

This document is only a translation of the Swedish original version of the following Prospectus. Only the Swedish original version is binding and if the translation does not match the original Swedish version, the Swedish original version consequently always prevail. Investors should always take note of the Prospectus in its entirety in the original language before making any decisions.

Offer to purchase shares in Cognosec AB (publ)

Nasdaq First North is an alternative market, operated by the different stock exchanges within Nasdaq Stockholm. Companies whose shares are traded on Nasdaq First North are not obliged to follow the same rules as companies whose shares are traded on a regulated market; instead they follow less comprehensive rules adapted for smaller companies and growth companies.

An investment in a company whose shares are traded on Nasdaq First North may therefore be of more risk than an investment in a company whose shares are traded on a regulated market. All companies whose shares are traded on Nasdaq First North have a Certified Adviser who monitors the Company so that it meets the requirements of Nasdaq First North's rules. Nasdaq Stockholm approves the admission to such trading.

IMPORTANT INFORMATION

Some definitions

With the "Prospectus" means that this prospectus is created in connection with the offer to the public in Sweden and institutional investors in Sweden of shares in Cognosec AB (publ) and the admission to trading of shares on Nasdaq First North "Offer". With "Cognosec", "Group" or "the Company" refers, depending on the context, to Cognosec AB (publ), reg. No. 556135-4811, the group Cognosec AB (publ) is part of, or a subsidiary of Cognosec AB (publ).

"Euroclear" means Euroclear Sweden AB, reg. No. 556112-8074. Reference to "SEK" means Swedish Krona, reference to "EUR" refers to Euro and references to "US \$" refers to US dollars. "M" refers to million. "B" refers to billion. "T" refers to thousand.

Creation and registration of prospectus

The Prospectus has been created in accordance with the Act (1991: 980) regarding trading with financial instruments and the Commission Regulation (EC) No 809/2004 of 29 April 2004 on the implementation of European Parliament and Council Directive 2003/71 / EC (the "Prospectus Directive"). The prospectus has been approved and registered by the Swedish Financial Supervisory Authority in accordance with the provisions of Chapter 2, 25 and 26, §§ Act (1991: 980) regarding trading with financial instruments. The approval and registration does not imply that the SFSA guarantees that the various factual information of the Prospectus is accurate or complete. The prospectus is available on the Company website, www.cognosec.se and on the FSA website, www.fi.se

Important information for investors

All information provided in the Prospectus should be considered carefully, particularly with regard to the specific conditions set forth in the section "risk factors", which describes certain risks that an investment in Cognosec's shares may entail. The Prospectus contains forward-looking information. Such statements are not guarantees of future performance and are subject to inherent risks and uncertainties. Forward-looking statements may be identified by not relating strictly to historical or current facts, or because it may contain words such as "may", "should", "expects", "believes", "estimated", "planned", "preparation", "estimated", "intends to", "forecast", "seeks" or "could", or the negative of such terms or other variations thereof or comparable terminology. Such forward-looking information reflects Cognosec's Board and Company management's current expectations based on current available information and are based on a number of assumptions that are subject to risks and uncertainties that may be outside of the Board's and the management's control. Actual results could differ materially from those expressed or implied in the forward-looking statements. All forward-looking information is based exclusively on the circumstances prevailing at the time it is provided and Cognosec and its Board of Directors has no obligation (and expressly disclaims any such obligation to) update or alter such forward-looking information, whether as a result of new information, future events or something else. Cognosec and / or persons acting on its behalf are subject to the reservations contained or referred to in this section.

The offer to acquire shares under the Prospectus is not, directly or indirectly, to persons whose participation requires an additional prospectus, registration or other measures than those required by Swedish law. The Prospectus application form or other documents relating to the offer or admission to trading is not for distribution in or into the United States or any province or territory in Australia, Canada, Japan, South Africa, New Zealand or Hong Kong or any other country where such distribution or offering requires additional registration or other measures than those pursuant to Swedish law or would conflict with applicable regulations in such country.

Shares in the Offering have not been and will not be registered under the United States Securities Act of 1933 in its current version and will not be registered under the securities laws of any state of the United States. The offer does not include persons residing in any country where the offer or distribution of the Prospectus is contrary to applicable laws or rules or would require additional prospectuses, registration or other measures than those required by Swedish law. The application to acquire shares contrary to the above may be considered invalid. Accordingly, any shares not directly or indirectly offered, sold, resold or delivered in or to countries where the action described above is required or to shareholders residents as above.

This translation of the Swedish version of Cognosec Prospectus into the English language does not, in any way, form any advice or description with the purpose of serving as basis for an offer or a tender to investors. It is only intended to serve as a very general introduction as the Company's business.

Any and all investments decisions must only be based on complete and unlimited access to the entire content of Swedish prospectus.

Disputes relating to the Offer, the contents of the Prospectus and related legal matters shall be settled by a Swedish court. Swedish substantive law is exclusively applicable on the prospectus and the Offering.

Market information, third party information and certain forward-looking information,

The Prospectus contains information from third parties in the form of industry and market information and statistics and estimates derived from industry reports and studies, market research, publicly available information and commercial publications, in some cases, historical information. Some information on the market shares and other statements contained in the Prospectus regarding the industry in which Cognosec's operates and the Company's position in relation to its competitors is not based on published statistics or information from independent third parties. Such information and statements rather reflects the Company's best estimates based on information obtained from trade and business organizations and other contacts in the industry in which it competes, as well as information published by its competitors. The Company believes that such information is useful to investors' understanding of the industry in which the Company operates and the Company's position in the industry. The Company, however, has no access to the facts and assumptions behind the numbers, market information and other information obtained from publicly available sources. The Company has not made any independent verification of the information on the market that has been provided by third parties or industry or general publications. The Company believes that its internal analyzes are reliable, however, they have not been verified by any independent sources and the Company cannot guarantee their accuracy.

The Company takes no responsibility for the correctness of any market share- or industry information in this Prospectus. The Company confirms that the information provided by the third party has been reproduced correctly. As far as the Company is aware and has been able to ascertain from information published by that third party, no facts have been omitted which would mean that the reproduced information is inaccurate or misleading. No third party described above, has as far as the Company is aware, essential interests of the Company.

Presentation of financial information

Certain financial and other information presented in this Prospectus have been rounded off to make information easily accessible to the reader. Consequently does not match the figures in columns exactly to the total. Unless expressly provided no information in the prospectus has been reviewed or audited by the Company's auditor.

Financial advisor

Financial adviser to the Company is Eminova Fondkommission AB, which assisted the Company in establishing the Prospectus. As all information in the Prospectus is derived from the Company disclaims Eminova Fondkommission AB from any liability in relation to existing or prospective shareholders of the Company and relating to other direct or indirect financial consequences as a result of investment or other decision wholly or partly based on information contained in the Prospectus. Eminova Fondkommission AB is also issuing institutions regarding the Offer.

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SUMMARY

This summary includes information that must be published (called "Modules"). The modules are numbered in Sections A - E (A.1 - E.7).

This summary includes all the modules required in a summary of this type of securities and issuers. There may be gaps in the numbering of the modules since not all of the modules need to be included in this type of Prospectus.

Even if a module needs to be included because of the nature of the securities and the issuer, it is possible that there is no relevant information to give concerning the module. In these cases there will be a brief description of the module in the summary and reference to the module as "not applicable".

Section A

A.1	<i>Introduction and warnings</i>	<p>This summary should be considered an introduction to the Prospectus.</p> <p>Any decision to invest in the securities should be based on consideration of the prospectus as a whole by the investor.</p> <p>If the claim relating to the information contained in the prospectus is brought before a court, the plaintiff investor might, under the Member State of the European Union's national legislation, have to bear the costs of translating the prospectus before the legal proceedings are initiated.</p> <p>Civil liability may only be imposed on the people who compiled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent with the other parts of the prospectus, or it does not, together with the other parts of the prospectus, key information in order to aid investors when considering whether to invest in such securities.</p>
A.2	<i>Financial intermediaries</i>	<p>Not applicable. Financial intermediaries are not authorized to use the prospectus for subsequent resale or final placement of shares.</p>

Section B

B.1	<i>Registered Company and Company name</i>	<p>The Company's legal and commercial name is Cognosec AB (publ)</p>
B.2	<i>Registered office, Company form, etc.</i>	<p>The Company is domiciled in, and is registered in Stockholm, as a limited public Company</p> <p>Registration number: 556135-4811.</p>
B.3	<i>Main business activities</i>	<p>Cognosec operates in the field of Cybersecurity.</p> <p>The term "Cybersecurity" means analysis, warning, information sharing, vulnerability reduction, and risk mitigation and recovery efforts for network-based information systems.</p> <p>The Company operates on behalf of the management in organizations, and provides independent advice regarding the organizations and the groups' overall needs of</p>

		<p>cybersecurity by providing services, products or processes, in all the various cyber applications. Cognosec deliver strategic advice to boards and management organizations, implementing decisions, implementing changes and operating ongoing cybersecurity programs and processes.</p> <p>Cognosec provides products, services and processes in several jurisdictions worldwide, and in different types of organizations in the private sector, the public sector, including governments and authorities. The Company has subsidiaries in South Africa, Kenya and the United Arab Emirates. Business activities are mainly in Africa, the Middle East and Europe.</p> <p>Cognosec operates in industries such as banking, payment services, healthcare, retail, insurance, manufacturing, and tourism. The Company's expertise is the organization's cyber security. Cognosec provides Risk and Compliance services, consulting, implementation and ongoing operation and review of cybersecurity solutions and has a high expertise in payments, communications, networking and e-commerce security.</p> <p>In the cybersecurity market there are a number of different certifications and standards. These are usually a prerequisite to compete for major contracts. These certifications are not completely different quality systems that exist in other areas of the economy such as the ISO system.</p> <p>Cognosec is one of the few companies in the world, which has obtained certificates from the PCI Security Standards Council and is a Qualified Security Assessor and Cognosec possesses Approved Scanning Vendor holds licenses for Europe, CEMEA and the USA and is also represented on the Global Advisory Council Agiliance.</p>
<p>B.4a</p>	<p><i>Trends</i></p>	<p>Cybersecurity is important, and is now regarded as one of the issues that have the highest priority in the boardrooms around the world. It has replaced succession planning and recruitment of new leaders as the main issue that the boards have to discuss, according to business information company Reuters.</p> <p>Identity Fraudsters stole an estimated 16 B USD in 2014 from 12.7 million Americans. Every two seconds someone's identity is stolen, which means that this type of crime has created a global market that is expected to turnover 76.7 B USD in 2014. This market is expected to grow strongly and is expected turnover more than 165 B USD in 2023</p> <p>Operations in Cognosec has grown both organic and through acquisitions under these market conditions. The Company has established operational centers for various geographic areas around the world. There have been significant investments in product development, IT, logistics, training and marketing within the organization.</p> <p>The last few years have been very successful for Cognosec. Currently, the Company is expanding profitability and has good economic conditions. During the past six months, the Group's order book has grown and is at the end of the first half-year of 2015 more than one quarter's turnover.</p> <p>A starting point for defining Cognosec's competitors is companies and organizations that have basically the same or a similar accreditations and certifications as Cognosec.</p> <p>Cybersecurity market is fragmented, with everything from small independent cyber advisors to the "big four" accounting firms and a dozen major industrial groups.</p> <p>The largest accounting firms "Big Four" (PWC, Deloitte & Touche, Ernest & Young and KPMG) diversify its service offering by adding security services in the form of cybersecurity advising. The big accounting firms are in a conflict between providing infrastructure and security advice while performing their main function; audit. It opens up opportunities for focused companies like Cognosec that specialize its activities in cybersecurity.</p> <p>New specialized companies establish themselves in the market for cybersecurity. This is sometimes done through the spin-off from a larger organization.</p>

		<p>In addition, the giants in the IT field, "Big Five" (Symantec, Intel Security IBM Security, Tend Micro ECM) provide an activity to the lesser extent, which include cyber security by selling and promoting cybersecurity software.</p> <p>The market is subject to structural transformation, which mergers and acquisitions play an important role. Cognosec aspires to be a leading player in this process.</p> <p>Companies such as iSight Partners, Odyssey consultants and IOActive compete with Cognosec in terms of customer contracts. These competitors also offer Cognosec future potential opportunities by getting involved in future mergers and acquisitions.</p>																								
B.5	<i>Group</i>	<p>Cognosec AB is the Swedish parent Company of a group consisting of the following subsidiaries:</p> <ul style="list-style-type: none"> ● African Risk Mitigation (Pty) Ltd – South Africa ● Dynamic Recovery Services (Pty) Ltd – South Africa (with B-BBEE status*) ● Professional Technologies Limited – Kenya ● Advanced Risk Mitigation JLT Ltd – Dubai. <p>The group also consists of Cognosec Ltd in the UK, a dormant company.</p> <p>Cognosec AB intends to acquire the shares of Cognosec GmbH at the latest: 31 December 2015.</p> <p>Cognosec AB and Cognosec GmbH reached an agreement comprising a cooperation with the use of services, licenses, trademarks and intellectual property rights. The agreement gives Cognosec AB rights to know-how and intangible rights with effect from 1st of June 2015.</p> <p><i>* The Company is covered by the Broad-Based Black Economic Empowerment Act (53/2003) ("BBBEE"), which is a requirement to be able to bid and provide services to the public sector in South Africa, which means that 75.8 percent owned by Cognosec and the rest of a foundation-like organization. The Foundation does not have the option to sell the shares. However, you are entitled to dividends in proportion to your shareholding.</i></p>																								
B.6	<i>Shareholders</i>	<table border="1"> <tr> <td>JA Paulsen and related companies</td> <td>230 000 000</td> </tr> <tr> <td>Stefan Mårtensson</td> <td>8 000 000</td> </tr> <tr> <td>B van der Vorm</td> <td>1 222 923</td> </tr> <tr> <td>Marint Ltd</td> <td>1 000 000</td> </tr> <tr> <td>J Stratford</td> <td>564 000</td> </tr> <tr> <td>D Altham</td> <td>500 000</td> </tr> <tr> <td>LGT Mank Ltd</td> <td>500 000</td> </tr> <tr> <td>M Lisher</td> <td>500 000</td> </tr> <tr> <td>Tritum Ltd</td> <td>200 000</td> </tr> <tr> <td>TJM Moeskops</td> <td>200 000</td> </tr> <tr> <td>Other shareholders</td> <td>2 113 077</td> </tr> <tr> <td>Total number of shares</td> <td>244 800 000</td> </tr> </table>	JA Paulsen and related companies	230 000 000	Stefan Mårtensson	8 000 000	B van der Vorm	1 222 923	Marint Ltd	1 000 000	J Stratford	564 000	D Altham	500 000	LGT Mank Ltd	500 000	M Lisher	500 000	Tritum Ltd	200 000	TJM Moeskops	200 000	Other shareholders	2 113 077	Total number of shares	244 800 000
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B.7

Historical
Financial
Information
Summary

The Group prepares its consolidated financial statements by: Accounting Standards Board BFNAR 2012: 1 Annual report and consolidated (K3).

"Cognosec Group" was formed in January 2015. Any activity of relevance has not been conducted in the parent Company until 2015. The historical financial information presented herein has been prepared and is derived from the audited financial statements for calendar years 2013 and 2014 and reported in SEK and published half year report for the period January 1 - June 30, 2015 the Company, which is reported in EUR.

GROUP PROFIT AND LOSS

(Thousand Euros)

	Jan-June		Jan-Dec	
	2015	2014	2014	2013
Net Revenue	6 370,2	n.a.	n.a.	n.a.
Cost of Sold Goods	-4 057,7	n.a.	n.a.	n.a.
Gross Profit	2 312,6	n.a.	n.a.	n.a.
Sales Costs	-1 160,6	n.a.	n.a.	n.a.
Administration Costs	-426,3	n.a.	n.a.	n.a.
Development Costs	0,0	n.a.	n.a.	n.a.
Other Costs	0,0	n.a.	n.a.	n.a.
Depreciation	-33,2	n.a.	n.a.	n.a.
Total Operating Cost	-1 620,2	n.a.	n.a.	n.a.
Operating Profit	692,4	n.a.	n.a.	n.a.
Finance Net.				
Other Net Financial Instruments and Claims	0,0	n.a.	0	n.a.
Other Financial Income	4,9	n.a.	0	n.a.
Net Interest and Equivalent Items	-3,6	n.a.	0	n.a.
Total Finance Net	1,3	n.a.	n.a.	n.a.
Profit after Financials	693,7	n.a.	n.a.	n.a.
Tax (Period)	0,0	n.a.	n.a.	n.a.
Profit (Period)	693,7	n.a.	n.a.	n.a.
Total net Profit for the Period	693,7	n.a.	n.a.	n.a.
<i>Attributable to Parent</i>	<i>525,7</i>	<i>n.a.</i>	<i>n.a.</i>	<i>n.a.</i>
<i>Minority interest</i>	<i>168,0</i>	<i>n.a.</i>	<i>n.a.</i>	<i>n.a.</i>
<i>Profit/share before dilution</i>	<i>0,0021</i>	<i>n.a.</i>	<i>0,00</i>	<i>0,00</i>
<i>Profit/share after dilution</i>	<i>0,0021</i>	<i>n.a.</i>	<i>0,00</i>	<i>0,00</i>

BALANCE SHEETS

(Thousand Euros)

ASSETS	GROUP			PARENT		
	2015	2014	2013	2015	2014	2013
	30-jun	31-dec	31-dec	30-jun	31-dec	31-dec
Fixed Assets						
Material Assets	112,3	n.a.	n.a.	0,0	n.a.	n.a.
Financial Assets						
Investment	0,0	n.a.	n.a.	1 088,9	n.a.	n.a.
Goodwill	359,0	n.a.	n.a.	0,0	n.a.	n.a.
Claims on Subsidiaries	0,0	n.a.	n.a.	0,0	n.a.	n.a.
Deferred Tax	13,8	n.a.	n.a.	0,0	n.a.	n.a.
Other Long Term Claims	311,2	n.a.	n.a.	311,2	n.a.	n.a.
Total Fixed Assets	796,3	n.a.	n.a.	1 400,0	n.a.	n.a.
Current Assets						
Inventory (PIP)	294,9	n.a.	n.a.	0,0	n.a.	n.a.
Short Term Claims	0,0	n.a.	n.a.	39,2	n.a.	n.a.
Trade	3 739,8	n.a.	n.a.	1,4	n.a.	n.a.
Other Claims	125,8	n.a.	n.a.	0,0	n.a.	n.a.
Cash & Bank	1 321,4	n.a.	n.a.	20,3	n.a.	n.a.
Total Current Assets	5 481,9	n.a.	n.a.	60,9	n.a.	n.a.
TOTAL ASSETS	6 278,2	n.a.	n.a.	1 460,9	n.a.	n.a.

DEBT AND EQUITY CAPITAL	GROUP			PARENT		
	2015	2014	2013	2015	2014	2013
	30-jun	31-dec	31-dec	30-jun	31-dec	31-dec
Equity Capital						
Share Capital	90,6	n.a.	n.a.	66,2	n.a.	n.a.
Share Premium	1 375,6	n.a.	n.a.	1 400,0	n.a.	n.a.
Balanced Profits	-6,8	n.a.	n.a.	-11,3	n.a.	n.a.
Period Profit/Loss	525,7	n.a.	n.a.	0,0	n.a.	n.a.
Equity without determining influence	284,2	n.a.	n.a.	0,0	n.a.	n.a.
Total Equity	2 269,3	n.a.	n.a.	1 454,9	n.a.	n.a.
Longterm Debt	0,0	n.a.	n.a.	0,0	n.a.	n.a.
Shortterm debt						
Interim Debt	0,0			0,0		
Intragroup Debt	0,0			0,0		
Suppliers	3 838,1	n.a.	n.a.	6,0	n.a.	n.a.
Tax Debt	69,8	n.a.	n.a.	0,0	n.a.	n.a.
Prepaid Expenses	0,0	n.a.	n.a.	0,0	n.a.	n.a.
Adjustments	101,0	n.a.	n.a.	0,0	n.a.	n.a.
Total Short Term Debt	4 008,9	n.a.	n.a.	6,0	n.a.	n.a.
TOTAL DEBT AND EQUITY	6 278,2	n.a.	n.a.	1 460,9	n.a.	n.a.

COGNOSEC GROUP: Finacial key-ratios	Jan-June	Jan-June	diff %	Jan-Dec	Jan-Dec	diff %
	2015	2014		2014	2013	
Total Group Income (TEUR)	6 370,2	n.a.	n.a.	n.a.	n.a.	n.a.
Cash Flow of the Period (TEUR)	931,6	n.a.	n.a.	n.a.	n.a.	n.a.
Operating Profit (TEUR)	692,4	n.a.	n.a.	n.a.	n.a.	n.a.
Operating Marginal (Percent)	10,9	n.a.	n.a.	n.a.	n.a.	n.a.
Profit after Taxes (TEUR)	693,7	n.a.	n.a.	n.a.	n.a.	n.a.
Profit per share,after dilution (EUR)	0,0021	n.a.	n.a.	n.a.	n.a.	n.a.

CASH FLOW ANALYSIS
(Thousand Euros)

	GROUP		PARENT	
	2015 Jan-June	2014 Jan-June	2015 Jan-June	2014 Jan-June
Operating Profit	692,4	n.a.	0,0	n.a.
Adjustments non C/F items	33,2	n.a.	0,0	n.a.
Operating Cash Flow	725,6	n.a.	0,0	n.a.
Paid Taxes	-0,5	n.a.	0,0	n.a.
Changes in Working Capital	417,9	n.a.	-39,2	n.a.
Cash Flow from Operating Activities	1 143,0	n.a.	-39,2	n.a.
Acquisition of Fixed Assets	-45,8	n.a.	0,0	n.a.
Investments in Current Assets	-1 439,2	n.a.	-1 400,0	n.a.
Sale of Fixed Assets	0,0	n.a.	0,0	n.a.
Cash Flow from Investment Activities	-1 485,0	n.a.	-1 400,0	n.a.
New emissions	1 439,2	n.a.	1 439,2	n.a.
Increase of Long Term Debt	0,0	n.a.	0,1	n.a.
Amortization of Debt	-162,0	n.a.	0,0	n.a.
Interest Payment	-3,6	n.a.	0,0	n.a.
Cash Flow from Financing Activities	1 273,6	n.a.	1 439,3	n.a.
Cash Flow from the Period	931,6	n.a.	0,1	n.a.
Opening Cash	368,0	n.a.	19,9	n.a.
FX-diff Period	21,8	n.a.	0,3	n.a.
Closing Cash Position	1 321,3	n.a.	20,3	n.a.

No relevant comparative figures as the Group is newly formed there

NET PROFIT

THE GROUP

Net sales for the first half amounted to 6 370.2 TEUR.

Profit after tax for the first half of the year amounted to 693.7 TEUR before adjustment for minority interests, which amounted to 168.0 TEUR.

PARENT COMPANY

The parent Company's profit for the first six months amounted to 0 TEUR. The parent Company's profit and shareholders' equity was positively affected by a stronger EUR.

FINANCIAL POSITION

THE GROUP

The Group had at June 30, cash and cash equivalents amounted to 1 321.4 TEUR. The equity ratio was 36.1 percent. Group equity amounted to 2 269.3 TEUR, which after adjustment for minority interest corresponds to 0.0021 EUR per share.

The Group has not paid any dividends on the shares during the first half of 2015.

The Cognosec Group, June 30 2015 had no liabilities to banks or credit institutions.

INVESTMENTS

THE GROUP

The Groups net investments in fixed assets amounted to TEUR 45.8, for the acquisition of intellectual property rights. and 1 439.0 TEUR for the acquisition of subsidiaries

THE PARENT COMPANY

The parent Company has invested 1 088,9 of TEUR in shares in subsidiaries during the period. As a consequence, goodwill accounted to 359 TEUR. Reported goodwill in connection with the interim financial statements, depreciated by 5 percent.

No significant events occurred after June 30 2015

B.8 *Pro forma financial information*

The pro forma accounts are only intended to inform and illustrate the facts, and the fact that the pro forma financial statements are by their nature intended to describe a hypothetical situation and therefore does not represent the Company's actual financial position or results.

The amounts below are in some cases rounded up or down, due to that one may consider that the amounts below might not be entirely accurate.

Pro forma information shows what could have been the case if the acquisitions had occurred on January 1st 2014 instead of January 1st 2015.

These pro forma figures has been reviewed by the Company's auditor:

COGNOSEC GROUP 2014 PRO FORMA	DRS (SA)	ARM (SA)	ARM (UAE)	PTL	COGNOSEC AB	INTRA GROUP Elimination	GROUP (Pro forma)
1 000 €							
PROFIT & LOSS							
Net Revenue	5 706,13	1 355,70	1 407,40	1 579,00	0,43		10 048,66
Other income	0,00	0,00	328,14	0,00	0,00	-328,14	0,00
Cost of sold goods/services	-3 560,91	-969,22	-1 196,80	-1 001,97			-6 728,90
Gross profit	2 145,22	386,49	538,74	577,03	0,43	-328,14	3 319,76
Cost of Personal	-1 534,05	-259,98	-414,27	-238,22	0,00		-2 446,52
Administration	-552,45	-151,10	-154,69	-166,83	-5,32	328,14	-702,25
Depreciation	-13,99	0,00	-2,84	-8,92	0,00		-25,75
Total operating cost	-2 100,49	-411,08	-571,79	-413,97	-5,32	328,14	-3 174,52
Operating Profit	44,73	-24,60	-33,06	163,06	-4,89	0,00	145,24
Financial net	18,51	0,00	0,00	-2,45	0,03		16,09
Profit/Loss at divestment of Assets	0,00	0,00	0,00	0,00	0,00		0,00
Cost of taxes	-32,38	-102,65	-0,69	-39,22	0,00		-174,95
FX-Diff	-0,03	22,48	0,00	-7,31	0,00		15,14
PROFIT OF PERIOD	30,83	-104,77	-33,75	114,08	-4,86	0,00	1,52
Minority share(24,2 %) of deferred taxes	3,16						

B.9 *Prognosis*

Not applicable. Company presents no prognosis

B.10 *Auditor Remarks*

Not applicable. No auditor remarks.

B.11 *Working Capital*

The Board of Cognosec believes that the working capital is sufficient for current needs over the next 12 months counting from the dating of this prospectus. This means that the Company can meet its payment obligations, operate and develop the business to the extent that the Board planned.

Section C – Securities

C.1 *The securities that are offered*

The Company has one class of shares.

		<p>The intention is that existing and newly issued shares be admitted to trading on Nasdaq First. The Company's shares have ISIN-code: SE0007306196</p> <p>All newly issued shares to begin trading on Nasdaq First North are affiliated to Euroclear and no share certificates will be issued.</p>
C.2	<i>Denomination</i>	The shares are denominated in EUR.
C.3	<i>Total number of shares of the Issuer</i>	<p>244,800,000 shares are issued by the Company. In connection with the planned listing there will be up to 10 million new shares issued. This means that the number of shares after the issue will be 254,800,000 shares.</p> <p>The new issue will mean that the share capital will be increased from 612 000 SEK to 637 000 SEK. The Company's shares have a quotient value of 0.0025 SEK. All shares have the same voting rights.</p> <p>The new issue allows the Board to issue shares without preferential rights for the existing shareholders. This was decided at the shareholders meeting on June 21st 2015.</p>
C.4	<i>Rights attached to the shares</i>	<p>Each share entitles to one vote at the General Meeting. Right to dividend accrues to those who by the General Meeting are approved; the record date for the dividend is registered as holders of shares in the Euroclear share register.</p> <p>If the Company should be wound up by liquidation, following shareholder rights primarily of PLCs and secondarily of other relevant Swedish legislation. Shareholder rights are subordinated creditors.</p>
C.5	<i>Restrictions on the free transferability of the shares</i>	There are no restrictions on the free transferability of the Company's shares.
C.6	<i>Listing of the shares</i>	<p>On April 25 2015, the Company's Board of Directors decided to apply for a listing of the Company's shares on Nasdaq First North when the opportunities are favorable to the Company.</p> <p>Such a listing is expected to occur during the third quarter of 2015, given that the distribution requirement is met for listing on Nasdaq First North.</p> <p>The Company's shares have not been traded previously on any organized market.</p>
C.7	<i>Dividend policy</i>	<p>There are no restrictions in Cognosec's right to pay dividends on the Company's shares.</p> <p>The Company's Board of Directors has not been paid dividends in 2013 and 2014 and has no plans to propose such an action to the Annual General Meeting within the next 24 months.</p>

Section D – Risks

D.1	<i>Risks related to the Issuer</i>	An investment in Cognosec involves an investment in a Company that operates in a rapidly growing market with a rapidly changing environment. It means that an investment in the Company is associated with a higher risk than companies that operate
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in mature markets. An investor should carefully consider the risk factors described in this Prospectus before making the decision to invest in Cognosec. These risk factors include, among other things, trade and business-related risks.

Risks related to key employees

The success of Cognosec is based on a few key people and their knowledge, experience and creativity. That means that if one or more of these key persons should leave Cognosec, it could result in negative effects for the business. The future growth of Cognosec depends largely on its ability to attract and retain qualified employees.

Risks related to competition and other new technology

Cognosec have a number of competitors that have the potential to adversely affect operations. These are companies that compete with the same or similar products and / or services as Cognosec. Moreover, innovation and product development by competitors is a risk factor for Cognosec's business. As a consequence of innovation and product development by competitors there may be the range of services Cognosec offers that may become obsolete and that will reduce the attractiveness towards Cognosec from the Company's customers.

Risks related to certification and licensing

Cognosec has a number of important certifications and licenses that enable Cognosec to deliver products and offer their services in a number of jurisdictions. These certifications and licenses will need to be maintained and renewed for to Cognosec to continue to be effective in those jurisdictions. A suspension, delay or loss of a certification or license may result to have a detrimental impact on the business.

Cognosec intends to expand its business globally. That may result in additional certifications and licenses required. If this is delayed or fails, it may delay or obstruct the expansion of the business.

Risks related to emerging markets

Cognosec's business is growing strongly through establishment in new foreign markets. To establish Cognosec in new countries and regions involves risks that are difficult to predict. Establishments abroad can be delayed and lead to lost revenue, face restrictions and / or additional taxes for operations. The outcome of the new establishments involves a risk in itself, which could have an impact on operations, sales, financial position and results.

Political risks - Political risk is the uncertainty about negative political decisions. Developing countries tend to follow a free market discipline, with a low degree of government intervention, while emerging markets companies often privatized on request. Some additional factors that contribute to political risk: the possibility of war, tax increases, loss of subsidies, a change of policy in the market, the inability to control inflation and new laws on resource extraction. Major political instability could also lead to civil war and the closure of all or part of the industry. In addition, employees can either refuse or do not have the ability to perform their job.

Inadequate corporate governance structures - Emerging markets are sometimes weaker corporate governance system, thus managing risk is affected in undesirable ways. Public authorities and even governments can exert greater influence in the Company than the shareholders. In addition, when countries have restrictions on acquisitions incentive to maintain operations drop, job security, etc. The corporate governance in emerging markets has a long way to go before they can be considered completely effective.

Risks related to currencies - foreign currency risks

Cognosec has revenues in different currencies and at the same time, the Company has

		<p>most of its operating costs in ZAR, GBP and EUR.</p> <p>Cognosec are consequently exposed to currency risks, contingent on how the various currencies fluctuate. Cognosec does not hedge its currency, cash flows or use of forward contracts.</p>
D.3	<i>Risks related to the shares</i>	<p>Investing in shares is connected with the risk that the investment can both rise and fall in value. Each of these risk factors may affect the Company's business, financial condition and results of operations and may therefore reduce the value of the Company's shares.</p> <p><i>An investment in shares is associated with risk</i></p> <p>Operations in Cognosec are affected by a number of factors beyond Cognosec's control. Such risks may also be due to Cognosec yet not directly connected to Cognosec. Below is an overview of the most important risk factors that the Board of Cognosec have identified as significant for the evaluation of operations, financial position and profit / loss.</p> <p><i>Stock market risk</i></p> <p>A potential investor should consider that an investment in Cognosec is associated with high risk.</p> <p>There is a risk that the stock market will follow an unfavorable direction Both the general stock market developments and trends in the share prices of some companies are dependent on a variety of factors that individual companies cannot influence. In addition to the development of Cognosec's business one should know that the market price of Cognosec's shares are affected by numerous factors, for example, general economic conditions, political uncertainty, the flow of capital, market and market behavior psychology.</p> <p>Although the operations of Cognosec have developed positively, there is the risk that an investor will be forced to realize a loss on the disposal of their shares. An investment in shares of Cognosec should be preceded by a thorough analysis.</p> <p><i>Fluctuations in share price</i></p> <p>The share price for Cognosec can vary significantly as a result of variations in gain / loss reported in the interim report, general economic conditions, political events, interest rate market, stock market, and the perception of the market.</p> <p>Major shareholders can sell their shares, which can have negative effects on the share price.</p> <p><i>Future dividend</i></p> <p>The amount of any future dividends is dependent upon future profit / loss, financial position, cash flow and working capital requirements. Distributable funds may not be available during certain fiscal years. There is a risk that the dividends will not be paid in the future.</p> <p><i>Major Shareholders</i></p> <p>JA Paulsen and related companies is the largest shareholder of Cognosec and will take a large portion of Cognosec shares and votes. This influence can be to the detriment of shareholders whose interests are different from the larger shareholders.</p> <p><i>Risks related to the limited liquidity of the shares in Cognosec</i></p> <p>One of the conditions for a well-functioning stock trading is that there is enough supply</p>

		and demand, meaning that there are bid and ask prices for the shares. A lack of liquidity may result in difficulties selling ones holdings at an acceptable price and at a desired time for the shareholder.
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Section E – Information about the Offer

E.1	<i>Issue amount and issue expenses</i>	The Offer will, at full subscription provide the Company of a sum of approximately 5 M EUR before transaction costs, that are estimated at approximately 0.5 M EUR.
E.2a	<i>Reason for the offer and use of proceeds</i>	<p>To support the Company's growth and future development of the Company it has decided to issue a public offer to acquire shares in the Company.</p> <p>The Board believes that a listing on the Nasdaq First North will lead to:</p> <ul style="list-style-type: none"> • Increased visibility of the Company • Supporting opportunities for organic growth • Facilitate the recruitment of staff • Increase the attractiveness of current and prospective customers • Facilitate further geographic expansion • Liquidity in the Company's shares • <p>The Board intends to use the expected revenues from the new issue and the planned listing on the Nasdaq First North to:</p> <ul style="list-style-type: none"> • Primary, acquisitions of strategically new companies • Secondary, working capital for the establishment of operations on new markets and product development
E.3	<i>The Offers terms and conditions</i>	<p>The offer consists of between 25 million to 30 million shares in Cognosec AB (publ), of which at least 10 million shares will be newly issued shares and up to 20 million will be the sale of shares from existing shareholders.</p> <p>Price per share: 50 eurocents.</p> <p>The offer comprises two parts; a public offer and an offer of an equity swap to the shareholders of UC Group Ltd.</p> <p>1. The offer is directed to the public and to institutional investors. The Board may also make offers to investors in other EU countries.</p> <p>2. The offer directed to existing shareholders in UC Group Ltd, who will be offered a share exchange, where existing shares in UC Group Ltd are exchanged for shares in Cognosec AB (publ). The offer of a share swap to the shareholders of UC Group Ltd. will be swapped in a ratio of five (5) UC Group Ltd shares for one (1) Cognosec AB shares.</p> <p>The Company will issue between 5 million and 10 million new shares, the proceeds of the issue will mean that the funds are added to the Company of at least 2.5 M EUR before transaction costs.</p> <p>A major owner, JA Paulsen, offers to sell and carry out a share swap with up to 20 million of the Company's existing shares, in accordance with the terms of the offer with a possible oversubscription option of an additional 15 million shares. The share swap is expected to include approximately 15 million shares.</p>

E.4	<i>Conflict of interest, etc.</i>	A member of the board and a senior executive has economic interests in the Offer by owning shares in the Company. The Company's financial advisor in connection with the Offer is Eminova Fondkommission AB. Eminova Fondkommission AB has provided, and may in the future provide, various financial services, investment services, commercial and other services to Cognosec or the Selling Shareholders or to the Company or the selling shareholders related parties. Eminova Fondkommission have received and may receive customary fees and commissions for these transactions and services and may have interests that may not agree with or may potentially conflict with potential investors and the Company's interests.
E.5	<i>Selling shareholders / Lock-up agreement</i>	The largest shareholder has agreed to possess at least 170 million shares of the Company in a period of 9 months from the planned listing on the Nasdaq First North. Shareholders whom agree to the offer to acquire shares in Cognosec through share swap will undertake not to sell their shares before the end of September 2015
E.6	<i>Dilution</i>	There will be a dilution on 4 percent of capital and votes based on full subscription in the new issue of 10 million shares.
E.7	<i>The cost for the investor</i>	Not applicable; The Company obliges investors no costs.

RISK

Investing in shares is connected with the risk that the investment can both rise and fall in value. Limited company's various businesses are constantly exposed to influences, both from factors within the specific company as from factors that are external to the individual company's reach, however, may still affect the business and its prospects. An investment in Cognosec involves an investment in a Company that operates in a rapidly growing market with a rapidly changing environment. It means that an investment in the Company is associated with a higher risk than companies that operate in mature markets. An investor should carefully consider the risk factors described before making the decision to invest in Cognosec. Each of these risk factors may affect the Company's business, financial condition and results of operations and can thus threaten to reduce the value of the Company's shares. The presentation of risk factors does not claim to be exhaustive. The description is in no particular order. Additional risks and uncertainties that Cognosec do not know about may have a negative effect on Cognosec's operations, financial position and results. Besides the described risk factors an investor should consider other information in the Prospectus.

MARKET, COMPANY-SPECIFIC AND BUSINESS-RELATED RISKS

Risks related to key employees

The success of Cognosec based on a few key people and their knowledge, experience and creativity. If one or more of these key persons should leave Cognosec, and not be replaced, it is likely to result in negative impacts to the business. Cognosec's future growth depends largely on the Company's ability to both attract new employees and retain their qualified employees.

Risks related to manpower

Competition for staff in cybersecurity means that there is a risk that personnel cannot be recruited or that personnel cannot be recruited on reasonable terms. These risks threaten growth for the Company and the ability of delivery.

Risks related to competitors, and new competing technologies

Cognosec have a number of competitors that have the potential to affect the Company's operations. There are companies that compete with the same or similar products and / or services as Cognosec. In addition, innovation and product development by competitors is a risk in the Company's business. As a consequence of innovation and product development by competitors there may be the range of services Cognosec offers that may become obsolete and that will reduce the attractiveness towards Cognosec from the Company's customers.

Risks related to certification and licensing

Cognosec has a number of important certifications and licenses that enable the Company to conduct audits, risk assessment and security procedures for our clients. These certifications and licenses will need to be maintained and renewed in the future for Cognosec to be able to continue to operate effectively in markets within these jurisdictions. Suspension, delay or loss of a certification or license may adversely affect the Company's operations.

Cognosec intends to expand its business globally. This may result in additional certifications and licenses being required. If this is delayed or fails, risk might arise. In Addition, there remains a risk that any application process may not lead to applied licenses not being obtained. This may delay the expansion of operations or completely compromise the Company's expansion.

Damage to Cognosec's reputation can lead to lost sales or lost growth opportunities

Cognosec depends on its reputation. A company's reputation is important in relation to both new and existing customers. The choice of supplier of goods and services, such as quality problems, operational or logistical

problems or the loss of a well-known existing customer or supplier may lead to Cognosec's reputational damage and thus result in difficulty to treat existing customers or attract new customers. Additionally, the Company is facing the possibility that its employees or other persons connected with the Company may take actions that are unethical, criminal (including but not limited to, violations of applicable anti-corruption - or bribery laws) or in violation of the Company's internal guidelines and policies, customers and suppliers would be able to associate the Company with such measures, which could have a material adverse effect on Cognosec's reputation.

Trade secrets

Cognosec's business and market position is largely dependent on maintaining protection of the Company's trade secrets. Cognosec's corporate secrets are mainly protected by relevant legislation and customary contractual settlements with employees, suppliers, customers and partners. In the event that the existing protection proves insufficient or if the compensation the Company may receive for breach of the law and / or contractual regulations is insufficient to compensate for the damage the Company affected by its business secrets come to another's knowledge can lead to materially adverse effects on Cognosec's business, financial position and earnings.

Risks related to emerging markets

Cognosec's business is growing strongly through entering new markets. To establish the Company in new countries and regions in the new jurisdictions involves risks that are difficult to predict. To additionally expand overseas entails risks for delays and as consequence of this is the potential for lost revenue, increased costs, restrictions, additional tax charges or fees for business based on applicable rules and regulations.

The establishment of a new market in itself is a risk. There is always some uncertainty whether it will succeed or can be implemented as planned. This may have an impact on operations, sales, financial position and results.

Lack of corporate governance and business control

Emerging markets have sometimes weaker corporate governance system whereby other actors, sometimes with authorities and governments, are given a greater say in the Company than the shareholders. Moreover, in countries with restrictions on acquisition and management, incentive to maintain job security declines. Emerging markets have a long way to go before they can be considered effective in a Western European perspective.

Political risks

Political risk is the uncertainty about the negative consequences of a company dependent on political decisions. Developed countries tend to follow a free market with discipline and a low degree of government intervention, while companies operating in emerging markets are at risk of privatization by politically motivated decisions. Some additional factors that contribute to political risks are: risks of war, tax increases, loss of subsidies, change of market policies, local inability to control inflation, and laws on resource extraction. Major political instability can locally lead to civil war and widespread disruption of business: Employees may either refuse, or no longer have the ability to perform their duties.

Risks Related to the BBEE status

The subsidiary Dynamic Recovery Services (DRS) has in South Africa a B-BBEE status (Broad Base Black Economic Empowerment), which requires the Company to maintain a number of criteria in order to retain this status. Should the Company fail to retain the B-BBEE status its business and results will be severely limited or rendered impossible with regard to submitting public tenders in South Africa.

Risks related to currencies, currency risks

Cognosec have revenue streams in several different currencies, and the bulk of its operating costs ZAR, GBP and EUR. Cognosec are consequently exposed to currency risks. Different currencies fluctuate in value over time. Cognosec do not currently hedge cash flows and do not use futures contracts.

Conflicts

Companies in the Cognosec may become involved in disputes within the framework of normal business activities and may become subject to claims in lawsuits regarding contracts, product liability and other claims. Furthermore, the companies within the group (or Group companies officers, directors, employees or affiliates) can be subject to criminal investigations and processes, disputes, claims, investigations and processes of this type can be time consuming, disrupt normal operations, involve large damages and lead to significant costs. Moreover, it can be difficult to predict the outcome of complex disputes, claims, investigations and processes. Future litigation, claims, investigations and processes could negatively impact the Company's business, earnings and financial position.

RISKS RELATED TO THE OFFER

Liquidity risks, risks related to the limited liquidity of Cognosec's shares

One of the conditions for well-functioning stock trading is that there is an adequate supply and that there are bid and ask prices for the shares. These conditions are good for shareholders whom can easily convert their holdings to cash, meaning that the share's liquidity is good.

However, it is not possible to make any guarantees that the liquidity of Cognosec shares will be satisfactory. A lack of liquidity can result in difficulty to convert their holdings at an acceptable price and at a desired time.

Fluctuations in share price

The share price for Cognosec can vary significantly as a result of variations in gain / loss in published interim reports, general economic conditions, political events, interest rate market, stock market, and the perception of the market.

Major shareholders can sell their shares, which can have negative effects on the share price.

Stock market risk

A potential investor should consider that an investment in Cognosec is associated with high risk.

There is a risk that the stock market will follow an unfavorable direction. Both the general stock market developments and trends in the share prices of some companies are dependent on a variety of factors that individual companies cannot influence. In addition to the development of Cognosec's business one should know that the market price of Cognosec's shares are affected by numerous factors, for example, general economic conditions, political uncertainty, the flow of capital, market and market behavior psychology.

Although the operations of Cognosec have developed positively, there is the risk that an investor will be forced to realize a loss on the disposal of their shares. An investment in shares of Cognosec should be preceded by a thorough analysis.

Future dividend

The amount of any future dividends is dependent upon future profit / loss, financial position, cash flow and working capital requirements. Distributable funds may not be available during certain fiscal years. There is a risk that the dividends will not be paid in the future.

Dilution Risk

Future issuances of shares or other securities may also dilute the shareholdings and can significantly affect the Company's stock price negatively. The Company may issue additional shares or other securities convertible into shares through a directed offering without preferential rights for existing shareholders. Any such additional offering could reduce the proportionate ownership and voting rights for holders of shares, earnings per share and net asset value per share, which could have a negative impact on its business, financial condition and operating results.

Major Shareholders

JA Paulsen and related companies is the largest shareholder of Cognosec and will take a large portion of Cognosec shares and votes. Consequently, this shareholder will individually have the ability to exercise significant influence over matters requiring shareholder approval, including nominating and appointing directors and affect the Company's capital. This influence can be to the detriment of shareholders whose interests are different from the larger shareholders.

INVITATION TO ACQUIRE SHARES

IN COGNOSEC AB (Publ)

The Selling Shareholder is in agreement with the Board of Cognosec and have decided to broaden the ownership of the Company's shares through a combination of new shares and the sale of existing shares.

The Board of Cognosec has therefore decided to apply for admission to trading of the Company's shares on the Nasdaq First North.

Investors are invited, in accordance with the terms of the prospectus, to acquire 30 000 000 shares, representing 12.2 percent of the total shares. This is done through a combination of a rights issue of minimum 5,000,000 and maximum 10,000,000 new shares and from the sale of 20 million existing shares.

The offer is aimed at the general public and to institutional investors. The Board may direct the offer to investors in other EU countries. Additionally directed offering to the existing shareholders of UC Group Ltd., which will be offered exchange of shares, where the existing shares in UC Group Ltd are exchanged for shares in Cognosec. The offer to exchange shares to the shareholders of UC Group Ltd. is in the ratio of five (5) UC Group Ltd shares for one (1) Cognosec share. The share swap is expected to include 15 million shares.

JA Paulsen undertook, at the request of the Company's financial advisor, to sell up to 15 million additional shares corresponding up to 6.1 percent of the shares in the Company (the "Over-allotment Option"), in order to cover any over-allotment in connection with the Offering. If the over-allotment option is fully exercised, the Offering will comprise up to 45 000 000 shares, representing 18.3 percent of the total shares of the Company.

The Offer Price has been determined by an agreement between the Company's Board of Directors, the selling shareholders and the Company's financial advisor to 50 Eurocents per share, based on discussions with certain institutional investors, demand and the general market conditions etc.

The total value of the Offer amounts to approximately 15 M EUR and approximately 22.5 M EUR if the over-allotment option is fully exercised. The Company's total expenses related to the Offering and listing on Nasdaq First North is expected to the amount of 0.5 M EUR. The Company will receive 5 Million Euros at full free use of the offering before expenses.

Stockholm August 20th 2015

Selling Stockholder

Stockholm August 20th 2015

Cognosec AB (Publ)

BACKGROUND AND REASONS

Cognosec's ambition is to be the most preferred partner in the cybersecurity sector for leading organizations worldwide by providing best-in-class cybersecurity solutions, technologies and services

Cognosec is one of the few companies in Europe and is alone in Africa in having the PCI Security Standards Council's recognition, and are also Qualified Security Assessor and Approved Scanning Vendor licensees for Europe, CEMEA and in the United States. Cognosec are represented on the Global Advisory Council of Agiliance.

Cognosec's main strategy in each mission is to create and deliver customized solutions for each specific project. We continue to invest in our market and in developing our skills and thus increase awareness of the value of cybersecurity. We have, in recent years, experienced strong sales growth and good earnings growth.

The business has grown both through acquisitions and by organic growth. By establishing operational centers in key geographies around the world, the Company has strengthened its market position. Cognosec have made significant investments in product development, IT system development, logistics and employee expertise.

The last few years have been successful for Cognosec. All our markets are performing strongly, our subsidiaries show positive development. The Company is ready to take the next step to be listed for public trading. The Board of Cognosec has, therefore, after careful consideration, decided to apply for listing of the Company's shares on the Nasdaq First North Exchange.

Scandinavian banks and insurance companies developed for more than 20 years, advanced services for distribution to their customers via the Internet. Modern mobile telecommunications were created in Nordic countries. In Sweden, Internet and mobile communications have laid the foundation for a range of businesses and innovations. This has created an understanding, skills and maturity of cybersecurity among both industrial and financial players that make Sweden

well suited for a Company like Cognosec. Cognosec's cybersecurity is therefore nothing new.

Cognosec's network also hopes to develop a strong position in Sweden. The Board expects that the listing leads to an increased interest in Sweden for Cognosec's activities and that the image of Cognosec as a long-term key player in cybersecurity is strengthened. The Board also assumes that the listing will make it easier for the stock market to invest in the Company and in our industry.

The Board of Cognosec is responsible for the information given in this prospectus, which has been added in order to apply for a listing of the Company's shares on the NASDAQ First North Exchange.

All reasonable steps have been taken to ensure that the information in this prospectus is consistent with the facts, and that no information intentionally have been omitted to beautify the image of Cognosec conveyed by this Prospectus.

The Board of Directors believes that the listing on the Nasdaq First North will lead to:

- Increased visibility for the Company's operations
- Enhanced opportunities for the Company's growth
- Improve the recruitment of competent staff
- Increase the Company's attractiveness on the market
- Facilitate the Company's geographic expansion
- Create liquidity in the Company's shares

The Board intends to use the expected proceeds from the offering before the planned listing on the Nasdaq First North to:

- Primarily, acquisitions of strategic new companies.
- Secondary, working capital for the establishment of operations on new markets and product development

Otherwise, referring to the information in the Prospectus, which has been prepared by the Board of Cognosec with the application for listing the Company's shares on NASDAQ First North, and in connection with the Offer.

The Board of Cognosec is responsible for the content of this Prospectus. We hereby declare that the board of Cognosec has taken all reasonable care to ensure that the information in the Prospectus, to the best of its knowledge, in accordance with the facts, contains no omission likely to affect its import. In case the information comes from third party information has been accurately reproduced and no facts have been omitted which would render the reproduced information inaccurate or misleading.

Stockholm August 20th 2015

Cognosec AB (publ) Board of Directors

The Board of Cognosec is solely responsible for the content of this Prospectus. However Selling Shareholder confirms their commitment as regards the terms of the Prospectus in accordance with what is stated in the section "Offer".

THE OFFER

The offer comprises 30 million shares, of which 10 million shares are newly issued and 20 million relates to the sale of existing shares. The newly issued shares represent a value of 5 million Euros. The shares are denominated in EUR.

Distribution of shares

Distribution of shares in the Offer will be made on the basis of demand. The allocation will be decided by the Company in consultation with its financial advisors.

Subscription price, Purchase price

The price per share amounts to 50 Euro cents (0.5 Euros). No commission is charged.

The pricing comparisons have been made with the relevant listed companies in the same industry on First North in Sweden in the same industry in Sweden and NASDAQ. Pricing on companies in the cybersecurity market starts essentially from the P/S (Price/Sales) ratio. Not least against the background that some of the companies in the cybersecurity market did not show a profit. So-called P/ E (Price/Earning) comparisons are therefore hardly relevant. Furthermore, the pricing of transactions within cybersecurity market, where previous pricing has been taken into account. The pricing is done in comparison with listed companies so that Cognosec's shares, compared with the average of the companies that are compared, are substantially lower.

As regards changing the ratio of the share swap, this has been established by JA Paulsen after consultation with his financial advisor. Current market conditions, companies' historical development, assessment of the activities business potential and prospects have been taken into account. Furthermore, an assessment was made of the possibilities for trade, liquidity available in the different companies.

Application

Application for subscription of shares shall take place during the period of September 29 to October 9 and will take place with the minimum subscription of 1,000 shares and thereafter in blocks of 1,000 shares. Notification must be made on a special application form which can be obtained from the Company or Eminova Fondkommission AB. The application form is also available on the Company website: www.cognosec.se.

The notification shall be in Eminova's possession no later than noon, 17:00 October 9th 2015. No changes or additions may be made to the printed text. Incomplete or incorrectly completed application forms may be disregarded. Only one entry per person may be made. If more than one application form is submitted, only the last received will be considered. Please note that registration is binding. Completed and signed application form must be sent, faxed or emailed to:

Eminova Fondkommission AB

Item: Cognosec AB

Barnhusgatan 16, V,

SE-111 23 STOCKHOLM, SWEDEN

Fax: +46 8 684 211 29 E-mail: info@eminova.se

If the subscription for an amount exceeding 15 000 EUR (approximately 135 000 SEK) and the signer does not reside at his registered address, a certified copy of a valid identification document has to accompany the application form to be valid. For legal persons who subscribe shares of an amount exceeding 15 000 EUR there must always be a certified copy of a valid identification document for authorized signatories and the registration certificate evidencing authorized signatories attached in the application form for it to be valid. Legal person shall also, together with the application form attach information about the underlying ownership of the notification to be valid.

The Board of Directors of the Company reserves the right to extend the acceptance period. Decisions on any such extension will be announced by a press release before the 12th of October.

Allocation

Decisions on the allocation of shares will be made by the Company's Board of Directors in consultation with Eminova Fondkommission where the goal will be to achieve a broad distribution of shares between the public and professional investors to create good conditions for regular and liquid trading with Cognosec's shares on Nasdaq First North.

Allotment will be made in multiples of 1000 shares. The allocation will primarily be done so that a certain number of shares allotted per application to those who are allocated. Allocation additionally occurs with some, all the same, the percentage of the excess number of shares applied for. If the offer is oversubscribed, it may result in failure to award, or the award of a lower number of shares than the application relates.

The allocation in whole or in part, may be determined by random selection. The allocation is not dependent on when during the application period the application is submitted.

Liquidity provider

Mangold Fondkommission AB acts as market maker to Cognosec, which aims to promote liquidity in Cognosec's shares and reduce the difference between bid sides and ask sides quoted prices. Prices will be quoted for at least 85 percent of the trading day, up to volumes covering 15 000 SEK to each of the buy and sell side, and within a price range of 4 percent spread.

The agreement runs until further notice from the listing day with 3 months' notice. Cognosec and Mangold Fondkommission has contracted liquidity guarantee in June 2015. It is the Company's intention in the foreseeable future to ensure the presence of the stabilizing measures in the First North market place.

Dilution

If the Offering is fully subscribed, the Company will receive approximately 5 M EUR, assuming full subscription. The number of shares will thus increase by a maximum of 10 million shares from 244.8 Million shares to 254.8 million shares, corresponding to a dilution effect upon full subscription of 4 percent of both capital and votes in the Company.

Notification of allocation

Allotment is expected to occur on or about October 15 2015. Shortly after the award has been made, a contract note will be sent out to those who have been allocated shares in the Offering. Those who are not awarded any shares will not receive any notification. Trading in Cognosec shares will not be launched before the allotment has been announced to investors.

Payment

Full payment for allotted shares must be paid no later than three days after the contract note, i.e. around October 15th. Payment shall be made according to instructions on the contract note.

Note that if full payment is not made on time, allotted shares may be transferred to another person. If the sale price in such a transfer is to be below the offer price, the one that originally received the award may be liable for the difference.

Registration of allotted shares

Registration with Euroclear of allocated and paid shares is expected to commence on October 15th, after which Euroclear sends out a notice indicating the number of shares in Cognosec registered for the receiver. Notification to shareholders whose holdings are registered will occur in accordance with each nominee's routines.

Entitlement to dividend

The new shares shall entitle to dividend for the first time on the first dividend record date occurring after the new shares have been registered in the Company's share register. Payment of any dividend is handled by Euroclear. See "Dividend Policy" for more information about the Company's dividend.

Terms of the Offer

The offer is conditional so that the distribution requirement for the Nasdaq First North is met. Offer may be completely revoked. Notice referred to such a case will be made public as soon as possible through a press release, however, by October 5 2015, when the outcome of the Offer is expected to be published. If the Offer is withdrawn, the reports received will be disregarded and any payment made will be refunded.

Publication of the issue results

The outcome of the Offer will be announced through a press release which is expected to occur on, or about, September 24, 2015.

Listing of shares

The Board of Cognosec has resolved to apply for a listing of the Company's shares to trading on Nasdaq First North, which is not a regulated market. In the event that Nasdaq First North decides to approve the Company for listing on the Nasdaq First North, given that the Company met the Nasdaq First North requirements for listing in general and the distribution requirement for the Company's shares is met. The Company's shares is expected to be traded and the Company has the desire to list, given that the above requirements are met, shares can begin to trade October 21 in Q3 2015.

Certified Advisor

Companies whose shares are traded on Nasdaq First North must have signed an agreement with a Certified Advisor who oversees the Company so that it meets the Nasdaq First North's rules for disclosing information to the market and investors. Eminova Fondkommission has been appointed as Certified Advisor for Cognosec.

Lock-up agreements

The largest shareholder JA Paulsen has been committed to for a period of 9 months from the planned listing on the Nasdaq First North in possession of at least 170 million shares of the Company.

Shareholders of the UC Group Ltd, which utilizes the offer to acquire shares in Cognosec through share swap, will undertake not to sell their shares before the end of November 2015.

Other information

The shares ISIN-code is SE0007306196

The securities are registered and the account maintained by Euroclear Sweden AB. Euroclear Sweden AB's address can be found below under "Addresses".

Incomplete or incorrectly completed application forms may be disregarded. If the subscription payment is made late or is insufficient, then the subscription application may be disregarded. Any settlement will then be refunded.

Questions

Questions will be answered by Eminova Fondkommission, on: +46 8 684 211 00

CHAIRMAN OF THE BOARD

MESSAGE FROM THE FOUNDER



Kobus Paulsen

Dear investors and shareholders,

Sometimes we face questions to which the answers are not obvious. Perhaps the common reaction is to say no when uncertainty takes over. That was how my involvement in cybersecurity began a number of years ago.

Then the concept of cybersecurity was almost unknown.

One of the results of this interest is the Cognosec-group.

I believe that the Group will meet its growth targets for 2015. The group is well established in its markets.

The group has a strong order intake. Crucial for the growth is the Group's exclusive agreements with a handful of world-leading technology partners in IT security. Cognosec has signed major agreements with leading customers in South Africa, Kenya and Dubai. Clients primarily in the financial and public sectors seem attracted by our offer.

Cognosec has committed to delivering several comprehensive and complex projects in 2015. The Group's technological expertise, efficiency and quality of our work processes are the key skills to create good results for our customers in these projects.

As Cognosec's Chairman, I follow developments in the global Cybersecurity market. I have noted that it is growing and developing strongly.

Ten years ago, IT security was largely about protecting individual systems and to ensure that



“Cybersecurity is now a top priority in the boardrooms. Intrusions and thefts pose one of the greatest threats to all organizations. Today, it is worse for businesses than the Black Death was for the medieval man “

users had safe access to different types of systems. IT security was administered by the organization's IT department. Cybersecurity is a strategic issue today concerning the business itself and is strongly associated with sustainable profitability.

The Cybersecurity market has experienced a growing demand during the last few years, particularly from large global customers. Almost all large companies today have business models that are handled by many integrated IT systems, in many different environments with direct access to many customers, many suppliers and often in collaboration with external call centers. This is an extremely complex and delicate structure that is vulnerable to external intrusion. The need for external expertise in the specialist area of cyber security has increased dramatically as a result of the increased complexity.

The management in big companies is increasing their active responsibility for cybersecurity because the presence in cyberspace also means taking a risk. Awareness about these threats and risks from the advanced cybercrime increases. This is an organized form of crime where criminals perform intrusions and thefts from databases and internet-based payment systems. Incursions have received considerable media attention. Unfortunately, it looks as if the actions of the authorities and improved technology are not enough to protect themselves. The opportunity to share experience in criminal activities via social media mean that we must expect that there will be an even bigger challenge to prevent cybercrime. Cybercrime has unfortunately emerged as a new and profitable criminal activity and an important way to reduce risk is to increase awareness of them.

We work to protect the client's business from unwanted cyber events and risks. Cyber security is a question of reliability of systems, secure payment flows, the confidence of customers, market share and ultimately a company's confidence in many markets. One of the exposed markets is actually the stock market.

My conclusion was the obvious: Cognosec has a business that is commercially relevant.

We are growing. The next step is to further develop our activities in Africa and Scandinavia as well establishment in the US.

Cognosec is met with great interest and I hope to return in Cognosec's upcoming quarterly reports with new contracts and the development of our business.

The market dynamics are positive for Cognosec, yet very challenging. Our business has the potential to create substantial value for customers who want to get involved in Cybersecurity. Customers with operations based on a high-end enterprise. In a

reality where one expects to order, pay and get quick delivery.

Customers have little acceptance to be exposed to risks such as identity theft and fraud. If a customer loses their identity, because of a company, and later explains about the event for their network or on social media, could lead to a disaster for the company involved. That could lead to lost customers, and in the worst case, the confidence from the market.

The Board and management believe that Cognosec is well positioned to create interesting business opportunities. The Group's business has been through recent progress, opened to strong growth, accelerated profitability in 2015 and strengthened its position in a globally increasing important market.

London August 2015,

J A (Kobus) Paulsen, Chairman of the board

DESCRIPTION OF OPERATIONS

BRIEF ON COGNOSEC

Cognosec is the parent Company of a group active in the field of cybersecurity. "Cyber Security" includes; analyzes, alerts, information sharing, vulnerability reduction, risk mitigation and recovery efforts for network-based information systems.

Cognosec offers services and technology licenses, primarily licensing of various types of cybersecurity software products to customers within the public administration, non-profit profit and for-profit organizations, companies, private companies as well as publicly traded.

Cognosec specializes in assignments where the customer has a need for services and technology solutions with high complexity. Cognosec's goal is to choose assignments that extend at least 12 months. Approximately 60 percent of the Company's mission has a maturity of more than 12 months.

The Company is focused on meeting the cybersecurity needs for banks, remittance companies, distribution companies and travel companies. Central to the Company's ability is to offer advanced services and technology solutions for businesses using the internet-based logistics and payment solutions to many clients and therefore need comprehensive solutions with high reliability.

Cognosec's customers are typically in need of comprehensive risk assessment, design of efficient technologies, organizational changes and staff training and process-related solutions.

Among Cognosec's customers are: Raiffeisen International Bank AG, Catella Group, OMV, the International Atomic Energy Agency, the Nedbank Group, South Africa, South Africa's pension agency, Ekurhuleni, South Africa's Department of Justice, the South African Department of Defence and the South African Department of the Interior, Austria Card, Standard Bank, First National Bank Jordan Commercial Bank, Erste Group Bank, Ogame, Stryker Inc, ABSA, Barclays Bank, bwin, AXA, OPEC, Eskom, BCD Travel. None of these agreements will give greater revenue than 5 percent of total annual turnover.

Central to Cognosec's delivery of services and technologies is that the Company has a number of certifications. Each certification means that the service or the technology which is delivered to the customer meets the requirements of a sectioned quality standard.

Advice and services offer the greatest margins for the Company, while margins in the licensing area are smaller. License sales offer, however, significantly greater potential for scalability.

The business mix of Cognosec consists of one-third of the revenue comprises one third of the advice / services. This can simply be described as cybersecurity consultations and evaluations. Assignments are limited in time and the results are reported in a manner agreed with the client. These missions have high margins, but have a limited ability to multiply. Ach two-thirds of revenue comes from subscription type services that combine technology licenses and Managed Service Solutions, MSS. The margins in this area are lower, but a high degree of scalability.

The majority of Cognosec's revenues derived from the African market, primarily from South Africa.

HOW MAY WE DESCRIBE CYBERSECURITY?

The Company's Board is well aware of that it is a challenge describing Cognosec's activities and in particular concepts of "Cyber" and "Cyber Security Area" in an easy and understandable way. There is considerable concept confusion and to straightforward describe the conditions for Cognosec's business in this Prospectus offers challenges.

Vinnova, a Swedish public agent for promotion of national innovation and growth, writes in the preamble of their report "Strategic Research and Innovation Agenda: Safety; May 2013", "The areas of civil security and cyber security is very complex and ramified thus not entirely easy to describe. One needs characterization that could be done with the help of a consideration of the main driving forces in the market demand for security equipment and systems within society and the private sector as reflected in the needs of different industries. "Among other things, for this reason described a number of cyber security incidents under the heading" Cyber security market."

HOW DOES COGNOSEC DESCRIBE CYBERSECURITY?

It is of major importance to understand the concept of "cybersecurity" to understand Cognosec.

World Economic Forum 2012 has in a report and guidance: (Partnering for Cyber Resilience - Risk and Responsibility in a Hyper Connected World - Principles and Guidelines) defined a number of concepts in the cyber field. It is with a basis in this report that Cognosec has chosen to describe some key concepts below that are essential to understanding the Company's business:

CYBER-

"Cyber" refers to the interdependence of information networks, technical infrastructure containing technological "tools" such as the Internet, telecommunications networks, computer systems and embedded processors and controllers.

CYBERSECURITY

"Cybersecurity" refers to analysis, warning, information sharing, vulnerability reduction, risk mitigation and recovery efforts for network-based information systems.

RISKS IN CYBER-

- " Cyber Risks" are defined as a combination of the probability of an event in the structure of networking information, and the consequences of this event on the assets and credibility.
- " Cyber Risks" are business issues with technical aspects. Cyber risks affect, and are affected by all parts of an organization.
- " Cyber threats" are potential events in cyber that can cause undesirable outcomes, which can result in damage to the system and / or organization. Threats can originate externally or internally, and may come from individuals and / or organizations.
- " Cyber Vulnerability" is the sensitivity or inadequate defense, protection of an asset or group of assets and capabilities / resources from cyber threats.

CYBERSECURITY SYSTEMS

This is a defined system for establishing and maintaining cybersecurity at a predetermined level. A cybersecurity system is a coordinated and operated structure consisting of suitably adapted and coordinated cybersecurity software, hardware, systems, procedures, governance, training and education.

CYBERSECURITY AND GRC

The encyclopedia Wikipedia defines the term GRC as following: "Governance, Risk Management, and Compliance (GRC) are the three components that together ensures that an organization meets its goals.

- Corporate governance (Governance) is a combination of processes designed and implemented by a board that is reflected in the organization's structure and how the business is headed towards achieving the objectives.
- Risk management (Risk Management) anticipates and manages the risks that may prevent the organization to achieve its goals.
- Regulatory compliance (Compliance) of the Company's policies and procedures, laws and regulations, with strong and effective governance is considered to be a key factor in organizational effectiveness and success.

GRC is a discipline within the cyber area that aims to improve the synchronization of information flows and activities so that an organization can work more effectively through efficient information sharing between employees. It is an effective way to report activities and ensures follow-up to established objectives.

One way to translate this into operational activities is the MSS; a sort of subscription / subscription type services. Managed Security Services, which implies a systematic approach to lead and manage an organization's IT security needs. MSS is sometimes defined as the outsourcing of an organization's network security to an external operator. Historically it emanates this type of service from the ISP (Internet Service Provider) who in the 1990s sold firewall solutions in addition to their web hotel services. (see under the Cyber Security market).

BRIEFLY ABOUT THE CYBER MARKET

The technological development in the field of networking and information system has gone incredibly quickly. Safety issues simply had a lower priority. Since the turn of the year 1999/2000 and the great efforts made for the changeover in a strongly growing awareness of both the importance of cybersecurity and the value of maintaining cybersecurity. The cybersecurity market is now growing faster than the IT market.

Demand for cybersecurity and particularly the military parts were clearer earlier than those of civilian oriented organizations and companies. The military demands on the communication system, that is part of the military organization, have different providers and have had access to the specifications and operating experience for a long time.

Cybersecurity is a prerequisite for companies building the main part of their activities on networking information systems. Such companies make great efforts in building up its activities in order to design both systems and organization so that cyber risks are minimized.

SALES PROCESS AND CUSTOMER LOYALTY

The sales of cybersecurity are characterized by long sales cycles, normally between 12 to 24 months. The most important success factor is when a company that Cognosec has contracted with is willing to contract Cognosec's services further by extending it to other parts of their operations and / or to other parts of the customer's organization geographically.

A business relationship can be divided into three different stages of maturity:

1. Analysis and advice as well as tests of the customer's existing cybersecurity
2. Development of systems structures and processes to enhance cybersecurity.
3. Establishment of a long term management supplier agreements, subscription type services, MSS, alternatively, operational support, maintenance, and operations monitoring of cybersecurity.

Maintenance of cybersecurity include upgrades of cyber security software, replacement and upgrading of hardware, regular adjustments of the system to new threats, updating of governance, procedures and not at the least the education and training of employees. Furthermore, the maintenance overpriced contains regular testing of the system's resistance to intrusion.

It is the Company's experience that the customer is more open to implementing new cybersecurity structures and improving internal management structure for cybersecurity once the client has established a working relationship with Cognosec. Customers implementing such a change initiate cooperation with Cognosec that extend over several years. If the new cybersecurity system is properly designed and properly implemented, then it may have a lifetime of more than 5 years.

SIZE ON THE ADRESSED MARKET

The speed with which previous generations of structures are replaced primarily due to financial and organizational resources of the customer experience of attacks on the structure, observed violations may also be affected by changes in external factors such as crises and conflicts, and increased regulatory demands.

There are various estimates of the size of the global cybersecurity market and its future development. Frost & Sullivan expects a CAGR of 13-14 percent during the period 2012-2020. It predicts a global market in 2020 is worth 155 MD USD. F & S predicts that the bulk of the growth is occurring in the field of network security and operational security services (MSS).

Cognosec believes that the markets in which it has operations in 2015 (Southern Africa, the Persian Gulf and northern Europe) will develop with a growth rate of 10 percent by 2020. For South Africa, the growth rate is periodically estimated to be higher.

GEOGRAPHIC MARKETS AND SALES

Cognosec's ambition is to leverage its global presence to provide quality, efficacy and comparative cost. Marketing and sales are each office responsible locally and regionally. The office in Cape Town has a global support responsibility in terms of sales.

The headquarters in Stockholm is built to serve as the global competence center. Furthermore, the Stockholm office has a responsibility to co-ordinate intelligence, R & D and customer training worldwide. The Stockholm office will be to develop governance system for Scandinavia and also to be a key resource in Cognosec's strategic efforts to develop new types of certifications and accreditations to cybersecurity. The office in Cape Town also has a global responsibility for the performance of certain services such as intrusion testing.

In the continued geographic expansion it is expected that a sales office is established in the United States. Sales in this market today is primarily a result of global customer expansion, therefore Cognosec's mission is to include the United States.

BRIEFLY ABOUT SUBSIDIARIES WITHIN THE GROUP

Dynamic Recovery Services Ltd in South Africa provides qualified cybersecurity and solutions. The company has a high degree of innovation. The company is a full service cybersecurity company. Its activities range from IT security, IT Governance, to create and implement cybersecurity structures and to operate the MSS. The companies covered by the Black Economic Empowerment Act (53/2003) ("B-BBEE"), which is a requirement to be able to bid and provide services to the public sector in South Africa, which means that 75.8% owned by Cognosec and the rest by a foundation-like organization. The Foundation does not have the option to sell the shares. However, you are entitled to dividends in proportion to its shareholding.

African Risk Mitigation Ltd in South Africa has its origin in a number of specialized companies in the cyber area such as Marshal Software Africa and M86 Security Africa. The company was founded in 2002 and has from establishment been the exclusive distributor of the company's Marshals products for sub-Saharan Africa. The company has evolved towards broadening its range to more services. The focus is on licensing of mainly cybersecurity software

Professional Technologies Ltd, in Kenya, better known locally as ProTec, is the only company in Kenya which is specialized in Network Security and Network Management Solutions. It means providing everything from anti-virus software, "Content Filtering", intrusion protection and other cybersecurity applications to sell and operate the MSS (for definition, see Cyber Security and GRC and compliance while visiting).

All companies above are managed by Rob Brown (see also under Key People)

African Risk Mitigation Pty, based in the UAE has its focus on the licensing of cybersecurity software. The company's home market is Africa and the Middle East.

The company is managed by Vivian Gevers (see under the heading Key People)

The subsidiary **Cognosec Ltd** based in the UK is dormant and does not operate any business currently.

CERTIFICATIONS

Cognosec holds certifications in a number of areas in cybersecurity. The certifications of Cognosec have been carried out by regional and global, independent certification organizations established by the cyber security market players. For each of the certifications there are a number of criteria that must be met to Obtain current Certification / Accreditation. Not infrequently, different types of samples due, or analyzes, reviews of the Company's organization and activities to be accredited / certified.

These certifications mean that The Company gets a "seal of quality" and means that the Company and sometimes employees of the Company have a certain competence which is verified by a third party. Some of the certifications also mean that the Company has the right to work within certain sub-sectors of the cybersecurity field, such as payment solutions.

Some of these certifications and accreditations, in turn, give permission for Cognosec to certify their clients in different areas of cybersecurity. The system has strong similarities with the quality system ISO system, which accredited companies can certify other companies in terms of quality, such as DNVGL (formerly Norske Veritas) and Dekra.

Certification has become particularly important in the handling of security issues in the cyber field. With the rapid development in the IT field, with technical experts in a wide range of application areas, requirements on many different advanced solutions are made. Choosing a partner with certifications will be a way to avoid unsuccessful partnerships in an incalculable market. Certification is a competitive advantage for Cognosec and in many cases a prerequisite in order to submit quotes. (see more in the section Certificates).

As part of Cognosec's commitment to service development, is to actively seek help to establish guidelines, rules and regulations in cybersecurity in the country and the industries in which it operates. In order to strengthen the enforcement of these regulations and training around these often involved Cognosec to establish new agencies and organizations. This can in turn result in new types of accreditation and certifications. Because the market is in stark development, this also means the development of the certification and accreditation systems. (Some of the certifications the Company has found see more in the section Certifications on page 65).

COMPETITIVENESS AND CHALLENGES FOR BUSINESS

Cognosec operates in a dynamic market with competitors who often have substantially greater resources than the Company. This poses a challenge. Opportunities for alliances and partnerships in certain market segments and in certain geographical areas are one of the ways the Company uses to manage this kind of challenge.

Furthermore, rapid technological development is both a challenge and an opportunity. The Company's business intelligence is an important strategic resource. Furthermore, the establishment of R & D collaborations in different countries is of strategic importance. A key factor for a Company like Cognosec is to be able to participate in the structural changes that the market is creating, by establishing instruments that in a reasonable way can establish new ownership constellations through acquisitions and mergers. The IPO is a tool to strengthen the Company.

The Company is dependent on being able recruit new staff in order to grow. Moreover, Cognosec is dependent on being able to recruit such personnel on competitive terms as there is a current shortage of staff in the cyber security industry. One way to handle this situation is that some of the performance of the services takes place outside Europe, where the level of skills are the same but the wage cost level is significantly lower and the availability of personnel greater. A number of key people in the subsidiaries are of importance in order to ensure continued expansion, mainly the heads of the subsidiaries. The establishment of an incentive program is planned in the form of an option to acquire shares and warrants in the Company.

However, the Company's management believes that the Company it is not dependent on any supplier.



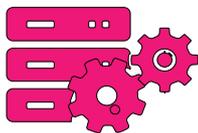
Client Audit

An assignment usually begins with a proper feasibility study, cybersecurity due diligence, or more often called "Client Audit". This means that Cognosec conducts an external third party collection of the risks of the customer's business system. At this stage Cognosec use various resources, both technology-based and consultants to, among other things, penetrate networks, databases and systems. It is fundamental that before the "Client Audit" determines what safety standard the Customer correspond. Cognosecs report to the Customer shows information on the risks of intrusion, preferably with clear evidence detailing the data and documents they managed to copy as part of the mission. In one case Cognosec demonstrated the client's hijacked debit card.



Security Monitoring

Security Monitoring" means that Cognosec install a technology platform that monitors the customer's total system in order to identify if there are any external intrusion attempts in the Customer databases and systems. The technology platform consists of various parts that Cognosec licensed from proprietary systems, from leading actors and combinations of these. During the project, Cognosec leave reports to the customer with documentation of any attempted intrusion and gather evidence with information on who is behind the attempts (if possible).



Penetration Testing

An important part of the big assignment is to conduct systematic "Penetration Testing". This means that Cognosec with different types of tool examines the customer's entire security system through practical test of the system. Thus a way to identifying weaknesses and risk zones systematically through the process in the customer's system. Penetration Testing is directed to all clients within the client's network. In this kind of task Cognosec use a combination of expertise and technology, external as well as internally developed and combinations thereof, to penetrate networks, databases and individual systems.



Application Security Assessment

The Application Security Assessment is essential to determine if the customer's system is updated to handle the latest known security risks of cyberspace. This means that Cognosec uses different technology tools to go through all the individual systems in order to identify specific gaps and specific areas of risk. Cognosec uses licensed technology platforms, proprietary technology and the Customer's own experts to shine through the system.



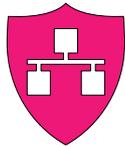
Information Systems Audit

A common task is to implement the Information Systems Audit. This means that Cognosec makes an Audit of security, focused on identifying relationships, networks and databases, with particular focus on the identification and mapping of areas at risk in the customer's system. The Information Systems Audit can focus on different areas, depending on need and risk. In some cases the system exams the management organization's ability to control the customer's system. An "Information Systems Audit" is often followed by other projects.



Data Leakage & Loss Prevention

An important part of the mission is to secure the customer's system against unwanted leakage and loss of data. This means that Cognosec uses a technology platform that continuously monitors the customer's entire system by identifying spontaneous changes and unexpected movements in the customer's system. In this type of assignment Cognosec a combination of experts and technology to create the pattern recognition.



Network Security Management

Customers who handle large amounts of valuable information and many external clients need "Network Security Management". This means that Cognosec use a technology platform that continuously identify deficiencies and areas of risk in the customer's network. "Network Security Management" covers the customer's entire network, including external users. At this stage Cognosec use both experts and technology for monitoring networks, databases and individual systems and then document how the networks are controlled, monitored, and safety requirements are being met.



Urgent Incident Response & Crisis Management

In some cases, a customer has to work preventively, proactively in their cybersecurity management situations and to manage incidents or crises. Cognosec offers a program implemented to educate management and staff to support the organization in the event of crises or problems to act after a prepared plan. This may involve situations where the business is exposed to various intrusion, interference, or direct hijackings of databases, etc. At this stage Cognosec use both its own experts, consultants and technology to educate and support, if necessary, the Customer's safety.

FOCUS OF COGNOSEC:

Business Concept

Cognosec's mission is to offer advanced services and technologies in cybersecurity to knowing customers with operations where integrated digital business systems and external communications are of strategic importance.

Goals

Cognosec's customers should in all circumstances maintain its operational integrity in cyberspace.

Strategies

Cognosec works exclusively to protect digital information with companies and organizations.

That information is protected means that no unauthorized person can access it, whether intentionally or unintentionally, to assimilate the information, destroy or corrupt / modify. The information shall be protected both when stored and when it is shipped. The weakest link is usually the transport of information.

Cognosec work with cybersecurity as a dynamic process, and this approach will characterize Cognosec's relationships with all customers. Cybersecurity can only be maintained through continuous work with the monitoring of threats, analyzes of their own systems and continuous development.

Cognosec working to deliver "360 degrees" solutions, meaning that every cybersecurity system will never be better than its weakest individual component. 360 ° covers both client organizational structures and information system structures.

Cognosec works with its strategy to become a natural supplier to its customers' cybersecurity systems. To establish a long-term partnerships is an advantage for Cognosec, it gives customers more effectively Cybersecurity and it gives Cognosec business benefits.

Cognosec strive to deliver effective services and technologies to its customers. For this to be possible, Cognosec systematically build up experience, providing high expertise and have access to new and effective technology.

Cognosec do not work directly with deliveries to individual consumers, but in the work with clients, the goal is to preserve the privacy of individual consumers who are customers / users of Cognosec's customers. This is done by working to protect personal data, transaction data, bank accounts, credit card information, patient data, and other data to be protected from intrusion.

Cognosec strives towards not having a single customer, who alone, exceeds 5% of the Company's turnover over a period of 12 months.

Vision

Cognosec sees itself as a leader in ensuring cybersecurity to authorities, organizations and companies in Africa, Asia and Europe. Cognosec's vision is to be the obvious choice for global organizations in cybersecurity.

Cognosec's products and services strive to be comprehensive and able to be tailored into the different customers' specific needs.

Operational Objectives

The goal for the next five years is to grow organically and through acquisitions on the Company's core markets; South Africa and the Middle East. The Company aims to establish themselves independently in the United States within a 12-month period

Furthermore, the Company intends to expand operations in the UAE within a 9-12 month period.

Financial Goals

Cognosec's target for revenue growth is 15 percent per year, excluding acquisitions

The goal of the margin is that the EBIT level of 15% is maintained.

Cognosec long-term goals mentioned above constitute forward-looking information. These are based on a number of assumptions such as the development of Cognosec market, operating results and financial position.

Following this is Cognosec's opportunity to achieve these long-term financial goals subject to uncertainties and contingencies, some of which are beyond Cognosec's control, and there is no guarantee that Cognosec will be able to achieve these goals. See also "Important Information" and "Risk Factors".

Investments

Cognosec AB acquired shares in the subsidiaries for a total consideration of 1,083 million Euros in connection with the establishment of the Group, January 1 2015.

The Company intends to acquire assets from Cognosec GmbH for a total amount of 0.7 M SEK. Besides, it **intends** on a debt free basis to acquire shares Cognosec GmbH for a price of 0.362 M SEK

All acquisitions were financed with its own funds.

Some milestones in COGNOSEC-GROUP DEVELOPMENT

1998

Professional Technologies Ltd (PTL) based in Nairobi, Kenya is founded. PTL is one of the first cybersecurity companies in Africa. The Company has developed since then and is included in the Cognosec Group since the end of last year.

1999

10 Net ICT Solutions (Pty) Ltd was established in April, based in South Africa. This company will later be renamed ARM South Africa Ltd. ARM will be the first company in Africa to be given the opportunity to acquire the exclusive rights to security technology for licensing to customers on the continent of Africa.

2011

Cognosec GmbH, headquartered in Vienna, Austria formed as a wholly owned subsidiary of UC Group Ltd, London. Cognosec AB has during 2015 signed an agreement with Cognosec GmbH access to intellectual property and trademarks.

2012

Advanced Risk Mitigation (ARM) in the United Arab Emirates (UAE) is established. It is intended that the Company will work with ARM in South Africa and through access to exclusive rights for licensing to customers in the Middle East, develop business.

2013

ARM in the United Arab Emirates acquired by. This established an important link in the development toward the goal to offer complete cybersecurity in the Middle East. DRH Group is an important step to the operations outside South Africa.

The intention is now to launch an expansion into a new continent.

2014

In 2014, the first step to strengthen and deepen cooperation between the DRS (Pty) Ltd, ARM (Pty) Ltd ARM JLT UAE and Professional Technologies Ltd. and Cognosec GmbH. This is done through an alliance created to jointly develop and market new solutions in Cybersecurity.

The intention is to jointly build a strong alliance based on the parties' activities and presence on three continents. The Parties share a vision based on the benefit provided by each company's competitive advantage and leading positions in Cybersecurity.

2015

At the beginning of 2015 the second step in the formation of Cognosec Group, through the integration, is implemented by 1 January 2015. As the acquired shares in DRS (Pty) Ltd, ARM (Pty) Ltd, ARM JLT UAE & Professional Technologies Ltd of the Swedish company Leturia AB. Leturia has at that time for some years conducted very limited activities. On April 23, Leturia AB changes name to Cognosec AB and changes its business focus and becomes the parent company of a cybersecurity group with wholly owned subsidiaries on three continents and with operations on five continents.

Cognosec AB brought further capital in April and receives the status of a public record Company. The Company will appoint a new board of directors and CEO, as well as plan for a listing. Cognosec held an annual meeting on 21 June 2015.

CYBERSECURITY MARKETS

Information regarding this section and Cognosec's market position, in absolute terms, or in relation to the competitors mentioned in this Prospectus, is the Company's overall assessment based on both internal and external sources.

The Company is not aware of any market statistics that provide a comprehensive, congruent and relevant picture of the Company's markets, thus allowing the market shares to be measured in a reliable way.

The external sources that Cognosec has based its assessments on are particular data from independent research institutes and other available industry statistics. This information has been accurately reproduced in the Prospectus and, as far as the Company is aware and ascertained through comparison with other information published by third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading.

The total global market

The global market for IT security is estimated to 77 MD USD in 2014, according to some analysts ¹.

Other analysts claim that the market is larger and expected to grow by 9.8 percent annually up to 2020, worth 170 MD USD.²

The African Market

The market for cybersecurity in Africa has a forecasted value of 0.92 MD USD in 2015, and is expected to increase by 20 percent annually up to 2020 and then have a value of 2.32 MD USD.

More prominent players in the market include: Cisco, IBM, EMC, CSC, Symantec, McAfee, HP, and Fortinet ³.

The market in the Middle East

The market for cybersecurity in the Middle East is estimated in 2011 to be worth 23 MD USD. In 2011, United Arab Emirates (UAE) was estimated to have a market worth 9.3 USD billion for IT-security software and security software licenses. 58% of this market included the financial sector, public authorities and telecom sector.

The market in Europe

The Europe British cybersecurity market is expected to grow by 12.6 percent during the period of 2014 to 2019⁴ Other analysts believe that the market in 2019 will be worth 31.5 MD USD in 2019 with an annual growth of 7.2 percent. The same analysts estimate that Europe's share of the global cybersecurity market will decline from 26.9 to 22 percent in 2019.

The Swedish market

There are no reliable estimations of the Swedish market size as far as the Company is aware of. However, public

¹ <http://www.reuters.com/article/2015/03/03/ca-javelin-strategy-idUSnBw035247a+100+BSW20150303>

² <http://cybersecurityventures.com/cybersecurity-market-report/>

³ <http://globenewswire.com/news-release/2015/06/25/747408/0/en/Africa-Cyber-Security-Market-2015-Global-forecast-to-2020.html>

⁴ <http://www.prnewswire.com/news-releases/cyber-security-market-in-europe-2015-2019-300088321.html>

authorities and governmental investigations indicated that cybersecurity is a significant problem for the Swedish society. Among these publications include Riksrevisionen (Swedish National Audit Office) report on information security of civilian Swedish authorities published in 2014.

The risks, needs and problems are documented, as well as a number of cyber-attacks. The Company estimates the Swedish market to be worth somewhere in the range of 0.7-1.2 MD USD.

MSS market⁵

One part of the major IT security market is the Managed Security Services ("MSS"). MSS is security in the subscription form which has been outsourced to a service provider.

The MSS market in the EMEA region (Europe, Middle East and Africa) posted sales of almost 2.6 MD USD in 2010 and is expected to grow by an average of 18.5 percent per year in 2017, worth around 8.4 MB USD. In EMEA, Europe accounted for 88 percent of the market. Scandinavia, accounted for 6.9 percent of the market.

In pace with the increase of the complex security threats, the increasing number of cyber-crimes and the negative publicity caused by cybersecurity intrusion increases the incentives for the use of MSS. Another factor is the cost, which suggests a greater demand for subscription-like products (MSS). Furthermore, pressure from regulators to be safety compliant on both the local and regional level has been another driving factor.

The main limitation of the market in the coming years is expected to be reluctance to outsource security solutions through the MSS because of the fear of losing control over sensitive information.

There are basically two ways to solve customer problems on the MSS field, either through a solution of structure that, in principle, is applied to all customers. A variation on the theme of "one size fits all" is an option that is dependent on customer customized solutions with varying types of input of cybersecurity software.

Cognosec has selected the latter type of approach on the MSS market.

Examples of intrusion and its costs

One of the driving forces behind the increased market for cybersecurity is the media interest in cyber-attacks that are related to big businesses; even though there is evidence that many affected companies try to cover up the infringement that actually occurred.

Here are a few high-profile examples from 2014.

The hacking attack in 2014, on the global US investment bank JP Morgan has echoed in the media. This hacking alone gave the perpetrators access to extremely sensitive information about 76 million households and 7 million small businesses. Jamie Dimon, CEO of JP Morgan stated that the bank's annual cyber security budget will be doubled from the current level of 250 M USD, to prevent any form of cyber-attack in the future.

The US chain Home Depot invested 43 M USD on cybersecurity during the third quarter of 2014. Despite this investment it was hit by a data breach that gave the perpetrator access to credit card information for 56 million customers, and access to 53 million e-mail addresses. The Company is subject for public scrutiny for inadequate measures to protect customer data at a data breach.

Neiman Marcus, an American fashion company, has suffered severe consequences of a so-called RAM-scraping. This went on for eight months, and remained undetected. The majority of the company's EPOS terminals were infected during those months. The perpetrators could without being detected, install malware, which is then copied to all of the company's customer accounts.

⁵ Frost & Sullivan, EMEA Managed Security Services Providers Market, March 2012

" Cyber-crimes GDP would number 27 in the world, If cyber-crime was a nation. The cost for the global economy amounts to 445 MD USD. In South Africa the impact of cyber-crime affects GDP with 0.14 percent, equivalent to 0.44 MD USD."⁶

145 million customers of the auction site eBay were affected when eBay was data breached and the cybercriminals stole names, email addresses and personal data. There are several ongoing federal criminal investigations as a consequence of these events in USA.

The risk of negative publicity is one of the driving forces in the market. Another is the charges and fines imposed on companies, by the authorities, who were victims of cyber-security breaches due to not protecting sensitive data enough.

Difficulties in recruiting staff

There is a shortage of skilled personnel in the cybersecurity market. This is one of the more significant barriers to market growth. Moreover, this is likely to increase the corporate staff costs. On the other hand, the lack of staff in the cybersecurity sector is one of the driving forces for larger companies to buy up smaller companies. It also drives up the prices for these types of companies. This is probably one of the driving forces to the financial interest of the operators in this market.

Financial investors' interest in the cyber security market

The financial investor interest in cybersecurity is distinct. The world's venture capitalists invested 2.3 B USD in cybersecurity companies in 2014. A year characterized by frequent reports of hacker attacks on high-profile companies.

In 2014, one tenth of all the money invested in the software sector was invested in cybersecurity according to PWC. According to the company, the increase was greater in the cybersecurity sector than across the whole software industry.

Investments in cybersecurity companies have increased steadily over time and it is now up 156 percent since 2011, according to CB Insights.

The trend is likely to continue, since 75 percent of companies surveyed in a questionnaire from Piper Jaffray, expressed that they would increase the spending on cybersecurity in 2015.

Although partial solutions offered by security companies will probably not be able to stop the hackers, these companies will be able to help its customers adapt to an environment where the likelihood of being hacked is great, says Lucas Nelson, who is the main investor in the investment firm Gotham Ventures, which focuses on cybersecurity.

The importance of new technologies and the "cloud"

New technologies coming to the market can help the companies which are the subject of cyber-crimes, by reducing the time it takes to detect hackers and then be able to mitigate the damage they cause, says Lucas Nelson. A new dimension of the problems was created because so much business is moved to the cloud (cloud solutions) during the last five years.

⁶ <http://www.htxt.co.za/2014/11/11/cybercrime-costs-south-africa-about-r5-8-billion-a-year/>

COMPETITORS

Competitive Advantages

Cognosec has a strong market position in the areas of cybersecurity where they operate, based on the following competitive advantages:

- Flexible and customized services with great opportunities to tailor solutions for different customer needs.
- Combination of self-developed technology and access to "state of the art technology" and proven implementation skills that form the basis for secure outsourcing
- Palette of certifications that creates high credibility to Cognosec's offer.
- Own R & D function with solid technology and industry knowledge
- Long and documented cooperation with well-known companies and organizations

Competitors and competition

Generally it can be said that competitors in the markets where Cognosec operate are mostly of American origin.

Competition in the South African market and in the United Arab Emirates (UAE), consist mainly of the "Big Four" and the "Big Five". Competition in the Kenyan market is very limited.

Black Economic Empowerment Act (53/2003) ("BBBEE"), BBBEE is a restrictive factor in public tenders in South Africa. Companies that do not reach these Act criteria may not make offers to the public authorities. Since one of Cognosec's subsidiary companies in South Africa covered by this Act, the company has a competitive advantage.

It is worth noting that Cognosec in terms of the "Big Four" and the "Big Five" are in the situation that they compete in relation to some customers and, they collaborate regarding other customers.

As for the "Big Four", collaborations are on a "case by case" basis. Something organized wider cooperation does not exist. The partnerships may involve everything from tips and references from the "Big Four" companies which results in assignment to work as a subcontractor in a part of a consultancy in cybersecurity in relation to a specific customer.

The "Big Five" means cooperation agreements that Cognosec holds for distribution, sales and implementation of corporate cybersecurity software within a certain geographical area.

The competitive situation for Cognosec is fragmented and can be found in various sectors of the cybersecurity market.

Essentially, three types of competitors are identified:

- *"Big Four", the world's four largest accounting and auditing firms. These dominate the market for cyber risk consulting with a share of 61 percent of the market in 2014, worth 14 USD billion.*

Within this market segment, Cognosec and "The Big" four have basically the same or similar accreditations and certifications.

Overall, there are a dozen companies in the world with the same or similar certifications, including the "Big Four" who the most significant of the companies.

- *The "Big Five" major multinational computer companies that have cybersecurity software as a minor part of its business.*

	Turnover (MD USD)	Market share (percent)	Growth (percent)
Symantec	3,69	17,2	-1,3
Intel Security	1,82	8,5	4,5
IBM Security	1,48	6,9	17
Trend Micro	1,05	4,9	-4,9
ECM	0,79	3,7	5
Total above	8,83	41,2	

The total market for Cybersecurity software is 21.4 MD USD

- New and less focused players, sometimes as spin-offs from larger firms. These include companies such as iSight Partners, Odyssey consultants and IOActive.

The trend is that more and focused small companies are being bought up by the big players which give access to small business owners' excellence.

This opens the possibility for Cognosec to participate in the ongoing structural rationalization both by being part of potential mergers and making their own acquisitions.

SOME

CYBERSECURITY RISKS

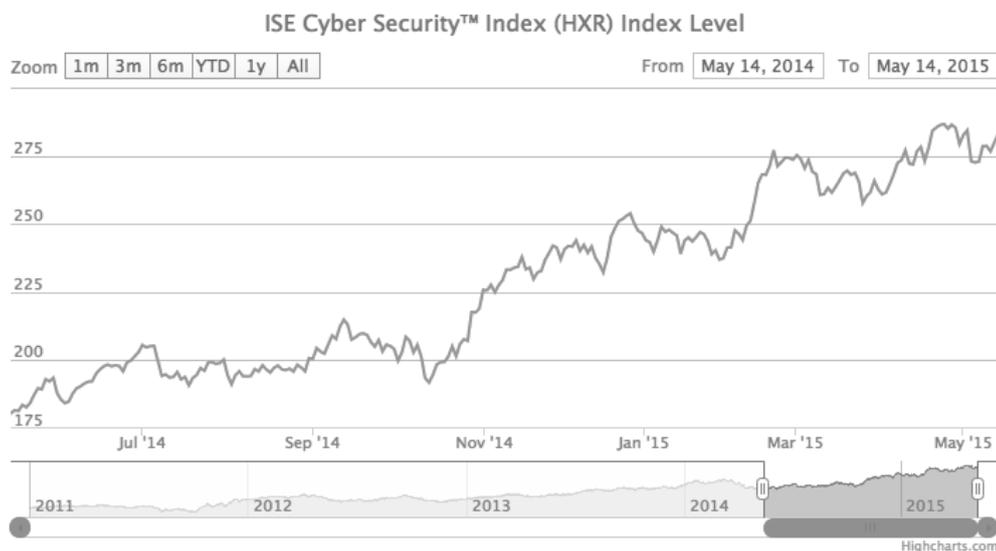
The market for cybersecurity is, in a non-negligible extent, event driven and some thoughtful facts could be of relevance to assess Cognosec's market conditions:

- 98 percent of the tested web applications are vulnerable to cyber-attacks.
- This, according to Trustwave's Global Security Report 2015, found that 98 percent of tested web applications were vulnerable to attack.
- 90 percent of large organizations in the UK reported security breaches according to the Department of Business, Innovation & Skills. One report shows how cyber-attacks affect almost every organization. In 2014, 90 percent of the large companies and 74 percent of the smaller companies were exposed by some form of criminal trespassing.
- According to IBM's "2014 Cybersecurity Index", 95% of all cybersecurity incidents are caused by human error.
- People: Is the weakest link in the cybersecurity chain according to the organization Information Commissioner Council, which reported that 93 percent of the investigated incidents in Q4 2014 were caused by human error.
- Online banking fraud in the UK has increased in 2014 and increased by 48 percent compared with the previous year, according to Financial Fraud Action UK (FFA UK) who also found that the losses from online banking fraud cost 60.4 M GBP and occurred 53 193 times in the UK

ISE CYBER SECURITY™

INDEX (HXR)

One way to get an idea of the cybersecurity area's growing importance is the development of ISE Cyber Security Index⁷. It measures the value growth for a number of companies that have operations that include cyber security. Not necessarily as their main occupation. Growth in the value of the index can be seen as an indicator of importance that cybersecurity have in capital markets.



The companies included in the index are:

Index Constituents for HXR

Previous Day Return Attribution as of 05/13/2015

Market Date	Symbol	Weights	Company Name	Price	Price Change	Price Change Percentage	Index Points
2015-05-13	4704.T	4.47	Trend Micro Inc.	4470	245		5.8 0.779042
2015-05-13	FEYE.OQ	5.28	FireEye Inc.	43.46	2.16		5.23 0.740861
2015-05-13	IL.N	3.32	IntraLinks Holdings Inc.	9.92	0.41		4.31 0.384006
2015-05-13	SPLK.OQ	4.42	Splunk Inc.	69.71	2.04		3.01 0.357484
2015-05-13	VDSI.OQ	3.39	VASCO Data Security Intl Inc.	25.76	0.59		2.34 0.213189
2015-05-13	CUDA.N	3.83	Barracuda Networks Inc.	39.45	0.75		1.94 0.199134
2015-05-13	RDWR.OQ	3.69	Radware Ltd	23.23	0.45		1.98 0.195561
2015-05-13	SAIC.N	3.65	Science Applications International Corp	51.92	1		1.96 0.192309
2015-05-13	AVG.N	4.56	AVG Technologies NV	24.61	0.27		1.11 0.135708
2015-05-13	CYBR.OQ	5.71	Cyber-Ark Software Ltd/Israel	61.3	0.53		0.87 0.133602
2015-05-13	CHKP.OQ	4.01	Check Point Software (US)	86.9	0.89		1.03 0.11132
2015-05-13	SYMC.OQ	3.55	Symantec Corp	25.32	0.18		0.72 0.068191
2015-05-13	JNPR.N	4.56	Juniper Networks Inc.	27.16	0.11		0.41 0.049747
2015-05-13	CSCO.OQ	3.87	Cisco Systems Inc.	29.35	0.12		0.41 0.042625
2015-05-13	GUID.OQ	0.64	GUIDANCE SOFTWARE	6.17	0.1		1.65 0.028284
2015-05-13	FSC1V.H	2.57	F-Secure Oyj	2.77	-0.02		-0.72 0.015094
2015-05-13	GTO.AS	0.73	Gemalto NV	80.04	-0.18		-0.22 0.014023
2015-05-13	WYY.A	0.71	Widepoint Corp	1.46	0.01		0.69 0.013135
2015-05-13	PFPT.OQ	4.17	Proofpoint Inc.	53.99	0.04		0.07 0.008292
2015-05-13	BLOX.N	5.03	Infoblox Inc.	24.53	0.01		0.04 0.005502
2015-05-13	MANT.OQ	0.63	Mantech Intl Corp A	28.68	0.04		0.14 0.002358
2015-05-13	XLS.N	0.93	Exelis Inc.	24.38	0		0 0
2015-05-13	ZIXI.OQ	0.86	Zix Corp.	4.69	-0.01		-0.21 -0.004909
2015-05-13	CMP.WA	0.22	Comp SA	70.1	-1.4		-1.96 -0.005174
2015-05-13	PANW.N	4.54	Palo Alto Networks Inc.	151.48	-0.19		-0.13 -0.015257
2015-05-13	IMPV.N	3.88	Imperva Inc.	54.03	-0.12		-0.22 -0.023068
2015-05-13	ABT.TO	0.77	Absolute Software Corp	9.9	-0.2		-1.98 -0.03727
2015-05-13	FTNT.OQ	4.84	Fortinet Inc.	38.44	-0.21		-0.54 -0.070552
2015-05-13	QLYS.OQ	3.57	Qualys Inc.	37.63	-0.28		-0.74 -0.070739
2015-05-13	053800.	4.87	Ahnlab Inc.	49650	-150		-0.3 -0.08614
2015-05-13	KEYW.OQ	2.73	Keyw Holding Corp	7.11	-0.1		-1.39 -0.101584

⁷ The index has been developed by ISE ETF Ventures and is one out of 17 indexes commissioned. Such indices are used as prerequisites in the design and operation of equity funds or managed portfolios of financial instruments.

BOARD

MEMBERS



JA (Kobus) Paulsen

CHAIRMAN

Kobus provides overall leadership and strategy. He led the management buyout of Brainware Europe and founded UC Group in April 1999 successfully transforming the business into a multi-tiered ecommerce conglomerate. He previously served as senior executive at Mirror Group in London where he led the TV, Digital and Interactive strategies.

Shares: 230 million shares privately and through companies.

Other company commitments: Principal owner of UC Group Ltd

Holds no stock options.

Other directorships: Mansion Associates Ltd, Secure trading Group Ltd, Secure trading Ltd, Secure trading Inc, SG Four Ltd, SG Five Ltd, SG Seven Ltd, SG Eight Ltd, UC Group Ltd, UC Acquisitions Ltd, The Old Elthamians Sports Club Ltd

Education: Electrical, Electronics and Communications Engineering at Tshwane University of Technology in South Africa 1987 - 1989.



Patrick Boylan

CHIEF EXECUTIVE OFFICER AND BOARD DIRECTOR

Patrick is CEO of Cognosec and Senior Strategic Adviser to UC Group. He has more than 25 years of senior executive management experience in international financial services and cybersecurity. Before his involvement with Cognosec, he served as Chief Executive Officer for Card Services and E-Ventures at NatWest Group. Additional roles have included serving as a member of the Group global Executive Board of MasterCard, Chairman of MasterCard and EuroPay UK, Chairman of ClearCommerce International and Group General Manager of HSBC Holdings responsible for International Banking Services.

Holds no shares or options/warrants in the Company

Other directorships: UC Group Ltd, Secure trading FS Holding Limited, Secure trading Financial Services Limited

Education: MBA (Finance)



Other directorships: Mansion Associates Ltd, Secure trading Group Ltd, Secure trading Ltd, Secure trading Inc, Secure trading Financial Services Limited, Secure trading FS Holding Limited, SG Four Ltd, SG Five Ltd, SG Seven Ltd, SG Eight Ltd, UC Group Ltd, UC Acquisitions Ltd

DANIEL HOLDEN

CHIEF FINANCIAL OFFICER AND BOARD DIRECTOR

Daniel Holden has a long track record in multi-national financial operations. His strengths are strategy and control and his ability to put the finance function in a commercial context

Mr. Holden has extensive experience in leading a team and taking responsibility for wider areas of the business including key stakeholder relationship management, commercial management, general management, IT, business transformation, turnaround, business integration and restructuring skills. Daniel is educated in both law and economy.

Holds no shares or options/warrants in the Company



Andra styrelseuppdrag: Alnair AB, Selena Oil & Gas AB, Stångskär AB, Investment AB Gröna Udden och Chieftain Corporate Advisor AB.

MAGNUS STUART

BOARD DIRECTOR

Magnus Stuart is the CEO of Selena Oil & Gas Holding AB (publ.), Was previously President and CEO of Ginger Oil AB (publ) between 2008-2012. Magnus Stuart has founded and been CEO of Ven Capital AB, Investment AB Öresund between 1998 and 2000, Custos Venture Partners 2000-2002.

Magnus is currently the Chairman of Alnair AB and Investment AB Gröna Udden, a director of Stångskär AB and has been a director of LightLab Sweden AB (publ) from 2010 to 2015, and Ginger Oil AB (publ) between 2012- 2015.

Magnus Stuart's Mining Engineering from the Royal Institute of Technology and Master of Business Administration DHS.

No shareholding

0Warrants: corresponding to 800,000 shares.



NEIRA JONES*
BOARD DIRECTOR

Chairs the Advisory Board for mobile innovator Ensygnia & the Global Advisory Board for the Centre for Strategic Cybercrime & Security Science. Founding Advisory Board Member for GiveADayUK, recently elected to the Advisory Board of the Emerging Payments Association. City AM's FinTec's "Most Influential Power List", Tripwire nominated "Top Influencer in Security". Nominated "Acquiring Personality of the Year 2013", InfoSecurity Europe Hall of Fame alumni since 2011. Previously worked for Barclaycard, Santander, Abbey National, Oracle Corporation and Unisys.

Other directorships: Phoenix Edge Ltd,
Comcarde Ltd.

Holds no shares or options/warrants in the Company. Neira Jones is independent of the Company.



The Rt Hon David Blunkett
STYRELSELEDAMOT

Mr. David Blunkett, is a former member of parliament (1987-2015) and foreign minister (2001-2004) in the UK. Mr. Blunkett is the non-executive director of Cognosec and UC Group. He is a former Home Secretary and former Honorary Chair of the Information Systems Security Association (ISSA-UK) Advisory Board. He is the current Chairman of the International Cyber Security Protection Alliance (ICSPA).

Holds no shares or options/warrants in the Company.

Other directorships: UC Group Ltd

* SELECTED BY THE ANNUAL GENERAL MEETING ON THE 21TH OF JUNE 2015

SENIOR EXECUTIVES



Patrick Boylan

CEO

See the description under the headline Board Members



Daniel Holden

CHIEF FINANCIAL OFFICER (CFO)

See the description under the headline Board Members



C. Oliver Eckel

CHIEF TECHNOLOGY OFFICER (CTO)

Mr. Oliver Eckel is stationed in London and Vienna, and has a long experience within cyber security and is responsible for, technology, certifications and knowledge transfers within Cognosec.

Holds no shares or options/warrants

Certifications: CISM, CISA,

Education: MSc – Cognitive & Political Science



Robert Brown

CHIEF OPERATING OFFICER (COO)

Robert Brown is stationed in South Africa and works with a focus on establishing and developing client relationships, primarily in Africa but also in other parts of the world where Cognosec operates.

Robert Brown holds no shares or options.

Utbildning: KES 1998



Andrew Sjoberg

TECHNICAL DIRECTOR

Andrew Sjoberg is based in South Africa and is the Technical Director of Cognosec Group.

Andrew Sjoberg holds no shares or options.

Utbildning: BA Philosophy



Vivian Gevers

MANAGING DIRECTOR, UAE

Vivian Gevers is stationed in the United Arab Emirates (UAE). She is President of the subsidiary Advanced Risk Mitigation JLT - Dubai, UAE and specifically responsible for developing the important customer base towards the banking and financial sector in the middle east.

Vivian Gevers hold no shares or options.

Utbildning: Business Management Degree från UNISA

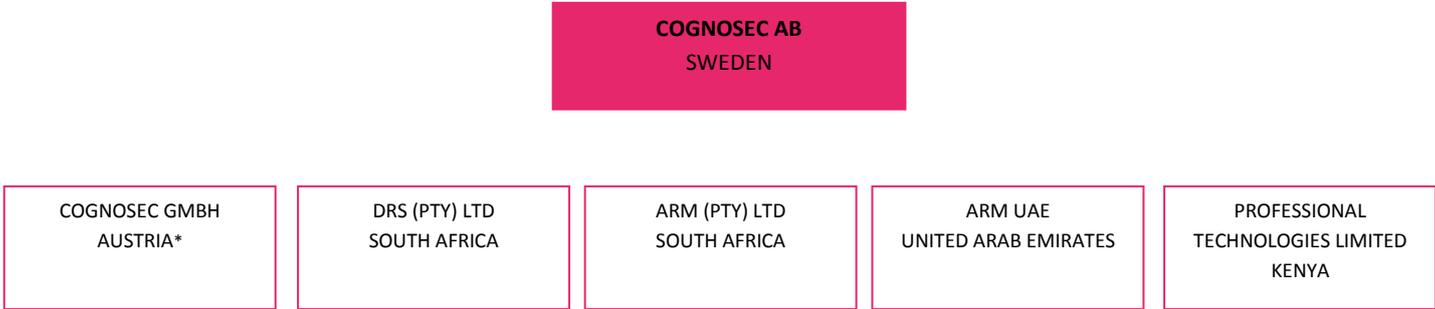
INFORMATION ABOUT DIRECTORS AND SENIOR MANAGEMENT

None of the directors or senior executives have over the last five years, (i) been convicted of a fraud-related case, (ii) been involved in bankruptcy, liquidation or bankruptcy proceedings in his capacity as a director or officer (iii) been charges / or sanctions from the authorities, or (iv) been prohibited by the courts from being a member of a board or governing body, or otherwise do business.

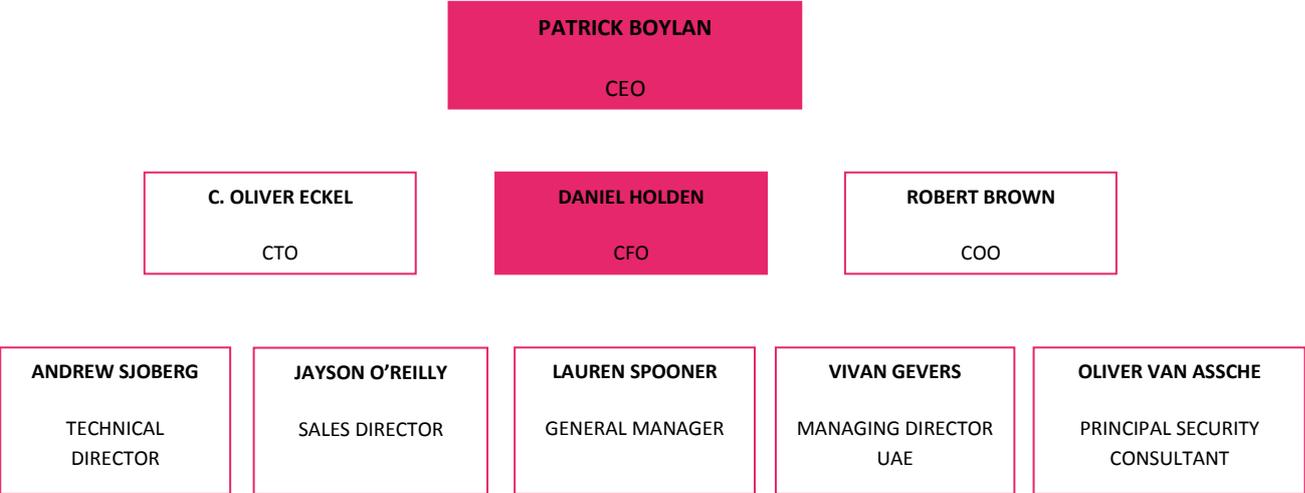
None of the Company's directors and senior management has any family relationship to each other. There are no conflicts of interest between the Directors and / or senior managers towards Cognosec and their private interests and / or other duties. No specific agreements other than what is stated in this Prospectus have been made with major shareholders, clients or suppliers by which one of the Company's directors and / or senior executives elected as a director or other senior position. Moreover, none of the directors, senior executives or auditors, prior or during the previous financial year had any direct or indirect participation in business transactions with Cognosec which was unusual based on their terms.

Board members and senior executives can be accessed through the Company's offices in Sweden, Birger Jarlsgatan 12, Stockholm or at the Company's offices in London, 19th floor, 40 Bank Street, Canary Wharf, London E14 5NR.

LEGAL STRUCTURE



CONGNOSEC EXECUTIVE MANAGEMENT



* Cognosec AB intends to acquire 100 percent of the shares in Cognosec GmbH before 31 December 2015. Through cooperation agreement and transfer of rights as well as concession of other rights, Cognosec AB will manage Cognosec GmbH's operations from 1 October 2015.

SELECTED FINANCIAL INFORMATION

Operations in Cognosec are the result of a group that was formed on January 1, 2015 so there are no historical relevant comparative figures.

Because the subsidiaries were acquired on January 1 2015, the management, in connection with determining profit attributable to the business, had to make a number of allocations and assumptions that they considered reasonable. These allocations and assumptions are not necessarily the costs that would be incurred if the subsidiaries were independent companies.

A pro forma with financial statements was prepared as an illustration and is accounted for under pro forma financial statements.

The interim report for the period January 1st to 30 June 2015 for the Group is accounted for below. Furthermore, the reported financial information for the parent Company for the fiscal years 2014 and 2013.

The Interim Report is unaudited, but reviewed by the Company's auditor. The presented information for the Group is recorded in Euros and for the parent Company in SEK for 2013 and 2014. The reason for this is the requirement that the prospectus regulation imposes on the historical audited information to be presented in the currency that the audited accounts were established in.

GROUP PROFIT AND LOSS

(Thousand Euros)

	Jan-June		Jan-Dec	
	2015	2014	2014	2013
Net Revenue	6 370,2	n.a.	n.a.	n.a.
Cost of Sold Goods	-4 057,7	n.a.	n.a.	n.a.
Gross Profit	2 312,6	n.a.	n.a.	n.a.
Sales Costs	-1 160,6	n.a.	n.a.	n.a.
Administration Costs	-426,3	n.a.	n.a.	n.a.
Development Costs	0,0	n.a.	n.a.	n.a.
Other Costs	0,0	n.a.	n.a.	n.a.
Depreciation	-33,2	n.a.	n.a.	n.a.
Total Operating Cost	-1 620,2	n.a.	n.a.	n.a.
Operating Profit	692,4	n.a.	n.a.	n.a.
Finance Net.				
Other Net Financial Instruments and Claims	0,0	n.a.	0	n.a.
Other Financial Income	4,9	n.a.	0	n.a.
Net Interest and Equivalent Items	-3,6	n.a.	0	n.a.
Total Finance Net	1,3	n.a.	n.a.	n.a.
Profit after Financials	693,7	n.a.	n.a.	n.a.
Tax (Period)	0,0	n.a.	n.a.	n.a.
Profit (Period)	693,7	n.a.	n.a.	n.a.
Total net Profit for the Period	693,7	n.a.	n.a.	n.a.
<i>Attributable to Parent</i>	<i>525,7</i>	<i>n.a.</i>	<i>n.a.</i>	<i>n.a.</i>
<i>Minority interest</i>	<i>168,0</i>	<i>n.a.</i>	<i>n.a.</i>	<i>n.a.</i>
<i>Profit/share before dilution</i>	<i>0,0021</i>	<i>n.a.</i>	<i>0,00</i>	<i>0,00</i>
<i>Profit/share after dilution</i>	<i>0,0021</i>	<i>n.a.</i>	<i>0,00</i>	<i>0,00</i>

PARENT COMPANY PROFIT AND LOSS

(Thousand Euros)

	Jan-June		Jan-Dec	
	2015	2014	2014	2013
Net Revenue	0	n.a.	n.a.	n.a.
Cost of Sales	0	n.a.	n.a.	n.a.
Operating Profit	0	n.a.	n.a.	n.a.
Net Finance	0	n.a.	n.a.	n.a.
<i>Profit after Financial Items</i>	<i>0</i>	<i>n.a.</i>	<i>n.a.</i>	<i>n.a.</i>
Taxes	0	n.a.	n.a.	n.a.
Profit for the Period	0	n.a.	n.a.	n.a.

CASH FLOW ANALYSIS

(Thousand Euros)

	GROUP		PARENT	
	2015 Jan-June	2014 Jan-June	2015 Jan-June	2014 Jan-June
Operating Profit	692,4	n.a.	0,0	n.a.
Adjustments non C/F items	33,2	n.a.	0,0	n.a.
Operating Cash Flow	725,6	n.a.	0,0	n.a.
Paid Taxes	-0,5	n.a.	0,0	n.a.
Changes in Working Capital	417,9	n.a.	-39,2	n.a.
Cash Flow from Operating Activities	1 143,0	n.a.	-39,2	n.a.
Acquisition of Fixed Assets	-45,8	n.a.	0,0	n.a.
Investments in Current Assets	-1 439,2	n.a.	-1 400,0	n.a.
Sale of Fixed Assets	0,0	n.a.	0,0	n.a.
Cash Flow from Investment Activities	-1 485,0	n.a.	-1 400,0	n.a.
New emissions	1 439,2	n.a.	1 439,2	n.a.
Increase of Long Term Debt	0,0	n.a.	0,1	n.a.
Amortization of Debt	-162,0	n.a.	0,0	n.a.
Interest Payment	-3,6	n.a.	0,0	n.a.
Cash Flow from Financing Activities	1 273,6	n.a.	1 439,3	n.a.
Cash Flow from the Period	931,6	n.a.	0,1	n.a.
Opening Cash	368,0	n.a.	19,9	n.a.
FX-diff Period	21,8	n.a.	0,3	n.a.
Closing Cash Position	1 321,3	n.a.	20,3	n.a.

BALANCE SHEETS

(Thousand Euros)

ASSETS	GROUP			PARENT		
	2015	2014	2013	2015	2014	2013
	30-jun	31-dec	31-dec	30-jun	31-dec	31-dec
Fixed Assets						
Material Assets	112,3	n.a.	n.a.	0,0	n.a.	n.a.
Financial Assets						
Investment	0,0	n.a.	n.a.	1 088,9	n.a.	n.a.
Goodwill	359,0	n.a.	n.a.	0,0	n.a.	n.a.
Claims on Subsidiaries	0,0	n.a.	n.a.	0,0	n.a.	n.a.
Deferred Tax	13,8	n.a.	n.a.	0,0	n.a.	n.a.
Other Long Term Claims	311,2	n.a.	n.a.	311,2	n.a.	n.a.
Total Fixed Assets	796,3	n.a.	n.a.	1 400,0	n.a.	n.a.
Current Assets						
Inventory (PIP)	294,9	n.a.	n.a.	0,0	n.a.	n.a.
Short Term Claims	0,0	n.a.	n.a.	39,2	n.a.	n.a.
Trade	3 739,8	n.a.	n.a.	1,4	n.a.	n.a.
Other Claims	125,8	n.a.	n.a.	0,0	n.a.	n.a.
Cash & Bank	1 321,4	n.a.	n.a.	20,3	n.a.	n.a.
Total Current Assets	5 481,9	n.a.	n.a.	60,9	n.a.	n.a.
TOTAL ASSETS	6 278,2	n.a.	n.a.	1 460,9	n.a.	n.a.

DEBT AND EQUITY CAPITAL	GROUP			PARENT		
	2015	2014	2013	2015	2014	2013
	30-jun	31-dec	31-dec	30-jun	31-dec	31-dec
Equity Capital						
Share Capital	90,6	n.a.	n.a.	66,2	n.a.	n.a.
Share Premium	1 375,6	n.a.	n.a.	1 400,0	n.a.	n.a.
Balanced Profits	-6,8	n.a.	n.a.	-11,3	n.a.	n.a.
Period Profit/Loss	525,7	n.a.	n.a.	0,0	n.a.	n.a.
Equity without determining influence	284,2	n.a.	n.a.	0,0	n.a.	n.a.
Total Equity	2 269,3	n.a.	n.a.	1 454,9	n.a.	n.a.
Longterm Debt	0,0	n.a.	n.a.	0,0	n.a.	n.a.
Shortterm debt						
Interim Debt	0,0			0,0		
Intragroup Debt	0,0			0,0		
Suppliers	3 838,1	n.a.	n.a.	6,0	n.a.	n.a.
Tax Debt	69,8	n.a.	n.a.	0,0	n.a.	n.a.
Prepaid Expenses	0,0	n.a.	n.a.	0,0	n.a.	n.a.
Adjustments	101,0	n.a.	n.a.	0,0	n.a.	n.a.
Total Short Term Debt	4 008,9	n.a.	n.a.	6,0	n.a.	n.a.
TOTAL DEBT AND EQUITY	6 278,2	n.a.	n.a.	1 460,9	n.a.	n.a.

CHANGES IN EQUITY CAPITAL

(Thousand Euros)

	GROUP		PARENT	
	2015	2014	2015	2014
	Jan-June	Jan-June	Jan-June	Jan-June
Equity Capital - Opening Balance	20,2	n.a.	15,7	n.a.
New Emission	1 439,2	n.a.	1 439,2	n.a.
Cost of Emissions	0,0	n.a.	0,0	n.a.
Emission - Under registration	0,0	n.a.	0,0	n.a.
Profit from the Period	525,7	n.a.	0,0	n.a.
Foreign Exchange-Differential	0,0	n.a.	0,0	n.a.
Equity Balance - Closing Balance	1 985,1	n.a.	1 454,9	n.a.

COGNOSEC GROUP: Financier key-ratios	Jan-June	Jan-June	diff %	Jan-Dec	Jan-Dec	diff %
	2015	2014		2014	2013	
Total Group Income (TEUR)	6 370,2	n.a.	n.a.	n.a.	n.a.	n.a.
Cash Flow of the Period (TEUR)	931,6	n.a.	n.a.	n.a.	n.a.	n.a.
Operating Profit (TEUR)	692,4	n.a.	n.a.	n.a.	n.a.	n.a.
Operating Marginal (Percent)	10,9	n.a.	n.a.	n.a.	n.a.	n.a.
Profit after Taxes (TEUR)	693,7	n.a.	n.a.	n.a.	n.a.	n.a.
Profit per share,after dilution (EUR)	0,0021	n.a.	n.a.	n.a.	n.a.	n.a.

PRELIMINARY ACQUISITION ANALYSIS					
2015-06-30					
Acquired Companies	DRS (SA)	ARM (SA)	ARM (UAE)	PTL	
Assets	2 443 718	328 826	2 023 910	678 427	5 474 882
Debt	-1 960 017	-311 243	-1 900 214	-476 367	-4 647 841
Acquired Values	483 701	17 583	123 697	202 060	827 041
Non-controlling part	116 088				
<i>Distribution</i>	58%	2%	15%	24%	100%
Acquired Values	367 613				GROUP
Purchase Prize	636 822	23 150	162 854	266 025	1 088 850
GoodWill	269 209	5 566	39 158	63 964	377 897
Tangible Values	367 613	17 583	123 697	202 060	710 953

Comments to the financial information for the period: 1 January to 30 June 2015

The Group is newly formed so no relevant comparative figures other than the ones shown in the illustration of the pro forma financial statements can be found, in this prospectus.

THE GROUP

Cognosec AB is the parent Company of a group formed on January 1st 2015, which includes the following subsidiaries:

- African Risk Mitigation (Pty) Ltd – South Africa
- Advanced Risk Mitigation JLT – Dubai, UAE
- Dynamic Recovery Services (Pty) Ltd – South Africa
- Professional Technologies Limited – Kenya

The shares of Dynamic Recovery Services are owned by Cognosec AB to the extent of 75.8 percent. Additionally, Cognosec AB owns 100 percent of shares in Cognosec Ltd., based in the UK. This Company is dormant and does not operate any business.

Cognosec AB has no other group-relationship than the one described above.

Minority interest relates to the fact that the subsidiary Dynamic Recovery Services (Pty) Ltd subject to Black Economic Empowerment Act (53/2003) ("BBBEE"), which is a requirement to be able to bid and provide services to the public sector in South Africa, which means that 75.8 percent owned by Cognosec and the remainder of a Foundation like organization. The Foundation does not have the option to sell the shares. However, you are entitled to dividends in proportion to its shareholding.

MARKETS

The market for cyber security is driven by, as in recent years, a range of technological advancements such as linking telephony and unlimited internet with organizations' internal systems and internal networks. In 2015, this trend has been reinforced and Cognosec notes that demand remains strong for services from the Groups subsidiaries in Africa and the Middle East.

The market is still strong in Europe, but customers demand on services exhibit a different maturity. It also means that growth is lower than for the Groups markets in Africa and the Middle East.

NET PROFIT

The Group

Net sales for the first half of the year amounted to 6 370.2 (n.a.) TEUR.

Profit after tax for the first half of the year amounted to 693.7 (n.a.) TEUR before adjustment for minority interests, which amounted to 168.0 TEUR (n.a.).

Depreciation affected earnings for the period by -33.2 (n.a.) TEUR.

Cash flow for the period amounted to 931.6 TEUR.

Parent Company

The parent Company's profit for the first six months amounted to 0 (n.a.) TEUR. The parent Company's profit and shareholders' equity was positively affected by a stronger EUR.

FINANCIAL POSITION

The Group

The Group had at June 30, liquid assets equivalent with 1 321.4 (n.a.) TEUR. The equity ratio was 36.1 percent (n.a.) percent. Group equity amounted to 2 269.3 (n.a.) TEUR, which after adjustment for minority interest corresponds to 0.0021 (n.a.) per share.

The Group did not pay any dividends on shares during the first half of 2015.

The Cognosec Group had no liabilities to banks or credit institutions on 30 June 2015.

INVESTMENTS

The Group

The Groups net investments in fixed assets amounted to TEUR 45.8 (n.a.), for the acquisition of intellectual property rights and 1 439.0 TEUR (s) for the acquisition of subsidiaries

Parent Company

The parent Company has invested 1 088,9 (n.a.) TEUR in shares in subsidiaries during the period. As a consequence, goodwill booked to 359 TEUR. Reported goodwill in connection with the interim financial statements, depreciated by 5 procent. In addition, the Parent Company intends to acquire Cognosec GmbH for a purchase price of 362 TEUR. This state is estimated transaction was fully completed in Q4 2015

INCOME TAX

No taxes have been paid during the period. The Group's deferred tax asset in June 30 amounts to 13.8 (n.a.) of TEUR.

EMPLOYEES

The Group

The Group's average number of employees as of June 30 amounted to seventy-six (n.a.), including two employees linked to the Group on an hourly basis. These employees are located in:

South Africa	52
Kenya	18
United Arab Emirates	6
Sweden	2 (contract basis)

SHARE DATA

The Company's registered share capital in June 30, 2015 amounted to 612 000 SEK distributed on 244.8 million shares with a quotient value of 0.0025 SEK. In addition, an ongoing and paid new share issue of 2.8 million shares will increase the Company's share capital with 7 000 SEK.

RISKS AND UNCERTAINTY

Inevitable risks and uncertainties for Cognosec AB covering business risks concerning the delivery of contracted projects and payment of these financial risks (such as risks related to currency, interest rates, counterparties, future capital), market risks (e.g. competition, changes in demand) and risks related to the local conditions in the countries in which the Group conducts its business infrastructure and the risk of delays due to various disturbances in the delivery of contracted projects.

ACCOUNTING PRINCIPLES

" The interim report for the Group has been prepared in accordance with the Annual Accounts Act and the Swedish Accounting Standards Board BFNAR 2012: 1 Annual report and consolidated (K3), the Annual Accounts Act and the Swedish Securities Market Act."

Parent Company accounting and valuation principles

The same accounting and valuation principles applied in the parent Company and the Group"

For the years 2013 and 2014 annual reports are prepared in accordance with the Accounting and BFNAR 2008 1.

DEBT AND CAPITALIZATION OF THE GROUP

The Group's debt and capitalization as of 30 June 2015 is shown in the lineup. The presentation is made by the guidelines published by ESMA, article 127, paragraph 1.

The groups financing is trough equity and not by bank financing thus it appears as debts in current liabilities in the balance sheets.

COGNOSEC GROUP

	Indebtness and Capitalisation 2015-06-30	TEUR
A	Total short term debt	3 907,9
	Guarantee	0,0
	Secured	0,0
	Without guarantee/assurance	0,0
B	Total non-short term debt (except short term share of long term debt)	0,0
	Guarantee	0,0
	Secured	0,0
	Without guarantee/assurance	0,0
C	Equity capital	1 985,1
	Share Capital	90,6
	Other contributed capital	1 375,6
	Other reserves	518,9
D	Total indebtness (A + B - C)	1 922,9
	<i>Totalt Assets reported (2015-06-30)</i>	6 278,2

NET DEPT – The Group

The Group's net debt as of June 30, 2015 is shown in the lineup. The presentation is made by the guidelines published by ESMA, article 127, paragraph 2.

COGNOSEC GROUP

Net Debt Position 2015-06-30		TEUR
A.	Cash at hand	1 321,4
B.	Liquide assets	0,0
C.	Financial instruments - easy to realize	294,9
D.	Summa likviditet (A)+(B)+(C)	1 616,3
E.	Short term claims	3 739,8
F.	Short term bank debt	0,0
G.	Short term share of long term debt	0,0
H.	Other short term debt	3 907,9
I.	Total short term debt (F)+(G)+(H)	3 907,9
J.	Net short term debt (I)-(E)-(D)	-1 448,1
K.	Long term bank debt	0,0
L.	Emitted bonds	0,0
M.	Other long term debt	0,0
N.	Long term indebtness (K)+(L)+(M)	0,0
O.	Net enterprise debt (J)+(N)	-1 448,1

No significant changes in the Company's development and position have occurred after June 30, 2015

THE AUDITORS REPORT ON:

REVIEW OF INTERIM REPORTS FINANCIAL INFORMATION

To the Board of Cognosec AB (publ) , Company Reg. No. SE-556135-4811

The Accountants Report on the Review of the Interim Reports Financial Information

I have reviewed the interim report of Cognosec AB for the period of: January 1 to June 30 2015th.

The Board responsibilities

The Board and the CEO are responsible for the preparation and presentation of this interim report with financial information in accordance with IAS 34 and the Annual Accounts Act.

Auditor's responsibility

My responsibility is to express a conclusion on this interim report and its financial information based on my review.

The limited review with its focus and extent

I conducted my review in accordance with International Standard on Review Engagements 2014 Review of Interim Financial Information Performed by the Independent Auditor. A review consists of making inquiries, primarily of the persons that are responsible for the financial and accounting matters and applying an analytical review and in addition take other review procedures. A review has a different focus and significantly less scope with the focus and scope of an audit in accordance with ISA and generally accepted auditing standards. The procedures performed in a review do not enable us to obtain assurance that I would become aware of all significant matters that might be identified in an audit. The conclusion based on a review does not give the same assurance as a conclusion expressed based on an audit.

Conclusion

Based on my review, nothing has come to my attention that causes me to believe that the interim report is not prepared, in all material respects, for the Group in accordance with IAS 34 and the Annual Accounts Act and for the Parent Company in accordance with the Annual Accounts Act.

Stockholm 2015-08-27

Andreas Sygut

Certified accountant

PRO FORMA FINANCIAL STATEMENTS

Pro Forma Financial Statements in general

The financial information below has been prepared for the purpose of the pro forma basis giving an illustration as to how a historic result for the Group would have looked like if the acquisitions had occurred on January 1, 2014.

The pro forma accounts are only intended to inform and highlight the facts, and the fact that the pro forma financial statements, by their nature, are intended to describe a hypothetical situation and therefore do not represent the Company's actual financial position or results.

The unaudited pro forma financial statements should not be seen as indication of the actual results or the actual financial position as would have been the case if acquisitions of the following were made:

- African Risk Mitigation (Pty) Ltd – South Africa, below ARM (SA)
- Advanced Risk Mitigation JLT – Dubai, UAE, below ARM (UAE)
- Dynamic Recovery Services (Pty) Ltd – South Africa, below, below DRS (SA),
- Professional Technologies Limited – Kenya, nedan PTL

The companies above are referred to as "Subsidiaries" below. The subsidiary DRS is owned by the Group to 75.8 percent.

The acquisitions of the subsidiaries were made with UC Group Ltd's M & A financial advisors, as well as with the assistance of the Company's legal department.

The pro forma accounts illustrate what could be done at the above mentioned date and shall not be deemed to indicate the future performance that Cognosec will generate or its financial position in the future.

Principles and assumptions

Cognosec Group prepares consolidated financial statements in accordance with the Annual Accounts Act and the Swedish Accounting Standards Board BFNAR 2012: 1 Annual report and consolidated (K3), the Annual Accounts Act and the Swedish Securities Market Act. Pro forma financial information has also applied K3 and transition date has been set for 1 January 2013. The parent company applied the previous Annual Accounts Act and the Swedish Accounting Board recommendations but now applies the K3 with the transition date set for 1 January 2013.

The general advice is applied for the first time according to the provisions in Chapter 35, in the transition to the K3, which require companies to apply the K3 retroactively. This means that comparative figures for 2013 are restated according to K3. However, there are a number of voluntary and mandatory exceptions to this general rule, which aims to facilitate the transition to K3. No transitional changes have affected the parent Company.”

In connection with the application of K3 GAAP pro forma financial information, the provisions of Chapter 35 "the first time this general advice is applicable", was applied which requires that K3 is applied retrospectively. However, there are a number of voluntary and mandatory exceptions to this general rule, which aims to facilitate the transition to K3. No transitional changes have affected the pro forma financial statements in connection with the retroactive application of K3 under the provisions of Chapter 35. Any recalculation of IFRS has not been made, nor deemed to be relevant.

Pro forma financial statements have been prepared on the basis of these principles and assumptions (see also notes to the pro forma income statement) adjacent to the pro forma income statement).

The pro forma income statement for the period from 2014 have been prepared as if Cognosec acquired 100 percent of shares in subsidiaries ARM (SA), ARM (UAE), PTL, and 75.8 percent in the DRS (SA) on 1 January 2014.

The unaudited pro forma financial statements do not take account of any possible expenses for restructuring, nor to possible cost savings or other synergies that may arise as a result of the acquisitions.

It should be noted that rounding may mean that certain tables do not add up.

Since the companies reported in different currencies, translation of their income statements made against the Euro with the average rates for 2014.

Acquisition costs for subsidiaries amounts to 1,088 M EUR.

Presentation of the Group's results for fiscal year of 2014 pro forma:

COGNOSEC GROUP 2014 PRO FORMA	DRS (SA)	ARM (SA)	ARM (UAE)	PTL	COGNOSEC AB	INTRA GROUP Elimination	GROUP (Pro forma)
1 000 €							
PROFIT & LOSS							
Net Revenue	5 706,13	1 355,70	1 407,40	1 579,00	0,43		10 048,66
Other income	0,00	0,00	328,14	0,00	0,00	-328,14	0,00
Cost of sold goods/services	-3 560,91	-969,22	-1 196,80	-1 001,97			-6 728,90
Gross profit	2 145,22	386,49	538,74	577,03	0,43	-328,14	3 319,76
Cost of Personal	-1 534,05	-259,98	-414,27	-238,22	0,00		-2 446,52
Administration	-552,45	-151,10	-154,69	-166,83	-5,32	328,14	-702,25
Depreciation	-13,99	0,00	-2,84	-8,92	0,00		-25,75
Total operating cost	-2 100,49	-411,08	-571,79	-413,97	-5,32	328,14	-3 174,52
Operating Profit	44,73	-24,60	-33,06	163,06	-4,89	0,00	145,24
Financial net	18,51	0,00	0,00	-2,45	0,03		16,09
Profit/Loss at divestment of							
Assets	0,00	0,00	0,00	0,00	0,00		0,00
Cost of taxes	-32,38	-102,65	-0,69	-39,22	0,00		-174,95
FX-Diff	-0,03	22,48	0,00	-7,31	0,00		15,14
PROFIT OF PERIOD	30,83	-104,77	-33,75	114,08	-4,86	0,00	1,52
Minority share(24,2 %) of deferred taxes	3,16						

Notes to the pro forma financial statements

1. Based on the audited annual report for 2014 regarding Cognosec AB, Professional Technologies Limited (SA) Advanced Risk Mitigation JLT. Other subsidiaries based on the 2013/2014 year revised figures. Where only the figures relating to 2014 were used with the addition of unaudited figures for the second half of 2014.
2. Eliminations regarding billing was done with 328 140 EUR and has thus affected the gross profit of the same amount and, consequently eliminated by this amount. Similarly, the route of administration costs reduced by 328 140 EUR.

Since the subsidiary DRS Ltd made an operating loss in fiscal year 2013, this means that the minority share of the operating profit for 2014 only consists of a portion of the deferred tax asset from 2013. This share amounts to 3.16 TEUR.

Minority interest relates to the fact that the subsidiary Dynamic Recovery Services (Pty) Ltd subject to Black Economic Empowerment Act (53/2003) ("BBBEE"), which is a requirement to be able to bid and provide services to the public sector in South Africa, which means that 75.8 percent owned by Cognosec and the remainder of a Foundation like organization. The Foundation does not have the option to sell the shares. However, the ownership entitles to dividends in proportion to shareholding.

AUDITORS REPORT: Pro Forma Financial Statement

To the Board of Cognosec AB, org nr 556135-4811

Auditor's report on the pro forma financial statements presented in the attached Cognosec AB's prospectus dated August 20, 2015.

Pro forma financial statements have been prepared solely to provide information on how the addition of subsidiaries Dynamic Recovery Services (Pty) Ltd and the African Risk Mitigation (Pty) Ltd South Africa and the Professional Technologies Limited - Kenya and Advanced Risk Mitigation JLT - Dubai could have affected Cognosec's consolidated balance sheet at 31 December 2014 and consolidated income statement for fiscal year 2014.

The Board responsibilities

It is the Board's responsibility to prepare the pro forma financial statements in accordance with the requirements of the Prospectus Regulation No 809/2204/EG.

Auditor's responsibility

My responsibility is to express an opinion on the pro forma financial statements based on our audit. I have no obligation to provide any other statement on the pro forma financial statements or any of its ingredients. I have no responsibility for any financial information used in the compilation of the pro forma financial statements in addition to the responsibility that I have for the audit reports regarding the financial history and information I have previously submitted.

Performed Work

I conducted my work in accordance with the Fars RevR5 review of financial information in the prospectus. My work, which involved no independent review of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents nation, assessing the evidence supporting the pro forma adjustments and discussing the pro forma financial information with management.

I planned and performed my work in order to obtain the information and explanations I considered necessary to obtain reasonable assurance that the pro forma financial statements have been compiled on the grounds that the Company entered and that basis is consistent with the accounting policies applied by the Company.

Statement

In my assessment, the pro forma financial statements compiled correctly according to the principles specified by the Corporation and its basis is consistent with the accounting policies applied by the Company.

Stockholm August 20 2015

Andreas Sygut

Certified accountant

Statement on working capital:

The Board of Cognosec believes that the working capital is sufficient for current needs over the next 12 months counting from the dating of this prospectus. This means that the Company can meet its payment obligations, operate and develop the business to the extent that the Board planned.

Shares and Share Capital Development

Cognosec is a Swedish public Company, with Swedish Company Reg.no SE-556,135-4811. The Company operates under Swedish law. Company founded on 5 May 1970, has its headquarters in Stockholm.

Cognosec capital is expressed in SEK and distributed among the issued shares with a par value that is also expressed in SEK. The shares are fully paid. The shares of Cognosec have been issued in accordance with Swedish law.

All shareholders' rights associated with the shares may only be amended in accordance with the procedures set out in the Companies Act (2005: 551). The Company and its shares are connected to the electronic securities system, the VP system, with Euroclear Sweden AB as the central securities depository and clearing organization (Euroclear Sweden AB, Box 7822, 103 97 Stockholm, Sweden). Euroclear manages the Company's share register and account keeping its shares. Share certificates are not issued. The Company has only one type of shares.

The Share has the ISIN-code SE0007306196.

Should the Company be wound up by liquidation, shareholder rights primarily follow the Swedish Companies Act and secondarily of other relevant Swedish legislation. Shareholder rights are subordinated to creditor's rights.

The Company's share capital shall be according to the Company's articles of association amount to at least 500 000 SEK and a maximum of 1,000,000 SEK, divided into a minimum 225,000,000 and maximum 900,000,000 shares.

The share capital of Cognosec is amounts to, on the day of this Prospectus, 612 000 SEK, divided into 244,800,000 shares. The quota value is 0.0025 SEK.

Shares in Cognosec are freely transferable..

No shares in Cognosec are subject to mandatory offers, redemption rights or redemption obligation at the date of this prospectus preparation.

The Company's shares have during the current financial year or previous financial year, not been subject to public offering.

The offer comprises a total of 10 000 000 new shares. The offering increased the share capital by 20 000 SEK from 612 000 SEK to 637 000 SEK, assuming full subscription. The number of shares after the Offering will amount to a total of 254.8 million shares.

The offer is contained in the authorization that was shelled by the Annual General Meeting 21 June 2015. The authorization covers the issuance of up to 50,000,000 new shares without preferential rights to existing shareholders.

Overview of the development of the Parent Company's share capital

SEK	New Emission	Bonus Issue	Reduction of share capital	Balance Share Capital	Comments
1970-05-05	75 000			75 000	Incorporation
1985-01-17		25 000		100 000	
1989-03-08	400 000			500 000	
1989-12-21	450 000			950 000	
2002-05-31			700 000	250 000	
2015-04-23	362 000			612 000	

A new issue of 2,800,000 shares is not yet registered with the Company and amounts to an additional 7 000 in share capital.

Major Shareholders

JA Paulsen and other companies	230 000 000
Stefan Mårtensson	8 000 000
B van der Vorm	1 222 923
Marint Ltd	1 000 000
J Stratford	564 000
D Altham	500 000
LGT Bank Ltd	500 000
M Lisher	500 000
Tritum Ltd	200 000
TJM Moeskops	200 000
Other shareholders	2 113 077
Total amount of Shares	244 800 000

In General

The Parent Company in General

Cognosec AB (publ), Swedish Company Registration no SE-556135-4811, was registered by the Swedish Companies Registration Office in Sweden for the first time 1970-05-05 and was registered under the current name 2015-04-23.

Corporate governance in Cognosec operates under Swedish law, such as the Companies Act, the Accounting Act and the Annual Accounts Act. The Company is not obliged to apply the Swedish Code of Corporate Governance. The subject of the Company's operations is of the Article of Association, paragraph 3.

The address to the Company's headquarters is: Birger Jarlsgatan 12, Stockholm

The phone number of The Company is: +46 8 506 399 00.

GENERAL MEETING

The highest decision-making body of Cognosec is the Company's General Meeting..

The General Meeting's duty and role is to decide on, among other things:

- Disposition of the Company's result
- Appoints members and the Chairman of the Board
- Appoints the Company's auditors.

The Annual General Meeting is held in Stockholm

Shareholders who wish to attend the general meeting must be recorded in the share register five weekdays before the General Meeting and must notify the Company no later than the date specified in the notice.

Notice to the General Meetings shall be given by announcement in Swedish domestic newspapers and in the newspaper Dagens Industri. At the AGM, each shareholder is entitled to vote for the full number of shares held and represented shares with no restriction on voting rights. There is no nomination committee elected at this prospectus preparation.

The Board

The Boards Composition and Work

Cognosec's Board should, according to the Articles of Association, comprise a minimum of three and maximum of seven members, with six deputies. The Board currently consists of six members with no deputies. For more information on Board members, see section on "Board Members".

Board members are elected by the Annual General Meeting or, in specific cases of extraordinary general meeting, at a period of one year, or before the next Annual General Meeting.

The Board is responsible for the Company's operations that are conducted in accordance with applicable law and the Company's Articles of Association and to the General Meeting decisions are implemented. Cognosec's board dedicated primarily to general and long-term issues and matters of an unusual nature or of great importance for the Company. The Board's work is regulated in detail in a work plan that is established annually.

The Board has a Remuneration Committee and an Audit Committee. Chairman of the Remuneration Committee are Neira Jones and the audit committee Magnus Stuart. The remaining members will be elected by the Board in Q3 2015. Magnus Stuart is responsible for IR (Investor Relations) in the Board of Directors.

Directors' fees

It was resolved at the meeting on June 21 2015 that directors' fees for fiscal year 2015 cannot be paid to the Board members. However, directors may receive compensation for time spent on approved account. Costs of this type will be added regularly in future quarterly reports.

Company Management

Company Managements composition an work

Cognosec's CEO leads the Company's operations within the framework established by the Board and is responsible to provide the Board with ongoing reporting on the Company's results and financial position as well as the basis for the decisions that the board has to make. The close work between the Board and the CEO are regulated in a CEO-instruction that is set annually.

In addition to the Executive Director, Patrick Boylan, is also the Company's CFO Daniel Holden, CTO Oliver Eckel, Chief Operating Officer Robert Brown, technical director Andrew Sjoberg, Vivian Gevers, CEO of the business in the United Arab Emirates (UAE) and the head of the PCI and payment service David Jenkins, to be considered senior executives.

For more information about the General Management, see the sections "Board Members", "Senior management" and below "Auditors".

AUDITORS

Authorized Public Accountant, member of FAR, Andreas Sygut, Anoroc Auditing & Accounting Fleminggatan 15, 602 42 Norrköping, Sweden.

FINANCIAL ADVISOR FOR THE ISSUE

Eminova Fondkommission AB has assisted the Company in the preparation of the Prospectus. Eminova Fondkommission AB disclaims themselves from any liability in relation to existing or prospective shareholders of the Company and relating to other direct or indirect financial consequences as a result of investment or other decision wholly or partly based on information contained in the Prospectus, as all information in the Prospectus comes from The Company. Eminova Fondkommission AB is also issuing institutions regarding the Offer.

SIGNIFICANT AGREEMENTS

Supplier- and partnership agreements

Cognosec has a number of strategic agreements and partnerships with companies and organizations:

Cognosec has a number of strategic agreements and partnerships with companies and organizations that are primarily related to cybersecurity software, including, among other things, the right for Cognosec to sell, market and implement these companies' products. In some markets do exclusive agreements also for Cognosec. So, for example, Cognosec holds a de facto exclusivity to sell and market the Intel Security's products in Africa.

The agreements includes but is not limited to the following companies: Intel Security, HP Enterprise Security, Dell SecureWorks, Access Check Point Software Technologies, AlgoSec, Agilience, Secunia, Trustwave, Avecto, RedSeal Networks, Lumension Security, NetClean, Cisco, Beachhead Solutions, CyberArk and FireEye security. The Company is not totally dependent on any partner organization, and these relationships are structured to minimize risk in order to increase the Company's competitive advantages.

Moreover Cognosec have partnership agreements with a number of companies, which gives the Company special rights with regard to partners' services and products. Cognosec is an Intel Security Elite Partner, the only Intel security partner at Tech-Xcelerate program covering NGFW (Next Generation Firewall), ATD (Advanced Threat Defense) and the TIE technology (Threat Intelligence Exchange). NGFW, ATD and TIE are different development platforms powered by Intel Security. The Company is also an Intel Security Professional Services Partner, the only Intel Security SP2 Partner in the Africa, Trustwave Gold Partner, Dell SecureWorks exclusive partner for the Africa, Access Platinum Partner, CyberArk Trusted Partner and we represent Agilience their Global Advisory Council.

CERTIFICATIONS

Cognosec is one of a limited number of companies in the world, which has the PCI Security Standards Council (the Accreditation Standards PCI, that provides the ability to issue so-called PCI certificates for payments over the internet), and is called Qualified Security Assessor (authorisation to be quality auditor for companies wishing to obtain PCI certification for its payment solutions) and holds Approved Scanning Vendor license (a license to scan and test systems with the PCI standard for payment solutions) for Europe, CEMEA (Central, Middle East and Africa) and the United States, and is also represented on the Global Advisory Council Agilience (PCIS member of the international advisory council):

- GIAC, Global Information Assurance Certification is a leading organization to accredit qualified employees and within the cybersecurity industry. Cognosec's employees, including the following accreditations
- Certified GIAC Forensics Analyst, the organization Global Information Assurance Certification
- GIAC Web App Pen Tester
- GIAC Reverse Engineering malware
- GIAC certified Incident Handler

- Certified Ethical Hacker, an approval issued organization International Council of Electronic Commerce Consultant for intrusion testing
- Certified Information Systems Security Professional, an accreditation issued by the organization Information Systems security Certification Consortium

Cognosec is a member of CREST, an organization of companies working in information security.

Cognosec Moreover:

- Certified Information Systems Auditor, through the organisation Information Systems Audit & Control Association.
- Certified in Risk and Information Systems Control, the organization Information Systems Audit & Control Association

INTELLECTUAL PROPERTY RIGHTS

Cognosec is the owner of a large number of URLs and so-called top-level domains in different countries and jurisdictions.

The Company is also the owner of licenses, trademarks, proprietary software that is protected in various ways by such registrations, standards and corporate secrets.

CUSTOMER AGREEMENT

Approximately 60 percent of the Company's business comes from contracts that have a maturity longer than (12 months plus) contracts. Each client relationship is regulated by contracts. By agreements on cybersecurity based on trust, customer relationships tend to have a longer lifespan than 12 months.

CONDITION AND ENVIRONMENT

The Company's current operations are not dependent on any specific conditions relating to environmental matters.

NUMBER OF EMPLOYEES

Cognosec's subsidiary had in the establishment of the Group January 1 2015 a total of 76 employees; including 18 people in Kenya, 52 in South Africa and 6 of the United Arab Emirates (UAE).

Agreements and transactions with related parties

Transfers of the companies

Cognosec AB intends to acquire the shares in Cognosec GmbH with UC Group Ltd. Cognosec AB's principal owners JA Paulsen is also CEO of the UC Group and has a significant holding in this Company. The transfer of Cognosec GmbH is made in the amount of 362 000 SEK. The acquisition was made on market terms.

Other Related Party Transactions

Cognosec AB has through an agreement, June 1 2015, with Cognosec GmbH acquired, trademarks and domain addresses for an amount of 200 000 SEK. On June 1, 2015 Cognosec acquired the exclusive rights to all intellectual property rights with the possibility of re-licensing of a lump sum of 0.5 M SEK.

Transfer sums above only represent a portion of the costs that this entailed for the transferor and develop the know-how provided. Further, Cognosec AB took over GmbH activities through an agreement, June 1 2015, without additional cost from October 1 2015. The transactions were conducted at market conditions.

The acquisition adds new Cognosec contracts and increases the attractiveness for potential customers.

UC Group currently provides services to Cognosec. These services are, according to the Board's opinion, provided on market conditions and the cost amounts an amount that are not expected to exceed 50,000 in December 2015.

Remuneration to directors, etc.

No board remunerations are paid. Read the section on directors' fees.

Subscription Services

There are no Subscription services

Documents available for inspection

Cognosec's articles of association as well as all financial information that to some extent included or referred to in this Prospectus are available from Cognosec during the validity of the prospectus. Information about Cognosec is also available on the Company website www.cognosec.se.

Documents Incorporated By Reference

Cognosec's AB annual reports for the financial years 2013 and 2014 are a part of this Prospectus and should be read as a part thereof. The financial statements have been audited by the Company's auditors and the audit reports are attached to the respective annual reports. These documents are incorporated by reference. The same applies to the Group and the Parent Company's interim report for the first half of 2015t.

The annual reports for the Company and the interim report are available on Cognosec's website, www.cognosec.se, and provided free of charge from the Company during the validity of the prospectus.

Other Conflicts Of Interest

Eminova Fondkommission AB has performed various investment banking and financial advisory services to Cognosec for which Eminova Fondkommission AB has received customary compensation. Eminova Fondkommission AB may in the future offer and provide such services for Cognosec.

Stefan Mårtensson is the responsible adviser at Eminova Fondkommission AB for Cognosec and is also a shareholder in Cognosec AB.

Planned Date for Publication of Financial Information

- 2015 Interim report, January-September, 17 November 2015
- 2015 Year-end report 12 months 2015, 25 February 2016
- 2016 Interim report January- March 16 May, 2016

ARTICLES OF ASSOCIATION

§1 Company's Trade name

The Company's trade name is Cognosec AB. The Company is a public company (publ.)

§2 Registered Office

The Company's registered office is in Stockholm, Sweden Municipality.

§3 Objective

The Company develops, sells and markets solutions to increase safety, terrestrially and via the internet and electronic commerce platforms, products, services and consultancy in this area, including and not limited to, associated companies, subsidiaries, agents and partners who pursue such activities and engage in strategic consulting, management consulting, performing parent Company activities and related business and commercial activities.

§4 Share Capital

The Company's share capital shall be not less than SEK 250 000 and not more than 1 000 000 SEK.

§5 Number of Shares

The number of shares shall be not less than 250,000,000 and not more than 900 000 000 pieces.

§6 Classes of Shares and Voting Rights

Shares of a kind can be issued with one vote.

§7 Board of Directors

The Board of Directors shall consist of not less than three and not more than seven members, with at most six deputies.

§8 Auditors

The Company shall have one or two auditors with an equal number of alternates.

§9 Financial Year

The Company's financial year shall be from 1 January to 31 December.

§10 Notice of Annual General Meeting

Notice of General Meeting shall be given by announcement in the Swedish Official Gazette and the Dagens Industri. Notice of Annual General Meeting and Extraordinary General Meeting with an amendment to the Articles of Association, shall be issued not earlier than six and no later than four weeks before the meeting. Notice of Extraordinary General Meetings shall be issued no earlier than six and no later than two weeks before the meeting.

§11 Annual general meeting

At the Annual General Meeting the following matters shall be dealt with:

- i. Election of Chairman of the Meeting.
- ii. Preparation and approval of voting.
- iii. Approval of the agenda.
- iv. Election of one or two persons to sign the minutes.
- v. Determination of whether the meeting has been duly convened.
- vi. Presentation of the annual accounts and auditors' report and, where appropriate, consolidated accounts and consolidated audit report.
- vii. Decisions
 - Adoption of the income statement and balance sheet and, where applicable, the consolidated income statement and consolidated balance sheet;
 - The appropriation of the profit or loss according to the adopted balance sheet,
 - Discharge of the Board and Chief Executive Officer.
- viii. Determination of the number of directors and deputy directors and, where applicable, auditors and deputy auditors.
- ix. Determination of remuneration to the Board and, where appropriate, the auditors.
- x. Election of Board members and deputy members and, where applicable, auditors and deputy auditors.
- xi. Other matters that may come before the Meeting under the Companies Act or the articles of association.

§12 Shareholders right to participate in annual general meeting

Shareholders who wish to participate in the General Meeting must be recorded in the transcript of the entire share register five days before the meeting, and notify the company not later. 16:00 on the date specified in the notice. This day may not be a Sunday, public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not occur earlier than five days before the meeting.

§13 Record day provision

The Company's shares shall be registered in a register under the Act (1998:1479) of financial instruments

These articles of association was adopted at the Extraordinary General Meeting April 23, 2015

TAX ISSUES

In Sweden

Below is a summary of certain Swedish tax consequences related to the offer and admission to trading of the Company's shares on Nasdaq First North for individuals and limited liability companies' resident in Sweden, unless otherwise stated. The summary is based on prevailing legislation and is intended to provide general information regarding the Company's shares from the shares have been admitted to trading on Nasdaq First North.

The summary does not include:

- Situations where shares are held as current assets in business,
- Situations where shares are held by a limited partnership or a partnership,
- Situations where shares are kept in an investment savings account,
- Special rules regarding tax-free capital gains (including non-deductible capital losses) and dividends in the corporate sector that may be applicable when the investor holds shares in companies that are considered to be for business purposes (tax base);
 - Special rules which in some cases may be applicable to shares in companies that are, or have been, closely held or shares acquired by virtue of such shares,
 - Special rules that may apply to natural persons who do or refer the so-called investor deduction,
 - Foreign companies operating a permanent establishment in Sweden, or
 - Foreign companies that have been Swedish companies.

Further, special tax rules apply to certain category-companies. The tax treatment of each individual shareholder depends on their particular situation. Each shareholder should consult an independent tax adviser regarding the tax consequences of the offer and admission to trading of the Company's shares on Nasdaq First North can bring for his part, including the applicability and effect of foreign rules and double taxation treaties.

INDIVIDUAL TAXES

There are laws for individuals residents in Sweden, capital income such as interest, dividends and capital gains are taxed as income from capital for tax purposes. The tax rate on income from capital is 30 percent.

Capital losses on listed shares may be fully deductible against taxable capital gains if they occur on the same year, on shares as well as listed securities are taxed as shares (excluding shares in mutual funds or special funds containing only Swedish receivables). Capital losses not absorbed by these set-off rules are deductible in the capital income of 70 percent of the loss. If a deficit arises in income from capital then it is counted as a reduction of tax on income from employment and business operations as well as property tax. The tax reduction is 30 percent of the portion of the deficit that does not exceed 100 000 SEK and 21 percent of any deficit. Deficits cannot be carried forward to future tax years.

There is a preliminary tax on dividends of 30 percent for individual's residents in Sweden. The preliminary tax is normally withheld by Euroclear Sweden or, for nominee-registered shares, by the nominee.

LIMITED COMPANIES

Limited companies are taxed by all income, including taxable capital gains and taxable dividends, as income from business with the 22 percent tax. Deductible capital losses on shares may only be deductible against taxable capital gains on shares and other securities taxed as shares. Capital losses on shares that have not been utilized within a certain year may be saved (by the limited that had a loss) and deductible against taxable capital gains on shares and other securities taxed as shares in future years without limitation in time. If a capital loss cannot be deducted by the that made the loss it may be deducted against taxable capital gains on shares and other securities taxed as shares of another in the same group if the group contributions between the companies and both companies request it for a tax that has the same declaration date (or would have had it if none of the companies' accounting obligation ceases). Special tax rules may apply to certain

SHAREHOLDERS WITH LIMITED TAX LIABILITY IN SWEDEN

For shareholders who are not residents in Sweden and who receive dividends on shares in a Swedish limited company usually pays Swedish coupon tax. The same applies to payments made by a Swedish limited companies in connection with, among other things, the redemption of shares and repurchase of own shares through an offer directed to all shareholders or all holders of shares of a certain kind. The tax rate is 30 percent. The withholding tax rate is generally reduced by double taxation agreements. In Sweden, normally Euroclear Sweden or, nominee-registered shares execute a tax reduction of the deductibles for the nominee on the coupon tax.

Shareholders who are not residents in Sweden - and do not conduct business from a permanent establishment in Sweden - capital is not normally taxed in Sweden on the disposal of shares. Shareholders may, however, be subject to taxation in their state of residence.

According to a special rule, private individuals who are not residents in Sweden and are taxed to a limited amount are still subjects to capital gains taxation in Sweden upon disposal of shares in the company, if at any time during the calendar year of disposal or the ten calendar years preceding has been resident or lived permanently in Sweden. The applicability of the rule is in many cases limited by double taxation agreements

ADDRESSES

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