

ZignSec







Report highlights



Financial overview

- Net revenue, that amounted to SEK 21.7 (21.7) million, remained unchanged compared with the corresponding period the year before.
- Operating profit/loss before depreciation and amortization EBITDA amounted to SEK -1.0 (-5.4) million.
- Cash and cash equivalents amounted to SEK 20.6 (9.4) million.

Significant events during the third quarter

 G2 Acquisition Inc. made a public cash offer to the shareholders of ZignSec and holders of warrants of series T01 to tender all their shares and warrants in the Company.

Significant events after the end of the third quarter

- ZignSec has signed an agreement with the world's largest platform marketplace for wine,
 Vivino. The agreement enables Vivino to perform age verification through identity verification on their clients.
- ZignSec has signed an agreement with Ninja Casino, a brand under Entain, to provide customer verification and monitoring services in Sweden.

Summary A word from the CEO

The third quarter 2024 was marked by meaningful progress in our strategic initiatives that led G2 Acquisition Inc. to make a public offer to acquire all the shares and warrants in the Company, and in November G2 declared that the offer will be completed unconditionally.

Interim report Q3

1 July to 30 September 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 everchanging local and global regulatory requirements for Know Your Customer (KYC) and Anti Money Laundering (AML).

Financial summary

(mSEK)	Jul 1 - Sep 30 2024	Jul 1 - Sep 30 2023	Jan 1 - Sep 30 2024	Jan 1 - Sep 30 2023	Jan 1 - Dec 31 2023
Total revenue	22.6	21.8	67.0	66.3	86.2
Net revenue	21.7	21.7	64.9	64.8	84.7
Net revenue growth	0%	1%	0%	-6%	-6%
EBITDA	-1.0	-5.4	-4.7	-17.8	-22.2
Operating profit/loss (EBIT)	-17.4	-24.8	-58.1	-74.0	-98.4
Net cash and cash equivalents	10.1	-9.5	10.1	-9.5	-1.0
Equity/Assets ratio	78%	77%	78%	77%	77%
Average number of employees	59	66	59	66	63
Number of shares	206,636,035	69,073,473	136,196,501	58,787,946	63,871,971
Earnings per share (SEK)	-0.087	-0.370	-0.426	-1.194	-1.465

A Word from the CEO

In Q3 2024, ZignSec demonstrated strategic resilience and purposeful navigation through a complex regulatory technology landscape, achieving significant milestones that reflect our unwavering commitment to innovative compliance solutions. Our performance this quarter underscores the adaptability and strategic vision that define our organizational approach.

The quarter was characterized by a considerable strategic development with G2 Acquisition Inc. announcing a public offer to acquire all shares and warrants in ZignSec. As of the publication of this report, G2 has announced controlling more than 94 percent of votes and capital, with a clear declaration of unconditional offer completion. This milestone represents a pivotal moment in our company's strategic trajectory, signaling strong market validation of our technological and business model.

Our third quarter financial performance encapsulates both the challenges inherent in the dynamic RegTech sector and the opportunities our innovative solutions present. We achieved a net revenue of SEK 21.7 million and reached a significant customer milestone by welcoming our 400th paying customer—our highest count of monthly invoiced clients to date. This achievement is particularly noteworthy, highlighting the growing market trust in our solutions. Prestigious clients like Vivino and Ninja Casino have further validated our approach by selecting our Know Your Customer (KYC) solutions to enhance their regulatory compliance and operational efficiency.

Our Know Your Business (KYB) services demonstrated strong resilience during the

quarter. Merchant URL screening has rebounded to pre-geo-political impact levels, a testament to the robustness of our technological infrastructure. This recovery illuminates the critical value of our solutions in an increasingly complex and nuanced regulatory environment. Our strategic diversification across multiple sectors and geographical markets has been instrumental in maintaining operational stability while effectively navigating market fluctuations.

We acknowledge the challenges in our South American KYC segment, where reduced customer onboarding volumes impacted revenue. However, this reflects our clients growth trends rather than a diminishment of our core capabilities. Our comprehensive approach and technological adaptability position us well to address these market variations.

Continuous platform development remains a cornerstone of our strategic vision. We are making significant investments in advanced features designed to enhance client experiences and drive sustainable long-term growth. Our relentless commitment to innovation and operational excellence solidifies ZignSec's position as a leading innovator in the RegTech ecosystem.

As we look forward, we remain steadfastly dedicated to anticipating and addressing the evolving regulatory needs of our clients, consistently pushing the boundaries of regulatory technology solutions. Our ability to blend technological innovation with deep regulatory insights continues to be our most significant competitive advantage.

Sincerely, Glenn Mac Donald



Group development

The quarter July to September 2024

Revenue and operating profit

The group's net sales for Q3 2024, which amounted to SEK 21.7 (21.7) million, were unchanged compared with the same quarter last year.

EBITDA amounted to SEK -1.0 (-5.4) million. The improvement is mainly due to lower costs for personnel and consulting services.

Development

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

Depreciation and amortization during the third quarter amounted to SEK -16.4 (-19.3) million.

Financial net

Net financial items for the third quarter amounted to SEK -1.0 (-1.5) million, the change is mainly due to interest on external loans.

Tax

Estimated tax on profit for the third quarter amounted to SEK 0.4 (0.7) million.

The period January to September 2024

Revenue and operating profit

The Group's net sales for the period 2024 amounted to SEK 64.9 (64.8) million, which corresponds to an increase of 0.1% compared with the same period for the previous year.

EBITDA amounted to SEK -4.7 (-17.8) million. The change is mainly due to reduced costs for personnel and consulting services.

Development

During the period 2024, capitalized development expenditures after depreciation increased by a total of SEK 0.2 million. The investments are mainly related to the development and integration of new KYC solutions as well as work with improved user-experience in portals and product flows.

Depreciation and amortization during the period amounted to SEK-53.4 (-56.1) million.

Financial net

Net financial items for the period amounted to SEK -1.8 (1.5) 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.

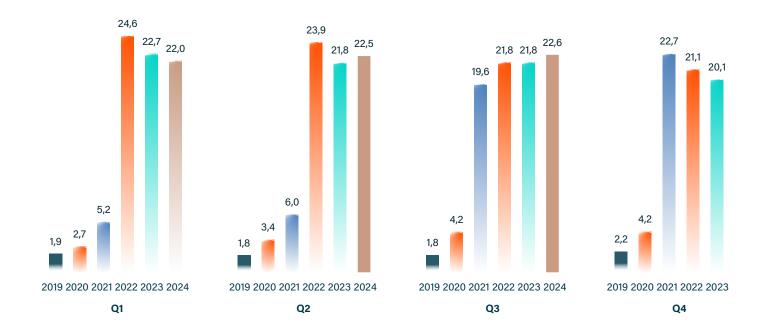
Tax

Estimated tax on profit for the period amounted to SEK 2.0 (2.3) million.

Quarterly turnover development

2019-2024

(mSEK)



Financial position

Financial position and liquidity

As of September 2024, the group had SEK 20.6 (9.4) million in cash and cash equivalents. The balance sheet total amounted to SEK 157.5 (221.2) 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 third quarter 2024 amounted to SEK -1.5 (-7.7) million.

Financing

Cash and cash equivalents are deemed to be sufficient to meet current capital needs.

Significant events in the third quarter

G2 Acquisition Inc. made a public cash offer to the shareholders of ZignSec and holders of warrants of series T01 to tender all their shares and warrants in the Company. The Board announced that they unanimously recommend the shareholders of ZignSec to accept the offer, based on their assessment 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.

Significant events after the third quarter

ZignSec signed an agreement with the world's largest platform marketplace for wine, serving over 65 million users. The agreement enables the marketplace to verify its customers' age in Denmark, and provides the opportunity to expand the age verification process globally.

ZignSec signed an agreement with Ninja Casino, a brand under Entain, to provide customer verification and monitoring services in Sweden. This partnership ensures that Ninja Casino remains fully compliant with the country's KYC (Know Your Customer) and AML (Anti-Money Laundering) regulations.

In November, G2 Acquisition Inc announced they controlled more than 94 percent of the capital and votes in ZignSec and declared that the offer will be completed unconditionally. G2 Acquisition also announces that it will work to delist the share and carry out a compulsory acquisition of the remaining shares after an extended acceptance period.

Personnel

As per the date of report publication the group has 61 employees, which can be compared with 58 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 companys' 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.



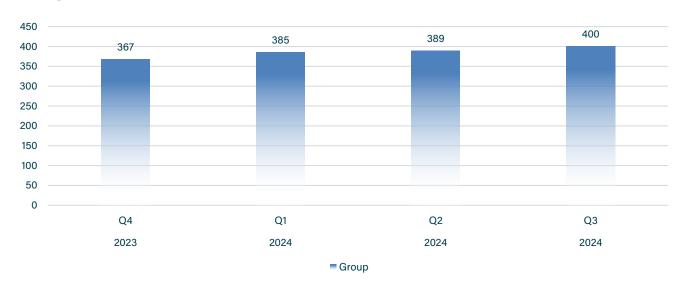
Financial and operational metric

Net revenue (mSEK)



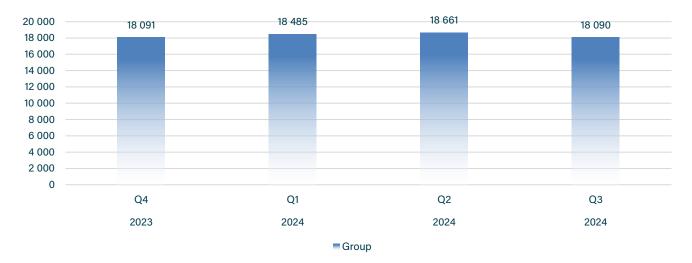
Net revenue for the group decreased during the third quarter by SEK 0.1 million compared with the second quarter of 2024 as a result of lower revenue per customer in the KYC segment, offset by increased revenue for customized platforms.

Average number of customers invoiced



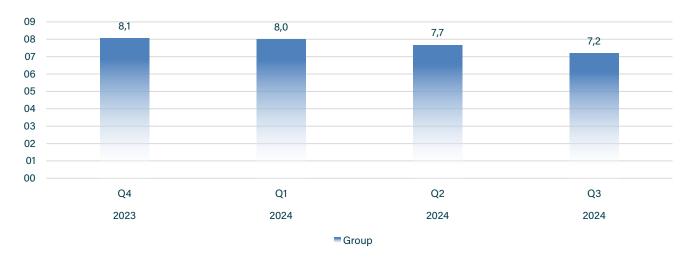
The monthly average number of invoiced customers has increased during the third quarter of 2024, mainly within the KYB segment.

Average revenue per customer (ARPC)



The average monthly revenue per customer (ARPC) has decreased compared with Q2 2024, mainly due to decreasing revenue from large KYC customers.

Transactions performed (million)

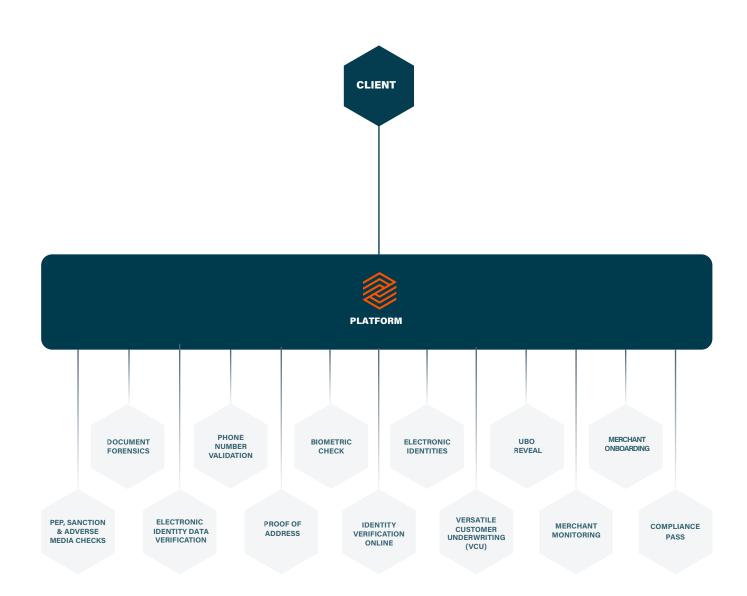


The number of completed transactions during Q3 2024 decreased as a result of lower volumes of completed eID transactions.

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.



Product Features



ID and Biometric Verification

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



Electronic Identity Hub

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



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.



UBO Reveal

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



Merchant Onboarding

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



Merchant Monitoring

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



Identity Data Verification

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



Proof of Address

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



Document Forensics

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



AML Screening

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



CompliancePass

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

Profit and loss

(mSEK)	Jul 1 - Sep 30 2024	Jul 1 - Sep 30 2023	Jan 1 - Sep 30 2024	Jan 1 - Sep 30 2023	Jan 1 - Dec 31 2023
Net revenue	21.7	21.7	64.9	64.8	84.7
Other operating income	0.9	0.1	2.2	1.5	1.5
	22.6	21.8	67.0	66.3	86.2
Cost of sales	-4.5	-4.2	-14.1	-16.3	-20.9
Other external costs	-7.2	-9.2	-21.5	-27.5	-36.0
Personnel costs	-11.5	-13.2	-34.8	-39.4	-50.7
Other operating costs	-0.4	-0.6	-1.3	-1.0	-0.9
Operating profit/loss (EBITDA)	-1.0	-5.4	-4.7	-17.8	-22.2
Depreciations and amortization	-16.4	-19.3	-53.4	-56.1	-76.2
Operating profit/loss (EBIT)	-17.4	-24.8	-58.1	-74.0	-98.4
Result from financial items					
Profit/loss from shares in associated companies	0.0	-0.1	0.0	-0.4	-0.4
Interest income, costs and similar items	-1.0	-1.4	-1.9	1.9	2.1
Total result from financial items	-1.0	-1.5	-1.8	1.5	1.8
Profit/loss before tax (EBT)	-18.5	-26.3	-59.9	-72.5	-96.6
Tax	0.4	0.7	2.0	2.3	3.1
Profit/loss for the period	-18.1	-25.6	-58.0	-70.2	-93.6



Balance Sheet

(mSEK)	Sep 30 2024	Sep 30 2023	Dec 31 2023
ASSETS			
Non-current assets			
Intangible assets			
Capitalized development expenditure	1.8	1.6	1.6
Customer relationships	23.6	37.4	32.6
Technology	0.0	7.0	4.4
Goodwill	83.6	133.1	114.9
Patent, trademarks, licenses	0.1	0.1	0.1
Total intangible assets	109.0	179.1	153.6
Tangible assets			
Property, plant and equipment	0.8	1.0	0.9
Total tangible assets	0.8	1.0	0.9
Financial assets			
Shares in associated companies	1.2	1.2	1.2
Other long-term receivables	0.4	0.0	0.0
Total financial assets	1.6	1.2	1.2
Total non-current assets	111.4	181.3	155.7
Current assets			
Accounts receivable	9.4	15.3	8.4
Other receivables	7.6	8.2	7.7
Prepaid expenses and accrued income	8.6	6.9	8.1
Total current assets	25.5	30.4	24.2
Cash and cash equivalents	20.6	9.4	14.3
Total current assets	46.1	39.8	38.5
TOTAL ASSETS	157.5	221.2	194.2



Balance Sheet

(mSEK)	Sep 30 2024	Sep 30 2023	Dec 31 2023
EQUITY, PROVISIONS AND LIABILITIES			
EQUITY			
Share capital	8.2	2.9	3.5
Equity method reserve	0.7	0.7	0.7
Reserves (translation difference)	33.2	31.7	26.8
Share premium reserve	458.1	431.5	438.7
Retained earnings incl. profit/loss of the period	-378.0	-296.6	-320.1
TOTAL EQUITY	122.1	170.1	149.6
PROVISIONS			
Provisions for deferred tax	2.5	5.1	4.2
TOTAL PROVISIONS	2.5	5.1	4.2
LIABILITIES			
Non-current liabilities			
Liabilities to credit institutions	3.8	10.3	8.7
Total non-current liabilities	3.8	10.3	8.7
Current liabilities			
Liabilities to credit institutions	6.7	8.6	6.7
Prepayments from customers	3.4	0.3	0.2
Accounts payable	2.4	3.8	3.6
Liabilities to associated companies	0.9	0.9	0.9
Tax liabilities	0.0	0.0	0.0
Other liabilities	4.4	7.4	5.4
Accrued expenses and prepaid income	11.4	14.4	14.9
Total current liabilities	29.2	35.6	31.7
TOTAL LIABILITIES	33.0	45.9	40.4
TOTAL EQUITY AND LIABILITIES	157.5	221.2	194.2



Statement of changes in equity

(mSEK) Statement of changes in equity	Share capital	Equity method reserve	Reserves	Share premium reserve	Retained earnings incl. profit/loss of the period	Total equity
Balance at 2023-01-01	3.5	0.7	26.8	438.7	-320.1	149.6
Profit/Loss of the period					-58.0	-58.0
New share issue	4.6			24.7		29.3
- issue expenses				-5.3		-5.3
Translation difference			6.4			6.4
Balance at 2023-12-31	8.2	0.7	33.2	458.1	-378.0	122.1

Statement of cash flow

(mSEK)	Jul 1 - Sep 30 2024	Jul 1 - Sep 30 2023	Jan 1 - Sep 30 2024	Jan 1 - Sep 30 2023	Jan 1 - Dec 31 2023
Operating activities					
Operating profit/loss	-17.4	-24.8	-58.1	-74.0	-98.4
Adjustments for:					
Depreciation and amortizations	16.4	19.3	53.4	56.1	76.2
Interest received	0.0	0.0	0.0	0.0	0.1
Interest paid	-0.4	-0.7	-1.8	-2.0	-2.6
Income tax paid	0.0	-0.1	0.0	-0.1	-0.1
Cash flow from operating activities before changes in working capital	-1.5	-6.2	-6.5	-19.9	-24.8
Changes in working capital					
Change in receivables	1.9	1.1	-0.4	-1.3	4.8
Change in short-term debts	-2.0	-2.6	-4.1	-2.9	-5.1
Cash flow from operating activities	-1.5	-7.7	-11.0	-24.2	-25.1
Investing activities					
Investment in intangible assets	-0.4	-0.2	-0.9	-0.7	-1.0
Investment in tangible assets	-0.1	0.0	-0.1	0.0	-0.1
Investment in financial assets	-0.4	0.0	-0.4	0.0	0.0
Cash flow from investing activities	-0.8	-0.2	-1.4	-0.7	-1.1
Financing activities					
Loan repayment	-1.6	-1.6	-4.9	-2.7	-4.4
New share issue	-0.1	10.8	24.0	10.8	18.7
Cash flow from financing activities	-1.7	9.2	19.1	8.1	14.3
Total cash flow for the period	-4.0	1.3	6.7	-16.8	-11.9
Unrealized Fx Revaluation Effect	-0.5	0.0	-0.4	0.0	0.0
Cash and cash equivalents at beginning of period	25.1	8.2	14.3	26.2	26.2
Cash and cash equivalents at end of period	20.6	9.4	20.6	9.4	14.3

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

Year-end report: 25 February 2025

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 25 November, 2024.

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