

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:

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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](#)