

**The Naga Group AG
Hamburg**

**Invitation
to the Extraordinary General Meeting**

We invite the shareholders of our Company to the Extraordinary General Meeting, which takes place on October 13, 2017 at 11:00 am, in the Haus der Wirtschaft, Kapstadtring 10, 22297 Hamburg.

AGENDA

1. Amendment to the resolution pursuant to item 13 of the Annual General Meeting of 24 May 2017 on the increase of the share capital against cash contributions, with the exclusion of the statutory right of shareholders and corresponding amendment of the Articles of Association.

The Management Board and the Supervisory Board propose that the aforementioned capital increase resolution shall be amended as follows:

- a. The subscribers authorized pursuant to a) (1) - (8) of the resolution of May 24, 2017 will be permitted to make their contribution to the extent described below in detail against contribution in kind by transferring their loan repayment claim against the Company from the Loan Agreement of 11 / 14 August 2017 between the Company and the subscribers mentioned in a) (1) - (8) of the Resolution of 24 May 2017 as set out in the following paragraphs:

(1) Bin Tang, born on October 5, 1971, resident in room 701, no. 88, Lane 99, West Guangzhong Road, Zhabei District, Shanghai, China, relating to 13,575 new shares by contribution and assignment of his loan receivables of EUR 13,575.00 against the Company

(2) Qiang Liu, born on February 4, 1980, resident in room 1601, No. 70, Alley 1980, Luoxiu Road, Minhang District, Shanghai, China, relating to 8,115 new shares by contribution and assignment of his loan receivables of EUR 8,115.00 against the Company

(3) Jian Liang, born on September 30, 1980, resident in Henry-Budge-Str. 53, 60320 Frankfurt am Main, relating to 18,266 new shares by contribution and assignment of his loan receivables of EUR 18,266.00 against the Company

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- (4) Qichen Zhu, born on February 25, 1980, resident in room 1001, No. 31, Alley 88, Qianyang Road (S), Putuo District, Shanghai, China, relating to 5,460 new shares by contribution and assignment of his loan receivables of EUR 5,460.00 against the Company
 - (5) Junyang Shao, born on February 19, 1981, resident in Katharina-Staritz-Str. 5, 60438 Frankfurt am Main, relating to 5,460 new shares by contribution and assignment of his loan receivables of EUR 5,460.00 against the Company
 - (6) Lisi Lun, born on November 28, 1990, resident in room 704, No. 12, Mingyuan Xiaoanqiao, Alley 1698, Zhongshan Road (West), Xuhui District, Shanghai, China, relating to 5,460 new shares by contribution and assignment of her loan receivables of EUR 5,460,00 against the Company
 - (7) Ye Xu, born on September 22, 1991, resident in room 204, No. 5, Alley 65, Guonian Road, Yangpu District, Shanghai, China, relating to 5,460 new shares by contribution and assignment of her loan receivables of EUR 5,460,00 against the Company
 - (8) Fosun Fintech Holdings (HK) Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, relating to 3,297,452 new shares by contribution and assignment of her loan receivables of EUR 3,297,452,00 against the Company
- b) The Management Board is instructed and authorized to determine the details of the capital increase and its implementation within the framework of the abovementioned resolution, and to enter into a contribution agreement for the implementation of the resolution.
- c) Furthermore, the resolution of 24 May 2017 remains unchanged.

2. Resolution on the amendment of § 21 para. 2 of the Articles of Association (Shareholders' Meeting - Right to participate)

Pursuant to § 21 para. 2 of the Articles of Association, the entitlement to participate in the Annual General Meeting and to exercise voting rights must be proven for which a proof of the shareholding held by the custodian credit or financial services institution is required in text form. As the Company has issued registered shares, the entitlement to participate is to be demonstrated solely by the corresponding entry in the share register.

The Board of Management and the Supervisory Board propose to amend § 21 para. 2 of the Articles of Association as follows:

„21.2 Those shareholders who have applied for their participation in time and who are registered in the share register for those shares for which the application has been

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filed are entitled to participate in the Annual General Meeting and to exercise the voting rights.“

REPORTS

Report of the Management Board on agenda item 1

1.

With the decision adopted by the shareholders' meeting on May 24, 2017 under item 13 on the increase of the share capital against cash contributions to the exclusion of the statutory subscription right and corresponding amendment to the Articles of Association, the shareholders of the Fosun Group, consisting of Fosun Fintech Holdings (HK) Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong („Fosun“) and seven individual private investors (together with Fosun the "**Investors**") were authorized to acquire 6,718,495 new registered shares with a proportionate amount of the share capital of EUR 1.00 per share. This was due to an investment agreement signed between the Company and the Investors and shareholders of the Company on October 14 / November 4, 2016 (hereinafter the "**Investment Agreement**"), on the basis of which the Investors entered into the Company as shareholders and are to ensure the financing of the Company. According to the Investment Agreement, the capital increase resolved on May 24, 2017 under item 13 is only to be implemented if both the Federal Financial Supervisory Authority (BaFin) has given its approval to the indirect takeover of the shares in Hanseatic Brokerhouse Financial Services GmbH, in the course of implementing the capital increase resolved under item 11 of the shareholders' meeting on May 24, 2017, and the Cyprus Securities and Exchange Commission (Cysec) has given its approval to the indirect takeover of the shares in Hanseatic Brokerhouse Global Markets Ltd. by the subsidiary SwipeStox GmbH. As it is foreseeable that both approval procedures will last for months due to the complex shareholder structure of the Company, the cash capital increase can only be carried out months later.

Since the Company has short-term financing requirements to cover the running costs of the Company group and to implement the growth plans announced during its initial public offering, the inflow of funds from the cash capital increase resolved on May 24, 2017 should halfway be brought forward by the amendment of the capital increase resolution proposed at item 1 as follows:

- a. The Investors admitted as subscribers to the capital increase by resolution of May 24, 2017, have granted the Company a loan in the amount of half of their subscription sum. The corresponding Loan Agreement was signed on 11/14 August 2017 and the loan was paid on 25 August 2017 to the Company.
- b. The Investors should be permitted to make their contribution to the extent of the loan granted to the Company in accordance with item 13 of the General Meeting

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of May 24, 2017 by contribution and assignment of their respective loan repayment claims against the Company from the Loan Agreement of 11 / 14 August 2017. Thereby, they are permitted, to the extent specified, to provide a certain proportion of their contribution not by way of a cash payment but as a contribution in kind by means of the contribution and assignment of their loan repayment claims.

The recoverability of the loan claims to be applied is examined by an auditor appointed by the court in accordance with the provisions for contributions in kind.

2. As already explained in the report of the Management Board on item 13 of the Annual General Meeting on May 24, 2017, the capital increase serves the Company's interest in strengthening the equity base and in financing the development of business activity. The Investors contribute significantly to the financing of the Company's business. The financial resources are needed to expand the business in the categories of financial services, financial technology and innovation incubation. This increases the potential for development and thus significantly improves the Company's future prospects and improves the implementation of the planned business activity. As the planned financing is delayed due to the approval procedures at CySec and BaFin, the pre-financing by the granting of loans by the Investors in the interest of the Company and the shareholders was necessary. Overall, no additional funds beyond the initial financial planning are to be provided by Investors. This justifies, in the view of the Management Board, the amendment of the capital increase decision of May 24, 2017 and the granting of the right to the Investors to provide a specific portion of their contributions through contributions in kind. No impairment or any other change in the rights of shareholders is associated with this amendment.

PARTICIPATION REQUIREMENTS

In accordance with § 21 of the Articles of Association, shareholders who have registered for the Annual General Meeting and who have proved their right to participate in the Annual General Meeting are entitled to participate in the Annual General Meeting and exercise their voting rights. Shareholders have the right to participate in the Annual General Meeting by means of a certificate of their shareholding by the custodian credit or financial services institution prepared in text form (§ 126b BGB) in the German or English language and referred to the beginning of the 21st day prior to the day of the Annual General Meeting, meaning Friday, 22.09.2017, 0:00 am. The registration and proof of share ownership must be received by the Company at the following address no later than Friday, 06.10.2017, 0:00 am:

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The Naga Group AG
c/o UBJ GmbH
Haus der Wirtschaft
Kapstadtring 10
22297 Hamburg
Telefax: 040 / 6378 5423
E-Mail: hv@ubj.de

PROXY VOTING

Shareholders who do not wish to attend the Annual General Meeting in person may exercise their voting rights and / or other rights through a proxy, namely through an association of shareholders through a credit institution. Provided that the proxy is not a credit institution, a shareholder association or another person equivalent to § 135 AktG, granting of proxy must be in text form (§ 126b German Civil Code) and can also be submitted by facsimile. If a shareholder authorizes more than one person, the Company may reject one or more of these. A proxy form can be found on the back of the ticket.

Proof of authorization may be presented either by the proxy on the day of the Annual General Meeting or it can be sent to the Company to the following address:

The Naga Group AG
Herrengaben 31
20459 Hamburg

Telefax: 040 / 524 77 91 11

E-Mail: hv@thenagagroup.com

For organizational reasons, we ask you to send the power of attorney to the address mentioned above until Wednesday, 11.10.2017, 0:00 am.

Special features apply to the authorization of a credit institution, a shareholder association or a person or institution equivalent to the latter pursuant to §135 AktG. In such a case, shareholders are requested to agree in due time with the proxy for a form of power of attorney that he may require.

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MOTIONS OF SHAREHOLDERS

Motions of shareholders pursuant to § 126 German Stock Corporation Act (AktG) against a proposal for a specific agenda item and nominations by shareholders pursuant to § 127 AktG are to be sent exclusively to the following address:

The Naga Group AG
Herrengaben 31
20459 Hamburg

Telefax: 040 / 524 77 91 11

E-Mail: hv@thenagagroup.com

Countermotions from shareholders which have been submitted to the abovementioned address at least 14 days before the date of the Annual General Meeting, meaning no later than 28.09.2017, 0:00 am, will be available under the conditions of §§ 126, 127 AktG under the internet address "www.thenagagroup.com" under the link "Investor Relations" under the section "General Meeting" and there under "Extraordinary General Meeting 13.10.2017". There you will also find any comments by the management.

Hamburg, August 2017

The Management Board