

RNS Number : 6448V
Monreal PLC
24 July 2018

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Monreal plc

("Monreal" or the "Company")

Notice of General Meeting

The Company announces that it has today posted a Circular and Notice of General Meeting ("GM") to shareholders of the Company. The GM will be held at 11.00 am on 9 August 2018, at the offices of Peterhouse Capital Limited, New Liverpool House, 15 Eldon Street, London, EC2M 7LD. The notice of the General Meeting is set out at the end of this document.

The GM will consider, inter alia, an amendment to Investment Strategy, the change of the Company's name to Eight Capital Partners plc, a proposed subdivision of the Company's Ordinary Shares and the disapplication of pre-emption rights.

A copy of the Chairman's letter, the expected timetable of principal events and definitions sections contained in the Circular are set out in full below of this announcement without material amendment or adjustment.

This announcement contains inside information for the purposes of Article 7 of EU Regulation 596/2014. The person who arranged the release of this announcement on behalf of the Company was John Treacy.

For further information, please contact:

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2018

Publication
of this Document

24 July

Latest time and date for receipt of Forms of Proxy in respect
7 August of the General Meeting

11.00 a.m. on

General Meeting
9 August

11.00 a.m. on

(Note 2)

Notes

1. References to times in this Document are to London time unless otherwise stated.
2. If any of the above times or dates should change, the revised times and/or dates will be notified to Shareholders by an announcement on an RNS (and posted on the Company's website at www.monrealplc.com) in accordance with the Company's articles of association.

IMPORTANT INFORMATION

Forward looking statements

Certain statements in this Document constitute "forward-looking statements". Forward-looking statements include statements concerning the plans, objectives, goals, strategies and future operations and performance of the Company and the assumptions underlying these forward-looking statements. The

Company uses the words "anticipates", "estimates", "expects", "believes", "intends", "plans", "may", "will", "should", and any similar expressions to identify forward-looking statements. Such forward-looking

statements involve known and unknown risks, uncertainties and other important factors that could cause

the Company's actual results, performances or achievements to be materially different from any future

results, performances or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future. These forward-looking statements speak only as at the date of this Document. The Company is not obliged, and does not intend, to update or to revise any forward-looking statements, whether as a result of new information, future events or otherwise except to the extent required by any applicable law or regulation. All subsequent written or oral forward-looking statements attributable to the Company, or persons acting on behalf of the Company, are expressly qualified in their entirety by the cautionary statements contained throughout this Document. As a result of these risks, uncertainties and assumptions, a prospective investor should not place undue reliance on these forward-looking statements.

Letter from the Non-Executive Chairman

Introduction

The Company today announces that it is intending to seek Shareholders' consent to broaden its Investment Strategy, change the Company's name to Eight Capital Partners plc, undertake a subdivision of Ordinary Shares and disapply pre-emption rights (together the "**Proposals**").

The purpose of this letter is to set out the background to and to explain why the Directors consider the Proposals to be in the best interests of the Company and its Shareholders as a whole and why they recommend that Shareholders should vote in favour of the Resolutions to be proposed at the General Meeting being convened for 11.00 a.m. on 9 August 2018, at the offices of Peterhouse Capital Limited, New Liverpool House, 15 Eldon Street, London, EC2M 7LD. The notice of the General Meeting is set out at the end of this document.

Background to the Proposals

On 4 June 2018, the Company announced that it was proposing to transfer the trading of its Shares by way of admission to trading on NEX as an Investment Vehicle and would seek to adopt a broad investment strategy.

Following internal discussions, the Board believe that widening the Investment Strategy would increase the number of opportunities to make attractive investments and accordingly is seeking authority from shareholders to adopt the Proposed Investment Strategy as set out below. Reflective of this, the directors believe that more flexibility to issue shares would be beneficial. They are therefore seeking authority from its shareholders to increase the directors' ability to issue shares and to subdivide the Company's Ordinary Shares, effectively reducing their nominal value, further details of which are set out below.

To reflect this new strategy, and in light of recent changes to the Company's board and market, the Company proposes to change its name to Eight Capital Partners plc. Subject to the passing of the resolution to change the Company's name, the Company's corporate website address will be changed and Shareholders will be informed of the new address in due course.

Proposed Investment Strategy

Conditional on the Resolution being approved at the General Meeting, the Company will adopt the following Investment Strategy:

The Company's objective is to generate an attractive rate of return for shareholders, predominantly through capital appreciation, principally by taking advantage of opportunities to invest in the technology, media, and telecom and financial services sectors.

The Company aims to provide equity, debt, and equity-related investment capital, such as convertible loans, to growing companies which are seeking capital for growth and development, consolidation or acquisition, or as pre-IPO financing. The Company may undertake a reverse takeover or may make investments into companies that it considers good candidates for future reverse takeovers.

In addition, the Company may invest in publicly traded entities which have securities listed on a stock exchange or over-the-counter market. These investments may be in combination with additional debt or equity-related financing, and in appropriate circumstances in collaboration with other value added financial and/or strategic investors.

The Company is not geographically restricted in terms of where it will consider making investments but it is anticipated that most of its attention will be focussed on the UK. It will consider any geographical area, to the extent that the investment fits within the Company's investment criteria. The Company will not be subject to any borrowing or leveraging limits.

The Company does not intend to be an active investor, but the Directors will reserve the right to seek representation on the board of the investee company where they feel that an investee company would benefit from their skill and expertise.

The Directors believe that their broad, collective experience, together with their extensive network of contacts, will assist them in identifying, evaluating and funding suitable investment opportunities. External advisers and investment professionals will be engaged as necessary to assist with sourcing and

due diligence of prospective opportunities. The Directors will also consider appointing additional directors with relevant experience if the need arises.

The Company intends to deliver shareholder returns principally through capital growth rather than capital distribution via dividends.

Subdivision of the Company's Ordinary Shares

The Companies Act 2006 prohibits the Company from issuing shares at a price below their nominal value. As the current mid-price of the Company's Existing Ordinary Shares is below the current nominal value of

0.25 pence per ordinary share, the Company will find it extremely difficult to issue shares as currency to potential acquisition targets or to raise additional funds via an issue of Ordinary Shares at the current trading price. It is therefore proposed that each of the Existing Ordinary Shares of 0.25 pence be subdivided into one New Ordinary Share of 0.01 pence and one Deferred Share of 0.24 pence, such Deferred Shares having the rights and being subject to the restrictions attached to them as set out in Resolution 5 in the Notice of General Meeting.

The Deferred Shares will not entitle their holders to receive notice of or to attend or vote at any general meeting of the Company, or to receive any dividend or other distribution. On a return of capital on a winding up or dissolution of the Company, the holders of the Deferred Shares shall be entitled to receive an amount equal to the nominal amount paid up thereon, but only after the holders of New Ordinary Shares have received £100,000 per New Ordinary Share. The holders of Deferred Shares are not entitled to any further right of participation in the assets of the Company. The Company shall have the right to purchase the Deferred Shares in issue at any time for no consideration. As such, the Deferred Shares effectively have no value. Share certificates will not be issued in respect of the Deferred Shares, and they will not be admitted to trading on NEX or any other stock exchange.

The practical effect of the Sub-division, if approved, will be that each Shareholder will hold the same number of New Ordinary Shares as they hold Existing Ordinary Shares, together with one Deferred Share for each Existing Ordinary Share held.

The Sub-division will, if approved, result in consequential amendments being made to the terms of outstanding share options and warrants.

The Record Date for the Subdivision will be 23 July 2018. The New Ordinary Shares, following the Subdivision will commence trading on NEX on or around 8.00 a.m. on 10 August 2018. The ISIN for the Existing Ordinary Shares is GB00BYT56612 and will not change as a result of the Subdivision.

Amendments to the Articles of Association

In connection with the sub-division and creation of the Deferred Shares pursuant to resolution 1, it is proposed that the articles of association of the Company be amended to set out the rights attaching to the Deferred Shares.

A copy of the articles of association, as amended by Resolution 5 will be available for inspection at the General Meeting and will be made available on the Company's website at www.monrealplc.com.

Share certificates

New share certificates will be produced and posted to shareholders.

If you are in any doubt with regard to your current shareholding in Existing Ordinary Shares or the Subdivision, you should contact SLC Registrars Limited on 0190 3706 150.

The New Ordinary Shares will retain the same rights as those currently accruing to the Existing Ordinary Shares (save for the change in nominal value) under the Company's new Articles of Association, including those relating to voting and entitlement to dividends.

Disapplication of Pre-emption Rights

The Directors are seeking authority to allot Ordinary Shares for cash free of pre-emption rights, such authorities being limited to the allotment of 7,500,000,000 Ordinary Shares.

General Meeting

The Notice convening the General Meeting, to be held at the offices of Peterhouse Capital Limited, New Liverpool House, 15 Eldon Street, London, EC2M 7LD, at 11.00 a.m. on 9 August 2018 at which the Resolutions are proposed is set out at the back of this Circular.

Action to be taken

Shareholders will find a Form of Proxy enclosed for use at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible.

To be valid, completed Forms of Proxy must be received by the Company's registrars, SLC Registrars of 42-50 Hersham Road, Walton-on Thames, Surrey KT12 1RZ, not later than 11.00 a.m. on 7 August 2018, being 48 hours before the time appointed for holding the General Meeting.

You are entitled to appoint a proxy to attend and to exercise all or any of your rights to vote instead of you. Completion of the Form of Proxy will not preclude you from attending and voting at the General Meeting in person if you so wish. Your attention is drawn to the notes to the Form of Proxy.

Recommendation

For the reasons set out above, the Board of Directors recommends Shareholders to vote in favour of the Resolutions, as they intend to do.

Yours faithfully,

Dominic White

Non-Executive Chairman

For and on behalf of the Board Monreal PLC

DEFINITIONS

The following definitions apply throughout this Circular unless the context requires otherwise:

"Board" or "Directors"

of this Document

The directors of the Company whose names are detailed on page 7

"Circular" or "Document"	this document, containing details of the Proposals
"Company" or "Monreal" h registered number 09301329	Monreal PLC, a company registered in England and Wales with registered number 09301329
"Deferred Shares" any as created by the Subdivision	deferred shares of 0.24 pence each in the capital of the Company as created by the Subdivision
"Existing Ordinary Shares" Company	ordinary shares of 0.25 pence par value in the capital of the Company
"FCA"	the Financial Conduct Authority
"Form of Proxy" General Meeting	the form of proxy accompanying the Circular for use at the General Meeting
"General Meeting" 018 "Issued Share Capital" s at the date of this Document	the General Meeting of Shareholders convened for 9 August 2018 the 540,166,760 Ordinary Shares in issue as at the date of this Document
"New Ordinary Shares" ny following the Subdivision	ordinary shares of 0.01 pence each in the capital of the Company following the Subdivision
"NEX"	The NEX Exchange Growth Market, the primary market for unlisted securities operated by NEX Exchange
"Ordinary Shares" "Peterhouse Capital Limited" in England and Wales with company number 02075091 (authorised by the FCA with firm reference number 184761) and having its registered office at 15 Eldon Street, London, EC2M 7LD	Ordinary shares in the capital of the Company from time to time Peterhouse Capital Limited, a company incorporated in England and Wales with company number 02075091 (authorised by the FCA with firm reference number 184761) and having its registered office at 15 Eldon Street, London, EC2M 7LD

"Proposals"
General Meeting; the proposals set out in this Circular and the attached Notice of

"Record Date" 23 July 2018

"Resolutions"
ed within this Circular the Resolutions set out in the Notice of General Meeting contain

"Shareholders" holders of Ordinary Shares

"Subdivision" the proposed subdivision of each Existing Ordinary Share of
0.25 pence into 1 ordinary share of 0.01 pence and 1 Deferred Share of 0.24 pence

All references to legislation in this Document are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation shall include any amendment, modification, re-enactment or extension thereof. Words imparting the singular shall include the plural and vice versa, and words imparting the masculine gender shall include the feminine or neutral gender.

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