

# **MORGAN GROUP HOLDING CO.**

A Delaware Corporation

401 Theodore Fremd Avenue, Rye, NY 10580

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Telephone: (914) 921-5150

Website: <https://www.morgangroupholdingco.com>

Email: [jfernandez@gabelli.com](mailto:jfernandez@gabelli.com)

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## **MORGAN GROUP HOLDING CO. ANNOUNCES PRIVATE PLACEMENT OF 1 MILLION SHARES OF ITS COMMON STOCK TO THE LGL GROUP, INC.**

RYE, N.Y. - December 31, 2024. Morgan Group Holding Co. (“MGHL” or the “Company,” OTC Pink: MGHL) is pleased to announce that it intends to complete a private placement of 1 million shares of its Common Stock for \$2.27/share to The LGL Group, Inc. (“LGL Group,” NYSE American: LGL) (the “Offering”). LGL Group is a holding company, incorporated in Delaware, engaged in services, merchant investment and manufacturing business activities. The Offering is expected to close in or about 30 days, subject to a 30-day “go shop” period, and satisfaction of all relevant regulatory requirements. MGHL is the parent company of G.research, LLC, a registered broker-dealer and FINRA member. Subsequent to the Offering, MGHL will have 1,600,090 shares of Common Stock outstanding.

The Board of Directors of MGHL believes that this capital infusion will be in the best interests of the Company and all of its shareholders. The capital enables existing debt to be extinguished, and provides a foundation for the strategic growth of the G.research business, including M&A and partnerships. The investment by LGL Group also is expected to provide synergies, as LGL Group understands the business of MGHL, and has available cash on its balance sheet.

The Offering represents an unsolicited bid by LGL Group, and provides for a 30-day “go shop” period, although MGHL is not aware of any other bids at this time.

The purchase price of \$2.27/share represents a 20% premium to the current net asset value (“NAV”) of G.research, and an approximate 300% premium to the MGHL trading price at the time these discussions began.

The Offering is subject to a true-up, to be based on the final audited 2024 NAV of G.research, and a collar, with a maximum purchase price of \$3.00/share, and a minimum of \$1.98/share.

The current management team of G.research will remain in place subsequent to the closing of the Offering.

### ***About Morgan Group Holding Co.***

Morgan Group Holding Co. was incorporated in November 2001. After the consummation of the Merger with G.research , LLC (“G.research”) in October 2019, we wholly own and operate G.research, an institutional research and securities brokerage business. G.research is a broker-dealer registered under the Securities Exchange Act of 1934, as amended, and is a member of FINRA. Our primary source of revenue is G.research’s securities brokerage business. Through G.research, we also provide institutional research services and also may act as an underwriter.

## SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION

Our disclosure and analysis in this press release, which do not present historical information, contain “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements convey our current expectations or forecasts of future events. You can identify these statements because they do not relate strictly to historical or current facts. They use words such as “anticipate,” “estimate,” “expect,” “project,” “intend,” “plan,” “believe,” and other words and terms of similar meaning. They also appear in any discussion of future operating or financial performance. In particular, these include statements relating to future actions, future performance of our products, expenses, the outcome of any legal proceedings, and financial results. Although we believe that we are basing our expectations and beliefs on reasonable assumptions within the bounds of what we currently know about our business and operations, the economy and other conditions, there can be no assurance that our actual results will not differ materially from what we expect or believe. Therefore, you should proceed with caution in relying on any of these forward-looking statements. They are neither statements of historical fact nor guarantees or assurances of future performance.

Forward-looking statements involve a number of known and unknown risks, uncertainties and other important factors, some of which are listed below, that are difficult to predict and could cause actual results and outcomes to differ materially from any future results or outcomes expressed or implied by such forward-looking statements. Some of the factors that could cause our actual results to differ from our expectations or beliefs include a decline in the securities markets that adversely affect our assets under management, negative performance of our products, the failure to perform as required under our investment management agreements, a general downturn in the economy that negatively impacts our operations. We also direct your attention to the more specific discussions of these and other risks, uncertainties and other important factors contained in our Annual Report and other public filings. Other factors that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We do not undertake to update publicly any forward-looking statements if we subsequently learn that we are unlikely to achieve our expectations whether as a result of new information, future developments or otherwise, except as may be required by law.

### Contacts

Vincent Amabile, Jr.

President and Chief Executive Officer

(914) 921-5150

[morgangroupholdingco.com](http://morgangroupholdingco.com)