



PeriShip Acquisition Investor Call
April 2022
NASDAQ:VRME

FORWARD-LOOKING STATEMENTS

In addition to historical information, this presentation contains statements relating to the acquisition of PeriShip, LLC by VerifyMe, Inc. and integration of the two companies, anticipated synergies of the acquisition, revenue opportunities, anticipated revenue, profitability of the combined company, future business, financial performance, future catalysts and future events or developments, strategy, projected costs, prospects, plans, objectives of management and future operations, future revenue, and expected market growth of VerifyMe, Inc. (“VerifyMe,” the “Company,” “we,” or “us”) that may constitute “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. The words “believe,” “may,” “estimate,” “continue,” “anticipate,” “intend,” “should,” “plan,” “could,” “target,” “potential,” “is likely,” “will,” “expect” and similar expressions, as they relate to us, are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. Important factors that could cause actual results to differ from those in the forward-looking statements include the impact of the COVID-19 pandemic, intellectual property litigation, the successful development of our sales and marketing capabilities, our ability to retain key management personnel, our ability to work with partners in selling our technologies to businesses, production difficulties, our inability to enter into contracts and arrangements with future partners, issues which may affect the reluctance of large companies to change their purchasing of products, acceptance of our technologies and the efficiency of our authenticators in the field.

More detailed information about these factors may be found in the Company’s filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2021. The statements made herein speak only as of the date of this presentation. The Company’s actual results, performance or achievements could differ materially from the results expressed in, or implied by, these forward-looking statements. The Company undertakes no obligation to update or revise its forward-looking statements to reflect events or circumstances after the date of this presentation, except as required by law.

Market data and industry information used herein are based on our management's knowledge of the industry and the good faith estimates of management. We also relied, to the extent available, upon managements review of independent industry surveys, forecasts and publications and other publicly available information prepared by a number of third-party sources. All of the market data and industry information used herein involves a number of assumptions and limitations which we believe to be reasonable, and you are cautioned not to give undue weight to such estimates. Although we believe that these sources are reliable, we cannot guarantee the accuracy or completeness of this information, and we have not independently verified this information. Projections, assumptions and estimates of our future performance and the future performance of the industry in which we operate are subject to a high degree of uncertainty and risk due to a variety of factors, including those described, above. These and other factors could cause results to differ materially from those expressed in our estimates and beliefs and in the estimates prepared by independent parties.

Confidential

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Capital Raise

- On April 14, 2022, VerifyMe raised \$5M for M&A and working capital
 - One Institutional Investor \$4.7M
 - VerifyMe Board Members \$0.3M

Terms of the PeriShip Deal

➤ Transaction	\$ 10.5 million
➤ Consideration Paid	
➤ Cash at Closing	\$ 7.5 million
➤ VerifyMe Stock	\$ 1 million
➤ Term Note payable over 18 months	\$ 2 million

PeriShip

Founded in 2001
Headquartered in Branford, Connecticut
Approximately 45 employees

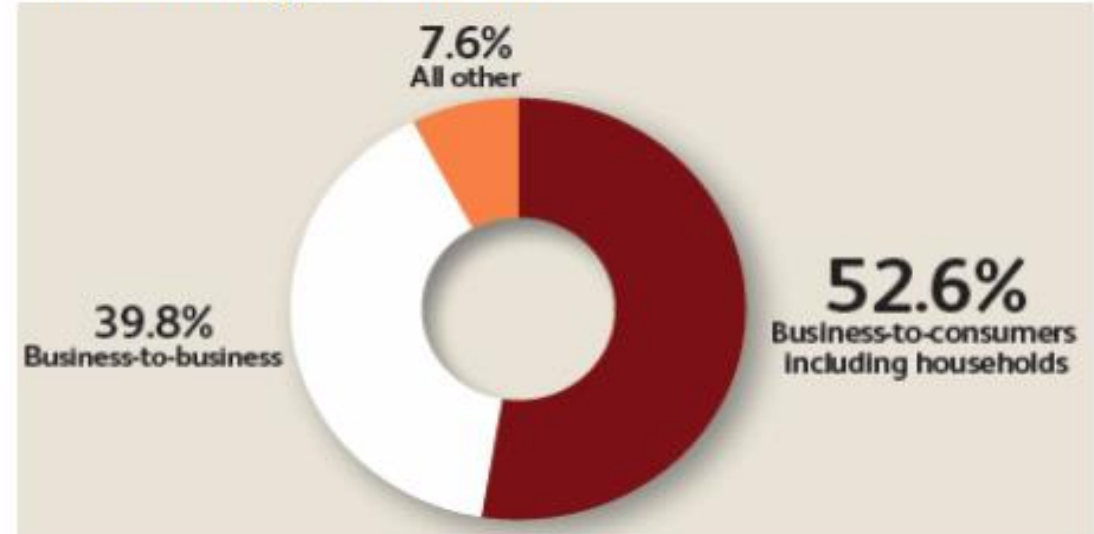
Profitable Value-Add service provider of shipping and logistics management for the perishable healthcare and food industries.

Provides high-touch, end-to-end logistics management from a sophisticated proprietary IT platform monitoring systems, as well as dynamic dashboards with real-time visibility into shipment transit to mitigate the risk of late shipments and provide proactive customer communications.

PeriShip

- Approximately 400 Customers
- Strong Client Retention with over 80% of revenue from existing customers over past three years
- Accretive to Cashflow
- Accretive to EPS

Market Segmentation



Industry Value Added (contribution to the overall economy) is **projected to grow at a 5.3% CAGR, outpacing average US GDP growth of 2.0% over 10 years to 2024**

Source: IBISWorld Industry Report Couriers & Local Delivery Services in the US (August 2019)

VerifyMe & PeriShip

2023 Forecast (without Synergies)

Revenue in excess of \$25 million

Positive Adjusted EBITDA⁽¹⁾

⁽¹⁾Adjusted EBITDA is a non-GAAP measure. The Company defines EBITDA as net income before income tax expense (benefit), interest expense, depreciation and amortization. Adjusted EBITDA represents EBITDA plus stock-based compensation and the fair value of options, restricted stock awards, restricted stock units, and warrants issued in exchange for services, and fair value gain on equity investment.

Potential Synergies

These potential synergies are not included in our 2023 financial estimates

- ***New value add sales channel for*** the food and beverage, pharmaceutical and luxury markets for VerifyMe's products and services to existing and newly acquired customers that will benefit from brand protection and consumer engagement services
 - Farm-to-fork, grape-to-glass, etc. for tracking and storytelling of high value ***perishable food and beverage products***
 - Allow for acquired customers to get closer to their customer and enhance revenues with VerifyMe's solutions:
 - Cross selling of complementary products
 - Brand awareness
 - Digital couponing
- Creates a new market differentiator when bidding against competitors that do not offer brand protection and consumer engagement services
- Opportunity to leverage VerifyMe's global reseller network bringing acquired entities unique solution to countries beyond North America

Business Continuity

- Will continue to operate as a separate brand under the name PeriShip Global LLC
- Experienced leadership team each with over 20 years of experience
- Employment agreements with three key senior management professionals covering all operating functions

Growth Strategy

- We expect the transaction to accelerate our growth and increase shareholder value
- Cross selling VerifyMe technology with existing PeriShip clients
- New product development
- Other potential acquisitions

The graphic features the text "Q & A" in a large, white, sans-serif font. Above the ampersand is a white speech bubble icon. The background is a dark blue gradient with faint, glowing geometric patterns and lines, suggesting a digital or technological theme.

Q & A



Protect your brand. Grow your business.

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