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If you have sold or otherwise transferred all of your ordinary shares in Eight Capital Partners Plc, you should send this document, together with the accompanying Form of Proxy, at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward delivery to the purchaser or transferee.

EIGHT CAPITAL PARTNERS PLC

(Registered in England & Wales with Company No. 09301329)

Directors

Dominic White
John Treacy
Martin Groak

Registered Office

Kemp House
160 City Road
London
England
EC1V 2NX

13 June 2019

Dear Shareholder,

Introduction

The purpose of this letter is to provide you with a brief summary and explanation of the resolutions proposed by Eight Capital Partners plc ("**Eight Capital Partners**" or the "**Company**") as set out in the attached notice convening an Annual General Meeting ("**AGM**") of the Company at 10.30 a.m. on 9 July (the "**Notice of AGM**"). The meeting will be held at the offices of Cairn Financial Advisers LLP, Cheyne House, Crown Court, 62–63 Cheapside, London, EC2V 6AX.

The Company would like to propose the following Ordinary Resolutions at the AGM:

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 per cent. 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 (“**IWEP**”) is a company connected to Eight Capital Partners’ Chairman Dominic White. IWEP owns a receivable of €4 million from FPG resulting from a sale of TAG shares to FPG. IWEP has the right to convert the receivable into equity in FPG.

Eight Capital Partners has agreed to acquire half of the receivable asset from IWEP 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 IWEP 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 per cent.

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 IWEP Acquisition would be effected through a combination of the Company’s equity (up to a maximum of 29.9 per cent. 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 cent. 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 IWEF Limited. As a result, completion of the IWEF 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 per cent. 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 per cent. voting in favour to be passed. Resolution 9-10 requires 75 per cent. to vote in favour to be passed.

Shareholders entitled to attend the AGM

All Shareholders registered as holding ordinary shares of the Company at 6.30 p.m. BST on 5 July 2019 or, if adjourned, 6.30 p.m. on the day that is the second day prior to the date of the adjourned AGM (not including any day that is not a business day) shall be (unless otherwise entitled to do so) entitled to attend the AGM and vote on the Resolutions proposed.

Action to be taken by Shareholders

Attached to the Notice of AGM accompanying this letter is a Proxy Form for use by Shareholders. All Shareholders are invited and encouraged to attend the AGM or, if they are unable to attend in person, to complete, sign and return the Proxy Form to the Company. Lodgement of a Proxy Form will not preclude the Shareholder from attending and voting at the AGM in person.

Shareholders can either deliver the Proxy to the Company's registrar by hand, by post, or as an attachment by email in accordance with instructions on the Proxy Form on the last page of this communication. Please note: if sending the Proxy Form by email, the attachment must be in one of two formats to be acceptable: either .jpg or .pdf

The Board considers the resolutions to be in the best interests of the Company and its shareholders as a whole and recommends that you vote in favour of the resolutions.

Yours sincerely,

Dominic White

Chairman

NOTICE OF ANNUAL GENERAL MEETING

EIGHT CAPITAL PARTNERS PLC

*(Incorporated in England and Wales with registered no 09301329)
(the "Company")*

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the offices of Cairn Financial Advisers LLP, Cheyne House, Crown Court, 62-63 Cheapside, London, EC2V 6AX at 10.30 a.m. on 9 July 2019 for the purposes of considering and, if thought fit, passing the following resolutions, of which resolutions 1 to 8 will be proposed as ordinary resolutions and resolutions 9 and 10 will be proposed as special resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements of the Company for the year ended 31 December 2018 and the Directors' report and Auditor's report on those accounts.
2. 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.
3. THAT John Treacy, who retires in accordance with the Company's Articles, be re-elected as a director of the Company
4. THAT Martin Groak, who has been appointed since the Company's last Annual General Meeting, be elected as a director of the Company.
5. THAT Dominic White, who has been appointed since the Company's last Annual General Meeting, be elected as a director of the Company.
6. THAT the IWEP Acquisition, being i) the acquisition by the Company of a 50 per cent. interest from IW Equity Partners Ltd ("**IWEP**") (being an entity connected with Dominic White, a director of the Company) of a receivable in Finance Partners Group SPA; and ii) the acquisition by the Company from IWEP of an option over the remaining 50 per cent. interest in the receivable on the terms as summarised in the circular to shareholders dated 13 June 2019 of which this notice forms part, be approved for the purposes of and in accordance with section 190 of the Companies Act 2006 (the "**Act**"). Further, that the directors of the Company be and are hereby authorised to do all acts and things which they, in their absolute discretion, consider to be necessary or desirable to implement and give effect to, or otherwise in connection with, the IWEP Acquisition.
7. THAT in accordance with section 618 of the Act, authority be granted for every 100 ordinary shares of 0.01 pence each in the issued share capital of the Company to be consolidated into 1 ordinary share of 1 pence, such ordinary shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £0.0001 each in the capital of the Company, as set out in the Company's articles of association for the time being.
8. THAT the directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all powers of the Company to allot any shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company in respect of such number of equity securities up to an aggregate nominal value of £750,000 (being the Section 551 Amount for the purposes of the Articles and 7,500,000,000 ordinary shares in number on a pre-consolidated basis). This authority shall expire (unless renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or, if earlier, on the date which falls 15 months after the date of the passing of this resolution save that the Company shall be entitled to make, prior to the expiry of such authority, any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert any securities into shares to be granted

after the expiry of such authority and the Directors may allot any shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired. The authority granted by this resolution shall replace all existing authorities to allot any shares or grant rights to subscribe for or convert securities into shares in the Company previously granted to the directors pursuant to section 551 of the Companies Act 2006 (but without prejudice to the validity of any allotment or grant of rights already made, offered or agreed to be made pursuant to such previous authorities).

SPECIAL RESOLUTIONS

9. THAT, subject to the passing of resolution 8 above but in substitution for all previous authorities, the directors be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 8 as if section 561(1) of the Act did not apply to any such allotment, provided that this authority shall be limited to allotments of equity securities (i) in connection with or pursuant to a rights issue, open offer or any other pre-emptive offer in favour of ordinary shareholders, where the equity securities respectively attributable to the interests of all shareholders are proportionate as nearly as may be to the respective number of ordinary shares held or deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange, and (ii) otherwise up to an aggregate nominal value of £750,000 (being the Section 561 Amount for the purposes of the Articles and 7,500,000,000 ordinary shares in number on a pre-consolidated basis) and this authority shall expire (unless renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or, if earlier, fifteen months from the date of passing this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby has not expired.
10. THAT the Company be and is generally and unconditionally authorised, pursuant to section 701 of the Companies Act 2006 (the Act), to make market purchases (as defined in section 693(4) of the Act) of up to 94,988,673 of its own ordinary shares (on a pre-consolidated basis), representing approximately 15 per cent. of the Existing Share Capital on such terms and in the manner as the directors of the Company may from time to time determine provided that:
 - 10.1. the minimum price which may be paid for an ordinary share (excluding expenses) is not less than nominal value;
 - 10.2. the maximum price payable (excluding expenses) which may be paid for an ordinary share is the higher of:
 - 10.2.1. 105 per cent of the average market value of an ordinary share in the Company for the five business days prior to the day the purchase is made; and
 - 10.2.2. the value of an ordinary share calculated on the basis of the higher of the price quoted for a) the last independent trade of; and b) the highest current independent bid for, any number of the Company's ordinary shares on the trading venue where the purchase is carried out.

The authority conferred by this resolution 10 shall expire fifteen months from the date of its passing or, if earlier, at the conclusion of the Company's next annual general meeting save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

BY ORDER OF THE BOARD:

Dominic White

Chairman

For and on behalf of Eight Capital partners Plc

Dated: 13 June 2019

Registered office:

Kemp House,
160 City Road,
London,
England,
EC1V 2NX

Notes

1. A shareholder entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend, speak and vote instead of that shareholder. A proxy need not be a shareholder of the Company but must attend the meeting in person. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share held by the appointing shareholder. A proxy can only be appointed through the submission of the validly executed Form of Proxy accompanying this Notice.
2. To be effective, the enclosed Form of Proxy must be completed and lodged with the Company's registrars, SLC Registrars whose address is Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey KT13 0TS, no later than 10.30 a.m. on Friday 5 July 2019 together with the original of any power of attorney or other authority under which the Form of Proxy is signed. In the case of a corporation, the Form of Proxy must be executed under its common seal or under the hand of any officer or attorney duly authorised. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy. Completion and return of the Form of Proxy enclosed herewith will not prevent a shareholder from attending and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated. Emailed Proxy Forms must be in either .jpg or .pdf format and must be sent to **office@slcregistrars.com**.
3. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrars, SLC Registrars, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey KT13 0TS. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Company's registrars, SLC Registrars, no later than 48 hours before the time appointed for holding the meeting.
4. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see note 2 above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or withhold from voting at his/her discretion. Your proxy will vote (or withhold from voting) as he/she thinks fit in relation to any other matter which is put before the meeting.
6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
7. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), specifies that only those members registered in the Register of Members of the Company at 6.30 p.m. on 5 July 2019 (or if the Annual General Meeting is adjourned, members entered on the Register of Members of the Company not later than 48 hours before the time fixed for the adjourned Annual General Meeting) shall be entitled to attend, speak and vote at the Annual General Meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the Register of Members of the Company after 6.30 p.m. on 5 July shall be disregarded in determining the rights of any person to attend, speak or vote at the Meeting.
8. Except as provided above, members who have general queries about the meeting should write to the Company Secretary at the address of our registered office. You may not use any electronic address provided either in this notice of Annual General Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
9. As 12 June 2019, the Company's issued ordinary share capital comprises 633,257,818 Ordinary Shares. Each Ordinary Share carries the right to one vote at a general meeting of the Company and the Company does not hold any Ordinary Shares in treasury. Therefore, the total number of shares carrying voting rights in the Company as at 12 June 2019 is 633,257,818.