

January 14, 2022



VERB Announces Premium-to-Market Debt Financing and Supplemental Equity-Line-of-Credit-Facility

NEWPORT BEACH, Calif. and SALT LAKE CITY, Jan. 14, 2022 (GLOBE NEWSWIRE) -- [Verb Technology Company, Inc. \(Nasdaq: VERB\)](#) ("VERB" or the "Company"), the leader in interactive video-based sales enablement applications, including interactive livestream eCommerce, webinar, CRM and marketing applications for entrepreneurs and enterprises, today announced that it has entered into (i) a securities purchase agreement with three institutional investors providing for the sale and issuance of an aggregate original principal amount of \$6,300,000 in convertible notes due 2023 (each, a "Note," and, collectively, the "Notes") and (ii) a common stock purchase agreement with Tumim Stone Capital, LLC ("Tumim"), the Manager and General Partner of which is well respected institutional investor, 3i, L.P., providing for the sale and issuance of up to \$50,000,000 in shares (the "Total Commitment") of its common stock through an "equity line of credit." 3i, LP has been an investor in VERB since March 2021.

Senior Secured Convertible Notes:

The Company received \$6.0 million in gross proceeds from the sale of the Notes. The offering of the Notes closed January 12, 2022. The Notes bear interest of 6.0% per annum, have an original issue discount of 5.0%, mature 12 months from the closing date, and have an initial conversion price of \$3.00. In connection with the Notes, the Company and the Note holders also entered into a security agreement, dated January 12, 2022, pursuant to which the Company granted a security interest in substantially all of the Company's assets.

The Company intends to use the net proceeds from this offering for working capital and other general corporate purposes, including promotion, marketing and expansion of the Company's MARKET platform.

Common Stock Equity Line Purchase Agreement:

Under the common stock purchase agreement with Tumim, the Company has the right, but not the obligation, to sell to Tumim, and Tumim is obligated to purchase, up to \$50,000,000 in shares of the Company's common stock, subject to certain conditions and limitations. VERB may issue to Tumim purchase notices over a 36-month period from the date of this agreement. The Total Commitment is inclusive of 607,287 shares of the Company's common stock issued to Tumim as consideration for its commitment to purchase shares of the Company's common stock pursuant to the common stock purchase agreement.

The shares of the Company's common stock will be issued at a 6% discount to the lowest volume-weighted average price during the three trading days following the date of the

purchase notice.

In the event the Company determines to sell any shares of its common stock under the common stock purchase agreement, the Company intends to use the net proceeds from any such sales for working capital and other general corporate purposes, including promotion, marketing and expansion of the Company's MARKET platform. The option to raise capital over a longer period of time provides the Company flexibility to develop and grow its new MARKET and verbTV Platforms. MARKET is a centralized, immersive and social online destination where shoppers will be able to explore shoppable livestream events hosted worldwide 24/7 across numerous product and service categories. verbTV is an online destination for shoppable entertainment where viewers will be able to click on-screen to purchase featured products and services in lieu of viewing traditional advertisements.

The securities in these offerings are being offered pursuant to an effective shelf registration statement on Form S-3 (File No. 333-252167) that the Company previously filed with the Securities and Exchange Commission (the "SEC"). The offering will be made only by means of a prospectus supplement and accompanying prospectus that form part of the registration statement. A prospectus supplement relating to the offering will be filed with the SEC. Copies of the prospectus supplement and the accompanying base prospectus relating to these securities will be available on the SEC's website at www.sec.gov.

This press release is for informational purposes only and it does not represent an offer to sell or the solicitation of an offer to buy any of the Company's securities. There will be no sale of securities in any jurisdiction in which such sale would be unlawful.

About VERB

Verb Technology Company, Inc. (Nasdaq: VERB) transforms how businesses attract and engage customers. The Company's Software-as-a-Service, or SaaS, platform is based on its proprietary interactive video technology, and comprises a suite of sales enablement business software products offered on a subscription basis. Its software applications are available in over 60 countries and in more than 48 languages to large enterprise and small business sales teams that need affordable, easy-to-use, and quick-to-get-results sales tools. Available in both mobile and desktop versions, the applications are offered as a fully integrated suite, as well as on a standalone basis, and include verbCRM (Customer Relationship Management application), verbLIVE (Interactive Livestream eCommerce and Video Webinar application), verbTEAMS (a Self On-boarding version of verbCRM with built-in verbLIVE and Salesforce synchronization for small businesses and solo entrepreneurs), verbLEARN (Learning Management System application), and verbMAIL (an interactive video mail solution integrated seamlessly into Microsoft Outlook). The Company has offices in California and Utah. For more information, please visit: www.verb.tech.

About Tumim Stone Capital

3i, LP, the Manager and General Partner of Tumim Stone Capital, LLC, is a New York-based investor that focuses on public companies. Our goal is to provide transparent investments and form longstanding partnerships with companies with a propensity for innovation.

FORWARD-LOOKING STATEMENTS

This communication contains "forward-looking statements" as that term is defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements involve risks and uncertainties and include, without limitation, any statement that may predict, forecast,

indicate or imply future results, performance or achievements, and may contain words such as “anticipate,” “expect,” “project,” “plan,” or words or phrases with similar meaning. Forward-looking statements contained in this press release relate to, among other things the Company’s potential sale of its common stock pursuant to the common stock purchase agreement. If any of these risks or uncertainties materialize, or if any of our assumptions prove incorrect, our actual results could differ materially from the results expressed or implied by these forward-looking statements. Investors are referred to our filings with the Securities and Exchange Commission, including our Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, for additional information regarding the risks and uncertainties that may cause actual results to differ materially from those expressed in any forward-looking statement. All forward-looking statements in this press release are based on information available to us as of the date hereof, and we do not assume any obligation to update the forward-looking statements provided to reflect events that occur or circumstances that exist after the date on which they were made, except as required by law.

The Company cannot provide any assurance that the sale of its securities as described in this press release will enhance stockholder value. The Company does not intend to disclose developments regarding its consideration of potential strategic transactions or alternatives unless a material definitive agreement for a specific transaction is entered into, or the Company otherwise determines further disclosure is appropriate or required by applicable law or Nasdaq listing standards.

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Source: Verb Technology Company, Inc.