

Disclosure of an inside information acc. to Article 17 MAR

### **The Naga Group AG resolves cash capital increase**

Hamburg, 29 June 2020 - The Management Board of The Naga Group AG (ISIN DE000A161NR7, open market of the Frankfurt Stock Exchange (segment Scale)) today resolved, with the approval of the Supervisory Board, to increase the Company's share capital against cash contributions with subscription rights for shareholders. The Company's share capital shall be increased by up to EUR 2,000,000.00 against cash contributions by utilizing the authorized capital 2018. Up to 2,000,000 new registered shares shall be issued at a subscription price of EUR 2.50 per new share. Shareholders may subscribe two new shares for every thirty-nine old shares held. The new shares shall be issued with dividend rights from the beginning of the financial year 2019. There is no plan for organised trading in subscription rights. The subscription period is planned to begin on 3 July 2020 and is planned to end on 16 July 2020 (inclusive in each case). The record date for the allocation of subscription rights based on the shares held by shareholders at that time is expected to be 6 July 2020. The public offering regarding the capital increase is to be made without a prospectus, but with a securities information sheet (*Wertpapierinformationsblatt*) that has been submitted to the Federal Financial Supervisory Authority (*BaFin*) for approval. The Company expects the approval to be granted on 30 June 2020 and the subscription offer is expected to be published in the Federal Gazette (*Bundesanzeiger*) on 1 July 2020.

The Company intends to use the net issue proceeds from the capital increase mainly to finance global growth & marketing activities.

The new shares are to be offered to qualified investors at a placement price of EUR 2.50 – and thus at a price corresponding to the subscription price – in a pre-placement that will be initiated immediately after this announcement. Hauck & Aufhäuser accompanies the placement as Sole Global Coordinator and Sole Bookrunner. The new shares will initially be offered for purchase in a private placement to qualified investors in Germany and other selected jurisdictions (outside the United States of America). In this context, several existing shareholders of The Naga Group AG, who together hold approx. 91 % of the Company's share capital (excluding treasury shares and those shares for which subscription rights are waived in order to achieve a round subscription ratio), have undertaken not to exercise their subscription rights with respect to a portion of their shares held. In addition, allocations are subject to a claw-back clause to the extent to which subscription rights of additional existing shareholders are exercised. The New Shares subscribed for in the pre-placement, for which the subscription rights will not be exercised, are expected to be delivered on 2 July 2020.

The new shares subscribed under the subscription offer and the shares subscribed under the pre-placement, which were subject to a claw-back clause and will later be finally allotted, are expected to be delivered on 24 July 2020. The new shares are to be admitted to trading on the open market (segment Scale) of the Frankfurt Stock Exchange without a prospectus. The admission of the new shares is expected to take place on 24 July 2020.

**Disclaimer**

This announcement is not intended for direct or indirect publication or distribution within or into the United States of America ("United States"). This announcement does not constitute an offer of securities for sale in the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("Securities Act"), and may not be sold or offered for sale in the United States absent registration under the Securities Act. There will be no public offering of securities in the United States.

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