+++ Ad-hoc Announcement +++

The Payments Group Holding –

Public Offer for the Subscription of Treasury Shares

Frankfurt/Main, 21 November 2025 – The personally liable partner of The Payments Group Holding (PGH), a holding company based in Frankfurt am Main that was founded in 2012 and renamed in August 2024, resolved today, with the approval of the Supervisory Board, to offer its shareholders the subscription of own shares on the basis of the authorization resolution of the Company's Annual General Meeting of 14 August 2024 under agenda item 10 lit. b).

PGH is offering its shareholders, from 25 November 2025 to 9 December 2025, the subscription of up to 2,850,000 of its treasury shares at a price of 0.35 EUR per share. The total issue volume thus amounts to up to 1.0 million EUR. The discount compared to the average Xetra closing prices of the last ten trading days is 45%. The subscription ratio is 4:1, meaning that four shares entitle the holder to acquire one (treasury) share of the Company. If not all subscription rights are exercised, oversubscription will be possible. The CEO and founder of PGH and managing director of the personally liable partner, the members of his family, and the group of the Supervisory Board Members, or the vehicles of the aforementioned groups have declared to buy treasury shares in a proportion of at least 4:1.

For the public offer, PGH will publish an information document in accordance with Annex IX of Regulation (EU) 2017/1129 on its website at https://tpgholding.com/index.php/for-shareholders/the-share/.

The proceeds from the sale of treasury shares are intended to secure the Company's liquidity until the fulfilment of the conditions precedent for the closing of the acquisition of The Payments Group or, alternatively, until the sale of assets, the implementation of another financing measure, or the partial or full collection of its various receivables from SGT Capital Group amounting to a total of 6.0 million EUR, of which 3.1 million EUR are overdue in PGH's opinion. PGH is engaged in various legal disputes with SGT Capital Group. In this context, PGH is also asserting claims for damages in the amount of 1.7 million EUR against SGT Capital Group. Should the sale of treasury shares not be successful to a sufficient extent, this may put the viability of the company at risk.

To preserve liquidity, the managing general partner of PGH is currently deferring a significant portion of its ongoing management fee and liability compensation and intends to continue doing so until the closing of the TPG acquisition.

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 'Softmax AI' 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.

More information: www.tpgholding.com.

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