

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549**

FORM 10-K

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2023

☐ TRANSITION PURSUANT TO UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File Number 001-38623

PAYSIGN, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation or organization)

95-4550154
(I.R.S. Employer Identification No.)

2615 St. Rose Parkway, Henderson, Nevada 89052
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (702) 453-2221

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	PAYS	The Nasdaq Stock Market LLC

Securities registered under Section 12(g) of the Exchange Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐
Non-accelerated filer ☒

Accelerated filer ☐
Smaller reporting company ☒
Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262 (b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: \$78,735,216 based upon a market price of \$2.45 per share.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date: 52,968,374 as of March 22, 2024.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement for its 2024 Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated. Such Proxy Statement will be filed with the Securities and Exchange Commission within 120 days of the registrant's fiscal year ended December 31, 2023.

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Cautionary Note Regarding Forward Looking Statements

This Annual Report on Form 10-K contains "forward-looking statements." These forward-looking statements are based on our current expectations, assumptions, estimates and projections about our business and our industry. Words such as "believe," "anticipate," "expect," "intend," "plan," "propose," "may," and other similar expressions identify forward-looking statements. In addition, any statements that refer to expectations, projections, estimates, forecasts, or other characterizations of future events or circumstances are forward-looking statements. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those reflected in the forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which relate only to events as of the date on which the statements are made. We undertake no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date hereof. You should refer to and carefully review the information in future documents we file with the Securities and Exchange Commission.

PART I

ITEM 1. BUSINESS.

Overview

Paysign, Inc. (the "Company," "Paysign," "we" or "our"), headquartered in Nevada, was incorporated on August 24, 1995, and trades under the symbol PAYS on The Nasdaq Stock Market LLC. We are a vertically integrated provider of prepaid card products and processing services for corporate, consumer and government applications. Our payment solutions are utilized by our corporate customers as a means to increase customer loyalty, increase patient adherence rates, reduce administration costs and streamline operations. Public sector organizations can utilize our payment solutions to disburse public benefits or for internal payments. We market our prepaid card solutions under our Paysign® brand. As we are a payment processor and prepaid card program manager, we derive our revenue from all stages of the prepaid card lifecycle.

We operate on a powerful, high-availability payments platform with cutting-edge fintech capabilities that can be seamlessly integrated with our clients' systems. This distinctive positioning allows us to provide end-to-end technologies that securely manage transaction processing, cardholder enrollment, value loading, account management, data and analytics, and customer service. Our architecture is known for its cross-platform compatibility, flexibility, and scalability – allowing our clients and partners to leverage these advantages for cost savings and revenue opportunities.

Our suite of product offerings includes solutions for corporate rewards, prepaid gift cards, general purpose reloadable debit cards, employee incentives, consumer rebates, donor compensation, clinical trials, healthcare reimbursement payments and pharmaceutical payment assistance, and demand deposit accounts accessible with a debit card. In the future, we expect to further expand our product into other prepaid card offerings such as travel cards and expense reimbursement cards. Our cards are sponsored by our issuing bank partners.

Our revenues include fees generated from cardholder fees, interchange, card program management fees, transaction claims processing fees, breakage, and settlement income. Revenue from cardholder fees, interchange, card program management fees, and transaction claims processing fees is recorded when the performance obligation is fulfilled. Breakage is recorded ratably over the estimated card life based on historical redemption patterns, market-specific trends, escheatment rules and existing economic conditions and relates solely to our open-loop gift card business which began at the end of 2022. Settlement income is recorded at the expiration of the card program and relates solely to our pharma prepaid business which ended in 2022.

What Are Prepaid Cards?

A prepaid card is a payment product that is pre-funded and not directly linked to an individual bank account. Prepaid cards are unlike debit cards that are attached to a personal or business checking account and draw funds from that linked account or a credit card that draws funds from a line of credit.

Prepaid cards can either be open-loop, closed-loop, or restricted-loop. Open-loop, or network-branded, prepaid cards carry an acceptance mark of a national or international payment network such as Visa, Interlink, Plus, MasterCard, Maestro, Cirrus, Discover or Pulse and can be used anywhere that card brand is accepted. Closed-loop prepaid cards can only be used at a specific merchant whose name is typically branded on the card and are most likely not network branded. Restricted-loop prepaid cards may carry a network brand and can be used only at a specific group of non-affiliated merchant locations such as a shopping mall or a specific merchant category.

Open-loop, and some restricted-loop, prepaid cards are issued by a financial institution under a license of the payment network. Open-loop prepaid cards provide consumers, businesses and governments with the efficiency, security and flexibility of digital payments reducing costs associated with handling cash, checks and other paper-based payment processes, and provides the end user a payment product that is accessible and with global utility, convenient, safer than cash, can be used as a budgeting tool and contains protections against fraud and theft.

The prepaid market continues to experience significant growth due to consumers, corporations and governments embracing improved technology, greater convenience, more product choices and greater flexibility. Prepaid cards have also proven to be an attractive alternative to traditional bank accounts for certain segments of the population, particularly those without, or who could not qualify for, a checking or savings account.

Javelin Advisory Services 20th Annual U.S. Open-Loop Prepaid Card Market Forecast, 2023-2027, shows that Open-loop prepaid growth in the short-term is strong and forecasted to remain strong in the long-term. This forecast is led by strong anticipated growth in the cash access market, the largest open-loop market. Javelin predicts 8% annual growth from 2024 through 2027 with total open-loop loads projected to reach \$836 billion by 2027.

Consumers, both banked and unbanked, use prepaid cards such as general purpose reloadable (“GPR”) cards, to conduct their day-to-day financial transactions such as paying bills, depositing checks, and receiving direct deposits. According to the 2021 Federal Deposit Insurance Corporation (FDIC) National Survey of Unbanked and Underbanked Households, 6.9 percent of all households were using general purpose reloadable prepaid cards in 2021. Use of prepaid cards was much higher among unbanked households (32.8 percent) than among banked households (5.7 percent). Unbanked households, an estimated 4.5 percent of U.S. households, were twice as likely to use prepaid cards or nonbank online payment services to conduct four or more types of transactions compared with banked households.

Common Examples of Prepaid Cards

The prepaid card market is divided into three macro categories based on who funds the card account. These categories are consumer-funded, corporate-funded and government-funded.

Consumer-Funded Programs: The consumer prepaid category consists of products such as GPR cards, gift cards, travel money cards, and remittance/peer-to-peer (“P2P”) cards.

General Purpose Reloadable Cards: A type of prepaid card typically purchased by a consumer for his/her personal use to pay for purchases, pay bills and/or access cash at ATMs. GPR cards may be purchased online and in retail locations from a variety of providers. Funds may be loaded onto the card by direct deposit of wages or benefits or at retail locations offering prepaid card reload services.

Gift Cards: A non-reloadable prepaid card that is purchased by a gift giver to be given to a gift recipient.

Corporate-Funded Programs: The corporate prepaid category consists of products such as employee/partner incentives, consumer incentives, payroll, employee benefits, healthcare, corporate expense and business travel, insurance claim disbursement, etc.

Government-Funded Programs: The government prepaid category consists of products such as Social Security benefits, veterans’ benefits, disability benefits, pensions, unemployment benefits, worker’s compensation, emergency disaster relief, and child support disbursements.

Our Products and Services

As a payment processor and prepaid card program manager, our payment solutions are utilized by our customers as a means to increase customer loyalty, increase brand recognition, reward customers, agents and employees while reducing administration costs and streamlining operations. We manage all aspects of the prepaid card lifecycle, from managing the card design and approval processes with partners and networks, to production, packaging, distribution, and personalization. We also oversee inventory and security controls, renewals, lost and stolen card management, and replacement. We employ a fully staffed, in-house customer service department which utilizes bilingual customer service representatives, interactive voice response (“IVR”), and two-way short message service (“SMS”) messaging and text alerts. As we do not have our own banking license to issue open-loop prepaid cards, our cards are offered to end users through our relationships with bank issuers.

As an end-to-end payment processor and prepaid card program manager, we derive our revenue from all stages of the card lifecycle. These revenues can include fees from program set-up; customization and development; data processing and report generation; card production and fulfillment; transaction fees derived from card usage; inactivity fees; card replacement fees; program administration fees; breakage; and settlement income.

To date, we have issued millions of prepaid cards under programs implemented for Fortune 500 companies, multinationals, as well as top pharmaceutical manufacturers, universities and social media companies.

As of December 31, 2023, we had approximately 6.4 million cardholders participating in approximately 600 card programs.

In our early years of operations, we focused mainly on providing co-pay assistance prepaid cards to the pharmaceutical industry. In 2011, we began marketing a corporate incentive prepaid card-based payment solution targeting the plasma donation industry. More recently, having built the necessary infrastructure and added essential staff, we have increased our focus and sales efforts on disbursement programs, corporate incentive and expense card programs, as well as retargeting the pharmaceutical industry with patient affordability solutions such as co-pay assistance, buy and bill and other prepaid programs designed to maximize patient enrollment, adherence and retention.

cards and solutions. The Paysign brand encompasses all of our current and future prepaid product offerings, including but not limited to, corporate incentives, healthcare related payment solutions for clinical trials, donations and patient affordability solutions, payroll, disbursement payments, corporate expense cards and solutions designed for the public sector as well as general purpose reloadable prepaid cards and prepaid gift cards. Paysign is a registered trademark of the Company in the United States and other countries.

Corporate Incentives

Our Paysign corporate incentive cards offer businesses a practical and contemporary way to reward and motivate existing and potential customers, employees, donors, patients, clinical trial participants, sales professionals, agents and distributors. We develop incentive card programs, either traditional plastic or virtual, that our customers use for a wide variety of applications, including but not limited to: consumer rebates for large purchases or frequent buyers; trade incentives for third-party distributors; new product launches and commission based sales incentives; consumer promotions such as automobile test drives; purchase incentives; loyalty rewards; compensation for the time and effort of donating; pharmaceutical payment assistance; referral programs; event giveaways; and purchase incentives. The Paysign solution can be integrated into existing payment management systems or act as a stand-alone solution. All Paysign cards are accepted anywhere Visa, Interlink, Plus, MasterCard, Maestro, Cirrus, Discover and Pulse are accepted depending on the brands used on the card.

Key benefits of our corporate incentive cards are:

- Reduced costs: Operating and administrative costs associated with processing traditional paper checks are reduced.
- Co-Branding: Our clients can promote their brands as the card can include the corporate sponsor's logo. The card itself advertises the sponsor's brand.
- Customization: Our Paysign platform allows for easy customization of our corporate incentive card products. For example, our clients can select merchants or merchant categories which dictate where the card will be accepted. Our clients can receive customized reports, track card usage and attach surveys to the activation process to gain market intelligence.
- Speed to Market: Our clients can get rewards and incentives to the intended recipients in a much quicker manner than traditional methods using our corporate incentive card products.

Per Diem/ Corporate Expense Payments

Per Diem, Corporate Expense and Business Travel Cards are reloadable prepaid card that allows businesses, non-profits and government agencies the ability to control employee spending while reducing administration costs by eliminating the need for traditional expense reports. We are currently focusing on marketing these card products to large corporations.

Pharmaceutical Market

Our Paysign solutions for the pharmaceutical industry are a specialized, adjudicated solution that pays all or a portion of a patient's out-of-pocket costs associated with a prescription drug purchase. Funds are provided by the sponsoring pharmaceutical company for use at retail pharmacies, specialty pharmacies, hospitals, doctors' offices and clinics nationwide.

Our pharmaceutical solutions provide payment claims processing and other administrative services for clients according to client benefit plan designs. Our offerings also allow clients to directly manage more of their pharmacy benefits and include pharmacy claims adjudication, network and payment administration, client call center service and support, reporting, rebate management, as well as implementation, training and account management.

Patient Affordability Products and Services

Paysign provides targeted products and services designed to address financial barriers related to patients starting and remaining on brand name and biosimilar drug therapies. Our products are specifically designed to work within the established workflow of the specific healthcare provider. These products can be used to cover all or a portion of the patient's financial responsibility. We continue to build out additional products as industry concerns continue to emerge presenting new business opportunities. A critical component of all patient affordability products is the ability of a pharmaceutical manufacturer to access and visualize data related to the performance of their affordability program, patient and prescriber behavior, and overall brand growth on a commercially insured patient basis. To provide these insights, Paysign has data scientist and a team of analytic professionals dedicated to these products and clients.

Pharmacy Based Voucher and Patient Affordability Programs: Voucher and patient affordability programs have become an industry standard offering for pharmaceutical brands entering a market or seeking to increase market share. These products are processed via the pharmacy transactional systems in accordance with established standards. These products are the most common form of affordability programs and exist for almost every retail and specialty-based branded pharmaceutical drug. Pharmacies process claims to one of Paysign's chosen processors who grow and maintain their own individual contractual networks. Claims may be submitted in the primary or secondary payor position where our processor will adjudicate the claim in accordance with business rules defined by each client.

Medical Claims Based Affordability Programs: These programs are similar to pharmacy-based products but utilize internal networks developed and maintained by Paysign. We are a direct processor of these claims and conduct adjudication on an internal proprietary platform specifically designed to address the needs of our clients and their unique business rules. Payments for processed claims are made directly to a healthcare provider using our virtual debit card products. We differentiate ourselves with this specific product by offering accelerated adjudication and payments relative to our competition. This results in providers having a stronger willingness to utilize our products versus our competitors.

Debit Based Affordability Programs: We continue to utilize physical and virtual debit cards to address highly specific industry concerns related to patient affordability. These issues include utilization of debit-based products to combat copay accumulators and maximizers, currently one of the largest threats in the marketplace for pharmaceutical manufacturers.

Source Plasma Donor Payments

Plasma derived therapies are lifesaving treatments used to treat various rare conditions. Plasma based therapies are manufactured using human plasma, which is the yellow liquid portion of whole blood that can be easily replaced by the body. Plasma makes up approximately 55% of whole blood and consists primarily of water and proteins. Source plasma is the plasma collected from individual donors that serves as the raw material for the further manufacture into these life saving therapies. In the past, source plasma donation centers compensated their donors with cash or check. Today, the predominant compensation means for donor payments is a prepaid card.

The Company offers a comprehensive customized payment solution for source plasma collection centers under the Paysign brand. The solution consists of the Paysign Plasma Donor Compensation Prepaid Card, the Paysign Partner Portal for administrators, and the Paysign Kiosk. The Company's plasma

solution also provides cardholders with a point-of-sale cash back rewards program, a pharmacy prescription discount card and a digital bank account which are all used to assist our pharma clients in their efforts to maximize the donor experience. The solution offers customized reporting and provides a level of business analytics previously unavailable. The solution can be utilized either as a stand-alone web-based solution or integrated with existing donor management systems, giving plasma donation centers an increased level of flexibility. The Company entered the market in late 2011 and has seen significant growth in this market segment. Currently, the Company services approximately 39% of the plasma collection centers in the United States.

DDA Debit Cards—Paysign Premier

Recently, providers of GPR card products, in response to changes in the regulatory environment, have introduced new products similar to a GPR card but that act as true demand deposit accounts accessible with a debit card ("DDA Debit Card"). These DDA Debit Cards offer many of the features and functionalities of a traditional debit card associated with a standard bank account, including overdraft protection. The Company began marketing its DDA Debit Card, branded Paysign Premier Digital Bank Account, in the third quarter of 2019. The Company markets this product to a targeted portion of its existing cardholder base through existing communication points and to customers and employees of new clients.

Other Services

Customer Service Center

In order to provide a full range of services to our customers, we offer a fully staffed, in-house Customer Service Center which is operational 24 hours a day, 7 days per week consisting of live bilingual customer care representatives. The Paysign platform provides IVR, SMS alerts and two-way SMS messaging, allowing cardholders to set alerts and check their balances and transaction history without the assistance of a live customer service operator. We believe our in-house customer service center provides the highest quality customer service experience for our clients as training is performed on-site by Paysign staff.

The Paysign Communications Suite

To help maximize the cardholder experience, cardholders can access their card balances and transaction history, as well as other information as dictated by the program, such as an ATM locator, a loyalty point counter, and geo-specific messaging through a number of touchpoints such as the Paysign kiosk, the Paysign Mobile App, two-way SMS, text alerts and the Paysign cardholder web portal.

Technology

Our technology platform employs a standard enterprise services bus in a service-oriented architecture, configured for 24/7/365 transaction processing and operations. We utilize two secure, interconnected, environmentally-controlled data centers, with emergency power generation capabilities, and fully redundant capabilities. We use a variety of proprietary and licensed standards-based technologies to implement our platforms, including those which provide for orchestration, interoperability and process control. The platforms also integrate a data infrastructure to support both transaction processing and data warehousing for operational support and data analytics.

Competition

The markets for financial products and services, including prepaid cards and services related thereto, are intensely competitive. We compete with a variety of companies in our markets and our competitors vary in size, scope and breadth of products and services offered. Certain segments of the financial services and healthcare industries tend to be highly fragmented, with numerous companies competing for market share. Highly fragmented segments currently include financial account processing, customer relationship management solutions, electronic funds transfer and prepaid solutions.

Many of our existing and potential competitors have longer operating histories, greater financial strength and more recognized brands in the industry. These competitors may be able to attract customers more easily because of their financial resources and awareness in the market. Our larger competitors can also devote substantially more resources to business development and may adopt more aggressive pricing policies. To compete with these companies, we rely primarily on direct marketing strategies including strategic marketing partners.

Sales and Marketing

We market our Paysign payment solutions through direct marketing by the Company's sales team. Our primary market focus is on companies and municipalities that require a streamlined payment solution for rewards, rebates, payment assistance, and other payments to their customers, employees, agents and others. To reach these markets, we focus our sales efforts on direct contact with our target market and attendance at various industry specific conferences. We may, at times, utilize independent contractors who make direct sales and are paid on a commission basis only.

We market our Paysign Premier product through existing communication channels to a targeted segment of our existing cardholders, as well as to a broad group of individuals, ranging from non-banked to fully banked consumers with a focus on long term users of our product.

Markets and Major Customers

We have no major customers and are not reliant on any individual card program. We manage multiple programs at any given time. As of December 31, 2023, we managed approximately 600 card programs with approximately 6.4 million participating cardholders.

Implications of Being an Emerging Growth Company

Paysign qualifies as an "emerging growth company," as defined in the Jumpstart Our Business Startups Act of 2012, or the JOBS Act. An emerging growth company may take advantage of reduced reporting requirements that are otherwise applicable to public companies. These provisions include, but are not limited to:

- the option to present only two years of audited financial statements and two years of related Management's Discussion and Analysis of Financial Condition and Results of Operations in the Annual Report on Form 10-K;

- reduced disclosure obligations regarding executive compensation in periodic reports, proxy statements and registration statements; and
- exemptions from the requirements of holding nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved.

We have elected to take advantage of certain reduced disclosure obligations in this Annual Report on Form 10-K and may elect to take advantage of other reduced reporting requirements in future filings. As a result, the information that we provide to our stockholders may be different from what you might receive from other public reporting companies in which you hold equity interests.

In addition, under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards until such time as those standards apply to private companies. We have elected to avail ourselves of this exemption and, as a result, our financial statements may not be comparable to the financial statements of issuers who are required to comply with the effective dates for new or revised accounting standards that are applicable to public companies. Section 107 of the JOBS Act provides that we can elect to opt out of the extended transition period at any time, which election is irrevocable.

We will remain an emerging growth company until the earliest to occur of: (i) the last day of the first fiscal year in which our annual gross revenues exceed \$1.235 billion; (ii) the last day of 2024; (iii) the date that we become a "large accelerated filer" as defined in Rule 12b-2 under the Exchange, which would occur if the market value of our common equity held by non-affiliates exceeds \$700.0 million as of the last business day of our most recently completed second fiscal quarter; or (iv) the date on which we have issued more than \$1.0 billion in non-convertible debt securities during any three-year period.

Regulations

Introduction

We operate in a highly regulated environment and are subject to extensive regulation, supervision and examination. Applicable laws and regulations may change, and there is no assurance that such changes will not adversely affect our business. Regulatory authorities have extensive discretion in connection with their supervisory and enforcement activities, including but not limited to the imposition of restrictions on the operation of financial institutions we may work with. Any change in such regulation and oversight, whether in the form of restrictions on activities, regulatory policy, regulations, or legislation, including but not limited to changes in the regulations governing banks, could have a material impact on our operations.

Our products and services are generally subject to federal, state and local laws and regulations, including:

- anti-money laundering and anti-bribery laws;
- money transfer and payment instrument licensing regulations;
- escheatment laws;
- privacy and information safeguard laws;
- data and personal information protection;
- bank regulations;

- consumer protection laws;
- tax;
- environmental sustainability (including climate change);
- false claims laws and other fraud and abuse restrictions; and
- privacy and security standards under the Health Insurance Portability and Accountability Act ("HIPAA") or other laws.

These laws are often evolving and sometimes ambiguous or inconsistent, and the extent to which they apply to us or the banks that issue our cards, our clients or our third-party service providers is at times unclear. Any failure to comply with applicable law — either by us or by the card issuing banks, our client or our third-party service providers, over which we have limited legal and practical control — could result in restrictions on our ability to provide our products and services, as well as the imposition of civil fines and criminal penalties and the suspension or revocation of a license or registration required to sell our products and services. See "Risk Factors" for additional discussion regarding the potential impacts of changes in laws and regulations to which we are subject and failure to comply with existing or future laws and regulations.

We continually monitor and enhance our compliance program to stay current with the most recent legal and regulatory changes. We also continue to implement policies and programs and to adapt our business practices and strategies to help us comply with current legal standards, as well as with new and changing legal requirements affecting particular services or the conduct of our business generally.

Anti-Money Laundering and Anti-Bribery Laws

Our products and services are generally subject to federal anti-money laundering laws, including the Bank Secrecy Act, as amended by the USA PATRIOT Act, and similar state laws. On an ongoing basis, these laws require us, among other things, to:

- report large cash transactions and suspicious activity;
- screen transactions against the U.S. government's watch-lists, such as the watch-list maintained by the Office of Foreign Assets Control (OFAC);
- prevent the processing of transactions to or from certain countries, individuals, nationals and entities;
- identify the dollar amounts loaded or transferred at any one time or over specified periods of time, which requires the aggregation of information over multiple transactions;
- gather and, in certain circumstances, report customer information;

- comply with consumer disclosure requirements;
- comply with anti-corruption laws and regulations; and
- register or obtain licenses with state and federal agencies in the United States and seek registration of any retail distributors when necessary.

Anti-money laundering regulations are constantly evolving. We continuously monitor our compliance with anti-money laundering regulations and implement policies and procedures to make our business practices flexible, so we can comply with the most current legal requirements. We cannot predict how these future regulations might affect us. Complying with future regulation could be expensive or require us to change the way we operate our business.

Money Transfer and Payment Instrument Licensing Regulations

We are not currently subject to money transfer and payment instrument licensing regulations; however, we have plans to introduce products in the future that would be subject to such regulations. Currently, we believe that nearly every state would require us to obtain a money transmitter license to operate a money transfer business. As a licensee, we would be subject to certain restrictions and requirements, including reporting, net worth and surety bonding requirements and requirements for regulatory approval of controlling stockholders, agent locations and consumer forms and disclosures. We would also be subject to inspection by the regulators in the jurisdictions in which we are licensed, many of which conduct regular examinations. In addition, we would be required to maintain "permissible investments" in an amount equivalent to all "outstanding payment obligations."

Escheatment Laws

Unclaimed property laws of every U.S. state require that certain information be tracked on card programs. If customer funds are unclaimed at the end of an applicable statutory abandonment period, the proceeds of the unclaimed property must be remitted to the appropriate state. Analysis of facts and circumstances of each card program under state unclaimed property laws determines whether funds under such programs are escheatable.

Privacy and Data Protection Regulation

In the ordinary course of our business, we or our third-party service providers collect certain types of data, which subjects us to certain privacy and information security laws in the United States, including, for example, the Gramm-Leach-Bliley Act of 1999, and other laws or rules designed to regulate consumer information and mitigate identity theft. We are also subject to privacy laws of various states. These state and federal laws impose obligations with respect to the collection, processing, storage, disposal, use and disclosure of personal information, and require that financial institutions have in place policies regarding information privacy and security. In addition, under federal and certain state financial privacy laws, we must provide notice to consumers of our policies and practices for sharing nonpublic information with third parties, provide advance notice of any changes to our policies and, with limited exceptions, give consumers the right to prevent use of their nonpublic personal information and disclosure of it to unaffiliated third parties. Certain state laws may, in some circumstances, require us to notify affected individuals of security breaches of computer databases that contain their personal information. These laws may also require us to notify state law enforcement, regulators or consumer reporting agencies in the event of a data breach, as well as businesses and governmental agencies that own data. In order to comply with the privacy and information safeguard laws, we have confidentiality/information security standards and procedures in place for our business activities and with our third-party vendors and service providers. Privacy and information security laws evolve regularly, requiring us to adjust our compliance program on an ongoing basis and presenting compliance challenges.

Bank Regulations

All of the cards that we service are issued by state-chartered banks. Thus, we are subject to the oversight of the regulators for, and certain laws applicable to, these card issuing banks. These banking laws require us, as a servicer to the banks that issue our cards, among other things, to undertake compliance actions similar to those described under "Anti-Money Laundering Laws" above and to comply with the privacy regulations promulgated under the Gramm-Leach-Bliley Act as discussed under "Privacy and Information Safeguard Laws" above.

Consumer Protection Laws

Certain products that we offer are subject to additional state and federal consumer protection laws, including laws prohibiting unfair and deceptive practices, regulating electronic fund transfers and protecting consumer nonpublic information. As such, we have developed appropriate procedures for compliance with these consumer protection laws.

Card Networks

In order to provide our products and services, we, as well as the banks that issue our cards, must be registered with Visa and/or MasterCard, as well as any other networks that we desire to use, such as Interlink, Plus, Maestro, Cirrus, Discover and Pulse, and, as a result, are subject to card association rules that could subject us to a variety of fines or penalties that may be levied by the card association or network for certain acts or omissions. The banks that issue our cards are specifically registered as "members" of the card networks. The card networks set the standards with which we and the card issuing banks must comply.

Environmental Sustainability

Climate-related events, including extreme weather events and natural disasters and their effect on critical infrastructure in the U.S. could have similar adverse effects on our operations, customers or third-party suppliers. Furthermore, our stockholders, customers and other stakeholders have begun to consider how corporations are addressing environmental, social and governance ("ESG") issues. Government regulators, investors, customers and the general public are increasingly focused on ESG practices and disclosures, and views about ESG are diverse and rapidly changing. These shifts in investing priorities may result in adverse effects on the trading price of the Company's common stock if investors determine that the Company has not made sufficient progress on ESG matters. Furthermore, developing and acting on initiatives within the scope of ESG, and collecting, measuring and reporting ESG-related information and metrics can be costly, difficult and time consuming, and are subject to evolving reporting standards and/or contractual obligations. We could also face potential negative ESG-related publicity in traditional media or social media if stockholders or other

stakeholders determine that we have not adequately considered or addressed ESG matters. Stockholders are increasingly submitting proposals related to a variety of ESG issues to public companies, and we may receive such proposals in the future. Such proposals may not be in the long-term interests of the Company or our stockholders and may divert management's attention away from operational matters or create the impression that our practices are inadequate.

False Claims Laws and Other Fraud and Abuse Restrictions

We provide claims processing and other transaction services to pharmaceutical companies that relate to, or directly involve, the reimbursement of pharmaceutical costs covered by Medicare, Medicaid, other federal healthcare programs and private payers. As a result of these aspects of our business, we may be subject to, or contractually required to comply with, state and federal laws that govern various aspects of the submission of healthcare claims for reimbursement and the receipt of payments for healthcare items or services. These laws generally prohibit an individual or entity from knowingly presenting or causing to be presented claims for payment to Medicare, Medicaid or other third-party payers that are false or fraudulent. False or fraudulent claims include, but are not limited to, billing for services not rendered, failing to refund known overpayments, misrepresenting actual services rendered in order to obtain higher reimbursement, improper coding and billing for medically unnecessary goods and services. Many of these laws provide significant civil and criminal penalties for noncompliance and can be enforced by private individuals through "whistleblower" or qui tam actions. To avoid liability, providers and their contractors must, among other things, carefully and accurately code, complete and submit claims for reimbursement.

From time to time, participants in the healthcare industry, including us, may be subject to actions under the federal False Claims Act or other fraud and abuse provisions. We cannot guarantee that state and federal agencies will regard any billing errors we process as inadvertent or will not hold us responsible for any compliance issues related to claims we handle on behalf of providers and payers. Although we believe our editing processes are consistent with applicable reimbursement rules and industry practice, a court, enforcement agency or whistleblower could challenge these practices. We cannot predict the impact of any enforcement actions under the various false claims and fraud and abuse laws applicable to our operations. Even an unsuccessful challenge of our practices could cause adverse publicity and cause us to incur significant legal and related costs.

Privacy and Security Standards under HIPAA or Other Laws.

The Health Insurance Portability and Accountability Act of 1996 contains privacy regulations and the security regulations that apply to some of our operations. The privacy regulations extensively regulate the use and disclosure of individually identifiable health information by entities subject to HIPAA. For example, the privacy regulations permit parties to use and disclose individually identifiable health information for treatment and to process claims for payment, but other uses and disclosures, such as marketing communications, require written authorization from the individual or must meet an exception specified under the privacy regulations. The privacy regulations also provide patients with rights related to understanding and controlling how their health information is used and disclosed. To the extent permitted by the privacy regulations from the American Recovery and Reinvestment Act, and our contracts with our customers, we may use and disclose individually identifiable health information to perform our services and for other limited purposes, such as creating de-identified information. Determining whether data has been sufficiently de-identified to comply with the privacy regulations and our contractual obligations may require complex factual and statistical analyses and may be subject to interpretation. The security regulations require certain entities to implement and maintain administrative, physical and technical safeguards to protect the security of individually identifiable health information that is electronically transmitted or electronically stored. We have implemented and maintain policies and processes to assist us in complying with the privacy regulations, the security regulations and our contractual obligations. We cannot provide assurance regarding how these standards will be interpreted, enforced or applied to our operations. If we are unable to properly protect the privacy and security of health information entrusted to us, we could be subject to substantial penalties, damages and injunctive relief.

In addition to HIPAA, numerous other state and federal laws govern the collection, dissemination, use, access to and confidentiality of individually identifiable health information and healthcare provider information. In addition, some states are considering new laws and regulations that further protect the confidentiality, privacy and security of medical records or other types of medical information. In many cases, these state laws are not preempted by the HIPAA privacy regulations and may be subject to interpretation by various courts and other governmental authorities. Further, the U.S. Congress and a number of states have considered or are considering prohibitions or limitations on the disclosure of medical or other information to individuals or entities located outside of the United States.

Patents and Trademarks

We protect our intellectual property rights through a combination of trademark, patent, copyright, and trade secrets laws.

In order to limit access to and disclosure of our intellectual property and proprietary information, all of our employees and consultants have signed confidentiality and we enter into nondisclosure agreements with third parties. We cannot provide assurance that the steps we have taken to protect our intellectual property rights, however, will deter adequately infringement or misappropriation of those rights. Particularly given the international nature of the Internet, the rate of growth of the Internet and the ease of registering new domain names, we may not be able to detect unauthorized use of our intellectual property or proprietary information, or to take enforcement action.

Employees and Independent Contractors

As of December 31, 2023, we had approximately one hundred twenty-three employees and independent contractors.

We have no collective bargaining agreements with our employees, and believe all independent contractor and employment agreement relationships are satisfactory. We hire independent contractors on an as-needed basis, and we may retain additional employees and consultants during the next twelve months, including additional patient affordability, information technology, product and project management, fraud, and customer care personnel to support our growing businesses.

Available Information

Our internet address is www.paysign.com. Information on our website does not constitute part of this Annual Report.

ITEM 1A. RISK FACTORS.

An investment in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all of the other information in this Form 10-K, including our consolidated financial statements and related notes. If any of the following risks actually occurs, our business, financial condition, results of operations and future prospects could be materially and adversely affected. In that event, the market price of our common stock could decline and you could lose part or all of your investment. All forward-looking statements made by us or on our behalf are qualified by the risks described below.

Risks Related to Our Business

We may be unable to grow our business in future periods, and if our revenue growth slows, or our revenues decline further, our business and financial conditions could be adversely affected.

Our growth rates may decline in the future. There can be no assurance that we will be able to grow our business in future periods. In the near term, our growth depends in significant part on our ability, among other things, to enter new markets and to continue to attract new clients, and to retain our current clientele. Our growth also depends on our ability to develop and market other prepaid card products that can utilize the Paysign platform.

As the prepaid financial services industry continues to develop, our competitors may be able to offer products and services that are, or that are perceived to be, substantially similar to or better than ours. This may force us to compete on the basis of price and to expend significant marketing, product development and other resources in order to remain competitive. Even if we are successful at increasing our operating revenues through our various initiatives and strategies, we will experience an inevitable decline in growth rates as our operating revenues increase to higher levels and we may also experience a decline in margins. If our operating revenue growth rates slow materially or decline, our business, operating results and financial condition could be adversely affected.

We operate in a highly regulated environment, and failure by us or business partners to comply with applicable laws and regulations could have an adverse effect on our business, financial position and results of operations.

We operate in a highly regulated environment, and failure by us or our business partners to comply with the laws and regulations to which we are subject could negatively impact our business. We are subject to a wide range of federal and other state laws and regulations, which are described under "Business – Regulations" above. In particular, our products and services are subject to an increasingly strict set of legal and regulatory requirements intended to protect consumers and to help detect and prevent money laundering, terrorist financing and other illicit activities.

Many of these laws and regulations are evolving, unclear and inconsistent across various jurisdictions, and ensuring compliance with them is difficult and costly. For example, with increasing frequency, federal and state regulators are holding businesses like ours to higher standards of training, monitoring and compliance, including monitoring for possible violations of laws by the businesses that participate in our reload network. Failure by us or those businesses to comply with the laws and regulations to which we are subject could result in fines, penalties or limitations on our ability to conduct our business, or federal or state actions, any of which could significantly harm our reputation with consumers and other network participants, banks that issue our cards and regulators, and could materially and adversely affect our business, operating results and financial condition.

Changes in the laws, regulations, credit card association rules or other industry standards affecting our business may impose costly compliance burdens and negatively impact our business.

There may be changes in the laws, regulations, card association rules or other industry standards that affect our operating environment in substantial and unpredictable ways. Changes to statutes, regulations or industry standards, including interpretation and implementation of statutes, regulations or standards, could increase the cost of doing business or affect the competitive balance. For example, more stringent anti-money laundering regulations could require the collection and verification of more information from our customers, which could have a material adverse effect on our operations. Regulation of the payments industry has increased significantly in recent years. Additional regulatory changes may require us to incur significant expenses to redevelop our products. Also, failure to comply with laws, rules and regulations or standards to which we are subject, including with respect to privacy and data use and security, could result in fines, sanctions or other penalties, which could have a material adverse effect on our financial position and results of operations, as well as damage our reputation.

A data security breach could expose us to liability and protracted and costly litigation, and could adversely affect our reputation and operating results.

We, the banks that issue our cards and our third-party service providers receive, transmit and store confidential customer and other information in connection with our products and services. The encryption software and the other technologies we and our partners use to provide security for storage, processing and transmission of confidential customer and other information may not be effective to protect against data security breaches. The risk of unauthorized circumvention of our security measures has been heightened by advances in computer capabilities and the increasing sophistication of hackers. The banks that issue our cards, our clients and our third-party service providers also may experience similar security breaches involving the receipt, transmission and storage of our confidential customer and other information. Improper access to our or these third parties' systems or databases could result in the theft, publication, deletion or modification of confidential customer and other information.

A data security breach of the systems on which sensitive cardholder data and account information are stored could lead to fraudulent activity involving our products and services, reputational damage and claims or regulatory actions against us. If we are sued in connection with any data security breach, we could be involved in protracted and costly litigation. If unsuccessful in defending that litigation, we might be forced to pay damages and/or change our business practices or pricing structure, any of which could have a material adverse effect on our operating revenues and profitability. We would also likely have to pay (or indemnify the banks that issue our cards for) fines, penalties and/or other assessments imposed by card networks as a result of any data security breach. Further, a significant data security breach could lead to additional regulation, which could impose new and costly compliance obligations. In addition, a data security breach at one of the banks that issue our cards or our third-party service providers could result in significant reputational harm to us and cause the use and acceptance of our cards to decline, either of which could have a significant adverse impact on our operating results and future growth prospects.

We may have deficiencies or weaknesses in our internal control over financial reporting which could, if not remediated, adversely affect our ability to report our financial condition and results of operations in a timely and accurate manner, decrease investor confidence in our Company, and reduce the value of our common stock.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act and based upon the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management is also responsible for reporting on the effectiveness of internal control over financial reporting.

Deficiencies or weaknesses in our internal control over financial reporting that are not promptly identified and remediated may adversely affect our ability to report our financial condition and results of operations in a timely and accurate manner, decrease investor confidence in our Company, and reduce the value of our common stock. Although we believe we have taken appropriate actions to remediate previously reported control deficiencies that we have identified and to strengthen our internal control over financial reporting, we cannot assure you that we will not discover other deficiencies or weaknesses

in the future.

Security and privacy breaches of our electronic transactions may damage customer relations and inhibit our growth.

Any failures in our security and privacy measures could have a material adverse effect on our business, financial condition and results of operations. Certain products we offer require that we store personal information, including birth dates, addresses, bank account numbers, credit card information, social security numbers and merchant account numbers. If we are unable to protect this information, or if consumers perceive that we are unable to protect this information, our business and the growth of the electronic commerce market in general could be materially adversely affected. A security or privacy breach may:

- cause our customers to lose confidence in our services;
- deter consumers from using our services;
- harm our reputation;
- require that we expend significant additional resources related to our information security systems and could result in a disruption of our operations;
- expose us to liability;
- increase expenses related to remediation costs; and
- decrease market acceptance of electronic commerce transactions and prepaid use.

Although management believes that we have utilized proven systems designed for robust data security and integrity in electronic transactions, our use of these applications may be insufficient to address changing technological or market conditions and the security and privacy concerns of existing and potential customers.

The industry in which we compete is highly competitive, which could adversely affect our operating results and financial condition.

We believe that our existing competitors have longer operating histories, are substantially larger than we are, may already have or could develop substantially greater financial and other resources than we have, may offer, develop or introduce a wider range of programs and services than we offer or may use more effective advertising and marketing strategies than we do to achieve broader brand recognition, customer awareness and retail penetration. We may also face price competition that results in decreases in the purchase and use of our products and services. To stay competitive, we may have to increase the incentives that we offer to our marketing partners and decrease the prices of our products and services, which could adversely affect our operating results.

We rely on relationships with card issuing banks to conduct our business, and our results of operations and financial position could be materially and adversely affected if we fail to maintain these relationships or we maintain them under new terms that are less favorable to us.

Our relationships with various banks are currently, and will be for the foreseeable future, a critical component of our ability to conduct our business and to maintain our revenue and expense structure, because we are currently unable to issue our own cards. If we lose or do not maintain existing banking relationships, we would incur significant switching and other costs and expenses and we and users of our products and services could be significantly affected, creating contingent liabilities for us. As a result, the failure to maintain adequate banking relationships could have a material adverse effect on our business, results of operations and financial condition. Our agreement with the bank that issues our cards provide for cost and expense allocations between the parties. Changes in the costs and expenses that we have to bear under these relationships could have a material impact on our operating expenses. In addition, we may be unable to maintain adequate banking relationships or renew our agreements with the banks that currently issue our cards under terms at least as favorable to us as those existing before renewal.

We receive important services from third-party vendors, and replacing them could entail unexpected integration costs.

Some services relating to our business, including network connectivity and gateway services are outsourced to third-party vendors. All of our vendors could be replaced with competitors if our vendor terminated our contract or went out of business. However, in some cases replacing a vendor would entail one-time integration costs to connect our systems to the successor's systems, and could result in less advantageous contract terms for the same service, which could adversely affect our profitability.

Changes in credit card association or other network rules or standards set by Visa and MasterCard, or changes in card association and debit network fees or products or interchange rates, could adversely affect our business, financial position and results of operations.

We and the banks that issue our cards are subject to Visa, Interlink, Plus, MasterCard, Maestro, Cirrus, Discover and Pulse association rules that could subject us to a variety of fines or penalties that may be levied by the card networks for acts or omissions by us or businesses that work with us. The termination of the card association registrations held by us or any of the banks that issue our cards or any changes in card association or other debit network rules or standards, including interpretation and implementation of existing rules or standards, that increase the cost of doing business or limit our ability to provide our products and services could have an adverse effect on our business, operating results and financial condition. In addition, from time to time, card networks increase the organization and/or processing fees that they charge, which could increase our operating expenses, reduce our profit margin and adversely affect our business, operating results and financial condition.

For example, a portion of our operating revenues is derived from interchange fees (i.e., transaction fees paid by the merchant). The amount of interchange revenues that we earn is highly dependent on the interchange rates that the card networks set and adjust from time to time. Interchange rates for certain products and certain issuing banks declined significantly as a result of the enactment of the Dodd-Frank Bill. If interchange rates decline further, whether due to actions by the card networks or future legislation or regulation, we would likely need to change our fee structure to compensate for lost interchange revenues. To the extent we increase the pricing of our products and services, we might find it more difficult to acquire consumers and to maintain or grow card usage and customer retention. We also might have to discontinue certain products or services. As a result, our operating revenues, operating results, prospects for future growth and overall business could be materially and adversely affected.

We may not be able to successfully manage our intellectual property or may be subject to infringement claims.

In the rapidly developing legal framework, we rely on a combination of contractual rights and copyright, trademark and trade secret laws to establish and protect our proprietary technology. Despite our efforts to protect our intellectual property, third parties may infringe or misappropriate our intellectual property or may develop software or technology competitive to us. Our competitors may independently develop similar technology, duplicate our products

or services or design around our intellectual property rights. We may have to litigate to enforce and protect our intellectual property rights, trade secrets and know-how or to determine their scope, validity or enforceability, which is expensive and could cause a diversion of resources and may not prove successful. The loss of intellectual property protection or the inability to secure or enforce intellectual property protection could harm our business and ability to compete.

We may also be subject to costly litigation in the event our products and technology infringe upon another party's proprietary rights. Third parties may have, or may eventually be issued, patents that would be infringed by our products or technology. Any of these third parties could make a claim of infringement against us with respect to our products or technology. We may also be subject to claims by third parties for breach of copyright, trademark or license usage rights. Any such claims and any resulting litigation could subject us to significant liability for damages. An adverse determination in any litigation of this type could require us to design around a third party's patent or to license alternative technology from another party. In addition, litigation is time consuming and expensive to defend and could result in the diversion of the time and attention of our management and employees. Any claim from third parties may result in limitations on our ability to use the intellectual property subject to these claims. As of the date of this filing, we had not received any notice or claim of infringement from any party.

The market for electronic commerce services is evolving and may not continue to develop or grow rapidly enough for us to maintain profitability.

If the number of electronic commerce transactions does not continue to grow or if consumers or businesses do not continue as projected to adopt our products and services, it could have a material adverse effect on our business, financial condition and results of operations. Management believes future growth in the electronic commerce market will be driven by the cost, convenience, ease of use and quality of products and services offered to consumers and businesses. In order to maintain our profitability, consumers and businesses must continue to adopt our products and services.

If we do not respond to rapid technological change or changes in industry standards, our products and services could become obsolete and we could lose our customers.

If competitors introduce new products and services, or if new industry standards and practices emerge, our existing product and service offerings, technology and systems may become obsolete. Further, if we fail to adopt or develop new technologies or to adapt our products and services to emerging industry standards, we may lose current and future customers, which could have a material adverse effect on our business, financial condition and results of operations. The electronic commerce industry is changing rapidly. To remain competitive, we must continue to enhance and improve the functionality and features of our products, services and technologies.

Changes in the Bank Secrecy Act and/or the USA PATRIOT Act could impede our ability to circulate cards that can be easily loaded or issued.

Our current compliance program and screening process for the distribution and/or sale of prepaid card products is designed to comply with the Bank Secrecy Act ("BSA") and the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act (the "USA PATRIOT Act"). These regulations require financial institutions to obtain and confirm information related to their respective cardholders. If the BSA and/or the USA PATRIOT Act or subsequent legislation increases the level of scrutiny that we must apply to our cardholders and customers, it may be costly or impractical for us to continue to profitably issue and load cards for our customers.

Internal processing errors could result in our failing to appropriately reflect transactions in customer accounts.

In the event of a system failure that goes undetected for a substantial period of time, we could allow transactions on blocked accounts, confirm false authorizations, fail to deduct charges from accounts or fail to detect systematic fraud or abuse. Errors or failures of this nature could adversely impact our operations, our credibility and our financial standing.

Our business is dependent on the efficient and uninterrupted operation of computer network systems and data centers.

Our ability to provide reliable service to our clients and cardholders depends on the efficient and uninterrupted operation of our computer network systems and data centers as well as those of our third-party service providers. Our business involves movement of large sums of money, processing of large numbers of transactions and management of the data necessary to do both. Our success depends upon the efficient and error-free handling of the money. We rely on the ability of our employees, systems and processes and those of the banks that issue our cards, our third-party service providers to process and facilitate these transactions in an efficient, uninterrupted and error-free manner.

In the event of a breakdown, a catastrophic event (such as fire, natural disaster, power loss, telecommunications failure or physical break-in), a security breach or malicious attack, an improper operation or any other event impacting our systems or processes, or those of our vendors, or an improper action by our employees, agents or third-party vendors, we could suffer financial loss, loss of customers, regulatory sanctions and damage to our reputation. The measures we have taken, including the implementation of disaster recovery plans and redundant computer systems, may not be successful, and we may experience other problems unrelated to system failures. We may also experience software defects, development delays and installation difficulties, any of which could harm our business and reputation and expose us to potential liability and increased operating expenses.

The soundness of other institutions and companies could adversely affect us.

Our ability to engage in loading and purchasing transactions could be adversely affected by the actions and failure of other institutions and companies, our card issuing banks and distributors that carry our prepaid card products. As such, we have exposure to many different industries and counterparties. As a result, defaults by, or even questions or rumors about, one or more of these institutions or companies could lead to losses or defaults by us or other institutions. Losses related to these defaults or failures could materially and adversely affect our results of operations.

Additional equity or debt financing may be dilutive to existing stockholders or impose terms that are unfavorable to us or our existing stockholders.

We may raise capital in order to provide working capital for our expansion into other products and services using our payments platform. If we raise additional funds by issuing equity securities, our stockholders will experience dilution. Debt financing, if available, may involve arrangements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. Any debt financing or additional equity that we raise may contain terms, such as liquidation and other preferences that are not favorable to us or our current stockholders. If we raise additional funds through collaboration and licensing arrangements with third parties, it may be necessary to relinquish valuable rights to our technologies and products or grant unfavorable license terms.

Global and regional economic conditions could harm our business.

Adverse global and regional economic conditions such as turmoil affecting the banking system and financial markets, including, but not limited to, tightening in the credit markets, extreme volatility or distress in the financial markets (including the fixed income, credit, currency, equity, and commodity markets), higher unemployment, high consumer debt levels, recessionary or inflationary pressures, supply chain issues, reduced consumer confidence or economic activity, government fiscal and tax policies, U.S. and international trade relationships, agreements, treaties, tariffs and restrictive actions, the inability of a government to enact a budget in a fiscal year, government shutdowns, government austerity programs, and other negative financial news or macroeconomic developments could have a material adverse impact on the demand for our products and services, including a reduction in the volume and size of transactions on our payments platform. Additionally, an inability to access the capital markets when needed due to volatility or illiquidity in the markets or increased regulatory liquidity and capital requirements may strain our liquidity position.

We depend on key personnel and could be harmed by the loss of their services because of the limited number of qualified people in our industry.

Because of our small size, we require the continued service and performance of our management team, sales and technology employees, all of whom we consider to be key employees. Competition for highly qualified employees in the financial services and healthcare industry is intense. Our success will depend to a significant degree upon our ability to attract, train, and retain highly skilled directors, officers, management, business, financial, legal, marketing, sales, and technical personnel and upon the continued contributions of such people. In addition, we may not be able to retain our current key employees. The loss of the services of one or more of our key personnel and our failure to attract additional highly qualified personnel could impair our ability to expand our operations and provide service to our customers.

Our future success depends on our ability to attract, develop, incentivize and retain key personnel.

Our future success depends, to a significant extent, on our ability to attract, develop, incentivize and retain key personnel, namely our management team and experienced sales, marketing and program and technology personnel. We must motivate and retain existing personnel and also attract, source, hire, develop and retain highly-qualified employees. We may experience difficulty fully integrating our newly-hired personnel, which may adversely affect our business. Competition for qualified management, sales, marketing and program and technology personnel can be intense. Competitors have in the past and may in the future attempt to recruit our top management and employees. If we fail to attract, integrate, incentivize and retain key personnel, our ability to manage and grow our business could be harmed.

Risks Related to Ownership of Our Common Stock**Our stock price is volatile and you may not be able to sell your shares at a price higher than what was paid.**

The market for our common stock is highly volatile. In 2023, our stock price fluctuated between \$1.69 and \$3.98. The trading price of our common stock could be subject to wide fluctuations in response to, among other things, quarterly variations in operating and financial results, announcements of technological innovations or new products by our competitors or us, changes in prices of our products and services or our competitors' products and services, changes in product mix, or changes in our revenue and revenue growth rates.

If securities analysts do not publish research or reports about our business or if they publish negative evaluations of our common stock, the trading price of our common stock could decline.

We expect that the trading price for our common stock will be affected by any research or reports that securities analysts publish about us or our business. If one or more of the analysts who may elect to cover us or our business downgrade their evaluations of our common stock, the price of our common stock would likely decline. If one or more of these analysts cease coverage of our company, we could lose visibility in the market for our common stock, which in turn could cause our stock price to decline.

We do not intend to pay dividends for the foreseeable future.

We have never declared or paid any cash dividends on our capital stock. We intend to retain any earnings to finance the operation and expansion of our business, and we do not anticipate paying any cash dividends in the foreseeable future. As a result, you will likely receive a return on your investment in our common stock only if the market price of our common stock increases.

Concentration of ownership among our existing directors, executive officers and principal stockholders may prevent new investors from influencing significant corporate decisions.

Our directors, executive officers, and holders of more than 5% of our total shares of common stock outstanding and their respective affiliates, in the aggregate, beneficially own, as of March 22, 2023, approximately 52% of our outstanding common stock. As a result, these stockholders will be able to exercise a controlling influence over matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions, and will have significant influence over our management and policies for the foreseeable future. Some of these persons or entities may have interests that are different from yours. For example, these stockholders may support proposals and actions with which you may disagree or which are not in your interests. The concentration of ownership could delay or prevent a change in control of our company or otherwise discourage a potential acquirer from attempting to obtain control of our company, which in turn could reduce the price of our common stock. In addition, these stockholders, some of which have representatives sitting on our board of directors (the "Board"), could use their voting control to maintain our existing management and directors in office, delay or prevent changes of control of our company, or support or reject other management and Board proposals that are subject to stockholder approval, such as amendments to our employee stock plans and approvals of significant financing transactions.

Our stock price could decline due to the large number of outstanding shares of our common stock eligible for future sale.

We have 52,968,374 shares of common stock outstanding as of March 22, 2023, assuming no exercise of outstanding options or unvested restricted stock awards. None of the shares of common stock are subject to any lock-up agreements, and all are eligible for sale, subject to registration under the Securities Act and in some cases to volume and other restrictions imposed by Rule 144. Sales of substantial amounts of our common stock in the public market, or even the perception that these sales could occur, could cause the trading price of our common stock to decline. These sales could also make it more difficult for us to sell equity or equity-related securities in the future at a time and price that we deem appropriate.

We incur significant costs as a result of operating as a public company. We may not have sufficient personnel for our financial reporting responsibilities, which may result in the untimely close of our books and records and delays in the preparation of financial statements and related disclosures.

As a registered public company, we have experienced an increase in legal, accounting and other expenses. In addition, the Sarbanes-Oxley Act of 2002

(the “Sarbanes-Oxley Act”), as well as new rules subsequently implemented by the SEC, has imposed various requirements on public companies, including requiring changes in corporate governance practices. Our management and other personnel need to devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations have increased our legal and financial compliance costs and make some activities more time-consuming and costly. In addition, three putative class action lawsuits were filed against us, which could require our management to devote significant time to defending. See “Item 3. Legal Proceedings” for additional information.

If we are not able to comply with the requirements of Sarbanes-Oxley Act, or if we or our independent registered public accounting firm identify additional deficiencies in our internal control over financial reporting that are deemed to be material weaknesses, the market price of our stock could decline and we could be subject to sanctions or investigations by the SEC and other regulatory authorities.

Our operating results may fluctuate in the future, which could cause our stock price to decline.

Our quarterly and annual results of operations may fluctuate in the future as a result of a variety of factors, many of which are outside of our control. If our results of operations fall below the expectations of investors or any securities analysts who follow our common stock, the trading price of our common stock could decline substantially. Fluctuations in our quarterly or annual results of operations may be due to a number of factors, including, but not limited to:

- the timing and volume of purchases, use and reloads of our prepaid cards and related products and services;
- the timing and success of new product or service introductions by us or our competitors;
- seasonality in the purchase or use of our products and services;
- reductions in the level of interchange rates that can be charged;
- fluctuations in customer retention rates;

- changes in the mix of products and services that we sell;
- changes in the mix of retail distributors through which we sell our products and services;
- the timing of commencement, renegotiation or termination of relationships with significant third-party service providers;
- changes in our or our competitors' pricing policies or sales terms;
- the timing of commencement and termination of major advertising campaigns;
- the timing of costs related to the development or acquisition of complementary businesses;
- the timing of costs of any major litigation to which we are a party;
- the amount and timing of operating costs related to the maintenance and expansion of our business, operations and infrastructure;
- our ability to control costs, including third-party service provider costs;
- volatility in the trading price of our common stock, which may lead to higher stock-based compensation expenses or fluctuations in the valuations of vesting equity; and
- changes in the regulatory environment affecting the banking or electronic payments industries generally or prepaid financial services specifically.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

ITEM 1C. CYBERSECURITY.

Cyber criminals are becoming more sophisticated and effective every day, and they are increasingly targeting software companies. All companies utilizing technology are subject to threats of breaches of their cybersecurity programs. To mitigate the threat to our business, we take a comprehensive approach to cybersecurity risk management and make securing the data customers and other stakeholders entrust to us a top priority. Our Board and our management are actively involved in the oversight of our risk management program, of which cybersecurity represents an important component. As described in more detail below, we have established policies, standards, processes and practices for assessing, identifying, and managing material risks from cybersecurity threats. We have devoted financial and personnel resources to implement and maintain security measures to meet regulatory requirements and customer expectations, and we intend to continue to make significant investments to maintain the security of our data and cybersecurity infrastructure. There can be no guarantee that our policies and procedures will be properly followed in every instance or that those policies and procedures will be effective. Although our Risk Factors include further detail about the material cybersecurity risks we face, we believe that risks from prior cybersecurity threats, including as a result of any previous cybersecurity incidents, have not materially affected our business to date. We can provide no assurance that there will not be incidents in the future or that they will not materially affect us, including our business strategy, results of operations, or financial condition.

Risk Management and Strategy

We understand the critical importance of cybersecurity in protecting our operations, customer data, and the integrity of our services. Our commitment to cybersecurity is unwavering, and we adopt a serious, multi-layered approach to minimize the risks and potential impacts of cyber-attacks which has been integrated into our overall risk management process. Our strategies are designed to ensure the resilience and security of our systems, safeguarding against both internal and external vulnerabilities. We employ state-of-the-art technologies and practices to secure our systems. This includes deploying advanced encryption, securing network infrastructure, and implementing robust access controls and authentication mechanisms. While we can provide no assurance against unauthorized access and breaches, our information technology infrastructure is designed with security at its core, with all data, whether at rest or in transit, being protected against unauthorized access and breaches.

Partnerships and Collaboration

We believe in the strength of collaboration in combating cyber threats. We actively engage with cybersecurity communities, industry groups, and regulatory bodies to stay ahead of evolving cyber risks. By sharing knowledge and best practices, we enhance our defenses and contribute to the broader effort of securing the digital ecosystem. We maintain controls and procedures that are designed to ensure prompt escalation of certain cybersecurity incidents so that decisions regarding public disclosure and reporting of such incidents can be made by management and the Board in a timely manner.

Risk Assessment

We continuously monitor our information technology environment to detect and respond to threats in real-time. Our dedicated cybersecurity team uses sophisticated tools to track anomalies, potential vulnerabilities, and ongoing attacks. This includes leveraging a best-in-class third-party 24/7/365 Security Operations Center. This proactive surveillance allows us to address threats swiftly, mitigating any possible impact on our operations and clients. Semi-annually, we leverage third-party independent consultants to perform penetration and segmentation testing of our internal and externally facing environments. The results of the assessment are used to drive alignment on, and prioritization of, initiatives to enhance our security controls, make recommendations to improve processes, and inform a broader risk assessment that is presented to our Board, Audit Committee, and members of management.

Technical Safeguards

Cybersecurity is an ever-evolving field, and we are committed to continuous improvement of our security practices. We regularly review and update our cybersecurity policies, procedures, and technologies to address new challenges and adapt to the changing threat landscape.

Incident Response and Recovery Planning

Cybersecurity is a foundational element of our operations. Our multi-layered approach—encompassing system security, vigilant monitoring, comprehensive training, and collaborative engagement—demonstrates our dedication to protecting our company, our clients, and the financial ecosystem. We remain steadfast in our commitment to maintaining the highest standards of cybersecurity resilience and response. We have established comprehensive incident response and recovery plans and continue to regularly test and evaluate the effectiveness of those plans. Our incident response and recovery plans address and guide our employees, management and the Board on our response to a cybersecurity incident.

Education and Awareness

Recognizing that human error can often be a weak link in cybersecurity defenses, we are committed to regular and comprehensive training for all employees and executives. This includes annual cybersecurity awareness sessions for our Board, ensuring that our highest levels of leadership are informed and vigilant about the latest cybersecurity trends and threats. Our training programs are designed to foster a culture of security awareness, equipping our team with the knowledge and tools needed to recognize and prevent cyber threats.

Cybersecurity Threats

We are not aware of any risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, that have materially affected or are reasonably likely to materially affect, our business strategy, results of operations, or financial condition.

Governance

Board Oversight

Our Board, in coordination with the Audit Committee, oversees our management of cybersecurity risk. They receive regular reports from management about the prevention, detection, mitigation, and remediation of cybersecurity incidents, including material security risks and information security vulnerabilities. Our Audit Committee directly oversees our cybersecurity program. The Audit Committee receives regular updates from management on cybersecurity risk resulting from risk assessments, progress of risk reduction initiatives, external auditor feedback, control maturity assessments, and relevant internal and industry cybersecurity incidents.

Management's Role

Our Chief Technology Officer, Information Security Officer, and General Counsel have primary responsibility for assessing and managing material cybersecurity risks and are members of our management's Information Technology Steering Committee (the "Security Committee"), which is a governing body that drives alignment on security decisions across the Company. Such individuals have experience in various roles for public companies involving managing information security, managing risk, implementing effective information and cybersecurity programs, and adhering to relevant compliance requirements. The Security Committee meets at least quarterly to review security performance metrics, identify security risks, and assess the status of approved security enhancements. The Security Committee also considers and makes recommendations on security policies and procedures, security service requirements, and risk mitigation strategies.

ITEM 2. PROPERTIES.

We have an operating lease for office space at 2615 St. Rose Parkway, Henderson, Nevada 89052. The lease will expire in 2030 and allows for two optional extensions of 5 years each. Lease payments are approximately \$60,000 per month.

We believe that our properties are adequate and suitable for us to conduct business in the future.

ITEM 3. LEGAL PROCEEDINGS.

From time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business.

The Company has been named as a defendant in three securities class action complaints filed in the United States District Court for the District of Nevada: Yilan Shi v. Paysign, Inc. et al., filed on March 19, 2020 ("Shi"), Lorna Chase v. Paysign, Inc. et al., filed on March 25, 2020 ("Chase"), and Smith

& Duvall v. Paysign, Inc. et al., filed on April 2, 2020 (collectively, the “Complaints” or “Securities Class Action”). Smith & Duvall v. Paysign, Inc. et al. was voluntarily dismissed on May 21, 2020. On May 18, 2020, the Shi plaintiffs and another entity called the Paysign Investor Group each filed a motion to consolidate the remaining Shi and Chase actions and to be appointed lead plaintiff. The Complaints are putative class actions filed on behalf of a class of persons who acquired the Company’s common stock from March 19, 2019 through March 31, 2020, inclusive. The Complaints generally allege that the Company, Mark R. Newcomer, and Mark Attinger violated Section 10(b) of the Exchange Act, and that Messrs. Newcomer and Attinger violated Section 20(a) of the Exchange Act, by making materially false or misleading statements, or failing to disclose material facts, regarding the Company’s internal control over financial reporting and its financial statements. The Complaints seek class action certification, compensatory damages, and attorney’s fees and costs. On December 2, 2020, the Court consolidated Shi and Chase as In re Paysign, Inc. Securities Litigation and appointed the Paysign Investor Group as lead plaintiff. On January 12, 2021, Plaintiffs filed an Amended Complaint in the consolidated action. Defendants filed a Motion to Dismiss the Amended Complaint on March 15, 2021. On February 9, 2023, the Court granted in part and denied in part Defendants’ Motion to Dismiss. On May 22, 2023, Defendants filed an Answer to the Amended Complaint. On December 15, 2023, the parties agreed in principle to a proposed settlement of the Securities Class Action and Plaintiffs filed a Consented Motion for Preliminary Approval of Settlement. On January 4, 2024, the Court preliminarily approved a settlement in the amount of \$3,750,000, the entirety of which came from the Company’s directors-and-officers insurance policy, for the referenced class of purchasers, and scheduled a final approval hearing for April 17, 2024.

The Company has also been named as a nominal defendant in four stockholder derivative actions currently pending in the United States District Court for the District of Nevada. The first-filed derivative action is entitled Andrzej Toczek, derivatively on behalf of Paysign, Inc. v. Mark R. Newcomer, et al. and was filed on September 17, 2020. This action alleges violations of Section 14(a) of the Exchange Act, breach of fiduciary duty, unjust enrichment, and waste, largely in connection with the failure to correct information technology controls over financial reporting alleged in the Securities Class Action, thereby causing the Company to face exposure in the Securities Class Action. The complaint also alleges insider trading violations against certain individual defendants. The second-filed derivative action is entitled John K. Gray, derivatively on behalf of Paysign, Inc. v. Mark Attinger, et al. and was filed on May 9, 2022. This action involves the same alleged conduct raised in the Toczek action and asserts claims for breach of fiduciary duty in connection with financial reporting, breach of fiduciary duty in connection with alleged insider trading against certain individual defendants, and unjust enrichment. On June 3, 2022, the Court approved a stipulation staying the action until the Court in the consolidated Securities Class Action issued a ruling on the Motion to Dismiss. On May 10, 2023, the Toczek and Gray actions were consolidated.

The Company has also been named as a nominal defendant in a third stockholder derivative action initially filed in state court in Clark County, Nevada, on October 2, 2023, entitled Simone Blanchette, derivatively on behalf of Paysign, Inc. v. Mark Newcomer, et al, which the defendants subsequently removed to federal district court in Nevada pursuant to a Notice of Removal filed on October 10, 2023. That complaint makes substantially the same allegations as made in the consolidated Toczek and Gray actions, and also contains a claim that the individual defendants violated Section 10(b) and Rule 10b-5 promulgated thereunder. On December 7, 2023, the parties requested that the action be stayed for sixty days due to the settlement negotiations in the consolidated Toczek and Gray actions, and the Court granted the sixty-day stay on December 11, 2023. On January 29, 2024, the parties agreed to an additional sixty-day extension, to March 29, 2024, and the Court entered an Order thereon on February 2, 2024. On or before the end of that period, the parties are to provide the Court with an updated joint status report or inform the Court if the settlement of the consolidated derivative action does not proceed.

The Company has also been named as a nominal defendant in a fourth stockholder derivative action in the United States District Court for the District of Nevada, filed on December 27, 2023, entitled Mo Jeewa, derivatively on behalf of Paysign, Inc. v. Mark R. Newcomer, et al. That complaint makes substantially the same allegations as made in the consolidated Toczek and Gray actions and the Blanchette action discussed above, and alleges breach of fiduciary duty and unjust enrichment.

If the derivative cases do not settle, it is the Company’s intention to file motions to dismiss. As of the date of this filing, the Company cannot give any meaningful estimate of likely outcome or damages.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Our common stock trades on the Nasdaq Capital Market under the symbol “PAYS”. The following table summarizes the low and high closing prices for our common stock for each of the calendar quarters of 2023 and 2022.

	2023		2022	
	High	Low	High	Low
First Quarter	\$ 3.98	\$ 2.48	\$ 2.50	\$ 1.80
Second Quarter	3.78	2.39	2.04	1.24
Third Quarter	2.47	1.78	3.20	1.53
Fourth Quarter	2.80	1.69	3.01	2.11

There were approximately 9,380 shareholders of record of the common stock as of December 31, 2023.

The shares were issued pursuant to an exemption from registration provided by Section 4(2) of the Securities Act of 1933.

Dividend Policy

We have not declared any cash dividends on our common stock during our fiscal years ended on December 31, 2023 or 2022. Our Board has made no determination to date to declare cash dividends during the foreseeable future, but is not likely to do so. There are no restrictions on our ability to pay dividends.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Share repurchases of our common stock for the three months ended December 31, 2023 were as follows:

Period	Total Number of Shares Purchased	Weighted Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
October 1, 2023 – October 31, 2023	–	–	–	\$ 3,872,116
November 1, 2023 - November 30, 2023	–	–	–	3,872,116
December 1, 2023 - December 31, 2023	–	–	–	3,872,116
Total	–	–	–	\$ 3,872,116

(1) On March 21, 2023, our Board authorized a stock repurchase program to repurchase up to \$5 million of our common stock, subject to certain conditions, in the open market, in privately negotiated transactions, or by other means in compliance with Rule 10b-18 under the Exchange Act. The program is expected to be completed within 36 months from the commencement date. As of December 31, 2023 the Company repurchased 394,558 shares of common stock for \$1,127,884 at a weighted average price of \$2.86 per share.

ITEM 6. [RESERVED]

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the audited consolidated financial statements and related notes included elsewhere in this Form 10-K. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those discussed below. Factors that could cause or contribute to such differences include, but are not limited to, those identified below and those discussed in "Risk Factors" included elsewhere in this Form 10-K.

Disclosure Regarding Forward-Looking Statements

This Annual Report on Form 10-K includes forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act") ("Forward-Looking Statements"). All statements other than statements of historical fact included in this report are Forward-Looking Statements. These Forward-Looking Statements are based on our current expectations, assumptions, estimates and projections about our business and our industry. Words such as "believe," "anticipate," "expect," "intend," "plan," "propose," "may," and other similar expressions identify Forward-Looking statements. In the normal course of our business, we, in an effort to help keep our stockholders and the public informed about our operations, may from time-to-time issue certain statements, either in writing or orally, that contain, or may contain, Forward-Looking Statements. Although we believe that the expectations reflected in such Forward-Looking Statements are reasonable, we can give no assurance that such expectations will prove to have been correct. In addition, any statements that refer to expectations, projections, estimates, forecasts, or other characterizations of future events or circumstances are Forward-Looking Statements. These Forward-Looking Statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those reflected in the Forward-Looking Statements. Such important factors ("Important Factors") and other factors are disclosed in this report, including those factors discussed in "Part I - Item 1A. Risk Factors." All prior and subsequent written and oral Forward-Looking Statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the Important Factors described below that could cause actual results to differ materially from our expectations as set forth in any Forward-Looking Statement made by or on behalf of us. You are cautioned not to place undue reliance on these Forward-Looking Statements, which relate only to events as of the date on which the statements are made. We undertake no obligation to publicly revise these Forward-Looking Statements to reflect events or circumstances that arise after the date hereof. You should refer to and carefully review the information in future documents we file with the Securities and Exchange Commission.

Overview

Paysign, Inc. (the "Company," "Paysign," "we" or "our"), headquartered in Nevada, was incorporated on August 24, 1995, and trades under the symbol PAYS on The Nasdaq Stock Market LLC. We are a vertically integrated provider of prepaid card products and processing services for corporate, consumer and government applications. Our payment solutions are utilized by our corporate customers as a means to increase customer loyalty, increase patient adherence rates, reduce administration costs and streamline operations. Public sector organizations can utilize our payment solutions to disburse public benefits or for internal payments. We market our prepaid card solutions under our Paysign® brand. As we are a payment processor and prepaid card program manager, we derive our revenue from all stages of the prepaid card lifecycle.

We operate on a powerful, high-availability payments platform with cutting-edge fintech capabilities that can be seamlessly integrated with our clients' systems. This distinctive positioning allows us to provide end-to-end technologies that securely manage transaction processing, cardholder enrollment, value loading, account management, data and analytics, and customer service. Our architecture is known for its cross-platform compatibility, flexibility, and scalability – allowing our clients and partners to leverage these advantages for cost savings and revenue opportunities.

Our suite of product offerings includes solutions for corporate rewards, prepaid gift cards, general purpose reloadable debit cards, employee incentives, consumer rebates, donor compensation, clinical trials, healthcare reimbursement payments and pharmaceutical payment assistance, and demand deposit accounts accessible with a debit card. In the future, we expect to further expand our product into other prepaid card offerings such as travel cards and expense reimbursement cards. Our cards are sponsored by our issuing bank partners.

Our revenues include fees generated from cardholder fees, interchange, card program management fees, transaction claims processing fees, breakage, and settlement income. Revenue from cardholder fees, interchange, card program management fees, and transaction claims processing fees is recorded when the performance obligation is fulfilled. Breakage is recorded ratably over the estimated card life based on historical redemption patterns, market-specific trends, escheatment rules and existing economic conditions and relates solely to our open-loop gift card business which began at the end of 2022. Settlement income is recorded at the expiration of the card program and relates solely to our pharma prepaid business which ended in 2022.

We have two categories for our prepaid debit cards: (1) corporate and consumer reloadable cards, and (2) non-reloadable cards.

Reloadable Cards: These types of cards are generally classified as payroll or considered general purpose reloadable ("GPR") cards. Payroll cards are issued by an employer to an employee in order to allow the employee to access payroll amounts that are deposited into an account linked to their card. GPR cards can also be issued to a consumer at a retail location or mailed to a consumer after completing an on-line application. GPR cards can be reloaded multiple times with a consumer's payroll, government benefit, a federal or state tax refund or through cash reload networks located at retail locations. Reloadable cards are generally open-loop cards as described below.

Non-Reloadable Cards: These are generally one-time use cards that are only active until the funds initially loaded to the card are spent. These types of cards are generally used as gift or incentive cards. Normally these types of cards are used for the purchase of goods or services at retail locations and cannot be used to receive cash.

Both reloadable and non-reloadable cards may be open-loop, closed-loop, or restricted-loop. Open-loop cards can be used to receive cash at ATM locations by PIN; or purchase goods or services by PIN or signature at retail locations virtually anywhere that the network brand (American Express, Discover, Mastercard, Visa, etc.) is accepted. Closed-loop cards can only be used at a specific merchant. Restricted-loop cards can be used at several merchants, or a defined group of merchants, such as all merchants at a specific shopping mall.

The prepaid card market in the U.S. has experienced significant growth in recent years due to consumers and merchants embracing improved technology, greater convenience, more product choices and greater flexibility. Prepaid cards have also proven to be an attractive alternative to traditional bank accounts for certain segments of the population, particularly those without, or who could not qualify for, a checking or savings account.

We manage all aspects of the prepaid card lifecycle, from managing the card design and approval processes with partners and networks, to production, packaging, distribution, and personalization. We also oversee inventory and security controls, renewals, lost and stolen card management, and replacement. We employ a 24/7/365 fully staffed, in-house customer service department which utilizes bilingual customer service representatives, Interactive Voice Response, and two-way short message service messaging and text alerts.

Currently, we are focusing our marketing efforts on corporate incentive and expense prepaid card products in various market verticals including but not limited to general corporate expense, healthcare related markets including patient affordability solutions, clinical trials and donor compensation, loyalty rewards, and incentive cards.

As part of our continuing platform expansion process, we evaluate current and emerging technologies for applicability to our existing and future software platform. To this end, we engage with various hardware and software vendors in evaluation of various infrastructure components. Where appropriate, we use third-party technology components in the development of our software applications and service offerings. Third-party software may be used for highly specialized business functions, which we may not be able to develop internally within time and budget constraints. Our principal target markets for processing services include prepaid card issuers, retail and private-label issuers, small third-party processors, and small and mid-size financial institutions in the United States and Mexico.

We have devoted more extensive resources to sales and marketing activities as we have added essential personnel to our marketing, sales and support teams. We market our Paysign payment solutions through direct marketing by the Company's sales team. Our primary market focus is on companies that require a streamlined payment solution for rewards, rebates, payment assistance, and other payments to their customers, employees, agents and others. To reach these markets, we focus our sales efforts on direct contact with our target market and attendance at various industry specific conferences. We may, at times, utilize independent contractors who make direct sales and are paid commissions and/or restricted stock awards. We market our Paysign Premier product through existing communication channels to a targeted segment of our existing cardholders, as well as to a broad group of individuals, ranging from non-banked to fully banked consumers with a focus on long term users of our product.

In 2024, we plan to continue to invest additional funds in technology improvements, sales and marketing, fraud, customer service, and regulatory compliance. From time to time, we evaluate raising capital to enable us to diversify into new market verticals. If we do not raise new capital, we believe that we will still be able to support our existing business and expand into new vertical markets using internally generated funds.

2023 Year Milestones

- Grew to approximately 6.4 million cardholders and approximately 600 card programs as of December 31, 2023.
- Year over year revenue increased 24.3%.
- Added 20 net new Plasma programs, launched 24 net new Pharma programs, and added 1 net new Other prepaid program.

Results of Operations

Comparison of Year Ended December 31, 2023 to Year Ended December 31, 2022

The following table summarizes our consolidated financial results for year ended December 31, 2023 in comparison to year ended December 31, 2022:

	Year ended December 31,		Variance	
	2023	2022	\$	%
Revenues				
Plasma industry	\$ 41,951,659	\$ 34,737,640	\$ 7,214,019	20.8%
Pharma industry	4,051,037	3,007,140	1,043,897	34.7%
Other	1,271,466	288,887	982,579	340.1%
Total revenues	47,274,162	38,033,667	9,240,495	24.3%
Cost of revenues	23,137,997	17,079,069	6,058,928	35.5%
Gross profit	24,136,165	20,954,598	3,181,567	15.2%
Gross margin %	51.1%	55.1%		
Operating expenses				
Selling, general and administrative	20,276,842	17,700,651	2,576,191	14.6%
Depreciation and amortization	4,026,578	2,909,612	1,116,966	38.4%
Total operating expenses	24,303,420	20,610,263	3,693,157	17.9%
(Loss) income from operations	\$ (167,255)	\$ 344,335	\$ (511,590)	(148.6%)

Net income	\$	6,458,727	\$	1,027,775	\$	5,430,952	528.4%
Net margin %		13.7%		2.7%			

The increase in total revenues of \$9,240,495 for the year ended December 31, 2023 compared to the same period in the prior year consisted primarily of a \$7,214,019 increase in Plasma revenue, a \$1,043,897 increase in Pharma revenue, and a \$982,579 increase in Other revenue. The increase in Plasma revenue was primarily due to a rise in the number of plasma centers and donations, and, consequently, dollars loaded to cards, cardholder fees, and interchange, as there continues to be an increase in demand for plasma which has been driven by global increases in plasma protein therapies. The increase in Pharma revenue was primarily due to the launch of new pharma patient affordability programs. The increase in Other revenue was primarily due to the growth of our payroll, retail, and corporate incentive programs.

Cost of revenues for the year ended December 31, 2023 increased \$6,058,928 compared to the same period in the prior year. Cost of revenues is comprised of transaction processing fees, data connectivity and data center expenses, network fees, bank fees, card production and postage costs, customer service, program management, application integration setup, and sales and commission expense. Cost of revenues increased during 2023 primarily due to an increase in cardholder usage activity and associated network expenses such as interchange and ATM costs, an increase in plastics and collateral related to an increase in the number of unique card loads, an increase in network expenses and sales commissions related to the growth in our pharma patient affordability business, and an increase in customer service expenses associated with wage inflation pressures and the overall growth in our business, offset by a decline in postage.

Gross profit for the year ended December 31, 2023 increased \$3,181,567 compared to the same period in the prior year resulting primarily from the increase in Plasma revenue and the beneficial impact of a variable cost structure as many of the plasma transaction costs are variable in nature which are provided by third parties who charge us based on the number of active cards outstanding and the number of transactions that occurred during the period. Gross profit also benefited from the growth in our pharma patient affordability business. The increase in gross profit was offset by the termination of our pharma prepaid business in 2022, price increases by many of our third-party service providers, and an increase in customer service expenses mentioned above. The decrease in gross margin resulted from the aforementioned factors.

Selling, general and administrative expenses for the year ended December 31, 2023 increased \$2,576,191 compared to the same period in the prior year and consisted primarily of an increase in (i) compensation and benefits of approximately \$3,017,000 due to continued hiring to support the Company's growth, a tight labor market and increased benefit costs, (ii) an increase in stock-based compensation expense of approximately \$576,000, (iii) an increase in technologies and telecom of approximately \$345,000, (iv) an increase in non-IT professional services of approximately \$140,000, and (v) an increase in all other operating expenses of approximately \$62,000. This increase was offset by a \$1,564,000 increase in the amount of capitalized platform development costs.

Depreciation and amortization expense for the year ended December 31, 2023 increased \$1,116,966 compared to the same period in the prior year. The increase in depreciation and amortization expense was primarily due to continued capitalization of new software development costs and equipment purchases related to continued enhancements to our processing platform.

For the year ended December 31, 2023, we recorded a loss from operations of \$167,255 representing a decline of \$511,590 compared to income from operations of \$344,335 during the same period last year related to the aforementioned factors.

Other income for the year ended December 31, 2023, increased \$1,740,154 primarily related to an increase in interest rates and the associated interest income received on higher average bank account balances at our sponsor bank.

We recorded an income tax benefit of \$4,094,911 for the year ended December 31, 2023, which equates to an effective tax rate of (173.2)%, primarily as a result of the release of our valuation allowance of \$4,588,781 on our federal and state deferred tax assets. The valuation release offset tax expense of \$493,870 on our pre-tax book income. We recorded an income tax expense of \$107,477 for the year ended December 31, 2022, which equates to an effective tax rate of 9.5% primarily as a result of the full valuation on our deferred tax asset and timing differences for stock-based compensation during the period offset by current year tax credits and adjustments.

The net income for the year ended December 31, 2023 was \$6,458,727, an improvement of \$5,430,952 compared to the net income of \$1,027,775 for the year ended December 31, 2022. The overall change in net income relates to the aforementioned factors.

Key Metrics, Performance Indicators and Non-GAAP Measures

Management reviews a number of metrics to help us monitor the performance of and identify trends affecting our business. We believe the following measures are the primary indicators of our quarterly and annual revenues:

Gross Dollar Volume Loaded on Cards: Represents the total dollar volume of funds loaded to all of our prepaid card programs. Our gross dollar volume loaded on cards was \$1,706 million and \$1,595 million for the year ended December 31, 2023 and 2022, respectively. We use this metric to analyze the total amount of money moving into our prepaid card programs.

Conversion Rates on Gross Dollar Volume Loaded on Cards: Represents revenues, gross profit or net income conversion rates of gross dollar volume loaded on cards which are calculated by taking our total revenues, gross profit or net income, respectively, as a numerator and dividing by the gross dollar volume loaded on cards as a denominator. As we derive a number of our financial results from cardholder fees, we utilize these metrics as an indication of the amount of money that is added to cards and will eventually be converted to revenues, gross profit and net income. Our total revenue conversion rates for the years ended December 31, 2023 and 2022 were 2.77% or 277 basis points ("bps"), and 2.38% or 238 bps, respectively, of gross dollar volume loaded on cards. Our total gross profit conversion rates for the year ended December 31, 2023 and 2022 were 1.41% or 141 bps, and 1.31% or 131 bps, respectively, of gross dollar volume loaded on cards. Our net income conversion rates for the year ended December 31, 2023 and 2022 were 0.13% or 13 bps, and 0.06% or 6 bps, respectively, of gross dollar volume loaded on cards.

Management also reviews key performance indicators, such as revenues, gross profit, operational expenses as a percent of revenues, and cardholder participation. In addition, we consider certain non-GAAP (or "adjusted") measures to be useful to management and investors evaluating our operating performance for the periods presented and provide a financial tool for evaluating our ongoing operations, liquidity and management of assets. This information can assist investors in assessing our financial performance and measures our ability to generate capital for deployment and investment in new card programs. These adjusted metrics are consistent with how management views our business and are used to make financial, operating and planning decisions. These metrics, however, are not measures of financial performance under GAAP and should not be considered a substitute for revenue, operating income, net income (loss), earnings (loss) per share (basic and diluted) or net cash from operating activities as determined in accordance with GAAP. We consider the following non-GAAP measures, which may not be comparable to similarly titled measures reported by other companies, to be key performance indicators:

"EBITDA" is defined as earnings before interest, income taxes, depreciation and amortization expense and "Adjusted EBITDA" reflects the adjustment to EBITDA to exclude stock-based compensation expense. A reconciliation of net income to Adjusted EBITDA is provided in the table below.

	Year ended December 31,	
	2023	2022
Reconciliation of adjusted EBITDA to net income:		
Net income	\$ 6,458,727	\$ 1,027,775
Income tax (benefit) provision	(4,094,911)	107,477
Interest income, net	(2,531,071)	(790,917)
Depreciation and amortization	4,026,578	2,909,612
EBITDA	3,859,323	3,253,947
Stock-based compensation	2,853,643	2,277,717
Adjusted EBITDA	<u>\$ 6,712,966</u>	<u>\$ 5,531,664</u>

Liquidity and Capital Resources

The following table sets forth the major sources and uses of cash for our last two fiscal years ended December 31, 2023 and 2022:

	Year ended December 31,	
	2023	2022
Net cash provided by operating activities	\$ 27,620,624	\$ 25,317,964
Net cash used in investing activities	(7,048,678)	(4,091,683)
Net cash used in financing activities	(1,118,284)	—
Net increase in cash and restricted cash	<u>\$ 19,453,662</u>	<u>\$ 21,226,281</u>

Comparison of Fiscal 2023 and 2022

During the years ended December 31, 2023 and 2022, we financed our operations through internally generated funds.

Operating activities provided \$27,620,624 of cash in 2023, an increase of \$2,302,660 compared to 2022. This change in cash flow is primarily due to increases in operating assets and liabilities. The changes in accounts receivable, accounts payable, and customer card funding are primarily related to the growth in our pharma patient affordability business and timing of payments as we are invoiced by third-party service providers at the end of the period and are due monies from our pharma patient affordability customers to cover these third-party payables. The increase in cash flows from operating activities was also impacted by net income, as well as non-cash adjustments for deferred income taxes, depreciation and amortization, stock-based compensation, and lease expense.

We used net cash in investing activities during the years ended December 31, 2023 and 2022 of \$7,048,678 and \$4,091,683, respectively. Cash used for investing activities was primarily attributed to an increase in the capitalization of internally developed software as we continue to invest in our technology platform.

Cash used in financing activities of \$1,118,284 for the year ended December 31, 2023 was primarily attributed to the repurchase of 394,558 shares of the Company's common stock at a weighted average price of \$2.86 per share.

Our significant contractual cash requirements also include ongoing payments for lease liabilities. For additional information regarding our cash commitments and contractual obligations, see "Note 5 – LEASE" in the notes to the accompanying consolidated financial statements.

Liquidity and Sources of Financing

Unrestricted cash increased \$7,286,467 to \$16,994,705, due to the improvement in our operating results throughout 2023 and timing of payments and receivables related to our patient affordability business. Restricted cash of \$92,356,308 are funds used for customer card funding with a corresponding offset under current liabilities. The increase of \$12,167,195 in 2023 versus 2022 was predominately related to increases in funds on card, increased plasma deposits, and new plasma and pharma customers, offset by declines from a pharma customer whose contract terminated during the year. We experienced large increases in accounts receivable and accounts payable primarily due to the launch of 24 net new pharma programs during the year whereby Paysign invoices its customers for reimbursement to pharmacy networks, pharmacies, or individuals for their out-of-pocket costs and remits those funds to cover the accounts payable liability. We believe that our unrestricted cash on hand at December 31, 2023 of \$16,994,705, along with anticipated revenues, operating profits and free cash flow anticipated for 2024 and 2025, will be sufficient to sustain our operations for the next twenty-one months.

Critical Accounting Policies and Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Our estimates will be based on our experience and our interpretation of economic, political, regulatory, and other factors that affect our business prospects.

Intangible Assets – For intangible assets, the Company recognizes an impairment loss if the carrying amount of the intangible asset is not recoverable and exceeds fair value. The carrying amount of the intangible asset is considered not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use of the asset.

Intangible assets with a finite life are amortized on a straight-line basis over its estimated useful life, which is generally 3 to 15 years.

Internally Developed Software Costs – Computer software development costs are expensed as incurred, except for internal use software or website

development costs that qualify for capitalization as described below, and include compensation and related expenses, costs of hardware and software, and costs incurred in developing features and functionality.

For computer software developed or obtained for internal use, costs that are incurred in the preliminary project and post implementation stages of software development are expensed as incurred. Costs incurred during the application and development stage are capitalized, as the Platform asset. Capitalized costs are amortized using the straight-line method over a three-year estimated useful life, beginning in the period in which the software is available for use.

Income Taxes – Income tax expense is comprised of current and deferred income tax expense. Current income tax expense approximates taxes to be paid or refunded for the current period. Deferred income tax expense results from the changes in deferred tax assets and liabilities during the periods. These gross deferred tax assets and liabilities represent decreases or increases in taxes expected to be paid in the future because of future reversals of temporary differences between the basis of assets and liabilities as measured by tax laws and their basis as reported in our consolidated financial statements. We also recognize deferred tax assets for tax attributes such as net operating loss carryforwards and tax credit carryforwards. We record valuation allowances to reduce deferred tax assets to the amounts we conclude are more likely-than-not to be realized in the foreseeable future. While the Company has considered future taxable income and ongoing prudent and feasible tax strategies in assessing the need for the valuation allowance, if these estimates and assumptions change in the future, the Company may be required to adjust its valuation allowance.

Income tax benefits are recognized and measured based upon a two-step model: 1) a tax position must be more likely-than-not to be sustained based solely on its technical merits in order to be recognized, and 2) the benefit is measured as the largest dollar amount of that position that is more likely-than-not to be sustained upon settlement. The difference between the benefit recognized for a position and the tax benefit claimed on a tax return is referred to as an unrecognized tax benefit. Income tax related interest and penalties, if applicable, are accrued within income tax expense.

Revenue and Expense Recognition –The Company recognizes revenue when goods or services are transferred to customers in an amount that reflects the consideration which it expects to receive in exchange for those goods or services. In determining when and how revenue is recognized from contracts with customers, the Company performs the following five-step analysis: (i) identification of contracts with customers; (ii) determination of performance obligations; (iii) measurement of the transaction price; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company generates revenues from plasma card programs through fees generated from cardholder fees and interchange fees. Revenues from plasma card programs are generated through card program management fees, transaction claims processing fees, interchange fees, and settlement income. Other revenues are generated through cardholder fees, interchange fees, program management fees, load fees and breakage.

Plasma and plasma card program revenues include both fixed and variable components. Cardholder fees represent an obligation to the cardholder based on a per transaction basis and are recognized at a point in time when the performance obligation is fulfilled. Card program management fees and transaction claims processing fees include an obligation to our card program sponsors and are generally recognized when earned on a monthly basis and are typically due within 30 days pursuant to the contract terms which are generally multi-year contracts. The Company uses the output method to recognize card program management fee revenue at the amount of consideration to which an entity has a right to invoice. The performance obligation is satisfied when the services are transferred to the customer which the Company determined to be monthly, as the customer simultaneously receives and consumes the benefit from the Company's performance. Interchange fees are earned when customer-issued cards are processed through card payment networks as the nature of our promise to the customer is that we stand ready to process transactions at the customer's requests on a daily basis over the contract term. Since the timing and quantity of transactions to be processed by us are not determinable, we view interchange fees to comprise an obligation to stand ready to process as many transactions as the customer requests. Accordingly, the promise to stand ready is accounted for as a single series performance obligation. The Company uses the right to invoice practical expedient and recognizes interchange fee revenue concurrent with the processing of card transactions. Interchange fees are settled in accordance with the card payment network terms and conditions, which is typically within a few days.

We refer to the portion of the dollar value of prepaid-stored value cards that consumers do not ultimately redeem as breakage. In certain card programs where we hold the cardholder funds where we expect to be entitled to a breakage amount, we recognize revenue using estimated breakage rates ratably over the estimated card life, provided that a significant reversal of the amount of breakage revenue recognized is not probable and record adjustments to such estimates when redemption is remote or we are legally defeased of the obligation, if applicable. We utilize a third party to estimate breakage rates based on historical redemption patterns, market-specific trends, escheatment rules and existing economic conditions for each program. We have adopted ASU 2016-04 Liabilities—Extinguishment of Liabilities (Subtopic 405-20): Recognition of Breakage for Certain Prepaid Stored-Value Cards for the recognition of such breakage revenue. Breakage revenue is recorded in other revenue on the consolidated statements of operations and was \$74 thousand and \$0 in fiscal year 2023 and fiscal year 2022, respectively.

The Company utilizes the remote method of revenue recognition for settlement income whereby the unspent balances will be recognized as revenue at the expiration of the cards and the respective program. This has historically been associated with the plasma prepaid business which ended in 2022. The Company records all revenue on a gross basis since it is the primary obligor and establishes the price in the contract arrangement with its customers. The Company is currently under no obligation to refund any fees, and the Company does not currently have any obligations for disputed claim settlements. Given the nature of the Company's services and contracts, generally it has no contract assets.

Cost of revenues is comprised of transaction processing fees, data connectivity and data center expenses, network fees, bank fees, card production and postage costs, customer service, program management, application integration setup, and sales and commission expense.

Operating Leases – The Company determines if a contract is or contains a leasing element at contract inception or the date in which a modification of an existing contract occurs. In order for a contract to be considered a lease, the contract must transfer the right to control the use of an identified asset for a period of time in exchange for consideration. Control is determined to have occurred if the lessee has the right to (i) obtain substantially all of the economic benefits from the use of the identified asset throughout the period of use and (ii) direct the use of the identified asset.

In determining the present value of lease payments at lease commencement date, the Company utilizes its incremental borrowing rate based on the information available, unless the rate implicit in the lease is readily determinable. The liability for operating leases is based on the present value of future lease payments. Operating lease expenses are recorded as rent expense, which is included within selling, general and administrative expenses within the consolidated statements of operations and presented as operating cash outflows within the consolidated statements of cash flows.

Leases with an initial term of 12 months or less are not recorded on the balance sheet, with lease expenses for these leases recognized on a straight-line basis over the lease term.

Stock-Based Compensation – The Company recognizes compensation expense for all restricted stock awards and stock options. The fair value of restricted stock awards is measured using the grant date trading price of our stock. The fair value of stock options is estimated at the grant date using the Black-Scholes option-pricing model, and the portion that is ultimately expected to vest is recognized as compensation cost over the requisite service period. We have elected to recognize compensation expense for all options with graded vesting on a straight-line basis over the vesting period of the entire option. The determination of fair value using the Black-Scholes option pricing model is affected by our stock price as well as assumptions regarding a number of complex and subjective variables, including expected stock price volatility and the risk-free interest rate.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Because we are a smaller reporting company, we are not required to provide the information called for by this Item.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

The financial statements required by Article 8 of Regulation S-X are attached hereto as Exhibit A.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

During the two fiscal years ended December 31, 2023 and 2022, we did not file any Current Report on Form 8-K reporting any change in accountants in which there was a reported disagreement on any matter of accounting principles or practices, financial statement disclosures or auditing scope or procedure.

ITEM 9A. CONTROLS AND PROCEDURES.

Management's Report on Internal Control over Financial Reporting and Remediation Initiatives

Disclosure Controls and Procedures

We have evaluated, under the supervision of our chief executive officer and chief financial officer and with the participation of other members of management, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of December 31, 2023. Disclosure controls and procedures means controls and other procedures that are designed to ensure that the information we are required to disclose in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and to ensure that information required to be disclosed by us in those reports is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our chief executive officer and chief financial officer evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of December 31, 2023. Based on that evaluation, our chief executive officer and chief financial officer concluded that, as of the evaluation date, such controls and procedures were effective.

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting and for the assessment of the effectiveness of internal control over financial reporting. As defined by the Securities and Exchange Commission, internal control over financial reporting is a process designed by, or under the supervision of our principal executive officer and principal financial officer and implemented by our Board, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements in accordance with U.S. generally accepted accounting principles.

Our internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of management and directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the financial statements

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As of December 31, 2023, we conducted an evaluation, under the supervision and with the participation of our chief executive officer (our principal executive officer), our chief operating officer and our chief financial officer (also our principal financial and accounting officer) of the effectiveness of our internal control over financial reporting based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management's assessment included an evaluation of the design of our internal control over financial reporting and testing of the operational effectiveness of those controls.

Based upon this assessment, management concluded that our internal control over financial reporting was effective as of December 31, 2023.

This annual report is not required and does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting as of December 31, 2023.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting during the quarter ended December 31, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION.

During the quarter ended December 31, 2023, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or a

"non-Rule 10b5-1 trading arrangement" (in each case, as defined in Item 408 of Regulation S-K).

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS.

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

The information required by this Item is incorporated by reference to our proxy statement for our 2024 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the year end December 31, 2023.

ITEM 11. EXECUTIVE COMPENSATION.

The information required by this Item is incorporated by reference to our proxy statement for our 2024 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the year end December 31, 2023.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The information required by this Item is incorporated by reference to our proxy statement for our 2024 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the year end December 31, 2023.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

The information required by this Item is incorporated by reference to our proxy statement for our 2024 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the year end December 31, 2023.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

The information required by this Item is incorporated by reference to our proxy statement for our 2024 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the year end December 31, 2023.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a) The following documents are filed as a part of the report:

(1) All financial statements: Audited financial statements of Paysign, Inc. as of December 31, 2023 and 2022, and for the years ended December 31, 2023 and 2022, including balance sheets, statements of income, statements of cash flows, and statements of changes in stockholders' equity required to be filed hereunder are listed in Exhibit A.

(2) Those financial statement schedules required to be filed by Item 8 of this form, and by paragraph (b) below: None.

(3) Those exhibits required by Item 601 of Regulation S-K (Section 229.601 of this chapter) and by paragraph (b) below. Identify in the list each management contract or compensatory plan or arrangement required to be filed as an exhibit to this form pursuant to Item 15(b) of this report: See below.

(b) Exhibits.

Exhibit Number	Description of Exhibits
3.1	Amended and Restated Articles of Incorporation dated April 23, 2019 (1)
3.2	Amended and Restated Bylaws (2)
4.2	Description of Paysign, Inc.'s Securities (3)
10.1	Share Exchange Agreement between 3PEA International, Inc. and WOW Technologies, Inc. (4)
10.2	Form of Restricted Stock Award (5)
10.3	2018 Incentive Compensation Plan (6)
10.4	Form of Incentive Stock Option Agreement (7)
10.5	Form of Non-Qualified Stock Option Agreement (8)
10.6	Form of Restricted Stock Agreement (9)
10.7	Non-Qualified Stock Option Agreement for Dan Henry (10)
10.8	Form of Restricted Stock Award under 2018 Incentive Compensation Plan (11)
10.9	Form of Restricted Stock Award (12)
10.10	Stock Repurchase Agreement, dated March 23, 2023, by and between Paysign, Inc. and Daniel H. Spence (13)
10.11	Paysign, Inc. 2023 Equity Incentive Plan (14)
14	Code of Ethics (15)
16.1	Letter from BDO USA, LLP to the Securities and Exchange Commission dated April 8, 2022 (16)
21	Subsidiaries of Registrant (17)
23.1*	Consent of Moss Adams LLP

31.1*	Rule 13a-14(a)/15d-14(a) Certifications
31.2*	Rule 13a-14(a)/15d-14(a) Certifications
32.1*	Section 1350 Certifications
32.2*	Section 1350 Certifications
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.LAB	XBRL Label Linkbase Document
101.PRE	XBRL Presentation Linkbase Document
101.DEF	XBRL Definition Linkbase Document
104	Cover Page Interactive Data File

* Filed herewith.

- (1) Incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K filed on September 9, 2019 (File Number 001-38623).
- (2) Incorporated by reference to Exhibit 3.2 to our Current Report on Form 8-K filed on March 15, 2024 (File Number 000-38623).
- (3) Incorporated by reference to Exhibit 4.2 to our Annual Report on Form 10-K filed on April 3, 2020 (File Number 001-38623).
- (4) Incorporated by reference to Exhibit 10.1 to our Registration Statement on Form 10 filed on September 16, 2010 (File Number 000-54123).
- (5) Incorporated by reference to Exhibit 4.1 to our Form S-8 filed on March 29, 2019 (File Number 333-230634).
- (6) Incorporated by reference to Exhibit 4.1 to our Form S-8 filed on March 29, 2019 (File Number 333-230632).
- (7) Incorporated by reference to Exhibit 4.2 to our Form S-8 filed on March 29, 2019 (File Number 333-230632).
- (8) Incorporated by reference to Exhibit 4.3 to our Form S-8 filed on March 29, 2019 (File Number 333-230632).
- (9) Incorporated by reference to Exhibit 4.4 to our Form S-8 filed on March 29, 2019 (File Number 333-230632).
- (10) Incorporated by reference to Exhibit 4.3 to our Form S-8 filed on August 22, 2019 (File Number 333-233400).
- (11) Incorporated by reference to Exhibit 4.1 to our Form 10-Q filed on August 7, 2019 (File Number 333-230632).
- (12) Incorporated by reference to Exhibit 4.2 to our Form 10-Q filed on August 7, 2019 (File Number 001-38623).
- (13) Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on March 28, 2023
- (14) Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on May 9, 2023
- (15) Incorporated by reference to Exhibit 14.1 to our Annual Report on Form 10-K filed on April 3, 2020 (File Number 001-38623).
- (16) Incorporated by reference to Exhibit 16.1 to our Current Report on Form 8-K filed on April 6, 2022 (File Number 001-38623).
- (17) Incorporated by reference to Exhibit 21 to our Annual Report on Form 10-K filed on March 26, 2021 (File Number 001-38623).

(c) Other Financial Statement Schedules: None.

ITEM 16. FORM 10-K SUMMARY

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PAYSIGN, INC.

Dated: March 27, 2024

By:
/s/ Mark Newcomer
Mark Newcomer, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Dated: March 27, 2024

/s/ Mark Newcomer
Mark Newcomer, President, Chief Executive Officer, Director and Chairman
(Principal Executive Officer)

Dated: March 27, 2024

/s/ Jeff Baker
Jeff Baker, Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

Dated: March 27, 2024

/s/ Joan Herman
Joan Herman, Executive Vice President and Director

Dated: March 27, 2024

/s/ Dan Henry
Dan Henry, Director

Dated: March 27, 2024

/s/ Matthew Lanford

Matthew Lanford, Director

Dated: March 27, 2024

/s/ Bruce Mina

Bruce Mina, Director

Dated: March 27, 2024

/s/ Jeffrey B. Newman

Jeffrey B. Newman, Director

Dated: March 27, 2024

/s/ Dennis Triplett

Dennis Triplett, Director

EXHIBIT A

PAYSIGN, INC.

CONSOLIDATED FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

WITH AUDIT REPORTS OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRMS

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of
Paysign, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Paysign, Inc. (the "Company") as of December 31, 2023 and 2022, the related consolidated statements of operations, stockholders' equity, and cash flows for the years then ended, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2023 and 2022, and the consolidated results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures to respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Dallas, Texas
March 27, 2024

We have served as the Company's auditor since 2022.

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PAYSIGN, INC.
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2023 AND 2022

	December 31, 2023	December 31, 2022
ASSETS		
Current assets		
Cash	\$ 16,994,705	\$ 9,708,238
Restricted cash	92,356,308	80,189,113
Accounts receivable, net	16,222,341	4,680,991
Other receivables	1,585,983	1,439,251
Prepaid expenses and other current assets	2,020,781	1,699,808
Total current assets	<u>129,180,118</u>	<u>97,717,401</u>
Fixed assets, net	1,089,649	1,255,292
Intangible assets, net	8,814,327	5,656,722
Operating lease right-of-use asset	3,215,025	3,614,838
Deferred tax asset, net	<u>4,299,730</u>	<u>—</u>
Total assets	<u>\$ 146,598,849</u>	<u>\$ 108,244,253</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	\$ 26,517,567	\$ 8,088,660
Operating lease liability, current portion	383,699	361,408
Customer card funding	92,282,124	80,189,113
Total current liabilities	<u>119,183,390</u>	<u>88,639,181</u>
Operating lease liability, long-term portion	<u>2,928,078</u>	<u>3,311,777</u>
Total liabilities	<u>122,111,468</u>	<u>91,950,958</u>
Commitments and contingencies (Note 9)		
Stockholders' equity		
Preferred stock: \$0.001 par value; 25,000,000 shares authorized; none issued and outstanding	—	—
Common stock; \$0.001 par value; 150,000,000 shares authorized, 53,452,382 and 52,650,382 issued at December 31, 2023 and 2022, respectively	53,452	52,650
Additional paid-in capital	21,999,722	19,137,281
Treasury stock at cost, 698,008 shares and 303,450 shares, respectively	(1,277,884)	(150,000)
Retained earnings (deficit)	3,712,091	(2,746,636)
Total stockholders' equity	<u>24,487,381</u>	<u>16,293,295</u>
Total liabilities and stockholders' equity	<u>\$ 146,598,849</u>	<u>\$ 108,244,253</u>

See accompanying notes to consolidated financial statements.

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PAYSIGN, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

	Year ended December 31,	
	2023	2022
Revenues		
Plasma industry	\$ 41,951,659	\$ 34,737,640
Pharma industry	4,051,037	3,007,140
Other	1,271,466	288,887
Total revenues	<u>47,274,162</u>	<u>38,033,667</u>
Cost of revenues	<u>23,137,997</u>	<u>17,079,069</u>

Gross profit	24,136,165	20,954,598
Operating expenses		
Selling, general and administrative	20,276,842	17,700,651
Depreciation and amortization	4,026,578	2,909,612
Total operating expenses	24,303,420	20,610,263
(Loss) income from operations	(167,255)	344,335
Other income		
Interest income, net	2,531,071	790,917
Income before income tax (benefit) provision	2,363,816	1,135,252
Income tax (benefit) provision	(4,094,911)	107,477
Net income	\$ 6,458,727	\$ 1,027,775
Income per share		
Basic	\$ 0.12	\$ 0.02
Diluted	\$ 0.12	\$ 0.02
Weighted average common shares		
Basic	52,487,840	52,048,127
Diluted	54,162,485	52,933,255

See accompanying notes to consolidated financial statements.

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PAYSIGN, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

	Common Stock		Additional Paid-in Capital	Treasury Stock		Retained Earnings (Deficit)	Total Stockholders' Equity
	Shares	Amount		Shares	Amount		
Balance, December 31, 2021	52,095,382	\$ 52,095	\$ 16,860,119	(303,450)	\$ (150,000)	\$ (3,774,411)	\$ 12,987,803
Stock issued upon vesting of restricted stock	555,000	555	(555)	—	—	—	—
Stock-based compensation	—	—	2,277,717	—	—	—	2,277,717
Net income	—	—	—	—	—	1,027,775	1,027,775
Balance, December 31, 2022	52,650,382	\$ 52,650	\$ 19,137,281	(303,450)	\$ (150,000)	\$ (2,746,636)	\$ 16,293,295
Stock issued upon vesting of restricted stock	798,000	798	(798)	—	—	—	—
Exercise of stock options	4,000	4	9,596	—	—	—	9,600
Stock-based compensation	—	—	2,853,643	—	—	—	2,853,643
Repurchase of common stock	—	—	—	(394,558)	(1,127,884)	—	(1,127,884)
Net income	—	—	—	—	—	6,458,727	6,458,727
Balance, December 31, 2023	53,452,382	\$ 53,452	\$ 21,999,722	(698,008)	\$ (1,277,884)	\$ 3,712,091	\$ 24,487,381

See accompanying notes to consolidated financial statements.

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PAYSIGN, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

	Year ended December 31,	
	2023	2022
Cash flows from operating activities:		
Net income	\$ 6,458,727	\$ 1,027,775
Adjustments to reconcile net income to net cash provided by operating activities:		
Stock-based compensation expense	2,853,643	2,277,717
Depreciation and amortization	4,026,578	2,909,612
Noncash lease expense	399,813	378,817
Gain on disposal of assets	(4,862)	—
Deferred income taxes, net	(4,299,730)	—
Changes in operating assets and liabilities:		
Accounts receivable	(11,541,350)	(1,287,051)

Other receivables	(146,732)	(420,033)
Prepaid expenses and other current assets	(320,973)	(456,841)
Accounts payable and accrued liabilities	18,463,907	2,323,182
Operating lease liability	(361,408)	(340,413)
Customer card funding	12,093,011	18,905,199
Net cash provided by operating activities	27,620,624	25,317,964
Cash flows from investing activities:		
Purchase of fixed assets	(262,556)	(105,186)
Capitalization of internally developed software	(6,786,122)	(3,801,497)
Purchase of intangible assets	–	(185,000)
Net cash used in investing activities	(7,048,678)	(4,091,683)
Cash flows from financing activities:		
Proceeds from exercise of stock options	9,600	–
Repurchase of common stock	(1,127,884)	–
Net cash used in financing activities	(1,118,284)	–
Net change in cash and restricted cash	19,453,662	21,226,281
Cash and restricted cash, beginning of period	89,897,351	68,671,070
Cash and restricted cash, end of period	\$ 109,351,013	\$ 89,897,351
Cash and restricted cash reconciliation:		
Cash	\$ 16,994,705	\$ 9,708,238
Restricted cash	92,356,308	80,189,113
Total cash and restricted cash	\$ 109,351,013	\$ 89,897,851
Supplemental cash flow information:		
Non-cash financing activities		
Interest paid	\$ –	\$ 221
Cash paid for taxes	\$ 207,945	\$ 35,949

See accompanying notes to consolidated financial statements.

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PAYSIGN, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. DESCRIPTION OF BUSINESS AND HISTORY

About Paysign, Inc.

Paysign, Inc. (the “Company,” “Paysign,” “we” or “our”) was incorporated on August 24, 1995, and trades under the symbol PAYS on The Nasdaq Stock Market LLC. Paysign is a provider of prepaid card programs, comprehensive patient affordability offerings, digital banking services and integrated payment processing designed for businesses, consumers and government institutions. Headquartered in Nevada, the Company creates customized, innovative payment solutions for clients across all industries, including pharmaceutical, healthcare, hospitality and retail.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation – The consolidated financial statements include the accounts of the Company and its subsidiaries. All significant intercompany balances and transactions have been eliminated.

Year End – The Company’s year-end is December 31.

Use of Estimates – The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect (i) the reported amounts of assets and liabilities, (ii) the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and (iii) the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents – The Company considers all highly liquid investments purchased with an original maturity of three months or less at the time of purchase to be cash equivalents for the purposes of the statement of cash flows. The Company had no cash equivalents at December 31, 2023 and 2022.

Restricted Cash – At December 31, 2023 and 2022, restricted cash consisted of funds held specifically for our card product and pharma programs that are contractually restricted to use. The Company includes changes in restricted cash balances with cash and cash equivalents when reconciling the beginning and ending total amounts in our consolidated statements of cash flows.

Concentrations of Credit Risk – Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents and restricted cash. The Company maintains its cash and cash equivalents and restricted cash in various bank accounts primarily with one financial institution in the United States, which at times may exceed federally insured limits. If this financial institution were to be placed into receivership, we may be unable to access the cash we have on deposit. If we are unable to access our cash and cash equivalents as needed, our financial position and ability to operate our business could be adversely affected. The Company has not experienced, nor does it anticipate, any losses with respect to such accounts. At December 31, 2023 and 2022, the Company had approximately \$59,958,918 and \$43,516,155 in excess of federally insured limits, respectively.

As of December 31, 2023, the Company also has a concentration of accounts receivable risk, as two pharma program customers associated with our pharma patient affordability programs each individually represent 30% and 12% of our accounts receivable balance. Two pharma program customers each individually represented 35% and 24% of our accounts receivable balance on December 31, 2022.

Fixed Assets – Fixed assets are stated at cost less accumulated depreciation. Depreciation is principally recorded using the straight-line method over the estimated useful life of the asset, which is generally 3 to 10 years. The cost of repairs and maintenance is charged to expense as incurred. Leasehold improvements are capitalized and depreciated over the shorter of the remaining lease term or the estimated useful life of the improvements. Expenditures for property betterments and renewals are capitalized. Upon sale or other disposition of a depreciable asset, cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in other income (expense).

The Company periodically evaluates whether events and circumstances have occurred that may warrant revision of the estimated useful life of fixed assets or whether the remaining balance of fixed assets should be evaluated for possible impairment. The Company uses an estimate of the related undiscounted cash flows over the remaining life of the fixed assets in measuring their recoverability.

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Intangible Assets – For intangible assets, the Company recognizes an impairment loss if the carrying amount of the intangible asset is not recoverable and exceeds its fair value. The carrying amount of the intangible asset is considered not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use of the asset.

Intangible assets with a finite life are amortized on a straight-line basis over its estimated useful life, which is generally 3 to 15 years.

Internally Developed Software Costs – Computer software development costs are expensed as incurred, except for internal use software or website development costs that qualify for capitalization as described below, and include compensation and related expenses, costs of hardware and software, and costs incurred in developing features and functionality.

For computer software developed or obtained for internal use, costs that are incurred in the preliminary project and post implementation stages of software development are expensed as incurred. Costs incurred during the application and development stage are capitalized. Capitalized costs are amortized using the straight-line method over a three-year estimated useful life, beginning in the period in which the software is available for use.

Contract Assets – Incremental costs to obtain or fulfill a contract with a customer are capitalized. The Company determines the costs that are incremental by confirming the costs (i) are directly related to a customer's contract, (ii) generate or enhance resources to fulfill contract performance obligations in the future, and (iii) are recoverable. Amortization is on a straight-line basis generally over three to five years, beginning when goods and services are transferred to the customer or group of customers.

Hosting Implementation – Costs to implement the cloud computing arrangements (the "hosting site") are accounted for by following the same model as internally developed software costs. Costs that are incurred in the preliminary project and post implementation stages of hosting development are expensed when they are incurred. Costs incurred during the application and development stage are capitalized. Capitalized costs are amortized using the straight-line method over a three-year estimated useful life, beginning in the period when the hosting site is available for use.

Customer Card Funding – As of December 31, 2023 and 2022, customer card funding represents funds loaded or available to be loaded on cards for the Company's card product programs.

Fair Value of Financial Instruments – Under applicable accounting guidance, fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

The Company determines the fair values of our financial instruments based on the fair value hierarchy established under applicable accounting guidance which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The following describes the three-level hierarchy:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities. Level 1 assets and liabilities include debt and equity securities.

Level 2 – Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. We currently do not have any assets or liabilities in this category.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the overall fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments for which the determination of fair value requires significant management judgment or estimation. The fair value for such assets and liabilities is generally determined using pricing models, market comparables, discounted cash flow methodologies or similar techniques that incorporate the assumptions a market participant would use in pricing the asset or liability. We currently do not have any assets or liabilities in this category.

Earnings Per Share – Basic earnings per share exclude any dilutive effects of options, warrants and convertible securities. Basic earnings per share is computed using the weighted-average number of common shares outstanding during the applicable period. Diluted earnings per share is computed using the weighted-average number of common and common stock equivalent shares outstanding during the period using the treasury stock method. Common stock equivalent shares are excluded from the computation if their effect on the diluted earnings per share calculation is anti-dilutive.

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Income Taxes – Income tax expense is comprised of current and deferred income tax expense. Current income tax expense approximates taxes to be paid or refunded for the current period. Deferred income tax expense results from the changes in deferred tax assets and liabilities during the periods. These gross deferred tax assets and liabilities represent decreases or increases in taxes expected to be paid in the future because of future reversals of temporary differences between the basis of assets and liabilities as measured by tax laws and their basis as reported in our consolidated financial statements. The Company also recognizes deferred tax assets for tax attributes such as net operating loss carryforwards and tax credit carryforwards. Valuation allowances are recorded to reduce deferred tax assets to the amounts we conclude are more likely-than-not to be realized in the foreseeable future. While the Company has considered future taxable income and ongoing prudent and feasible tax strategies in assessing the need for the valuation allowance, if these estimates and assumptions change in the future, the Company may be required to adjust its valuation allowance.

The Company recognizes and measures its unrecognized tax benefits in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") No. 740, *Income Taxes*. Under that guidance, management recognizes uncertain tax positions that are "more likely than not" to be sustained if the relevant tax authority were to audit the position with full knowledge of all the relevant facts and other information, including the technical merits of those positions. For those tax positions that meet this threshold, we measure the amount of tax benefit based on the largest amount of

tax benefit that has a greater than 50% chance of being realized in a final settlement with the relevant authority. The measurement of unrecognized tax benefits is adjusted when new information is available or when an event occurs that requires a change. Income tax related interest and penalties, if applicable, are accrued within income tax expense.

Revenue and Expense Recognition – In determining when and how revenue is recognized from contracts with customers, the Company performs the following five-step analysis: (i) identification of contracts with customers; (ii) determination of performance obligations; (iii) measurement of the transaction price; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company generates revenues from plasma card programs through fees generated from cardholder fees and interchange fees. Revenues from pharma card programs are generated through card program management fees, transaction claims processing fees, interchange fees, and settlement income. Other revenues are generated through cardholder fees, interchange fees, program management fees, load fees and breakage.

Plasma and pharma card program revenues include both fixed and variable components. Cardholder fees represent an obligation to the cardholder based on a per transaction basis and are recognized at a point in time when the performance obligation is fulfilled. Card program management fees and transaction claims processing fees include an obligation to our card program sponsors and are generally recognized when earned on a monthly basis and are typically due within 30 days pursuant to the contract terms which are generally multi-year contracts. The Company uses the output method to recognize card program management fee revenue at the amount of consideration to which an entity has a right to invoice. The performance obligation is satisfied when the services are transferred to the customer which the Company determined to be monthly, as the customer simultaneously receives and consumes the benefit from the Company's performance. Interchange fees are earned when customer-issued cards are processed through card payment networks as the nature of our promise to the customer is that we stand ready to process transactions at the customer's requests on a daily basis over the contract term. Since the timing and quantity of transactions to be processed by us are not determinable, we view interchange fees to comprise an obligation to stand ready to process as many transactions as the customer requests. Accordingly, the promise to stand ready is accounted for as a single series performance obligation. The Company uses the right to invoice practical expedient and recognizes interchange fee revenue concurrent with the processing of card transactions. Interchange fees are settled in accordance with the card payment network terms and conditions, which is typically within a few days.

We refer to the portion of the dollar value of prepaid-stored value cards that consumers do not ultimately redeem as breakage. In certain card programs where we hold the cardholder funds, where we expect to be entitled to a breakage amount, we recognize revenue using estimated breakage rates ratably over the estimated card life, provided that a significant reversal of the amount of breakage revenue recognized is not probable and record adjustments to such estimates when redemption is remote or we are legally defeased of the obligation, if applicable. We utilize a third party to estimate breakage rates based on historical redemption patterns, market-specific trends, escheatment rules and existing economic conditions for each program. We have adopted Accounting Standards Update ("ASU") 2016-04, *Liabilities—Extinguishment of Liabilities (Subtopic 405-20): Recognition of Breakage for Certain Prepaid Stored-Value Cards* for the recognition of such breakage revenue. Breakage revenue is recorded in other revenue on the consolidated statements of operations and was \$74 thousand and \$0 in fiscal 2023 and fiscal 2022, respectively.

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The Company utilizes the remote method of revenue recognition for settlement income whereby the unspent balances will be recognized as revenue at the expiration of the cards and the respective program. This has historically been associated with the pharma prepaid business which ended in 2022. The Company records all revenue on a gross basis since it is the primary obligor and establishes the price in the contract arrangement with its customers. The Company is currently under no obligation to refund any fees, and the Company does not currently have any obligations for disputed claim settlements. Given the nature of the Company's services and contracts, generally it has no contract assets.

Cost of revenues is comprised of transaction processing fees, data connectivity and data center expenses, network fees, bank fees, card production and postage costs, customer service, program management, application integration setup, and sales and commission expense.

Operating Leases – The Company determines if a contract is or contains a leasing element at contract inception or the date in which a modification of an existing contract occurs. In order for a contract to be considered a lease, the contract must transfer the right to control the use of an identified asset for a period of time in exchange for consideration. Control is determined to have occurred if the lessee has the right to (i) obtain substantially all of the economic benefits from the use of the identified asset throughout the period of use and (ii) direct the use of the identified asset.

In determining the present value of lease payments at lease commencement date, the Company utilizes its incremental borrowing rate based on the information available, unless the rate implicit in the lease is readily determinable. Certain lease contracts include obligations to pay for other services, such as maintenance, we account for these other services as a non-lease component of the lease and not considered when accounting for the lease. The liability for operating leases is based on the present value of future lease payments. Operating lease expenses are recorded as rent expense, which is included within selling, general and administrative expenses within the consolidated statements of operations and presented as operating cash outflows within the consolidated statements of cash flows.

Leases with an initial term of 12 months or less are not recorded on the balance sheet, with lease expense for these leases recognized on a straight-line basis over the lease term.

Stock-Based Compensation – The Company recognizes compensation expense for all restricted stock awards and stock options. The fair value of restricted stock awards is measured using the grant date trading price of our stock. The fair value of stock options is estimated at the grant date using the Black-Scholes option-pricing model, and the portion that is ultimately expected to vest is recognized as compensation cost over the requisite service period. We have elected to recognize compensation expense for all options with graded vesting on a straight-line basis over the vesting period of the entire option. The determination of fair value using the Black-Scholes pricing model is affected by our stock price as well as assumptions regarding a number of complex and subjective variables, including expected stock price volatility and the risk-free interest rate.

Advertising Costs – Advertising costs incurred in the normal course of operations are expensed as incurred. During the years ended December 31, 2023 and 2022, the Company expensed \$470,936 and \$603,213, respectively, included in selling, general and administrative expense.

Recently Adopted Accounting Pronouncements – In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which provides updated guidance on how an entity should measure credit losses on all financial instruments carried at amortized cost (including loans held for investment and held-to-maturity debt securities, as well as trade receivables, reinsurance recoverables, and receivables that relate to repurchase agreements and securities lending agreements), a lessor's net investments in leases, and off-balance sheet credit exposures not accounted for as insurance or as derivatives, including loan commitments, standby letters of credit, and financial guarantees. Subsequently, in November 2018 the FASB issued ASU No. 2018-19, *Codification Improvements to Topic 326, Financial Instruments—Credit Losses*, which clarified that receivables arising from operating leases are not within the scope of Subtopic 326-20, but instead should be accounted for in accordance with Topic 842, *Leases*. In March 2022, the FASB issued ASU No. 2022-02, *Financial Instruments—Credit Losses: Troubled Debt Restructurings and Vintage Disclosures* which clarified accounting treatment required for troubled debt restructurings by creditors and enhanced disclosures for write-offs. The new standard and related amendments are effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. We adopted this guidance on the effective date. We estimate credit losses using the loss-rate approach on our trade

receivables; however, there was no material impact of this adoption on the Company's consolidated financial position, results of operations, or cash flows.

Recently Issued Accounting Pronouncement Pending Adoption – In December 2023, the FASB issued ASU 2023-09, " *Income Taxes – Improvements to Income Tax Disclosures*", requiring enhancements and further transparency to certain income tax disclosures, most notably the tax rate reconciliation and income taxes paid. This ASU is effective for fiscal years beginning after December 15, 2024 on a prospective basis and retrospective application is permitted. We are currently evaluating the impact of the adoption of this standard.

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3. FIXED ASSETS, NET

Fixed assets consist of the following:

	December 31, 2023	December 31, 2022
Equipment	\$ 2,399,243	\$ 2,161,424
Software	345,057	327,452
Furniture and fixtures	757,662	757,661
Website costs	69,881	69,881
Leasehold improvements	236,904	229,772
	3,808,747	3,546,190
Less: accumulated depreciation	(2,719,098)	(2,290,898)
Fixed assets, net	\$ 1,089,649	\$ 1,255,292

Depreciation expense for the years ended December 31, 2023 and 2022 was \$ 428,199 and \$492,875, respectively.

4. INTANGIBLE ASSETS, NET

Intangible assets consist of the following:

	December 31, 2023	December 31, 2022
Patents and trademarks	\$ 38,186	\$ 38,186
Platform	20,391,118	13,656,014
Customer lists and contracts	1,177,200	1,177,200
Licenses	216,901	209,282
Hosting implementation	43,400	–
Contract assets	150,000	185,000
	22,016,805	15,265,682
Less: accumulated amortization	(13,202,478)	(9,608,960)
Intangible assets, net	\$ 8,814,327	\$ 5,656,722

Amortization expense for the years ended December 31, 2023 and 2022 was \$ 3,598,379 and \$2,416,737, respectively.

Estimated future amortization expense is as follows:

2024	\$ 4,232,837
2025	3,103,285
2026	1,380,534
2027	38,986
2028	8,986
Thereafter	49,699
Total amortization expense	\$ 8,814,327

5. LEASE

The Company entered into an operating lease for an office space which became effective in June 2020. The lease term is 10 years from the effective date and allows for two optional extensions of five years each. The two optional extensions are not recognized as part of the right-of-use asset or lease liability since it is not reasonably certain that the Company will extend this lease. As of December 31, 2023, the remaining lease term was 6.4 years and the discount rate was 6%.

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Operating lease cost included in selling, general and administrative expenses was \$ 757,435 and \$736,038 for the years ended December 31, 2023 and 2022, respectively. Cash paid for operating lease was \$571,968 and \$571,968 for the years ended December 31, 2023 and 2022, respectively.

The following is the lease maturity analysis of our operating lease as of December 31, 2023:

Twelve months ending December 31,

2024	\$ 571,968
2025	612,006
2026	640,604
2027	640,604
2028	640,604
Thereafter	907,523
Total lease payments	4,013,309

Less: imputed interest (701,532)

Present value of future lease payments	3,311,777
Less: current portion of lease liability	(383,699)
Long-term portion of lease liability	<u>\$ 2,928,078</u>

6. CUSTOMER CARD FUNDING LIABILITY

The Company issues prepaid cards with various provisions for cardholder fees or expiration. Revenue generated from cardholder transactions and interchange fees are recognized when the Company's performance obligation is fulfilled. Unspent balances left on pharma cards are recognized as settlement income at the expiration of the cards and the program. Contract liabilities related to prepaid cards represent funds on card and client funds held to be loaded to card before the amounts are ultimately spent by the cardholders or recognized as revenue by the Company. Contract liabilities related to prepaid cards are reported as customer card funding liability on the condensed consolidated balance sheet.

The opening and closing balances of the Company's liabilities are as follows:

	Year Ended December 31,	
	2023	2022
Beginning balance	\$ 80,189,113	\$ 61,283,914
Increase, net	12,093,011	18,905,199
Ending balance	<u>\$ 92,282,124</u>	<u>\$ 80,189,113</u>

The amount of revenue recognized during the years ended December 31, 2023 and 2022 that was included in the opening liability for prepaid cards was \$2,020,224 and \$1,485,005, respectively.

7. COMMON STOCK

At December 31, 2023, the Company's authorized capital stock was 150,000,000 shares of common stock, par value \$ 0.001 per share, and 25,000,000 shares of preferred stock, par value \$0.001 per share. On that date, the Company had issued 53,452,382 shares of common stock and 52,754,374 shares of common stock outstanding, and no shares of preferred stock outstanding.

In 2019, the Company's stockholders approved the 3Pea International, Inc. 2018 Incentive Compensation Plan (the "2018 Plan"), which was approved by the Board on July 18, 2018. The 2018 Plan permits the Company to issue awards or options to the officers, directors, employees, consultants and other persons who provide services to our Company or any related entity. Pursuant to the 2018 Plan, 5,000,000 shares of the Company's common stock are reserved for issuance. Any awards or options that are not settled in shares of common stock are not counted against the limit. Stock options granted under the 2018 Plan generally vest over four or five years and expire in 10 years. Stock awards granted under the 2018 Plan generally vest over four or five years. In general, if an employee is terminated, any unvested options or awards as of the date of termination will be forfeited. As of December 31, 2023, there were 100,953 shares available for future grants under the 2018 Plan.

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In 2023, the Company's stockholders approved the Paysign Inc. Equity Incentive Compensation Plan (the "2023 Plan"), which was adopted by the Board on March 17, 2023. The 2023 Plan permits the Company to issue awards or options to the officers, directors, employees, consultants and other persons who provide services to our Company or any related entity. Pursuant to the 2023 Plan, 5,000,000 shares of the Company's common stock are reserved for issuance. Any awards or options that are not settled in shares of common stock are not counted against the limit. Stock options granted under the 2023 Plan generally vest over four or five years and expire in 10 years. Stock awards granted under the 2023 Plan generally vest over four or five years. In general, if an employee is terminated, any unvested options or awards as of the date of termination will be forfeited. As of December 31, 2023, there were 5,000,000 shares available for future grants under the 2023 Plan.

The Company issues new shares of common stock upon exercise of stock options or vesting stock awards.

Stock-based compensation expense related to Company grants for the years ended December 31, 2023 and 2022 was \$ 2,853,643 and \$2,277,717, respectively, and is included in selling, general and administrative expense. As of December 31, 2023, the Company's unrecognized stock-based compensation expense related to stock options and stock awards was \$37,290 and \$6,176,942, respectively, which are expected to be recognized over a weighted-average period of .23 year for stock options and 3.10 years for stock awards. As of December 31, 2022, the Company's unrecognized stock-based compensation expense related to stock options and stock awards was \$269,245 and \$6,955,350, respectively, which are expected to be recognized over a weighted-average period of 1.08 year for stock options and 3.83 years for stock awards.

2023 Transactions – During the year ended December 31, 2023, the Company issued 802,000 shares of common stock for vested stock awards and the exercise of stock options. The Company received proceeds of \$9,600 for the exercise of stock options.

During the year ended December 31, 2023, the Company repurchased 394,558 shares of its common stock at a cost of \$ 1,127,884 or weighted average price of \$2.86 per share, respectively.

The Company also granted 670,000 restricted stock awards during the year ended December 31, 2023. For the stock awards granted, the weighted average grant date fair value was \$2.91 and vest over a period of two months to five years.

2022 Transactions – During the year ended December 31, 2022, the Company issued 555,000 shares of common stock for vested stock awards. No stock options were exercised.

The Company also granted 2,545,000 restricted stock awards during the year ended December 31, 2022. For the stock awards granted, the weighted average grant date fair value was \$1.83 and vest over a period of one to five years.

Stock Options

A summary of stock options activity for the years ended December 31, 2023 and 2022 is presented as follows:

Weighted-Average Exercise	Weighted-Average Remaining Contractual	Aggregate Intrinsic
------------------------------	--	------------------------

	Shares	Price	Term (Years)	Value
Outstanding at December 31, 2021	1,920,000	\$ 1.87		
Granted	—	—		
Exercised	—	—		
Forfeited/expired	(80,500)	3.18		
Outstanding at December 31, 2022	1,839,500	\$ 1.81	5.62	\$ 1,718,910
Granted	—	—		
Exercised	(4,000)	2.40		
Forfeited/expired	(28,500)	2.92		
Outstanding at December 31, 2023	1,807,000	\$ 1.80	4.61	\$ 2,061,800
Exercisable at December 31, 2023	1,749,500	\$ 1.73	4.56	\$ 2,061,800

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A summary of unvested options activity for the years ended December 31, 2023 and 2022 was as follows:

	Shares	Weighted-Average Grant Date Fair Value
Unvested at December 31, 2021	719,200	\$ 2.25
Granted	—	—
Forfeited/expired	(27,400)	2.94
Vested	(513,400)	1.81
Unvested at December 31, 2022	178,400	3.39
Granted	—	—
Forfeited/expired	(5,500)	3.07
Vested	(115,400)	3.16
Unvested at December 31, 2023	57,500	\$ 3.87

The weighted average grant date fair value of options granted and the total intrinsic value of options exercised for the years ended December 31, 2023 and 2022 is as follows:

	2023	2022
Weighted average grant date fair value of options granted	\$ —	\$ —
Intrinsic value of options exercised	\$ 3,120	\$ —

The Company uses the Black-Scholes option pricing model to estimate the fair value and compensation cost associated with employee stock options, which requires the consideration of historical employee exercise behavior, the volatility of the Company's stock price, the weighted-average risk-free interest rate and the weighted-average expected life of the options. Forfeitures are included when they are incurred. Any changes in these assumptions may materially affect the estimated fair value of the share-based award. There were no options granted during the years ended December 31, 2023 and 2022.

Stock Awards

A summary of stock awards activity for the years ended December 31, 2023 and 2022 was as follows:

	Shares	Weighted-Average Grant Date Fair Value
Outstanding at December 31, 2021	1,336,000	\$ 3.89
Granted	2,545,000	1.82
Forfeited	(62,000)	3.44
Vested	(600,000)	2.74
Outstanding at December 31, 2022	3,219,000	2.48
Granted	670,000	2.91
Forfeited	(34,000)	2.86
Vested	(773,000)	2.85
Outstanding at December 31, 2023	3,082,000	\$ 2.48

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8. BASIC AND FULLY DILUTED NET INCOME PER COMMON SHARE

The following table sets forth the computation of basic and fully diluted net income per common share for the years ended December 31, 2023 and 2022:

	2023	2022
Numerator:		
Net income	\$ 6,458,727	\$ 1,027,775
Denominator:		
Weighted average common shares:		
Denominator for basic calculation	52,487,840	52,048,127
Weighted average effects of potentially diluted common stock:		

Stock options (calculated under treasury method)	694,884	505,934
Unvested restricted stock awards	979,761	379,194
Denominator for fully diluted calculation	<u>\$ 54,162,485</u>	<u>\$ 52,933,255</u>
Net income per common share:		
Basic	<u>\$ 0.12</u>	<u>\$ 0.02</u>
Fully diluted	<u>\$ 0.12</u>	<u>\$ 0.02</u>

9. COMMITMENTS AND CONTINGENCIES

Pending or Threatened Litigation –From time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business.

The Company has been named as a defendant in three securities class action complaints filed in the United States District Court for the District of Nevada: Yilan Shi v. Paysign, Inc. et al., filed on March 19, 2020 (“Shi”), Lorna Chase v. Paysign, Inc. et al., filed on March 25, 2020 (“Chase”), and Smith & Duvall v. Paysign, Inc. et al., filed on April 2, 2020 (collectively, the “Complaints” or “Securities Class Action”). Smith & Duvall v. Paysign, Inc. et al. was voluntarily dismissed on May 21, 2020. On May 18, 2020, the Shi plaintiffs and another entity called the Paysign Investor Group each filed a motion to consolidate the remaining Shi and Chase actions and to be appointed lead plaintiff. The Complaints are putative class actions filed on behalf of a class of persons who acquired the Company’s common stock from March 19, 2019 through March 31, 2020, inclusive. The Complaints generally allege that the Company, Mark R. Newcomer, and Mark Attinger violated Section 10(b) of the Exchange Act, and that Messrs. Newcomer and Attinger violated Section 20(a) of the Exchange Act, by making materially false or misleading statements, or failing to disclose material facts, regarding the Company’s internal control over financial reporting and its financial statements. The Complaints seek class action certification, compensatory damages, and attorney’s fees and costs. On December 2, 2020, the Court consolidated Shi and Chase as In re Paysign, Inc. Securities Litigation and appointed the Paysign Investor Group as lead plaintiff. On January 12, 2021, Plaintiffs filed an Amended Complaint in the consolidated action. Defendants filed a Motion to Dismiss the Amended Complaint on March 15, 2021. On February 9, 2023, the Court granted in part and denied in part Defendants’ Motion to Dismiss. On May 22, 2023, Defendants filed an Answer to the Amended Complaint. On December 15, 2023, the parties agreed in principle to a proposed settlement of the Securities Class Action and Plaintiffs filed a Consented Motion for Preliminary Approval of Settlement. On January 4, 2024, the Court preliminarily approved a settlement in the amount of \$3,750,000, the entirety of which came from the Company’s directors-and-officers insurance policy, for the referenced class of purchasers, and scheduled a final approval hearing for April 17, 2024.

The Company has also been named as a nominal defendant in four stockholder derivative actions currently pending in the United States District Court for the District of Nevada. The first-filed derivative action is entitled Andrzej Toczek, derivatively on behalf of Paysign, Inc. v. Mark R. Newcomer, et al. and was filed on September 17, 2020. This action alleges violations of Section 14(a) of the Exchange Act, breach of fiduciary duty, unjust enrichment, and waste, largely in connection with the failure to correct information technology controls over financial reporting alleged in the Securities Class Action, thereby causing the Company to face exposure in the Securities Class Action. The complaint also alleges insider trading violations against certain individual defendants. The second-filed derivative action is entitled John K. Gray, derivatively on behalf of Paysign, Inc. v. Mark Attinger, et al. and was filed on May 9, 2022. This action involves the same alleged conduct raised in the Toczek action and asserts claims for breach of fiduciary duty in connection with financial reporting, breach of fiduciary duty in connection with alleged insider trading against certain individual defendants, and unjust enrichment. On June 3, 2022, the Court approved a stipulation staying the action until the Court in the consolidated Securities Class Action issued a ruling on the Motion to Dismiss. On May 10, 2023, the Toczek and Gray actions were consolidated.

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The Company has also been named as a nominal defendant in a third stockholder derivative action initially filed in state court in Clark County, Nevada, on October 2, 2023, entitled Simone Blanchette, derivatively on behalf of Paysign, Inc. v. Mark Newcomer, et al, which the defendants subsequently removed to federal district court in Nevada pursuant to a Notice of Removal filed on October 10, 2023. That complaint makes substantially the same allegations as made in the consolidated Toczek and Gray actions, and also contains a claim that the individual defendants violated Section 10(b) and Rule 10b-5 promulgated thereunder. On December 7, 2023, the parties requested that the action be stayed for sixty days due to the settlement negotiations in the consolidated Toczek and Gray actions, and the Court granted the sixty-day stay on December 11, 2023. On January 29, 2024, the parties agreed to an additional sixty-day extension, to March 29, 2024, and the Court entered an Order thereon on February 2, 2024. On or before the end of that period, the parties are to provide the Court with an updated joint status report or inform the Court if the settlement of the consolidated derivative action does not proceed.

The Company has also been named as a nominal defendant in a fourth stockholder derivative action in the United States District Court for the District of Nevada, filed on December 27, 2023, entitled Mo Jeewa, derivatively on behalf of Paysign, Inc. v. Mark R. Newcomer, et al. That complaint makes substantially the same allegations as made in the consolidated Toczek and Gray actions and the Blanchette action discussed above, and alleges breach of fiduciary duty and unjust enrichment.

If the derivative cases do not settle, it is the Company’s intention to file motions to dismiss. As of the date of this filing, the Company cannot give any meaningful estimate of likely outcome or damages.

10. RELATED PARTY

A former member of our Board who served through December 31, 2022 is also a partner in a law firm that the Company engages for services to review regulatory filings and for various other legal matters. During the year ended December 31, 2023, the Company had no related party expenses. During the year ended December 31, 2022, the Company incurred legal expenses of \$126,628, with the related party law firm.

11. RETIREMENT PLAN

The Company has a defined contribution 401(k) plan that covers all employees who meet certain age and length of service requirements and allows an employer contribution of up to 50% of the first 3% of each participating employee’s eligible compensation contributed to the plan and 50% of the next two percent of each participating employee’s eligible compensation. Participants are 100% vested in these matching contributions when they are made. Eligible employees may elect to defer pre-tax contributions regulated under Section 401(k) of the Internal Revenue Code. Employer matching expenses were \$273,507 and \$165,953 for the years ended December 31, 2023 and 2022, respectively.

12. INCOME TAXES

The income tax (benefit) provision on the statements of operations was comprised of the following for the years ended December 31:

2023

2022

Current:			
Federal	\$	60,864	\$ 30,200
State		143,955	77,277
Current income tax provision		204,819	107,477
Deferred:			
Federal		(4,002,660)	–
State		(297,070)	–
Deferred income tax (benefit) provision		(4,299,730)	–
Income tax (benefit) provision	\$	(4,094,911)	\$ 107,477

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For the years ended December 31, 2023 and 2022, the reconciliation of the federal statutory tax rate to the benefit rate for income taxes is as follows:

	2023	2022
Federal taxes at U.S. statutory rate	21.0 %	21.0 %
Stock-based compensation	4.9	10.8
IRC Section 162(m) limitation	4.4	2.9
Tax credits	(9.2)	(10.7)
Other permanent differences	0.8	1.4
State taxes	2.5	2.6
Change in state rate	(0.1)	(1.4)
Foreign taxes	(0.5)	–
Return-to-provision adjustments	(5.9)	(1.1)
Valuation allowance release	(194.1)	–
Change in valuation allowance	0.5	(6.1)
Change in carryovers and tax attributes	2.5	(9.9)
Effective tax rate	(173.2)%	9.5 %

Deferred tax assets and liabilities are comprised of the following at December 31:

	2023	2022
Deferred tax assets:		
Net operating loss carryforward	\$ 2,581,783	\$ 3,704,696
Operating lease obligation	783,978	861,800
Stock-based compensation	928,455	784,212
Tax credits	506,285	460,271
Intangible assets	361,210	–
Other	112,847	27,112
	5,274,558	5,838,091
Deferred tax liabilities:		
Intangible assets	–	(196,871)
Fixed assets	(104,609)	(101,300)
Right-of-use assets	(761,073)	(852,961)
	(865,682)	(1,151,132)
Less valuation allowance	(109,146)	(4,686,959)
Deferred tax asset, net	\$ 4,299,730	\$ –

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As of December 31, 2023, the Company has gross federal net operating loss carryforwards of \$ 12.2 million, gross state net operating loss carryforwards of \$4.0 million, and gross Mexico net operating loss carryforwards of \$ 37 thousand. The Company's federal net operating losses can be carried forward indefinitely. The Company's state net operating losses have 15 year to indefinite carryforward periods and begin to expire in 2035. The Company's Mexico net operating losses have 10 year carryforward periods and begin to expire in 2032.

Pursuant to Sections 382 and 383 of the Internal Revenue Code ("IRC"), federal and state tax laws impose significant restrictions on the utilization of net operating loss and other tax carryforwards in the event of a change in ownership of the Company. The Company does not expect IRC Sections 382 and 383 to significantly impact the utilization of its net operating losses and other tax carryforwards.

Deferred taxes arise from temporary differences in the recognition of certain expenses for tax and financial reporting purposes. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. At December 31, 2020, management determined that it's more-likely-than-not that the Company's net deferred tax assets would not be realized in the near future and placed a full valuation allowance ("VA") on the deferred tax assets. During the year the Company reevaluated its VA position and determined that as a result of its three-year cumulative income position, utilization of its tax attributes for the previous two years, and forecasts of net profit in future years, a full release of its federal valuation allowance, and state valuation allowance, except for the valuation allowance related to its Connecticut net operating losses, is appropriate. In addition, to its federal and state valuation allowances, the Company established a valuation allowance against its Mexico net operating losses. The Company's valuation allowance represents the amount of tax benefits that are likely to not be realized. The net change in the valuation allowance from December 31, 2022 was \$4.6 million.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

Balance as of December 31, 2021	\$	365,365
Additions for current year		24,270
Additions for prior year		—
Subtractions for current year		(10,821)
Balance as of December 31, 2022		378,814
Additions for current year		43,587
Additions for prior year		19,785
Subtractions for current year		—
Balance as of December 31, 2023	\$	<u>442,186</u>

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As of December 31, 2023 and 2022, the Company has no accrual for interest and penalties related to its unrecognized tax benefits. The balance of the unrecognized tax benefits as of December 31, 2023 are included in the deferred tax asset, net. Included in the balance of unrecognized tax benefits at December 31, 2023 is \$442,000 of tax benefits that, if recognized would impact the effective tax rate. There are no positions for which it is reasonably possible that the uncertain tax benefit will significantly increase or decrease within 12 months. The Company files income tax returns in the United States and various state jurisdictions. Beginning in 2022, the Company also files income tax returns in Mexico. With the exception of tax attributes created in prior years that may potentially be adjusted, the federal statute of limitations remains open for the 2020 tax year to present, the state statutes of limitations remain open for the 2020 tax year to present, and the foreign statute of limitations remains open for the 2022 tax year to present.

Under the provisions of the Coronavirus Aid, Relief, and Economic Security Act (the “CARES Act”) signed into law in 2020 and the subsequent extension of the CARES Act through September 30, 2021, the Company was eligible for a refundable employee retention credit subject to certain criteria. The Company has elected an accounting policy to recognize the government assistance when it is probable that the Company is eligible to receive the assistance and present the credit as a reduction of the related expense. During the years ended December 31, 2023 and 2022, the Company recorded \$292,430 and \$459,755, respectively, related to the employee retention credit included as a reduction of payroll expense within selling, general and administrative expenses in the consolidated statements of operations. As of December 31, 2023 and 2022 the Company has filed for refunds and recorded \$1,129,164 and \$1,296,489, respectively, in other receivables on the consolidated balance sheet.

13. SUBSEQUENT EVENTS

The Company discloses subsequent events that provide evidence about conditions that did not change the consolidated financial statements at the balance sheet date but have a significant effect on the financial statements at the time of occurrence or on future operations of the company.

On December 31, 2023, the Company had uninsured deposits at our financial institution in the amount of \$59,958,918. In February of 2024, we initiated a program called deposit swapping with our financial institution, whereby the financial institution utilizes a third party who is participating in reciprocal deposit networks as an alternative way to offer us full Federal Deposit Insurance Corporation (“FDIC”) insurance on deposits over \$250,000. Under this program, deposit networks divide uninsured deposits into smaller units and distribute these monies among participating banks in the network, whereby the monies are fully FDIC insured.

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Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-230632, No. 333-230634 and No. 333-233400) of Paysign, Inc. (the "Company"), of our report dated March 27, 2024, relating to the consolidated financial statements of the Company, appearing in this Annual Report on Form 10-K of the Company for the year ended December 31, 2023.

/s/ Moss Adams LLP

Dallas, Texas
March 27, 2024

CERTIFICATIONS

I, Mark Newcomer, certify that:

(1) I have reviewed this annual report on Form 10-K for the period ended December 31, 2023 (the "report") of Paysign, Inc.;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 27, 2024

/s/ Mark Newcomer

Mark Newcomer
President and Chief Executive Officer
(principal executive officer)

CERTIFICATIONS

I, Jeff Baker, certify that:

(1) I have reviewed this annual report on Form 10-K for the period ended December 31, 2023 (the "report") of Payscale, Inc.;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 27, 2024

/s/ Jeff Baker

Jeff Baker
Chief Financial Officer
(principal financial officer)

Exhibit 32.1

SECTION 1350 CERTIFICATIONS

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Mark Newcomer, the Chief Executive Officer of Paysign, Inc., a Nevada corporation (the "Company"), do hereby certify, to the best of my knowledge, that:

1. The Annual Report on Form 10-K for the period ended December 31, 2023 (the "Report") of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Mark Newcomer

Mark Newcomer,
President and Chief Executive Officer
(principal executive officer)

Date: March 27, 2024

Exhibit 32.2

SECTION 1350 CERTIFICATIONS

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Jeff Baker, the Chief Financial Officer of Paysign, Inc., a Nevada corporation (the "Company"), do hereby certify, to the best of my knowledge, that:

1. The Annual Report on Form 10-K for the period ended December 31, 2023 (the "Report") of the Company complies fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Jeff Baker

Jeff Baker

Chief Financial Officer

(principal financial officer)

Date: March 27, 2024