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PRESS RELEASE

30 May 2013

On 17 May 2013, the Board of USI Group Holdings AG (“USI” or the “Company”) announced that it had entered into a Standstill Agreement (“Standstill”) relating to the debt facilities on its Leipzig Properties (the “Facilities”) and that pursuant to the Standstill it would be necessary to reduce the Facilities by a minimum of €3 million by 31 December 2013 and by a further €1 million by 31 December 2014.

Today, the Board is pleased to announce that it is in advanced discussions with a group concerning a contribution of assets into USI in exchange for shares of USI (the “Transaction”) although a legally binding agreement relating to the Transaction has not yet been concluded. The Transaction will, if completed, result in USI acquiring Indian real estate development assets valued in excess of US\$120 million and a gold bullion and jewellery trading business based in Singapore, with projected revenues in excess of \$1 billion. In addition, USI will acquire a significant interest in a listed Indian infrastructure/industrial company engaged in steel manufacturing, power generation and mining with revenues of approximately \$250 million.

In order to address the Company’s need for capital to repay part of the Facilities and for other working capital purposes and in order to reduce the Company’s outstanding debt and make it more attractive in the context of the Transaction, the Board has decided to raise capital and to convert conditionally certain debt and other liabilities to equity. To achieve that end, USI’s wholly owned subsidiary USIGH Limited (“USIGH”) will issue 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. These conditions include a requirement that shareholders give approval for an increase in USI’s share capital and a reduction in the nominal value of USI Shares and, in certain cases, completion of the Transaction.

Series A Notes are convertible at CHF 13.5 per USI share and will be issued for (i) up to CHF 10 million of new cash; (ii) in exchange for working capital loans of approximately CHF 1.67 million and subordinated debt of €1 million plus accrued interest; and (iii) in exchange for a \$4 million loan, plus accrued interest, which was used to repay convertible debt of USI in 2011. Assuming CHF 10 million of cash is raised a total of 1,372,929 new USI Shares will be issued and more than CHF 8.5 million of liabilities will be eliminated when A Notes are converted.

Series B Notes relate to an exchange offer for up to €11.5 million of subordinated loan notes (“Loan Notes”) secured on the Leipzig Properties for which interest has been accruing at the rate of 9% p.a. since October, 2011. Pursuant to the terms of the B Notes:

- Holders will receive a cash payment when the B Notes convert of the 9% simple interest accrued but unpaid on their Loan Notes from 1 November 2011 through the conversion date.
- The B Notes are mandatorily convertible into USI Shares at a conversion price equal to the higher of (i) 90% of the price per USI Share at which the proposed Transaction is consummated; and (ii) CHF 13.5; and
- In the event that the conversion does not occur by 31 December 2013, the B Notes will be automatically re-exchanged for the Loan Notes for which the B Notes were originally issued.

Assuming all Loan Notes are exchanged for B Notes with a conversion price of CHF 18 per USI Share, an additional 766,667 USI Shares are expected to be issued on conversion and €11.5 million of liabilities will be eliminated.

Series C Notes relate to the issuance of CHF 14.72 million of Notes 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 those parties since 2010. The C Notes will be mandatorily convertible into 736,030 USI Shares at a conversion price of CHF 20 per USI Share which represents a premium to the price at which A Notes and B Notes will be converted and a premium to the Company’s current market price.

Your attention is drawn to the invitation to the Company’s annual general meeting on 20 June 2013, a copy of which may be found on the Company’s website at www.usigroupholdings.ch/?task=usi01

Dr. Volkert Klaucke, the Chairman of USI stated: “The Board is pleased to be making progress with respect to the Transaction and will make a detailed announcement as soon as a legally binding agreement is executed. Meanwhile, the Board has approved the issuance of the Notes in order to obtain necessary working capital and to strengthen the Company’s balance sheet. We regard 2013 as a pivotal year in the advancement of your Company”.

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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