Diginex Provides Update on Acquisition Strategy

September 24, 2025

LONDON, Sept. 24, 2025 (GLOBE NEWSWIRE) -- Diginex Limited (NASDAQ: DGNX) ("Diginex"), a leading provider of Sustainability RegTech solutions, today provided an update on its acquisition strategy.

Matter DK ApS ("Matter")

On August 18, 2025, Diginex signed a definitive agreement for an all-share acquisition of Matter, an innovative ESG data company focused on delivering sustainability data and analytics solutions to the investment industry and helping financial institutions understand and communicate the sustainability of investments. Matter is based in Copenhagen, Denmark, and counts a subsidiary of NASDAQ as its main strategic investor. The transaction values the equity of Matter at $13 million, which will be paid through the issuance of Diginex ordinary shares valued at $83.77 per ordinary share, which shares are subject to an 18-month lock-up period. In connection with the transaction, senior management of Matter will be granted additional ordinary shares of Diginex valued at $2.5 million, also valued at $83.77 per ordinary share, that vest in equal proportions over 12 and 24 months. The transaction is expected to close later within the next 30 days, subject to customary closing conditions.

The number of Diginex ordinary shares associated with this transaction will be adjusted to take into effect the eight for one stock split paid as bonus shares on September 8, 2025. For the acquisition of Matter, Diginex will issue an aggregate amount of 1,241,496 ordinary shares, as adjusted, to the sellers of Matter with 85% of the ordinary shares being issued upon closing and 15% of the ordinary shares being issued 12 months after closing and up to 238,752 ordinary shares to the senior management of Matter.

Pursuant to a written agreement, Diginex has advanced Matter Euro 500,000 to fund working capital needs. The advance bears an interest rate of 5% per annum and is repayable 60 days after Diginex notifying Matter that they will not proceed with the acquisition. The advance will be treated as an intercompany loan post-acquisition.

Resulticks Group Companies Pte Limited ("Resulticks")

On June 5, 2025, Diginex announced the signing of a Memorandum of Understanding ("MOU") for a cash and share acquisition of Resulticks. Resulticks, headquartered in Singapore with operations across the United States, India, Singapore, and the Middle East, is renowned for its omnichannel client engagement platform. The platform leverages AI and big data analytics to deliver personalized customer experiences, enabling businesses to orchestrate seamless engagement across digital and physical touchpoints.

The MOU values Resulticks at $2 billion which will be paid for in three tranches:

(1) $1.4 billion in Diginex ordinary shares valued at $72 per share and subject to a 12-18 month lock-up, which shares will be issued at closing of the transaction;

(2) $100 million in cash that is payable within 90 business days of the closing of the transaction; and

(3) an earnout of up to $500 million payable in Diginex ordinary shares valued at $72 per share and paid in 3 independent tranches subject to Resulticks attaining at least 75% of the below audited EBITDA threshold figures:

Earnout Amount	Accounting Period	EBITDA Threshold*
a. $166,666,666	FY2026	$100,000,000
b. $166,666,667	FY2027	$200,000,000
c. $166,666,667	FY2028	$325,000,000

* Resulticks shall receive a pro rated portion of the Earnout Amount provided Resulticks achieves between 75% and 100% of the EBITDA Threshold.

While Diginex and Resulticks are working in collaboration to finalise the transaction, both parties, pursuant to a written agreement, dated July 24, 2025 (the "July 24th Agreement") have agreed to, among other things, extend the due diligence period under the MOU, as amended, from August 31,2025 to October 31, 2025, in order to facilitate the completion of the due diligence process. The drafting and negotiation of the definitive transaction agreement is underway with a view toward closing the transaction before the end of the 2025 calendar year.

The number of Diginex ordinary shares associated with this transaction will be adjusted to take into effect the eight for one stock split paid as bonus shares on September 8, 2025.

Pursuant to a written agreement, Diginex agreed to advance Resulticks up to $11 million. To date, Diginex has advanced Resulticks $8 million under the agreement and does not anticipate advancing Resulticks any additional funds under the agreement. Pursuant to the July 24th Agreement, the $8 million prefunding advanced by Diginex to Resulticks is repayable on September 30, 2025 or a future date as mutually agreed by both parties.

IDRRA Cyber Security Ltd ('Findings')

On August 12, 2025, Diginex signed a non-binding MOU to acquire 100% of the equity interests of Findings. Findings provides innovative category leading supply chain risk monitoring and vendor risk automation solutions in the cybersecurity and sustainability regulatory domains.

Under the terms outlined in the MOU, Diginex will acquire Findings for a total consideration of up to $305 million, comprising $270 million in Diginex ordinary shares and up to $35 million in cash, of which $20 million of which is subject to an earn out provided certain financial targets are achieved. The share consideration will be valued based on the 60-business day trailing VWAP of Diginex's ordinary shares as of the MOU signing date, with shares subject to customary lock-up periods ranging from 9 to 18 months for Findings' shareholders. Up to $15 million cash consideration will be paid at closing and the balance, which is subject to certain business performance metrics, will be paid in fiscal years 2026 and 2027.

Diginex is in the early stages of a due diligence review on Findings, and subject to the results, would look to complete the transaction before the end of the 2025 calendar year.

The number of Diginex ordinary shares associated with this transaction will be adjusted to take into effect the eight for one stock split paid as bonus shares on September 8, 2025.

About Diginex

Diginex Limited (Nasdaq: DGNX; ISIN KYG286871044), headquartered in London, is a sustainable RegTech business that empowers businesses and governments to streamline ESG, climate, and supply chain data collection and reporting. The Company utilizes blockchain, AI, machine learning and data analysis technology to lead change and increase transparency in corporate regulatory reporting and sustainable finance. Diginex's products and services solutions enable companies to collect, evaluate and share sustainability data through easy-to-use software.

The award-winning diginexESG platform supports 19 global frameworks, including GRI (the "Global Reporting Initiative"), SASB (the "Sustainability Accounting Standards Board"), and TCFD (the "Task Force on Climate-related Financial Disclosures"). Clients benefit from end-to-end support, ranging from materiality assessments and data management to stakeholder engagement, report generation and an ESG Ratings Support Service.

For more information, please visit the Company's website:

https://www.diginex.com/.

About Matter
Matter is a pioneering ESG data company that delivers actionable insights to support organizations in achieving their sustainability objectives. Through advanced analytics and reporting, Matter enables businesses to make informed decisions that drive positive environmental and social outcomes. For more information, visit www.thisismatter.com.

About Resulticks
Resulticks is a leading provider of AI-powered, omnichannel customer engagement and data management solutions. Its platform enables businesses to deliver personalized experiences through real-time data analytics and automation, serving clients across industries in North America, Asia, and the Middle East. Resulticks is headquartered in New York, with additional offices in India, Singapore, and Dubai.

For more information, please visit the Resulticks website:

https://resulticks.com/

About Findings
Findings, legally known as IDRRA Cyber Security Ltd, provides supply chain risk monitoring platform as a service. It offers solutions for highly secured supply chain cybersecurity and resiliency, automated cloud audits, continuous monitoring, remediation tracking and vendor breach disclosure for enterprises in different sizes as well as secure data sharing through its AI powered SaaS platform and category leading products, enabling organizations to make confident, risk-related strategic decisions and maintain compliance in the rapidly growing supply chain global regulatory ecosystem, such as CMMC, DORA, CII, NIS2 and others that aim to secure the emerging threats and attack vectors.

For more information, please visit the Company's website:

https://findings.co/

Forward-Looking Statements
Certain statements in this announcement are forward-looking statements. These forward-looking statements involve known and unknown risks and uncertainties and are based on the Company's current expectations and projections about future events that the Company believes may affect its financial condition, results of operations, business strategy and financial needs. Investors can identify these forward-looking statements by words or phrases such as "approximates," "believes," "hopes," "expects," "anticipates," "estimates," "projects," "intends," "plans," "will," "would," "should," "could," "may" or other similar expressions. The Company undertakes no obligation to update or revise publicly any forward-looking statements to reflect subsequent occurring events or circumstances, or changes in its expectations, except as may be required by law. Although the Company believes that the expectations expressed in these forward-looking statements are reasonable, it cannot assure you that such expectations will turn out to be correct, and the Company cautions investors that actual results may differ materially from the anticipated results and encourages investors to review other factors that may affect its future results disclosed in the Company's filings with the SEC.

Diginex
Investor Relations
Email: ir@diginex.com

IR Contact - Europe
Anna Höffken
Phone: +49.40.609186.0
Email: diginex@kirchhoff.de

IR Contact - US
Jackson Lin
Lambert by LLYC
Phone: +1 (646) 717-4593
Email: jian.lin@llyc.global