+++ Press release +++

The Payments Group Holding expects resolution of the disputes with SGT Capital Group in 2026

- Potential effects of the arbitration proceedings between SGT Group and Summit Partners Group on PGH’s disputes with SGT Group
- Possible recovery of PGH’s receivables or realization of collateral
- Possible inflow in the millions to the SGT Group in the event of an exit of the Utimaco investment

Frankfurt/Main, 11 Dezember 2025 – The Payments Group Holding (PGH), a holding company based in Frankfurt am Main that was founded in 2012 and renamed in August 2024, has been involved in various disputes with the SGT Capital Group since 2024, in particular regarding receivables of PGH against SGT Group in the amount of 6.0 million EUR, of which 4.0 million EUR are secured by distribution claims of SGTLLC arising from an investment in the SGT Capital Fund II, which in turn is invested in the SGT Group’s only portfolio company to date, Utimaco Management Services GmbH. Following recent developments, there is reason to hope that the disputes between PGH and the SGT Capital Group may be resolved in 2026. Until now, efforts by PGH to enter into scheduled meetings with the SGT Group aimed at achieving an amicable settlement have repeatedly failed due to their unannounced no-show.

PGH has come to the conclusion that already in 2020, during the initiation of the cooperation and the contribution of an asset manager, SGT Capital LLC (SGTLLC) fraudulently misrepresented its alleged capital commitments and fundraising prospects. According to PGH's assessment, this may also have been causal for the failure of the Elatec deal in 2023, which in turn led to the discontinuation of PGH's private equity business and to its separation from SGT Capital LLC as a majority shareholder and from its partners as directors of what was then SGT Capital Pte. Ltd., a wholly owned subsidiary of PGH. In this context, PGH may have tort-based claims for damages in the multi-million EUR range against SGTLLC, which still need to be examined.

The reasons for the failure of the Elatec deal are apparently the subject of a multi-day hearing this week in front of an arbitration tribunal in Munich between SGT Group and Summit Partners, where – according to a petition filed by Summit Partners on 21 December 2023 with the Grand Court of Cayman – claims for damages in the double-digit million-EUR range may be at issue. In that case, these days may prove decisive for the SGT partners under the leadership of Joseph Pacini and Carsten Geyer, who is said to have recently given up his residence in Germany in favor of Dubai.

- A victory for SGT Capital in the arbitration proceedings against Summit could, on the part of the SGT Group, create the desire to also put the disputes with PGH behind them and turn to future business prospects, while at the same time freeing up the financial means to settle the liabilities owed to PGH.

- A defeat in the arbitration proceedings against Summit, however, could in the extreme case bring the entire SGT Group – whose entities are the debtors of PGH's claims – into economic turmoil or even result in its liquidation or receivership. Such a measure has already once been ordered by a court over the assets of a predecessor fund of SGT Group, on 12 April 2019, concerning XiO Fund I LP.

  PGH is uncertain what fate the Utimaco holding of the SGT Capital funds would face in such a case, an investment that has been assigned to PGH by SGTLLC as collateral – in an amount disputed between 4.0 and 9.1 million EUR – for a claim currently amounting to 4.0 million EUR including interest. In view of the fact that Utimaco is likely to continue to be classified by the German and US governments as relevant to national security, PGH assumes that in such a case, control over Utimaco would be transferred into reliable, competent hands and that the company would continue to prosper. Recently, Utimaco divested a business unit for an alleged sale price of around 85 million EUR, which – due to M&A advisory fees allegedly received by SGT Group – improves the creditworthiness of the SGT Group and is likely, in PGH's view, to increase the probability of an exit of the Utimaco investment in 2026. Such an exit could generate further multi-million EUR inflows for the SGT Group in any case, enabling it to settle PGH's receivables of 6.0 million EUR as well as the additional 1.7 million EUR in damages claims asserted by PGH.

  A potential liquidation or receivership of SGTLLC could be beneficial for PGH to the extent that SGTLLC would likely no longer be able to obstruct amicable solutions, and that an administrator would presumably drop the baseless clawback claims of 3.8 million EUR against PGH, which have so far made no progress in Luxembourg. Even if the clawback claims existed and were enforceable, they would be directed solely against PGH's subsidiary TGS24 Capital Pte. Ltd., which would not be of material economic significance to the PGH Group.

  Part of PGH's receivables, amounting to 1.1 million EUR, is directed against SGT Capital Fund II, which has apparently been burdened with up to 3.35 million EUR, the bulk of the arbitration costs. Its Luxembourg-based sub-fund vehicle has been renamed SGT Co-Invest SPV SCSp and is in liquidation since 11 September 2025. PGH concludes that SGT Group has finally abandoned its failed ambitions of recent years to launch a so-called "blind pool PE fund" with a multi-billion EUR volume. PGH is in dialogue with the liquidator to achieve timely payment of its overdue claim, which would naturally contribute to PGH's financing. Regarding its claim against the Cayman-based sub-fund vehicle, PGH is likewise in dialogue with the fund administrator for the same reason.

As to the frequently raised question in this context of how the SGT Group is funding its disputes with PGH under these circumstances, PGH has no explanation. It is not known to PGH to what extent the allocation of litigation costs to the SGT Capital Fund II also includes the dispute costs relating to PGH, and/or whether the law firm Willkie Farr Gallagher LLP – advising SGT Group – may possibly be granting loan to SGT Group. In both cases, the budgets are likely to be largely exhausted in PGH's estimation.

Willkie Farr Gallagher LLP also advised the SGT Group in the Elatec deal, whose failure in late 2023 with consequences for the SGT Group, its fund investors, Summit Partners, and PGH may hardly have been entirely unforeseeable ex ante.

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 Q1 2026 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.

Investor Relations Contact
Rosenberg Strategic Communications
Alexander Schmidt
a.schmidt@rosenbergsc.com