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PRESS RELEASE

15 July 2013

On 30 May 2013, the Board of USI Group Holdings AG (“USI” or the “Company”) announced plans to raise capital and conditionally to convert certain debt and other liabilities to equity. In that connection, the Board is pleased to announce that today USI’s wholly owned subsidiary USIGH Limited (“USIGH”) has issued three series of notes, Series A, B and C Notes that are irrevocably and unconditionally guaranteed by USI and are mandatorily convertible into shares of USI (“USI Shares”) subject to certain conditions.

CHF 8,534,540 of Series A Notes have been issued in exchange for working capital loans of approximately CHF 1.67 million, subordinated debt of €1 million (plus accrued interest) and a \$4 million loan (plus accrued interest). These A Notes are convertible at a conversion price of CHF 13.5 per USI Share.

CHF 14,030,000 of Series B Notes have been issued in exchange for €1.5 million of subordinated loan notes secured on the USI Group’s Leipzig properties. These B Notes are convertible at CHF 18 per USI Share.

CHF 14,720,591 of Series C Notes have been issued to RP&C International (“RP&C”), the Company’s asset manager, to certain RP&C affiliates and to Directors of USI in settlement of unpaid fees and loans made by and through these parties since 2010. These C Notes are convertible at a conversion price of CHF 20 per USI Share.

In addition, RP&C is currently raising up to CHF 10 million of additional cash for the USI Group through a placing of Series A Notes to new investors. Series A, B and C Notes ultimately will be converted into USI Shares at the prices indicated as soon as the reverse merger transaction referred to in the press release dated 13 June 2013 completes and the new USI Shares are listed on the SIX Swiss Stock Exchange which is anticipated in late August/ early September

Dr. Volkert Klaucke, the Chairman of USI stated: “The Board is pleased to announce the foregoing note issuances which will dramatically strengthen the Company’s balance sheet upon their conversion. The placing of additional Series A Notes for cash by RP&C also will provide necessary working capital to the USI Group”.

Full information concerning the Company’s Board members and other matters are available from the Company’s website at www.usigroupholdings.ch.

USI Group Holdings AG
Dr. Volkert Klaucke (Chairman)

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