

# VERUM MESSENGER

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## INVESTOR INFORMATION

Revenue-Share Investment Opportunity

**Minimum Investment: \$10,000,000**

Legal Entity: Verum Messenger LTD

*Public Information Document*

## Executive Summary

Verum Messenger is a next-generation secure communication platform combining end-to-end encrypted messaging with an integrated eSIM service and built-in financial infrastructure. The product is offered as a premium paid application and generates revenue through multiple native monetization streams, providing investors with diversified, recurring, and transaction-based income.

Unlike conventional messenger platforms that rely solely on advertising or data monetization, Verum Messenger is designed around user privacy and sustainable revenue. The company invites strategic investors to participate in a revenue-sharing arrangement — retaining operational independence while offering transparent, auditable returns.

### Key Investment Highlights

Parameter	Details
Legal Owner	Verum Messenger LTD
IP Ownership	All code, brand, and infrastructure owned by Verum Messenger LTD
Investment Structure	Revenue-Share on Net Profit (no equity dilution)
Investor Return	20% of Net Profit after all taxes and operating expenses
Minimum Entry	\$10,000,000
Revenue Model	Multi-stream: app sales, eSIM, finance, account services
Confidential Metrics	Available post-NDA at investor negotiations

# Legal Structure & Intellectual Property

Transparency of ownership is a foundational requirement for any serious investment discussion. Below we address the core legal questions investors typically raise at this stage.

## Corporate Ownership

Verum Messenger LTD is the sole legal owner of the product, including all software code, brand assets, domain names, and server infrastructure. There are no split-ownership arrangements, joint ventures, or third-party holding structures that could affect investor security.

## Intellectual Property Transfer

All intellectual property created by developers and contributors has been formally assigned to Verum Messenger LTD through standard IP transfer agreements. This ensures the company — not individual developers — holds clean title to the entire technology stack.

## Revenue-Share Structure (Legal Definition)

The investment is structured as a profit-sharing agreement, not an equity stake. Key parameters:

- The investor receives 20% of net profit — defined as profit after all operating expenses, cost of goods sold, and applicable corporate taxes.
- Net profit calculation methodology, allowable deductions, and the definition of qualifying expenses are fixed in writing at contract execution and cannot be retroactively modified.
- Investors receive contractually specified audit rights, including access to periodic financial reports and independently verifiable payment statements.
- Anti-dilution protections on the profit-share percentage are included as a standard clause in the Revenue Participation Agreement (RPA).
- Full legal parameters — governing law, payout schedule, dispute resolution, and reporting obligations — are negotiated and documented in the formal RPA signed prior to capital transfer.

*Full legal documentation — including corporate registration, IP assignment records, and draft RPA terms — is available for review following NDA execution and entry into formal investor negotiations.*

# Product Overview

Verum Messenger addresses a growing global demand for privacy-first communication tools that also provide practical utility beyond messaging. The platform is built on four integrated pillars:

Pillar	Description	Monetization
Secure Messenger	End-to-end encrypted messaging, calls, and file sharing	Paid app download
eSIM Integration	Global eSIM connectivity, 190+ countries	40% margin per sale
Verum Finance	In-app wallet, balance top-up, P2P transactions	5% transaction fee
Account Services	Account creation and re-registration	Per-event fee

## Security Architecture

For a messenger, security is not a feature — it is the product. Verum Messenger is built with a privacy-first architecture. Independent security audit status and details of the encryption architecture are available to investors at the technical due diligence stage following NDA execution.

## Regulatory Compliance

The company is committed to operating within applicable regulatory frameworks across its service lines, including data protection (GDPR), financial services (Verum Finance), and telecommunications regulations governing eSIM distribution. Specific licensing and compliance documentation is available during due diligence.

# Revenue Model & Monetization Streams

Verum Messenger is architected to generate revenue from the first user interaction and at multiple points in the user lifecycle. This is a key differentiator from most consumer apps that require massive scale before any monetization.

## Stream 1 — Paid Application

Item	Value
App Store Price	\$12.99 per download
Net Revenue (after Apple 30% fee)	\$10.00 per download
Revenue Trigger	First-time app installation
Platform	Apple App Store (iOS)

## Stream 2 — Account Re-Registration

Item	Value
Trigger	User re-creates an account
Revenue Type	In-app purchase
Economics	Generates additional LTV beyond initial download

## Stream 3 — eSIM Sales

Item	Value
Product	Global eSIM data packages
Coverage	190+ countries worldwide
Package Price Range	\$12 – \$150 per package
Company Margin	40% of each sale
Revenue per \$12 package	\$4.80
Revenue per \$150 package	\$60.00
Revenue Type	Transactional, recurring with data renewal

**Stream 4 — Verum Finance**

Item	Value
Product	In-app wallet: top-ups and P2P transactions
Fee Structure	5% of transaction amount
Revenue per \$100 transaction	\$5.00
Revenue per \$500 transaction	\$25.00
Revenue Type	Transactional, scales with user activity

# Financial Projections & Investor ROI

The following projections are modelled from a base of 10 million active users. Net profit calculations incorporate estimated operating costs.

**Actual revenue figures, current user metrics, and detailed cost breakdowns are disclosed to qualified investors during private due diligence following NDA execution.**

## Gross Revenue Model at 10M Active Users

Revenue Stream	Annual Volume	Net Rev / Unit	Annual Revenue
App Sales (30% YoY new installs)	3,000,000 downloads	\$10.00	\$30,000,000
eSIM Sales (15% of MAU)	1,500,000 packages	\$24.00 avg	\$36,000,000
Verum Finance (20% MAU, monthly)	2,000,000 users/mo	\$60.00/yr	\$120,000,000
Account Re-Registration (5% of MAU)	500,000 events	\$10.00	\$5,000,000
<b>TOTAL GROSS REVENUE</b>			<b>\$191,000,000</b>

## Operating Cost Structure

Cost Category	Basis	Est. Annual Cost	% of Gross Revenue
Infrastructure & Hosting	Servers, CDN, storage, telecom APIs	\$8,000,000	4.2%
eSIM Wholesale Cost	Cost of eSIM data (60% of eSIM gross)	\$21,600,000	11.3%
Payment Processing	Finance stream processing (~2% of Finance gross)	\$2,400,000	1.3%
Engineering & Product	Core dev team, security, QA (35–50 FTE)	\$12,000,000	6.3%
Sales & Marketing / UA	User acquisition, ASO, partnerships	\$15,000,000	7.9%

G&A (Legal, Finance, HR, Office)	Corporate overhead	\$5,000,000	2.6%
Customer Support	Multi-language support team	\$3,000,000	1.6%
Compliance & Security Audits	Regulatory, legal, pen-testing	\$2,000,000	1.0%
<b>TOTAL OPERATING EXPENSES</b>		<b>\$69,000,000</b>	<b>36.1%</b>

## EBITDA & Net Profit at 10M Users

Line Item	Amount	Margin
Gross Revenue	\$191,000,000	100%
Total Operating Expenses	(\$69,000,000)	36.1%
EBITDA	\$122,000,000	63.9%
Estimated Corporate Tax (20% effective rate)	(\$24,400,000)	12.8%
<b>NET PROFIT AFTER TAX</b>	<b>\$97,600,000</b>	<b>51.1%</b>

## Multi-Year Net Profit Scenarios

Three growth scenarios modeling net profit from Year 1 (10M users) through Year 3. Operating cost ratio assumed to improve with scale (economies of scale in infra, support, and fixed overheads).

### Conservative Scenario — 15% YoY User Growth

Year	MAU	Gross Revenue	OpEx (est.)	EBITDA	Tax (20%)	Net Profit	Investor 20%
Year 1	10M	\$191M	\$69M	\$122M	\$24.4M	\$97.6M	\$19.5M
Year 2	11.5M	\$219.7M	\$76M	\$143.7M	\$28.7M	\$115.0M	\$23.0M
Year 3	13.2M	\$252.6M	\$84M	\$168.6M	\$33.7M	\$134.9M	\$26.9M

### Base Scenario — 30% YoY User Growth

Year	MAU	Gross Revenue	OpEx (est.)	EBITDA	Tax (20%)	Net Profit	Investor 20%
Year 1	10M	\$191M	\$69M	\$122M	\$24.4M	\$97.6M	\$19.5M
Year 2	13M	\$248.3M	\$82M	\$166.3M	\$33.3M	\$133.0M	\$26.6M
Year 3	16.9M	\$322.8M	\$99M	\$223.8M	\$44.8M	\$179.0M	\$35.8M

### Optimistic Scenario — 50% YoY User Growth

Year	MAU	Gross Revenue	OpEx (est.)	EBITDA	Tax (20%)	Net Profit	Investor 20%
Year 1	10M	\$191M	\$69M	\$122M	\$24.4M	\$97.6M	\$19.5M
Year 2	15M	\$286.5M	\$89M	\$197.5M	\$39.5M	\$158.0M	\$31.6M
Year 3	22.5M	\$429.8M	\$121M	\$308.8M	\$61.8M	\$247.0M	\$49.4M

### Investor Return Summary — \$10M Investment, 20% Net Profit Share

Scenario	Yr 1 Net Profit	Yr 1 Investor Return	Yr 2 Return	Yr 3 Return	3-Year Total	ROI (3yr)
Conservative	\$97.6M	\$19.5M	\$23.0M	\$26.9M	\$69.4M	6.9x
Base	\$97.6M	\$19.5M	\$26.6M	\$35.8M	\$81.9M	8.2x
Optimistic	\$97.6M	\$19.5M	\$31.6M	\$49.4M	\$100.5M	10.1x

**At conservative growth, the \$10M investment is recovered in full from Year 1 returns alone (\$19.5M). Three-year cumulative investor returns range from \$69M to \$100M across scenarios.**

## Investor Rights & Protections

A profit-sharing structure is only as strong as the contractual protections around it. Verum Messenger commits to the following investor rights as standard terms of the Revenue Participation Agreement:

Right	Description
Profit Share	20% of net profit after all taxes and operating expenses, paid on agreed schedule
Audit Rights	Investor has the right to commission independent audits of net profit calculations on a quarterly or annual basis
Financial Reporting	Monthly and quarterly P&L statements provided in a standardized, agreed format
Anti-Dilution on Share %	The 20% profit-share percentage cannot be diluted by new investors without written consent
Priority Payout	Profit-share payments are a defined obligation, not discretionary
Dispute Resolution	Agreed governing law and arbitration mechanism specified in the RPA

# Due Diligence Roadmap

We understand that sophisticated investors require full transparency before committing capital. The following roadmap outlines the staged disclosure process:

Stage	Action	Disclosed
Stage 0 (Now)	Review this public Information Memorandum	Business model, product overview
Stage 1	Initial contact	General Q&A, preliminary fit assessment
Stage 2	Sign Mutual NDA	Actual user metrics (DAU/MAU, retention), real revenue & P&L, bank confirmations
Stage 3	Technical Due Diligence	Security audit reports, encryption architecture, infrastructure details
Stage 4	Legal Due Diligence	Corporate docs, IP assignments, regulatory licenses, draft RPA
Stage 5	Financial Deep Dive	Full P&L history, cash flow statements, unit economics breakdown
Stage 6	Negotiation & Close	RPA execution, 20% net profit share formalized, capital transfer

## Next Steps for Investors

Step	Action	Contact
1	Express interest and request NDA package	info@verum.im
2	Execute mutual NDA	Legal teams exchange documents
3	Receive confidential data room access	Actual metrics, revenue, audit reports
4	Schedule management meeting	Q&A with founders and legal team
5	Submit term sheet or LOI	Formal offer with proposed revenue-share %
6	Close and fund	RPA execution and capital transfer

**Contact us to begin the process: [info@verum.im](mailto:info@verum.im)**

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#### NOTICE

*This document is a public overview of the Verum Messenger investment opportunity. Detailed financial data, user metrics, audit reports, and legal documentation are available exclusively to qualified investors following initial negotiations and execution of a mutual NDA. Financial projections contained herein are illustrative only and do not constitute a guarantee of future performance.*