

ASX ANNOUNCEMENT

8 July 2020

Company Announcements Office
ASX Limited
Exchange Centre
Level 4, 20 Bridge Street
SYDNEY NSW 2000

UPDATE ON LANYON RECAPITALISATION PROPOSAL AND SECOND LETTER FROM RAMCAP

Further to the announcement made on 1 June 2020, 8iP Emerging Companies Limited (ASX: 8EC) (**Company**) provides the following update regarding the agreement with Lanyon Asset Management Pty Limited (**Lanyon**) (**Lanyon Proposal**).

On 26 May 2020, 8EC applied for in-principle advice from the ASX as to the suitability for its re-admission to the Official List and application of Listing Rules 1.1 Condition 1 and 1.19. On 24 June 2020, the ASX advised the Company that based on the information provided by 8EC and the facts known at that date, ASX is not aware of any reason that would cause 8EC not to have a structure and operations suitable for a listed entity for the purposes of Listing Rule 1.1 Condition 1 or that which would cause ASX to exercise its discretion to refuse admission to the Official List under Listing Rule 1.19.

Following receipt of this advice from the ASX, the draft Notice of Meeting relating to the Lanyon Proposal has been completed and will be lodged with the ASX today for its review. This will be sent to shareholders once it has been approved by the ASX.

New Letter from RAMCap Limited

8EC shareholders may have received in the mail recently a further letter from RAMCap Limited dated 29 June 2020 (**RAMCap Second Proposal**) (see attached copy). As was the case with the previous letter, RAMCap has not sought to engage with the 8EC Board, and is understood not to hold any shares in 8EC at the date of the letter.

The RAMCap Second Proposal, like its first proposal, still contains limited or nil information on key issues relating to RAMCap such as corporate structure and ownership, financial information including funding capacity, identity of key personnel and their backgrounds, investment track record etc. The details relating to RAMCap's plans for 8EC continue to be brief, raise many questions and in particular, it is difficult to see how its proposal would result in significantly increased liquidity for all 8EC shareholders, which is a key principle for the 8EC Board when assessing the merits or otherwise of alternative proposals.

Furthermore, the RAMCAP Second Proposal purports to include an offer to a very limited category of 8EC shareholders to acquire their shares at a price of 4.263 cents per share. This offer is only available to shareholders holding at least 49,999 shares, on a first come first served basis and RAMCap is apparently seeking to acquire a maximum of only 600,000 shares in total (which is equivalent to approximately 1.46% of 8EC's issued capital). This is unfair to those shareholders who are excluded from being able to accept.

The 8EC Board considers that the RAMCap Second Proposal is not superior to the Lanyon Proposal and therefore **RECOMMENDS THAT 8EC SHAREHOLDERS TAKE NO FURTHER ACTION** with respect to the RAMCap Second Proposal.

The 8EC Board remains committed to implementing the Lanyon Proposal, in the absence of a superior proposal, and looks forward to the meeting of shareholders at which the Lanyon Proposal will be considered.

Shareholders will continue to be advised of any developments via ASX announcements.

This announcement has been authorised for release by the Board of 8EC.

Laura Newell
Company Secretary

For further information, please contact **Mr Jonathan Sweeney** by telephone on +61 2 9290 9600 or by email at enquiry@8ip.com.au.



Monday 29 June 2020

**Tender Offer for 600,000 8EC shares
and
Invitation to participate in 249D requisition***

As you may know the board of 8EC consider that my proposal of 19 May is not superior to the Lanyon proposal of March. I should remind you that RAMcap is looking for a suitable listed vehicle to partner with it in a 50:50 joint venture to launch a hedge fund manager business.

I recap: if my colleagues and I are appointed to the 8EC board we shall immediately migrate its listing to NSX, launch an on-market share buyback for up to 4 million 8EC shares, seek shareholder approval for a monthly buyback of 8EC shares at 98% of NTA and commit \$200K for 50% equity in the hedge fund manager joint venture.

Now RAMcap offers to you the opportunity to sell some or all of your 8EC shares at a 5% premium over the stated NTA per share (post tax). Please see the enclosed offer document.

Could you get a better deal by hanging out for completion of the Lanyon proposal and for the re-quotation of your 8EC shares? I believe that the traditional LIC model in which a fund manager is granted a fixed term mandate to invest the company's assets has been discredited. It is an established fact that the LIC regime is a failure. It has come to represent inferior returns whilst the fund manager is ensconced in a long term contract. I draw your attention to this article <https://www.afr.com/companies/financial-services/asic-targets-brokers-over-poor-funds-20200107-p53pfy> in which 8EC features amongst the 10 'worst' LICs on the ASIC list. In the period since inception in 2015 to 31 December 2019 8EC Directors and the company's fund manager have received aggregate fees exceeding \$3.8 million. 8EC shareholders have received aggregate dividends of \$2.255 million. I do not believe that the Lanyon proposal - if it is a continuation of 8EC as an LIC - will be delivered and that 8EC shareholders may soon be confronted with delisting of the company on ASX. If the good investment performance in RAMcap can be continued in the JV company then those 8EC shareholders who stay with their investment can anticipate the bringing of the JV company into 8EC as a wholly owned subsidiary and the subsequent relisting of 8EC on ASX as a successful hedge fund manager.

I remind you that we have a good understanding of capital markets and our investment committee apply 65 years of cumulative experience of markets across fixed interest, equities, futures and commodities to select strategies which will respond to the changing macro environment. After tax returns, since inception, in our 2 portfolios exceed 50%pa.

Our proposal offers many possible avenues for those 8EC shareholders who want to exit at reasonable prices to do so. But I am hopeful that some shareholders will see the potential in a dynamic hedge fund manager whose investment managers are rewarded solely for outperformance. I am confident that should we succeed to implement our 8EC plans - which will require the majority support of 8EC shareholders in general meeting - you will witness an immediate improvement in its prospects.

A handwritten signature in black ink, appearing to read 'Richard Matthews'.

Sincerely yours

Richard Matthews CEO & Founder - RAMCap Limited ACN 624 983 964

***subject to obtaining the requisite 5% voting threshold RAMcap intends to submit resolutions to be put to a general meeting of 8EC shareholders to replace the incumbent board with RAMcap nominees. If you are interested to be a requisitioner please contact me for more details.**

Level 4, 65 Walker Street North Sydney NSW 2060 Tel: (02) 8324 1434
info@ramcap.com.au | www.ramcap.com.au

Offer to purchase 8EC shares - 29 June 2020

Background

RAMcap is looking for a suitable listed vehicle to partner with it in a 50:50 joint venture to launch a hedge fund manager business. 8IP Emerging Companies Limited ['8EC'] is a suitable candidate because it is already in the investment industry. RAMcap proposes the replacement of the present board with its own nominees, the immediate migration of the present listing to NSX, a series of 8EC share buybacks – on market and off market at 98% of NTA- and the launch of a new company with \$200K of equity capital provided equally by RAMcap and 8EC to commence a hedge fund manager business. Please see 8EC ASX announcement of 1 June 2020 for more details about RAMcap's proposal. As at 29 June 2020 8EC shares remain suspended on ASX. RAMcap has launched an Offer to selected 8EC shareholders. It provides a mechanism to eligible 8EC shareholders to sell their 8EC shares at a 5% premium to NTA (post tax).

Date of Offer: 29 June 2020. Offeror : RAMcap Limited ACN 624 983 964. Offer Price*: 4.263 cents per 8EC share . Offer Period : 29 June 2020 to 10 August 2020. Fair value of Offer*: 4.263 cents per 8EC share .The offer may be withdrawn by RAMcap by sending to the offeree a withdrawal letter in the week ending 10 August 2020, but not within the first month of the offer period. RAMcap may withdraw this offer by writing to the offerees in the week ending 10 August 2020. RAMcap may not withdraw this offer within one month of the date of offer (29 June 2020).

Eligible to participate in the Tender Offer	8EC shareholders holding at least 49999 shares
What is the offer ?	8EC shareholders may tender some or all of their shares for purchase by RAMcap of up to a total of 600,000 shares from 8EC eligible shareholders, on a first come, first served basis.
What does first come, first served basis mean?	Payment to those 8EC shareholders who validly accept the offer (see below) and provide the requisite transfer documents to the share registry will be made in order of receipt of their emailed acceptance.
Minimum/Maximum acceptance per shareholder	Minimum acceptance is 50,000 shares ;Maximum is 500,000 shares
Costs to accept the offer	RAMcap will pay the registry costs to effect the transfer of shares
How to validly accept the offer	Before or on 10 August 2020 by email to info@ramcap.com.au the 8EC shareholder must confirm their acceptance of the offer by identifying the name of the shareholder and the number of shares being tendered into the offer. RAMcap will promptly provide by return email an electronic copy of the transfer documents to effect the transfer. The accepting shareholder must return the duly completed transfer documents for receipt by RAMcap within 10 days by post to PO Box 869, Pennant Hills NSW 1715.
When will I be paid?	Upon receipt RAMcap will promptly lodge the transfer documents with the registry and within 2 days of notification from the share registry of the transfer the sale proceeds will be paid into the nominated bank account. Note: payment will only be made into the name of the accepting shareholder.
What is a fair estimate of the value of the Offer*?	4.263 cents per share (being 105% of stated NTA (post tax) on 12 June 2020) As at 29 June 2020 the quotation of 8EC shares on ASX is suspended.

Frequently Asked Questions

What happens if the NTA(post tax) per 8EC share declines during the Offer period ?	The Offer price will not be lowered during the Offer period.
What happens if the NTA(post tax) per 8EC share increases during the Offer period?	If the stated NTA (post tax) increases during the Offer period the Offer price will increase and shall be 105% of the stated NTA (post tax) per 8EC share on and from the day that 8EC so advises thru ASX announcement.All offerees will be advised of the increased offer by letter.
What if I have already accepted for a lower Offer price?	If the share transfer has already been submitted to the share registry you will not receive the higher price.
Do I have to be a requisitioner to accept the Offer ?	No.
The letter mentions participation in a 249D requisition. Please explain. Is the Offer contingent on RAMcap achieving the requisite 5% voting threshold from the requisitioners?	If you would like to see RAMcap's proposed directors submitted to a meeting of 8EC shareholders then you may participate as a requisitioner. The Offer is not contingent on achieving the required 5% voting threshold.
Who do I contact for more information?	RAMcap Tel 02 8324 1434 ; info@ramcap.com.au

* If the stated NTA (post tax) increases during the Offer period the Offer price will increase and shall be 105% of the stated NTA (post tax) per 8EC share on and from the day that 8EC so advises thru ASX announcement.All offerees will be advised of the increased offer by letter.