



+++ Ad-hoc Announcement +++

PGH Group sells part of an investment from its VC portfolio

- Proceeds of just under 1 million EUR
- Achievement of a multiple of 4x compared to acquisition costs

Frankfurt/Main, 21 March 2025 – German Startups Group VC GmbH, a subsidiary of The Payments Group Holding (PGH), a Frankfurt-based holding company founded in 2012 and renamed in August 2024, has partially sold an investment from its Heritage Venture Capital portfolio. This generated sales proceeds of 889k EUR, corresponding to a multiple of 4x compared to the acquisition costs.

Measured against the book value, however, a loss of 0.8 million EUR was incurred, which will fall into the 2024 financial year. This mainly due to the fact that, in the course of the sale as part of a so-called secondary transaction, GSGVC accepted a market standard discount. Nevertheless, PGH considers this sale of shares to be a success in its efforts to liquidate its Heritage VC portfolio over time.

With regard to the legal disputes reported by PGH on 13 February 2025, it should be noted that SGT Capital GP Sàrl has filed a lawsuit against PGH subsidiary TGS24 Capital Pte. Ltd. (TGS24) in Luxembourg, seeking to enforce counterclaims of 3.8 million EUR that were suddenly asserted on 14 October 2024, and that our attorneys consider baseless. SGT aims to offset these claims against existing and partially overdue loan and other receivables of PGH Group versus SGT Capital Fund II, SGT Capital LLC (SGTLLC) and SGT Beteiligungsberatung GmbH (SGTBB). In doing so, they disregard the aspects mentioned in the press release dated 13 February 2025. PGH's lawyers consider the lawsuit to have no merits and have constituted themselves at the court for defense. Even if they were unsuccessful, this would not be of economic importance for PGH Group because TGS24 would, in its opinion, have claims for damages against the former managing directors of TGS24 and would otherwise be liquidated without any effect on PGH Group. It cannot be ruled out that the other party has filed the lawsuit merely to justify and maintain the derecognition of the liabilities of SGT Capital Fund II, which may already have taken place, inter alia vis-à-vis its fund administrator CSC Intertrust, in order to gain time for its payment to PGH.

It should also be noted that various SGT entities have filed a lawsuit against PGH and its managing director in Hamburg to prohibit PGH from making certain statements in its press release of 13 February 2025. The opposing party has waived the usual application for an emergency injunction. PGH's lawyers consider this lawsuit to have no merits and had already filed a protective letter with the court after receiving the previous cease-and-desist letter providing proof of the accuracy of all the statements.

Presumably in the context of the dispute over public statements, SGTLLC recently published a large number of press releases on its website and backdated them to February 2024, including no fewer than three with the incorrect factual assertion that the above counterclaims against TGS24 existed.

In the meantime, SGTBB has raised various objections to PGH's "Urkundenklage" (action based on documentary evidence) against SGTBB for repayment of the overdue loan in the amount of 200k EUR, mentioned in the press release dated 13 February 2025, in particular that at the time the loan agreement was concluded, the managing director of PGH has also been managing director of SGTBB with sole power of representation, which is not true and would also be irrelevant. The contract for the loan, which SGTBB refuses to repay, was signed by Carsten Geyer as the sole managing director of SGTBB. PGH's lawyers therefore continue to regard PGH's lawsuit against SGTBB as promising.

PGH has filed criminal charges against several individuals acting for SGT.

About The Payments Group Holding

The Payments Group Holding (PGH) is a holding company and venture capital provider based in Frankfurt am Main founded in 2012 and renamed in August 2024.

In August 2024, PGH signed a share purchase agreement for the acquisition of four PayTech companies, which is expected to close in summer 2025 subject to certain conditions precedent. After closing of the transaction, PGH will form a group of four operating PayTech companies:

Funanga AG, Campamocha Ltd with its 100%-owned subsidiaries TBWS Ltd and Calida Financial Ltd as well as Surfer Rosa Ltd form a fast-growing, vertically integrated e-Money PayTech group of companies - The Payments Group (TPG). TPG provides proprietary closed and open (branded and white-labelled) prepaid payment services to hundreds of online merchants worldwide. The synergy between these companies positions TPG as the future market leader in embedded financial products and prepaid solutions. Calida Financial Ltd. is the regulated company within TPG, having received an e-money license from the Malta Financial Services Authority (MFSA) in August 2024. This license entitles Calida Financial Ltd. to offer innovative e-money services and products across Europe.

TPG employs over 50 people and operates globally. TPG's customers make use of more than 550,000 POS cash payment points and the global online prepaid card network to process cash and cashless online payments.

Furthermore, PGH operates an AI-focused company builder called 'AI Product Factory' together with AI experts via its future 25% stake in German AI Projects GmbH. In addition, The Payments Group Holding holds from its history as a leading German venture capital provider under the German Startups Group brand a heritage VC-portfolio of minority stakes in partly promising German startups via its wholly owned subsidiary German Startups Group VC GmbH.

For more information about The Payments Group Holding, please visit www.tpgholding.com.

Investor Relations Contact Rosenberg Strategic Communications

Dirk Schmitt

d.schmitt@rosenbergsc.com

+49 170 302 8833