

ZignSec publishes EU-growth prospectus in connection with the forthcoming rights issue

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ZignSec AB (publ) ("ZignSec" or the "Company") publishes an EU-growth prospectus in connection with the rights issue resolved by the board of directors on 25 May 2022 (the "Rights Issue"). The prospectus has today been approved and registered by the Swedish Financial Supervisory Authority ("SFSA") and is now available on the Company's website.

The prospectus has been prepared in connection with the forthcoming Rights Issue and has today, 5 July 2022, been approved and registered with the SFSA. The prospectus, containing full terms and conditions and other information about the Rights Issue, is available on the Company's website (www.zignsec.com) and Vator Securities AB's website (www.vatorsecurities.se). The prospectus will also be available on the website of the Swedish Financial Supervisory Authority (www.fi.se). Application forms will be made available on the Company's and Vator Securities' websites at the start of the subscription period.

For further information on the Rights Issue, please see the published prospectus.

The Rights Issue in brief

- Rights issue of a maximum of 16,915,622 shares corresponding to, upon full subscription, total proceeds of approximately SEK 59.2 million before issue costs.
- Subscription commitments of approximately SEK 43.9 million in total have been received from the Board of Directors and senior management, as well as the strategic shareholders Wyzer Ltd and Web Shield Ltd and several existing and external investors. The Rights Issue is thus guaranteed to approximately 74 percent through subscription commitments.
- For each existing share held on the record date, one (1) subscription right is received in the Rights Issue. Holding of two (2) subscription rights entitles to subscribe for one (1) new share.
- Subscription price of SEK 3.50 per share.
- The record date for the Rights Issue is 5 July 2022, the last day for trading including the right to receive subscription rights was 1 July 2022 and the first day for trading excluding the right to receive subscription rights was 4 July 2022.
- The subscription period for the Rights Issue is expected to begin on 7 July 2022 and to end on 21 July 2022.

- The Over-allotment issue that the Board of Directors may resolve on consists of up to 5,714,285 new shares and may provide ZignSec with additional proceeds of up to approximately SEK 20 million, conditional upon the Rights Issue being oversubscribed. The reason for deviating from the shareholders' preferential rights is to meet an increased demand. The subscription price in the Over-allotment issue will correspond to the subscription price in the Rights Issue.

Preliminary timetable regarding the Rights Issue

5 July 2022	Record date regarding Rights Issue
7 July 2022 – 18 July 2022	Trading in subscription rights
7 July 2022 – 21 July 2022	Subscription period for the Rights Issue
25 July 2022	Estimated date for publication of the outcome of the Rights Issue

Advisors

Vator Securities AB is the Company's financial advisor and Eversheds Sutherland Advokatbyrå AB is the Company's legal advisor in connection to the Rights Issue. Vator Securities AB acts as the issuer agent in connection to the Rights Issue.

For more information, please contact

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About ZignSec

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).

Nasdaq First North Ticker Symbol: ZIGN

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FALLING WITHIN ARTICLE 49(2)(A) TO (D) OF THE ORDER; OR (III) SUCH OTHER PERSONS TO WHOM SUCH INVESTMENT OR INVESTMENT ACTIVITY MAY LAWFULLY BE MADE AVAILABLE UNDER THE ORDER (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "RELEVANT PERSONS"). IN THE UNITED KINGDOM, ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS COMMUNICATION RELATES IS AVAILABLE ONLY TO, AND WILL BE ENGAGED IN ONLY WITH, RELEVANT PERSONS. PERSONS WHO ARE NOT RELEVANT PERSONS SHOULD NOT TAKE ANY ACTION ON THE BASIS OF THIS PRESS RELEASE AND SHOULD NOT ACT OR RELY ON IT.

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INFORMATION TO DISTRIBUTORS

SOLELY FOR THE PURPOSES OF THE PRODUCT GOVERNANCE REQUIREMENTS CONTAINED WITHIN: (A) EU DIRECTIVE 2014/65/EU ON MARKETS IN FINANCIAL INSTRUMENTS, AS AMENDED ("MIFID II"); (B) ARTICLES 9 AND 10 OF COMMISSION DELEGATED DIRECTIVE (EU) 2017/593 SUPPLEMENTING MIFID II; AND (C) LOCAL IMPLEMENTING MEASURES (TOGETHER, THE "MIFID II PRODUCT GOVERNANCE REQUIREMENTS"), AND DISCLAIMING ALL AND ANY LIABILITY, WHETHER ARISING IN TORT, CONTRACT OR OTHERWISE, WHICH ANY "MANUFACTURER" (FOR THE PURPOSES OF THE MIFID II PRODUCT GOVERNANCE REQUIREMENTS) MAY OTHERWISE HAVE WITH RESPECT THERETO, THE SHARES IN ZIGNSEC HAVE BEEN SUBJECT TO A PRODUCT APPROVAL PROCESS, WHICH HAS DETERMINED THAT SUCH SHARES ARE: (I) COMPATIBLE WITH AN END TARGET MARKET OF RETAIL INVESTORS AND INVESTORS WHO MEET THE CRITERIA OF PROFESSIONAL CLIENTS AND ELIGIBLE COUNTERPARTIES, EACH AS DEFINED IN MIFID II; AND (II) ELIGIBLE FOR DISTRIBUTION THROUGH ALL DISTRIBUTION CHANNELS AS ARE PERMITTED BY MIFID II (THE "TARGET MARKET ASSESSMENT"). NOTWITHSTANDING THE TARGET MARKET ASSESSMENT, DISTRIBUTORS SHOULD NOTE THAT: THE PRICE OF THE SHARES IN ZIGNSEC MAY DECLINE AND INVESTORS COULD LOSE ALL OR PART OF THEIR INVESTMENT; THE SHARES IN ZIGNSEC OFFER NO GUARANTEED INCOME AND NO CAPITAL PROTECTION; AND AN INVESTMENT IN THE SHARES IN ZIGNSEC IS COMPATIBLE ONLY WITH INVESTORS WHO DO NOT NEED A GUARANTEED INCOME OR CAPITAL PROTECTION, WHO (EITHER ALONE OR IN CONJUNCTION WITH AN APPROPRIATE FINANCIAL OR OTHER ADVISER) ARE CAPABLE OF EVALUATING THE MERITS AND RISKS OF SUCH AN INVESTMENT AND WHO HAVE SUFFICIENT RESOURCES TO

BE ABLE TO BEAR ANY LOSSES THAT MAY RESULT THEREFROM. THE TARGET MARKET ASSESSMENT IS WITHOUT PREJUDICE TO THE REQUIREMENTS OF ANY CONTRACTUAL, LEGAL OR REGULATORY SELLING RESTRICTIONS IN RELATION TO THE SHARE ISSUE. FURTHERMORE, IT IS NOTED THAT, NOTWITHSTANDING THE TARGET MARKET ASSESSMENT, THE JOINT BOOKRUNNERS WILL ONLY PROCURE INVESTORS WHO MEET THE CRITERIA OF PROFESSIONAL CLIENTS AND ELIGIBLE COUNTERPARTIES.

FOR THE AVOIDANCE OF DOUBT, THE TARGET MARKET ASSESSMENT DOES NOT CONSTITUTE: (A) AN ASSESSMENT OF SUITABILITY OR APPROPRIATENESS FOR THE PURPOSES OF MIFID II; OR (B) A RECOMMENDATION TO ANY INVESTOR OR GROUP OF INVESTORS TO INVEST IN, OR PURCHASE, OR TAKE ANY OTHER ACTION WHATSOEVER WITH RESPECT TO THE SHARES IN ZIGNSEC.

EACH DISTRIBUTOR IS RESPONSIBLE FOR UNDERTAKING ITS OWN TARGET MARKET ASSESSMENT IN RESPECT OF THE SHARES IN ZIGNSEC AND DETERMINING APPROPRIATE DISTRIBUTION CHANNELS.

Attachments

[ZignSec publishes EU-growth prospectus in connection with the forthcoming rights issue](#)