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Eight Capital Partners PLC
13 June 2019

Eight Capital Partners plc
("Eight Capital" or the "Company")

Notice of AGM

Eight Capital Partners plc announces that it has today posted the notice of Annual General Meeting ("AGM") to shareholders, to be held at 10.30am on 9th July at the offices of Cairn Financial Advisers LLP, Cheyne House, Crown Court, 62-63 Cheapside, London, EC2V 6AX.

At the AGM, the following resolutions will be proposed:

Resolution 1

Resolution 1 is to receive and adopt the Company's financial statements and the report of the directors and auditors for the year ended 31 December 2018. Shareholders will have a reasonable opportunity at the meeting to ask questions about the results and the operations.

Resolution 2

Resolution 2 is to appoint PKF Littlejohn LLP as auditors of the Company to act until the conclusion of the next Annual General Meeting of at which accounts are laid before the Company and to authorise the Directors to determine the remuneration of the auditors.

Resolution 3

Resolutions 3, 4 and 5 deal with the re-appointment of the directors. In accordance with the Articles of Association ("Articles") one third of the Directors retire in rotation at each AGM. Mr John Treacy will retire and offer himself for re-appointment.

Resolution 4

Resolution 4 deals with the ratification of the appointment by the Board of Mr Dominic White, whom the Board appointed at a meeting held on 16 July 2018.

Resolution 5

Resolution 5 deals with the ratification of the appointment by the Board of Mr Martin Groak, whom the Board appointed at a meeting held on 28 January 2019.

Resolution 6

Resolution 6 seeks shareholder approval pursuant to section 190 of the Companies Act 2006 (the "Act"). The Company is proposing to enter into a transaction as described below (the "IWEP Acquisition").

In September 2018 the Company invested €111,100 in an 8% bond in Finance Partners Group SPA ("FPG"). The Company has since reviewed a number of capital raising and investment opportunities with FPG and has now agreed, subject to the conditions below, to proceed with a further investment in FPG.

FPG is an Italian financial services company that, among other things, takes minority stakes in private companies seeking future listings on public markets. It currently has shareholdings in two such investee companies - The Avantgarde Group ("TAG") a fast growing fintech company, and We Arena ("WE"), a digital media gaming company.

IW Equity Partners Ltd ("IWE") is a company connected to Eight Capital Partners' Chairman Dominic White. IWE owns a receivable of €4 million from FPG resulting from a sale of TAG shares to FPG. IWE has the right to convert the receivable into equity in FPG.

Eight Capital Partners has agreed to acquire half of the receivable asset from IWE for a consideration of €2 million with the right to convert it into FPG's equity. The Company will have an option to acquire the remainder of the receivable from IWE at the same price in the following six months which it will also have the right to convert into FPG equity. This would result, if converted, in a minority equity investment in FPG.

A shareholders' agreement will be signed between FPG and Eight Capital Partners to protect Eight Capital Partners' position. As a further level of protection, Eight Capital Partners aims to sign an option to acquire an additional tranche of FPG equity from that company's shareholders within the following 12 months, which, if exercised would take the Company's shareholding to in excess of 50%.

FPG's investee company TAG has been valued by an international firm of accountants at €75 million. Management have valued WE at €5 million. The value of the receivable from, and potential equity holding in FPG would be greater than the acquisition price of the receivable at closing. TAG is in the process of obtaining a stock market listing in a prominent European market. WE is in pre-IPO growth phase and is expected to seek a listing in a comparably prestigious jurisdiction and exchange in 2020. The proposed strategy is for FPG to list these two subsidiaries, liquidate or redeem the shares and return profits to its shareholders, including Eight Capital Partners, then repeat with other companies.

Settlement of the IWE Acquisition would be effected through a combination of the Company's equity (up to a maximum of 29.9% of the issued ordinary share capital), and, a bond that would be offered to a wider group of investors on the same terms. The exact combination of securities will depend on several factors including the Company's ability to issue equity at the time of closing. Should the Company not be able to issue equity it would issue a three-year convertible loan note yielding 5% per annum. The price of conversion shall be the 5-day Volume Weighted Average Price of the Company's shares at settlement.

The Board believes that the advantage of this transaction to Eight Capital Partners is as follows:

- If the receivable is converted into FPG equity, the investment provides equity exposure to FPG and two of its subsidiaries that are expected to be listed and provide a liquid exit.
- The pricing of the investment is considered attractive compared to the estimated valuation of TAG, WE and FPG.

- The portfolio of assets managed by Eight Capital Partners will increase significantly without having to fund acquisitions with cash, which may be difficult to raise currently.
- The market capitalisation of the Company will increase which may help to generate more liquidity in the Company's shares over time.
- Through successfully executing transactions such as this and creating scale and more substance in the portfolio, there is the expectation that Eight Capital Partners will become more attractive to investors, enabling the Company to raise more capital and acquire other interesting assets in exchange for cash and or its securities.

Mr Dominic White, a director of the Company, is connected to IWEP Limited. As a result, completion of the IWEP Acquisition is conditional on the passing of this Resolution under Section 190 of the Act as it is deemed to be a substantial property transaction. The transaction is subject to completing contract negotiations.

Resolution 7

Resolution 7 seeks approval for a future share consolidation.

As at 12 June 2019 (being the latest practicable date prior to the publication of this document), the Company had 633,257,818 ordinary shares of 0.01 pence each in issue ("Existing Ordinary Shares").

The Directors consider that it is in the best interests of the Company's long-term development as a public quoted company to have a more manageable number of issued ordinary shares and to have a higher share price.

Accordingly, it is proposed that the Company's share capital be reorganised such that:

every 100 Existing Ordinary Shares be consolidated into

1 new ordinary share of 1 penny ("New Ordinary Shares").

As all of the Existing Ordinary Shares are proposed to be consolidated, the proportion of ordinary share holdings in the Company held by each Shareholder immediately before and immediately after the Consolidation will, save for fractional entitlements which will be dealt with in accordance with the Company's articles, remain unchanged.

The Company will announce a timetable for the proposed consolidation in due course.

Resolution 8

Resolution 8 authorises the Board to allot and issue shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company up to 7,500,000,000 Ordinary Shares on a pre-consolidated basis, such authority to expire at the next AGM or fifteen months after the passing of this resolution, whichever date is the earlier. This represents a renewal of the Company's current

authorities. It allows the Company to raise further funds, noting its relatively small market capitalisation, to make further investments.

Subject to the passing of Resolution 8, the Company is also proposing the following Special Resolution at the AGM:

Resolution 9

The Companies Act 2006 (the "Act") requires that any equity securities issued for cash must first be offered to existing shareholders pro rata to their holdings unless approval is obtained by special resolution to dis-apply this requirement. It is proposed that this authority also be renewed for the same period as the authority under Resolution 9. In order to retain flexibility to raise further capital quickly to meet its funding requirements under its current projects as well as to be able to take advantage of prospective new projects, the Company is seeking disapplication of pre-emption rights.

Resolution 10

Resolution 10 seeks authority for the Company to make market purchases of up to 94,988,673 of its own Ordinary Shares (on a pre-consolidated basis), representing approximately 15% of the Existing Share Capital. The resolution specifies the minimum and maximum prices which may be paid under this authority. This power will only be used if the Directors consider that to do so would be in the best interests of Shareholders generally and would increase the earnings per share or Net Asset Value of those Ordinary Shares that are not re-purchased. Any such shares would be cancelled or held in treasury.

Resolutions 1-8 require over 50% voting in favour to be passed. Resolution 9-10 requires 75% to vote in favour to be passed.

Disclosures

Mr Dominic White, a director of the Company, is connected to IWEP Limited. As a result, the IWEP Acquisition, should it complete, would be a related party transaction.

This announcement contains inside information for the purposes of Article 7 of Regulation (EU) No 596/2014 ("MAR"). Prior to publication, certain information contained within this Announcement was deemed to constitute inside information for the purposes of Article 7 of MAR.

The directors of the Company take responsibility for this announcement.

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