



# Verb Technology Company, Inc.

Reports Q2 results. Sells SaaS business to focus on its high potential Verb Market livestream shopping. Lowering P/T to \$10.

## COMPANY UPDATE

Rating: **BUY**

Ticker: VERB

Price: \$0.98

Target: \$10.00  
(from \$25)

**Reports Q2 results:** Verb recently (on August 14) reported its fiscal Q2 2023 (ending June) results. We note that in June 2023, the company sold its SaaS software business which had been the bulk of its business. The SaaS business has been reclassified as discontinued operations so our historical results and prior estimates will not be comparable with the company's.

**Q2 new business:** Revenue was ~\$0 million, compared to our and consensus estimates of \$2.5 million. EPS was \$(2.45), compared to our estimate of \$(0.95) and consensus of \$(38.00). There was no Q2 guidance.

**SaaS business sold:** The company had announced in November 2022 a review of strategic alternatives. In June 2023, the company divested all of its operating "SaaS business" for \$6.5 million, of which \$4.75 million was paid in cash by the buyer at the closing of the transaction.

**No guidance:** The company did not provide forward guidance.

**Adjusting estimates:** We are adjusting our 2023 estimates for revenue to \$2.5 million, from \$10 million, and for EPS to \$(5.01) from \$(3.93).

**Focus on MARKET.live:** MARKET.live is a multivendor social shopping platform for retailers, brands, manufacturers, creators, influencers and entrepreneurs who seek to participate in an open market-style eco-system environment. MARKET.live is akin to a virtual shopping mall, a centralized online destination where shoppers could explore hundreds, and over time thousands, of shoppable stores for their favorite brands, influencers, creators and celebrities, all of whom can host livestream shopping events from their virtual stores that can be seen by all shoppers at the virtual mall. Every store operator can host livestream events, even simultaneously, and over time there will be thousands of such events, across numerous product and service categories, being hosted by people from all over the world, always on – 24/7 - where shoppers could communicate directly with the hosts in real time to comment or ask questions about products through an on-screen chat visible to all shoppers.

**MARKET.live business model:** Sales through Verb's ecommerce platform on MARKET.live generates a fee that ranges from 10% to 20% of gross sales, with an average of ~15%.

**Completed Q3 2022 Market Shopping Festival:** The company had a successful Market Livestream Shopping Festival on July 26, 27, 28, 2022. The launch of Market and these major Livestream shopping events has the potential to significantly increase Verb's customer base and revenues.

**Balance sheet:** The company had \$4 million in cash and \$7 million in debt. We believe it has enough cash into Q4 2023 so it will need to raise capital soon.

**Stock split:** In April 2023, the company effected a 1-for-40 reverse stock split.

**Positive high risks versus rewards:** We believe the demand for its marketplace software and services will grow fueled by continued large growth in video e-commerce. We believe the ~billion dollars market potentials presents high rewards for the risks.

**Valuation attractive:** We are maintaining our BUY rating, but lowering our 12-month price target to \$10 from \$25, based on a NPV analysis, representing significant upside from the current share price. We believe this valuation appropriately balances out the company's high risks with its high growth prospects and large upside opportunities.

### Company Description

Based in Lehi, UT, Verb Technology's leading "SaaS" platform is based on its interactive video technology and sales enablement software products.

United States  
Technology

August 18, 2023

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### Stock Data

Exchange:	NasdaqCM
52-week Range:	\$0.93 – 24.00
Shares Outstanding (million):	4.5
Market cap (\$million):	\$4
EV (\$million):	\$7
Debt (\$million):	\$7
Cash (\$million):	\$4
Avg. Daily Trading Vol. (\$million):	\$0.1
Float (million shares):	4
Short Interest (million shares):	0.2
Dividend, annual (yield):	\$0 (NA%)

### Revenues (US\$ million)

	<u>2023E</u> (Cur.)	<u>2023E</u> (Old)	<u>2024E</u> (Cur.)	<u>2024E</u> (Old)
Q1 Mar	2A		1E	3E
Q2 Jun	0A	3E	1E	3E
Q3 Sep	0E	3E	1E	3E
Q4 Dec	<u>0E</u>	<u>3E</u>	<u>2E</u>	<u>3E</u>
<b>Total</b>	<b>3E</b>	<b>10E</b>	<b>4E</b>	<b>12E</b>
EV/Revs	2.3x		1.8x	

### Earnings per Share (pro forma)

	<u>2023E</u> (Cur.)	<u>2023E</u> (Old)	<u>2024E</u> (Cur.)	<u>2024E</u> (Old)
Q1 Mar	(1.59)A		(0.32)E	(0.86)E
Q2 Jun	(2.45)A	(0.95)E	(0.35)E	(0.87)E
Q3 Sep	(0.60)E	(0.83)E	(0.24)E	(0.75)E
Q4 Dec	<u>(0.58)E</u>	<u>(0.63)E</u>	<u>(0.40)E</u>	<u>(0.68)E</u>
<b>Total</b>	<b>(5.01)E</b>	<b>(3.93)E</b>	<b>(1.32)E</b>	<b>(3.15)E</b>
P/E	N/A		N/A	

\*Reflects a 1:40 reverse stock split in April 2023

### Important Disclosures

Ascendant Capital Markets LLC seeks to do business with companies covered by its research team. Consequently, investors should be aware that the firm may have a conflict of interest that could affect the objectivity of this report. Investors should consider this report as only a single factor in making an investment decision.

For analyst certification and other important disclosures, refer to the Disclosure Section, located at the end of this report, beginning on page 13.

**OVERVIEW**

- Verb recently (on August 14) reported its fiscal Q2 2023 (ending June) results.
- We note that in June 2023, the company sold its SaaS software business which had been the bulk of its business. The SaaS business has been reclassified as discontinued operations so our historical results and prior estimates will not be comparable with the company's.
- Revenue was ~\$0 million, compared to our and consensus estimates of \$2.5 million.
- EPS was \$(2.45), compared to our estimate of \$(0.95) and consensus of \$(38.00).
- There was no Q2 guidance.
- The company did not provide forward guidance.
- We are adjusting our 2023 estimates for revenue to \$2.5 million, from \$10 million, and for EPS to \$(5.01) from \$(3.93).
- We are adjusting our 2024 estimates for revenue to \$4.1 million, from \$12 million, and for EPS to \$(1.32) from \$(3.15).

**ADDITIONAL DETAILS**

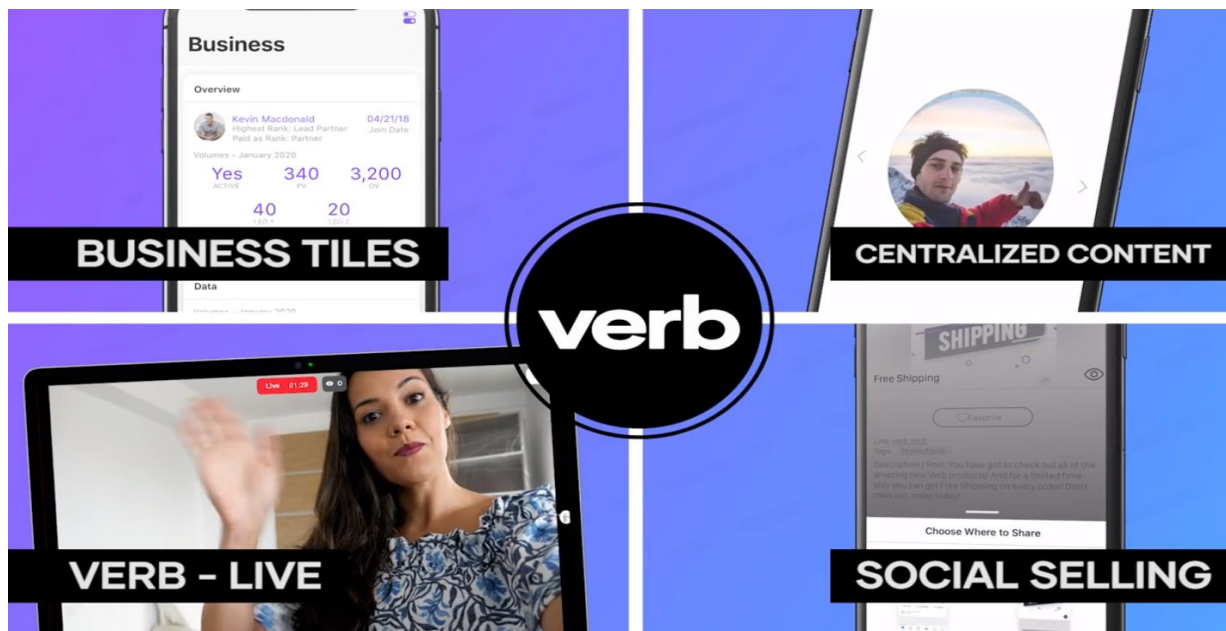
- Operating expenses were \$3 million, versus our expectation of \$5 million.
- Operating loss was \$3.3 million, versus our expectation of a loss of \$3.6 million.
- Net loss was \$9.9 million, versus our expectation of a loss of \$3.7 million.
  
- In April 2023, the company effected a 1-for-40 reverse stock split.

In June 2023, the company divested all of its operating "SaaS business" for \$6.5 million, of which \$4.75 million was paid in cash by the buyer at the closing of the transaction. The buyer was Scaleworks, Inc., a San Antonio, TX-based B2B software private equity fund.

The company's balance sheet had \$4 million in cash and \$7 million in debt, compared with \$4 million in cash and \$6 million in debt at the end of March.

**Exhibit 1: Verb Technology SaaS Products Overview (as of May 2023)**

<p>THE #1 SALES ENABLEMENT TOOL FOR</p> <h2>Direct Sales</h2> <p>The #1 mobile CRM for modern-day sales</p>	<p>THE #1 SALES ENABLEMENT TOOL FOR</p> <h2>Life Sciences</h2> <p>Built for the modern medical sales team</p>
<p>MASTER SALES FROM START TO CLOSE</p> <h2>Entrepreneurs</h2> <p>Give your sales team an app to sell with</p>	<p>THE BEST E-COMMERCE LIVESTREAM PLATFORM</p> <h2>verbLIVE</h2> <p>10X your revenue with live streaming</p>



Source: Company reports.

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Exhibit 2: Verb's SaaS Software Solutions (as of May 2023)



**OUR SALES TOOLS SaaS PLATFORM**

**verbLIVE**  
Livestream Ecommerce with Affiliate Sales Attribution Feature

**verbCRM**  
Interactive Video Powered Customer Relationship Management (CRM) App for Large Sales-Based Enterprises

**verbTEAMS**   
Interactive Video Powered Customer Relationship Management (CRM) App for Solo Entrepreneurs and Small Businesses

**verbLEARN**  
A Gamified Video-Based Learning Management System (LMS)

**verbmail**  
Interactive and Shoppable Video Integrated Into Microsoft Outlook. Gmail Coming Soon

Source: Company reports.

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Exhibit 3: Verb's Sale of its SaaS Software Business (June 2023)

## VERB SELLS ITS DIRECT SALES BUSINESS ASSETS TO FOCUS ON ITS MARKET.LIVE LIVESTREAM SHOPPING BUSINESS

JUNE 20, 2023 9:00AM EDT

[Download as PDF](#)

NEWPORT BEACH, Calif. and LEHI, UT, June 20, 2023 (GLOBE NEWSWIRE) -- [Verb Technology Company, Inc. \(Nasdaq: VERB\)](#) ("VERB" or the "Company"), the leader in interactive video-based sales-enablement applications, including [MARKET.live](#), its livestream social shopping platform, announces today that on June 13, 2023, the Company executed an asset purchase agreement with Scaleworks, Inc., a San Antonio, TX-based B2B software private equity fund, through its special purpose entity SW Direct Sales, LLC and simultaneously closed the sale of all assets that comprised its direct sales and life sciences software-as-a-service applications, including its customer relationship management (CRM), learning management system (LMS) and live selling software applications (excluding MARKET.live, the Company's livestream shopping platform) (the "Transaction"). The Company retained, and will now focus its resources entirely on its livestream shopping platform, MARKET.live. Alantra served as the exclusive advisor to VERB.

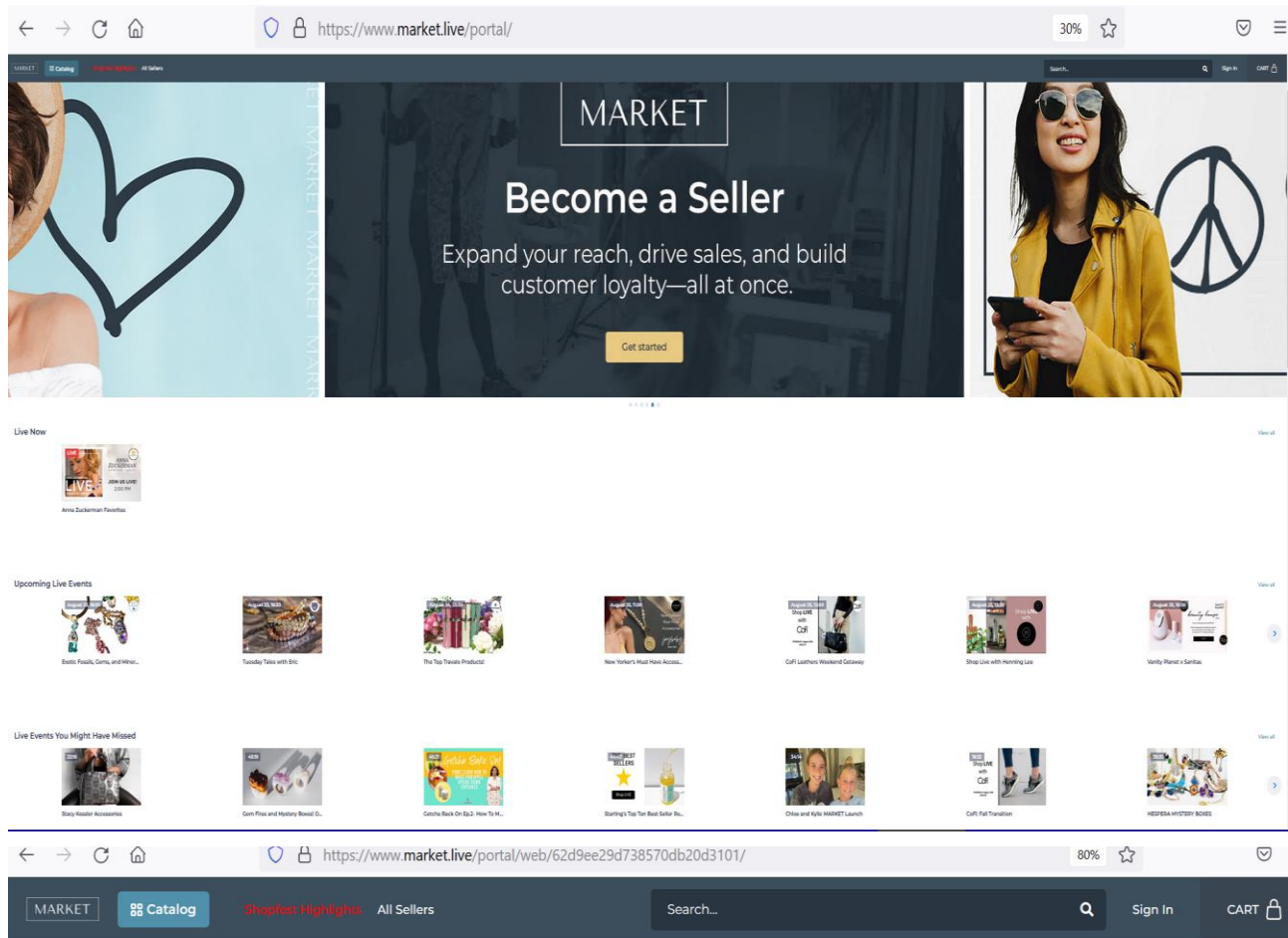
On June 13, 2023, the Company disposed of all of its operating SaaS assets of Verb Direct and Verb Acquisition, (referred to collectively as the "SaaS business") pursuant to an asset purchase agreement in consideration of the sum of \$ 6,500 , \$ 4,750 of which was paid in cash by the buyer at the closing of the transaction. Additional payments of \$ 1,750 will be paid by the buyer if certain profitability and revenue targets are met within the next two years as set forth more particularly in the asset purchase agreement.

Source: Company reports.

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**Exhibit 4: Verb’s Market Livestream Shopping Festival (July 26, 27, 28, 2022) and Market Web Portal (as of 8/22)**



# Meet the MCs



**HAELY WHITE**

Comedian, Writer/Director, and Content Creator



**ELISE IVY**

TV Host, Actress, Content Creator, and Brand Storyteller



**DAVID MELTZER**

Entrepreneur, Speaker, Author, and Investor



**MIRIAM ISA**

TV Host and Public Speaker



**COURTNEY CASON**

TV Host, Content Creator, and Lifestyle Expert



**ZO JOHNSON**

Actor, Comedian, Host, and Motivational Speaker

Source: Company report, <https://www.market.live/portal/>.

**Exhibit 5: Verb’s Shopfest Highlights (July 26, 27, 28, 2022) (as of August 2022)**

### Day 1

Shopfest was full of good vibes only. Join our hosts and check out all Shopfest brands' LIVE replays from day one of shopping. It will leave you feeling relaxed, happy, and ready to share in all the fun we had.

MCD EVENTS

 WEN	 JUDITH RIPKA	 ORGANIFI
 HALSTON	 DOLL 10	 WILLOW BOUTIQUE

MORE EVENTS FROM THE DAY OF PEACE

 MIGNONNE GAVIGAN	 EAZY PEAZY CAKES	 STACY KESSLER	 BABYLONSTERN
 LEIGH TRAVEL BAGS	 BENT BEAUTY	 WALKEE PAWS	 LOLA
 COFI	 GAY ISBER DESIGNS		


### Day 2

You'll adore this expertly curated lineup of brands, influencers, and products, all hand selected to help you feel the Shopfest love from day two of shopping.

MCD EVENTS

 TOTAL GYM	 AMERICAN NINJA WARRIOR	 CHEF DAVID BURKE
 THREE COMMAS	 MYGEMMA	 VANITY PLANET


MORE EVENTS FROM THE DAY OF LOVE

 CELESTE SOL	 LUMINARA	 MIAMI FITWEAR	 KAWAII GIRL COSMETICS
 RUTHENY JEWELRY	 BARE LIFE	 STARLING SKINCARE	 ELIZABETH CRANT SKINCARE
 SEVEN STAR	 BLUME	 JOEY BABY	 ROKNE PICKLEBALL

### Day 3

It was online shopping, elevated. Our final day of the event was full of fun, prizes, and exclusive products that showcased the very best of livestream shopping.

MCD EVENTS

 WANDER BEAUTY	 JENN CHAN	 ELLEN HUNTER
 RESERVE BAR	 ROSEPOPS	 RURENEW

MORE EVENTS FROM THE DAY OF SHOPPING

 HENNING LEE	 SUPERSNIKE	 ASTOURI	 ELLIOT YOUNG
 BRUCECLEN	 FINDERS KEY PURSE	 SKIN AUTHORITY	 AERO PILATES
 ANNA ZUCKERMAN	 CHALONNE	 CALIN	 HESPERA

Source: Company report, <https://www.market.live/portal/web/62d9ee29d738570db20d3101/>.

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**Exhibit 6: Verb's Shopfest (July 26, 27, 28, 2022) Key Data (as of August 2022)**

- Total views on Market.live were 45,161
- Total unique views on Market.live were 15,444 (these numbers include those who viewed and shopped storefronts but did not watch a livestream)
- Total attendance for livestreams on Market.live during Shopfest was 8,511 (this number does NOT include attendees who viewed from Facebook and other social platforms)
- Total post-Shopfest video on demand views from storefronts on Market.live as of almost a week ago, last Tuesday, August 9, was 3,408 – I imagine there's probably quite a bit more since then.

Here's some of the data we've compiled so far from the Facebook feed during the 3-days of Shopfest:

- 70,194 views from Facebook during the festival – I want to point out that this is Facebook only and Facebook's metrics that they use for their algorithms. They count a view as anything over 3 seconds.
- Notably, if we include the views after Shopfest, up to last week, we see those numbers jump to 1,219,672. Again, I assume those numbers are much greater now.
- All of the numbers I just provided to you from the Facebook feed are ONLY for the 18 shows we produced. This does NOT include the data from the other 45 livestream shows.
- We had 28,014 RSVPs for Shopfest, almost half of whom opted in for text and email updates for all MARKET livestream events.

I don't yet have confirmed engagement data during each stream, but those who watched every stream and the attendee counters for each stated that the vast majority of viewers remained engaged for more than 70% of the shows' duration and a significant number stayed on till the end of the livestream.

While this data is still being tested and confirmed, it looks like gross merchandise value generated during the event will come in somewhere between \$20,000 and \$30,000 and the average order size appears to be just over \$80. Sales in the stores are still continuing.

Source: Company report.

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### Exhibit 7: Verb Technology Company, Inc. Stock Price (5-years)



\*Reflects a 1:40 reverse stock split in April 2023

Source: <https://bigcharts.marketwatch.com/>

### Exhibit 8: Consensus Expectations (as of August 14, 2023)

	Revenue (mils)			EPS	
	2023E	2024E		2023E	2024E
Q1 Mar	\$2.2A		Q1 Mar	\$(1.59)A	
Q2 Jun	\$2.5E		Q2 Jun	\$(38.00)E	
Q3 Sep	\$2.7E		Q3 Sep	\$(0.83)E	
Q4 Dec			Q4 Dec		
Total	\$10.0E	\$12.4E	Total	\$(157.20)E	\$(3.15)E

\*Quarterly estimates may not add to annual estimates due to variations in contributing estimates and rounding.

\*Reflects a 1:40 reverse stock split in April 2023

Source: Company report, Refinitiv, and Ascendant Capital Markets estimates

## FINANCIAL MODEL

### Verb Technology Company, Inc.

Income Statement (\$ mils)	Mar-21	Jun-21	Sep-21	Dec-21	2021	Mar-22	Jun-22	Sep-22	Dec-22	2022	Mar-23	Jun-23	Sep-23	Dec-23	2023	Mar-24	Jun-24	Sep-24	Dec-24	2024
Fiscal Year End: December 31	Q1A	Q2A	Q3A	Q4A	FY-A	Q1A	Q2A	Q3A	Q4A	FY-A	Q1A	Q2A	Q3E	Q4E	FY-E	Q1E	Q2E	Q3E	Q4E	FY-E
<b>Total Revenue</b>	2.5	2.4	2.9	2.7	10.5	2.7	2.4	2.2	2.2	9.4	2.2	0.0	0.1	0.2	2.5	0.5	0.6	1.0	2.0	4.1
Cost of Revenues	1.2	1.1	1.1	1.1	4.5	1.0	0.8	0.7	0.8	3.3	0.7	0.0	0.0	0.0	0.8	0.1	0.2	0.3	0.5	1.1
Gross Profit	1.3	1.3	1.8	1.6	6.0	1.7	1.6	1.5	1.4	6.1	1.5	0.0	0.1	0.1	1.7	0.3	0.4	0.8	1.5	3.0
Research and development	2.9	3.2	3.5	2.7	12.3	1.6	1.4	1.4	0.9	5.2	0.6		0.0	0.1	0.8	0.2	0.4	0.5	0.9	2.0
General and administrative	7.3	6.5	6.1	5.7	25.7	7.0	6.6	7.0	4.7	25.2	4.8	2.7	2.5	2.5	12.5	1.3	1.4	1.2	2.2	6.2
Depreciation and amortization	0.4	0.4	0.4	0.5	1.7	0.4	0.4	0.8	0.9	2.5	0.7	0.6	0.1	0.1	1.4	0.1	0.1	0.1	0.1	0.4
Restructuring and other					0.0				12.0	12.0					0.0					0.0
Total operating expenses	10.6	10.2	10.0	8.9	39.7	9.0	8.3	9.1	18.4	44.9	6.1	3.3	2.6	2.7	14.7	1.7	1.9	1.7	3.2	8.5
<b>Operating income (loss)</b>	<b>(9.3)</b>	<b>(8.9)</b>	<b>(8.2)</b>	<b>(7.3)</b>	<b>(33.7)</b>	<b>(7.3)</b>	<b>(6.8)</b>	<b>(7.7)</b>	<b>(17.0)</b>	<b>(38.8)</b>	<b>(4.6)</b>	<b>(3.3)</b>	<b>(2.6)</b>	<b>(2.5)</b>	<b>(13.0)</b>	<b>(1.3)</b>	<b>(1.5)</b>	<b>(1.0)</b>	<b>(1.7)</b>	<b>(5.5)</b>
Interest income (expense)	(0.5)	(0.6)	(0.5)	(0.9)	(2.6)	(0.8)	(0.6)	(0.6)	(1.0)	(2.9)	(0.8)	(1.5)	(0.1)	(0.1)	(2.6)	(0.1)	(0.1)	(0.1)	(0.1)	(0.6)
Other income (expense)	1.5	(2.3)	(0.4)	2.7	1.5	1.1	1.0	0.2	1.7	4.1	(0.3)	(5.1)	0.0	0.0	(5.3)	0.0	0.0	0.0	0.0	0.0
Income before income taxes	(8.3)	(11.8)	(9.2)	(5.5)	(34.8)	(7.0)	(6.4)	(8.0)	(16.3)	(37.7)	(5.7)	(9.9)	(2.7)	(2.7)	(20.9)	(1.5)	(1.6)	(1.1)	(1.9)	(6.1)
Income taxes				0.0	0.0					0.0			0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Net income (loss)	(8.3)	(11.8)	(9.2)	(5.5)	(34.8)	(7.0)	(6.4)	(8.0)	(16.3)	(37.7)	(5.7)	(9.9)	(2.7)	(2.7)	(20.9)	(1.5)	(1.6)	(1.1)	(1.9)	(6.1)
Nonrecurring/noncash adjustments					0.0					0.0					0.0					0.0
<b>Net income (pro forma)</b>	<b>(8.3)</b>	<b>(11.8)</b>	<b>(9.2)</b>	<b>(5.5)</b>	<b>(34.8)</b>	<b>(7.0)</b>	<b>(6.4)</b>	<b>(8.0)</b>	<b>(16.3)</b>	<b>(37.7)</b>	<b>(5.7)</b>	<b>(9.9)</b>	<b>(2.7)</b>	<b>(2.7)</b>	<b>(20.9)</b>	<b>(1.5)</b>	<b>(1.6)</b>	<b>(1.1)</b>	<b>(1.9)</b>	<b>(6.1)</b>
EBITDA	(6.5)	(7.2)	(6.8)	(5.8)	(26.4)	(5.5)	(5.1)	(5.2)	(3.2)	(18.9)	(3.0)	(2.3)	(2.0)	(2.0)	(9.3)	(0.8)	(1.0)	(0.4)	(1.2)	(3.4)
Shares, Basic	1.3	1.6	1.7	1.8	1.6	1.9	2.4	2.6	2.8	2.4	3.6	4.0	4.5	4.6	4.2	4.6	4.6	4.6	4.6	4.6
Shares, Diluted	1.3	1.6	1.7	1.8	1.6	1.9	2.4	2.6	2.8	2.4	3.6	4.0	4.5	4.6	4.2	4.6	4.6	4.6	4.6	4.6
EPS Basic (pro forma)	(\$6.41)	(\$7.48)	(\$5.48)	(\$3.09)	(\$22.00)	(\$3.66)	(\$2.63)	(\$3.14)	(\$5.77)	(\$15.53)	(\$1.59)	(\$2.45)	(\$0.60)	(\$0.58)	(\$5.01)	(\$0.32)	(\$0.35)	(\$0.24)	(\$0.40)	(\$1.32)
EPS Diluted (pro forma)	(\$6.41)	(\$7.48)	(\$5.48)	(\$3.09)	(\$22.00)	(\$3.66)	(\$2.63)	(\$3.14)	(\$5.77)	(\$15.53)	(\$1.59)	(\$2.45)	(\$0.60)	(\$0.58)	(\$5.01)	(\$0.32)	(\$0.35)	(\$0.24)	(\$0.40)	(\$1.32)
<b>Margins</b>																				
Gross margin	52%	53%	63%	60%	57%	64%	65%	66%	64%	65%	68%	67%	75%	75%	69%	70%	70%	75%	75%	74%
Research and development	114%	134%	121%	101%	117%	59%	58%	63%	40%	55%	29%	0%	45%	45%	31%	50%	60%	45%	45%	48%
General and administrative	291%	273%	211%	210%	244%	261%	274%	318%	216%	267%	217%	89500%	2701%	1363%	501%	280%	240%	115%	110%	150%
Operating margin	-369%	-371%	-284%	-269%	-320%	-272%	-282%	-351%	-789%	-411%	-207%	#####	#####	#####	-520%	-281%	-247%	-95%	-85%	-134%
Tax rate, GAAP	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%
Net margin	-330%	-494%	-316%	-204%	-331%	-260%	-266%	-367%	-755%	-399%	-256%	#####	#####	#####	-839%	-311%	-270%	-109%	-92%	-148%
<b>Y/Y % change</b>																				
Total Revenue	7%	-10%	1%	29%	6%	7%	0%	-25%	-20%	-10%	-18%	-100%	-96%	-92%	-74%	-79%	#####	1000%	1000%	65%
Gross margin	2%	-16%	17%	102%	17%	31%	23%	-20%	-14%	2%	-12%	-100%	-95%	-90%	-72%	-78%	#####	1000%	1000%	76%
Research and development	126%	97%	46%	4%	56%	-45%	-57%	-61%	-69%	-58%	-59%	-100%	-97%	-90%	-85%	-63%	#####	1000%	1000%	154%
General and administrative	109%	63%	-8%	-9%	26%	-4%	0%	14%	-18%	-2%	-32%	-59%	-64%	-46%	-51%	-72%	-46%	-53%	-11%	-51%
Operating income (loss)	142%	98%	4%	-14%	36%	-22%	-24%	-7%	134%	15%	-37%	-52%	-66%	-85%	-67%	-71%	-54%	-62%	-33%	-58%
Net income (loss)	42%	245%	25%	-55%	21%	-16%	-46%	-12%	195%	8%	-19%	55%	-66%	-84%	-44%	-74%	-83%	-59%	-31%	-71%
EPS Diluted (pro forma)	-29%	63%	-23%	-70%	-31%	-43%	-65%	-43%	86%	-29%	-57%	-7%	-81%	-90%	-68%	-80%	-86%	-60%	-31%	-74%

Source: Company reports and Ascendant Capital Markets estimates.

Reflects a 1:40 reverse stock split in April 2023

**Verb Technology Company, Inc.**

Balance Sheet (\$ mils)	Mar-21	Jun-21	Sep-21	Dec-21	Mar-22	Jun-22	Sep-22	Dec-22	Mar-23	Jun-23	Sep-23	Dec-23	Mar-24	Jun-24	Sep-24	Dec-24
Fiscal Year End: December 31	Q1A	Q2A	Q3A	Q4A	Q1A	Q2A	Q3A	Q4A	Q1A	Q2A	Q3E	Q4E	Q1E	Q2E	Q3E	Q4E
<b>Assets</b>																
Cash and cash equivalents	12.9	6.4	3.7	0.9	3.7	5.5	0.9	2.4	3.8	3.5	0.5	(1.5)	1.2	0.4	0.7	1.1
Short term investments											0.0	0.0	0.0	0.0	0.0	0.0
Accounts receivable, net	1.2	0.9	1.5	1.4	1.5	1.8	1.4	1.0	1.3		0.0	0.1	0.2	0.2	0.4	0.7
Inventory	0.0	0.0	0.0	0.0							0.0	0.0	0.0	0.0	0.0	0.0
Deferred income taxes											0.0	0.0	0.0	0.0	0.0	0.0
Prepaid expenses and other	1.1	1.3	0.9	0.8	0.7	0.9	0.7	0.6	0.5	0.2	0.0	0.1	0.1	0.1	0.2	0.4
Total current assets	15.3	8.6	6.1	3.2	6.0	8.3	3.1	4.1	5.6	3.8	0.6	(1.4)	1.5	0.7	1.3	2.2
Property and equipment, net	0.8	0.8	3.1	0.7	0.6	0.6	0.6	0.5	0.5	0.4	0.3	0.3	0.2	0.1	(0.0)	(0.1)
Capitalized software development costs				4.3	6.2	6.5	6.4	6.2	5.7	5.1	5.1	5.1	5.1	5.1	5.1	5.1
Intangibles, net	24.8	24.5	24.1	23.7	23.4	23.1	22.7	10.4	10.3	0.1	0.1	0.1	0.1	0.1	0.1	0.1
Deferred income tax											0.0	0.0	0.0	0.0	0.0	0.0
Other	2.7	2.5	2.6	2.5	1.8	2.0	1.9	3.3	3.2	3.0	0.0	0.0	0.0	0.0	0.0	0.0
<b>Total assets</b>	<b>43.6</b>	<b>36.4</b>	<b>35.9</b>	<b>34.4</b>	<b>38.1</b>	<b>40.4</b>	<b>34.8</b>	<b>24.5</b>	<b>25.3</b>	<b>12.5</b>	<b>6.1</b>	<b>4.1</b>	<b>6.8</b>	<b>6.0</b>	<b>6.5</b>	<b>7.3</b>
<b>Liabilities and stockholders' equity</b>																
Accounts payable	5.1	4.8	7.3	3.8	3.6	3.4	3.8	4.6	4.7	2.8	0.2	0.3	0.8	1.1	1.8	3.0
Accrued expenses	1.6	1.6	1.6	5.2	4.6	3.0	3.4	2.4	2.7	2.2	0.1	0.2	0.5	0.6	1.0	2.0
Advance on future receipts	3.2	3.8	1.9	4.2	2.1	0.6	2.2	1.6	1.3		0.0	0.0	0.0	0.0	0.0	0.0
Deferred revenue	0.3	0.5	0.9			1.6					0.0	0.0	0.0	0.0	0.0	0.0
Deferred income tax											0.0	0.0	0.0	0.0	0.0	0.0
Warrant liabilities	5.5	7.9	5.8	3.2	2.0	1.0	0.8	0.2	0.2	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Other	0.6	0.6	0.6	1.6	1.4	0.5	2.0	1.8	1.9	1.4	1.4	1.4	1.4	1.4	1.4	1.4
Factored receivables payable											0.0	0.0	3.0	3.0	3.0	3.0
Accrued interest	0.1	0.1	0.0								0.0	0.0	0.0	0.0	0.0	0.0
Short term debt	0.4	0.2	0.0	0.0	5.8	4.1	4.2	5.8	5.7	6.4	7.0	7.0	7.0	7.0	7.0	7.0
<b>Total current liabilities</b>	<b>16.7</b>	<b>19.4</b>	<b>18.1</b>	<b>17.9</b>	<b>19.5</b>	<b>14.2</b>	<b>16.4</b>	<b>16.5</b>	<b>16.5</b>	<b>12.7</b>	<b>8.7</b>	<b>8.9</b>	<b>12.7</b>	<b>13.1</b>	<b>14.2</b>	<b>16.4</b>
Deferred income taxes											0.0	0.0	0.0	0.0	0.0	0.0
Warrant liabilities											0.0	0.0	0.0	0.0	0.0	0.0
Other long term liabilities	2.8	2.6	2.5	2.3	1.9	1.8	1.7	1.6	1.5	1.4	1.4	1.4	1.4	1.4	1.4	1.4
Deferred revenue											0.0	0.0	0.0	0.0	0.0	0.0
Long term debt	1.0	0.9	0.9	0.9	0.9	0.9	0.2	1.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2
<b>Total other liabilities</b>	<b>3.8</b>	<b>3.5</b>	<b>3.3</b>	<b>3.2</b>	<b>2.7</b>	<b>2.7</b>	<b>1.9</b>	<b>2.8</b>	<b>1.6</b>	<b>1.5</b>	<b>1.5</b>	<b>1.5</b>	<b>1.5</b>	<b>1.5</b>	<b>1.5</b>	<b>1.5</b>
Preferred stock									0.0		0.0	0.0	0.0	0.0	0.0	0.0
Common stock	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.4	0.9	1.3	1.7	2.2	2.6
Additional paid-in capital	113.0	115.2	124.9	129.3	138.8	152.9	153.9	158.6	166.3	167.2	167.2	167.2	167.2	167.2	167.2	167.2
Retained earnings	(89.9)	(101.7)	(110.5)	(116.0)	(123.0)	(129.4)	(137.4)	(153.5)	(159.1)	(169.0)	(171.7)	(174.4)	(175.9)	(177.5)	(178.6)	(180.5)
Accumulated other comprehensive income											0.0	0.0	0.0	0.0	0.0	0.0
Non-controlling interest											0.0	0.0	0.0	0.0	0.0	0.0
<b>Total stockholders' equity</b>	<b>23.1</b>	<b>13.5</b>	<b>14.4</b>	<b>13.3</b>	<b>15.8</b>	<b>23.5</b>	<b>16.5</b>	<b>5.2</b>	<b>7.1</b>	<b>(1.8)</b>	<b>(4.1)</b>	<b>(6.3)</b>	<b>(7.4)</b>	<b>(8.6)</b>	<b>(9.3)</b>	<b>(10.7)</b>
<b>Total stockholders' equity and liabil</b>	<b>43.6</b>	<b>36.4</b>	<b>35.9</b>	<b>34.4</b>	<b>38.1</b>	<b>40.4</b>	<b>34.8</b>	<b>24.5</b>	<b>25.3</b>	<b>12.5</b>	<b>6.1</b>	<b>4.1</b>	<b>6.8</b>	<b>6.0</b>	<b>6.5</b>	<b>7.3</b>

**Balance Sheet Drivers**

	Mar-21	Jun-21	Sep-21	Dec-21	Mar-22	Jun-22	Sep-22	Dec-22	Mar-23	Jun-23	Sep-23	Dec-23	Mar-24	Jun-24	Sep-24	Dec-24
	Q1A	Q2A	Q3A	Q4A	Q1A	Q2A	Q3A	Q4A	Q1A	Q2A	Q3E	Q4E	Q1E	Q2E	Q3E	Q4E
Prepaid as % of total rev	43%	53%	31%	31%	27%	37%	34%	28%	24%	7933%	30%	30%	18%	18%	18%	18%
Accounts payable as % of total rev	204%	199%	251%	139%	134%	142%	175%	215%	214%	92867%	200%	150%	175%	175%	175%	150%
Accrued expenses as % of total rev	63%	66%	56%	193%	171%	125%	154%	112%	120%	73233%	120%	120%	100%	100%	100%	100%
<b>Activity Ratios</b>																
A/R Days Sales Outstanding	43	35	46	46	51	68	59	43	51	0	31	31	31	31	31	31
<b>Book &amp; Cash Value (per share)</b>																
Book Value per Share (diluted)	\$17.75	\$8.54	\$8.63	\$7.46	\$8.28	\$9.71	\$6.48	\$1.83	\$2.00	-\$0.45	-\$0.91	-\$1.38	-\$1.61	-\$1.87	-\$2.01	-\$2.32
Cash per Share (diluted)	\$9.95	\$4.09	\$2.19	\$0.52	\$1.95	\$2.29	\$0.36	\$0.86	\$1.06	\$0.88	\$0.12	-\$0.33	\$0.27	\$0.09	\$0.16	\$0.25
Net cash per Share (diluted)	\$8.94	\$3.43	\$1.64	\$0.01	-\$1.53	\$0.23	-\$1.33	-\$1.62	-\$0.57	-\$0.74	-\$1.47	-\$1.88	-\$1.29	-\$1.47	-\$1.39	-\$1.31

Source: Company reports and Ascendant Capital Markets estimates

**Verb Technology Company, Inc.**

Cash Flow Statement (\$ mils)	Mar-21	Jun-21	Sep-21	Dec-21	2021	Mar-22	Jun-22	Sep-22	Dec-22	2022	Mar-23	Jun-23	Sep-23	Dec-23	2023	Mar-24	Jun-24	Sep-24	Dec-24	2024	
Fiscal Year End: December 31	Q1A	Q2A	Q3A	Q4A	FY-A	Q1A	Q2A	Q3A	Q4A	FY-A	Q1A	Q2A	Q3E	Q4E	FY-E	Q1E	Q2E	Q3E	Q4E	FY-E	
<b>Cash flow from operating activities</b>																					
Net income	(8.3)	(11.8)	(8.8)	(5.5)	(34.5)	(7.0)	(6.4)	(8.0)	(16.0)	(37.4)	(5.5)	(9.9)	(2.7)	(2.7)	(20.8)	(1.5)	(1.6)	(1.1)	(1.9)	(6.1)	
Depreciation	0.4	0.4	0.4	0.5	1.7	0.4	0.4	0.8	0.9	2.5	0.7	0.5	0.1	0.1	1.4	0.1	0.1	0.1	0.1	0.4	
Amortization	0.1	0.1	0.1	0.1	0.6	0.1	(0.1)		0.0	0.0				0.0						0.0	
Debt related amortization expen	0.5	(0.5)	1.5	0.9	2.5	0.5	0.6	0.4	0.8	2.4	0.5	1.0			1.5					0.0	
Dividend																					
Stock comp	2.4	1.3	1.0	1.0	5.7	1.3	1.3	1.1	0.8	4.5	1.0	0.4	0.4	0.4	2.3	0.4	0.4	0.4	0.4	1.7	
Deferred rent					0.0					0.0					0.0					0.0	
A/R and inventory reserves	0.1	0.1	(0.1)	0.1	0.2	0.2	0.2	0.0	0.2	0.6	0.1	(0.1)			0.0					0.0	
Deferred income taxes					0.0					0.0				0.0	0.0					0.0	
Change in fair value of warrant l	(0.5)	2.4	0.1	(2.7)	(0.6)	(1.1)	(1.0)	(0.2)	(0.6)	(2.9)	(0.0)	(0.2)			(0.2)					0.0	
Writedowns and impairments			(1.1)		(1.1)	0.0			12.0	12.0	0.1	(0.1)			0.0					0.0	
Other gains/losses	(0.9)	0.9		0.0	(0.0)	0.0				0.0		(1.9)			(1.9)					0.0	
Other					0.0					0.0		7.0			7.0					0.0	
Changes in operating assets and liabilities:																					
Accounts receivable	(0.3)	0.0	(0.5)	(0.0)	(0.8)	(0.3)	(0.5)	0.4	0.2	(0.3)	(0.3)	0.3	(0.0)	(0.0)	(0.1)	(0.1)	(0.0)	(0.1)	(0.3)	(0.6)	
Inventory	(0.0)	0.0	0.0	0.0	0.1					0.0					0.0					0.0	
Prepaid expenses & other curre	(0.3)	(0.1)	0.0	0.2	(0.1)	0.1	(0.1)	0.2	0.1	0.3	0.1	0.0	0.2	(0.0)	0.2	(0.0)	(0.0)	(0.1)	(0.2)	(0.3)	
Income tax					0.0					0.0					0.0					0.0	
Other assets		(0.5)		0.3	(0.2)	0.1	0.1	0.0	(1.4)	(1.2)	0.1	0.0	3.0	0.0	3.2	0.0	0.0	0.0	0.0	0.0	
Accounts payable	0.4	0.4	2.5	(2.0)	1.2	0.2	(0.1)	0.6	(0.1)	0.7	0.4	(0.7)	(2.6)	0.1	(2.8)	0.6	0.2	0.7	1.2	2.8	
Accrued expenses	(0.4)	0.1	(0.2)	0.7	0.2	(0.5)	1.2	(1.0)	0.4	(0.0)	0.1	(0.1)	(2.1)	0.1	(2.0)	0.3	0.1	0.4	1.0	1.8	
Deferred revenue	0.0	0.2	0.4	(0.6)	0.0					0.0					0.0					0.0	
Other liabilities	(0.2)	0.2	0.0	(0.6)	(0.6)	0.1	(0.7)	0.8	(0.7)	(0.5)	(0.1)	0.1	0.0	0.0	(0.1)	3.0	0.0	0.0	0.0	3.0	
<b>Net cash (used in) provided by</b>	<b>(6.9)</b>	<b>(6.7)</b>	<b>(4.6)</b>	<b>(7.6)</b>	<b>(25.9)</b>	<b>(5.9)</b>	<b>(5.1)</b>	<b>(5.0)</b>	<b>(3.4)</b>	<b>(19.4)</b>	<b>(2.9)</b>	<b>(3.6)</b>	<b>(3.6)</b>	<b>(2.0)</b>	<b>(12.2)</b>	<b>2.7</b>	<b>(0.8)</b>	<b>0.3</b>	<b>0.4</b>	<b>2.7</b>	
<b>Cash flow from investing activities</b>																					
Purchases of property and equipment			(0.0)		(0.0)	0.0	(0.0)	0.0	0.0	(0.0)		(0.0)	0.0	(0.0)	(0.0)	(0.0)	(0.0)	(0.0)	(0.0)	(0.0)	
Purchases of short-term investments					0.0					0.0					0.0					0.0	
Acquisitions			(2.3)	0.1	(2.2)	(0.1)				(0.1)	(0.0)	(0.2)			(0.2)					0.0	
Other	0.0	0.0			0.0	(2.3)	(1.8)	(0.2)	(0.3)	(4.6)	(0.1)	4.9			4.8					0.0	
<b>Net cash used in investing activ</b>	<b>0.0</b>	<b>0.0</b>	<b>(2.4)</b>	<b>0.1</b>	<b>(2.3)</b>	<b>(2.4)</b>	<b>(1.8)</b>	<b>(0.2)</b>	<b>(0.3)</b>	<b>(4.7)</b>	<b>(0.1)</b>	<b>4.6</b>	<b>0.0</b>	<b>(0.0)</b>	<b>4.5</b>	<b>(0.0)</b>	<b>(0.0)</b>	<b>(0.0)</b>	<b>(0.0)</b>	<b>(0.0)</b>	
<b>Cash flow from financing activities</b>																					
Issuance of debt					0.0	5.6	0.4		5.0	11.0				0.6	0.6	0.0	0.0	0.0	0.0	0.0	
Repayment of debt				(0.0)	(0.0)		(6.7)	3.4	(2.6)	(5.8)	(1.4)	(0.3)			(1.7)					0.0	
Issuance of stock	14.0	0.1	4.7	3.2	22.1	7.5	12.6		3.9	24.1	6.6	(0.0)		0.0	6.6	0.0	0.0	0.0	0.0	0.0	
Proceeds from stock option exe	1.5		1.9	0.2	3.6	0.4				0.4					0.0					0.0	
Other	2.6	0.1	(2.4)	1.4	1.6	(2.5)	2.5	(2.9)	(1.1)	(4.0)	(0.7)	(1.0)			(1.7)					0.0	
Dividends and distributions					0.0					0.0					0.0					0.0	
<b>Cash provided by (used in) fina</b>	<b>18.0</b>	<b>0.2</b>	<b>4.2</b>	<b>4.8</b>	<b>27.2</b>	<b>11.0</b>	<b>8.8</b>	<b>0.5</b>	<b>5.3</b>	<b>25.6</b>	<b>4.4</b>	<b>(1.3)</b>	<b>0.6</b>	<b>0.0</b>	<b>3.8</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	
Effect of exchange rate on cash					0.0					0.0					0.0					0.0	
<b>Net increase (decrease) in cash</b>	<b>11.1</b>	<b>(6.5)</b>	<b>(2.8)</b>	<b>(2.7)</b>	<b>(0.9)</b>	<b>2.8</b>	<b>1.8</b>	<b>(4.6)</b>	<b>1.5</b>	<b>1.5</b>	<b>1.4</b>	<b>(0.3)</b>	<b>(3.0)</b>	<b>(2.0)</b>	<b>(3.9)</b>	<b>2.7</b>	<b>(0.8)</b>	<b>0.3</b>	<b>0.4</b>	<b>2.6</b>	
<b>Beginning cash and equivalents</b>	<b>1.8</b>	<b>12.9</b>	<b>6.4</b>	<b>3.7</b>	<b>1.8</b>	<b>0.9</b>	<b>3.7</b>	<b>5.5</b>	<b>0.9</b>	<b>0.9</b>	<b>2.4</b>	<b>3.8</b>	<b>3.5</b>	<b>0.5</b>	<b>2.4</b>	<b>(1.5)</b>	<b>1.2</b>	<b>0.4</b>	<b>0.7</b>	<b>(1.5)</b>	
<b>Ending cash and equivalents</b>	<b>12.9</b>	<b>6.4</b>	<b>3.7</b>	<b>0.9</b>	<b>0.9</b>	<b>3.7</b>	<b>5.5</b>	<b>0.9</b>	<b>2.4</b>	<b>2.4</b>	<b>3.8</b>	<b>3.5</b>	<b>0.5</b>	<b>(1.5)</b>	<b>(1.5)</b>	<b>1.2</b>	<b>0.4</b>	<b>0.7</b>	<b>1.1</b>	<b>1.1</b>	

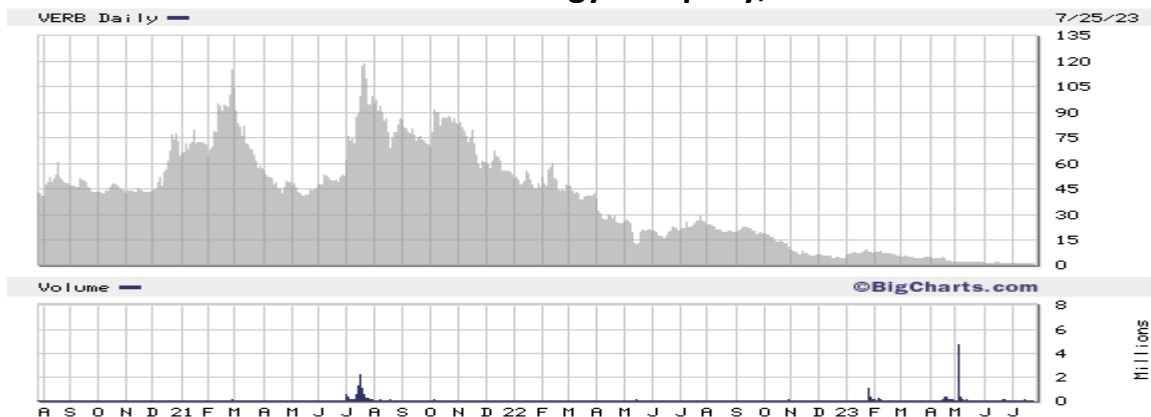
Source: Company reports and Ascendant Capital Markets estimates



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## Verb Technology Company, Inc.



Source: <https://bigcharts.marketwatch.com/>

	Report Date		Price
Report	Date	Rating	Target
1	6/28/2021	Buy	160.00
2	8/22/2021	Buy	200.00
3	12/5/2021	Buy	210.00
4	4/3/2022	Buy	200.00
5	5/19/2022	Buy	180.00
6	8/23/2022	Buy	170.00
7	11/20/2022	Buy	120.00
8	5/25/2023	Buy	25.00

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### Risks & Considerations

Risks to attainment of our share price target include balance sheet/liquidity risks, technological changes and customer demand for SaaS technologies, investor sentiment for investing in technology stocks, consumer sentiment and industry growth for online commerce and software technology companies, competition, changing macroeconomic factors, and changes in government regulations.

### Ascendant Capital Markets, LLC Rating System

**BUY:** We expect the stock to provide a total return of 15% or more within a 12-month period.

**HOLD:** We expect the stock to provide a total return of negative 15% to positive 15% within a 12-month period.

**SELL:** We expect the stock to have a negative total return of more than 15% within a 12-month period.

Total return is defined as price appreciation plus dividend yield.

### Ascendant Capital Markets, LLC Distribution of Investment Ratings (as of July 14, 2023)

Rating	Count	Percent	Investment Banking Services Past 12 months	
			Count	Percent
Buy	51	98%	16	31%
Hold	0	0%	0	0%
Sell	1	2%	0	0%
Total	52	100%	16	31%

### **Other Important Disclosures**

Our analysts use various valuation methodologies including discounted cash flow, price/earnings (P/E), enterprise value/EBITDAS, and P/E to growth rate, among others. Risks to our price targets include failure to achieve financial results, product risk, regulatory risk, general market conditions, and the risk of a change in economic conditions.

### **Dissemination of Research**

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