



+++ Ad-hoc Announcement +++

The Payments Group Holding is negotiating material amendments to the terms of the acquisition of The Payments Group

- Objective: elimination of the cash component
- No execution of the public subscription offer announced on 21 November

Frankfurt/Main, 24 November 2025 – The Payments Group Holding (PGH), a holding company based in Frankfurt am Main that was founded in 2012 and renamed in August 2024, entered into negotiations with shareholders of the companies of The Payments Group (TPG) regarding an amendment to the share purchase agreement dated 13 August 2024 for the acquisition of TPG and the amendment agreement dated 31 March 2025. The negotiations particularly concern the elimination of the cash component of the agreed compensation, in order to completely remove the transaction uncertainty that existed since the signing of the SPA, to allow for the acquisition to be closed already in 2025 in exchange for PGH shares without a cash component.

Due to the ongoing negotiations, PGH withdraws its announcement of 21 November 2025 regarding the execution of a public share subscription offer to its shareholders and will not carry out the offer that had been envisaged.

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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