

24 July 2023



**Eight Capital Partners plc
("ECP", "Eight Capital" or "the Company")**

Notice of General Meeting of Noteholders

Resolution to propose conversion of €10,000,000 4.8% Notes ISIN XS2027405880 due 3 September 2026 plus interest payment due 3 September 2023 into New Ordinary Shares in ECP

Eight Capital Partners plc (AQSE: ECP), the financial services operating company that aims to grow revenue through businesses engaged in "Fintech" operations including in the digital banking and lending sectors, advises shareholders that, as part of its proactive balance sheet re-organisation, it has distributed a consent solicitation memorandum ("the Memorandum") to all holders of the Company's €10,000,000 4.8% notes with reference ISIN XS2027405880 due to mature on 3 September 2026 ("the Notes").

The Memorandum asks Noteholders to consider, and if thought fit, approve the conversion of all Notes into new ordinary shares in ECP with effect from 3 September 2023 (the "Implementation Date"), and, that the Note interest payment, due 3 September 2023, also be settled by the issue of new ordinary shares (together "the Proposal"). If the Proposal is approved, the final interest payment made under the Notes will be on 3 September 2023 and it will be settled in the Company's ordinary shares.

General Meeting

ECP is seeking approval for the Proposal by way of an Extraordinary Resolution to be proposed at a general meeting of Noteholders ("the Meeting"). A notice convening the Meeting, to be held at 11.00am on Thursday, 10 August 2023 at 50 Sloane Avenue, London SW3 3DD has been distributed in accordance with the conditions governing the issuing of the Notes.

Background to and Reasons for the Proposal

The Company has a total of €10,000,000 outstanding 4.8% Notes due 3 September 2026, with ISIN XS2027405880 comprising two issues, of which €5,000,000 were issued on 26 July 2019 and €5,000,000 on 20 May 2022.

In the Notes' agreement, ECP envisaged that Noteholders could be given the opportunity to convert their Notes into equity. Firstly, this would give them exposure to the growth potential of the business as its strategy develops on the back of the recent strengthening of the Company's balance sheet. Secondly, bond market conditions have changed such that the fixed interest coupon paid by the Notes is less aligned with current market expectations. The Directors therefore believe that this is an opportune moment for Noteholders to be given the opportunity to convert their Notes into the Company's shares. The conversion price will be calculated by reference to Volume Weighted Average Price (VWAP) per share of the last ten trading days before the Implementation Date. Assuming today's £/€ exchange rate and share price, approval of the Proposal would result in the issue of approximately 18.4 billion new Ordinary shares, representing approximately 10.2 per cent. of the so enlarged issued share capital.

A further announcement on the result of the General Meeting of Noteholders will be made in due course.

This announcement contains inside information for the purposes of the UK Market Abuse Regulation and the Directors of the Company are responsible for the release of this announcement.

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About Eight Capital Partners:

Eight Capital partners plc is a financial services operating company that aims to grow revenue through businesses engaged in "Fintech" operations including in the digital banking and lending sectors.

ECP seeks to grow its group revenue in these high growth fintech sub-sectors, which it expects to also increase in value, such that they generate an attractive rate of return for shareholders, predominantly through capital appreciation.

www.eight.capital

Eight Capital Partners operates two subsidiary businesses:

Epsilon Capital:

Epsilon Capital is an independent corporate advisory firm based in London with an extensive experience in UK and European capital markets. The team of senior and experienced ECM and M&A professionals is specialised across multiple markets, sectors and geographies and it prides itself on a commercial approach that allows the clients to achieve their growth ambitions.

www.epsiloncapital.com

Innovative Finance:

Innovative Finance is a corporate finance advisory business that develops mergers and acquisitions and financing solutions across multiple sectors, primarily in Europe, with access to international transactions. It focuses on investments in Europe which are linked to technological developments in the financial services industry. www.innovfinance.com

Forward Looking Statements

Certain statements in this announcement, are, or may be deemed to be, forward looking statements. Forward looking statements are identified by their use of terms and phrases such as "believe", "could", "should", "envisage", "estimate", "intend", "may", "plan", "potentially", "expect", "will" or the negative of those, variations or comparable expressions, including references to assumptions. These forward-looking statements are not based on historical facts but rather on the Directors' current expectations and assumptions regarding the Company's future growth, results of operations, performance, future capital and other expenditures (including the amount, nature and sources of funding thereof), competitive advantages, business prospects and opportunities. Such forward looking

statements reflect the Directors' current beliefs and assumptions and are based on information currently available to the Directors.