document is issued only for information purposes in order to satisfy the requirements of the AIFM Directive and it is not intended to be an invitation or inducement to any person to engage in any investment activity.

No advice

None of the Company, the Investment Manager, or any of their respective affiliates, officers, directors, employees or agents is advising any person in relation to any investment or other transaction involving Shares. Recipients must not treat the contents of this document or any other communication from the Company, the Investment Manager or any of their respective affiliates, officers, directors, employees or agents, as advice relating to financial, investment, taxation, accounting, legal, regulatory or any other matters. Prospective investors must rely on their own

professional advisers, including their own legal advisers and accountants, as to legal, tax, accounting, regulatory, investment or any other related matters concerning the Company and an investment in Shares.

Prospective investors in the Shares should consult their stockbroker, bank manager, solicitor, accountant or other financial adviser before investing in the Company.

Overseas investors

The distribution of this document in certain jurisdictions may be restricted and accordingly persons into whose possession this document comes are required to inform themselves about and to observe such restrictions.

Prospective investors must inform themselves as to: (a) the legal requirements within their own countries for the purchase, holding, transfer or other disposal of Shares; (b) any foreign exchange restrictions applicable to the purchase, holding, transfer or other disposal of Shares which they might encounter; and (c) the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer or other disposal of Shares.

AIFM DIRECTIVE DISCLOSURES

As the Company and the Investment Manager (which, inter alia, acts as the Company's alternative investment fund manager or AIFM) are each domiciled in the United Kingdom, the FCA Handbook rules require that, among other things, the AIFM makes available the following information to shareholders of Electra under the AIFM Directive (as implemented in the UK) and to notify them of any material change to information previously provided.

Investment Policy, Leverage and Liquidity (AIFMD 23(1)(a)(b)(h))

The investment strategy and objectives of Electra, the types of asset it may invest in and the investment techniques it may employ, associated risks and any investment restrictions are laid out in the Objective and Investment Policy, Strategic Report and other sections of the Annual Report.

For information about the circumstances in which the Company may use leverage, the types of sources permitted and the associated risks and any restrictions on the use of leverage and any collateral and asset re-use arrangements, shareholders are directed to the disclosures contained in the Objective and Investment Policy and the Strategic Report of the Annual Report as well as specific AIFMD related disclosures further below.

Under the UK Listing Authority listing rules to which the Company is subject it needs the prior approval of its shareholders to make a material change to its Investment Policy.

Since the Company is closed-ended without redemption rights, liquidity risk management is limited to the liquidity required to meet the Company's obligations in relation to its financing arrangements and on its ability to meet calls on unfunded liabilities to third party funds and other investments. The Investment Manager utilises various risk assessment methods to measure the risk of portfolio illiquidity to meet the Company's obligations. This measurement enables the provision of management information to the Investment Manager and the Board of the Company to enable these risks to be monitored and managed.

Legal Relationship with Investors (AIFMD 23(1)(c))

The Company is a public limited company listed on the London Stock Exchange. The Company is incorporated under the laws of England and Wales. The constitutional document of the Company is its articles of association ("**Articles**") which may only be amended by way of a special resolution of its shareholders. Upon the purchase of shares, an investor becomes a shareholder of the Company. A shareholder's liability to the Company will be limited to the amount uncalled on their shares. The Company has one class of share, namely ordinary shares, with standard rights as to voting, dividends and payment on winding-up and no special rights and obligations attaching to them. Transfers to US persons are restricted but otherwise, there are no material restrictions on transfers of shares. No redemption rights attach to the ordinary shares in the Company.

As the Company is incorporated under the laws of England and Wales, it may not be possible for a shareholder located outside that jurisdiction to effect service of process within the local jurisdiction in which that shareholder resides upon the Company. All or a substantial portion of the assets of the Company may be located outside a local jurisdiction in which a shareholder resides and as a result, it may not be possible to satisfy a judgement against the Company in such local jurisdiction or to enforce a judgement obtained in the local jurisdiction's courts against the Company.

AIFM and its Delegates (AIFMD 23(1)(d),(e) and (f))

The Investment Manager is a limited company with its registered office at 136 Buckingham Palace Road, London EC4M 8AB and which is authorised and regulated by the Financial Conduct Authority

(FRN 648953). It has been appointed by the Company to manage the Company under an investment management agreement with effect from 1 June 2017 (the "Investment Management Agreement").

The Investment Manager is responsible for portfolio management and risk management and monitoring of the assets of the Company and has discretionary authority over the acquisition and disposition of the Company's assets, with power to give guarantees and undertake other transactions on behalf of the Company subject to the provisions of the Investment Management Agreement. The Investment Manager is also responsible for ensuring compliance with the AIFMD. The Investment Manager's duties under the Investment Management Agreement are owed to the Company as a whole rather than directly to the shareholders, whether individually or in groups. The Board of Electra is responsible under the Investment Management Agreement for representing the Company in its dealings with the Investment Manager.

In accordance with the Investment Management Agreement, the liability of the Investment Manager and its members, officers and employees is limited and capped at £350,000 in aggregate, and subject to certain limitations they are entitled to be indemnified out of the assets of the Company.

In order to comply with its regulatory obligations, the Investment Manager holds professional indemnity insurance.

Depository and its Delegates (AIFMD 23(1)(d) and (f))

Ipes Depository (UK) Limited (the "**Depository**") has been appointed as the Depository of the Company under a Depository Agreement agreed in accordance with AIFMD requirements. The Depository is a company incorporated in England (registered number 08749704) whose registered office is at 9th Floor, No 1 Minster Court, Mincing Lane, London EC3R 7AA. It is authorised to act as a Depository by the FCA (FRN 610203). The Depository is responsible for safekeeping of the Company's investments, including holding in custody those investments which are required to be held in custody and verifying ownership (on the basis of evidence provided by the AIFM) and keeping records of the Company's other investments, and for cash monitoring.

The Depository's duties under the Depository Agreement are owed to the Company as a whole and not directly to shareholders, whether individually or in groups.

The investments of the Company are not of a kind required to be held in custody by the Depository. The Depository has appointed a custodian, RBC Investor Services Trust, in respect of the holding of custody assets belonging to the Company. The Depository has contractually discharged itself of liability in respect of the assets held by RBC Investor Services Trust.

Independent Auditors (AIFMD 23(1)(d))

The independent auditors of the Company for the year ended 30 September 2017 were Deloitte LLP. The Auditors' duties are owed to the Company as a whole. They have a statutory responsibility to report to the members of the Company as a whole in relation to the truth and fairness of the Company's state of affairs and profit or loss.

Valuation (AIFMD 23(1)(g))

The assets of the Company are valued by the Investment Manager in accordance with the provisions set out in the Principles of Valuation of Investments as set out in the Notes to the Financial Statements in the Annual Report. The Valuations Committee which has been set up by the Investment Manager in respect of the Company adds a further level of oversight to the valuation process as set out in the Corporate Governance section of the Annual Report.

Fees and Expenses (AIFMD 23(1)(i))

The Investment Manager is paid a base fee of £20,000 per month by the Company in consideration for its provision of full scope AIFM services to the Company. Such fee may be increased to the extent new investment holding subsidiary entities of the Company are established or reduced to the extent any such existing subsidiary entities are wound up. In addition, a further fee of £750 per month per entity is payable by the Company to the Investment Manager in respect of the provision by the Investment Manager of management and operator services to investment holding subsidiary entities of the Company. Additional services not included within the scope of the above may be payable based on the Investment Manager's hourly rates, and the Investment Manager is entitled to reimbursement for reasonable fees and expenses properly incurred by it in connection with the services it provides to the Company and its subsidiaries. All fees are of exclusive of any VAT.

In addition, the Company operates carried interest and co-investment schemes for executives of the Company's former investment manager and details of these schemes are contained in the Notes to the Financial Statements in the Annual Report. With effect from 31 May 2017, the amount payable under such schemes shall be reduced by 20%, which reduction reflects the change of manager effective on such date.

In addition the Company incurs costs in the form of depositary fees, custodian fees, bank fees and charges, marketing fees, auditors' fees, lawyers' fees and other fees.

Given the nature of all these fees and expenses it is not possible to provide a maximum fee payable.

Fair Treatment of Investors and Preferential Treatment (AIFMD 23(1)(j))

No preferential rights have been granted to any existing shareholder.

The Company and the Investment Manager are committed to ensuring that all shareholders are treated fairly and in accordance with UK company law. They have not and will not enter into any arrangement with one shareholder which could result in any overall material disadvantage to the other shareholders.

Issue and Redemption of Shareholder Interests in the Company ((AIFMD 23(1)(l))

The Company is closed-ended and does not provide for redemption or repurchase of the interests of ordinary shareholders at their request.

Reporting and Performance (AIFMD 23(1)(k), 23(1)(m) and 23(1)(n))

The historic performance of the Company, to the extent available, has been disclosed to shareholders in the Company's Annual and Half Yearly Reports, which will be sent to shareholders and are available from www.electraequity.com

The latest NAV of the Company is published in the latest Annual or Half Yearly report.

Prime Broker (AIFMD 23(1)(o))

The Company does not have a prime broker.

Method of Making Ongoing/Periodic Disclosures (AIFMD 23(1)(p),23(4),23(5))

Information about the Company's risk profile and risk management, total leverage and any material change to the arrangements for managing the Company's liquidity, the proportion of assets (if any) subject to special arrangements arising from liquidity, the maximum permitted leverage or the grant of rights of re-use of collateral or guarantees in relation to leverage will be provided in the Company's Annual Reports.

Risk Profile and Risk Management (AIFMD 23(4)(c))

The appointment of the Investment Manager as the AIFM of the Company under the AIFMD means that it is responsible for risk management and the ongoing process of identifying, evaluating, monitoring and managing the risks facing the Company in accordance with the requirements of the AIFMD. The Board keeps the Investment Manager's performance of these responsibilities under review as part of its overall responsibility for the Company's risk management and internal controls.

The principal risks of the Company are set out in the Strategic Report and in the Notes to the Financial Statements in the Annual Report. The Investment Manager's risk management system incorporates regular review of these risks and the establishment of appropriate risk limits and internal control processes to mitigate the risks. The sensitivity of the Company to relevant risks is further detailed in the Notes to the Financial Statements in the Annual Report.

The risk limits currently put in place for the Company by the Investment Manager are in relation to the parameters for diversity of investment set out in the Objective and Investment Policy, for Credit Risk set out in the Notes to the Financial Statements in the Annual Report and the limits on the Company's leverage set out below.

Restrictions on the Use of Leverage and Maximum Leverage (AIFMD 23(5))

As specified in the Objective and Investment Policy in the Annual Report, the Company has a policy to maintain total gearing below 40% of its total assets and the Investment Manager oversees the use of leverage to ensure that the use of borrowing and derivatives is consistent with this requirement. The Company does not have any asset re-use arrangements in relation to collateral and has not granted any guarantees.

Under AIFMD, the Company is required to calculate leverage under the two methodologies specified by the Directive, the 'Gross Method' and the 'Commitment Method,' the difference being that the Commitment Method allows certain exposures to be offset or netted.

Leverage is calculated using gross assets, with various adjustments, divided by net assets.

The Investment Manager has currently set a limit of 230% on the use of leverage based on the Gross Method and a limit of 230% on the use of leverage based on the Commitment Method which the Investment Manager considers consistent with the gearing limit set out in the Objective and Investment Policy.