

8 September 2023



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

### **Completion of Note Conversion, Related Party Transaction and Issue of Equity**

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, announces that, further to the announcement on 11 August 2023, application has been made for 25,577,732,855 new ordinary shares at a price of 0.02525 pence per new ordinary share ("Conversion Shares") in lieu of the conversion of the Notes and accrued interest due to be paid on 3 September 2023 ("Implementation Date").

The price of the Conversion Shares was calculated by reference to the volume weighted average price (VWAP) per share of the last ten trading days before the Implementation Date and the mid-market exchange rate on the Implementation Date. Based on the GBP/EUR exchange rate of GBP 1: EUR 1.1686 and share price of 0.02525 pence, this results in the issue of 25,577,732,855 Conversion Shares, representing approximately 13.64 per cent. of the so enlarged issued share capital of the Company.

**It is important that all Note holders who are receiving Conversion Shares contact the Company on [info@eight.capital](mailto:info@eight.capital) in order to confirm the delivery details for their allocation of Conversion Shares and they are urged to do so immediately.**

### **Admission**

The Company has anticipated admission of the Conversion Shares to trading on the AQSE Growth Market to occur on or around 13 September 2023 ("Admission"). Trading in the Company's ordinary shares remains presently suspended as a result of the delayed publication of the Company's annual report for the year ended 31 December 2022. The annual report is substantially complete and the Company will shortly be in a position to publish its accounts. The Conversion Shares will rank pari passu with the ordinary shares of the Company in issue.

### **Director Shareholding**

Following the issue of the Conversion Shares and the participation by Trumar Capital LLC ("Trumar"), a company beneficially owned by Dominic White, a director of the Company, in the conversions, Trumar will receive 7,417,592,007 new ordinary shares and will be interested in 150,904,260,453 ordinary shares, representing 80.50 per cent. of the Company's issued share capital on Admission.

### **Related party transaction**

Whilst no specific agreement has been separately entered into by Trumar as a result of the conversion of Notes, the process of the conversion of the Notes has been treated as a related party transaction pursuant to Rule 4.6 of the AQSE Growth Market Access Rulebook (the "Transaction"). The Directors of the Company independent of the Transaction confirm that, having exercised reasonable care, skill

and diligence, the Transaction is fair and reasonable insofar as the shareholders of Eight Capital are concerned.

### **Total voting rights**

Following Admission, the Company's issued share capital will comprise 187,451,702,503 ordinary shares of 0.01p each, with each share carrying the right to one vote, therefore the total number of voting rights in the Company will be 187,451,702,503. This figure may be used by shareholders as the denominator for calculations by which they will determine if they are required to notify their interest in the Company, or a change to their interest in the Company, under the Financial Conduct Authority's Disclosure Guidance and Transparency Rules.

The Company notes that the number of shares in issue is very high. It is the Company's intention to seek a share capital consolidation shortly and further details will be announced to the market in due course.

Capitalised terms used in this announcement shall, unless otherwise defined, have the same meanings as set out in the Company's announcement of 11 August 2023.

**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.**

**Eight Capital Partners plc**  
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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](http://www.eight.capital)

**Eight Capital Partners operates two subsidiary businesses:**

***Epsilon Capital:***

Epsion 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.epsioncapital.com](http://www.epsioncapital.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](http://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.

Notification of a Transaction pursuant to Article 19(1) of Regulation (EU) No. 596/2014		
<b>1</b>	<b>Details of the person discharging managerial responsibilities/person closely associated</b>	
a.	Name	Dominic White
<b>2</b>	<b>Reason for notification</b>	
a.	Position/Status	Chairman
b.	Initial notification/ Amendment	Initial notification
<b>3</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>	
a.	Name	Eight Capital Partners Plc
b.	LEI	213800U1F5CGRZJ47X73
<b>4</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>	

a.	Description of the financial instrument, type of instrument  Identification Code	Ordinary shares of £0.0001 each  ISIN: GB00BYT56612
b.	Nature of the transaction	Issue of ordinary shares in lieu of debt conversion
c.	Price(s) and volume(s)	Price(s)      Volume(s)  0.02525      7,417,592,007
d.	Aggregated information  - Aggregated Volume  - Price	    N/A
e.	Date of the transaction	7 September 2023
f.	Place of the transaction	AQSE, London