



+++ Ad-hoc Announcement +++

The Payments Group Holding – Issuance of a mandatory convertible bond of up to 2.3 million EUR with subscription rights

- 10% interest and a three-year term
- Subscription right of 500 shares : 1 partial bond with a nominal value of 100 EUR
- Omission of the placement of treasury shares announced in November 2025

Frankfurt/Main, 7 January 2026 – 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, on the basis of the authorization resolution of the Company's Annual General Meeting of 23 June 2021, to issue a mandatory convertible bond and to refrain from the placement of treasury shares announced in November 2025.

PGH offers its shareholders the subscription of a mandatory convertible bond bearing an interest coupon of 10 % p.a. with a term of three years in a nominal amount of up to 2,280,000 EUR, divided into 22,800 partial bonds with a nominal amount of 100 EUR each, at an issue price of 100 % of the nominal amount, during the subscription period from 13 to 27 January 2026. The total issue volume thus amounts to up to approximately 2.3 million EUR. The bond will be held in collective custody and listed on the open market.

PGH has the right to repay the bond early as of 1 February 2027, at 102 % of the nominal amount if repaid by 31 January 2028, and at 101 % of the nominal amount if repaid in the period between 1 February 2028 and 31 January 2029. If the Company has not fully repaid the bond at maturity on 31 January 2029, the outstanding nominal amount of the bonds will be converted into PGH shares at a conversion price of 0.20 EUR, i.e. bondholders will be transferred five (treasury) shares for each 1.00 EUR nominal amount of the bonds. The conversion price represents a discount of 55 % to the average Xetra closing prices over the last ten trading days.

The subscription ratio for the bond is 500 : 1, meaning that each 500 PGH shares entitle the holder to subscribe for one partial bond with a nominal value of 100 EUR. If not all subscription rights are exercised, oversubscription will be possible. The CEO and founder of PGH and managing director of the personally liable general partner, the members of his family, and the group of Supervisory Board members and/or the vehicles of the aforementioned groups have declared their intention to fully exercise their subscription rights and to purchase partial bonds at least to that extent.

In connection with the subscription offer, PGH will publish a key information document in accordance with Regulation (EU) No. 1286/2014 on its website at <https://tpgholding.com/index.php/for-shareholders/the-share/>.

The proceeds from the issuance of the bond are intended to secure the Company's liquidity until the sale of assets, the implementation of a further financing measure in connection with new opportunities and business fields, or the partial or full collection of its various receivables against the SGT Capital Group. Should the placement of the bond not be successful to a sufficient extent, this may put the viability of the company at risk.

About The Payments Group Holding

The Payments Group Holding (PGH) is a holding company founded in 2012, rebranded in August 2024 and headquartered in Frankfurt am Main. The Company focuses on existing assets as well as on the new opportunities and fields of activity announced in a press release on 13 December 2025 including the operation of an AI-focused company builder called Softmax AI GmbH together with AI experts, in which it holds a 25% stake. In addition, PGH 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.tpholding.com.

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