



Eight Capital Partners plc

Up to £50m Equity Issue



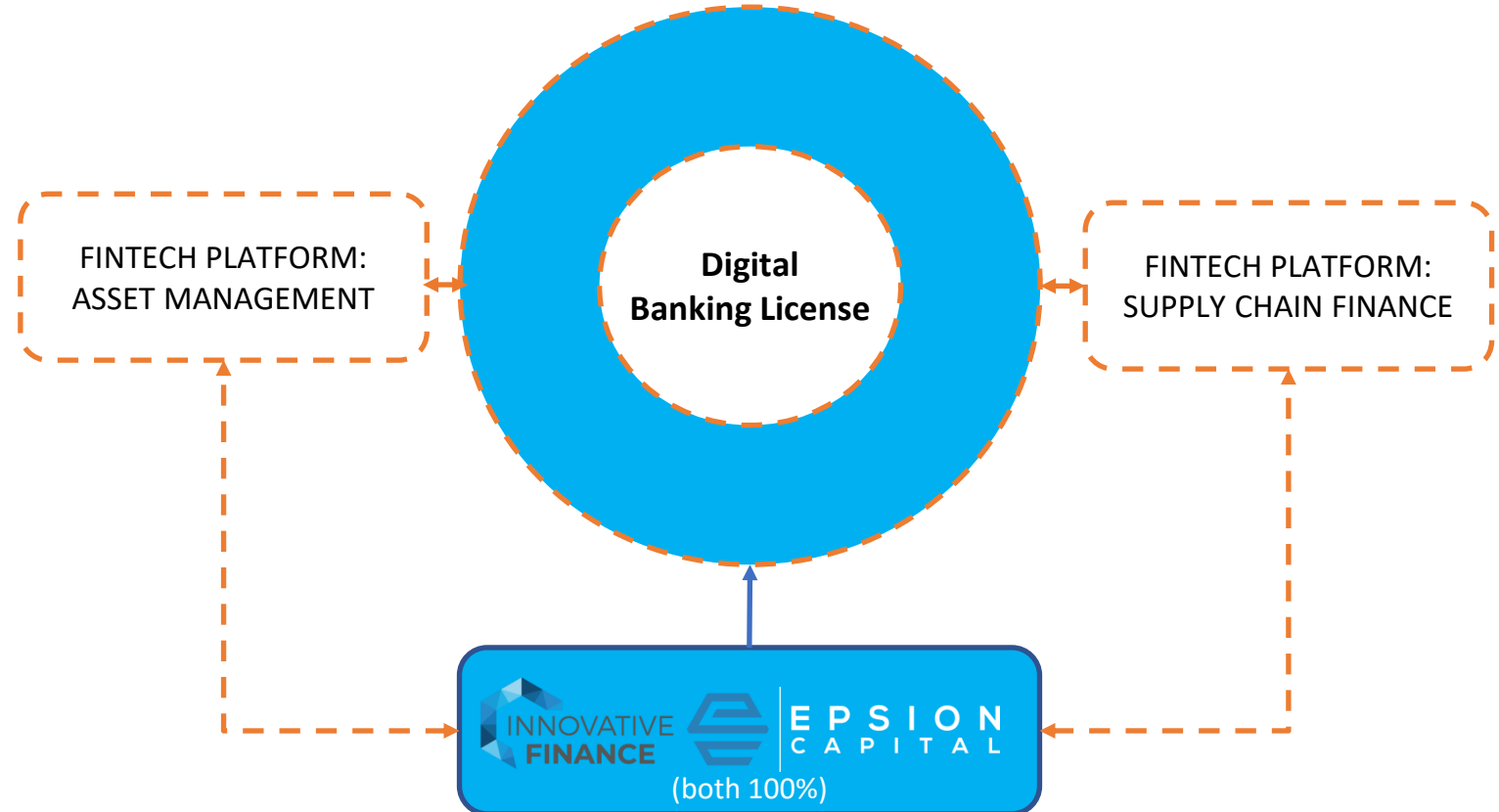
Eight Capital Partners and the 3 Phase Plan

- Eight Capital Partners (“ECP” or the “Company”) is a fintech operating group that aims to grow revenue through the application of advanced digital technologies including blockchain and AI to traditional financial services such as banking, trade finance and asset management. Its two wholly owned corporate finance subsidiaries, Innovative Finance (“InnFin”) and Epsilon Capital (“Epsilon”) have a portfolio of M&A transactions that support the Group’s objective.
- ECP believes SMEs continue to be under-served by the traditional financial services sector and are sometimes overlooked by larger funding institutions, or, when managed through a traditional banking approach, are perceived as difficult to underwrite and therefore expensive to fund. There are significant benefits for SMEs using “fintech” systems and innovatively structured capital solutions to better access capital, either for direct investment or to assist with their working capital management;
- ECP is therefore focused on building a fintech group of inter-connected companies, that promote each others’ growth by sharing products, services and customers, which deliver faster to access, cheaper and more efficient capital solutions to group companies and their customers.
- The Board’s stated objective is to grow the Company’s market capitalization towards and beyond £50 million, establishing a strong balance sheet foundation allowing it to significantly expand its business and, consequently, its equity valuation.
 - **Phase 1: proposed equity issue of £50 million including conversion of up to £40m of debt into equity, and up to £10m in new shares**
 - **Phase 2: development in two core fintech business areas – digital banking and supply chain finance, followed by**
 - **Phase 3: follow-on development in complementary fintech areas such as of asset-wealth management, and corporate finance**

Focus on Europe and Fintech

Eight Capital's European strategy:

- focuses on the European financial market
 - focuses on SMEs, and
 - consists of two core areas:
 1. Fintech Banking
 2. Supply Chain Finance tech
- and, two additional areas of business:
3. Asset management
 4. Corporate finance and advisory



Digital Banking and Bolt-on Fintech Platforms

- The Company believes that there is a significant value creation opportunity by holding a digital banking licence at the core of its growing fintech group
- Bolt-on fintech platforms acquired would have privileged access to in-house core banking services and potential new routes to well priced capital. This helps to ensure that the platforms maintain access to multiple routes to capital as they grow their services.
- In parallel, the bank would benefit from the growth of the group's platforms: supply chain finance, asset management, and corporate finance, in terms of shared manufacturing and distribution of financial services products, and shared customers
- For the bank, this would enable more financial products to be offered to more customers in a shorter amount of time, than in a standalone banking business model
- For the group's fintech platforms, this solves the volatile capital problem suffered by many fintech companies today, who have been reliant on alternative funders including private equity and hedge funds

Fund raise



- To raise up to £10m in new funds in stages, with issue of up to 50bn new ordinary shares
- At the same price of 0.02p as the recent debt conversion announced on 17th Oct 2022
- Completion of the placing and associated debt conversions are key milestones in becoming a significant Fintech operating group and increasing market cap to £50m
- IWEF is committed to converting up to €33m existing debt into new equity, as ECP generates free-float headroom, with the issue of new shares
- ECP will offer the same price plus also warrants to existing bondholders to convert their debt into equity

Steps in Developing the Platform for Growth Strategy



- Sept 2021 – Converted from an investing company to a Fintech operating company
- June 2022 – Re-organised its earlier Vienna Bonds to align their commercial terms with its more recently issued Vienna bonds, with a lower coupon and longer duration.
- October 2022 – GM to approve Rule 9 waiver to allow the largest shareholder IWEP to increase its holding above 29.9% and beyond 51%, enabling it to convert €3.15m ECP debt into equity at 0.02p per share. A listed bondholder converted €145,000 debt on the same terms.

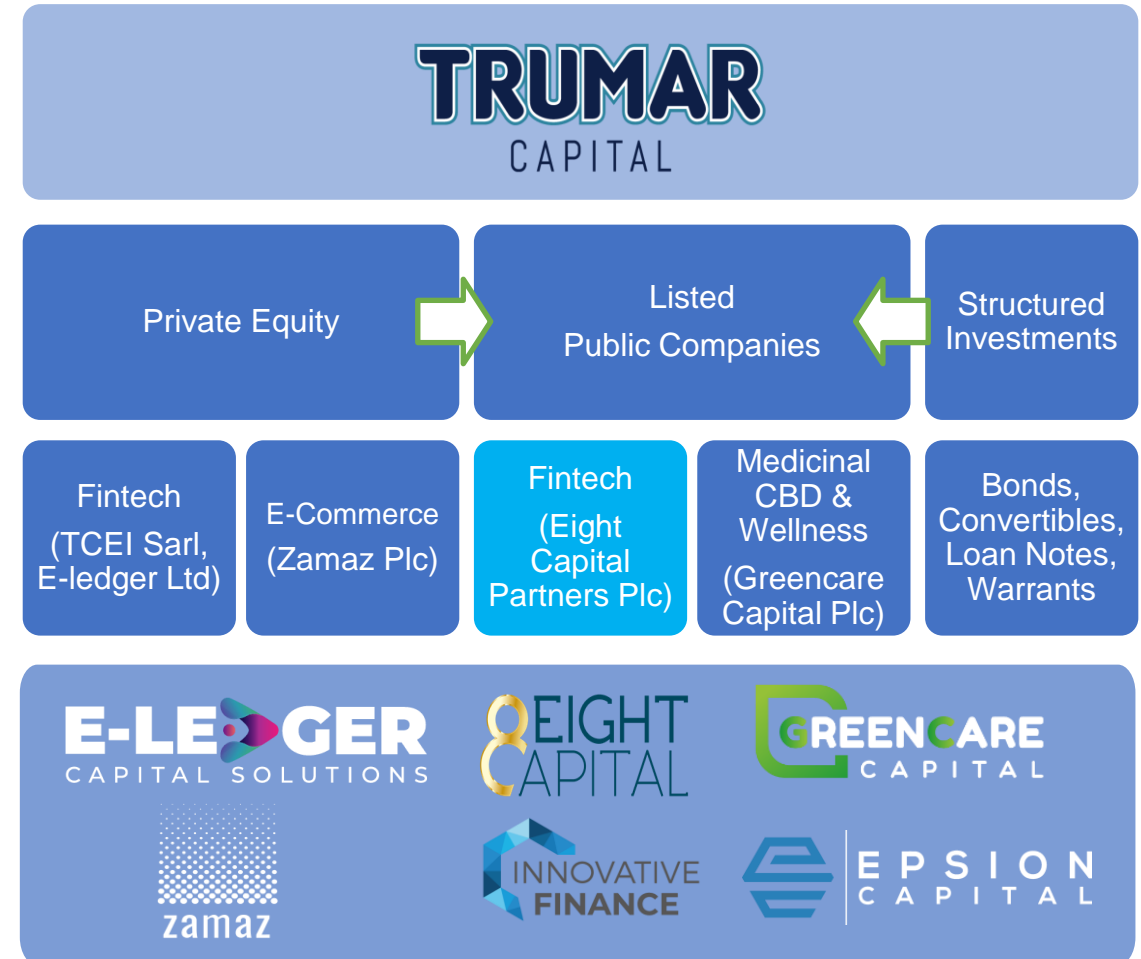
Major Shareholder Trumar Capital, UBO Dominic White



- Trumar Capital LLC (“Trumar”), with ultimate beneficial owner (UBO) fintech entrepreneur Dominic White, is a keen supporter of Eight Capital both financially and in terms of time invested in the business – they are committed to ECP’s growth plan. As announced, through its own group reorganisation, Eight Capital’s major shareholder IWEP Ltd (“IWEP”) that, following shareholder and regulatory approval for €3.15m of debt into equity, has recently increased its shareholding to 89.03% of the Company, will become wholly owned by Trumar.
- IWEP holds a further approximately €37m of debt issued by ECP. It has previously announced its intention to convert this debt into equity, subject to shareholder approval, to support the Company’s balance sheet expansion and become the significant majority shareholder of the group.
- Chairman of Eight Capital, and UBO of Trumar, Dominic White is a 50-year-old British national, who graduated from Reading University (England) with a First Class Honours degree with majors in real estate, investment and finance, law, and economics. Dominic has been a member of the Institute of Chartered Financial Analysts with more than 25 years of track record in the European investment sector. He has, or has had numerous leading and board-level positions at international institutions including Security Capital European Reality, Henderson Global Investors and Cordea Savills LLP, and UK Plcs currently including Eight Capital Partners Plc, Greencare Capital Plc, and KCR REIT Plc, and previously Supply@Me Capital Plc, Limitless Earth plc and Energiser Investments plc. He has acquired and managed over £3 billion of assets in the UK and Europe across multiple sectors, in funds, joint ventures, corporates, and through numerous regulated structures such as KAG, SGR, SICAV, SIF, Trusts, and other financial services structures. Transaction experience includes IPOs, RTOs, distressed take-overs, and turnarounds.

Trumar Capital supporting Eight Capital

- Trumar invests in private and public companies that it believes are in on-trend sectors and also where it believes, through its own balance sheet and equity partners, it can source growth capital, enhance boards and management teams, compliance structures and business strategy
- It has a portfolio of approximately £200m which it expects to expand to more than £500m over the next two years
- Sectors include technology, fintech, e-commerce, wellness and corporate finance



ECP's Board – financial services / fintech strength



- **Dominic White. Chairman (detail above)**
- **Martin Groak, Non-Executive Director:** Mr Groak has more than 40 years of international business experience and qualified as a chartered accountant (now retired) following a degree in economics at the University of London (UK). He is multi-lingual and has a strong background in finance and financial control, predominantly in natural resources, renewable energy, logistics and physical trading. He has held numerous CFO positions and has been a director of 5 UK publicly listed companies, including a VCT. As a consultant and interim manager, he obtained diverse sectoral experience, including video games development, secure telephony, “lean” app development and managing the finances of the UK’s second-generation nuclear power station fleet. Mr Groak is currently a non-executive director of Tanfield Group plc, an AIM quoted investing company focused on the engineering sector and an advisor to a “healthy ageing” project.
- **Luciano Maranzana. Non-Executive Director:** Luciano has over 30 years of experience, primarily in real estate asset management where he has held several leading positions such as Managing Director, Italy and Spain for UK property group, Hammerson plc, and as Fund Manager at Pirelli Real Estate Sgr Spa. where he was responsible for a quoted real estate fund, launching, structuring and managing the property portfolio, investor relations, and liquidity investments/divestments. Luciano was a Managing Director of Valore Reale Sgr Spa, a closed-end real estate fund management company with 20 funds underwritten and fully invested with combined assets under management of more than EURO 1.8 billion and Director of Negentropy Capital Partners Italia, a London-based alternative investment management and advisory company focused on opportunistic credit and real estate assets.

ECP's Advisory Board

- **Richard Day:** a qualified lawyer, has had a diverse and successful senior management career, acquiring extensive knowledge of public markets, corporate finance, and corporate governance across a range of sectors. He was a co-founder of an institutional stockbroker, Arden Partners plc, and was Head of Corporate Finance for most of his time with the firm. He played an important role in building the business both domestically and internationally. He has been on the boards of various listed companies. He is currently Non-Executive Chairman of AIM-listed “Big Data” analytics company, Pelatro plc, and most recently, AQSE-Listed The British Honey Company plc, the premium British honey and craft spirits producer. He is also Chairman of Eden Geothermal Limited, a private company, which is drilling the first well on its two-well deep geothermal site at the world-famous Eden Project in Cornwall.
- **Tim Lupprian:** a Structured Finance expert, building and managing successful DCM and derivatives businesses in emerging / developing markets. With strong treasury, ABS, and project finance credentials, he serves as a member of the Board of directors of A&F s.a., in Luxembourg, expanding jurisdictions and diversifying the asset portfolio. He has a broad experience in various international organizations such as Credit Agricole(UAE), Rabobank, Nomura, Fuji International, etc., in the UK.

Our proposal



Available up to £10m of the £50m raise

- ECP's equity offering may, subject to the level of demand from existing shareholders, give the ability for new shareholders to subscribe 0.02p per share, alongside the Company's major shareholder IWEF debt conversion into equity at the same price per share
- To enhance the potential return to new investors, each new share issued would be allocated a free Warrant:
 - **Subscription price per new share issued: 0.02 pence (Mkt price: 0.02 pence)**
 - **Warrant: Strike price = 0.05 pence**
 - **Duration one year**

Broker Option

- Open only to existing holders
- Same terms as the other investors
- The shareholders need to arrange for their own stockbroker to contact the Company direct
- To remain open until 5.00pm on Monday 21st Nov

Conclusion

- A Fintech group with advanced digital technologies
- Experienced management team
- Building its offering through organic development and acquisition
- £40m debt conversion from Trumar Capital and aligned bondholders
- Associated equity issue of £10m in new shares

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