

Public offer to the holders of shares and
warrants of series T01 in ZignSec AB (publ)

IMPORTANT INFORMATION

General

The 4 September 2024 G2 Acquisition Inc. ("**G2RS**" or "**Bidder**") announced a public offer for all shares (and warrants of series TO1 in ZignSec AB (publ), corporate identity number 559016-5261, ("**ZignSec**" or "**Company**"), in accordance with the terms and conditions set out in this offer document ("**Offer**").

The Offer, and the agreements entered into between G2RS and ZignSec's shareholders in connection with the Offer, shall be governed by and construed in accordance with Swedish substantive law. Any dispute relating to the Offer or such agreements, or any dispute arising in connection therewith, shall be settled exclusively by the Swedish courts, with the Stockholm District Court being the court of first instance. The Swedish Corporate Governance Board's Takeover Rules for Certain Trading Platforms ("**Takeover Rules**") and the Swedish Securities Council's statements and rulings on the interpretation and application of the Takeover Rules are applicable to the Offer, including, where applicable, the Swedish Securities Council's statements on the interpretation and application of the previously applicable Rules for Public Offers to Acquire Shares issued by the Swedish Industry and Commerce Stock Exchange Committee are applicable to the Offer.

In connection with the Offer, G2RS has prepared an offer document in Swedish and this is the English translation thereof ("**Offer Document**"). In the event of any discrepancy in content between the Swedish version and the English version, the Swedish version shall prevail. The information contained in the Offer Document is intended to be accurate, although not complete, only as of the date of publication of the Offer Document. No representation is made that the information has been or will be accurate at any other time. Except as required by the Takeover Rules or applicable law, G2RS expressly disclaims any obligation to publish any updates or revisions to the Offer Document. The information contained in the Offer Document is provided solely for the purposes of the Offer and may not be used for any other purpose.

Information about ZignSec on the pages 16-18 of the Offer Document is based on information published by the Company and has been reviewed by the board of directors of ZignSec. G2RS does not warrant or assume any responsibility for the information contained herein relating to ZignSec, nor does it make any representation as to the accuracy or completeness of such information, other than in accordance with applicable law. None of the information contained in the Offer Document has been reviewed or audited by any auditor.

Evli AB ("**Evli**") is acting as financial adviser, exclusively for G2RS and no one else in connection with the Offer and will not regard any other person as its client in connection with the Offer. Evli will not be responsible to anyone other than G2RS for providing the protections afforded to its clients or the clients of its affiliates, or for providing advice in relation to the Offer or any other matter or arrangement referred to herein.

The figures presented in the Offer Document have been rounded where appropriate. This means that some tables may not add up correctly. All information regarding shareholdings in ZignSec is based on 206,636,035 shares.

Forward-looking information

Information in this Offer Document that relates to future conditions or circumstances, including information about future results, growth and other forecasts and the benefits of the Offer, constitutes forward-looking statements. Such information can usually, but not always, be identified by the use of words such as "is expected", "anticipated" or "believed", or similar expressions. Forward-looking statements are inherently subject to risk and uncertainty because they relate to conditions that depend on circumstances that may occur in the future. As a result of numerous factors, many of which are beyond G2RS's control, there can be no assurance that actual results will not differ materially from those expressed or implied in the forward-looking statements. All such forward-looking statements are valid as of the date on which they are made and G2RS has no obligation (and undertakes no such obligation) to update or revise them, whether as a result of new information, future events or otherwise, except as required by applicable law and regulation.

Offer restrictions

The Offer, pursuant to the terms and conditions presented in this Offer Document, is not being made to persons whose participation in the Offer requires that an additional offer document is prepared or registration effected or that any other measures are taken in addition to those required under Swedish law.

This Offer Document and any related Offer Documentation are not being distributed and must not be mailed or otherwise distributed or sent in or into any country in which the distribution or offering would require any such additional measures to be taken or would be in conflict with any law or regulation in such country – any such action will not be permitted or sanctioned by G2RS. Any purported acceptance of the Offer resulting directly or indirectly from a violation of these restrictions may be disregarded.

The Offer is not being made and will not be made, directly or indirectly, within or into, by mail or any other means or instrumentality of communication, whether interstate or foreign, or through the facilities of national securities exchanges, Australia, Belarus, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or the United States of America. This includes, but is not limited to, facsimile, e-mail, telex, telephone and internet or other forms of electronic transmission. The Offer cannot be accepted and shares cannot be transferred in the Offer in any such manner or by any such means or instrumentality of communication within or from Australia, Belarus, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or the United States or by persons in or resident in Australia, Belarus, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or the United States. Accordingly, this Offer Document and any other documentation relating to the Offer will not be and should not be mailed, otherwise transmitted, distributed, forwarded or sent in or into Australia, Belarus, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or the United States or to any person from, in or resident in Australia, Belarus, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or the United States.

Any attempted transfer of shares in the Offer resulting directly or indirectly from a violation of these restrictions is void and any attempted transfer of shares by a person located in Australia, Belarus, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or the United States or by an agent, nominee or other intermediary acting on a non-discretionary basis for a principal giving instructions within or from Australia, Belarus, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or the United States is void and will not be accepted. Each person holding shares and participating in the Offer will certify that they are not from, in or participating in the Offer from Australia, Belarus, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or the United States and that they are not acting on a non-discretionary basis on behalf of a principal who is from, in or giving an instruction to participate in the Offer from Australia, Belarus, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or the United States. G2RS will not provide any consideration under the Offer to Australia, Belarus, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or the United States. This Offer Document is not being, and must not be, sent to shareholders with registered addresses in Australia, Belarus, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or the United States. Banks, brokers, dealers and other institutions holding nominee-registered shares for persons in Australia, Belarus, Canada, Hong Kong, India, Japan, New Zealand, Russia, Singapore, South Africa or the United States must not forward this Offer Document, or any other documents relating to the Offer, to such persons. In this section, "United States" means the United States of America (its territories and possessions, all states of the United States and the District of Columbia).

The offer, information and documentation made available by this offer document have not been prepared by, and have not been approved by, an "authorized person" within the meaning of section 21 of the UK Financial Services and Market Act 2000 ("**FSMA**"). Accordingly, the information and documents made available by this offer document may not be distributed in, or passed on to, the public in the United Kingdom, unless an exemption applies. The dissemination of information and documents made available by this Offer Document is exempt from the financial promotion restrictions in regulation 21 of FSMA on the basis that it is a communication by or on behalf of a body corporate relating to a transaction to acquire day-to-day control of a body corporate's business, or to acquire 50 per cent or more of the voting shares in a body corporate, within the meaning of Article 62 of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005.

Notwithstanding the foregoing, G2RS reserves the right to permit the Offer to be accepted by persons who are not in or resident in Sweden if G2RS, in its sole discretion, determines that such transaction can be completed in compliance with applicable laws and regulations.

The G2RS or its brokers may acquire or contract to acquire shares in ZignSec, directly or indirectly, in addition to the Offer, before, during or after the acceptance period to the extent permitted by applicable laws and regulations. This also applies to other securities that are directly convertible into, exchangeable for or redeemable for shares in G2RS, such as warrants. Such purchases may be made through a marketplace at market prices or outside a marketplace at negotiated prices. Information on such purchases will be made public in accordance with applicable laws and regulations in Sweden.

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THE OFFER IN BRIEF

Consideration	SEK 1.38 in cash for each ZignSec share and SEK 1.13 in cash per warrant of series TO1 in ZignSec (" Offer Price ")
Acceptance period	5 September 2024 - 17 October 2024
Estimated settlement date	24 October 2024

Offer to the holders of shares and warrants of series TO1 of ZignSec

The offer

The 4 September 2024 G2 Acquisition Inc ("**G2RS**" or "**Bidder**") announced a public offer to the holders of shares and warrants of series TO1 of ZignSec AB (publ), reg. no. 559016-5261, ("**ZignSec**" or "**Company**") to acquire all shares in ZignSec at a price of SEK 1.38 in cash per share and SEK 1.13 in cash per warrant of series TO1 ("**Offer**"). The shares in ZignSec are admitted to trading on Nasdaq First North Growth Market and are traded under the ticker ZIGN.

Offer price and premium

The shareholders of ZignSec are offered SEK 1.38 in cash per share and the warrant holders are offered SEK 1.13 in cash per warrant of series TO1 in ZignSec.

The Offer Price represents a premium of approximately:

- 116 percent compared to the closing price of the ZignSec share on Nasdaq First North Growth Market on 3 September 2024 (which was the last trading day prior to the announcement of the Offer) of SEK 0.640;
- 98 percent compared to the volume weighted average price of the ZignSec share on Nasdaq First North Growth Market during the latest 30 trading days up to and including 3 September 2024 of SEK 0.696; and
- 127 percent compared to the volume weighted average price of the ZignSec share on Nasdaq First North Growth Market during the latest 90 trading days up to and including 3 September 2024 of SEK 0.607.

No commission will be charged in connection with the Offer.

Total value of the offer

The Offer values all shares and warrant of series TO1 in ZignSec at approximately SEK 302,9 million (based on 206,636,035 shares and 15,718,000 warrant of series TO1 in ZignSec). If ZignSec pays a dividend or makes any other value transfer prior to the payment of the Offer consideration, G2RS reserves the right to adjust the Offer Price accordingly or to invoke completion condition 7 set out under "*Terms and Conditions - Conditions for Completion of the Offer*" below.

Financing of the Offer

The completion of the Offer is not subject to any financing condition.

The consideration to be paid in connection with the Offer is fully committed by an affiliated private fund managed by Stellex Capital Management LLC ("**Stellex Capital**"), and G2RS will be provided with immediately available funds in order to pay the Offer consideration. G2RS has obtained a funding agreement from one of the funds managed by Stellex Capital, which indicates that the fund is prepared to provide cash funding to G2RS to execute the transaction.

Statement from the board of directors of ZignSec

The board of directors of ZignSec has evaluated the Offer and informed G2RS that they have resolved to unanimously recommend the holders of shares and warrants of series TO1 of ZignSec to accept the Offer.

Warrants under the ZignSec incentive program

The Offer does not include warrants issued by ZignSec under ZignSec's incentive program. G2RS intends to ensure that the holders of the warrants will be offered fair treatment in connection with the Offer.

G2RS ownership in ZignSec

Neither G2RS nor any affiliates or related parties own any shares or other financial instruments in ZignSec that provide financial exposure to ZignSec's shares at the date of this Offer Document, nor has G2RS or any affiliates or related parties acquired or taken steps to acquire any shares in ZignSec or any financial instruments that provide financial exposure to ZignSec's shares during the six months preceding the announcement of the Offer.

Subject to applicable rules, G2RS may acquire, or agree to acquire, shares in ZignSec (or securities of ZignSec that are convertible into, exchangeable for or exercisable for such shares) outside the Offer. Any purchases made or arranged will be made in accordance with applicable law and the Takeover Rules and will be announced in accordance with applicable rules.

Undertakings by ZignSec shareholders to accept the Offer

G2RS has received undertakings to accept the Offer from the following shareholders:

- Alexander Albedj representing 23,981,575 shares, corresponding to approximately 11.6 percent of the shares and votes in ZignSec;
- Johan Svensson representing 14,853,331 shares, corresponding to approximately 7.2 percent of the shares and votes in ZignSec;
- Abdalla Kablan representing 8,745,214 shares, corresponding to approximately 4.2 percent of the shares and votes in ZignSec;
- Sandante Invest AB representing 4,080,643 shares, corresponding to approximately 2.0 percent of the shares and votes in ZignSec;
- NFT Ventures representing 2,676,293 shares, corresponding to approximately 1.3 percent of the shares and votes in ZignSec; and
- Investment AB Stentulpanen representing 783,411 shares, corresponding to approximately 0.4 percent of the shares and votes in ZignSec.

Consequently, undertakings to accept the Offer have been obtained from shareholders representing a total of 55,120,467 shares, which corresponds to approximately 26.7 percent of the shares and votes in ZignSec.

Due diligence

In connection with the preparations for the Offer, G2RS has conducted limited confirmatory due diligence regarding commercial, financial and legal information about ZignSec. With the exception of information that was subsequently included in ZignSec's Q2 report for 2024, ZignSec has confirmed that no inside information regarding ZignSec has been disclosed to G2RS during the due diligence review.

Approval from authorities

Completion of the Offer is conditional upon, among other things, the receipt of all necessary regulatory or similar authorizations, approvals and decisions, in each case on terms acceptable to G2RS (see "*Terms and Conditions - Conditions to Completion of the Offer*" below).

G2RS expects that all necessary regulatory approvals will be obtained before the end of the acceptance period.

Applicable law and disputes

The Offer, as well as any agreements entered into between G2RS and the shareholders in ZignSec as a result of the Offer, shall be governed and construed in accordance with substantive Swedish law. Any dispute regarding the Offer, or which arises in connection therewith, shall be settled exclusively by Swedish courts, and the Stockholm District Court shall be the court of first instance. The Takeover rules and the Swedish Securities Council's statements and rulings regarding the interpretation and application of these rules, including, where applicable, the Swedish Securities Council's interpretation and application of the Swedish Securities Council's interpretation of the Swedish Industry and Stock Exchange Committee's former rules of public offers, are applicable to the Offer.

Advisors

G2RS has retained Evli AB as financial advisor and DLA Piper as legal advisor, with respect to Swedish and US law, in connection with the Offer.

Background and reasons for the Offer

G2RS and its affiliates (collectively, "**G2 Risk Solutions**") view the acquisition of ZignSec to be highly strategic in creating a global leader in risk and compliance business intelligence.

Over the last few years, ZignSec has built a robust product offering in merchant onboarding, continuous merchant monitoring, and other KYB- and KYC-related risk and compliance services for its customers around the world, and has developed a strong brand reputation in the customer due diligence and onboarding market.

By leveraging the scalable offerings that G2 Risk Solutions has launched over the last year, the combination of G2 Risk Solutions and ZignSec will enable the businesses to become a clear market leader with a growing product set.

The acquisition represents a unique opportunity to combine two strong companies, bringing global scale, accelerated innovation, and enhanced service offerings. Also it is expected that the acquisition will create significant benefits for the customers of G2 Risk Solutions and ZignSec.

No decisions have been made regarding any changes to ZignSec's or G2 Risk Solutions' employees, management, their current activities, including terms and conditions of employment and the locations in which the companies conduct their business.

For further information, reference is made to the information contained in this Offer Document, which has been prepared by the Offeror in connection with the Offer. The description of ZignSec on pages 16-18 of the Offer Document has been reviewed by the board of directors of ZignSec. The Offeror represents that, to the best of its knowledge, the information contained in the Offer Document regarding the Offeror is correct.

Stockholm on 4 September 2024
G2 Acquisition Inc.
Board of Directors

Statement from the board of directors of ZignSec

Press Release
04 September 2024 08:10:00 CEST



Statement by the Board of Directors of ZignSec in relation to the public offer from G2 Acquisition

ZignSec AB Press Release

Stockholm, 4 September 2024

The Board of Directors of ZignSec unanimously recommends the shareholders of ZignSec (Nasdaq First North Growth Market (Ticker: ZIGN)) and holders of warrants of series TO1 to accept the public offer from G2 Acquisition of SEK 1.38 in cash per share and SEK 1.13 in cash per warrant of series TO1.

G2 Acquisition Inc. ("G2RS") has today, 4 September 2024, announced a public cash offer to the shareholders of ZignSec and holders of warrants of series TO1 to tender all their shares and warrants in the Company at a price of SEK 1.38 in cash per share and SEK 1.13 in cash per warrant of series TO1 (the "Offer Price" and the "Offer", respectively).

This statement is made by the Board of Directors (the "Board") of ZignSec AB ("ZignSec" or the "Company") pursuant to rule II.19 of the Takeover rules for certain trading platforms issued by the Stock Market Self-Regulation Committee on 1 January 2024 (the "Takeover Rules").

Summary of the Offer

The total value of the Offer corresponds to approximately SEK 302.9 million^[1]. The Offer represents a premium of approximately:

- 115.6 per cent compared to the closing share price of SEK 0.640 of ZignSec's shares on 3 September 2024, which was the last trading day prior to the announcement of the Offer;
- 98.4 per cent compared to the volume-weighted average trading price of SEK 0.696 of ZignSec's shares during the last 30 trading days prior to the announcement of the Offer;
- 127.5 per cent compared to the volume-weighted average trading price of SEK 0.607 of ZignSec's shares during the last 90 trading days prior to the announcement of the Offer.

The acceptance period for the Offer is expected to commence on or around 5 September 2024 and expire on or around 17 October 2024.

The completion of the Offer is conditional upon, *inter alia*, the Offer being accepted to such an extent that G2RS becomes the owner of shares in ZignSec representing more than 90 per cent of the total number of shares in ZignSec (on a fully diluted basis) and that all customary conditions, including, but not limited to, regulatory, governmental or similar clearances, approvals and decisions that are necessary for the Offer are obtained in each case on terms which, G2RS's opinion, are acceptable. The Offer is not conditional upon financing. For more information about the Offer, see <https://g2risksolutions.com/zignsec-public-offer>.

The strategic review process conducted by the Board

On 29 April 2024, the Board announced its decision to initiate a review of strategic alternatives for the Company in order to maximize shareholder value. As part of the strategic review process, the Board has explored a multitude of options, including operational initiatives, a merger or sale of the Company, and other possible strategic transactions.

The Company's financial adviser PJT Partners have assisted the Board in conducting the strategic review. PJT Partners acts as financial advisor and Eversheds Sutherland Advokatbyrå AB acts as legal advisor to ZignSec in relation to the Offer.

The Board's recommendation

The Board has taken into account that the Offer comprises cash consideration, which, subject to completion of the Offer, provides the shareholders of ZignSec with an opportunity to realise value from their investment in cash in the near future and at a meaningful premium to the current price of the ZignSec share as well as a premium to the price of the ZignSec share before the board announced its decision to initiate a review of strategic alternatives for the Company on 29 April 2024.

The Board also notes that shareholders^[2] whose shareholding in ZignSec represent in aggregate approximately 26.7 per cent of the total number of shares outstanding in the Company have undertaken to accept the Offer.

Having concluded this assessment, the Board believes that the terms of the Offer recognise ZignSec's long-term growth prospects, taking into account the risks and uncertainties associated with the realisation of those prospects. The Board therefore unanimously recommends the shareholders of ZignSec to accept the Offer.

Effects on ZignSec and its employees

Under the Takeover Rules, the Board shall, based on the statements made by G2RS in the Offer press release issued earlier today, present its perspective regarding the impact that the implementation of the Offer will have on ZignSec, particularly in terms of employment, and its perspective regarding G2RS's strategic plans for ZignSec and the effects it is anticipated that such plans will have on employment and on the places in which ZignSec conducts its business.

According to the Offer press release, no decisions have been made regarding ZignSec's employees, management, their current operations, including terms of employment, employment and the locations where the companies conduct their business. The Board assumes that this description is correct and has no reason to take a different view in this respect.

Stockholm, 4 September 2024

ZignSec AB (publ)

The Board of Directors

For more information:

Glenn Macdonald, CEO,

glenn.macdonald@zignsec.com



About ZignSec AB (publ)

ZignSec is a technology group in the rapidly growing RegTech industry. The company provides a SaaS platform with real-time digital customer knowledge and ID verification solutions with global reach. The solutions are used by companies who in turn can optimize their processes to 'onboard' both business customers and consumers while ensuring compliance with ever-changing local and global regulatory requirements for Know Your Customer (KYC), Know Your Business (KYB) and Anti Money Laundering (AML).

Nasdaq First North Growth Market (ZIGN)
Certified Adviser: Eminova Fondkommission AB, Phone: +46 8 684 211 00

[1] Based on 206,636,035 shares outstanding shares and 15,718,000 warrants of series TO1. In the event that ZignSec should pay any dividend or make any other value transfer prior to the settlement of the Offer, the price per share in the Offer will be reduced correspondingly.

[2] The following shareholders have undertaken to accept the offer: Alexander Albedj representing 23,981,575 shares, corresponding to approximately 11.6 percent of the shares and votes in ZignSec; Johan Svensson representing 14,853,331 shares, corresponding to approximately 7.2 percent of the shares and votes in ZignSec; Abdalla Kablan representing 8,745,214 shares, corresponding to approximately 4.2 percent of the shares and votes in ZignSec; Sandante Invest AB representing 4,080,643 shares, corresponding to approximately 2.0 percent of the shares and votes in ZignSec; NFT Ventures representing 2,676,293 shares, corresponding to approximately 1.3 percent of the shares and votes in ZignSec; and Investment AB Stentulpanen representing 783,411 shares, corresponding to approximately 0.4 percent of the shares and votes in ZignSec. Accordingly, shareholders representing a total of 55,120,467 shares, corresponding to approximately 26.7 percent of the shares and votes in ZignSec, have undertaken to accept the offer.

This information is information that ZignSec is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2024-09-04 08:10 CEST.

Attachments

[Statement by the Board of Directors of ZignSec in relation to the public offer from G2 Acquisition](#)

Terms and conditions

The offer

The shareholders and warrant holders of ZignSec are offered SEK 1.38 in cash per share and the warrant holders are offered SEK 1.13 in cash per warrant of series TO1 in ZignSec.

The Offer values all outstanding shares and warrants of series TO1 in ZignSec at approximately SEK 302,9 million (based on 206,636,035 shares in ZignSec and 15,718,000 warrants of series TO1 in ZignSec).

If ZignSec pays a dividend or makes any other distribution of value to the shareholders of ZignSec prior to the payment of the Offer consideration, G2RS reserves the right to adjust the Offer Price accordingly or to invoke completion condition 7 set out under "*Conditions for Completion of the Offer*" below.

No commission

No commission will be charged by G2RS for the shares or warrants in ZignSec transferred to G2RS pursuant to the Offer.

Conditions for completion of the Offer

The completion of the Offer is conditional upon that:

1. the Offer is accepted to the extent that G2RS becomes the owner of more than 90 percent of the shares in ZignSec (on a fully diluted basis);
2. with respect to the Offer and the acquisition of ZignSec, all necessary regulatory, governmental or similar clearances, approvals and decisions, including approvals from competition authorities, have been obtained, in each case on terms which, in G2RS's opinion, are acceptable;
3. another public offer to acquire shares in ZignSec is not published on terms that are more favourable to ZignSec's shareholders than the terms of the Offer;
4. neither the Offer nor the acquisition of ZignSec, wholly or partly, is prevented or significantly impeded due to legislation or other regulations, court ruling or order, authority decisions, or any similar circumstance which is present or can reasonably be expected, that is outside of G2RS's control and which G2RS could not reasonably have foreseen at the time of the announcement of the Offer;
5. no circumstances having occurred which could have a material adverse effect or could reasonably be expected to have a material adverse effect on ZignSec's financial position, business or operation, including ZignSec's sales, results, liquidity, equity ratio, equity or assets;
6. no information published by ZignSec or provided by ZignSec to G2RS is materially incorrect, incomplete or misleading, and that ZignSec has published all information that is due to have been published; and
7. ZignSec does not take any measures which are likely to impair the prerequisites for making or completing the Offer.

G2RS reserves the right to withdraw the Offer in the event it becomes clear that any or all of the above conditions are not satisfied or cannot be satisfied.

However, with regard to condition 2-7 the Offer may only be withdrawn provided that the non-satisfaction of such condition is of material importance to G2RS's acquisition of the shares and warrants in ZignSec or if it is accepted by the Swedish Securities Council.

G2RS reserves the right to fully or partially waive one or more or all of the above conditions and, with respect to condition 1, to complete the Offer at a lower level of acceptance.

Acceptance

Directly registered holding

Shareholders and warrant holders in ZignSec whose shares or warrants are directly registered with Euroclear Sweden AB ("**Euroclear**") and who wish to accept the Offer must, during the period from 5 September 2024 up to and including 15:00 (CEST) on 17 October 2024 sign and submit a duly completed acceptance form in accordance with the established form to Aqurat Fondkommission AB ("**Aqurat**"), at the address stated on the acceptance form or by e-mail to info@aqurat.se.

The acceptance form must be submitted by e-mail to info@aqurat.se, or alternatively sent by post, in good time before the deadline for acceptance in order to be received by Aqurat no later than 15:00 (CEST) on 17 October 2024.

Acceptance forms will be sent to shareholders and warrant holders in ZignSec whose shares or warrants are directly registered with Euroclear. VP account and current shareholding in ZignSec as of 4 September 2024 are stated on the pre-printed acceptance form sent to directly registered shareholders and warrant holders in ZignSec. Shareholders and warrant holders should check that the pre-printed information on the acceptance form is correct.

Please note that incorrect or incomplete acceptance forms may be disregarded. No changes may be made to the pre-printed text on the acceptance form.

Nominee-registered holdings

Shareholders and warrant holders in ZignSec whose shares or warrants are nominee registered, i.e. with a bank or other nominee, will not receive a pre-printed acceptance form. Acceptance of the Offer must be made in accordance with instructions from the nominee.

Pledged holdings

If shares in ZignSec are pledged in Euroclear's system, both the shareholder and the pledgee must sign the acceptance form and confirm that the pledge will cease if the Offer is completed. Those on the list of pledgees and nominees will not receive an acceptance form but will instead be notified separately. The lien must therefore be deregistered in Euroclear's system in respect of the relevant shares in ZignSec when these are to be delivered to G2RS.

Shareholders and warrant holders resident in certain restricted jurisdictions

Persons resident outside Sweden who accept the Offer may be restricted by securities laws or other compliance requirements in such countries. Please refer to the section "*Important information*" above and the acceptance form.

Acceptance form

The offer document and acceptance form will be available on the G2RS website (<https://g2risksolutions.com/zignsec-public-offer>) and the Aqurat website (www.aqurat.se/aktuella-erbjudanden/).

Acceptance deadlines

The acceptance period starts on 5 September 2024 and ends on 17 October 2024. G2RS reserves the right to extend the acceptance period and to postpone the date of payment of consideration.

Notice of such extension or postponement will be announced by G2RS by way of a press release in accordance with applicable laws and regulations (including the Takeover Rules).

Right to withdraw acceptance

Shareholders and warrant holders in ZignSec have the right to withdraw their acceptance of the Offer. In order for the withdrawal to be valid, a written withdrawal must be received by Aqurat before G2RS announces that the conditions to the Offer have been satisfied, or if such announcement is not made during the acceptance period, no later than the last day of the acceptance period at 15:00 (CEST). If the conditions to the Offer which G2RS has reserved the right to waive during an extension of the Offer remain, and if G2RS has not waived such conditions, the right to withdraw acceptance shall apply correspondingly also during such extension of the Offer.

Shareholders or warrant holders in ZignSec whose shares or warrants are registered in the name of a nominee and who wish to withdraw their acceptance must follow the instructions from the nominee.

After Aqurat has received and registered a correctly completed acceptance form, the shares or warrants tendered for sale will be transferred to a newly opened blocked VP account (non-cash account) in the name of the shareholder or warrant holder. In connection therewith, Euroclear will send a notice showing the number of shares or warrants in ZignSec that have been booked out of the original securities account and a notice showing the number of shares or warrants that have been transferred into the blocked securities account.

Payment of consideration

Payment of consideration is expected to commence on or about 24 October 2024 for those who have accepted the Offer by 15:00 (CEST) on 17 October 2024 provided that the conditions to the Offer have been satisfied or waived at that time. Payment of the consideration will be made by sending a contract note to those who have accepted the Offer.

The consideration will be paid to the yield account connected to the shareholder's or warrant holder's VP account on which the shares or warrants were registered. Payment of consideration to shareholders and warrant holders in ZignSec who do not have a yield account linked to their VP account or if the specified yield account is incorrect, will instead receive payment by sending a payment notice. In connection with the payment of the consideration, the shares or warrants in ZignSec are booked out of the blocked account, which is thus closed. A VP notice reporting the withdrawal from the blocked VP account is not sent out. If the holding is nominee-registered, settlement will be reported by the respective nominee in accordance with their procedures. Settlement will be reported in accordance with the above, even if the shares are pledged.

Compulsory redemption proceedings and delisting

In the event that G2RS, in connection with the Offer or otherwise, becomes owner of more than 90 percent of the shares in ZignSec, G2RS intends to commence redemption proceedings under the Swedish Companies Act (Sw. *aktiebolagslagen 2005:551*) to acquire all remaining shares in ZignSec. In connection therewith, G2RS intends to promote delisting of ZignSec's shares from Nasdaq First North Growth Market.

Important information about NID and LEI

MiFID II requires all investors to have a global identifier in order to carry out a securities transaction. These requirements mean that legal entities must apply for registration of a *Legal Entity Identifier* (LEI) and natural persons must know their *National ID* or *National Client Identifier* (NCI) in order to accept the Offer. Please note that it is the legal status of the shareholder that determines whether an LEI or NID is required and that the issuing institution may be prevented from executing the transaction for that person if the LEI or NID (if applicable) is not provided.

Information on the processing of personal data

Personal data provided to Aqurat, such as contact details and personal identity number, or otherwise registered in connection with the preparation or administration of the Offer, will be processed by Aqurat (which is the data controller) for the administration and execution of the assignment. Personal data is also processed in order for Aqurat to fulfill its legal obligations.

Personal data may be disclosed to other companies within the group or to companies with which Aqurat cooperates, within and outside the EU/EEA, for the stated purposes, taking into account applicable rules on banking secrecy, in accordance with the European Union's approved and appropriate protective measures. In some cases, Aqurat is also obliged by law to disclose information, for example to the Swedish Financial Supervisory Authority and the Swedish Tax Authority.

The Banking and Financing Business Act (2004:297), like the Securities Market Act (2007:528), contains confidentiality provisions under which all employees of Aqurat are bound by a duty of confidentiality with regard to Aqurat's customers and other clients. The duty of confidentiality also applies between and within the various companies in the group.

Information about what personal data is processed by Aqurat, deletion of personal data, restriction of processing of personal data, data portability or rectification of personal data can be requested from Aqurat's Data Protection Officer. It is also possible to contact the Data Protection Officer for further information about Aqurat's processing of personal data. In the event that a person whose personal data is processed wishes to lodge a complaint regarding the processing of personal data, he or she has the right to contact the Swedish Data Protection Authority, which is the supervisory authority.

Personal data shall be deleted if it is no longer necessary for the purposes for which it was collected or otherwise processed, provided that Aqurat is not legally obliged to retain such data. The normal storage period for personal data is ten years.

Other information

Aqurat is performing certain administrative services in relation to the Offer for the shares and warrants. This does not in itself mean that a person who accepts the Offer ("**Participant**") is considered a client of Aqurat. If the Participant is not considered a client, the rules on investor protection in the Swedish Securities Market Act (2007:528) do not apply to his or her acceptance. This means, among other things, that neither so-called customer categorization nor so-called suitability assessment will take place regarding the Offer. Participants are therefore responsible for ensuring that they have sufficient experience and knowledge to understand the risks associated with the Offer.

Questions regarding the Offer

For further information on the Offer, please refer to G2RS website (<https://g2risksolutions.com/zignsec-public-offer>).

Description of the Bidder

G2RS is a US corporation with its headquarters in Burlingame, California, USA. The company is wholly owned by LFG Data Services Group LP, whose ultimate parent is LFG Data Services Holdings LP and whose beneficial owner is an affiliated private fund managed by Stellex Capital. G2RS is part of the group known as G2 Risk Solutions.

G2 Risk Solutions is an expert in risk and compliance business intelligence for financial institutions and online platforms. G2 Risk Solutions is an industry pioneer that provides market-leading solutions for merchant risk, digital commerce risk, bankruptcy risk, and credit risk and regulatory reporting. G2 Risk Solutions primarily operates in the United States of America, Europe, India and other APAC countries. G2 Risk Solutions focuses on continuing to leverage its strong market position for both organic and inorganic growth in order to develop the value that its companies deliver to their customers and offer more opportunities to its employees.

G2RS is owned by an affiliated private fund managed by Stellex Capital. With offices in New York, Pittsburgh, Detroit, and London, Stellex Capital is a private equity firm with over \$2.8 billion in AUM. Stellex seeks to identify and deploy capital in opportunities that stand to benefit from its operationally focused and hands-on approach to investing. Portfolio companies are supported by Stellex's industry knowledge, operating capabilities, network of senior executives, strategic insights, and access to capital. Sectors of particular focus include aerospace, defense and government services, transportation & logistics, manufacturing, real economy and business services, food processing and tech-enabled services.

The offer is an all-cash compensation commitment of funds by an affiliated private fund managed by Stellex Capital.

More information about G2 Risk Solutions and Stellex Capital can be found on their respective websites at www.g2risksolutions.com and www.stellexcapital.com.

Description of ZignSec

The following information constitutes a general description of ZignSec which has been prepared by the Offeror. The information is based, unless otherwise indicated, on publicly available information primarily sourced from ZignSec's website, the annual reports for the years 2021, 2022, 2023, the interim report for the period January 2024 – June 2024, and from the prospectuses published by the Target 16 May 2024.

Business overview

ZignSec offers an integrated global SaaS platform for digital real-time solutions for customer due diligence, identity verification, and anti-money laundering measures. The solutions simplify and streamline verification processes for companies within both B2B and B2C sectors and enable organizations to efficiently meet stringent legal requirements.

The platform can be used on both a global and local level, streamlining and automating clients' verification methods and enabling monitoring of both companies and individuals. ZignSec primarily targets companies operating in regulated, fast-growing environments such as banking, e-commerce, iGaming, and financial services, where there is a need to digitally monitor their customers in real time. The company's over 350 global customers operate in a wide range of industries where corporate or customer knowledge is of high importance. By interacting with ZignSec's platform via an individual API or SaaS portal, the customer gains access to a global selection of solutions within RegTech. This integration facilitates compliance with international regulations and ensures a seamless and efficient verification process.

The ZignSec group, through its specialized companies, provides a comprehensive range of KYC (Know Your Customer), KYB (Know Your Business), and AML (Anti-Money Laundering) solutions that are tailored to meet each client's unique needs. The solutions simplify and enhance the onboarding process, reduce the risk of fraud, and improve cost efficiency through advanced verification and compliance processes. Clients can confidently and easily navigate the complex regulatory environment in which they and their customers operate.

Organisation

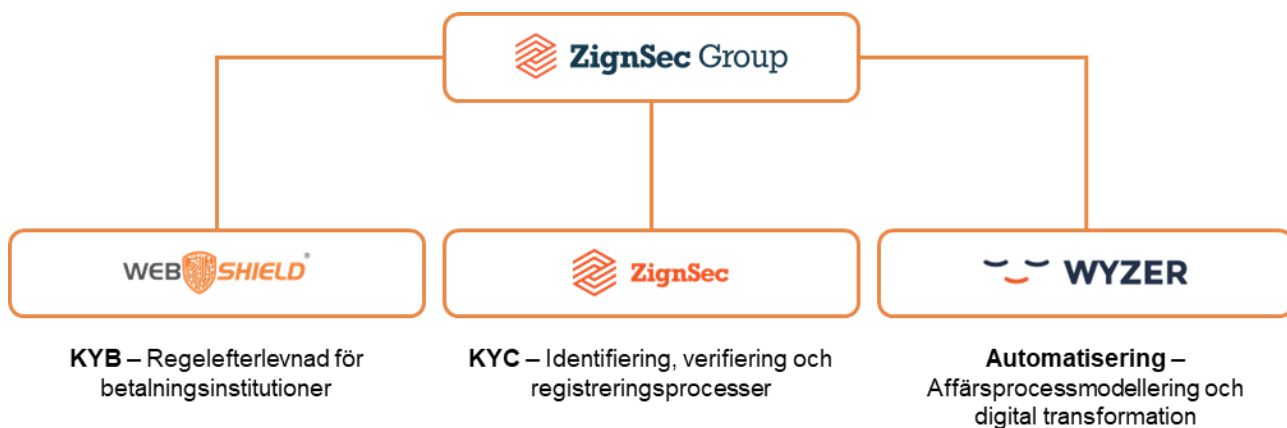
The group consists of the parent company ZignSec AB (publ) and its eight wholly-owned subsidiaries, as well as two associated subsidiaries that are 50 percent owned, each of which contributes unique expertise and geographical reach to the Group's overall expertise.

ZignSec AB (publ) is the parent company of the group, which consists of the companies ZignSec AB, ZignSec Asia Pte Ltd, DataDepot OÜ, Data Depot Engineering Pte Ltd, Data Depot Asia Pte Ltd, Wyzer Ltd, Web Shield Ltd, Web Shield Services GmbH, Web Shield Services Polska sp. z. o. o.

The subsidiaries Data Depot Engineering Pte Ltd (Singapore), Data Depot OÜ (Estonia), Data Depot Asia Pte Ltd (Singapore), ZignSec Asia Pte Ltd (Singapore) and Wyzer Limited (Malta) provide innovative technologies and solutions tailored to specific regional requirements.

The subsidiary Web Shield Limited (United Kingdom) with its two wholly-owned subsidiaries Web Shield Services GmbH (Germany) and Web Shield Services Posla sp.z.o.o.¹ (Poland) contributes a comprehensive set of services focused on risk management and compliance with laws and regulations.

¹ Web Shield Services Posla sp.z.o.o has two (2) associated subsidiaries owned at 50%, Web Shield Legal Library sp.z.o.o. and Web Shield Legal Library sp.z.o.o.sp.k.



Other information

For further information about ZignSec, please visit www.zignsec.com

Selected historical financial information

The following information regarding ZignSec has been derived from ZignSec's audited annual reports for the financial years 2021, 2022 and 2023 and interim reports for the period 1 January - June 30, 2023 and 2024. The interim report for the period 1 January – 30 June, 2023 and 2024, which is included on pages 35-53 in the offer document, has not been reviewed by ZignSec's auditor.

ZignSec's audited annual reports for the financial years 2021, 2022 and 2023 and interim reports for the period 1 January – 30 June, 2023 and 2024 have been prepared in accordance with the Swedish Annual Accounts Act (1995:1554) and the Swedish Accounting Standards Board's general guidelines BFNAR 2012:1 Annual Report and Consolidated Statements (K3).

ZignSec's annual reports and the interim report are available on ZignSec's website, <https://group.zignsec.com/investor-relations>.

Consolidated income statement

The financial information in the table below has been derived from ZignSec's consolidated annual reports for the financial years 2021, 2022 and 2023.

SEK	2023	2022	2021
Operating income			
Net turnover	84,715,257	89,916,983	52,945,375
Other operating income	1,526,751	1,455,381	586,817
	86,242,008	91,372,364	53,532,193
Operating costs			
Cost of sales	-20,892,635	-23,208,690	-13,709,884
Other external costs	-35,990,771	-37,794,183	-29,744,229
Personnel costs	-50,694,779	-53,869,210	-34,872,702
Depreciation and amortization	-76,192,043	-125,850,677	-54,124,503
Other operating costs	-880,128	-310,478	-233,541
Operating profit/loss (EBIT)	-98,408,347	-149,660,873²	-79,152,665³
Result from financial items			
Profit/loss from investments in associated companies	-388,434	298,854	264,064 ⁴
Interest income	6,096,850	9,212,698	23,026
Interest costs and similar items	-3,947,695	-2,761,148	523,953
Total result from financial items	1,760,721	6,750,403	546,979
Profit/loss before tax (EBT)	-96,647,626	-142,910,470	-78,341,622
Tax	3,096,013	3,339,719	1,009,746
Profit/loss for the period	-93,551,613	-139,570,750	-77,331,876
Attributable to shareholders of the parent company	-	-139,570,750	-72,735,840
Attributable non-controlling interest	-	0	-4,596,036

² Difference in the item EBIT for 2022 in the annual report for 2022 and 2023 due to the item "Profit/loss from investments in associated companies" being reported as a separate item in the annual report for 2023.

³ The item "Profit/loss from investments in associated companies" was included in "Operating profit/loss EBIT" in 2021 and 2022, but is included in "Profit/loss before tax EBT" from 2023 onwards.

⁴ This item was included in "Operating profit/loss EBIT" in 2021 and 2022, but appears from 2023 onwards in "Profit/loss before tax EBT".

The financial information in the table below has been derived from ZignSec's interim report for the period 1 April to 30 June, 2024.

MSEK	2024	2023
Operating income		
Net turnover	21.8	21.1
Other operating income	0.7	0.7
	22.5	21.8
Operating costs		
Cost of sales	-4.5	-6.3
Other external costs	-7.2	-8.7
Personnel costs	-11.8	-13.8
Other operating costs	0.8	-0.1
Operating result (EBITDA)	-1.9	-7.1
Depreciation and amortization	-18.7	-18.7
Operating profit (EBIT)	-20.6	-25.8
Result from financial items		
Profit/loss from investments in associated companies	0.0	-0.1
Interest and similar items	-1.2	3.8
Net financial income	-1.2	3.7
Profit before tax (EBT)	-21.7	-22.1
Tax	0.8	0.8
Profit for the period	-21.0	-21.3

Consolidated balance sheet

The financial information in the table below has been derived from ZignSec's consolidated annual reports for the financial years 2021, 2022 and 2023.

SEK	2023	2022	2021
ASSETS			
Non-current assets			
Intangible assets			
Capitalized development expenditure	1,608,565	1,829,004	2,237,934
Customer relationships	32,615,925	45,714,073	56,622,369
Technology	4,424,659	13,409,679	23,224,781
Goodwill	114,883,305	162,026,619	252,225,566
Patents, trademarks, licenses	97,626	266,552	380,235
Total intangible assets	153,630,081	223,245,927	334,690,884
Tangible assets			
Property, plant and equipment	875,810	1,267,167	1,364,062
Total tangible assets	875,810	1,267,167	1,364,062
Financial assets			
Shares in associated companies	1,174,719	1,464,087	1,059,677
Total financial assets	1,174,719	1,464,087	1,059,677
Total non-current assets	155,680,610	225,977,182	337,114,623
Current assets			
Accounts receivable	8,423,432	9,824,035	9,802,033
Tax receivables	36,850	36,850	- ⁵
Other receivables	7,655,236	6,728,176	7,797,270
Prepaid expenses and accrued income	8,090,659	11,634,932	8,149,387
Total current assets	24,206,176	28,223,994	25,748,691
Cash and cash equivalents	14,338,868	26,211,955	25,926,692
Total current assets	38,545,044	54,435,949	51,675,382
TOTAL ASSETS	194,225,654	280,413,131	388,790,006

⁵ Reclassification of the item "Tax receivables" - tax receivables were included in the item "Other receivables" before the 2023 Annual Report.

EQUITY, PROVISIONS AND LIABILITIES			
EQUITY			
Share capital	3,542,136	2,122,585	1,340,735
Equity method reserve	662,013	662,013	662,013
Reserves (translation difference)	26,765,470	21,435,001	9,142,641 ⁶
Share premium reserve	438,712,541	415,978,600	358,008,906
Retained earnings including profit/loss of the period	-320,060,128	-226,508,516	-87,721,978
Equity attributable to shareholders of the parent	-	213,689,683	281,432,318
Equity attributable to non-controlling interests	-	0	2,323,162
TOTAL EQUITY	149,622,032	213,689,683	283,755,480
PROVISIONS			
Provisions for deferred tax	4,184,542	7,122,491	10,068,081
Other provisions	-	0	17,265,871
TOTAL PROVISIONS	4,184,542	7,122,491	27,333,952
LIABILITIES			
Non-current liabilities			
Liabilities to credit institutions	8,688,889	15,269,841	1,653,696
Total non-current liabilities	8,688,889	15,269,841	1,653,696
Current liabilities			
Liabilities to credit institutions	6,666,667	6,236,201	0
Prepayments from customers	212,642	322,017	458,745
Accounts payables	3,609,432	3,132,798	3,897,545
Liabilities to associated companies	898,248	235,364	1,661,486
Tax liabilities	20,686	35,447	236,125
Other liabilities	5,429,406	15,739,911	52,483,312
Accrued expenses and prepaid income	14,893,110	18,629,378	17,309,667
Total current liabilities	31,730,190	44,331,115	76,046,878
TOTAL LIABILITIES	40,419,079	59,600,957	77,700,574
TOTAL EQUITY AND LIABILITIES	194,225,654	280,413,131	388,790,006

⁶ Retrospective correction of the closing value of the translation difference due to an incorrect calculation of the translation difference detected when changing the consolidation system.

The financial information in the table below has been derived from ZignSec's interim report for the period 1 April – 30 June.

MSEK	2024	2023
ASSETS		
Non-current assets		
Intangible assets		
Capitalized development expenditure	1.7	1.6
Customer relationships	27.0	42.3
Technology	0.0	9.7
Goodwill	95.5	150.3
Patents, trademarks, licenses	0.1	0.2
Total intangible assets	124.2	204.0
Tangible assets		
Property, plant and equipment	0.8	1.2
Total tangible assets	0.8	1.2
Financial assets		
Shares in associated companies	1.2	1.3
Total financial assets	1.2	1.3
Tangible assets	126.3	206.5
Current receivables		
Accounts receivable	10.7	11.5
Other receivables	8.0	8.3
Prepaid expenses and accrued income	8.8	13.3
Total current receivables	27.5	33.1
Cash and cash equivalents	25.1	8.2
Total current assets	52.6	41.2
TOTAL ASSETS	178.9	247.8

EQUITY, PROVISIONS AND LIABILITIES		
EQUITY		
Share capital	8.2	2.1
Equity method reserve	0.7	0.7
Reserves (translation difference)	32.5	36.9
Share premium reserve	458.2	416.0
Retained earnings including profit/loss for the period	-359.9	-271.1
TOTAL EQUITY	139.6	184.5
PROVISIONS		
Provisions for deferred tax	2.8	6.1
TOTAL PROVISIONS	2.8	6.1
LIABILITIES		
Non-current liabilities		
Liabilities to credit institutions	5.4	12.0
Total non-current liabilities	5.4	12.0
Current liabilities		
Liabilities to credit institutions	6.7	8.7
Prepayments from customers	3.7	0.3
Accounts payables	4.5	3.3
Liabilities to associated companies	0.9	0.9
Tax liabilities	0.0	0.0
Other liabilities	5.2	11.2
Accrued expenses and prepaid income	10.0	20.7
Total current liabilities	31.1	45.1
TOTAL DEBTS	36.5	57.1
TOTAL EQUITY AND LIABILITIES	178.9	247.8

Consolidated cash flow statement

The financial information in the table below has been derived from ZignSec's consolidated annual reports for the financial years 2023, 2022 and 2021.

SEK	2023	2022	2021
Operating activities			
Operating profit/loss	-98,408,347	-149,660,873	-79,152,665
Adjustments for:			
Depreciation	76,192,043	125,850,677	54,124,503
Interest received	78,397	32,910	2,672
Interest paid and other liability related costs	-2,619,892	-531,157	-7,149
Income tax paid	-53,485	-153,335	-505,063
Cash flow from operating activities before changes in working capital	-24,811,285	-24,461,777	-25,537,703
Changes in working capital			
Changes in receivables	4,845,952	220,971	-15,565,903
Change in short-term debts	-5,134,909	-2,602,881	12,468,663
Cash flow from operating activities	-25,100,241	-26,843,688	-28,634,943
Investing activities			
Investment in subsidiaries	0	-28,606,070	-125,882,580
Investment of intangible assets	-970,823	-1,093,807	-1,080,432
Investment of tangible assets	-96,786	-271,953	-660,807
Cash flow from investing activities	-1,067,609	-29,971,830	-127,623,819
Financing activities			
Loan	-4,358,730	19,714,286	0
New share issue	18,653,493	37,386,496	133,842,612
Cash flow from financing activities	14,294,762	57,100,781	133,842,612
Total cash flow for the period	-11,873,088	285,264	-22,416,150
Cash and cash equivalents at the beginning of the period	26,211,955	25,926,691	48,342,842
Cash and cash equivalents at the end of the period	14,338,868	26,211,955	25,926,691

The financial information in the table has been derived from ZignSec's interim report for the period 1 April – 30 June 2024.

MSEK	2024	2023
Operating activities		
Operating profit/loss	-20.6	-25.8
Adjustments for:		
Depreciation	18.7	18.7
Interest received	0.0	0.0
Interest paid and other liability related costs	-0.8	0.7
Income tax paid	0.0	-0.0
Cash flow from operating activities before changes in working capital	-2.7	-7.8
Changes in working capital		
Changes in receivables	-1.1	-1.6
Change in short-term debts	-0.2	3.9
Cash flow from operating activities	-3.9	-5.5
Investing activities		
Investment of intangible assets	-0.3	-0.2
Investment of tangible assets	-0.1	0.0
Cash flow from investing activities	-0.3	-0.2
Financing activities		
Loan	-1.6	-1.1
New share issue	24.1	0.0
Cash flow from financing activities	22.5	-1.1
Total cash flow for the period	18.2	-6.8
Unrealized Fx Revaluation Effect	-0.1	0.0
Cash and cash equivalents at the beginning of the period	7.0	15.0
Cash and cash equivalents at the end of the period	25.1	8.2

Selected key figures

The financial information in the table below has been derived from ZignSec's consolidated annual reports for the financial years 2021, 2022 and 2023.

TSEK	2023	2022	2021
Revenue	86,242	91,372	53,532
Net revenue	84,715	89,917	52,945
Net revenue growth	-6%	70%	278%
Equity/assets ratio	77%	76%	73%

Share capital and ownership structure etc.

General

The shares in ZignSec are admitted to trading on Nasdaq First North Growth Market and are traded under the ticker ZIGN. The ISIN code for the shares is SE0012930105.

Shares and share capital

As of the date of this Offer Document, ZignSec's registered share capital amounts to SEK 8,189,004.219, divided among 206,636,035 shares. Each share entitles the holder to one vote at the general meeting.

All issued shares carry equal rights to share in ZignSec's profits and assets. The articles of association of ZignSec contain no restrictions on the transferability of shares.

Holding of own shares

As of the date of this Offer Document, ZignSec holds no treasury shares.

Ownership structure

The table below shows the Company's shareholders whose holdings corresponded to at least five percent of the shares and votes in ZignSec as of June 28, 2024.

Shareholders	Number of shares	Share of capital and votes
Alexander Albedj	23,981,575	11.61
Nordnet Pensionsförsäkring AB	20,392,683	9.87
Alandsbanken Abp	15,720,877	7.61
Nordea Livförsäkring Sverige AB	12,229,130	5.92
Avanza Pension	11,486,210	5.56
Credit Suisse	8,745,214	4.23
Sandante Invest AB	5,050,000	2.44
Commerzbank	5,009,915	2.42
IBKR Financial Services AG	4,512,511	2.18
Mikael Nastamo	3,750,000	1.81
<i>Others</i>	<i>95,757,920</i>	<i>46.34</i>
In total	206,636,035	100%

Authorizations

The annual general meeting on 14 June 2024 resolved to authorize the board of directors of ZignSec to, on one or more occasions and at the latest until the next Annual General Meeting, to decide to increase the Company's share capital by issuing new shares and to issue warrants and convertibles.

New issues of shares, as well as issues of warrants and convertibles, may be made with or without deviation from the shareholders' preferential rights and with or without provision for contribution in kind, set-off or other conditions. Pursuant to Chapter 16 of the Swedish Companies Act, the Board of Directors may not, by virtue of this authorisation, decide on issues to members of the Board of Directors of the group, employees and others.

Issues without deviation from the shareholders' preferential rights may be made to the extent permitted by the current Articles of Association, or by any other Articles of Association that the shareholders may adopt by the required majority during the period up to the next Annual General Meeting. The total number of shares covered by issues in deviation of the shareholders' preferential rights may, after such issues, represent a total dilution of no more than twenty (20) percent of the shares of the Company at the first time the authorisation is used.

An issue decided by virtue of the authorisation shall be made at the market subscription price, subject to the market issue discount, if any. An issue decided by virtue of the authorisation shall be made in order to provide the Company with working capital, to increase the Company's financial flexibility and to enable acquisitions by payment in shares.

Warrants, incentive programs, etc.

Warrants

On 27 November 2023, the Board of Directors resolved, based on the authorization granted by the Annual General Meeting on 30 June 2023, to carry out a directed issue of a total of 15,718,000 new shares and, with the approval of the subsequent Extraordinary General Meeting, 15,718,000 warrants of series TO1. Warrants of series TO1 entitle the holder to subscribe for a maximum of 15,718,000 new shares. Each warrant shall entitle the holder to subscribe for one new share during the period 12 May 2025 up to and including 23 May 2025 against cash payment corresponding to the lower of (i) SEK 1.00 and (ii) the lowest subscription price applied in any new share issues carried out by the Company during the term of the warrants, however, not less than the quota value of the share. In the event that all warrants of series TO 1 are exercised for subscription, the Company will receive approximately SEK 15.7 million. At full utilization, the dilution for existing shareholders amounts to approximately 6.6 percent in relation to the number of shares in the Company. The warrants are subject to customary recalculation terms.

Share-based incentive programs

The Annual General Meeting on 28 June 2022 resolved to adopt an employee stock option program (Employee Stock Option Program 2022/2025) and a warrant-based incentive program (Warrant Program 2022/2025) and to approve the participation of certain members of the Board of Directors in the warrant-based incentive program. Under the Employee Stock Option Program 2022/2025, a maximum of 2,100,000 employee stock options may be issued and under the Warrant Program 2022/2025, a maximum of 700,000 warrants of series 2022/2025 may be issued. Each warrant entitles the holder to subscribe for one (1) share in the Company at a subscription price corresponding to 130 percent of the volume-weighted average price of the Company's shares on Nasdaq First North Growth Market during a period of ten (10) trading days up to and including June 27, 2022. The exercise period runs from 1 December 2025 up to and including 31 December 2025. As of 31 March 2024, there are 1,460,000 outstanding warrants in the Company due to the incentive programs. In the event that all warrants of series 2022/2025 are exercised to subscribe for new shares in the Company, this will result in a dilution of approximately 0.6 percent in relation to the number of shares in the Company. The warrants are subject to recalculation terms.

Dividends and dividend policy

The company has not adopted a dividend policy and has not declared any dividends during the period covered by the historical financial information. ZignSec is a growth company where generated profits are planned to be allocated to the development of the business. No dividend is therefore planned for the coming years. However, dividends may be paid when the Company's results and financial position so permit.

Shareholders' agreements etc.

The Board of Directors of ZignSec is not aware of any agreements between ZignSec shareholders that may restrict the transferability of ZignSec shares or between major ZignSec shareholders and ZignSec or G2RS.

ZignSec's Articles of Association

2023122900029

Bolagsordning

§ 1 Firma

Bolagets firma är **ZignSec AB (publ)**.

§ 2 Styrelsens säte

Styrelsen har sitt säte i Stockholms kommun, Stockholms län.

§ 3 Verksamhet

Bolaget ska bedriva eller, direkt eller indirekt via dotterbolag äga och förvalta bolag som bedriver, verksamhet inom IT-system och IT-tjänster, idka handel med värdepapper samt därmed förenlig verksamhet.

§ 4 Aktiekapital

Aktiekapitalet ska utgöra lägst 3 300 000 kronor och högst 13 200 000 kronor.

§ 5 Aktieantal

Antalet aktier ska vara lägst 85 000 000 och högst 340 000 000 aktier.

§ 6 Styrelse

Styrelsen ska bestå av lägst 3 och högst 8 ledamöter med högst 2 suppleanter.

§ 7 Revisorer

För granskning av aktiebolagets årsredovisning jämte räkenskaperna samt styrelsens och verkställande direktörens förvaltning ska bolaget ha en eller två revisorer och högst två revisorssuppleanter.

§ 8 Kallelse

Kallelse till årsstämma samt kallelse till extra bolagsstämma där fråga om ändring av bolagsordningen kommer att behandlas ska ske tidigast sex och senast fyra veckor före stämman. Kallelse till annan extra bolagsstämma ska ske tidigast sex och senast två veckor före stämman. Kallelse till bolagsstämma ska ske genom annonsering i Post- och Inrikes Tidningar och genom att kallelsen hålls tillgänglig på bolagets webbplats. Att kallelse har skett ska annonseras i Dagens Industri (DI).

§ 9 Rätt att delta i bolagsstämma

Aktieägare som vill delta i bolagsstämma ska anmäla sitt deltagande till bolaget senast den tidpunkt och den dag som anges i kallelsen till stämman. Denna dag får inte vara söndag, annan allmän helgdag, lördag, midsommarafton, julafton eller nyårsafton och inte infalla tidigare än femte vardagen före bolagsstämman.

Aktieägare eller ombud får ha med sig högst två (2) biträden vid bolagsstämma, dock endast om aktieägare anmält detta till bolaget på det sätt som anges i föregående stycke.

§ 10 Ärenden på årsstämma

Årsstämma hålles årligen inom 6 månader efter räkenskapsårets utgång.

På årsstämman ska följande ärenden förekomma.

- 1) Val av ordförande vid stämman
- 2) Upprättande och godkännande av röstlängd
- 3) Godkännande av dagordning
- 4) Val av en eller två protokolljusterare
- 5) Prövning av om stämman blivit behörigen sammankallad

- 6) Föredragning av framlagd årsredovisning och eventuell revisionsberättelse samt i förekommande fall koncernredovisning och eventuell koncernrevisionsberättelse
- 7) Beslut om
 - a) fastställande av resultaträkning och balansräkning samt i förekommande fall koncernresultaträkning och koncernbalansräkning
 - b) dispositioner beträffande vinst eller förlust enligt den fastställda balansräkningen
 - c) ansvarsfrihet åt styrelseledamöter och verkställande direktör
- 8) Fastställande av styrelse- och eventuella revisorsarvoden
- 9) Val av styrelse och, i förekommande fall, revisorer samt eventuella revisorssuppleanter
- 10) Annat ärende, som ankommer på stämman enligt aktiebolagslagen eller bolagsordningen.

§ 11 Räkenskapsår

Räkenskapsår är 0101–1231.

§ 12 Avstämningsförbehåll

Den aktieägare eller förvaltare som på avstämningsdagen är införd i aktieboken och antecknad i ett avstämningsregister, enligt 4 kap. lagen (1998:1479) om värdepapperscentraler och kontoföring av finansiella instrument eller den som är antecknad på avstämningskonto enligt 4 kap. 18 § första stycket 6-8 nämnda lag, ska antas vara behörig att utöva de rättigheter som framgår av 4 kap. 39 § aktiebolagslagen (2005:551).

§ 13 Tvisternas avgörande av skiljemän

Skulle tvist uppkomma mellan bolaget och styrelsen, styrelseledamot, verkställande direktör, likvidator eller aktieägare, ska den hänskjutas till avgörande av skiljemän i enlighet med lagen (1999:116) om skiljeförfarande.

Board of Directors, Management and Auditor

The company's board of directors

Marie-Louise Gefwert

Born in 1952. Board member since 2021. Chairman of the board since 2023.

Marie-Louise Gefwert has a degree of Master of Science in Business and Economics from Stockholm University. Marie-Louise has many years of experience from leading positions in international companies such as Inera AB, the Vattenfall Group and Ericsson AB. In addition, Marie-Louise has over 20 years of experience of board work in both listed and unlisted companies. Marie-Louise has completed the management training Ruter Dam and has been a mentor for board adapters in the government's program Styrelsekraft.

Other assignments: CEO and board member of Gefwert Development AB, board member of Enad Global 7 AB (publ).

Holdings in the Company: 953,345 shares.

Olli Nastamo

Born in 1956. Board member since 2023.

For the past five years, Olli has worked as Executive Vice President of Vaisala Oyj (Operational Excellence) and Senior Vice President (Sourcing and Manufacturing and Operational Excellence) of Outotec Oyj/Metso-Outotec Oyj. Olli has previous board experience.

Education: M.Sc in Engineering from Aalto University, Helsinki.

Other assignments: Board member of Fundator AB.

Holdings in the Company: 1,000,000 shares.

Philip Råmsell

Born in 1988. Board member since 2023.

Philip Råmsell has over 10 years of legal experience and currently runs his own law firm Råmsell Advokatbyrå AB. During his career, Philip has been active in a large number of business areas and sectors, including assisting listed companies and their boards in capital market matters.

Education: Master of Laws (LL.M.) from Stockholm University

Other assignments: Chairman of the board of Billo AB and board member of Sturebadet Läkarmottagning.

Holdings in the Company: 0 shares.

Hans Isoz

Born in 1972. Board member since 2023.

Hans Isoz has previously worked as an analyst at Swedbank and has held several senior positions within the TV4/Bonnier group. Between 2011 and 2015, Hans was CEO of the listed software company Image Systems before becoming a private investor.

Education: Master's degree in Finance and an MBA from the Stockholm School of Economics

Other assignments: Chairman of the board of S4K Research AB and board member of the listed company Scout Gaming AB and of G-Code and Brand Legends International AB.

Holdings in the Company: 0 shares.

Management

Glenn Mac Donald

Born in 1968. CEO since 2023.

Glenn was previously Chief Commercial Officer at International Card Services. He has extensive experience in the financial services industry, having held senior roles at Visa Europe, ING Bank, ABN Amro Bank, Adyen, Deloitte and Smart2Pay.

Education: Degree in Business Law from Maastricht University.

Other assignments: Board member STAK Onramper BV.

Holdings in the Company: 315,000 warrants of series 2022/2025 within the framework of the incentive program decided at the Annual General Meeting on 28 June 2022 and 518,617 shares.

Johan Törnqvist

Born in 1975. CFO since 2019.

Johan Törnqvist has extensive experience in finance and accounting and from working on several company boards. Previous experience includes Group Reporting Controller at Telecom 3.

Education: Master's degree in Economics from Linköping University.

Other assignments: Board member of Johan Törnqvist Konsult AB, Web Shield Ltd, ZignSec Asia Ltd, Data Depot OU, Data Depot Engineering, Data Depot Asia.

Holdings in the Company: 315,000 warrants of series 2022/2025 within the framework of the incentive program decided at the Annual General Meeting on 28 June 2022 and 562,516 shares.

Daniel Grech

Born in 1990, CTO since 2023.

Daniel Grech is a co-founder of Wyzer Ltd and has extensive experience in technical roles in intelligent automated financial trading systems and national trade repositories.

Education: Degree in Computer Science from the University of Malta and a Master of Science in Statistics from the University of Sheffield.

Other assignments: Board member Wyzer Ltd.

Holdings in the Company: 315,000 warrants of series 2022/2025 within the framework of the incentive program decided at the Annual General Meeting on 28 June 2022 and 2,211,944 shares.

The Company's auditor

Ernst & Young Aktiebolag (Box 7850, 103 99 Stockholm) has been ZignSec's auditor since 2019, with Charlotte Holmstrand as principal auditor since 2022.



ZignSec

Interim report Q2

1 April to 30 June 2024



ZignSec

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www.zignsec.com

Report highlights



Financial overview

- Net revenue amounted to SEK 21.8 (21.1) million, an increase of 3% compared with the corresponding period year before.
- Operating profit/loss before depreciation and amortization EBITDA amounted to SEK -1.9 (-7.1) million.
- Cash and cash equivalents amounted to SEK 25.1 (8.2) million.

Significant events during the second quarter

- ZignSec's subsidiary Web Shield signed a customer agreement with a leading Nordic-Baltic banking group to streamline their onboarding process for new merchant accounts and monitoring existing clients.
- The Board initiated a process to evaluate ZignSec's potential strategic alternatives to maximize shareholder value, which may include a sale of the Company or other possible transactions.
- In June, ZignSec carried out a rights issue that was subscribed for a total of approximately 87.5 percent. The rights issue generated approximately SEK 24.1 million after issuing costs.

Significant events after the end of the second quarter

- ZignSec's newly launched proof of address solution has started to generate revenue, and several new agreements has been signed with both new and existing clients.

Summary A word from the CEO

In Q2 2024, net revenue reached SEK 21.8 million, an increase by 3% compared to the same period last year. Our core segments, Know Your Business (KYB) and Know Your Customer (KYC), have shown robust performance with stable margins.

Our priorities for the remainder of 2024 include deepening our presence in key markets, enhancing our product portfolio, and driving further operational efficiencies.



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Interim report Q2

1 April to 30 June 2024

About the Group

ZignSec is a technology group in the fast-growing RegTech industry. The company provides SaaS platform with digital real-time solutions for customer due diligence and ID verification with global reach.

The solutions are used by companies that in turn can optimize their processes for "onboarding" both corporate customers and consumers and at the same time ensure compliance with ever-changing local and global regulatory requirements for Know Your Customer (KYC) and Anti Money Laundering (AML).

Financial summary

(mSEK)	Apr 1 - Jun 30 2024	Apr 1 - Jun 30 2023	Jan 1 - Jun 30 2024	Jan 1 - Jun 30 2023	Jan 1 - Dec 31 2023
Total revenue	22.5	21.8	44.4	44.5	86.2
Net revenue	21.8	21.1	43.1	43.1	84.7
Net revenue growth	3%	-10%	0%	-10%	-6%
EBITDA	-1.9	-7.1	-3.7	-12.5	-22.2
Operating profit/loss (EBIT)	-20.6	-25.8	-40.6	-49.2	-98.4
Net cash and cash equivalents	13.1	-12.5	13.1	-12.5	-1.0
Equity/Assets ratio	78%	74%	78%	74%	77%
Average number of employees	60	66	60	66	63
Number of shares	111,284,958	53,559,944	100,392,981	53,559,944	63,871,971
Earnings per share (SEK)	-0.188	-0.397	-0.397	-0.834	-1.465



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A Word from the CEO

I am pleased to present our interim report for Q2 2024, showcasing the continued strength of our core business areas, operational efficiencies, and targeted market expansion. ZignSec remains firmly positioned in the RegTech industry, effectively navigating both opportunities and challenges as we strive for market leadership.

For Q2 2024, net revenue reached SEK 21.8 million, reflecting a modest 3% growth compared to last year. While this growth is measured, it underscores the stability of our core business and the effectiveness of our strategic initiatives in a dynamic market environment.

Our core segments, Know Your Business (KYB) and Know Your Customer (KYC), have shown robust performance with stable margins. The KYB segment, led by our flagship products InvestiGate and Monitor, demonstrates continued growth, particularly in Eastern Europe, where the adoption of our solutions has been substantial.

Similarly, the KYC segment has maintained its progress, with Identity Data Verification and ID Verification products leading the way. The increasing demand for reliable identity verification in our key markets further reinforces the relevance and value of our offerings.

While our core products perform well, we recognize that our growth is tempered by the ongoing transition of certain services. The shift from our Legal Library service to the future-ready Compliance Pass is advancing, albeit with some temporary revenue dips. This necessary transition is integral to securing long-term sustainability and enhanced customer

satisfaction, which remain at the forefront of our strategy.

Additionally, we are managing a controlled revenue decline in our Customized Platforms segment by strategically reallocating resources toward higher-growth areas. This realignment aligns with our broader focus on sustainable growth and delivering greater shareholder value, setting the foundation for more robust future performance.

Given the current revenue trajectory and the strategic realignment, we are more determined than ever to push harder on achieving our financial targets. We are intensifying our efforts to ensure that despite the transitional adjustments, our short-term goals remain fully within reach.

Looking ahead, we remain optimistic about improving our growth trajectory. The evolving regulatory landscape presents both challenges and opportunities, and we are fully prepared to adapt and excel. Our priorities for the remainder of 2024 include deepening our presence in key markets, enhancing our product portfolio, and driving further operational efficiencies. We are actively monitoring regulatory changes to maintain our competitive edge and compliance, ensuring ZignSec is well-positioned for future success.

Innovation and customer-centric solutions will continue to drive our strategy as we move forward. Our commitment to delivering increased value to our shareholders, coupled with our focus on building on current positive momentum, will guide ZignSec toward sustained growth and long-term success.

Sincerely,
Glenn Mac Donald



Group development

The quarter April to June 2024

Revenue and operating profit

The Group's net sales for Q2, 2024 amounted to SEK 21.8 (21.1) million, which corresponds to an increase of 3% compared to the same quarter for the previous year.

EBITDA amounted to SEK -1.9 (-7.1) million. The improvement is mainly due to lower costs for personnel and consulting services.

Development

During the second quarter of 2024, capitalized development expenditures after depreciation remained unchanged. The investments are mainly related to the development and integration of new ID verification solutions as well as work with improved user-experience in portals and product flows.

Depreciation and amortization during the second quarter amounted to SEK -18.7 (-18.7) million.

Financial net

Net financial items for the second quarter amounted to SEK -1.2 (3.7) million, the change is mainly due to interest on external loans and a revaluation made in 2023 of the final deferred consideration for the Wyzer acquisition.

Tax

Estimated tax on profit for the second quarter amounted to SEK 0.8 (0.8) million.

The period January to June 2024

Revenue and operating profit

The Group's net sales for the period 2024 amounted to SEK 43.1 (43.1) million, which remained unchanged compared to the same period for the previous year.

EBITDA amounted to SEK -3.7 (-12.5) million. The change is mainly due to reduced costs for personnel and consulting services.

Development

During the period 2024, capitalized development expenditures after depreciation decreased by a total of SEK 0.1 million. The investments are mainly related to the development and integration of new ID verification solutions as well as work with improved user-experience in portals and product flows.

Depreciation and amortization during the period amounted to SEK -37.0 (-36.8) million. The change is due to slightly higher amortization of acquired goodwill.

Financial net

Net financial items for the period amounted to SEK -0.8 (3.0) million, the change is mainly due to interest on external loans and a revaluation made in 2023 of the final deferred consideration for the Wyzer acquisition.

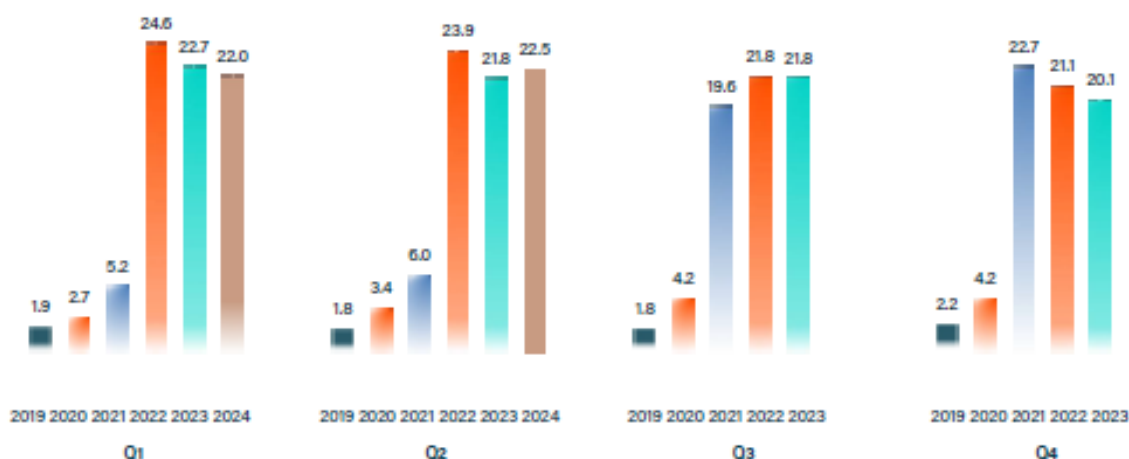
Tax

Estimated tax on profit for the period amounted to SEK 1.6 (1.6) million.

Quarterly turnover development

2019-2024

(mSEK)



Financial position

Financial position and liquidity

As of June 2024, the group had SEK 25.1 (8.2) million in cash and cash equivalents. The balance sheet total amounted to SEK 178.9 (247.8) million.

The company will continue its initiated drive towards growth and positive operative cash flow.

Operating cash flow

Cash flow from operating activities during the second quarter 2024 amounted to SEK -3.9 (-5.5) million.

Financing

During the second quarter, the company carried out a rights issue of shares, generating SEK 29.3 million before issuing costs, approximately SEK 24.1 million net. Cash and cash equivalents are deemed to be sufficient to meet current capital needs.



Significant events in the second quarter

ZignSec's subsidiary Web Shield signed a customer agreement with a leading Nordic-Baltic banking group. The agreement enables the bank to leverage use Web Shield's solutions to streamline the onboarding process for new merchant accounts and monitor existing clients with a focus on the Baltics, while ensuring adherence to local laws and card association rules.

ZignSec signed a customer agreement with the rapidly growing cryptocurrency broker hi. According to the agreement, ZignSec will be hi's exclusive platform for KYC and AML processes. The solutions will be deployed worldwide and serve over 3.5 million users.

The Board initiated a process to evaluate ZignSec's potential strategic alternatives to maximize shareholder value. As part of the process, the Board intends to consider a full range of strategic options, which may include a sale of the Company or other possible transactions.

In June, ZignSec carried out a rights issue that was subscribed for a total of approximately 87.5 percent. The rights issue generated approximately SEK 24.1 million after issuing costs.

Significant events after the second quarter

ZignSec's newly launched proof of address solution has gone live with transactions and is starting to generate revenue. During July and August, several new client agreements for this solution has been signed, both with new clients as well as existing clients that added this service to their existing contracts.



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Personnel

As per the date of report publication the group has 60 employees, which can be compared to 66 employees at the same time in 2023.

ZignSec focuses on making the organization more efficient, primarily in development and sales, in order to realize its planned growth.

Briefly about the market

The global market value of RegTech is expected to increase from 15.7 billion USD in 2020 to 87.2 billion USD in 2028, representing an annual growth rate of over 23.9%. The growth forecast is based on increased digitization, a rising number of identity-related cybercrimes, and the need for reliable identity verification methods. The prominent digitalization in the Nordics, with national eID systems, demonstrates the value of digital identity management. The EU is also striving to introduce a common eID for its citizens, with the goal of 80% adoption by 2030.

Emerging markets such as Latin America, the Asia-Pacific region, and Africa are experiencing a significant increase in digital usage, leading to a greater need for compliance with KYC and AML regulations. In Africa, there is rapid expansion in financial services, especially in countries like South Africa and Nigeria, where the demand for digital KYC and AML solutions is high. Latin America is experiencing similar growth, driven by increased internet usage and regulatory changes effecting digital financial and insurance services.

The global KYB market has also demonstrated significant growth, driven by increased awareness of business risks and stricter compliance requirements to combat fraud.

Business model

ZignSec offers a platform with digital solutions for onboarding, customer due diligence and real-time ID verification to customers in regulated industries. The company's business model is based on aggregating verification methods in different countries under one umbrella that can be used to verify users digitally in over 200 countries in the world through a single API integration or via ZignSec's customer portal.

ZignSec's business model is based on recurring subscriptions, re-occurring transaction fees and low integration costs. The company's costs mainly consist of development and integration costs as well as ongoing verification and transaction fees. After the integration, the number of transactions for each customer can increase without driving increased personnel costs.

ZignSec's customers can also add additional solutions from the company's offering or connect more markets to verify their users. This creates an incentive for the customer to use ZignSec as a complete supplier for all markets, while at the same time driving profitability for the company.



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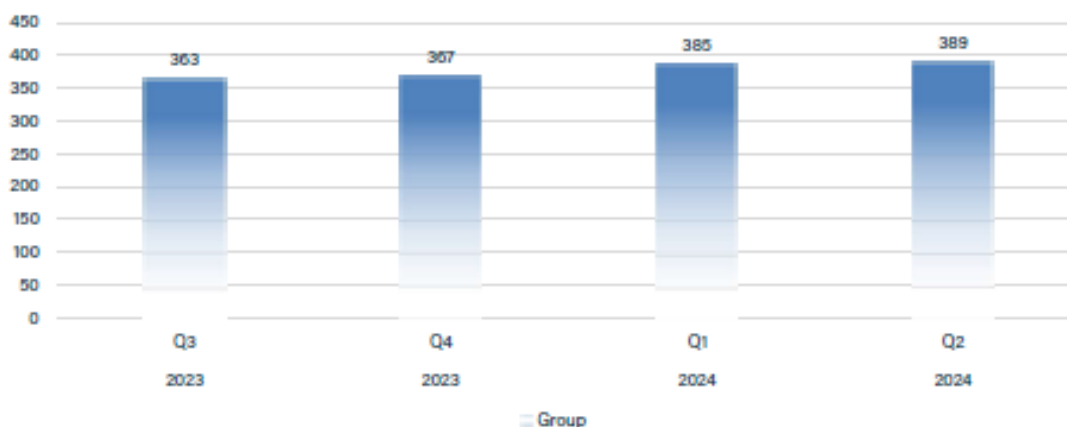
Financial and operational metric

Net revenue (mSEK)



Net revenue for the group increased during the second quarter by SEK 0.4 million compared to the first quarter of 2024, mainly as a result of higher revenue per customer in the KYC and KYB segment.

Average number of customers invoiced



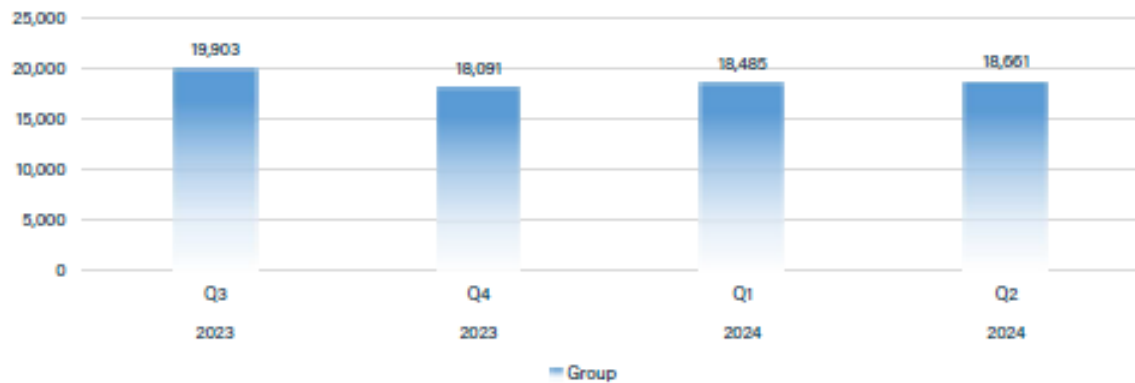
The monthly average number of invoiced customers has increased during the second quarter of 2024, mainly within the KYB segment.



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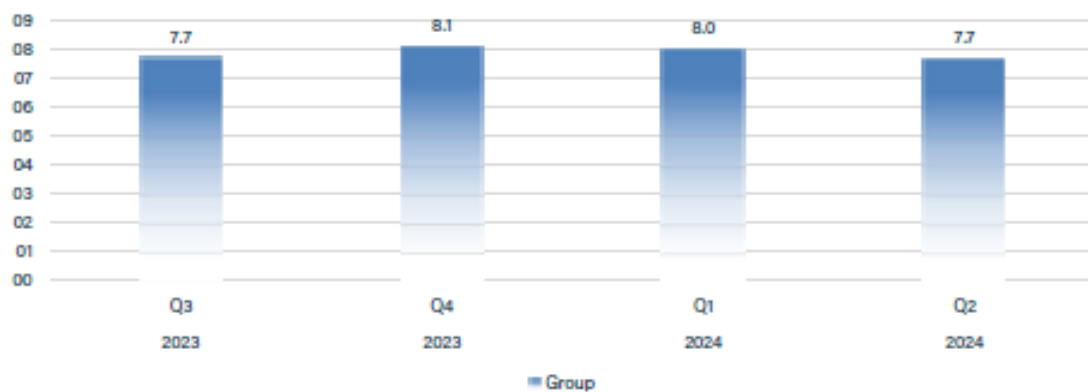
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Average revenue per customer (ARPC)



The average monthly revenue per customer (ARPC) has increased compared to Q1 2024, mainly due to increasing revenue from large KYC customers.

Transactions performed (million)



The number of completed transactions during Q2 2024 decreased as a result of slightly lower volumes of completed eID transactions.



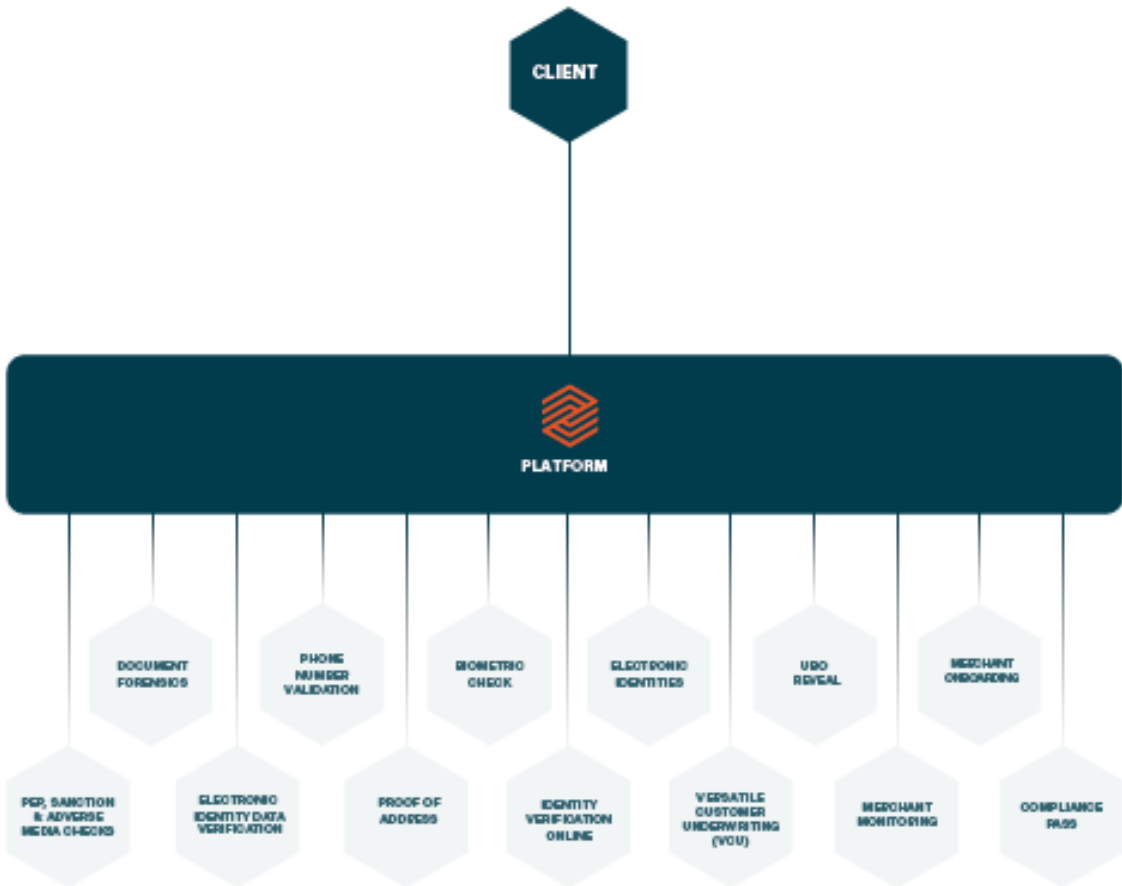
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Our Platform

An easy to connect verification platform for your business

ZignSec connects into different suppliers globally and makes them available via one easy to consume interface. We digitize and automate onboarding, due diligence and monitoring processes so our customers can focus on their core business. Through our channels - API, No Code Compliance Manager and soon our new SaaS Management portal - we make it easy to perform complex compliance workflows with the least effort.



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Product Features



ID and Biometric Verification

Allow customers to identify themselves by scanning their ID and automatically verifying it with a biometric check.



Identity Data Verification

Match personal information such as name, address, date of birth with data sources like official registers to verify identity data.



Electronic Identity Hub

Our platform offers a rapidly growing number of digital electronic identity solutions across the world.



Proof of Address

Verify an individual's place of residence by automatically validating proof of address documents like utility bills.



Email and Phone Number Validation

Use our phone number and email validation service to authenticate users around the globe, with the ability to reach over 7 billion people.



Document Forensics

Use AI to read and categorise documents while identifying any signs of tampering, forgery, or manipulation.



UBO Reveal

Identify an entity's ultimate beneficial owner based on retrieved corporate documents from official registries and perform AML checks.



AML Screening

Screen entities and individuals against multiple global PEP, sanctions and adverse media lists to enable anti-money laundering compliance.



Merchant Onboarding

Our InvestiGate solution provides users with research tools that automate and simplify the merchant due diligence process.



CompliancePass

A solution that enables cryptocurrency businesses to prove their compliance with local laws and industry rules.



Merchant Monitoring

A powerful combination of monitoring tools that automatically updates, tracks, and re-checks merchant and website information.



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Profit and loss

(mSEK)	Apr 1 - Jun 30 2024	Apr 1 - Jun 30 2023	Jan 1 - Jun 30 2024	Jan 1 - Jun 30 2023	Jan 1 - Dec 31 2023
Net revenue	21.8	21.1	43.1	43.1	84.7
Other operating income	0.7	0.7	1.3	1.3	1.5
	22.5	21.8	44.4	44.5	86.2
Cost of sales	-4.5	-6.3	-9.6	-12.1	-20.9
Other external costs	-7.2	-8.7	-14.2	-18.0	-36.0
Personnel costs	-11.8	-13.8	-23.3	-26.5	-50.7
Other operating costs	-0.8	-0.1	-0.9	-0.3	-0.9
Operating profit/loss (EBITDA)	-1.9	-7.1	-3.7	-12.5	-22.2
Depreciations and amortization	-18.7	-18.7	-37.0	-36.8	-76.2
Operating profit/loss (EBIT)	-20.6	-25.8	-40.6	-49.2	-98.4
Result from financial items					
Profit/loss from shares in associated companies	0.0	-0.1	0.0	-0.3	-0.4
Interest income, costs and similar items	-1.2	3.8	-0.8	3.3	2.1
Total result from financial items	-1.2	3.7	-0.8	3.0	1.8
Profit/loss before tax (EBT)	-21.7	-22.1	-41.4	-46.2	-96.6
Tax	0.8	0.8	1.6	1.6	3.1
Profit/loss for the period	-21.0	-21.3	-39.9	-44.7	-93.6

Balance Sheet

(mSEK)	Jun 30 2024	Jun 30 2023	Dec 31 2023
ASSETS			
Non-current assets			
Intangible assets			
Capitalized development expenditure	1.7	1.6	1.6
Customer relationships	27.0	42.3	32.6
Technology	0.0	9.7	4.4
Goodwill	95.5	150.3	114.9
Patent, trademarks, licenses	0.1	0.2	0.1
Total intangible assets	124.2	204.0	153.6
Tangible assets			
Property, plant and equipment	0.8	1.2	0.9
Total tangible assets	0.8	1.2	0.9
Financial assets			
Shares in associated companies	1.2	1.3	1.2
Total financial assets	1.2	1.3	1.2
Total non-current assets	126.3	206.5	155.7
Current assets			
Accounts receivable	10.7	11.5	8.4
Other receivables	8.0	8.3	7.7
Prepaid expenses and accrued income	8.8	13.3	8.1
Total current assets	27.5	33.1	24.2
Cash and cash equivalents	25.1	8.2	14.3
Total current assets	52.6	41.2	38.5
TOTAL ASSETS	178.9	247.8	194.2

Balance Sheet

(mSEK)	Jun 30 2024	Jun 30 2023	Dec 31 2023
EQUITY, PROVISIONS AND LIABILITIES			
EQUITY			
Share capital	8.2	2.1	3.5
Equity method reserve	0.7	0.7	0.7
Reserves (translation difference)	32.5	36.9	26.8
Share premium reserve	458.2	416.0	438.7
Retained earnings incl. profit/loss of the period	-359.9	-271.1	-320.1
TOTAL EQUITY	139.6	184.5	149.6
PROVISIONS			
Provisions for deferred tax	2.8	6.1	4.2
TOTAL PROVISIONS	2.8	6.1	4.2
LIABILITIES			
Non-current liabilities			
Liabilities to credit institutions	5.4	12.0	8.7
Total non-current liabilities	5.4	12.0	8.7
Current liabilities			
Liabilities to credit institutions	6.7	8.7	6.7
Prepayments from customers	3.7	0.3	0.2
Accounts payable	4.5	3.3	3.6
Liabilities to associated companies	0.9	0.9	0.9
Tax liabilities	0.0	0.0	0.0
Other liabilities	5.2	11.2	5.4
Accrued expenses and prepaid income	10.0	20.7	14.9
Total current liabilities	31.1	45.1	31.7
TOTAL LIABILITIES	36.5	57.1	40.4
TOTAL EQUITY AND LIABILITIES	178.9	247.8	194.2



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Statement of changes in equity

(mSEK)	Share capital	Equity method reserve	Reserves	Share premium reserve	Retained earnings incl. profit/loss of the period	Total equity
Statement of changes in equity						
Balance at 2023-01-01	3.5	0.7	26.8	438.7	-320.1	149.6
Profit/Loss of the period					-39.9	-39.9
New share issue	4.6			24.7		29.3
- issue expenses				-5.2		-5.2
Translation difference			5.7			5.7
Balance at 2023-12-31	8.2	0.7	32.5	458.2	-359.9	139.6



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Statement of cash flow

(mSEK)	Apr 1 - Jun 30 2024	Apr 1 - Jun 30 2023	Jan 1 - Jun 30 2024	Jan 1 - Jun 30 2023	Jan 1 - Dec 31 2023
Operating activities					
Operating profit/loss	-20.6	-25.8	-40.6	-49.2	-98.4
Adjustments for:					
Depreciation and amortizations	18.7	18.7	37.0	36.8	76.2
Interest received	0.0	0.0	0.0	0.0	0.1
Interest paid	-0.8	-0.7	-1.3	-1.3	-2.6
Income tax paid	0.0	0.0	0.0	0.0	-0.1
Cash flow from operating activities before changes in working capital	-2.7	-7.8	-5.0	-13.8	-24.8
Changes in working capital					
Change in receivables	-1.1	-1.6	-2.2	-2.4	4.8
Change in short-term debts	-0.2	3.9	-2.3	-0.3	-5.1
Cash flow from operating activities	-3.9	-5.5	-9.5	-16.5	-25.1
Investing activities					
Investment in intangible assets	-0.3	-0.2	-0.6	-0.4	-1.0
Investment in tangible assets	-0.1	0.0	-0.1	0.0	-0.1
Cash flow from investing activities	-0.3	-0.2	-0.6	-0.5	-1.1
Financing activities					
Loan repayment	-1.6	-1.1	-3.3	-1.1	-4.4
New share issue	24.1	0.0	24.1	0.0	18.7
Cash flow from financing activities	22.5	-1.1	20.8	-1.1	14.3
Total cash flow for the period	18.2	-6.8	10.7	-18.0	-11.9
Unrealized Fx Revaluation Effect	-0.1	0.0	0.1	0.0	0.0
Cash and cash equivalents at beginning of period	7.0	15.0	14.3	26.2	26.2
Cash and cash equivalents at end of period	25.1	8.2	25.1	8.2	14.3



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Other information

Transactions with related parties

No transactions with related parties that have not been on a market basis have taken place.

Audit

The company's auditor is Ernst & Young AB. This Interim report has not been subject to review by the company's auditor.

Accounting principles

This Interim report for the group has been prepared in accordance with BFNAR 2012:1 Årsredovisning och koncernredovisning (K3).

During 2024, no new or revised accounting principles with a material impact on the group have emerged. The accounting principles have been consistent since 2019.

When recognizing development costs the capitalization model is used.

Financial Calendar

Quarterly report 3: 25 November 2024

Important information

This information is information that ZignSec AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation and Securities markets Act. The information was submitted for publication, by the contact person below, on 21 August, 2024.

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Swedish tax considerations

The following is a summary of certain Swedish tax issues related to the Offer, which concern individuals and limited liability companies with unlimited tax liability in Sweden, unless otherwise stated. The summary is based on Swedish tax legislation as currently in effect and is intended only as general information. The summary is not intended to be an exhaustive account of all tax consequences that may arise as a result of the Offer. For example, it does not address:

- (i) the special rules which may be applicable to holdings in companies which are or have previously been "closely held companies" (Sw. *fåmansföretag*) or to shares acquired by virtue of "qualified shares in closely held companies"(Sw. *kvalificerade andelar*);
- (ii) the specific rules on tax-free dividends and capital gains (including non-deductibility of capital losses) in the corporate sector that may be applicable when shareholders hold shares that are considered business-related in the corporate sector;
- (iii) shares held by limited or general partnerships;
- (iv) shares held as current assets in a business operation; and
- (v) shares held through certain special investment vehicles such as investment savings accounts or endowment policies.

Special tax rules also apply to certain types of taxpayers, such as investment companies and insurance companies, as well as situations considered abusive. Consequently, the tax treatment of each individual shareholder depends on his/her specific situation. Each shareholder should therefore consult an independent professional advisor to analyze the tax consequences that the Offer may entail for them, including the possible applicability and effect of foreign tax rules and tax treaties and other rules that may be applicable. The following summary is based on the assumption that the shares related to the Offer are considered to be listed for Swedish tax purposes (should this assumption be incorrect, tax rules other than those described below may apply).

General

When publicly traded shares, such as the shares of ZignSec, are sold or otherwise disposed of, a taxable capital gain or a deductible capital loss may arise. The capital gain or loss is usually calculated as the difference between the sales proceeds for the shares, after deducting sales costs and the tax basis. The tax basis for all shares of the same type and class is calculated together in accordance with the average cost method (Sw. *genomsnittsmetoden*). As an alternative to the average cost method, the standardized method (Sw. *schablonmetoden*) may be used upon the sale of listed shares, such as shares in Pagero. The standardized method entails that the tax basis may be determined as 20 percent of the sales proceeds for the shares after deducting sales costs.

Individuals

Capital gains for individuals resident in Sweden for tax purposes are taxed as capital income. The tax rate for capital income is 30 percent. Capital losses on listed shares may be fully set off against taxable capital gains arising the same year from listed shares and also, among other things, against non-listed shares in Swedish limited liability and other listed equity securities arising except for shares in mutual funds or special funds containing only Swedish debt securities (so-called interest funds). Capital losses on listed shares which cannot be set off in this manner may be deducted with 70 percent against other capital incomes.

If there is a net loss in the capital income category, a tax reduction is allowed against municipal and national income tax as well as against national real estate tax and municipal real estate charges. The tax reduction is granted at 30 percent on the portion of such net loss that does not exceed SEK 100,000 and at 21 percent on any remaining loss. Such net loss cannot be carried forward to future fiscal years.

Limited liability companies

For limited liability companies, all incomes, including taxable capital gains from divestments of shares, are taxed as business income at a tax rate of 20.6 percent.

Deductible capital losses on shares are only allowed against taxable capital gains on shares and other securities taxed as shares. If a capital loss cannot be deducted by the company that made the loss, it may, under certain conditions, be deducted against taxable capital gains on shares and other securities taxed as shares of another company in the same group, provided that there is a right of group contribution (Sw. *koncernbidrag*) between the companies. Capital losses on shares that have not been utilized in a given year may be carried forward and deducted against taxable capital gains on shares and other securities taxed as shares in subsequent tax years, without limitation in time.

Shareholders with limited tax liability in Sweden

Shareholders with limited tax liability in Sweden and whose holdings are not attributable to a permanent establishment in Sweden are generally not liable for Swedish capital gain taxation upon divestment of Swedish shares. Such shareholders may, however, be subject to taxation in their country of residence for tax purposes.

Under a specific tax rule, individuals that are not resident in Sweden for tax purposes may be subject to Swedish capital gain taxation upon the divestment of shares if they have been resident or stayed permanently (Sw. *stadigvarande vistats*) in Sweden at any time during the calendar year of such divestment or during any of the previous ten calendar years. The applicability of this rule may be limited by tax treaties between Sweden and other countries.

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