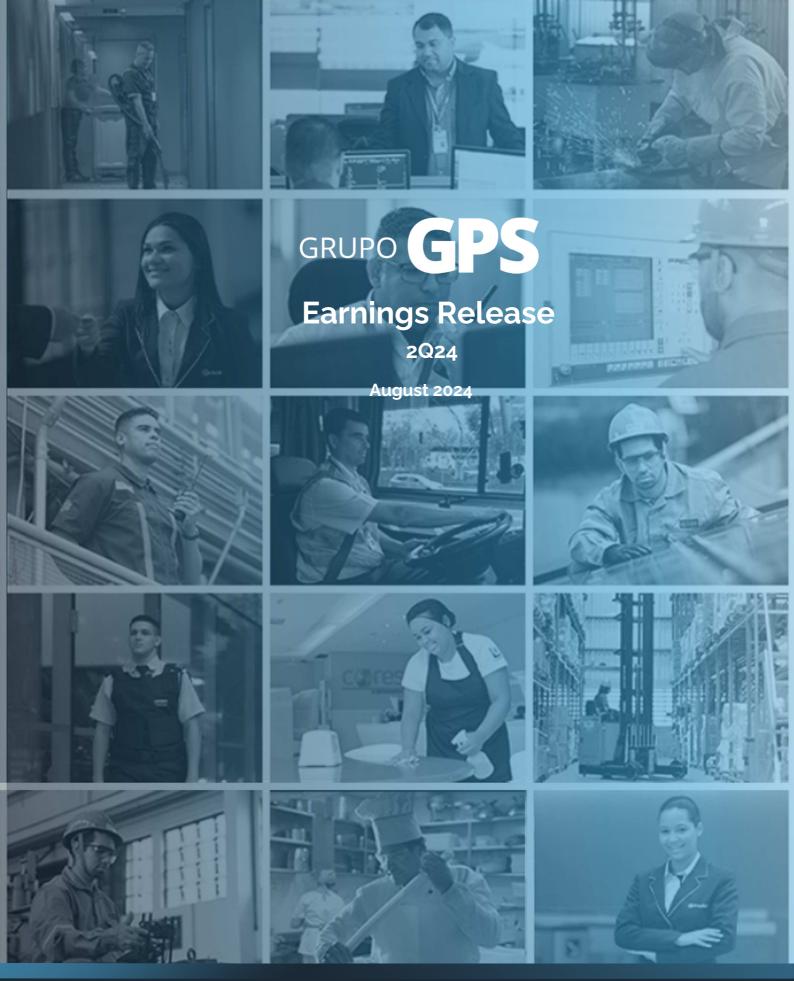
## Parent company and consolidated interim accounting information as at June 30, 2024

(A free translation of the original report in Portuguese, as filed with the Brazilian Securities Commission (CVM), prepared in accordance with the Technical Pronouncement CPC 21 (R1) - Interim Financial Reporting and the international standard IAS 34 - Interim Financial Reporting, as issued by the International Accounting Standards Board - IASB)



# Content

Management Report	3
Independent auditor's report on review of quarterly information (2Q24)	19
Statements of financial position	21
Statements of profit or loss	22
Statements of comprehensive income	23
Statements of changes in equity	24
Statements of cash flows - Indirect method	25
Statements of value added	26
Notes to parent company and consolidated financial statements	27
Director's statement	100



Results Check

Tuesday, August 13 In Portuguese and English: 10:00 am (BRT) 09:00 am (NYT)

#### Presenters

Marcelo Hampshire - **Executive VP** *M&A, IT & Corporate*Marita Bernhoeft - **Investor Relations Officer** 

São Paulo, August 12, 2024 - GPS Participações e Empreendimentos S.A. ("Company"), together with its subsidiaries ("GPS Group"), announce their results for the second quarter of 2024.

## **About GPS Group**

The GPS Group is a leader in the outsourced services sector – facilities, security, indoor logistics, utilities engineering, industrial services, food, temporary labor, field marketing, and infrastructure services.

We operate throughout Brazil with a comprehensive portfolio of solutions, serving 4,556\* Customers and having more than 156\* thousand direct employees.

With more than 60 years of experience, we continue a constant and robust growth process supported by an agile business model and solid business management principles.

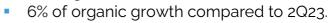
Our growth strategy combines the organic vertical, focused on developing new Customers and expanding services and solutions within the current Customer base, with the inorganic vertical, through the acquisition and integration of companies that favor gains in scale and greater penetration into regions or services that converge with our business management model.

## 1. 2Q24 Highlights











- R\$ 350 million in 2Q24;
- 16% higher than 2Q23;
- 10.0% adjusted EBITDA margin in 2Q24.



- R\$ 166 million in 2Q24;
- 11% higher than 2Q23;
- 4.8% adjusted net margin in 2Q24.

<sup>\*</sup>The numbers of employees, Customers, and contract managers do not consider Trademark and GRSA (an estimated 27,000 employees and 450 Customers).

The second quarter of the year was highlighted by the closing of the acquisition of 100% of the quotes of GR Serviços e Alimentação Ltda., Foodbuy Alimentos Sociedade Unipessoal Ltda., GR Manutenção e Facilities Sociedade Unipessoal Ltda., Clean Mall Serviços Ltda. and GRSA Serviços Ltda. (jointly called "GRSA"), which reported gross revenue of R\$3.3 billion in the 12-month period ended on September 30, 2023.

This acquisition is the largest among the 53 already carried out by GPS Group and an important step towards our growth in the food solutions segment.

The GRSA results were incorporated in June and for better understanding and analysis, we present the consolidated GRSA numbers for the month of June.

The systems integration process already started, and the plan is to conclude by December this year.

During this quarter, we completed the systems integration of Lyon, Control, Marfood, Invictus, and Trademark in July 2024.

The pace of organic growth, through gaining new contracts and new Customers, was partially affected by the residual loss of contracts from the 2022 cohort, in contrast to the margin improvement of these acquisitions.

We continue with our commercial discipline to accelerate organic growth for the year, typically concentrated in the second half.

## 2. Operational capacity, service portfolio, and Customers

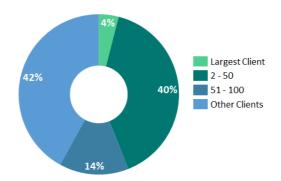
We are a team of more than 156\* thousand direct employees, serving 4.556\* Customers throughout the national territory. Our 559\* contract managers are focused on delivering services and improving relationships with our Customers, aiming to ensure a high level of satisfaction. This commitment is reflected in our 75% NPS\* index, calculated until June 30, 2024, and it is important to highlight that this survey is updated every six months.



<sup>\*</sup> The numbers of employees, Customers, and contract managers do not consider Trademark and GRSA (an estimated 27,000 employees and 450 Customers).

Our Customer base remains quite diversified and has a low level of revenue concentration.

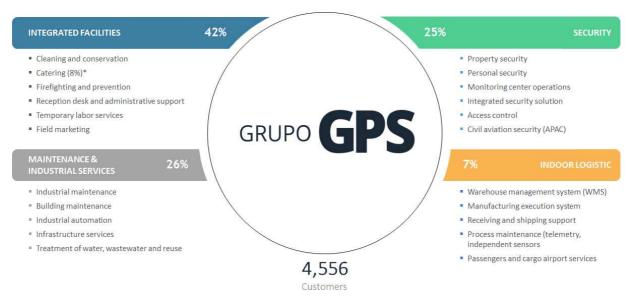
### Net revenue concentration by # of Customers (1H24)



We have increasingly evolved towards a "one-stop shop" concept in services, aligned with our strategy of building lasting and consistent Customer relationships.

By offering the Customer several solutions, we deepen our commercial and operational relationship and create varied growth opportunities within our Customer portfolio.

## Net revenue distribution by line of solution (1H24)

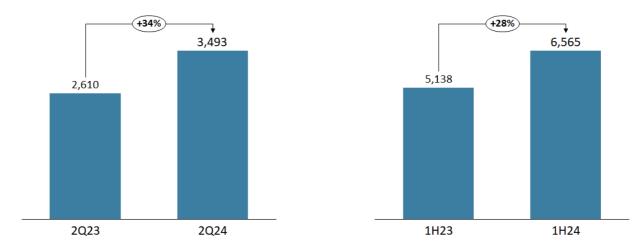


\*Only considers GRSA's revenue for the month of June.

## 3. Net revenue

- Net revenue in 2Q24 of R\$ 3,493 million, 34% higher than the revenue for 2Q23;
- Net revenue in 1H24 of R\$ 6,565 million, 28% higher than the revenue for 1H23.

The charts below show the evolution of the quarterly and half-yearly net revenue. Values are represented in millions of reais.



The table below shows the quarterly half-yearly evolution of net revenue, broken down by organic and inorganic revenue. Values are represented in millions of reais.

Net revenue R\$ mi	Companies	2Q24 (a)	2Q23 (b)	△ (a) / (b) - 1	1H24 (c)	1H24 (d)	△ (c) / (d) - 1
Organic*	Grupo GPS	2,698	2,538	6%	5,339	5,022	6%
M&A (2023)	Engie/Compart/Campseg/TLSV/Trademark	288	72	300%	578	116	400%
M&A (2024)	Control/Invictus/Lyon/Marfood/GRSA	508	0	-	648	0	-
Total net revenue		3,493	2,610	34%	6,565	5,138	28%

<sup>\*</sup> As detailed in Note 33 (c). Organic net revenue includes M&A until 2022.

It is important to mention that the contract adjustments made in the 2022 cohort reduced organic revenue by around 4% in 2Q24 but, in return, allowed an increase in EBITDA margin for this cohort.

The more competitive environment brought challenges of winning new contracts and Customers that could compensate for these losses, and we have already implemented commercial initiatives to boost organic growth.

## 4. Acquisitions program

As previously mentioned, the second quarter was highlighted by the closing of the acquisition of GRSA, whose results are reflected as of June 2024.

Below, we list the acquisitions included in the 2024 M&A program, totaling R\$4,221 million in gross revenue recorded in the 12 months before the signing of the purchase and sale contracts.

Company	Date	Gross revenue LTM (R\$ mi)	Status	Segment	M&A Program
LYON	Signing 10/20 Closing 01/18 Go live 04/0	5/24 241	System's integration concluded	HR management in projects and construction works	2024
CONTROL	Signing 10/27 Closing 01/18 Go live 05/0	8/24 461	System's integration concluded	Electrical network maintenance	2024
MARFOOD	Signing 11/23 Closing 02/0 Go live 06/0	1/24 176	System's integration concluded	Catering and accommodation offshore services	2024
INVICTUS	Signing 10/27 Closing 02/09 Go live 06/07	9/24 43	System's integration concluded	Security	2024
GRSA	- 13 - 113	27/24 11/24 3,300 1/25	System's integration	Catering	2024

<sup>\*</sup> Closing dates will be the basis for defining the year of the M&A Program.

## 5. EBITDA and adjusted EBITDA

The table below presents the composition of the EBITDA calculation, according to CVM Resolution 156/2022, and the adjusted EBITDA ex-IFRS 16 calculations.

EBITDA R\$ mi	2Q24 (a)	2Q23 (b)	△ (a) / (b) - 1	1H24 (c)	1H23 (d)	△ (c) / (d) - 1
Net profit	140	130	8%	280	251	11%
Income tax and social contribution	50	54	-9%	119	118	1%
Net financial income (expenses)	80	67	20%	135	140	-3%
Depreciation of assets	49	26	90%	91	50	82%
Amortization-customers, brands, property and equipment	39	29	32%	83	55	49%
EBITDA (cf. iCVM 527)	358	306	17%	707	614	15%
Provision for non-labor contingencies	3	0	1086%	6	4	51%
Expenses with the acquisition of subsidiaries	3	3	-9%	7	6	17%
Update of indemnity assets and contingent liabilities	56	(1)	-10781%	53	(6)	981%
Earn out write-off / update	(48)	0	-57259%	(46)	2	-2431%
Reconciliation of acquired balances	(1)	(2)	-63%	(5)	(3)	75%
Bargain purchase	0	1	-100%	0	(17)	-100%
Reconciliation of balances to be received	0	(0)	-100%	0	1	-100%
Adjusted EBITDA	370	308	20%	723	602	20%
Adjusted EBITDA / net revenue	10.6%	11.8%	-1.2pp	11.0%	11.7%	-0.7pp
Payment of leases	(20)	(7)	191%	(40)	(13)	206%
Adjusted EBITDA ex IFRS 16	350	301	16%	683	589	16%
Adjusted EBITDA ex IFRS 16/ net revenue	10.0%	11.5%	-1.5pp	10.4%	11.5%	-1.1pp

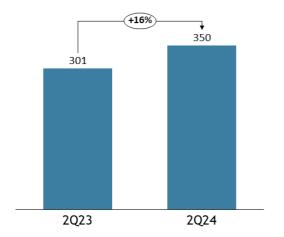
- Adjusted EBITDA ex-IFRS16 of R\$350 million in 2Q24, 16% higher than the result of 2Q23;
- Adjusted EBITDA ex-IFRS16 margin in 2Q24 of 10.0%, a reduction of 1.5 p.p. compared to 2Q23;
- Adjusted EBITDA ex-IFRS16 of R\$ 683 million in 1H24, 16% higher than the result of 1H23;
- Adjusted EBITDA ex-IFRS16 margin of 10.4% in 1H24, 1.1p.p. lower than 1H23;

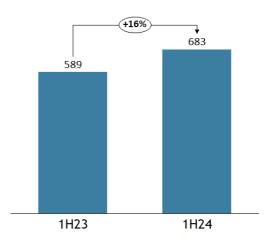
Considering that GRSA began to have its results consolidated on June 1<sup>st</sup>, and it is a relevant operation, we present GRSA's EBITDA for this period below, which affected GPS Group consolidated results.

EBITDA GRSA R\$ mi	jun/24
Net Revenue	290,376
Costs and Expenses (ex D&A)	(274,042)
EBITDA	16,334
EBITDA / Net Revenue	5.6%

The decrease in the adjusted EBITDA margin ex-IFRS16 was motivated by the high volume of revenue recorded in newly integrated companies, with emphasis on GRSA, as shown above, and by the increase in labor claims expenses due to the closure of a high volume of lawsuits in the execution phase, with the vast majority of such lawsuits coming from acquired companies.

The charts below show the evolution of quarterly and half-yearly adjusted EBITDA ex-IFRS16. Values are represented in millions of reais.





Adjusted EBITDA ex-IFRS16 considers only the following types of events:

- Events with non-operating characteristics, such as the reversal of civil and tax contingencies from previous periods and provisions for tax risks;
- Events related to the acquisition of subsidiaries, including amounts spent on legal and financial procedures and losses incurred that are subject to indemnification by the sellers of the acquired companies;
- Other revenues or expenses not related to the operation;
- Exclusion of the effect of IFRS16, a practice that we started to adopt in January 2024.

## 6. Net profit and adjusted net profit\*

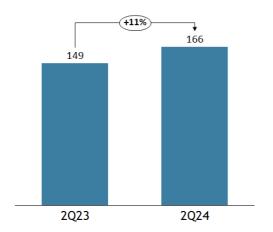
Adjusted net profit * R\$ mi	2Q24 (a)	2Q23 (b)	△ (a) / (b) - 1	1H24 (c)	1H23 (d)	△ (c) / (d) - 1
Net profit	140	130	8%	280	251	11%
Amortization-customer portfolio, brands and non-competition agreement**	26	19	32%	55	37	49%
Adjusted net profit	166	149	11%	334	288	16%
Adjusted net profit / net revenue	4.8%	5.7%	-0.9pp	5.1%	5.6%	-0.5pp

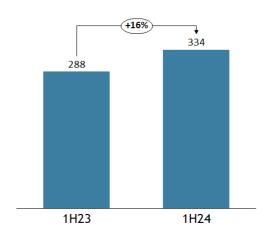
<sup>\*</sup> Adjusted net profit is not the basis for the distribution of dividends

<sup>&</sup>quot;Net of tax effect IR/CSLL (34%)

- Adjusted net profit in 2Q24 of R\$ 166 million, 11% higher than the adjusted net profit for 2Q23;
- Adjusted net margin in 2Q24 of 4.8%, 0.9 p.p. lower than 2Q23, affected by the increase in labor claims expenses, the partial incorporation of the GRSA result (as already detailed in item 5), and the monetary update relative to 1Q24 of the System S provision, which was recorded in this quarter and generated a "duplicated effect" in the result;
- Adjusted net profit in 1H24 of R\$ 334 million, 16% higher than the adjusted net profit for 1H23;
- Adjusted net margin in 1H24 of 5.1%, 0.5 p.p. lower than the margin in 1H23, due to the effects listed above.

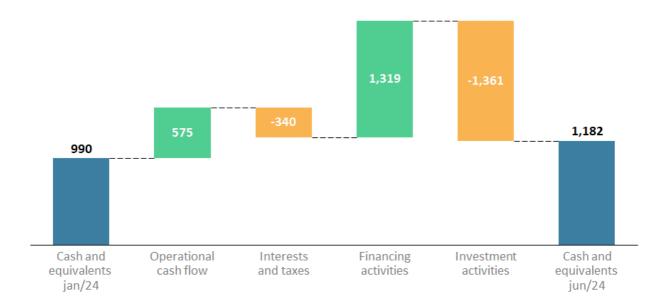
The charts below show the quarterly and half-yearly adjusted net profit evolution. Values are in millions of reais.





## 7. Cash flow

The chart below shows the accounting cash flow statement. Values are in millions of reais.



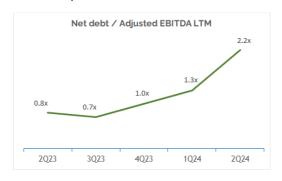
- Cash generation from operating activities in 1H24 in the amount of R\$575 million, representing 84% of adjusted EBITDA, 17 p.p., below 1H23. This result was negatively affected by the R\$243 million increase in trade receivables. In addition to the increase in the average term due to the acquisitions, trade receivables were impacted by the fact that the last two days of the semester were not business days, so a high volume of revenue, typically concentrated on these days, was received only in the first days of July;
- Payment of interest and income tax in the total amount of R\$340 million,
   21% higher than the amount paid in 1H23;
- Positive net cash from financing activities of R\$1,319 million, essentially resulting from the raising of loans and debentures in the amount of R\$3,150 million, revenue from derivative financial instruments in the amount of R\$46 million, and the inflow of R\$49 million referring to the payment of capital for the issuance of shares under the 2024 stock option program. In return, there was the amortization of loans and debentures in the amount of R\$1,541 million, payment of dividends in the amount of R\$225 million, payment of R\$92 million related to the exercise of purchase options, and additional portion of acquisitions, payment of leases in the amount of R\$40 million and expenses incurred with the issuance of debentures in the amount of R\$19 million.
- Negative investment activity flow of R\$1,361 million, resulting from the payment for the acquisition of subsidiaries in the amount of R\$1,329 million, net expenses with the purchase of operational fixed assets in the amount of R\$76 million, negative net value of R\$ 5 million resulting from

the concessions and receipts of loan contracts and, in the opposite direction, the redemption of financial investments in the amount of R\$51 million.

## 8. Leverage

Leverage R\$ mi	2Q24 (a)	1Q24 (b)	4Q23 (c)	3Q23 (d)	2Q23 (e)	△ (a) / (e) - 1
Cash	2,396	1,965	2,241	2,587	2,582	-7%
Cash and cash equivalents	1,182	1,073	990	944	928	27%
Financial investments	1.214	892	1,251	1,643	1,654	-27%
Gross Debt	5,275	3,572	3,482	3,471	3,532	49%
Loans	557	390	437	475	515	8%
Debentures	4,194	2,526	2,594	2,631	2,656	58%
Acquisition of subsidiaries	434	588	393	306	299	45%
Tax payable through installments	89	67	59	59	63	43%
Net debt	(2,879)	(1,607)	(1,241)	(884)	(950)	203%
Adjusted EBITDA LTM	1,351	1,288	1,230	1,204	1,176	15%
Adjusted EBITDA LTM ex-IFRS16	1,311	1,269	1,222	1,198	1,169	12%
Net debt / adjusted EBITDA LTM	2,1	1.2	1.0	0.7	0.8	164%
Net debt / adjusted EBITDA LTM ex-IFRS16	2,2	1.3	1.0	0.7	0.8	170%

- We ended 2Q24 with a leverage ratio of 2.2x adjusted EBITDA ex-IFRS16,
   0.9 p.p. higher than 1Q24, and 1.4 p.p. higher than 2Q23 due to the investment made in acquisitions, especially the acquisition of GRSA;
- If we consider GRSA's June EBITDA pro forma for 12 months, the leverage would be 1.9X adjusted EBITDA ex-IFRS16.
- Below, we show the evolution of the GPS Group's leverage ratio and debt profile, which remains stable with a total portfolio duration of 41 months in 1H24.





## 9. Final considerations

The results achieved in 2Q24 reinforce our conviction that the Company's management model, based on decentralization, planned delegation, focus on generating results and the exercise of meritocracy, is the most relevant factor for the success of our growth strategy. It is through our competence in retaining and engaging people with an entrepreneurial spirit that we will expand our ability to build long-term relationships with Customers and the sustainability of our results.

We work to improve our short, medium and long-term motivation and retention tools and provide our team with an increasingly efficient and productive business environment.

We believe that the remaining quarters of 2024 will be challenging, mainly due to the integration of GRSA's operations and the challenges related to delivering organic growth.

We remain prepared to move towards growth, combining the efforts of commercial teams and ensuring balanced management of the risks involved in our business environment.

#### Legal considerations

Financial information is presented in millions of Reais, unless otherwise indicated. The GPS Group's individual and consolidated interim accounting information were prepared in accordance with CPC 21(R1) - Intermediate Statement and IAS 34 - Interim Financial Reporting, issued by the International Accounting Standard Board - IASB and presented in a manner consistent with the standards issued by the Securities and Exchange Commission, applicable to the preparation of Quarterly Information - ITR.

This report may include statements about future events that are subject to risks and uncertainties. Such statements are based on beliefs and assumptions of the Management of the GPS Group taken within the best knowledge and information to which the GPS Group currently has access. Forward-looking statements and information are not guarantees of performance. They involve risks, uncertainties and assumptions because they refer to future events, therefore depending on circumstances that may or may not occur.

This report may include non-accounting metrics, which will be indicated where relevant. Management considers such metrics relevant to understanding the business, but they did not necessarily undergo the same criteria for preparing the financial statements. Non-accounting data were not subject to audit by GPS Group's independent auditors.

## 10. Attachments

Balance Sheet	Consolidated		
Assets - R\$ million	Note	06/30/2024	12/31/2023
Current			
Cash and cash equivalents	8	1,182	990
Financial investments	9	1,215	1,267
Trade receivables	10	3,684	2,458
Loans receivable	14.3	5	5
Inventories	11	101	12
Recoverable income tax and social contribution	12	215	235
Recoverable taxes	13	452	343
Other assets	15	228	165
Total current assets	_	7,082	5,476
Non-current			
Long-term receivables			
Financial investments	9	0	-
Derivative financial instruments	32 (c)	10	-
Trade receivables	10	111	101
Loans receivable	14.3	27	21
Judicial deposits	28 (c)	438	186
Recoverable income tax and social contribution	12	27	22
Recoverable taxes	13	12	12
Indemnity assets	28 (d)	173	159
Deferred income tax and social contribution	25 (a)	897	580
Total long-term assets	_	1,696	1,081
Investments	16	-	8
Property and equipment	17	689	477
Right-of-use assets	18	292	290
Intangible assets	19	3,831	2,687
Total non-current assets	_	6,508	4,543
Total assets		13,590	10,019

	_	Consolidated		
Liabilities - R\$ million	Note	06/30/2024	12/31/2023	
Current				
Trade payables	20	546	173	
Loans	21	148	169	
Debentures	22	298	309	
Derivative financial instruments	32 (c) 23	12 73	11 63	
Leases payable Payroll and social charges	23	1,563	1,124	
Income tax and social contribution payable	25	1,505	33	
Tax obligations	26	174	122	
Tax installments	27	40	22	
Acquisition of subsidiaries	29	156	151	
Dividends payable	14.5	1	215	
Other liabilities	30_	70	58	
Total current liabilities	_	3,139	2,451	
Non-current				
Loans	21	409	268	
Debentures	22	3,896	2,284	
Derivative financial instruments	32 (c)	0	5	
Leases payable	23	237	239	
Tax installments	27	50	37	
Acquisition of subsidiaries	29	279	242	
Provision for contingencies and sub judice taxes	28 (a)/(b)	2,240	1,492	
Other liabilities	30_	53	14	
Total non-current liabilities	-	7,163	4,580	
Equity				
Share capital	31 (a)	1,928	1,680	
Earnings reserve	31 (d)	1,373	1,307	
Other comprehensive income	24.6	2	6	
Equity valuation adjustments	31 (f)_	(25)	(10)	
Equity attributable to the controlling shareholders	-	3,278	2,982	
Non-controlling interests	-	3,288	2,988	
Total equity	-			
Total liabilities and equity	-	13,590	10,019	

		Consol	
Statements of profit or loss - In thousands of Reais - except earnings per share	Note	From 01/01/2024 to 06/30/2024	From 01/01/2023 to 06/30/2023
Net revenue from services rendered and goods sold Costs of services rendered and goods sold	33 34	6,565 (5,512)	5,138 (4,260)
Gross profit		1,053	878
General and administrative expenses	34	(503)	(321)
Provision for expected losses on services billed and to be billed Other operating revenues	34 34	(60) 63	(58) 36
Other operating expenses	34	(19)	(26)
Income before net income (expenses) financial, equity-accounted investees and taxes		534	509
Financial revenues Financial expenses	35 35	234 (370)	210 (350)
Net financial income (expenses)		(135)	(140)
Profit before income tax and social contribution		399	369
Current income tax and social contribution	25(c)	(163)	(153)
Deferred income tax and social contribution	25(c)	44	35
Net profit for the period	:	280	251
Profit attributable to: Controlling shareholders		276	250
Non-controlling shareholders	-	4	1
Basic and diluted earnings per share attributable to controlling shareholders that	36	0.41	0.37
hold ordinary shares			
noid ordinary snares		Conso	lidated
Statements of profit or loss - In thousands of Reais - except earnings per share	Note	Conso From 04/01/2024 to 06/30/2024	
	Note 33 34	From 04/01/2024	From 04/01/2023 to 06/30/2023 2,610
Statements of profit or loss - In thousands of Reais - except earnings per share  Net revenue from services rendered and goods sold	33	From 04/01/2024 to 06/30/2024 3,493	From 04/01/2023 to 06/30/2023 2,610 (2,157)
Statements of profit or loss - In thousands of Reais - except earnings per share  Net revenue from services rendered and goods sold  Costs of services rendered and goods sold	33	From 04/01/2024 to 06/30/2024 3,493 (2,949) 544 (292)	From 04/01/2023 to 06/30/2023 2,610 (2,157) 453 (170)
Statements of profit or loss - In thousands of Reais - except earnings per share  Net revenue from services rendered and goods sold Costs of services rendered and goods sold  Gross profit  General and administrative expenses Provision for expected losses on services billed and to be billed	33 34 34 34	From 04/01/2024 to 06/30/2024 3,493 (2,949) <b>544</b> (292) (29)	From 04/01/2023 to 06/30/2023 2,610 (2,157) 453 (170) (31)
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Statements of profit or loss - In thousands of Reais - except earnings per share  Net revenue from services rendered and goods sold Costs of services rendered and goods sold  Gross profit  General and administrative expenses Provision for expected losses on services billed and to be billed Other operating revenues	33 34 34 34 34	From 04/01/2024 to 06/30/2024 3,493 (2,949) <b>544</b> (292) (29) 55	From 04/01/2023 to 06/30/2023 2,610 (2,157) 453 (170) (31) 4
Statements of profit or loss - In thousands of Reais - except earnings per share  Net revenue from services rendered and goods sold Costs of services rendered and goods sold  Gross profit  General and administrative expenses Provision for expected losses on services billed and to be billed Other operating revenues Other operating expenses Income before net income (expenses) financial, equity-accounted investees and	33 34 34 34 34	From 04/01/2024 to 06/30/2024 3,493 (2,949) 544 (292) (29) 55 (8) 270	From 04/01/2023 to 06/30/2023 2,610 (2,157) 453 (170) (31) 4 (6)
Statements of profit or loss - In thousands of Reais - except earnings per share  Net revenue from services rendered and goods sold Costs of services rendered and goods sold  Gross profit  General and administrative expenses Provision for expected losses on services billed and to be billed Other operating revenues Other operating expenses  Income before net income (expenses) financial, equity-accounted investees and taxes Financial revenues	33 34 34 34 34 34	From 04/01/2024 to 06/30/2024 3,493 (2,949) 544 (292) (29) 55 (8) 270	From 04/01/2023 to 06/30/2023 2,610 (2,157) 453 (170) (31) 4 (6) 251 113 (180)
Statements of profit or loss - In thousands of Reais - except earnings per share  Net revenue from services rendered and goods sold Costs of services rendered and goods sold  Gross profit  General and administrative expenses Provision for expected losses on services billed and to be billed Other operating revenues Other operating expenses  Income before net income (expenses) financial, equity-accounted investees and taxes  Financial revenues Financial expenses	33 34 34 34 34 34	From 04/01/2024 to 06/30/2024 3,493 (2,949) 544 (292) (29) 55 (8) 270 167 (246)	From 04/01/2023 to 06/30/2023 2,610 (2,157) 453 (170) (31) 4 (6) 251 113 (180)
Statements of profit or loss - In thousands of Reais - except earnings per share  Net revenue from services rendered and goods sold Costs of services rendered and goods sold  Gross profit  General and administrative expenses Provision for expected losses on services billed and to be billed Other operating revenues Other operating expenses  Income before net income (expenses) financial, equity-accounted investees and taxes  Financial revenues Financial income (expenses)  Net financial income (expenses)  Profit before income tax and social contribution	33 34 34 34 34 35 35	From 04/01/2024 to 06/30/2024 3,493 (2,949) 544 (292) (29) 55 (8) 270 167 (246) (80)	From 04/01/2023 to 06/30/2023 2,610 (2,157) 453 (170) (31) 4 (6) 251 113 (180) (67)
Statements of profit or loss - In thousands of Reais - except earnings per share  Net revenue from services rendered and goods sold Costs of services rendered and goods sold  Gross profit  General and administrative expenses Provision for expected losses on services billed and to be billed Other operating revenues Other operating expenses  Income before net income (expenses) financial, equity-accounted investees and taxes  Financial revenues Financial expenses  Net financial income (expenses)	33 34 34 34 34 34	From 04/01/2024 to 06/30/2024 3,493 (2,949) 544 (292) (29) 55 (8) 270 167 (246)	From 04/01/2023 to 06/30/2023 2,610 (2,157) 453 (170) (31) 4 (6) 251 113 (180)
Statements of profit or loss - In thousands of Reais - except earnings per share  Net revenue from services rendered and goods sold Costs of services rendered and goods sold  Gross profit  General and administrative expenses Provision for expected losses on services billed and to be billed Other operating revenues Other operating expenses  Income before net income (expenses) financial, equity-accounted investees and taxes  Financial revenues Financial expenses  Net financial income (expenses)  Profit before income tax and social contribution  Current income tax and social contribution	33 34 34 34 34 35 35 35	From 04/01/2024 to 06/30/2024 3,493 (2,949) 544 (292) (29) 55 (8) 270 167 (246) (80) 190	2,610 (2,157)  453 (170) (31) 4 (6)  251 113 (180) (67) 184
Net revenue from services rendered and goods sold Costs of services rendered and goods sold Gross profit  General and administrative expenses Provision for expected losses on services billed and to be billed Other operating revenues Other operating expenses Income before net income (expenses) financial, equity-accounted investees and taxes Financial revenues Financial revenues Financial income (expenses) Profit before income tax and social contribution Current income tax and social contribution Deferred income tax and social contribution Net profit for the period  Profit attributable to: Controlling shareholders	33 34 34 34 34 35 35 35	From 04/01/2024 to 06/30/2024  3,493 (2,949)  544  (292) (29) 55 (8)  270 167 (246) (80) 190 (97) 48 140	From 04/01/2023 to 06/30/2023 2,610 (2,157) 453 (170) (31) 4 (6) 251 113 (180) (67) 184 (90) 35
Statements of profit or loss - In thousands of Reais - except earnings per share  Net revenue from services rendered and goods sold Costs of services rendered and goods sold  Gross profit  General and administrative expenses Provision for expected losses on services billed and to be billed Other operating revenues Other operating expenses  Income before net income (expenses) financial, equity-accounted investees and taxes  Financial revenues Financial expenses  Net financial income (expenses)  Profit before income tax and social contribution  Current income tax and social contribution Deferred income tax and social contribution  Net profit for the period  Profit attributable to:	33 34 34 34 34 35 35 35	From 04/01/2024 to 06/30/2024  3,493 (2,949)  544 (292) (29) 55 (8)  270 167 (246) (80) 190 (97) 48	From 04/01/2023 to 06/30/2023 2,610 (2,157) 453 (170) (31) 4 (6) 251 113 (180) (67) 184 (90) 35

Consolidated

		Conso	idated
Cash Flows - R\$ million	Note	From 01/01/2024 to 06/30/2024	From 01/01/2023 to 06/30/2023
Cash flows from operating activities			
Net profit for the fiscal year		280	251
Adjustments for:			
ncome from disposal of property and equipment		(4)	(5)
Constitution of provision for expected loss of billed services	34	6	16
Constitution of provision for expected loss of services to be billed	34	54	41
Depreciation of property and equipment	17(c)	56	37
Amortization of intangible assets	19(c)	1	0
Right-of-use assets amortization	18(a)	33	12
Surplus value amortization - customer portfolio, brands and non-compete agreement	19(c)	62	49
Surplus value amortization - property and equipment	17(c)	21	7
Provision for sub judice taxes	28(b)	2	1
Income on advantageous purchase	3.1	-	(17)
Income tax and social contribution	25(c)	119	118
Constitution of provision for tax, civil anda labor risks	28(a)	81	94
Reversal of provision for tax, civil and labor risks	28(a)	(72)	(88)
Monetary update of System "S"	28(a)	17	33
Update of indemnity assets and contingent liabilities	34	53	(6)
Update of contingent installment - acquisition debt	29(a)	5	5
Write-off of contingent installment - acquisition debt	29(a)	(51)	(3)
Offsetting acquisition debt	29(a)	(5)	=
Income of derivative financial instruments	35	(66)	17
Monetary update of Selic's indebt	12	(1)	(1)
Monetary update of judicial deposits	28(c)	(3)	(10)
Monetary update of loans to be receivable - mutual agreements	14.3	(1)	(1)
Adjustment of balance to be receivable from loans - mutual agreements	14.3	-	1
Exchange rate variation, interest and charges on loans	21(b)	125	26
Interest and charges on debentures Financial charges on installments	22(c) 27	155 2	195 4
Financial charges on Installments Financial charges on lease	23(c)	9	2
Monetary update on sub judice taxes	28(b)	19	22
Monetary update of acquisition of subsidiaries	29(a)	12	8
Settlement of cost incurred with issuance of debentures	22(c)	4	2
Changes in:		913	811
Trade receivables		(376)	(132)
Recoverable income tax and social contribution		(73)	(96)
Recoverable taxes		(71)	(41)
Judicial deposits		4	(3)
Indemnity assets			(0)
Trade payables		9	(50)
Payroll and social charges		218	201
Other tax obligations		18	(33)
Changes in other assets and liabilities		(66)	(61)
Cash (used in) from operating activities		575	596
nterest paid on loans	21/b)		
Interest paid on loans	21(b) 22(c)	(133)	(45)
Interest paid on dependires	22(C) 27	(163)	(153)
Income tax and social contribution paid	21	(4)	(1)
•		(40)	(82)
Net cash (used in) from operating activities		235	315
Cash flows from investment activities Financial investments			440
	14.3	51	140
Receipt from loans - mutual agreements Granting of loans - mutual agreements	14.3	6	7
Oraniung or ioans - Mutual agreements	14.5	(11)	(1)

Recoverable taxes		(71)	(41)
Judicial deposits		4	(3)
Indemnity assets		-	(0)
Trade payables		9	(50)
Payroll and social charges		218	201
Other tax obligations		18	(33)
Changes in other assets and liabilities		(66)	(61)
Cash (used in) from operating activities		575	596
Interest paid on loans	21(b)	(133)	(45)
Interest paid on debentures	22(c)	(163)	(153)
Interes paid on installments	27	(4)	(1)
Income tax and social contribution paid		(40)	(82)
Net cash (used in) from operating activities		235	315
Cash flows from investment activities			
Financial investments		51	140
Receipt from loans - mutual agreements	14.3	6	7
Granting of loans - mutual agreements	14.3	(11)	(1)
Receipt from the sale of property and equipment		7	8
Acquisition of property and equipment	17(b)	(83)	(69)
Acquisition of intangible assets	19(b)	(3)	-
Acquisition of not consolidated subsidiaries	16(ii)	-	(7)
Acquisition of subsidiaries, net of cash obtained in the acquisition	3	(1,329)	5
Net cash (used in) from investment activities		(1,361)	83
Cash flows from financing activities			
Capital increase through the issuance of shares	31(b)	49	31
Payment of tax installments	27	(9)	(10)
Payment of leases	31(c)	(40)	(13)
Dividends paid (shareholders and sellers of acquisition)	14.5	(225)	(175)
Derivative financial instruments	32(c)	46	(4)
Loans raising	21(b)	1,400	-
Debentures raising	22(c)	1,750	
Debentures amortization	22(c)	(125)	(50)
Debentures issuance transaction costs	22(c)	(19)	-
Loans amortization	21(b)	(1,416)	(105)
Exercise of call option and additional acquisition installment	29(a)	(92)	(33)
Net cash from financing activities		1,318	(359)
Net increase in cash and cash equivalents		192	39
Cash and cash equivalents as at January 1		990	889
Cash and cash equivalents as at June 30		1,182	928
17			

# GRUPO GPS

#### https://ri.gpssa.com.br

ri@gpssa.com.br

Maria Elsa Alba Bernhoeft Investor Relations Officer

Marcelo Madi Andrada Investor Relations Manager





KPMG Auditores Independentes Ltda.

Rua Verbo Divino, 1400 - Chácara Santo Antônio

CEP 04719-911, São Paulo – SP

Caixa Postal 79518 - CEP 04707-970 - São Paulo/SP - Brasil

Telefone +55 (11) 3940-1500

kpmg.com.br

## Report on Review of Quarterly Information

(A free translation of the original report in Portuguese, as filled with the Brazilian Securities Commission (CVM), prepared in accordance with the Technical Pronouncement CPC 21 (R1) - Interim Financial Reporting and the international standard IAS 34 - Interim Financial Reporting, as issued by the International Accounting Standards Board - IASB)

To the Board of Directors and Shareholders of **GPS Participações e Empreendimentos S.A.** São Paulo - SP

#### Introduction

We have reviewed the individual and consolidated interim financial information of GPS Participações e Empreendimentos S.A. ("the Company"), included in the Quarterly Information Form (ITR) for the quarter ended June 30, 2024, comprising the statement of financial position as at June 30, 2024 and the respective statements of profit or loss, comprehensive income, for the three and six-month period then ended, and changes in equity and cash flows for the six-month period then ended, including the explanatory notes.

Management is responsible for the preparation of the parent company and consolidated interim financial information in accordance with the Technical Pronouncement CPC 21 (R1) - Interim Financial Reporting and the international standard IAS 34 - Interim Financial Reporting, as issued by the International Accounting Standards Board - IASB, such as for the presentation of this information in accordance with the standards issued by the Brazilian Securities Commission (CVM), applicable to the preparation of Quarterly Information (ITR). Our responsibility is to express a conclusion on this interim financial information based on our review.

#### Review scope

We conducted our review in accordance with the Brazilian and International standards on reviews of interim financial information (NBC TR 2410 - Review of Interim Financial Information Performed by the Independent Auditor of the Entity and ISRE 2410 - Review of Interim Financial Information Performed by the Independent Auditor of the Entity, respectively). A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the auditing standards and, consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



Conclusion on the parent company and consolidated interim financial information Based on our review, nothing has come to our attention that causes us to believe that the accompanying parent company and consolidated interim financial information included in the Quarterly Information (ITR) referred to above has not been prepared, in all material respects, in accordance with CPC 21 (R1) and IAS 34, applicable to the preparation of Quarterly Information (ITR), and presented in accordance with the standards issued by the Brazilian Securities Commission (CVM).

#### Other matters - Statements of value added

The quarterly information referred to above includes the parent company and consolidated statements of value added (DVA) for the six-month period ended at June 30, 2024, prepared under responsibility of Company's management, and presented as supplementary information for IAS 34 purposes. These statements were submitted to review procedures carried out together with the review of the Company's interim financial information to conclude that they are reconciled with interim financial information and accounting records, as applicable, and its form and content are in accordance with the criteria defined in CPC 09 Technical Pronouncement - Statement of Value Added. Based on our review, nothing has come to our attention that causes us to believe that those statements were not prepared, in all material respects, in accordance with the criteria set forth in this Standards and consistently with respect to the parent company and consolidated interim financial information taken as a whole.

São Paulo, August 12, 2024

KPMG Auditores Independentes Ltda. CRC 2SP014428/O-6 (Original report in Portuguese signed by)

Marcos A. Boscolo Accountant CRC 1SP198789/O-0

GPS Participações e Empreendimentos S.A.

#### Statements of financial position as at June 30, 2024 and December 31, 2023

(In thousands of Reais)

		Parent Co	mpany	Consolie	lated			Parent Co	mpany	Consoli	dated
Assets	Note	06/30/2024	12/31/2023	06/30/2024	12/31/2023	Liabilities	Note	06/30/2024	12/31/2023	06/30/2024	12/31/2023
Current						Current					
Cash and cash equivalents	8	53	47	1,182,084	989,728	Trade payables	20	36	-	545,815	173,197
Financial investments	9	-	-	1,215,486	1,266,682	Loans	21	-	-	148,430	169,079
Trade receivables	10	-	-	3,684,073	2,458,492	Debentures	22	-	-	297,929	309,447
Dividends receivable	14.4	-	214,936	-	-	Derivative financial instruments	32 (c)	-	-	11,916	10,764
Loans receivable	14.3	1,151	1,734	4,943	4,814	Leases payable	23	_	_	72,572	63,316
Inventories	11		· ·	100,816	12,253	Payroll and social charges	24	_	_	1,563,107	1,124,275
Recoverable income tax and social contribution	12	_	_	214,744	235,446	Income tax and social contribution payable	25	27	8	58,567	32,796
Recoverable taxes	13	_	_	452,395	343,391	Tax obligations	26	2	3	174.013	121,689
Other assets	15	10	29	227,606	164,907	Tax installments	27	_	_	39,713	21,882
	•					Acquisition of subsidiaries	29	_	_	155,791	151,349
Total current assets		1,214	216,746	7,082,147	5,475,713	Loans payable - related parties	14.2	_	374	-	
	•				2,112,122	Dividends payable	14.5	_	215,094	1,114	215,094
						Other liabilities	30			69,818	57,954
						Total current liabilities		65	215,479	3,138,785	2,450,842
Non-current											
Long-term assets						Non-current					
Financial investments	9			8		Loans	21	_	_	408,513	267,663
Derivative financial instruments	32 (c)			10,087		Debentures	22	_	_	3,896,429	2,284,302
Trade receivables	10	_	_	111,386	101,088	Derivative financial instruments	32 (c)	_	_	_	4,824
Loans receivable	14.3	3,380	4,452	27,263	21,379	Leases payable	23	_	_	237,424	239,259
Loans receivable - related parties	14.2	49,597	_	_	_	Tax installments	27	_	_	49,727	36,798
Judicial deposits	28 (c)	_	_	438,340	185,503	Acquisition of subsidiaries	29	_	_	278,536	241,610
Recoverable income tax and social contribution	12	_	_	26,577	21,627	Provision for contingencies and sub judice taxes	28(a)/(b)	_	_	2,239,561	1,491,898
Recoverable taxes	13	_	_	12,291	12,260	Other liabilities	30	_	_	53,231	13,585
Indemnity assets	28 (d)	_	_	173,238	159,076						
Deferred income tax and social contribution	25 (a)	<u>-</u>	<u>-</u>	897,075	580,401	Total non-current liabilities				7,163,421	4,579,939
Total long-term assets		52,977	4,452	1,696,265	1,081,334	Equity					
Total long-term assets	•	32,711	4,452	1,090,203	1,001,004	Share capital	31 (a)	1.928.341	1,679,699	1.928.341	1.679.699
Investments	16	3,224,353	2,976,546	_	8,263	Earnings reserve	31 (a) 31 (d)	1,373,005	1,306,947	1,373,005	1,306,947
Property and equipment	17	3,224,333	2,970,340	688,821	476,734	Other comprehensive income	31 (u)	1,575,005	5,920	1,575,005	5,920
Right-of-use assets	18	-	-	292,123	289.702	Equity valuation adjustments	31 (f)	(24,781)	(10,301)	(24,781)	(10,301)
Intangible assets	19	-	-	3,830,551	2,687,316	Equity variation adjustments	31 (1)	(24,761)	(10,301)	(24,761)	(10,301)
mungible ussets	19			3,030,331	2,087,310	Equity attributable to the controlling shareholders		3,278,479	2,982,265	3,278,479	2,982,265
Total non-current assets	,	3,277,330	2,980,998	6,507,760	4,543,349						
						Non-controlling interests		<del></del> -	<del></del>	9,222	6,016
						Total equity		3,278,479	2,982,265	3,287,701	2,988,281
Total assets	:	3,278,544	3,197,744	13,589,907	10,019,062	Total liabilities and equity		3,278,544	3,197,744	13,589,907	10,019,062

#### Statements of profit or loss

For the six-month periods ended June 30, 2024 and 2023

(In thousands of Reais - except earnings per share)

			Parent Company				Consolidated			
	Note	From 04/01/2024 to 06/30/2024	From 04/01/2023 to 06/30/2023	From 01/01/2024 to 06/30/2024	From 01/01/2023 to 06/30/2023	From 04/01/2024 to 06/30/2024	From 04/01/2023 to 06/30/2023	From 01/01/2024 to 06/30/2024	From 01/01/2023 to 06/30/2023	
Net revenue from services rendered and goods sold Costs of services rendered and goods sold	33 34		-	-	<u>-</u>	3,492,908 (2,948,535)	2,610,027 (2,157,348)	6,564,938 (5,512,152)	5,137,652 (4,259,923)	
Gross profit				<u>-</u>		544,373	452,679	1,052,786	877,729	
General and administrative expenses  Provision for expected losses on services billed and to be billed  Other operating revenues  Other operating expenses	34 34 34 34	(115) - - -	(167) - - 138	(441) - -	(377) - (242)	(292,426) (28,969) 54,923 (8,244)	(169,644) (30,658) 4,072 (5,536)	(502,785) (60,310) 62,619 (18,529)	(321,374) (57,617) 35,941 (25,603)	
Income before net income (expenses) financial, equity-accounted investees and taxes		(115)	(29)	(441)	(619)	269,657	250,913	533,781	509,076	
Financial income Financial expenses	35 35	103 (5)	154 (38)	249 (12)	381 (64)	166,653 (246,491)	113,459 (180,021)	234,430 (369,652)	209,725 (349,841)	
Net financial income (expenses)		98	116	237	317	(79,838)	(66,562)	(135,222)	(140,116)	
Equity equivalence income	16 (a)	138,257	128,693	276,116	249,942					
Profit before income tax and social contribution		138,240	128,780	275,912	249,640	189,819	184,351	398,559	368,960	
Current income tax and social contribution Deferred income tax and social contribution	25 (c) 25 (c)	(26)	(53)	(31)	(53)	(97,080) 47,543	(89,896) 35,407	(162,999) 44,162	(153,375) 35,460	
Net profit for the period		138,214	128,727	275,881	249,587	140,282	129,862	279,722	251,045	
Profit attributable to: Controlling shareholders Non-controlling shareholders		138,214	128,727	275,881	249,587	138,214 2,068	128,727 1,135	275,881 3,841	249,587 1,458	
Basic and diluted earnings per share attributable to controlling shareholders that hold ordinary shares	36			-	_	0.21	0.19	0.41	0.37	

The notes are an integral part of the parent company and consolidated interim financial information.

#### Statements of comprehensive income

For the six-month periods ended June 30, 2024 and 2023

(In thousands of Reais)

		Parent C	ompany			Consoli	dated	
	From 04/01/2024 to 06/30/2024	From 04/01/2023 to 06/30/2023	From 01/01/2024 to 06/30/2024	From 01/01/2023 to 06/30/2023	From 04/01/2024 to 06/30/2024	From 04/01/2023 to 06/30/2023	From 01/01/2024 to 06/30/2024	From 01/01/2023 to 06/30/2023
Net profit for the period Net income on hedge	138,214	128,727	275,881	249,587	140,282 (4,411)	129,862 1,166	279,722 (4,006)	251,045 (2,289)
Comprehensive income for the period	138,214	128,727	275,881	249,587	135,871	131,028	275,716	248,756
Profit attributable to: Controlling shareholders Non-controlling shareholders	138,214	128,727	275,881	249,587	133,803 2,068	129,893 1,135	271,875 3,841	247,298 1,458

#### Statements of changes in equity

For the six-month periods ended June 30, 2024 and 2023

(In thousands of Reais)

				Earnii	ngs reserve						
	Note	Share capital	Legal reserve	Statutory reserve	Costs of transaction	Retained Earnings	Others comprehensive income	Equity valuation adjustments	Controllings equity	Non-controlling interests	Total
As at January 1, 2023		1,648,808	89,598	843,060	(809)		6,461	3,266	2,590,384	1,881	2,592,265
Issuance of ordinare shares		30,891	-	-	-	-	-	-	30,891	-	30,891
Call options update		-	-	-	-	-	-	(4,255)	(4,255)	-	(4,255)
Capital transactions		-	-	(1,139)	-	-	-	-	(1,139)	(541)	(1,680)
Last fiscal year additional dividends		-	-	(51,412)	-	-	-	-	(51,412)	-	(51,412)
Net income on hedge		-	-	-	-	-	(2,289)	-	(2,289)	-	(2,289)
Net profit for the period			_			249,587		_	249,587	1,458	251,045
As at June 30, 2023	:	1,679,699	89,598	790,509	(809)	249,587	4,172	(989)	2,811,767	2,798	2,814,565
As at January 1, 2024		1,679,699	121,723	1,186,033	(809)		5,920	(10,301)	2,982,265	6,016	2,988,281
Issuance of ordinare shares	31 (b)	48,642	_	_	_	_	_	_	48,642	-	48,642
Capitalization of reserves without issuing shares	31 (b)	200,000	_	(200,000)	-	-	-	-	-	_	· -
Call options update	31 (f)	-	_	-	-	-	-	(14,480)	(14,480)	-	(14,480)
Capital transactions	31 (e)	-	_	(9,823)	-	-	-	-	(9,823)	(635)	(10,458)
Net income on hedge	32 (c)	-	-	-	-	-	(4,006)	-	(4,006)	-	(4,006)
Net profit for the period	, ,	-				275,881			275,881	3,841	279,722
As at June 30, 2024		1,928,341	121,723	976,210	(809)	275,881	1,914	(24,781)	3,278,479	9,222	3,287,701

#### Statements of cash flows – Indirect method

For the six-month periods ended June 30, 2024 and 2023

(In thousands of Reais)

		Parent C	Company	Consol	ated	
	Note	From 01/01/2024 to 06/30/2024	From 01/01/2023 to 06/30/2023	From 01/01/2024 to 06/30/2024	From 01/01/2023 to 06/30/2023	
Cash flows from operating activities						
Net profit for the period		275,881	249,587	279,722	251,045	
Adjustments for:						
Equity equivalence income  Income from disposal of property and equipment	16(a)	(276,116)	(249,942)	(3,890)	(4,838)	
Constitution of provision for expected loss of billed services	34	-	-	5,994	16,127	
Constitution of provision for expected loss of services to be billed	34	-	-	54,316	41,490	
Depreciation of property and equipment Amortization of intangible assets	17(c) 19(c)	-	-	56,065 1,233	37,293 334	
Right-of-use assets amortization	18(a)	-	-	33,352	12,056	
Surplus value amortization - customer portfolio, brands and non-compete agreement Surplus value amortization - property and equipment	19(c) 17(c)	-	-	62,071 20,783	48,906 6,574	
Provision for sub judice taxes	28(b)	-	-	1,744	1,240	
Income on advantageous purchase	3.1	- 31	- 53	- 118,837	(16,565) 117,915	
Income tax and social contribution  Constitution of provision for tax, civil anda labor risks	25(c) 28(a)	-	-	80,536	93,651	
Reversal of provision for tax, civil and labor risks	28(a)	-	-	(72,338)	(87,890)	
Monetary update of System "S"  Update (write-offs) of indemnity assets and contingent liabilities	28(a) 34	-	-	17,303 53,191	33,339 (6,037)	
Update of contingent installment - acquisition debt	29(a)	-	-	5,225	4,948	
Write-off of contingent installment - acquisition debt Offsetting acquisition debt	29(a) 29(a)	-	-	(51,177) (4,783)	(2,976)	
Income of derivative financial instruments	35	-	-	(65,500)	16,840	
Monetary update of Selic's indebt	12	-	-	(897)	(1,119)	
Monetary update of judicial deposits  Monetary update of loans to be receivable - mutual agreements	28(c) 14.3	(248)	(378)	(3,499) (1,119)	(9,617) (1,347)	
Adjustment of balance to be receivable from loans - mutual agreements	14.3	-	201	-	972	
Exchange rate variation, interest and charges on loans	21(b)	-	-	124,883 154,868	25,768 194,562	
Interest and charges on debentures Financial charges on installments	22(c) 27	-	1	2,432	4,048	
Financial charges on lease	23(c)	-	-	8,633	1,614	
Monetary update on sub judice taxes  Monetary update of acquisition of subsidiaries	28(b) 29(a)	-	44	19,118 11,881	22,167 7,944	
Settlement of cost incurred with issuance of debentures	22(c)			3,544	2,411	
		(452)	(434)	912,528	810,855	
Changes in:						
Trade receivables		-	- 89	(375,671) (72,606)	(132,404)	
Recoverable income tax and social contribution Recoverable taxes		-	-	(71,196)	(95,631) (41,125)	
Judicial deposits		-	-	3,758	(3,257)	
Indemnity assets Trade payables		36	7	8,936	(374) (49,621)	
Payroll and social charges		-	-	218,210	201,415	
Loans payable with related parties Other tax obligations		(374)	97 (49)	(17,935)	(32,664)	
Changes in other assets and liabilities		(49,579)	14,905	(66,413)	(61,488)	
Cash (used in) from operating activities		(50,370)	14,615	575,841	595,706	
Interest paid on loans	21(b)	-	-	(133,245)	(44,846)	
Interest paid on debentures Interes paid on installments	22(c) 27	-	-	(163,366) (4,184)	(152,597) (1,371)	
Income tax and social contribution paid	21	(11)	(32)	(39,527)	(81,518)	
Net cash (used in) from operating activities		(50,381)	14,583	235,159	315,374	
Cash flows from investment activities Financial investments		_	_	51,188	140,406	
Dividends receivable	14.4	214,936	125,506	-	-	
Receipt from loans - mutual agreements	14.3	1,903	3,211	5,606	7,064	
Granting of loans - mutual agreements  Receipt from the sale of property and equipment	14.3	-	-	(10,500) 6,521	(1,000) 7,581	
Acquisition of property and equipment	17(b)	-	-	(82,954)	(68,528)	
Acquisition of intangible assets Acquisition of not consolidated subsidiaries	19(b) 16(ii)	-	-	(2,503)	(6,829)	
Acquisition of subsidiaries, net of cash obtained in the acquisition	3			(1,328,809)	4,775	
Net cash (used in) from investment activities		216,839	128,717	(1,361,451)	83,469	
Cash flows from financing activities						
Capital increase through the issuance of shares Payment of tax installments	31(b) 27	48,642	30,891 (48)	48,642 (8,932)	30,891 (10,413)	
Payment of leases	31(c)	-	-	(39,970)	(13,061)	
Dividends paid (shareholders and sellers of acquisition)	14.5	(215,094)	(174,124)	(224,587)	(175,118)	
Derivative financial instruments  Loans raising	32(c) 21(b)	-	-	45,671 1,400,000	(4,075)	
Debentures raising	22(c)	-	-	1,750,000	-	
Debentures amortization Debentures issuance transaction costs	22(c) 22(c)	-	-	(125,000) (19,437)	(50,000)	
Loans amortization	22(c) 21(b)	-	-	(1,416,096)	(104,846)	
Exercise of call option and additional acquisition installment	29(a)	-		(91,643)	(33,064)	
Net cash (used in) from financing activities		(166,452)	(143,281)	1,138,648	(359,686)	
Net increase in cash and cash equivalents		6		192,356	39,157	
Cash and cash equivalents as at January 1 Cash and cash equivalents as at June 30		47 53	33 52	989,728 1,182,084	889,159 928,316	

#### Statements of value added

For the six-month periods ended June 30, 2024 and 2023  $\,$ 

(In thousands of Reais)

		Parent C	ompany	Consolidated		
	Note	From 01/01/2024 to 06/30/2024	From 01/01/2023 to 06/30/2023	From 01/01/2024 to 06/30/2024	From 01/01/2023 to 06/30/2023	
Revenues (1)		-	-	7,094,818	5,548,240	
Gross revenue from services rendered and good sold	33			7,092,509	5,569,916	
Other revenues	34	-	-	62,619	35,941	
Provision for expected loss of services billed and to be billed	10	-	-	(60,310)	(57,617)	
Inputs acquired from third parties (2)		(453)	(639)	(1,119,768)	(626,591)	
Costs of goods sold	34	_	_	(211,034)	(85,343)	
Materials, third party services and others		(453)	(639)	(908,735)	(541,248)	
Gross value added $(3) = (1) + (2)$		(453)	(639)	5,975,049	4,921,649	
Depreciation and amortization (4)				(173,504)	(105,163)	
Net value added produced $(5) = (3) + (4)$		(453)	(639)	5,801,545	4,816,486	
Value added received in transfer (6)		276,365	250,323	234,430	209,725	
Equity equivalence income	16 (a)	276,116	249,942			
Financial revenues	35	249	381	234,430	209,725	
Total distributed value added $(7) = (5) + (6)$		275,912	249,684	6,035,975	5,026,211	
Distribution of value added		(275,912)	(249,684)	(6,035,975)	(5,026,211)	
Personnel		-		(4,007,654)	(3,227,845)	
Direct compensation				(3,074,562)	(3,079,060)	
Benefits		-	-	(786,294)	(90,613)	
Social charges		-	-	(146,798)	(58,172)	
Taxes and fees		(31)	(53)	(1,291,697)	(1,086,615)	
Federal		(31)	(53)	(1,014,133)	(868,906)	
State		-	-	(22,043)	(9,407)	
Municipal		=	=	(255,521)	(208,302)	
Remuneration of third parties' capital			(44)	(456,902)	(460,706)	
Interests		-	(44)	(253,402)	(324,032)	
Rentals		-	=	(203,500)	(136,674)	
Equity remuneration		(275,881)	(249,587)	(279,722)	(251,045)	
Retained earnings		(275,881)	(249,587)	(279,722)	(251,045)	



Explanatory notes to the parent company and consolidated interim accounting information as at June 30, 2024.

Balance in thousands of reais, except as otherwise indicated.

### 1 Operating context

GPS Participações e Empreendimentos S.A. ("Parent Company" or "Company") is a holding company as a publicly-held registered in the Novo Mercado segment of B3 S.A. - Brasil, Bolsa, Balcão ("B3"), characterizing it as the highest level of corporate governance in the Brazilian capital market, under the trading code GGPS3, with registered office at 1,215, Miguel Frias e Vasconcelos avenue, in Sao Paulo city, Sao Paulo state.

The consolidated financial statements include the Company and its subsidiaries (collectively referred to as the "Group"). The Group's main activities are: (i) provision of property security services; (ii) provision of hygiene and cleaning services (facilities); (iii) provision of indoor logistics services; (iv) provision of electronic security services, implementation, operation, and building maintenance services; (v) provision of maritime hospitality services (on oil platforms); (vi) provision of kitchen services and sales of meals; (vii) provision of highway maintenance services; (viii) interest in companies by acquiring shares or quotas of the capital; and (ix) administration and management of temporary labor for third parties, pursuant to Law nº 6,019/74, as amended by Law nº 13,429/17; (x) financial business consulting and advisory, in the area of promotional events, planning, organization and execution of fairs, congresses, events and incentive campaigns; (xi) promotion of sales and distribution of promotional gifts; (xii) provision of industrial maintenance services; and (xiii) insurance brokerage of elementary branches, life insurance, health, pension and capitalization; and (xix) maintenance of telephone networks, maintenance of access and installation of telecommunication systems; and (xx) construction of an energy distribution network and maintenance of an energized network.

#### 1.1 Climate effects Rio Grande do Sul

In accordance with Circular Letter N°. 1/2024/CVM/SNC/GNC, we describe below the effects of the climatic event that occurred in the State of Rio Grande do Sul and emphasize that until the date of disclosure of these statements, no material impacts on the Company were identified that would require disclosure to the market, adjustments to contingencies and provisions, or revision of estimates and projections.

In the context of the climate disaster that occurred in May this year, 478 municipalities in the State of Rio Grande do Sul were affected in which the Group has current operations involving 10,700 employees. To offer social support and business continuity plan, a Support Cell was immediately established that implemented all the necessary actions during the calamity period. The telephone survey nucleus established in the Support Cell made contact with 100% of the employees to identify the situation and establish the action plan. Of the total number of employees, 2,900 had to be moved from their homes, to shelters or family homes, and another 2,200 were affected in some less intense way. Two donation centers were implemented, which received and distributed 15 trucks of donations collected from various materials. In addition, the Group organized a Campaign to collect financial donations, the amount collected has a counterpart in explanatory note 34 in the donation line.



In addition, advances of the 13th wage, vacations and benefits were also made to employees in this region.

## 2 Description of the subsidiaries

The consolidated financial statements are composed of the financial statements of the parent company and the companies directly and indirectly controlled. As at June 30, 2024 and December 31, 2023, the consolidated interim accounting information include the consolidation of the following companies, all of which are domiciled in Brazil:

Direct subsidiary	Direct subsidiary	June 30, 2024	December 31, 2023
Top Service Serviços e Sistemas S.A (Top Service)	GPS Participações e Empreendimentos S.A.	100.00	100.00
Indirect subsidiary	Direct subsidiary	June 30, 2024	December 31, 2023
GPS Predial Sistemas de Segurança Ltda (GPS RJ)	Top Service Serviços e Sistemas S.A.	100.00	100.00
GPS Predial Sistemas de Segurança Ltda (GPS SP)	Top Service Serviços e Sistemas S.A.	100.00	100.00
GPS Predial Sistemas de Segurança Ltda (GPS BA)	Top Service Serviçcos e Sistemas S.A.	100.00	100.00
Ecopolo Gestão de Águas, Resíduos e Energia Ltda.	Top Service Serviços e Sistemas S.A.	100.00	100.00
GPS Tec Sistemas Eletrônicos de Segurança Ltda.	Top Service Serviços e Sistemas S.A.	100.00	100.00
Engeseg Empresa de Vigilância Computadorizada Ltda.	Top Service Serviços e Sistemas S.A.	100.00	100.00
In-Haus Industrial e Serviços de Logística S.A. Proguarda Vigilância e Segurança Ltda.	Top Service Serviços e Sistemas S.A. Top Service Serviços e Sistemas S.A.	100.00 100.00	100.00 100.00
Proguarda Serviços Ltda.	Top Service Serviços e Sistemas S.A.  Top Service Serviços e Sistemas S.A.	100.00	100.00
Proteg Segurança Patrimonial Eireli	Top Service Serviços e Sistemas S.A.	100.00	100.00
Quattro Serv Serviços Gerais Ltda.	Top Service Serviços e Sistemas S.A.	100.00	100.00
Servis Segurança Ltda.	Top Service Serviços e Sistemas S.A.	100.00	100.00
SECOPI - Segurança Comercial do Piauí Ltda.	Top Service Serviços e Sistemas S.A.	100.00	100.00
Ultralimpo Empreendimentos e Serviços Ltda.	Top Service Serviços e Sistemas S.A.	100.00	100.00
Polonorte Segurança da Amazônia Ltda.	Top Service Serviços e Sistemas S.A.	100.00	100.00
Gol Segurança e Vigilância Ltda.	Top Service Serviços e Sistemas S.A.	100.00	100.00
BC2 Construtora Ltda. BC2 Infraestrutura Ltda.	Top Service Serviços e Sistemas S.A. Top Service Serviços e Sistemas S.A.	100.00 100.00	100.00 100.00
Top Service Facilities Ltda.	Top Service Serviços e Sistemas S.A.  Top Service Serviços e Sistemas S.A.	100.00	100.00
LC Administração de Restaurantes Ltda.	Top Service Serviços e Sistemas S.A.	100.00	100.00
Presidente Altino Participações e Comercialização de Imóveis Próprios Ltda.	Ton Carving Carvings a Sistemas S. A	100.00	100.00
Eleva In-Haus Manutenção Industrial Ltda.	Top Service Serviços e Sistemas S.A. Top Service Serviços e Sistemas S.A.	100.00	100.00
Evimeria Corretagem de Seguros e Consultoria Ltda.	Top Service Serviços e Sistemas S.A.	80.00	80.00
Ormec Engenharia Ltda.	Top Service Serviços e Sistemas S.A.	100.00	100.00
Global Serviços Ltda. (b)	Top Service Serviços e Sistemas S.A.	-	100.00
Global Serviços Empresariais de Mão de Obra Temporária			
Ltda. (b)	Top Service Serviços e Sistemas S.A.	-	100.00
Global Empregos Ltda. (b)	Top Service Serviços e Sistemas S.A.	-	100.00
Global Administração e Serviços Aeroportuários Ltda. (b)	Top Service Serviços e Sistemas S.A.	-	100.00
Global Central de Estágios Ltda. (b) Global Treinamento e Desenvolvimento Profissional Ltda.	Top Service Serviços e Sistemas S.A.	-	100.00
(b)	Top Service Serviços e Sistemas S.A.	-	100.00
Allis Soluções Inteligentes Ltda.	Top Service Serviços e Sistemas S.A.	100.00	100.00
Rudder Segurança Ltda. Serviços de Cogeração Carioca Ltda.	Top Service Serviços e Sistemas S.A. Top Service Serviços e Sistemas S.A.	100.00 88.82	100.00 88.82
Trade e Talentos Soluções em Trade e Pessoas S.A.	Top Service Serviços e Sistemas S.A.  Top Service Serviços e Sistemas S.A.	100.00	100.00
(anteriormente denominada Allis Luandre Soluções em Trade e Pessoas Ltda.)	Top Betvice Betviços e Bistellius B.A.	100.00	100.00
Compart Marketing e Tecnologia Ltda.	Top Service Serviços e Sistemas S.A.	100.00	100.00
Maestro Tecnologia S.A.	Top Service Serviços e Sistemas S.A.	77.27	77.27
TLSV Engenharia S.A.	Top Service Serviços e Sistemas S.A.	70.00	70.00
Lyon Engenharia Comercial Ltda. (a)	Top Service Serviços e Sistemas S.A.	60.00	-
Control Construções S.A. (a)	Top Service Serviços e Sistemas S.A.	60.00	-
Marfood Comércio e Serviços de Hotelaria Ltda. (a)	Top Service Serviços e Sistemas S.A.	100.00	-
GPS AIR - Serviços Auxiliares ao Transporte Aéreo Ltda.	In-Haus Industrial e Serviços de Logística S.A.	100.00	100.00
Loghis Logística e Serviços Ltda.	In-Haus Industrial e Serviços de Logística S.A.	100.00	100.00
Predial Axel Manutenção Industrial Ltda	In-Haus Industrial e Serviços de Logística S.A.	100.00	100.00
Motus Serviços Ltda. Conbras Manutenção Ltda.	In-Haus Industrial e Serviços de Logística S.A. In-Haus Industrial e Serviços de Logística S.A.	100.00 100.00	60.00 100.00
In-Haus Log Ltda.	In-Haus Industrial e Serviços de Logística S.A.  In-Haus Industrial e Serviços de Logística S.A.	100.00	100.00
IH Eficiência Energética, Manutenção e Facilities Ltda.	In-Haus Industrial e Serviços de Logística S.A.	100.00	100.00
Graber Sistemas de Segurança Ltda.	Top Service Serviços e Sistemas S.A.	100.00	100.00
Visel Vigilância e Segurança Ltda.	Graber Sistemas de Segurança Ltda.	100.00	100.00
Fortaleza Serviços de Vigilância Ltda.	Graber Sistemas de Segurança Ltda.	100.00	100.00
Onseg Serviços de Vigilância e Segurança Ltda.	Graber Sistemas de Segurança Ltda.	100.00	100.00
Onserv Serviços Terceirizados Ltda.	Graber Sistemas de Segurança Ltda.	100.00	100.00



		June 30,	December
Indirect subsidiary	Direct subsidiary	2024	31, 2023
Poliservice - Sistemas de Segurança S.A.	Graber Sistemas de Segurança Ltda.	100.00	100.00
Sunset Serviços Patrimoniais Ltda.	Graber Sistemas de Segurança Ltda.	100.00	55.00
Sunset Vigilância e Segurança Ltda.	Graber Sistemas de Segurança Ltda.	100.00	55.00
Global Segurança Ltda.	Graber Sistemas de Segurança Ltda.	100.00	100.00
Force Vigilância Ltda.	Graber Sistemas de Segurança Ltda.	100.00	100.00
Force Serviços Terceirizados Eireli.	Graber Sistemas de Segurança Ltda.	100.00	100.00
Campseg Vigilância e Segurança Patrimonial Ltda.	Graber Sistemas de Segurança Ltda.	100.00	100.00
Campseg Serviços de Facilities Ltda.	Graber Sistemas de Segurança Ltda.	100.00	100.00
Invictus Serviços de Terceirização de Mão de Obra Ltda. (a)	Graber Sistemas de Segurança Ltda.	100.00	-
Invictus Segurança Ltda. (a)	Graber Sistemas de Segurança Ltda.	100.00	-
Rudder Serviços Gerais Ltda.	Rudder Segurança Ltda.	100.00	100.00
Eleva Facilities Ltda	Eleva In-Haus Manutenção Industrial Ltda.	100.00	100.00
Wrapper Sistemas Ltda.	Motus Serviços Ltda.	80.00	80.00
Evertical Comércio de Máquinas e Equipamentos de	GPS Tec Sistemas Eletrônicos de Segurança		
Informática Ltda.	Ltda.	55.00	55.00
	GPS Tec Sistemas Eletrônicos de Segurança		
Evertical Tecnologia Ltda.	Ltda.	55.00	55.00
	IH Eficiência Energética, Manutenção e		
IH Facilities, Limpeza e Conservação Ltda.	Facilities Ltda.	100.00	100.00
SW Invest Tecnologia, Serviços e Participações Ltda.	Maestro Tecnologia S.A.	100.00	100.00
	Trade e Talentos Soluções em Trade e Pessoas		
Trademark Participações S.A.	S.A.	70.00	70.00
Pop Trade Marketing e Consultoria Ltda.	Trademark Participações S.A.	100.00	100.00
Seven Trade Marketing e Consultoria Ltda.	Trademark Participações S.A.	100.00	100.00
GR Serviços e Alimentação Ltda. (a)	LC Administração de Restaurantes Ltda.	100.00	-
Clean Mall Serviços Ltda. (a)	GR Serviços e Alimentação Ltda.	100.00	-
GRSA Serviços Ltda. (a)	GR Serviços e Alimentação Ltda.	100.00	-
Foodbuy Alimentos Sociedade Unipessoal Ltda. (a)	GR Serviços e Alimentação Ltda.	100.00	-
GR Manutenção e Facilities Sociedade Unipessoal Ltda. (a)	GR Serviços e Alimentação Ltda.	100.00	-

- a) Acquisition of control by purchase of capital shares. About the business combination, see details in note nº 3.
- b) Aiming at corporate simplification within the best corporate governance practices, improving the management of companies belonging to the Group, and considering that it is part of the Group's business strategy to reduce costs and simplify its corporate structure, the extinction of companies was approved as follows:

Year	Company	Extinct on:	Incorporated by:
2024	Global Serviços Ltda.	April 30, 2024	Trade e Talentos Soluções em Trade e Pessoas S.A.
2024	Global Serviços Empresariais de Mão de Obra Temporária Ltda	April 30, 2024	Trade e Talentos Soluções em Trade e Pessoas S.A.
2024	Global Empregos Ltda.	April 30, 2024	Trade e Talentos Soluções em Trade e Pessoas S.A.
2024	Global Administração e Serviços Aeroportuários Ltda.	April 30, 2024	Trade e Talentos Soluções em Trade e Pessoas S.A.
2024	Global Central de Estágios Ltda.	April 30, 2024	Trade e Talentos Soluções em Trade e Pessoas S.A.
2024	Global Treinamento e Desenvolvimento Profissional Ltda.	April 30, 2024	Trade e Talentos Soluções em Trade e Pessoas S.A.

#### 3 Business combination

The Group's strategic objective is to seek leadership in the market sectors in which it operates, for which purpose it has a structured program of inorganic growth. This program includes acquisitions from groups of companies or companies in the same business segments.

Such acquisitions are mainly aimed at:

- increasing the portfolio of services offered, strengthening the one stop shop position;
- expansion of the customers portfolio;
- the achievement of operational and fiscal synergies;
- the consolidation of presence in the regions in which it operates; and
- the expansion of the territorial base by entering new markets.

The evaluation techniques used to measure fair value of relevant acquired assets and liabilities are as follows:



Assets and liabilities acquired	Valuation method
Brand and customers portfolio	Income approach that considers future cash flows attributed to intangible assets discounted to present value.
Surplus value of fixed assets	To determine the value in use of these items, they were evaluated based on the market value of the equivalent products.
Contingent liabilities	The fair value of contingent liabilities was determined based on legal audit and due diligence reports issued by legal advisors and took into account the probability and magnitude of outflows of resources.

All partial acquisitions refer to the acquisition of control. For the partial acquisitions of the shares of the acquired companies, the Group has adopted, whenever applicable, the early acquisition methodology, in which, on the same acquisition date, an option instrument is mutually granted between the parties for the purchase and sale of the residual shares of the capital of the acquired companies, constituting themselves as separate accounting units. Since the acquisition of control already occurs at this stage, its acquisitions are fully recorded (in 100%, even if the purchase on the acquisition date is partial), regardless of the shareholding held.

The fair value of acquired assets and assumed liabilities and transaction values on the acquisition date relating to the 2023 acquisitions are presented in the individual and consolidated financial statements as at December 31, 2023, published on March 05, 2024. The fair value of acquired assets and assumed liabilities and transaction values on the acquisition date for 2024 acquisitions are presented below:



		Lyon	Control	Marfood	Invictus Group		
Acquired in 2024	Note					GRSA	Total of 2024
Cash and cash equivalentes		824	40,014	5,873	221	113,426	160,358
Financial Investments		-	39	-	8	-	47
Trade receivables		31,587	129,147	30,486	6,300	723,147	920,667
Invetories		-	-	-	-	83,914	83,914
Recoverable taxes		2,082	2,834	842	905	39,635	46,298
Deferred income tax and social contribution (vi)		4,599	12,840	4,438	2,269	240,997	265,143
Judicial deposits		323	2,424	553	-	249,655	252,955
Property and equipment		2,016	92,134	1,273	337	111,302	207,062
Right-of-use assets		650	11,404	344	-	12,926	25,324
Intangible assets (iv)		22,051	56,979	51,006	3,740	591,116	724,892
Other assets (v)							120,296
		7,307	13,645	6,366	624	92,354	(144,659)
Loans		-	(142,216)	-	(2,443)	-	(144,659)
Leases payable		(650)	(11,404)	(344)	-	(15,911)	(28,309)
Trade and other liabilities		(2,963)	(11,719)	(8,194)	(427)	(405,009)	(428,312)
Payroll and social charges		(17,250)	(35,741)	(8,447)	(3,122)	(196,348)	(260,908)
Tax obligations		(16,396)	(6,740)	(2,257)	(212)	(49,910)	(75,515)
Provision for contingencies (ii)		(9,132)	(30,442)	(7,602)	(831)	(253,145)	(301,152)
Sub judice taxes (iii)		(10,072)	(18,987)	(7,639)	(7,671)	(320,990)	(365,359)
Fair value of identifiable net assets (viii) (A)		14,976	104,211	66,698	(302)	1,017,159	1,202,742
Consideration transferred (B)	3.1	73,986	152,424	89,633	3,221	1,363,508	1,682,772
Cash payment on previously year (i) (C)		2,988	1,000	4,000	275	-	8,263
Cash payment in the year (D)		51,884	44,388	85,633	2,946	1,304,363	1,489,214
Contingent consideration $(E) = (B - C - D)$		19,114	107,036	_		59,145	185,294
Update of contingent consideration (F)		1,036	6,861	-	-	-	7,897
Balances to be payable of acquisition debt (E + F)		20,150	113,897	-	<u>-</u>	59,145	193,191
Cash and cash equivalents and financial investments (G)		(824)	(40,053)	(5,873)	(229)	(113,426)	(160,405)
Cash effect in the year = $(E + F)$		51,060	4,335	79,760	2,717	1,190,937	1,328,809
Goodwill (vii) (B - A)		59,010	48,213	22,935	3,523	346,349	480,030



- (i) Payment made in 2023 by advance, therefore, with no effect on the statement of cash flows in 2024.
- (ii) Refers to the allocation of contingent liabilities (not recorded in the statement of financial position of the acquired company) and to the provisions themselves, recognized in the statement of financial position.
- (iii) The taxes under judice refer to present obligations registered in the acquired companies constituted to cover tax risks in certain practices up to the time of the acquisition that were not provisioned by the previous Manager.
- (iv) Allocation determined to the client portfolio. The intangible of the client portfolio derives from the company's relationship with its clients who represent a stable and recurring source of income. The intangible of brands derives from the ease with which consumers identify a business by products and services.
- (v) Refers to indemnification assets, advance expenses, advances and other trades to be receivable.
- (vi) Refers to deferred taxes on temporary differences arising from the fair value of the net assets acquired.
- (vii) The goodwill resulting from the acquisition, which comprises the amount of the difference paid and/or payable by the Group in relation to the identifiable net assets. It is mainly attributed to the skills and technical talent of the workforce and the expected synergies in the integration of the acquired companies into the Group's existing businesses. See note no 19

  (a). In this sense, the tax treatment will occur from the moment of the realization of the investment, with the incorporation of the acquired company, which corresponds to the triggering of the tax benefit of the goodwill, under the terms of the legislation in force.
- (viii) For the closing period ended June 30, 2024, the fair values of identifiable assets and liabilities assumed, collected on the date of acquisition are pending completion, thus, we report the provisional amounts until the completion of the evaluation is obtained, as instructed by CPC 15 / IFRS 3. The same applies to fair values of intangible assets (client portfolio, brands, fixed assets, indemnity assets and contingent liabilities), which were determined provisionally. If new information is established within the period of measurement (one year), as determined by CPC 15 / IFRS 3, from the date of acquisition, about facts and circumstances that existed on the date of acquisition, any adjustments in the amounts mentioned above, or any need for additional provision, the accounting of the acquisition will be reviewed. Specifically, due to the non-completion of the appraisal report of the fair value of fixed assets, the GPS Group provisionally presented the values for fixed assets and goodwill, in the amount of R\$111,302 and R\$346,349.



## 3.1 Resume of acquisitions

Acquisition of 2024	Lyon	Control (ii)	Marfood (iii)	Grupo Invictus	GRSA
Acquisition of 2024  Date of signature of the closing term of the purchase and sale	(i)	(11)	(III)	(iv)	(v)
agreement	01/15/2024	02/18/2024	02/01/2024	02/09/2024	05/31/2024
Date of Assumption of Control and Consolidation	02/01/2024	02/01/2024	02/01/2024		06/01/2024
Acquisition percentage	60%	60%	100%	100%	100%
Acquiring company	Top Service	Top Service	Top Service		LC
Consideration transferred					
<ul> <li>Signal</li> </ul>	2,988	1,000	4,000	275	-
<ul> <li>On the date of signature of the closing term to the</li> </ul>					
purchase and sale agreement	51,884	44,388	85,633	2,946	1,304,363
<ul> <li>Call option held by the acquirer (vi)</li> </ul>	19,114	76,196	-	-	-
Additional value (Earn- out) (vi)	<u> </u>	30,840	-	·	59,145
Total of consideration transferred	73,986	152,424	89,633	3,221	1,363,508
Revenue and results incorporated					
Net revenue consolidate	63,422	186,074	95,371	15,963	290,375
<ul> <li>Net profit consolidate</li> </ul>	1,938	8,616	19,481	(235)	9,880
<ul> <li>Net revenue of the fiscal year ended (vii)</li> </ul>	76,919	223,197	108,943	19,027	1,672,760
• Net profit of the fiscal year ended (vii)	3,757	10,821	18,689	(37)	(43,981)
Acquisition costs					
Acquisition-related costs (vii <u>i</u> )	516	541	442	226	2,341



- (i) Acquired: Lyon Engenharia Comercial Ltda. Based on Lyon's share purchase and sale agreement in which it provides for a call option held by Top Service Serviços e Sistemas S.A. and a put option held by the holders of the remaining 40%, in order to finalize the acquisition of 100% of the company.
- (ii) Acquired: Control Construções S.A. The additional amount (Earn-out), measured at fair value, to be paid up to 150 days after the end of the 2025 fiscal year, in accordance with contractual clauses establishing the criteria to be met by the parties (based on EBITDA multiples calculated in the period from January 1, 2024 to December 31, 2024). Based on Control's share purchase and sale agreement, which provides for a call option held by Top Service Serviços e Sistemas S.A. and a put option held by the holders of the remaining 40%, in order to finalize the acquisition of 100% of the company.
- (iii) Acquired: Marfood Comércio e Serviços de Hotelaria Ltda.
- (iv) Acquired: Invictus Serviços de Terceirização de Mão de Obra Ltda.
- (v) Acquired: GR Serviços e Alimentação Ltda., Foodbuy Alimentos Sociedade Unipessoal Ltda., GR Manutenção e Facilities Sociedade Unipessoal Ltda., Clean Mall Serviços Ltda. e GRSA Serviços Ltda.
- (vi) The call option and the additional value are calculated at fair value according to the model and assumptions detailed in note n° 32.b (i). The values represent an estimate that must be updated during the period and calculated at the time of effective payment based on the results obtained in the period. In the case of GRSA, it refers to the price adjustment to be calculated based on the variation in net debt and working capital between the balance sheet as of September 30, 2023 (base balance sheet for pricing) and the balance sheet as of May 31, 2024 (base balance sheet at closing of the transaction).
- (vii) If the acquisition date was at the beginning of the reporting period.
- (viii) The Group incurred acquisition-related costs related to legal fees and due diligence costs. Legal fees and due diligence costs were recorded as "Other operating expenses" in the income statement.



#### 3.2 Additional information on the acquisition of GRSA

#### **Acquisition Summary**

In addition to the information shown in the table above, we describe below other relevant aspects of the transaction as required by CPC 15 (R1) / IFRS 3.

On March 28, 2024, the purchase and sale agreement for 100% of the shares of the companies GR Serviços e Alimentação Ltda., Foodbuy Alimentos Sociedade Unipessoal Ltda., GR Manutenção e Facilites Sociedade Unipessoal Ltda., Clean Mall Serviços Ltda. and GRSA Serviços Ltda. (jointly, "GRSA") was entered into by the indirect subsidiary LC Restaurantes Ltda.

On May 14, 2024, the Certificate of Res Judicata was issued, which, through Merger Act n° 08700.002308/2024-90, approves the acquisition of 100% of the GR Group's shares by LC Administração de Restaurantes Ltda. Control was assumed as of June 1, 2024.

The acquisition was made for the amount of R\$ 1,363,508, of which:

- R\$ 1,304,363 paid via bank transfer, on the closing date, on May 31, 2024; and
- R\$ 59,145 as an additional amount related to price adjustment based on the variation in Net Debt and Working Capital between September 30, 2023 and May 31, 2024, to be paid within the 2024 fiscal year. The amount represents an estimate that must be updated during the period and calculated at the time of effective payment.

#### **Relevant aspects**

The GRSA is defending itself in lawsuits related to tax practices questioned by the tax authorities. The view of the administration supported by its legal advisors is that these are actions with a possible expectation of success, where it is more possible that there is no present obligation. In this context, contingency allocation or balance sheet accounting does not apply. Contractually, the most relevant lawsuits in terms of amounts involved are matters of indemnification by the sellers, and the allocation or accounting of indemnities in the statement of financial position is also not applicable. The following is a summary of contingency vs. indemnities:

Risk / Process	Risk value	Initial indemnity amount	Maximum value indenity
PERSE – Emergency Program for the Resumption of the			
Events Sector	467,032	277,945	579,054
PIS e COFINS – Zero rate	776,731	883,835	1,737,156
ICMS Cases	129,585	111,178	231,622
Others Tax Disputes	274,934		
Total	1,648,282	1,222,958	2,547,832

**PERSE**: tax benefit granted by the Federal Government under the Emergency Program for the Resumption of the Events Sector, in relation to the application of a zero rate for the Corporate Income Tax (IRPJ), the Social Contribution on Net Income (CSLL), the Contribution to the Financing of Social Security (COFINS) and the Contribution to the Social Integration Program (PIS), instituted by Law n° 14,148, of May 3, 2021 and Ordinance n° 7,163, of June 21, 2021 and any subsequent amendments or related legislation.



GR Serviços e Alimentação Ltda. has 04 (four) injunctions in force, guaranteeing the right to enjoy the benefits of PERSE in the period from 03.18.2022 to 03.17.2027. There are no inspections/assessments in progress related to this topic.

PIS and COFINS – Zero rate: This is the restriction on the appropriation of PIS and COFINS credits resulting from the acquisition of products subject to a zero rate, such as food and beverage inputs. Currently, GR Serviços e Alimentação Ltda. has a lawsuit that is suspended and is also defending itself in the administrative sphere in 07 (seven) assessments referring to the years 2014 and 2017, where it awaits the judgment of the respective challenges. The amount of the contingency also includes the period not assessed and not prescribed in the amount of R\$ 317,673.

Still related to the process of the PIS and COFINS - Zero Rate, contractually there is an additional portion of the price to be paid to the shareholders of GR conditioned to a final and unappealable favorable decision, or modulation of the effects that benefit the companies, in the amount of US\$8,707,626 (fixed amount not applicable to updating). This amount was not considered and provisioned in the business combination, as Management understands that there is currently no probable expectation of the disbursement of this amount, since the provision itself was not recognized due to the lack of an associated present obligation.

**ICMS Processes:** Processes related to the collection of ICMS, among the main topics (disallowance of credits, insufficiency in payment, deferral of ICMS and incorrect fulfillment of accessory obligations), and in all cases appeals and challenges were presented, with no final and unappealable convictions.

Other tax discussions: they deal with various topics, such as: (i) the issuance of a notice of infraction questioning the tax deductibility of goodwill; (ii) collection of social security contributions on PLR; (iii) incorrect fulfillment of accessory obligations; (iv) disallowance of PIS and COFINS credits; (v) non-approval of compensation requests arising from a negative balance of IR/CS; and (vi) lawsuits related to ISSQN insufficiency.

#### 4 Basis for preparation

## **4.1** Declaration of compliance (with respect to the Accounting Pronouncements Committee – CPC and International Financial Reporting Standards – IFRS)

The material accounting practices applied in the preparation of this parent company and consolidated interim accounting information have not changed from those presented in the parent company and consolidated financial statements for the fiscal year ended December 31, 2023. Therefore, this parent company and consolidated interim accounting information should be read together with the Company's parent company and consolidated financial statements for the fiscal year ended December 31, 2023, published on March 5, 2024.

The parent company and consolidated interim accounting information was prepared in accordance with Technical Pronouncement CPC 21 (R1) - Interim Statement and in accordance with the international standard IAS 34 - "Interim Financial Reporting" issued by the IASB "International Accounting Standards Board", applicable to the preparation of interim accounting information.

These guidelines have been consistently applied in the preparation of the Group's parent company and consolidated interim accounting information.



This information is being presented considering OCPC 07 - Disclosure in the Disclosure of General Purpose Accounting-Financial Reports, which reinforces basic disclosure requirements of existing standards and suggests a disclosure focused on: (i) information relevant to users, (ii) quantitative and qualitative aspects and (iii) risks.

All relevant information proper to the parent company and consolidated interim accounting information, and only these, are being evidenced, and correspond to that used by Management in its administration.

This parent company and consolidated interim accounting information was authorized for issuance by Management August 12, 2024. After its issuance, only shareholders are empowered to change the interim accounting information.

#### 4.2 Consolidation

The Group consolidates all entities controlled by it, that is, when it is exposed or has rights to variable returns from its involvement with the investee and is able to direct the relevant activities of the investee.

The subsidiaries included in the consolidation are described in note n° 2 and the accounting policies applied in the preparation of the consolidated interim accounting information are described in note n° 8 of the parent company and consolidated financial statements as at December 31, 2023, published on March 05, 2024.

## 4.3 Functional and presentation currency

This parent company and consolidated interim accounting information is presented in *Reais*, which is the Group's functional currency. All balances have been rounded up to the nearest thousand, except where otherwise specified.

#### 4.4 Presentation of information by segment

The information by operating segments is presented in a manner consistent with the internal report provided to the main chief operations decision maker.

The Company's main decision-making body, responsible for defining the allocation of resources and evaluating the performance of the operating segments, is the Board of Directors.

## 5 Use of estimates and judgments

In preparing these parent company and consolidated interim accounting information, required Management to make judgments, estimates and assumptions that affect the application of the parent company's and its subsidiaries' accounting policies and the reported amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates.

Underlying estimates and assumptions are continuously reviewed. Estimates reviews are recognized on a prospective basis.



## 5.1 Judgments

There is information on judgments made in the application of accounting policies that have significant effects on the amounts recognized in the interim accounting information are included in the following notes:

- Note nº 2 consolidation: determining whether the Group actually has control over an investee;
- Note nº 16 equity in earnings of investees: determining whether the Group has significant influence over an investee; and
- Note nº 23 lease term: whether the Group is reasonably certain of exercising extension options.

## 5.2 Uncertainties regarding assumptions and estimates

Information about uncertainties related to assumptions and estimates as at June 30, 2024 that have a significant risk of resulting in a material adjustment to the accounting balances of assets and liabilities over the next quarter of 2024 and into the next fiscal year are included in the following notes:

- Note nº 10 Trade receivables: Measurement of expected credit loss for trade receivables;
- Note nº 19 Impairment test for intangible assets and goodwill: main assumptions
  regarding recoverable values and value in use of cash-generating units based on
  discounted cash flow;
- Note nº 25 Deferred income tax and social contribution recognition of deferred tax assets: availability of future taxable income against which deductible temporary differences and tax losses can be used:
- Note nº 28 Recognition and measurement of provisions for contingencies and sub judice taxes: main assumptions on likelihood and magnitude of outflows of funds;
- Note nº 29 Acquisition of subsidiary: Fair value of the consideration transferred (including contingent consideration) and assets acquired, and liabilities assumed; and
- Note n° 32 Financial instruments: The effectiveness of hedge: determined by prospective periodic assessments on effectiveness to ensure that there is an economic relationship between the protected item and the hedge instrument. Fair value of swap: the fair value is calculated based on the present value of estimated future cash flows.

## 6 Basis for measurement

The parent company and consolidated interim accounting information have been prepared on a historical cost basis, except for the following material items recognized in the statements of financial position:

- (i) Derivative financial instruments are measured at fair value;
- (ii) Non-derivative financial instruments measured at their fair value through profit or loss are measured at fair value; and
- (iii) Contingent liabilities assumed in a business combinations are measured at fair value.



#### Fair value measurement

Fair value is the price that would be received for the sale of an asset or paid for the transfer of a liability in an orderly transaction between market participants on the measurement date, in the main market or, in its absence, in the most advantageous market to which the Group has access on that date. The fair value of a liability reflects its risk of non-performance.

A few of the Group's accounting policies and disclosures require the assessment of fair value, for both financial and non-financial assets and liabilities.

When available, the Group measures the fair value of an instrument using the price quoted in an active market for that instrument. A market is considered active if transactions for asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no price quoted in an active market, the Group uses valuation techniques that maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The chosen valuation technique incorporates all the factors that market participants would take into account when fixing the price of a transaction.

If an asset or liability measured at fair value has a purchase price and a sale price, the Group measures assets based on purchase prices and liabilities based on sale prices.

The best evidence of the fair value of a financial instrument on initial recognition is generally the price of the transaction - that is, the fair value of the consideration given or received. If the Group determines that the fair value at initial recognition differs from the transaction price and the fair value is not evidenced by a price quoted in an active market for an identical asset or liability or based on a valuation technique for which any unobservable inputs are judged to be insignificant in relation to the measurement, then the financial instrument is initially measured at the fair value to distinguish the difference between the fair value at initial recognition and the transaction price. Subsequently, this difference is recognized in profit or loss on an appropriate basis over the life of the instrument, or until such time as the valuation is fully supported by market observable inputs or the transaction is closed, whichever occurs first.

## 7 Information by segment

Information by operating segments is presented in a form that is consistent with the internal report provided to the principal operations decision taker. The main operating decision maker, responsible for allocating resources and evaluating the performance of operational segments, is the Board of Directors in accordance with the annual approval of the Business Plan, also responsible for making strategic decisions of the Group.

The determination of the Group's operating segments is based on its Corporate Governance framework, which divides the businesses for management and decision-making purposes into regional units, in the customers' geographical areas. The revenue and cost are used to define the respective management frameworks, based on the regional units. The Board of Directors monitors the results of each business unit at least quarterly.

The revenues and costs of the segment are based on the customers' geographic location, which is the same metric used to define the respective management frameworks, based on regional units.



There is no customer that contributed more than 10% of net operating income for the three-month periods June 30, 2024 and 2023. All revenues from contracts with customers of the Group are concentrated in a single geographic market (Brazil) and all products and services are transferred at a specific moment.

The following table contains summarized accounting information related to the geographical distribution of the Group's business operations as at June 30, 2024 and 2023:

	Net re	venue	Cost	s	Gross (los	s) profit
	06/30/2024	06/30/2023	06/30/2024	06/30/2023	06/30/2024	06/30/2023
Southeast	3,732,368	3,183,993	(3,144,819)	(2,599,320)	587,549	584,673
North and Northeast	904,759	785,877	(759,939)	(641,308)	144,820	144,569
South	797,799	720,572	(674,064)	(590,851)	123,735	129,721
Midwest	423,519	331,385	(352,324)	(268,548)	71,195	62,837
Unallocated (i)	706,493	115,825	(581,006)	(159,896)	125,487	(44,071)
Total	6,564,938	5,137,652	(5,512,152)	(4,259,923)	1,052,786	877,729

(i) These amounts refer to consolidated balances that are not yet part of the Group's operating system, such as companies that have been acquired and have not yet been fully integrated. Since these acquisitions are still in the measurement period, the amounts are being presented provisionally in the Group's consolidated financial statements, in accordance with CPC 15 (R1) / IFRS 3 - Business Combination. The accounting records of results are classified by Result Centers, which carry information such as: segment, region, management structure, among others. Unlike the patrimonial accounting records, which are classified only by accounting accounts, so that it becomes impractical to present the equity items by regionalized segment.

## 8 Cash and cash equivalents

	Parent Company		Consolidated	
	06/30/2024	12/31/2023	06/30/2024	12/31/2023
Cash and banks	53	47	61,055	67,073
Bank deposit certificates (a)			1,121,029	922,655
Total	53	47	1,182,084	989,728

(a) Investments in bank deposit certificates referring to cash and cash equivalents as at June 30, 2024 are remunerated based on average rates equivalent to 101.33% p.a. (107.45% p.a. as at December 31, 2023) of the variation in the Interbank Deposit Certificates (CDI). These resources have prompt liquidity, are readily convertible into a known amount of cash, are used to cover payment of the Group's operating obligations and are subject to a negligible risk of value changes.

The balance of "Cash and cash equivalents" considers the average monthly turnover of the last six months, provided that it also cumulatively meets the criteria of CPC 03 / IAS 7. The cash 'surplus will be used for strategic purposes of the Group; therefore, it is classified under "Financial investments" in current and non-current assets.

Information on the Group's exposure to market and credit risks is included in note no 32.



## 9 Financial investments

	Consol	idated
	06/30/2024	12/31/2023
Bank deposit certificates (i)	1,215,494	1,266,682
Total	1,215,494	1,266,682
Current	1,215,486	1,266,682
Non-current assets	8	-

(i) Financial investments in Bank deposit certificates as at June 30, 2024 are remunerated based on average rates equivalent to 105.62% p.a. (111.39% p.a. as at December 31, 2023) of the variation in the Interbank Deposit Certificates (CDI). These resources have prompt liquidity, are readily convertible into a known amount of cash and are subject to a negligible risk of value changes.

These financial investments, even if of immediate settlement, were separated from cash and cash equivalents because they are not intended to maintain the Group's operating cash flow.

Information on the Group's exposure to market and credit risks is included in note n° 32.

## 10 Trade receivables

Consolidated	
06/30/2024	12/31/2023
2,439,785	1,616,255
1,449,213	946,020
90,991	92,094
56	
3,980,045	2,654,369
(118,295)	(85,974)
(66,291)	(8,815)
3,795,459	2,559,580
3,684,073 111,386	2,458,492 101,088
	06/30/2024  2,439,785 1,449,213 90,991 56  3,980,045  (118,295) (66,291)  3,795,459

- (a) Services to be billed refers to the billed provided and measured and not billed yet as of the closing date of the individual and consolidated financial statement.
- (b) Refers to retentions made by customers, contractually provided, which will be returned at the end of the contractual term.
- (c) The provision for expected loss from billed services and services to be billed is calculated in accordance with the policy mentioned in note n°. 8.7 of the individual and consolidated financial statement as at December 31, 2023, published on March 05, 2024.

The aging list of accounts receivable from billed services is presented in note no 32.

The movement of the provision balance for expected losses of the billed services is shown below:



	Consolid	lated
	2024	2023
As at January 1,	(85,974)	(74,612)
Provision from acquired of business combination	(26,327)	(3,635)
Constitution of the provision for loss	(7,060)	(20,771)
Net realization of the provision for loss	1,066	4,644
As at June 30,	(118,295)	(94,374)

The movement of the provision balance for expected losses of the services to be billed is shown below:

	Consolid	ated
	2024	2023
As at January 1,	(8,815)	(17,345)
Provision from acquired of business combination Constitution of the provision for loss	(3,160) (54,316)	(213) (41,490)
As at June 30,	(66,291)	(59,048)

There are fiduciary assignments of receivables for working capital loans, see note n° 21.

Information on the Group's exposure to credit risks, of market and expected losses related to "Trade receivables and other trade receivables" is disclosed in note n° 32 (c).

## 11 Inventories

	Consol	idated
	06/30/2024	12/31/2023
Meals inventory (i)	71,513	12,253
Inventory held by third parties	29,303	
Total	100.816	12,253

<sup>(</sup>i) These are perishable and non-perishable products and beverages. The relevant movement of the balances is due to the acquisition of the GRSA, as detailed in explanatory note n° 3.

## 12 Recoverable income tax and social contribution

	Consolidated	
	06/30/2024	12/31/2023
Income tax from operating, net	137,754	155,220
Income tax from financial investments, net	3,706	1,009
Social contribution, net	77,337	79,217
Income tax credit arising from the Selic update on tax overpayments	12,913	12,913
Social contribution credit arising from the Selic update on tax overpayments	4,649	4,649
Update currency of Selic's overpayments	4,962	4,065
Total	241,321	257,073
Current	214,744	235,446
Non-current	26,577	21,627



The balance of income tax and social contribution to be recovered refers to the amounts withheld at source in the tax notes of sale/services provide.

## 13 Recoverable taxes

	Consolidated	
	06/30/2024	12/31/2023
Social Security Financing Contribution (COFINS) (i)	143,877	100,635
Social Integration Program Contribution (PIS) (i)	38,305	22,050
Contributions to the National Institute of Social Security (INSS) (i)	214,726	176,167
Tax Over Service Rendered (ISSQN) (i)	64,503	54,016
Others (ii)	3,275	2,783
Total	464,686	355,651
Current	452,395	343,391
Non-current	12,291	12,260

- (i) Recoverable taxes are substantially presented by the origin of taxes withheld at source regarding services provided to customers according to Law nº 10,833 of December 29, 2003. The payments made by legal entities to other private legal entities, for the provision of cleaning, conservation, maintenance, security, surveillance, transportation of valuables and rental of labor services, for the provision of credit and marketing consulting, management of credit, selection and risks, marketing, management of trade payables and receivables services, as well as remuneration for professional services, are subject to the withholding at source of COFINS and PIS/PASEP contribution, as disclosed at this note and the Social Contribution on Net income CSLL, see note n° 12. Thus, the Group has in its current assets withholding of ISS (2% to 5%), PIS (0.65%), COFINS (3%), Income Tax (1% to 4.8%), Social Contribution (1%), and INSS (11%), which are used as a reducing source of its payable taxes.
- (ii) Other taxes refer essentially to IPI and ICMS taxes.

## 14 Related parties

## 14.1 Ultimate controlling party

Control of the Company is exercised by a control block consisting of the following shareholders: José Caetano Paula de Lacerda, Carlos Nascimento Pedreira, NP Participações S.A., Valora Participações Ltda., Luis Carlos Martinez Romero, Marcelo Niemeyer Hampshire and Solange Maria Pereira Martinez.

## 14.2 Loans receivable – related parties and Loans payable – related parties

The Group companies carry out among themselves operations with the nature of "current account" and single cash agreement, through debits and credits that involve the account holders and the company defined as the leader of the agreement, the subsidiary Top Service Serviços e Sistemas S.A.. In this sense, the parent company recorded, on June 30, 2024, the amount of R\$ 49,597 in "Loans receivable – related parties", in non-current assets (R\$ 374 as at December 31, 2023 in "Loans payable – related parties", in current liabilities), of the subsidiary Top Service Serviços e Sistemas S.A..



#### 14.3 Loans receivable

	Parent Co	Parent Company		idated
	06/30/2024	12/31/2023	06/30/2024	12/31/2023
Loans receivable (i)	4,531	6,186	32,206	26,193
Total	4,531	6,186	32,206	26,193
Current Non-current	1,151 3,380	1,734 4,452	4,943 27,263	4,814 21,379

(i) These are loans for Group executives, The term of the loan agreements is eight years with payments in eight annual installments. The amounts are updated monthly (pro rata temporis) by the accumulated variation in the remuneration of the CDI (Interbank Deposit Certificate) and, for loans granted in 2023, updates are based on the IPCA (Ample National Consumer Price Index).

	Parent Company		Consolidated	
	2024	2023	2024	2023
As at January 1,	6,186	8,923	26,193	30,877
Loan granted	-	-	10,500	1,000
Update currency	248	378	1,119	1,347
Receipts	(1,903)	(3,211)	(5,606)	(7,064)
Others		(201)		(972)
As at June 30,	4,531	5,889	32,206	25,188

## 14.3.1 Compensation for key Management personnel

Key Management personnel includes the officers who are in the Company's Stock Options Plan. The remuneration paid for services provided as shown below:

	Consolidated	
	06/30/2024	06/30/2023
Wages	17,785	14,457
Benefits	1,553	1,211
Charges	1,737	1,597
Profit and Results Share (PLR)	54,801	49,184
Stock option plan premium (i)	4,859	3,087
Total	80,735	69,536

(i) See note no 31 (b).

The compensation of the Group's key Management personnel includes wages and benefits (medical assistance, meal vouchers and food stamps).

#### 14.4 Dividends receivable

As at June 30, 2024, the parent company had no dividends to be receivable (R\$ 214,936 as at December 31, 2023) from its subsidiary Top Service Sistemas e Serviços S.A..



	Parent Co	ompany
	2024	2023
As at January 1,	(214,936)	122,899
Additional approved dividends	-	2,607
Dividends receipts	(214,936)	(125,506)
As at June 30,	-	-

#### 14.5 Dividends payable

As at June 30, 2024, the parent company had no dividends to be payable to your shareholders (R\$ 215,094 as at December 31, 2023).

	Parent Co	mpany	Consolidated		
	2024	2023	2024	2023	
As at January 1,	215,094	122,712	215,094	122,712	
Advance dividends in subsidiaries Dividends payable by subsidiaries Dividends receipts	(215,094)	51,412 (174,124)	635 9,972 (224,587)	51,412 1,140 (175,118)	
As at June 30,			1,114	146	

## 14.6 Guarantees, sureties, and collaterals with related parties

The Group also has transactions in which the parent company provides endorsement in contracts made by the direct subsidiary Top Service Serviços e Sistemas S.A. and the indirect subsidiaries Loghis Logística e Serviços Ltda.,Ormec Engenharia Ltda. and In Haus Industrial e Serviços de Logística S.A., at no cost to the subsidiaries, as follows:

Туре	06/30/2024	12/31/2023
Loans (i) Debentures	554,835 4,232,897	432,908 2,602,084
Total	4,787,732	3,034,992

<sup>(</sup>i) As at June 30, 2024, of the total amount of R\$ 556,943 (R\$ 436,742 as at December 31, 2023) of loans, R\$ 554,835 (R\$ 432,908 as at December 31, 2023) is guaranteed by the Company in contracts made by subsidiaries.

#### 14.7 Other transactions with related parties

The Group also had transactions with related operational parties with elimination in the consolidated, As at June 30, 2024, the elimination between revenue and cost was R\$ 22,565 (R\$ 16,881 as at December 31, 2023), due to services provided by GPS Tec Sistemas Eletrônicos de Segurança Ltda., Top Service Serviços e Sistemas S.A., In-Haus Industrial e Serviços de Logística S.A., Graber Sistemas de Segurança Ltda., LC Administração de Restaurantes Ltda., Loghis Logistica e Serviços Ltda., Allis Luandre Soluções em Trade e Pessoas Ltda., Proguarda Vigilância e Segurança Ltda., BC2 Infraestrutura S.A., Campseg Vigilância Segurança Patrimonial Ltda., Ecopolo Gestão de Águas, Resíduos e Energia Ltda., Eleva Facilities Ltda., Eleva In-Haus Manutenção Industrial Ltda., Evertical Tecnologia Ltda., Gol Segurança e Vigilância Ltda., GPS Predial Sistemas de Segurança Ltda., (GPS BA), Motus Serviços Ltda., Onseg Serviços de Vigilância e Segurança Ltda.,



Poliservice Sistemas de Segurança S.A. and TLSV Engenharia S.A., TLSV Engenharia S.A., Predial Axel Manutenção Industrial Ltda., Maestro Tecnologia Ltda., SW Invest Tecnologia, Serviços e Participações Ltda. and Marfood Comércio e Serviços de Hotelaria Ltda..

## 15 Other assets

	Parent C	ompany	Consolidated		
	06/30/2024	12/31/2023	06/30/2024	12/31/2023	
Advance to trade payables and benefits (i)	-	-	176,203	142,522	
Advance to employees	-	-	14,790	8,555	
Insurances to be allocated	10	29	9,762	11,630	
Advance expenses	-	-	12,471	2,130	
Other assets			14,380	70	
Total	10	29	227,606	164,907	

(i) A large part of the balance refers to the advance of benefits, as a result of the understanding of the Superior Court of Justice (STJ) in early 2023 that the food allowance paid in cash does not qualify as a utility wage, the Group adopted the use of a benefits card that complies with the criteria of the Worker's Food Program (PAT), being recorded as a very short-term advance, In addition, in 2023 the Group joined the Federal Revenue Service's "zero litigation" program, which, in short, allows taxpayers to settle their tax cases that are in administrative judgment, however, the payment occurs in advance, even before the approval of the installment plan. As at June 30, 2024, the advance balance of the "zero litigation" was R\$ 32,694.

#### 16 Investments

	Parent Co	ompany	Consolidated		
	06/30/2024	12/31/2023	06/30/2024	12/31/2023	
Investments in controlled companies Investment in the acquisition process (i) Goodwill on investment acquisition	3,156,224 - 68,129	2,908,417 - 68,129	-	8,263	
Total	3,224,353	2,976,546		8,263	

- (i) In 2023: > On October 20, 2023, the purchase and sale agreement for the acquisition of 60% of the shares of the company Lyon Engenharia Comercial Ltda. was approved and signed, with the payment of R\$ 2,988 as a down payment on this date. The acquisition was completed on January 15, 2024, as detailed in note n° 3. It was agreed between the parties, in the closing term, that control will be assumed from February 1, 2024, so the consolidation of the statement financial position and measurement of the initial balances of these companies will be carried out on that date.
  - > On October 27, 2023, the purchase and sale agreement for the acquisition of 60% of the shares of Control Construções S.A. was approved and signed, with a down payment of R\$ 1,000 on this date, The completion of the acquisition took place on January 18, 2024, as detailed in note n° 3. It was agreed between the parties, in the closing term, that control will be assumed from February 1, 2024, so the consolidation of the statement financial position and measurement of the initial balances of these companies will be carried out on that date.
  - > On October 27, 2023, a purchase and sale agreement was signed for 100% of the shares of the companies Invictus Serviços de Outsourcing de Labor Ltda, and Invictus Segurança Ltda, (together, "Invictus"), by the indirect subsidiary Graber Sistemas de Segurança Ltda. On the same date, a signal payment in the amount of R\$ 275 was made, Invictus provides private security, inspection, reception and concierge services, with a strong presence in the states of Pará and Amapá. The acquisition was completed on February 9, 2024, as detailed in note n° 3. It was agreed between the parties, in the closing term, that control will be assumed from February 1, 2024, so the consolidation of the statement of financial position and measurement of the initial balances of these companies will be carried out on that date.



> On November 24, 2023, the purchase and sale of 100% of the shares of the companies Marfood Comércio e Serviços de Hotelaria Ltda. ("Marfood") was entered into, by the indirect subsidiary Top Service Serviços e Sistemas S.A.. On the same date, a down payment of R\$ 4,000 was made. Marfood provides catering and maritime hotel services, with a strong presence in the State of Rio de Janeiro. The completion of the acquisition took place on February 1, 2024, as detailed in note n° 3. It was agreed between the parties, in the closing term, that control will be assumed from February 1, 2024, so the consolidation of the statement of financial position and measurement of the initial balances of these companies will be carried out on that date.

## a. Information on investments

As at June 30, 2024	Interest	Profit of the period	Equity-accounted investees	Assets	Liabilities	Equity
<b>Direct subsidiary</b> Top Service Serviços e Sistemas S.A.	100%	276,116	276,116	10,086,789	6,930.565	3,156,224
As at December 31, 2023	Interest	Profit of the fiscal year ended	Equity-accounted investees	Assets	Liabilities	Equity
<b>Direct subsidiary</b> Top Service Serviços e Sistemas S.A.	100%	641,841	641,841	8,355,833	5,447,416	2,908,417

## b. Changes in investments

	Parent Con	mpany
	2024	2023
As at January 1,	2,976,546	2,567,261
Equity-accounted investees Distributed dividends Capital transaction (i)	276,116 - (28,309)	249,942 (2,607) (7,683)
As at June 30,	3,224,353	2,806,913

<sup>(</sup>i) According to the advance acquisition method, the balance refers to the distribution of dividends from subsidiaries to shareholders or minority shareholders, treated in the parent company as a capital transaction, and also adjustments in the net equity of subsidiaries identified during the validation process of the initial balances that occurs in conjunction with the allocations of the purchase price as instructed by CPC 15 (R1) / IFRS 3, such as equity valuation adjustments.

## c. Changes in equity of the direct subsidiary

Direct subsidiary		Balance as at Capital transactions 12/31/2023 with indirect investees		Equity-accounted Investees	Balance as at 06/30/2024	
Top Service Serviços e Sistemas S.A.	2,908,41	17 (28,309)		276,116	3,156,224	
Total	2,908,41	17	(28,309)	276,116	3,156,224	
Direct subsidiary		Capital ransactions with ndirect investees	Distribute Dividend		Balance as at 06/30/2023	
<b>Direct subsidiary</b> Top Service Serviços e Sistemas S.A.		ransactions with		ed accounted ds Investees		



## 17 Property and equipment - consolidated

## a. Breakdown of property and equipment

	Marchinery, utensils, and tools	Buildings and lands (i)	IT equipment	Vehicles	Wheapons	Leasehold improvements	Treatment equipment	Monitoring center	Property and equipment in progress	Total
Annual average depreciation rates	10%	From 4% to 25%	20%	20%	20%	33%	20%	33%	-	-
Breakdown as at June 30, 2024 Total cost	843,395	42,587	177,241	369,630	22,983	74,621	11,274	28,216	80,878	1,650,825
Accumulated depreciation	(502,151)	(6,533)	(115,274)	(236,756)	(17,303)	(59,259)	(8,273)	(16,455)		(962,004)
Net property and equipment _	341,244	36,054	61,967	132,874	5,680	15,362	3,001	11,761	80,878	688,821
Breakdown as at December 31, 2023										
Total cost	484,926	42,587	100,635	241,147	22,008	31,635	11,093	27,750	53,323	1,015,104
Accumulated depreciation	(242,556)	(6,343)	(66,188)	(162,352)	(16,422)	(23,665)	(7,815)	(13,029)	<del>-</del>	(538,370)
Net property and equipment	242,370	36,244	34,447	78,796	5,586	7,970	3,278	14,721	53,323	476,734

<sup>(</sup>i) In cost of buildings and lands, R\$ 21,470 refers to the land acquired in 2020, R\$ 2,228 of balance arising from acquisitions in 2022, R\$ 7,132 of allocation of capital gain by the acquisition of the subsidiary Top Service Facilities Ltda, (formerly ISS Servisystem do Brasil Ltda,), and R\$ 12,296 from the allocation of capital gains for the acquisition subsidiary Predial Axel Manutenção Industrial Ltda, (formerly Sulzer Brasil Indústria e Comércio Ltda,) in 2022, In 2023, there were write-offs in the amount of R\$ 539 due to the sale of real buildings. The added value has a useful life of 4 years, with depreciation of 25% per year, The land is not depreciated.



# b. Changes in cost of property and equipment

	Machinery, utensils, and tools	Buildings and land	IT equipment	Vehicles	Weapons	Leasehold improvements	Treatment equipment	Monitoring center	Assets in progress	Total
Balances as at December 31, 2023	484,926	42,587	100,635	241,147	22,008	31,635	11,093	27,750	53,323	1,015,104
Acquisitions From acquired companies Adjustments from previous years acquired Surplus value of property and equipment Write-offs Transfers	38,134 327,667 (1,522) (5,924) 114		12,211 65,360 (988) 23	7,662 89,283 39,634 (8,779) 683	955 190 - (207) 37	2,150 40,281 (440) 455	181 - - - - -	466	25,272 4,061 - (1,778)	86,565 527,382 (1,522) 39,634 (16,338)
Balances as at June 30, 2024	843,395	42,587	177,241	369,630	22,983	74,621	11,274	28,216	80,878	1,650,825
	Machinery, utensils, and tools	Buildings and land	IT equipment	Vehicles	Weapons	Leasehold improvements	Treatment equipment	Monitoring center	Assets in progress	Total
Balances as at December 31, 2022	399,580	43,126	79,942	222,408	21,178	23,995	11,093	12,589	31,358	845,269
Acquisitions From acquired companies Write-offs Transfers	31,941 13,180 (1,648) 1,768	(539)	6,736 3,447 (532) 40	10,467 1,099 (3,560)	561 - (608)	1,125 (3) 503	- - - -	(33) 11,202	17,637 (189) (13,513)	68,528 17,726 (7,112)
Balances as at June 30, 2023	444,821	42,587	89,633	230,414	21,131	25,620	11,093	23,819	35,293	924,411



# c. Changes in accumulated depreciation

	Marchinery, utensils, and tools	Buildings and land	IT equipment	Vehicles	Weapons	Leasehold improvements	Treatment equipment	Monitoring center	Total
Balance as at December 31, 2023	(242,556)	(6,343)	(66,188)	(162,352)	(16,422)	(23,665)	(7,815)	(13,029)	(538,370)
Surplus value of property and equipment From acquired companies Adjustments from previous years acquired Depreciation Write-offs Transfers	(1,638) (238,381) 385 (24,455) 4,113 381	(148) - (42)	(41,492) (8,002) 789 (381)	(18,997) (46,771) - (16,059) 7,423	(102) - (909) 130	(33,208) (2,714) 328	(458)	(3,426)	(20,783) (359,954) 385 (56,065) 12,783
Balance as at June 30, 2024	(502,151)	(6,533)	(115,274)	(236,756)	(17,303)	(59,259)	(8,273	(16,455)	(962,004)
	Marchinery, utensils, and tools	Buildings and land	IT equipment	Vehicles	Weapons	Leasehold improvements	Treatment equipment	Monitoring center	Total
Balance as at December 31, 2022	(203,581)	(5,321)	(51,969)	(129,670)	(15,732)	(17,035)	(6,894)	(7,593)	(437,795)
Surplus value of property and equipment From acquired companies Depreciation Write-offs	(5.030) (16.934) 880	(898) - (42)	(1,675) (5,206) 132	(5,676) (1,012) (9,504) 2,489	(825) 229	(2,019)	(461)	(2,302)	(6,574) (7,717) (37,293) 3,739
Balance as at June 30,2023	(224,665)	(6,261)	(58,718)	(143,373)	(16,328)	(19,052)	(7,355)	(9,888)	(485,640)



## d. Assessment of the useful life of the property and equipment

The Group, considering the provisions contained in CPC 27 / IAS 16 reviews every year and, if necessary, adjusts its criteria for determining the useful life and residual value of property and equipment.

## e. Provision for impairment

The Group's assets are recorded at amounts that do not exceed their recoverable values, with no need for recognition of devaluation by setting up a provision for losses. In order to ensure that the assets are not accounted for at a higher value than the value recoverable from their use or disposal, the Group makes an analysis based on external and internal factors provided for in CPC 01 (R1) / IAS 36, and runs an impairment test based on the expected income (loss) at least on a yearly basis. As at June 30, 2024, Management has not identified factors that would indicate the need for a new valuation.

#### f. Guarantee

As at 2024 and 2023, there is no property and equipment given in guarantee for the Group's debts.

## 18 Right-of-use assets

	_	Consolid	ated
	Useful life in years (i)	06/30/2024	12/31/2023
Right-of-use Accumulated amortization of the right-of-use	2 - 8	404,300 (112,177)	338,926 (49,224)
Total		292,123	289,702

(i) The useful lives applied refer to the terms for which the Group believes that it will use the assets covered by the lease agreements, observing the contractual conditions.

The Group has lease operations for the use of properties as administrative headquarters in several geographic regions of the Brazilian territory, where it provides property security, indoor logistics, maintenance and cleaning services of its customers service areas.

The Group recognizes a right-of-use asset at the lease start date. On conversion, the right-of-use asset is initially measured at cost, adjusted for any lease payments made up to that of the start date, plus any initial direct costs incurred by the Group.

The right-of-use assets are subsequently amortized using the straight-line method from the start date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the lessee at the end of the lease term. In this case, the right-of-use assets will be amortized over the useful life of the underlying asset. In addition, the right-of-use assets are decreased of impairment losses, if any, and adjusted for certain remeasurements of the lease liability.



# a. Changes in right-of-use assets

	Consolid	ated
	2024	2023
As at January 1,	289,702	68,846
Cost additions	11,751	11,783
Cost write-offs	(1,737)	(20,879)
Write-off of amortization	435	3,588
From acquired companies	25,324	6,236
Amortization	(33,352)	(12,056)
As at June 30,	292,123	57,518

# 19 Intangible assets

## a. Breakdown of intangible assets

		Amortization		
	Useful life	annual	Consoli	dated
Acquisition costs			06/30/2024	12/31/2023
Goodwill generated in stock mergers	Undefined	-	66,970	66,970
Goodwill operations from acquired companies	Undefined	-	2,343,269	1.867,666
Customers portfolio	Defined	From 6% to 55%	1,302,264	883,280
Brands	Defined / Undefined	From 3% to 100%	538,938	258,569
Surplus value of software	Defined	Up to 20%	12,600	12,600
Non-compete agrément	Defined	Up to 20%	24,038	21,700
Provision for surplus and goodwill	Undefined		1,158	1,158
Goodwill, customers portfolio, brands, surplus				
value of software and non-compete agreement			4,289,237	3,111,943
Software from third parties	Defined	Up to 20%	72,503	17,868
Signing bônus – from acquired companies	Defined	Up to 15%	21,387	-
Franchising – from acquired companies	Defined	Up to 20%	23,634	_
Others	Defined	Up to 20%	720	682
			118,244	18,550
<b>Total costs</b>			4,407,481	3,130,493
Accumulated amortization				
Software	-	-	(58,893)	(13,583)
Customers portfolio, brands, non-compete agreement and software			(491,135)	(429,064)
Amortization of signing bonus – from acquired			(491,133)	(429,004)
companies			(14,114)	_
Amortization of franchising – from acquired			(11,111)	
companies			(12,258)	-
Others	-		(530)	(530)
Total of accumulated amortization	-		(576,930)	(443,177)
Net intangible assets	-		3,830,551	2,687,316
		•		



## b. Changes in cost

		Surplus value										
	Incorporati on of shares	Goodwill	Customers portfolio	Brands	Non-compete agreement	Software	Softwares	Signing bonus	Franchising	Others	Provision of surplus value and goodwill	Total
Balance as at December 31, 2023	66,970	1,867,666	883,280	258,569	21,700	12,600	17,868	<u>-</u> .	-	682	1,158	3,130,493
Campseg (i)	-	1,429	(63)	-	-	_	-	-	_	-	-	1,366
Trademark (i)	-	(5,856)	3,771	-	-	-	-	-	-	-	-	(2,085)
Control	-	48,213	56,979	-	-	-	-	-	-	-	-	105,192
Lyon	-	59,010	13,762	8,289	-	-	-	-	-	-	-	81,061
Marfood	-	22,935	39,785	8,884	2,338	-	-	-	-	-	-	73,942
Invictus		3,523	2,962	778	-	-	-	-	-	-	-	7,263
GR		346,349	301,788	262,418		-	52,170	21,387	23,634			1,007,746
<b>Bussiness combination effect</b>		475,603	418,984	280,369	2,338	12,600	52,170	21,387	23,634			1,274,485
Other additions							2,465			38		2,503
Balance as at June 30, 2024	66,970	2,343,269	1,302,264	538,938	24,038	12,600	72,503	21,387	23,634	720	1,158	4,407,481

				Surplus value	•					
	Incorporation of shares	Goodwill	Customers portfolio	Brands	Non-compete agreement	Software	Software	Others	Provision of surplus value and goodwill	Total
Balance as at December 31, 2022	66,970	1,627,681	734,991	214,070	21,700	3,268	11,636	682	1,158	2,682,156
Evertical	-	(236)	1,146	122	-	-	-		-	1,032
Global Serviços	-	(29)	142	25	-	-	-	-	-	138
Engie	-	_	11,951	-	-	-	-	-	-	11,951
Compart		49,052	20,128	4,999	_	7,499		-		81,678
Bussiness combination effect		48,787	33,367	5,146	<u> </u>	7,499		-		94,799
Other write-offs		<u> </u>	<u> </u>	<u>-</u>			(429)			(429)
Balance as at June 30, 2023	66,970	1,676,468	768,358	219,216	21,700	10,767	11,207	682	1,158	2,776,526

<sup>(</sup>i) The movements refer to adjustments in the statement of financial position of companies acquired in fiscal year ended 2023, which were within the measurement period, as instructed by CPC 15 (R1) / IFRS 3, and which underwent evaluation and measurement of surplus value allocation in 2024.



# c. Changes in accumulated amortization

	Customers portfolio	Brands	Non-compete agreement	Software	Signing bonus	Franchising	Others	Total
As at December 31, 2023	(350,235)	(54,623)	(24,206)	(13,583)		<u>-</u> .	(530)	(443,177)
Amortization From acquired companies	(51,447)	(21,393)	10,769	(1,233) (44,077)	(14,114)	(12,258)	-	(63,304) (70,449)
As at June 30, 2024	(401,682)	(76,016)	(13,437)	(58,893)	(14,114)	(12,258)	(530)	(576,930)
	Customers portfolio	Brands	Non-compete agreement	Software	Others	Total		
As at December 31, 2022	(289,580)	(24,640)	(7,357)	(8,228)	(530)	(330,335)		
Amortization Others	(40,125)	(5,028)	(3,753)	(334)	- -	(49,240) 40		
As at June 30, 2023	(329,705)	(29,668)	(11,110)	(8,522)	(530)	(379,535)		



## 20 Trade payable

	Parent Co	ompany	Consolidated		
	06/30/2024	12/31/2023	06/30/2024	12/31/2023	
Trade payable	36	-	446,827	173,197	
Drawn risk operations (a)			98,988		
Total	36		545,815	173,197	

(a) Refers to financial transactions in which a supplier receives the value of a sale on credit in advance, with the risk of default assumed by a financial institution. These operations do not significantly alter the purchase conditions, such as payments, prices and terms negotiated with suppliers, maintaining usual market practices. They allow suppliers to better manage their cash flow, which strengthens their commercial relationship with the Group. In addition, these transactions do not generate expenses for the Group or result in an interest gain shared with the financial institution.

#### 21 Loans

#### a. Breakdown of balances

			Consolid	lated
Credit facilities used	Annual interest rate	Currency	06/30/2024	12/31/2023
Working capital	CDI + up to 2%	BRL	110,152	139,118
Working capital	CDI + 2.1% to $2.5%$	BRL	136,202	168,017
Working capital	CDI + 2.6% to $3.0%$	BRL	2,108	4,214
Working capital	Prefixed 8.7% to 8.9%	BRL	4,699	7,541
Working capital (i)	SOFR + 2.09%	USD	303,782	112,194
Commercial papers (ii)	CDI + 1.94%	BRL		5,658
Total			556,943	436,742
Current			148,430	169,079
Non-current			408,513	267,663

- (i) The Group has loans operations in foreign currency denominated in US\$ (US Dollar), but with swap in amount consistent with the estimated future cash flow, eliminating the foreign currency variation and converting the entire operation to 100% of the Interbank Deposit Certificate (CDI) rate, plus interest of 1.40% to 2.47% per year, in compliance with risk management criteria. See note n° 32 (c).
- (ii) In May 2019, subsidiary Top Service Serviços e Sistemas S.A., issued private debt securities, as commercial papers, amounting to R\$ 50,000, The commercial papers will circulate by endorsement, with no guarantee, of a mere transfer of ownership, as provided for in paragraph 1, article 4, of the Instruction of the Brazilian Securities and Exchange Commission ("CVM") n° 566. The unit par value of each series will be remunerated at 100% of the Interbank Deposit Certificate (CDI) rate, plus a percentage of 1.94% p.a. The remuneration will be paid, together with the unit par value of the respective series, in a single installment at the maturity date, or, even, at the date of possible early maturity of the commercial papers as a result of a default event, The commercial papers will have a guarantee provided universally by GPS Participações e Empreendimentos S.A. and are exempt from registration with the CVM in accordance with CVM Instruction n° 476/2009.

The amounts recorded in non-current liabilities as at June 30, 2024 present the following amortization schedules until 2029:



Maturity	06/30/2024
2025 (from July) 2026	59,323 125,433
2027 2028	91,043 71,461
2029	61,253
Total	408,513

#### Guarantees

The balances of working capital loans are subject to the financial charges mentioned in the table and are substantially guaranteed by fiduciary assignments of receivables with simple domicile without balance withholding.

The commercial notes are guaranteed universally by the Company.

## b. Changes in balance

	<b>436,742 634,</b> 1,400,000			
	2024	2023		
As at January 1,	436,742	634,924		
Loans new agreements	1,400,000	-		
Agreements from acquired companies	144,659	3,894		
Provisioned exchange variation	85,716	(10,055)		
Provisioned interest and charges	39,167	35,823		
Payments				
Principal	(1,416,096)	(104,846)		
Interest paid	(133,245)	(44,846)		
As at June 30,	556,943	514,894		

## c. Restrictive contractual clauses in loans (covenants)

The Group holds secured bank loans that, according to the terms of the contract, will be paid in installments over the next four years, except from of contracts signed with Banco Bradesco in December 2017, all contracts contain covenants that are monitored in a timely manner and establish that at the end of each fiscal year the group's net debt amount must be less than or equal to a multiple ranging from 2,5 to 3,5 times its EBITDA for the same fiscal year, observing that for the cases of covenants with net debt limit established at 2,5 times, in case of operational leverage proven generated by acquisitions in a given fiscal year, the financial index corresponding to the same fiscal year, exclusively, should be less than or equal to 3,5 times its EBITDA.



#### 22 Debentures

	Consoli	dated
Current liabilities	06/30/2024	12/31/2023
Issuance of guaranteed debt securities	307,898	316,396
Issuance transaction costs	(9,969)	(6,949)
	297,929	309,447
Non-current liabilities		
Issuance of guaranteed debt securities	3,924,999	2,299,999
Issuance transaction costs	(28,570)	(15,697)
	3,896,429	2,284,302
Total	4,194,358	2,593,749

In November 2019, the Group, through its subsidiary Top Service Serviços e Sistemas S.A., carried out the first issuance of private debt securities, in the form of simple debentures, nonconvertible into shares, of the security interest type, with additional personal guarantee, in a single series, for public distribution, with limited distribution efforts in accordance with of CVM instruction n° 476 and other legal and regulatory provisions, being, therefore, in accordance with article 6 of CVM Instruction n° 476/2009, automatically exempted from the distribution register covered by Article 19 of Law n° 6,385/76, The offer is registered with Anbima - Brazilian Association of Financial and Capital Markets Entities under Chapter VIII of the Anbima Code. The debentures were registered with unit par value of R\$ 1,00, for the issued and traded amount of R\$ 500,000 (five hundred thousand) debentures, with the transaction amounting to R\$ 500,000.

The unit par value of each series shall be remunerated quarterly at 100% of the Interbank Deposit Certificate (CDI) + 1.60% p.a.

In December 2021, through its subsidiary Top Service Serviços e Sistemas S.A., carried out the third issuance of private debt securities, in the form of simple debentures, non-convertible into shares, of the security interest type, with additional personal guarantee, in a single series, for public distribution, with limited distribution efforts in accordance with of CVM instruction n° 476 and other legal and regulatory provisions, being, therefore, in accordance with article 6 of CVM Instruction n° 476 automatically exempted from the distribution register covered by Article 19 of Law n° 6,385/76. The offer is registered with Anbima - Brazilian Association of Financial and Capital Markets Entities under Chapter VIII of the Anbima Code. The debentures were registered with unit par value of R\$ 1,00, for the issued and traded amount of R\$ 750,000 (seven hundred and fifty thousand) debentures, with the transaction amounting to R\$ 750,000.

The unit par value of each series shall be remunerated quarterly at 100% of the Interbank Deposit Certificate (CDI) + 2.15% p.a.

In December 2022, through its subsidiary Top Service Serviços e Sistemas S.A., carried out the second issuance of private debt securities, in the form of simple debentures, non-convertible into shares, of the security interest type, with additional personal guarantee, in a single series, for public distribution, with limited distribution efforts in accordance with of CVM instruction n° 476 and other legal and regulatory provisions, being, therefore, in accordance with article 6 of CVM Instruction n° 476, automatically exempted from the distribution register covered by Article 19 of Law n° 6,385/76, The offer is registered with



Anbima - Brazilian Association of Financial and Capital Markets Entities under Chapter VIII of the Anbima Code. The debentures were registered with a unit par value of R\$ 1,00, for the issued and traded amount of 1,500,000 (one million and five hundred thousand) debentures, with the transaction amounting to R\$ 1,500,000.

The unit par value of each series shall be remunerated quarterly at 100% of the Interbank Deposit Certificate (CDI) + 2.15% p.a.

In June 2024, the Group, through its subsidiary In Haus Industrial e Serviços de Logística S.A., carried out the first issuance of private debt securities, constituted in the form of simple debentures not convertible into shares, unsecured, with additional personal guarantee, in a single series, for public distribution, under the rite of automatic registration, pursuant to CVM Resolution No. 160. The offering is registered with Anbima - Brazilian Association of Financial and Capital Markets Entities under the terms of articles 15 and 16 of the Rules and Procedures for Public Offerings, and under the terms of article 2, item VI, article 9 and article 19 of the Anbima Code. The debentures were booked with a unit face value of R\$ 1, an amount issued and negotiated of 1,750,000 (one million, seven hundred and fifty thousand) debentures and an amount of the operation in the amount of R\$ 1,750,000.

The unit par value of each series shall be remunerated quarterly at 100% of the Interbank Deposit Certificate (CDI) + 1.90% p.a.

#### a. Terms and debt repayment schedule

The remuneration shall be paid, without prejudice to payments as a result of early maturity, and the optional early redemption and the offer of full early redemption of the Debentures, pursuant to the deed of Issuance. The balance of the nominal unit value of the first and second issuance debentures will be amortized, in 20 (twenty) quarterly and successive installments, from the eighth quarter of grace, while the third issuance is 16 successive quarterly installments from the 12 grace quarters, The net resources obtained by the Group with the issuance will be used for cash reinforcement.

The debentures will have a fiduciary guarantee under the terms of article 822 of Law n° 10,406/2002. The Company provides sureties in favor of the debenture holders, The debentures of the second and third issuance are only secured by GPS Participações e Empreendimentos S.A. in favor of debenture holders.

The table below highlights the characteristics defined for the first and second issuance carried out:

Issuance	Series	Beginning	Maturity	DI + spread p,a,	Number of securities	Unit par value	Total amount issued	Position on 06/30/2024
First	Single	11/20/2019	10/25/2026	12.00%	500,000	1	500,000	255,197
Second	Single	12/27/2021	10/25/2028	12.55%	750,000	1	750,000	689,695
Third	Single	12/28/2022	10/18/2029	12.55%	1,500,000	1	1,500,000	1,536,386
Fourth	Single	06/27/2024	06/25/2031	12.30%	1,750,000	1	1,750,000	1,751,619
Total					4,500,000	1	4,500,000	4,232,897



Issuance	Series	Beginning	Maturity	DI + spread p,a,	Number of securities	Unit par value	Total amount issued	Position on 12/31/2023
First Second Third	Single Single Single	11/20/2019 12/27/2021 12/28/2022	10/25/2026 10/25/2028 10/18/2029	14.57% 15.12% 15.12%	500,000 750,000 1,500,000	1 1 1	500,000 750,000 1,500,000	307,027 768,360 1,541,007
Total					2,750,000	1	2,750,000	2,616,394
Maturity							(	06/30/2024
2025 (from 2026 2027 2028 2029 2030 2031	n July)							125,000 625,000 524,999 900,000 875,000 500,000 375,000
Total								3,924,999

## **b.** Restrictive contractual clauses (covenants)

The deed of debentures contains covenants, which are monitored in a timely manner and establish that at the end of each fiscal year, the amount of net financial debt divided by EBITDA for the respective year must be less than or equal to 2.5 times, observing that, in case of operational leverage proven generated by acquisitions in a given fiscal year, the financial index corresponding to the same fiscal year, should be less than or equal to 3.5 times.

## c. Changes in balances

	Consolidated		
	2024	2023	
As at January 1,	2,593,749	2,661,200	
Issuance	1,750,000	_	
Cost incurred with issuance	(19,437)	-	
Settlement of cost incurred with issuance of debenture	3,544	2,411	
Provisioned interest and charges	154,868	194,562	
Payments			
Principal	(125,000)	(50,000)	
Interest	(163,366)	(152,597)	
As at June 30,	4,194,358	2,655,576	



## 23 Leases payable

The Group has lease operations for the use of properties as administrative headquarters in several geographic regions of the Brazilian territory, where it provides property security, maintenance and cleaning services of its customers' service areas.

	Consolidated			
	06/30/2024	12/31/2023		
Current liabilities				
Leases payable	86,189	78,779		
Interest to be allocated	(13,617)	(15,463)		
	72,572	63,316		
Non-current liabilities				
Leases payable	268,059	272,404		
Interest to be allocated	(30,635)	(33,145)		
	237,424	239,259		
Total	309,996	302,575		

The lease payable is initially measured at the present value of lease payments that are not made on the start date of each contract, discounted at the interest rate implicit in the lease or, if that rate cannot be determined immediately, at the Group's incremental loan rate. Generally, the Group uses its incremental loan rate as a discount rate.

## a. Assumptions for obtaining the incremental rate

The Group determines its incremental rate on leases by obtaining interest rates projected and disclosed by B3, which consider the relationship between the SELIC and DI rates and external sources of financing, and by making some adjustments to reflect the terms of the agreement and the type of asset leased.

		06/30/2024		
Consolidated	Incremental annual rate %	Par value	Carrying value	
Leases payable by right-of-use assets	6.1	354,248	354,248	
Total (i)	_	354,248	354,248	
		12/31/2023		
	_	12/31/2	2023	
Consolidated	Incrimental annual date %	12/31/2 Par value	Carrying value	
Consolidated  Leases payable by right-of-use assets				

(i) The amounts are increased by interest incurred in the fiscal year.



1,563,107

1,124,275

## b. Amortization schedule for lease liabilities

c.

24

**Total** 

The distribution by maturity is shown below:

		06/30/2024		
-	Minimum future lease	00/30/2024	Dr	esent value of
Consolidated	payments	Interests		ase payments
Under a year	86,189	(13,617)		72,572
From one to five years	244,689	(27,126)		217,563
More than five years	23,370	(3,509)		19,861
Total	354,248	(44,252)	-	309,996
		12/31/2023		
-	Minimum future lease		Pr	esent value of
Consolidated	payments	Interests	minimum le	ase payments
Under a year	78,779	(15,463)		63,316
From one to five years	254,144	(30,316)		223,828
More than five years	18,260	(2,829)	-	15,431
Total	351,183	(48,608)	-	302,575
As at January 1,			2024 302,575	2023 69,893
				)
Additions			11.751	,
Additions From acquisition			11,751 28 309	11,782
From acquisition			28,309	11,782 6,237
From acquisition Appropriate interest			28,309 8,633	11,782 6,237 1,614
From acquisition			28,309	11,782 6,237 1,614 (13,061)
From acquisition Appropriate interest Payments			28,309 8,633 (39,970)	11,782 6,237 1,614 (13,061) (17,005)
From acquisition Appropriate interest Payments Write-offs	charges		28,309 8,633 (39,970) (1,302)	11,782
From acquisition Appropriate interest Payments Write-offs  As at June 30,	charges		28,309 8,633 (39,970) (1,302)	11,782 6,237 1,614 (13,061) (17,005) <b>59,460</b>
From acquisition Appropriate interest Payments Write-offs  As at June 30,	charges		28,309 8,633 (39,970) (1,302) 309,996	11,782 6,237 1,614 (13,061) (17,005) <b>59,460</b>
From acquisition Appropriate interest Payments Write-offs  As at June 30,  Payroll and social of the	charges		28,309 8,633 (39,970) (1,302) 309,996 Consolid 06/30/2024 346,236	11,782 6,237 1,614 (13,061) (17,005) <b>59,460</b>
From acquisition Appropriate interest Payments Write-offs  As at June 30,  Payroll and social of the social of the social charges			28,309 8,633 (39,970) (1,302) 309,996 Consolid 06/30/2024 346,236 240,589	11,782 6,237 1,614 (13,061) (17,005) <b>59,460</b> lated
From acquisition Appropriate interest Payments Write-offs  As at June 30,  Payroll and social of the social charges Provision for vacation and social charges	ial charges		28,309 8,633 (39,970) (1,302) 309,996 Consolid 06/30/2024 346,236 240,589 640,805	11,782 6,237 1,614 (13,061) (17,005) <b>59,460</b> lated 12/31/2023
From acquisition Appropriate interest Payments Write-offs  As at June 30,  Payroll and social of the social of the social charges	ial charges		28,309 8,633 (39,970) (1,302) 309,996 Consolid 06/30/2024 346,236 240,589	11,782 6,237 1,614 (13,061) (17,005) <b>59,460</b> lated 12/31/2023 258,897 189,224



(a) The changes of the provision for bonuses can be presented as follows:

	2024	2023
As at January 1,	155,762	125,180
From acquired companies Write-off of provision for payment Constitution of the provision	8,702 (153,465) 71,463	(124,371) 62,770
As at June 30, (i)	82,462	63,579

<sup>(</sup>i) The amount of the provision for bonus is presented net of pro-labore's advance at R\$ 35,076 (R\$ 6,983 as at December 31, 2023).

## 25 Income tax and social contribution

## a. Breakdown of current and deferred tax credits

The parent company and certain subsidiaries present the following balances to be offset, deducted or added in the calculation basis of future taxable income to be assessed based on taxable income. Additionally, there are differences to be deducted in future fiscal years, as indicated below:



	Consolidated						
	Note	Note 06/30/2024		/2024		12/31/2	1/2023
		Total basis	Calculation basis	Basis of deferred income not constituted	Total basis	Calculation basis	Basis of deferred income not constituted
Credits to be offset with future taxable income:  Tax losses and negative basis of social contribution		202,848	202,848	-	210,568	210,568	-
Business combinations effects: Goodwill portion amortized for tax purpose on future profitability Accounting amortization of surplus value allocation with defined useful life prior to Law nº 11,638/07 Amortization of surplus value allocation with defined useful life Amortization of customers portfolio, brands, non-compete agreement and property equipment Adjustment to fair value - acquisition debt		(397,650) 5,007 113,868 351,023 56,131	(397,650) 5,007 113,868 351,023 56,131	- - -	(349,293) 5,007 120,987 301,899 34,191	(349,293) 5,007 120,987 301,899 34,191	- - - -
Temporary differences:  Constitution of provision for expected loss of services billed and to be billed  Constitution of provision for credit loss from contractual withholding  Provision for labor agreement or execution  Provision for tax agreement or execution  Provision for civil agreement or execution  Graber indemnity assets  Selic indebtedness on IRPJ and CSLL update  Provision for variable remuneration  Derivative instruments - unrealized swap  Sub judice taxes  Other temporary differences (i)	10 10 28(a) 28(a) 28(a) 28(d) 12 24 32 (c) 28(b)	184,586 2,569 289,113 729,494 73,513 (6,150) (17,562) 82,462 2,900 879,488 104,382	170,382 2,569 265,980 727,718 58,904 (6,150) (16,216) 76,290 2,900 823,839 201,012	14,203 - 23,453 1,776 14,609 - (1,346) 6,172 - 55,649 (96,630)	94,789 2,569 242,421 526,546 46,381 (63,000) (17,562) 155,762 8,970 493,267 60,696	82,107 419 197,110 522,310 29,638 (63,000) (16,628) 150,804 8,970 427,511 44,462	12,682 2,150 45,311 4,236 16,743 (934) 4,958
Calculation basis  Deferred income tax and social contribution assets (34%)			2,638,455 <b>897,075</b>			1,707,062 580,401	
Total deferred tax assets Total deferred tax liabilities  Net deferred tax assets			1,039,880 (142,805) <b>897,075</b>			726,234 (145,833) <b>580,401</b>	

(i) Refers to the provision of undelivered invoices, depreciation variation, and provision of tax credits.

The tax loss and the negative calculation basis of the social contribution do not have limitation periods, and their offsetting is limited to 30% of the calculation bases to be determined in each future base year. Deferred tax liabilities refer to the tax amortization of future profitability goodwill related to merged subsidiaries and will only be realized in the event of investment disposal or write-off due to impairment.



## b. Changes in deferred tax assets and liabilities balances (consolidated)

						Balan	ce as at June 30	, 2024
	Net Balance as at January 1, 2024	Recognized in statement of profit or loss	Recognized in equity	Acquired in business combinations	Adjustments acquired previous year	Net debt	Deferred tax assets	Deferred tax liabilities
Credits to be offset with future taxable income: Tax losses and negative basis of social contribution	71,593	(2,625)	-	-	-	68,968	68,968	-
Business combinations effects:								
Goodwill portion amortized on future profitability	(118,759)	(16,442)	-	-	-	(135,201)	-	(135,201)
Accounting amortization of surplus value allocation with defined	4.500					4.500	1.500	
useful life prior to Law n° 11,638/07	1,702	(2.421)	-	-	-	1,702	1,702	-
Amortization of surplus value allocation with defined useful life	41,136	(2,421)	-	-	-	38,715	38,715	-
Amortization of customers portfolio, brands, non-compete	102,646	16,702				119,348	119,348	
agreement and property and equipment Adjustment to fair value - acquisition debt	11,625	10,702	7,459	-	-	119,346	19,084	-
Adjustifient to fair value - acquisition debt	11,023	-	7,439	-	-	19,064	19,004	-
Temporary differences:								
Provision for expected loss of services billed and to be billed	27,916	17,739	-	12,275	-	57,930	57,930	-
Constitution of provision for credit loss from contractual withholding	142	731	-	-	-	873	873	-
Provision for labor agreement or execution	67,017	8,200	-	15,216	-	90,433	90,433	-
Provision for tax agreement or execution	177,585	(856)	-	70,695	-	247,424	247,424	-
Provision for civil agreement or execution	10,077	405	-	9,546	-	20,028	20,028	-
Graber indemnity assets	(21,420)	19,329	-	-	-	(2,091)	-	(2,091)
Income tax and social contribution credit arising from the Selic update on tax overpayments	(5,654)	141	-	-	-	(5,513)	-	(5,513)
Provision for variable remuneration	51,274	(28,753)	-	3,418	-	25,939	25,939	-
Derivative instruments - unrealized swap	3,050	(4,128)	2,065	-	-	987	987	-
Sub judice taxes	145,354	10,668	-	124,083	-	280,105	280,105	-
Other temporary differences	15,117	25,472		29,909 (	i) (2,154)	68,344	68,344	
Assets (liabilities) net taxes	580,401	44,162	9,524	265,142	(2,154)	897,075	1,039,880	(142,805)

<sup>(</sup>i) Refers to the provision for unposted invoices and depreciation difference of property equipment.



				_	Balan	ce as at June 30	0, 2023
	Net Balance as at January 1, 2023	Recognized in statement of profit or loss	Recognized in equity	Acquired in business combinations	Net debt	Deferred tax assets	Deferred tax liabilities
Credits to be offset with future taxable income:							
Tax losses and negative basis of social contribution	58,285	6,755	-	-	65,040	65,040	-
Business combinations effects:							
Goodwill portion amortized on future profitability	(88,302)	(10,992)	-	-	(99,294)	-	(99,294)
Accounting amortization of surplus value allocation with defined							
useful life prior to Law n° 11,638/07	1,702	-	-	-	1,702	1,702	-
Amortization of surplus value allocation with defined useful life	46,001	(2,312)	-	-	43,689	43,689	-
Amortization of customers portfolio, brands and property and				-			
equipment	77,670	8,074	-		85,744	85,744	-
Adjustment to fair value - acquisition debt	4,636	-	2,192	-	6,828	6,828	-
Temporary differences:							
Provision for expected loss of services billed and to be billed	31,265	15,549	-	247	47,061	47,061	-
Constitution of provision for credit loss from contractual withholding	1,457	(731)	-	-	726	726	_
Provision for labor agreement or execution	71,496	(4,586)	-	119	67,029	67,029	-
Provision for tax agreement or execution	122,952	18,938	-	4,659	146,549	146,549	-
Provision for civil agreement or execution	11,620	970	-	-	12,590	12,590	-
Graber indemnity assets	(19,839)	(1,207)	-	-	(21,046)	-	(21,046)
Income tax and social contribution credit arising from the Selic			-				(5,500)
update on tax overpayments	(5,971)	471		-	(5,500)	-	
Provision for variable remuneration	42,561	(22,222)	-	-	20,339	20,339	-
Derivative instruments - unrealized swap	48	922	1,179	-	2,149	2,149	-
Sub judice Taxes	151,670	20,919	-	23,610	196,199	196,199	-
Other temporary differences	(3,131)	4,912		(1,229)	552	552	
Assets (liabilities) net taxes	504,120	35,460	3,371	27,406	570,357	696,197	(125,840)



# c. Reconciliation of income tax and social contribution with the corresponding expenses in the income

The reconciliation between income tax (IRPJ) and social contribution (CSLL) at the nominal and effective tax rates is shown below:

	Parent C	ompany	Consolidated		
	06/30/2024	06/30/2023	06/30/2024	06/30/2023	
Net income for the period Equity-accounted investees	275,881 (276,116)	249,587 (249,942)	279,722	251,045	
Adjusted accounting (loss) profit without equity-accounted (IRPJ/CSLL)	(235) 31	(355) 53	279,722 118,837	251,045 117,915	
Loss (profit) before income tax and social contribution	(204)	(302)	398,559	368,960	
Income tax and social contribution at nominal rate (34%) (Additions) / Permanent Exclusions (i) Donations / Worker's Meal Program (PAT) / additional (ii) Others (iii)	69 (127) 9 18	103 (94) 7 (69)	(135,510) 6,318 8,324 2,031	(125,446) 6,684 2,870 (2,023)	
Income tax and social contribution expenses	(31)	(53)	(118,837)	(117,915)	
Current taxes Deferred taxes	(31)	(53)	(162,999) 44,162	(153,375) 35,460	
Effective rate	(15.20%)	(17.55%)	29.82%	31.96%	

<sup>(</sup>i) Permanent additions are made up of traffic fines, union dues, gifts, and infraction notice fines, Permanent deletions are comprised of chargebacks, discounts, and credit corrections,

## 26 Tax obligations

	Parent C	ompany	Consolidated		
	06/30/2024	12/31/2023	06/30/20234	12/31/2023	
Social Integration Program Contribution (PIS)	_	-	6,113	2,746	
Social Security Financing Contribution (COFINS)	2	3	20,617	14,109	
Tax on the Circulation of Goods and Provision of Services					
(ICMS)	-	-	16,390	4,786	
Tax Over Service Rendered (ISSQN)	-	-	127,057	98,840	
Others			3,836	1,208	
Total	2	3	174,013	121,689	

<sup>(</sup>ii) These refers to deductions incurred in the period as set forth in the IRPJ regulations

<sup>(</sup>iii) The differences and non-constituted tax loss of companies with no prospect of future profitability.



# 27 Tax payment through installments agreement

		Consolidated		
Туре	Monthly financial charges	06/30/2024	12/31/2023	
REFIS IV	SELIC	31,212	20,812	
PPI	SELIC	8,856	8,943	
Simplified Social Security	SELIC	49,372	28,925	
Total		89,440	58,680	
Current		39,713	21,882	
Non-current		49,727	36,798	

The Group has REFIS IV-type installment plans, referring to Law n° 11,941/09, Law n° 12,973/14 and Law n°12,996/14 administered by the RFB (Brazilian Federal Revenue Office) and PGFN (Office of the General Counsel for the National Treasury), as well as municipal PPI in the city of Sao Paulo and in 2017 based on Law n° 13,496/17, the simplified installment plans were included in the "NEW REFIS" known as PERT (Special Program Tax Regularization) and administered by the RFB and PGFN.

Change in the amounts due is shown below:

	Parent Com	Parent Company		ated
	2024	2023	2024	2023
As at January 1,	-	47	58,680	67,870
Financial charges	-	1	2,432	4,048
Payments made of principal	-	(47)	(8,932)	(10,413)
Payments made of interest	-	(1)	(4,184)	(1,371)
From acquired companies	-	-	41,051	1,325
New installments			393	1,222
As at June 30,	-	-	89,440	62,681

The non-current installments have the following maturity schedule:

Year	06/30/2024
2025 (from July) 2026 2027 2028 onwards	21,427 12,927 8,514 6,859
Total	49,727



# 28 Provision for contingencies, indemnification assets, judicial deposits and sub judice taxes

	Consolidated	
	06/30/2024	12/31/2023
Provision for tax, civil and labor risks (a)	1,360,073	998,631
Sub judice taxes (b)	879,488	493,267
Total	2,239,561	1,491,898

#### a. Provision for tax, civil and labor risks

The Group is subject to various legal proceedings and tax, labor and civil administrative procedures. As at June 30, 2024, the Group had a provision equivalent to R\$ 1,360,073 (R\$ 998,631 as at December 31, 2023), considered adequate and sufficient by management based on legal advisor's opinions.

	Consolidated	
	06/30/2024	12/31/2023
Labor (i)	289,113	242,421
Tax (ii)	135,306	92,991
Civil (iii)	73,513	46,381
"S" System (iv)	594,188	433,555
Monetary update of "S" System (iv)	124,566	90,535
Provision for tax, civil and labor risks	1,216,686	905,883
Allocation of contingent liabilities (v)	143,387	92,748
Total	1,360,073	998,631

- The main demands of labor demands are: differences in overtime, additional dangerousness, unhealthiness and additional nocturnal,
- (ii) The main nature of the demands is: (i) non-homologation of tax credits of IRPJ, CSLL, PIS and COFINS declared in PER/DCOMP; (ii) non-homologation of INSS credits used in PER/DCOMP for INSS compensation; (iii) questioning about non-collection/retention of the ISS; (iv) no incidence of INSS on indemnity funds (vacation, 1/3 vacation sums, 15 days prior to sickness or accident aid, indemnified notice),
- (iii) The main civil proceedings do not involve individually relevant values and are mainly related to: (i) contractual discussions with customers and (ii) reparation for material damage,
- For compulsory contributions to the "S" System, the Group has 29 lawsuits that support 42 companies, of which (iv) 23 companies are active and 19 companies have been extinguished by incorporation, being succeeded by companies that hold decisions, The lawsuits in question have injunctions/sentences, which allow the limitation of the INSS calculation basis to 20 times the highest minimum wage in force, with regarding to the payment for the institutions SENAC, SESC, SESI, SENAI, SEBRAE, INCRA and education salary. For certain companies/actions, the success is partial and covers only part of these third parties, and in cases of use of decisions, the differences were provisioned taking into account the start of use in January 2021. And on March 13, 2024, the date of the judgment of the Theme under No. 1,079 ("Define whether the limit of 20 (twenty) minimum wages is applicable to the calculation of the calculation basis of parafiscal contributions collected on behalf of third parties", at which time the modulation of the effects of the judgment was fixed, authorizing taxpayers with judicial and/or administrative action with a favorable pronouncement (judicial or administrative), the right to apply the limitation of the calculation basis to 20 minimum wages, until the date of publication of the judgment. The provision registered in relation to such proceedings is determined by the Administration based on the analysis of its legal advisors internal and external, and should be maintained, since as probable the risk of loss in the action stages, where we consider it probable the review of the modulation of the facts of the decision, which will occur in the context of the judgment of motion for clarification, also except for the hypothesis of the



parties taking the matter to the scrutiny of the Federal Supreme Court. We emphasize that in relation to the periods prior to January 2021, the calculations of the "S" System were settled in their entirety, with no risks.

(v) Refers to an allocation made in the acquisitions of companies, recognized in the acquiring company, broken down in a PPA - Purchase Price Allocation report, arising from legal processes and risks raised in due diligence of civil, labor and tax spheres evaluated with a possible expectation of loss.

In accordance with accounting practices, the Group makes provisions for contingencies for which the risk of loss is probable, according to the analysis of its legal advisors. The main process is:

• Tax lawsuit filed by the Federal Revenue Service of Brazil against the subsidiary Graber, for disallowance of social security compensations (INSS) occurred in 2015 and 2016. Challenge dismissed in 2018, voluntary appeal filed and awaiting judgment. The estimated amount of loss on June 30, 2024 is R\$ 42,700 (R\$ 63,000 on December 31, 2023). This amount is estimated by legal advisors based on the results of current and expected court proceedings.

Change in provision for contingencies can be summarized as follows:

	Consolidated		
	06/30/2024	06/30/2023	
As at January 1,	998,631	751,631	
Contingency update against indemnity assets	250	3.550	
"S" System	40.307	73.226	
Monetary update of "S" System	17.303	33.339	
Provision from acquisition – Global	-	(6.180)	
Provision from acquisition – Engie	-	690	
Provision from acquisition – Compart	-	11.716	
Provision from acquisition – Lyon	2.284	-	
Provision from acquisition – Control	15.709	-	
Provision from acquisition – Marfood	4.703	-	
Provision from acquisition – Invictus	27	-	
Provision from acquisition – GR	222,691	-	
Others	(669)	344	
Reversal of provision	(72.338)	(87.890)	
Provision supplement	80.536	93.651	
Subtotal	1.309.434	874.077	
Write-off of contingent liabilities (i)	(10,236)	(4.778)	
Allocation of contingent liabilities (i)	55,741	4.512	
Update of contingent liabilities (i)	5.134	(885)	
As at June 30,	1,360,073	872.926	



(i) The movement of contingent liabilities allocation occurred as detailed below:

Consolidated	12/31/2023	Addition	Write-offs	Update	06/30/2024
Fortaleza	44	-	(16)	-	28
Graber	1	-	(1)	-	-
Onseg	14	-	(6)	-	8
Poliservice	28	-	-	-	28
RZF	167	-	(167)	-	-
Algar	7	-	(2)	-	5
Quattro	18	-	-	-	18
Jam	521	-	(521)	-	-
Servis	91	-	(8)	-	83
Gol	45	-	-	1	46
BC2	37	-	-	-	37
Sunset	164	_	-	13	177
Conbras	8,983	_	-	248	9,231
Luandre	15	_	-	-	15
ISS	16,368	_	(75)	30	16,323
Vivante	6,518	_	(123)	10	6,405
Loghis	56	_	(1)	4	59
Única	1,908	_	(34)	70	1,944
Rudder	4,300	_	(471)	1,973	5,802
Allis	12,057	-	(1,515)	891	11,433
Comau	22,295	-	(4,171)	1,398	19,522
Force	1,186	_	-	25	1,211
Ormec	1,132	-	-	182	1,314
Sulzer	327	_	-	-	327
Global Empregos	5,767	-	(2,146)	243	3,864
Motus	32	-	-	2	34
Evertical	89	-	-	-	89
Engie	2,799	-	(879)	17	1,937
Campseg	6,687	-	-	-	6,687
TLSV	369	-	(100)	34	303
Trademark	723	-	-	-	723
Control	-	14,733	-	(7)	14,726
Lyon	-	6,848	-	10	6,858
Marfood	-	2,901	-	(10)	2,891
Invictus	-	804	-	-	804
GR		30,455			30,455
Total	92,748	55,741	(10,236)	5,134	143,387

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Consolidated	12/31/2022	Additions	Write-offs	Update	06/30/2023
Proguarda	86	-	(86)	-	-
Fortaleza	205	-	-	-	205
Graber	1	-	-	-	1
Onseg	14	-	-	-	14
Poliservice	107	-	(3)	-	104
RZF	167	-		-	167
Magnus	120	-	(31)	-	89
Algar	67	-	(23)	1	45
Quattro	31	-	-	-	31
Jam	521	-	-	-	521
Servis	157	-	(66)	(3)	88
Polonorte	351	-	-	-	351
Gol	492	-	(284)	6	214
BC2	245	-	(12)	-	233
Sunset	144	-	-	14	158
Conbras	14,873	-	-	317	15,190
Luandre	613	_	(355)	-	258
ISS	20,498	_	(1,769)	545	19,274
Vivante	14,673	-	(625)	(166)	13,882
Loghis	371	-	(140)	11	242
Única	2,120	-	(166)	6	1,960
Rudder	9,247	-	(656)	(2,473)	6,118
Allis	13,443	-	(370)	133	13,206
Comau	22,386	-	(72)	774	23,088
Force	2,587	_	(47)	(99)	2,441
Ormec	1,041	_	(55)	100	1,086
Sulzer	673	_	-	_	673
Global Empregos	6,370	_	_	_	6,370
Motus	32	_	_	_	32
Evertical	110	_	(8)	_	102
Engie	-	4,512	(10)	(51)	4,451
Engle			(10)	(01)	-,,,,,,
Total	111,745	4,512	(4,778)	(885)	110,594



## Possible losses not provisioned in the statement of financial position

Actions involving risk of loss classified by the Group as possible, based on the assessment of its legal advisors, for which there is no provision constituted on June 30, 2024, total R\$ 1,732,568, of which R\$ 1,106,742 are tax, R\$ 266,817 civil and R\$ 359,009 labor (R\$ 924,804 as at December 31, 2023, of which R\$ 391,713 were tax, R\$ 220,441 civil and R\$ 312,680 labor), The nature of these actions is the same as described in the item "(a) Provision for tax, civil and labor risks".

The main cases of possible loss are:

- Civil: This is a request for arbitration against Top Service Serviços e Sistemas S.A. and GPS
  Participações e Empreendimentos S.A., where the claimants claim the payment of an
  additional amount adjustment of approximately R\$ 77,982. The procedure is in the formation
  phase, and the last step was the notification with the protocol of the request for the initiation
  of arbitration.
- Tax: Infraction notices issued by the Federal Revenue Service of Brazil, against the company GR Serviços e Alimentação Ltda, whose object is the disallowance of PIS and COFINS credits, resulting from the acquisition of products not subject to the payment of the contribution (taxed at the zero rate), referring to the years 2014 and 2017. Currently, the processes are in the administrative sphere and are awaiting the judgment of the voluntary appeals presented to the Administrative Council of Tax Appeals (CARF). The estimated value of the loss on June 30, 2024 is R\$ 459,058. Below are the main tax processes of possible loss arising from GRSA, for more details, see explanatory note n° 3.2:

Risk / Process	Risk value
PIS e COFINS – Zero rate	459,058
ICMS Cases	129,585
Others Tax Disputes	129,931
Total	718,574

#### b. Sub judice taxes

	Consolidated		
	06/30/2024	12/31/2023	
Municipal taxes	12,962	11,550	
Federal taxes (i)	731,906	405,586	
State taxes	173	173	
Labor and social security risks (ii)	134,447	75,958	
Total	879,488	493,267	

- (i) Federal taxes all of which come from the companies acquired. These balances are set up to cover tax risks in certain practices up to the time of acquisition and not provisioned by previous management. These are mainly related to discrepancies in the debits and credits reported in accessory obligations in relation to the application of the cumulative and non-cumulative regime for PIS and COFINS and also inconsistencies in the credits reported in accessory obligations in relation to those used in electronic offsets (PERD/COMP) for IRPJ and CSLL;
- (ii) Labor and social security risks: this provision was made to cover labor risks arising from companies acquired due to non-adherence to some aspects of the CLT (Consolidation of Labor Laws). Such risks refer mainly to the compensation of INSS unduly paid on indemnity amounts, with discussions not yet settled in the judiciary and the absence of INSS taxation on variable amounts.



Change in sub judice taxes can be summarized as follows:

	Controladora		Consolidado	
	2024	2023	2024	2023
As at January 1,	-	1,305	493,267	446,089
Update cuurency	-	14	19,118	22,167
Provision from acquisition – Engie	-	-	-	40,311
Provision from acquisition – Compart	-	-	-	68,533
Provision from acquisition – Lyon (a)	-	-	10,072	-
Provision from acquisition – Control (a)	-	-	18,987	-
Provision from acquisition – Marfood (a)	-	-	7,639	-
Provision from acquisition – Invictus (a)	-	-	7,671	-
Provision from acquisition – GR (a)			320,990	
Supplement of provision			1,744	1,498
Reversal of provision		<u> </u>		(258)
As at June 30,		1,349	879,488	578,340

<sup>(</sup>a) For more details, see note  $n^{\circ}$  3.

Below are the main risks of possible loss arising from GRSA, for more details, see explanatory note  $n^{\circ}$  3.2:

Risk / Process	Risk value
PERSE – Emergency Program for the Resumption of the Events Sector PIS e COFINS – Zero rate Others Tax Disputes	467,032 317,673 145,003
Total	929,708

## c. Judicial deposits

They represent restricted assets of the Group and are related to the amounts deposited and held in court until the settlement of the disputes to which they relate. The judicial deposits held by the Group as at June 30, 2024 and December 31, 2023 are as follows:

	Consolidated	
	06/30/2024	12/31/2023
Labor judicial deposits	79,904	88,900
Civil judicial deposits	14,876	5,785
Tax judicial deposits	343,560	90,818
Total	438,340	185,503



Change in judicial deposits can be summarized as follows:

	Consolidated		
	2024	2023	
As at January 1,	185,503		
Update currency	3,499	9,617	
Deposits	30,579	9,642	
Write-offs	(34,196)	(6,386)	
From acquisition	252,955	1,026	
As at June 30,	438,340	205,784	

#### d. Indemnification assets

The Group has withholding of payouts as contingent portion and assets indemnifiable according to the position agreed and described in the sale agreements.

	Consolidated		
	06/30/2024	12/31/2023	
Graber Group (i)	6,150	63,000	
Allocation of indemnity assets (i)	167,088	96,076	
Total	173,238	159,076	

- (i) The write-off of the Graber Group's indemnity asset is reported in note 29(a).
- (ii) The composition per company of the allocation of indemnity assets can be summarized as follows:

Consolidado	12/31/2023	Additions	Write-offs	Update	06/30/2024
Fortaleza	39	-	-	-	39
Graber	20,335	-	(1)	(1,358)	18,976
Poliservice	365	-		(4)	361
RZF	497	-	-	-	497
Magnus	11	-	-	-	11
Proteg	221	-	-	-	221
Jam	566	-	-	3	569
Servis	5,711	-	-	57	5,768
Gol	1,678	-	-	1	1,679
Sunset	304	-	-	-	304
Luandre	1,281	-	-	13	1,294
Loghis	751	-	-	2	753
Rudder	13,960	-	-	315	14,275
Comau	10,917	-	-	-	10,917
Ormec	2,773	-	-	-	2,773
Motus	32	-	-	-	32
Evertical	403	-	-	1	404
Global Empregos	5,746	-	(6)	(218)	5,522
Compart	24,931	-	-	-	24,931
Campseg	5,429	-	-	-	5,429
Trademark	126	-	-	-	126
Control	-	11,379	-	-	11,379
Lyon	-	6,848	-	-	6,848
Marfood	-	2,442	-	-	2,442
GR		51,538	<u> </u>		51,538
Total	96,076	72,207	(7)	(1.188)	167,088



Consolidated	12/31/2022	Additions	06/30/2023
Fortaleza	123	-	123
Graber	20,479	-	20,479
Onseg	930	-	930
Poliservice	535	-	535
RZF	1,419	-	1,419
Magnus	1,196	-	1,196
Proteg	220	-	220
Jam	4,547	-	4,547
Servis	6,907	-	6,907
Gol	1,709	-	1,709
Sunset	557	-	557
Luandre	1,845	-	1,845
Loghis	830	-	830
Rudder	12,961	374	13,335
Comau	11,614	-	11,614
Ormec	4,956	-	4,956
Motus	32	-	32
Evertical	403	-	403
Global Empregos	6,370	-	6,370
Compart		24,931	24,931
Total	77,633	25,305	102,938

# 29 Acquisition of subsidiaries

Through of business combinations, the Group registers the purchase options of the remaining quotas in the capital of investees, in addition to the contractual contingent installments,

It should be noted that the measurement bases are estimates considering contractual bases, historical statement of financial position and respective prospective modeling (as they are future payments based on future income). Given the degree of uncertainty, eventual settling of accounts, changes may arise between the provision constituted and its realization.

As at June 30, 2024 and December 31, 2023, the breakdown of these financial liabilities was registers as follows:

	Consolidated		
	06/30/2024	12/31/2023	
Graber (i)	7,439	56,149	
JAM	-	529	
Luandre	4,210	5,324	
Sunset	-	45,182	
Comau	-	25,102	
Ormec (ii)	47,626	47,626	
Evertical (iii)	52,479	49,615	
Motus	12,054	31,501	
Compart	28,361	47,159	
Maestro	-	886	
Campseg	1,241	2,954	
Trademark (iv)	87,725	80,932	
Control (v)	113,897	-	
Lyon (v)	20,150	-	
GR (v)	59,145		
Total	434,327	392,959	
Currents assets	155,791	151,349	
Non-current assets	278,536	241,610	



- (i) Refers to the "retained price" of the consideration transferred in the acquisition, initially scheduled for settlement in 3 installments, maturing 20, 40 and 60 months from the date of the business combination, May 31, 2017. Considering that the parties are in negotiation regarding the deductions of materialized contingencies and/or indemnities from the retained price, these installments must be settled by May 31, 2025 as provided for in the Purchase and Sale Agreement (CCV). Such installments are corrected by the accumulated variation of the CDI and will be adjusted, subtracting any materialized losses and/or indemnities corresponding to the occurrences described in the CCV, on the date of settlement. In June 2024, there was a write-off of BRL 51,177 to compensate for materialized compensable losses;
- (ii) Refers to the "additional value" of the consideration transferred in the acquisition, which will be calculated based on the EBITDA calculated in the period from January 1, 2022 to December 31, 2022, limited to 12% of the net revenue for that period. From this amount, the variation in Gross Debt, Cash and Equivalents and Working Capital, verified between the Closing Balance Sheet (January 31, 2022) and the Company's balance sheet dated December 31, 2022, will be added or subtracted;
- (iii) Refers the additional amount (earn-out), measured at fair value, to be paid within 150 days after the end of the 2022 fiscal year, in accordance with contractual clauses establishing the criteria to be met by the parties (based on multiples of EBITDA calculated in the period from January 1, 2022 to December 31, 2022). The Group also has an option to purchase the remaining 45% of the Evertical Group, which may be exercised in full and only once, during a period of 90 days from the delivery of the annual balance sheet on December 31, 2024. The exercise price, whether call option or put option, will be defined by a formula indicated in the contract, which considers the applicable multiple (according to the type of option exercised) x EBITDA. In May 2023, the additional amount (Earn-out) was paid in the amount of R\$ 17,477, calculated based on EBITDA calculated from January 1, 2022 to December 31, 2022. On June 30, 2024, R\$ 52,479 was recorded as outstanding consideration, related to the adoption of the early acquisition method;
- (iv) Refers to the additional amount (Earn-out) to be paid up to 150 days after the end of the 2024 financial year, in accordance with contractual clauses establishing the criteria to be met by the parties (based on multiples of EBITDA calculated in the period from January 1, 2024 to December 31, 2024). The Group has an option to purchase the remaining 30% of Trademark Participações S.A., which may be exercised in full and only once, during a period of 90 days from the delivery of the annual balance sheet on December 31, 2025. The exercise price, whether call option or put option, will be defined by a formula indicated in the contract, which considers the applicable multiple (according to the type of option exercised) x EBITDA;
- (v) See note no 3.



# a. Changes of acquisition liabilities of subsidiaries

	12/31/20	Acquisit 23 rec		Write-off of retained installment (iii)		Adjustments	Reclassificatio n of balances (ii)	Update currency	Payment exercise of call option and additional Purchase and installment	Payment price of acquisition	Previous year's payments	06/30/2024
Graber	56,1	49	_	(51,177)	_	-	-	2,467	_	-	-	7,439
JAM	5	29	_	- ` -	31	-	(560)	-	-	-	-	-
Luandre	5,3	24	_		-	(1,017)	-	256	(353)	-	-	4,210
Sunset	45,1	82	- 16,037	7 -	-	(2,497)	-	-	(58,722)	-	-	-
Comau	25,1	02	_		1,450	-	(26,552)	-	-	-	-	-
Ormec	47,6	26	-		-	-	-	-	-	-	-	47,626
Evertical	49,6	15	- 2,864	- 1	-	-	-	-	-	-	-	52,479
Motus	31,5	01	- (6,110	) -	-	(488)	(6,911)	-	(5,938)	-	-	12,054
Compart	47,1	59	-		(1,798)	(781)	-	9,083	(25,302)	-	-	28,361
Maestro	8	86	-		-	-	-	42	(928)	-	-	-
Campseg	2,9	<b>54</b> (1,3	16)		-	-	-	33	(400)	-	-	1,241
Trademark	80,9	32	- 3,512	2 -	3,281	-	-	-	-	-	-	87,725
Control (i)		<b>-</b> 152,	24 4,600	) -	2,261	-	-	-	-	(44,388)	(1,000)	113,897
Lyon (i)		<b>-</b> 73,	1,036	· -	-	-	-	-	-	(51,884)	(2,988)	20,150
Marfood (i)		- 89,	33		-	-	-	-	-	(85,633)	(4,000)	-
Invictus (i)		3,	21		-	-	-	-	-	(2,946)	(275)	-
GR (i)		- 1,363,	08	<u> </u>						(1,304,363)		59,145
	Total 392,9	59 1,681,	21,939	(51,177)	5,225	(4,783)	(34,023)	11,881	(91,643)	(1,489,214)	(8,263)	434,327

<sup>(</sup>i) Refers to the total amount paid for the acquisition of the company. In the statement of cash flows, the amount is presented net of cash earned in the acquisition. For more details, see note no 3.

<sup>(</sup>ii) Amounts refers to supervenience transfers were reclassified to the item of Other trade payable, see explanatory note n° 30.

<sup>(</sup>iii) Write-off of the retained portion of the acquisition price by offsetting with compensable materialized losses.



	12/31/2022	Acquisition record	Update option	Write-off earn-out	Update earn-out	Update currency	Adjustments	Payment exercise of call option and additional Purchase and installment	Payment price of acquisition	Previous year's payments	06/30/2023
Servtec	2,976	-	_	(2,976)	_	-			-		_
Proevi	1,301	-	-	-	-	13	-	-	-	-	1,314
Graber	52,823	-	-	-	-	491	-	-	-	-	53,314
JAM	1,718	-	-	-	110	-	-	-	-	-	1,828
Luandre	7,071	-	-	-	198	216	(150)	(1,066)	-	-	6,269
Sunset	43,985	-	2,553	-	-	-	-	-	-	-	46,538
Única	-	-	-	-	12,652	3,029	(1,160)	(14,521)	-	-	-
Comau (iv)	33,515	-	-	-	2,130	-	-	-	-	-	35,645
Ormec (iv)	52,013	-	-	-	(4,387)	-	-	-	-	-	47,626
Evertical (iv)	68,626	93	3,518	-	(5,367)	4,156	563	(17,477)	-	-	54,112
Motus (iv)	14,181	-	375	-	(1,681)	-	-	-	-	-	12,875
Compart	-	78,971	-	-	1,293	-	-	-	(41,129)	(2,500)	36,635
Others trades payable	2,876		-			39					2,915
Total	281,085	79,064	6,446	(2,976)	4,948	7,944	(747)	(33,064)	(41,129)	(2,500)	299,071

<sup>(</sup>iv) Refers to the total amount paid for the acquisition of the company, In the statement of cash flows, the amount is presented net of cash earned in the acquisition.



# 30 Other trade payable

	Consolidated			
	06/30/2024	12/31/2023		
Supervenience transfer (i)	39,169	-		
Provision for notes to be payable (ii)	43,651	39,394		
Other trades to be payable	40,229	32,145		
Total	123,049	71,539		

- (i) Refers to supervening assets (tax credits and receivables from customers), to be passed on to sellers as such assets are converted into cash. See note n° 29 (a).
- (ii) Refers to expenses whose invoices did not have their entry receipt process completed at the end of the quarter.

# 31 Equity

# a. Share capital

The share capital fully subscribed and paid as at June 30, 2024 is R\$ 1,986,809 (R\$ 1,738,167 as at December 31, 2023), divided into 674,854,731 common shares (672,170,267 common shares as at December 31, 2023) all nominative with no par value and distributed as follows:

	06/30/20	024	12/31/2023		
	<b>Total shares</b>	Interests	Total shares	Interests	
Control block	278,765,694	41.31%	279,290,445	41.55%	
Managers	24,929,346	3.69%	10,544,694	1.57%	
Miscellaneous	371,159,691	55.00%	382,335,128	56.88%	
Total	674,854,691	100%	672,170,267	100%	

The share capital is fully subscribed and paid in, net of expenses with share issuances in the amount of R\$58,468. Thus, according to the statement of changes in shareholders' equity, the capital stock presented is R\$ 1,928,341 on June 30, 2024 (R\$ 1,679,699 on December 31, 2023).

By resolution of the Company's Board of Directors, the share capital may be increased, regardless of amendment to the bylaws, through the issue of ordinary shares, up to a limit of R\$ 2,750,000.

Upon approval of the Stock Option Plan at the Ordinary and Extraordinary Shareholders' Meeting held on April 14, 2022, the Board may grant options representing a maximum amount equivalent to 2.5% of the Company's net equity as stated in the last audited financial statement, and within the limit of the authorized capital provided for in the Company's Bylaws, of R\$ 2,750,000.

#### **b.** Common shares

**Events 2024** – On March 18, 2024, the Company's Board of Directors approved a capital increase within the authorized capital limit, with the issuance of new shares, as a result of the approval of the proposal of the Committee of People & Organization with respect to the Company's Stock Option Program for the calendar year 2024 (PROCA-24) and consequent issuance of common shares in the context of said PROCA-24.



The total amount of the Company's capital increase was R\$ 48,642, which increased from R\$ 1,738,167 to R\$ 1,786,809 through the issuance of 2,684,464 common shares, registered book-entry and without nominal value of the Company, representing 0.40% of the Company's capital stock prior to such issuance, at the issuance price calculated based on the average quotation of the 5 trading sessions corresponding to the period from March 11 to 15, 2024, of R\$ 18,12 per option, and a 10% discount to be paid as a premium, for subscription by the selected partners, increasing the Company's capital stock from 672,170,267 to 674,854,731 common shares, nominative, book-entry and without par value, excluding the preemptive right of the current shareholders in the subscription of the common shares issued by the Company. The amount actually paid as a prize was R\$ 4,859, as disclosed in note n° 14.3.1.

On April 11, 2024, a capital increase of R\$ 200,000 was approved at the Annual and Extraordinary General Meeting, with the capitalization of the statutory reserve, without the issuance of new shares.

#### c. Destination of proposed profits and dividends

According to the articles of partnership, from the net income for the fiscal year, after offsetting accumulated losses, 5% will be applied to constituting the legal reserve up to 20% of the share capital, and 25% will be allocated to the distribution of the minimum mandatory dividend, respecting the priority of payment of fixed dividends.

#### d. Earnings reserve

As provided for in the Bylaws, the purpose of the statutory investment reserve is to provide funds to guarantee the Company's level of capitalization, investments in activities related to the Company's corporate purpose and/or the payment of future dividends to shareholders or their anticipation.

#### e. Capital transactions

Capital transactions correspond to transactions with the members, without passing through the parent company's income. Reflects the events affecting the subsidiaries and indirectly the parent company through capital transactions. The composition of the fiscal year mutation refers to the items below:

	06/30/2024	12/31/2023
Dividends paid to non-controlling (i) Business combination adjustments	(9,823)	(1,141) 235
Total	(9,823)	(906)

 Due to the early acquisition method, dividends paid to non-controlling shareholders are treated as a capital transaction.



# f. Equity valuation adjustments

Equity valuation adjustments mainly include the net changes in the fair value of contingent consideration for call option agreements and other contingent consideration specified in the sale agreement on the acquisition date, which are updated each reporting period, the detailed changes of which are disclosed in note 29 (a). The amounts recorded in equity valuation adjustments are reclassified to the income statement in full or in part when the assets/liabilities to which they refer are sold.

	03/31/2024	12/31/2023
Fair value	(37,547)	(15,608)
Deferred income tax and social contribution	12,766	5,307
Total	(24,781)	(10,301)
The movement of equity valuation adjustments can be summar	ized as:	
	2024	2023
As at January 1,	(10,301)	3,266
Fair value	(21,939)	(6,446)
Deferred income tax and social contribution	7,459	2,191
As at June 30,	(24,781)	(989)



61,055

32,206

3,795,459

3,888,720

# 32 Financial instruments

Cash and cash equivalents (i)

Trade receivables

**Total** 

Loans receivable (iii)

#### a. Accounting classification and fair values

The table below shows the carrying amounts and the fair values of the financial assets and liabilities, including their levels in the hierarchy of fair value. It does not include information on the fair value of the financial assets and liabilities not measured at fair value, if the carrying amount is a reasonable approach of the fair value.

Consolidated assets		Carry	Fair value				
June 30, 2024	Note	Financial assets measured at fair value through profit or loss	Financial assets at amortized cost	Total	Level 2	Level 3	Total
Financial assets measured at fair value Financial investments (i) Derivative financial instruments (ii)	8 to 9 32 (c)	2,336,523 10,087	- -	2,336,523 10,087	2,336,523 10,087	- -	2,336,523 10,087
Total		2,346,610	<u>-</u>	2,346,610	2,346,610	<u> </u>	2,346,610
Consolidated assets		Carrying amount			<u> </u>	air value	
June 30, 2024	Note	Financial assets measured a value through profit of		ssets at zed cost	Total	Total	
Financial assets not measured at fair value							

61,055

32,206

3,795,459

3,888,720

61,055

32,206

3,795,459

3,888,720

8

10

14.3

<sup>(</sup>i) In cash and cash equivalents and financial investments, the fair value is a reasonable approximation of the carrying amount since all of the Group's investments have daily liquidity and, therefore, the balance presented by the bank is the exact balance available for use.

<sup>(</sup>ii) Swap contracts have been designated for hedge accounting.

<sup>(</sup>iii) In loans receivable, the fair value is a reasonable approximation of the carrying amount since all agreements have a term of receipt and monthly correction index.



Consolidated liabilities		Carrying amount			Fair val		
June 30, 2024	Note	Financial liabilities at fair value	Financial liabilities at amortized cost	Total	Level 2	Level 3	Total
Financial liabilities measured at fair value							
Derivative financial instruments (i)	32 (c)	(11,916)	-	(11,916)	(11,916)	- (40.4.005)	(11,916)
Acquisition of subsidiaries	29	(434,327)		(434,327)		(434,327)	(434,327)
Total		(446,243)		(446,243)	(11,916)	(434,327)	(446,243)
Consolidated liabilities		Carrying amount			Fa	ir value	
June 30, 2024	Note	Financial liabilities at fair value	Financial liabilities at amortized cost	Tot	tal	Total	
Financial liabilities not assessed at fair value							
Trade payables	20	-	(545,815)	(545,81	.5)	(545,815)	
Loans	21	-	(556,943)	(556,94	3)	(562,286)	
Debentures	22	-	(4,194,358)	(4,194,35	(8)	(4,201,188)	
Leases payable	23	-	(309,996)	(309,99	06)	(309,996)	
Other liabilities	30	<del>-</del>	(110,997)	(110,99	07)	(110,997)	
Total		<u>-</u>	(5.718.109)	(5.718.10	19)	(5.730.282)	

<sup>(</sup>i) Swap contracts were assigned to hedge accounting.



Consolidated assets	solidated assets			Carrying amount			
December 31, 2023	Note	Financial assets measured at fair value through profit or loss	Financial assets at amortized cost	Total	Level 2	Level 3	Total
Financial assets measured at fair value Financial Investments	8 and 9	2,189,337	-	2,189,337	2,189,337	-	2,189,337
Total		2,189,337	<u>-</u>	2,189,337	2,189,337		2,189,337
Consolidated assets		Carrying amount		Fair value			
December 31, 2023 Financial assets not measured at fair value	Note	Financial assets measured at fair value through profit or loss	Financial assets at amortized cost	Total	Tota	al	
Cash and cash equivalents (i) Trade receivables Loans receivable (ii) Others assets to be receivable	8 10 14.3 15	- - - -	67,073 2,559,580 26,193 164,907	67,073 2,559,580 26,193 164,907	67,07 2,559,58 26,19 164,90	30 93	
Total			2,817,753	2,817,753	2,817,75	53	

<sup>(</sup>i) In cash and cash equivalents, the fair value is a reasonable approximation of the carrying amount since all of the Group's investments have daily liquidity and, therefore, the balance presented by the bank is the exact balance available for use.

<sup>(</sup>ii) In loans receivable, the fair value is a reasonable approximation of the carrying amount since all agreements have a term of receipt and monthly correction index.



Consolidated liabilities		Carrying amount				Fair value	
December 31, 2023	Nota	Financial liabilities at fair value	Financial liabilities at amortized cost	Total	Level 2	Level 3	Total
Financial liabilities measured at fair value Derivative financial instruments Acquisition of subsidiaries	32 (c) 29	(15,588) (392,959)	<u> </u>	(15,588) (392,959)	(15,588)	(392,959)	(15,588) (392,959)
Total		(408,547)		(408,547)	(15,588)	(392,959)	(408,547)
Consolidated liabilities	<u>-</u>	Carrying amount			Fair value		
December 31, 2023	Nota	Financial liabilities at fair value	Financial liabilities at amortized cost	Total	To	otal	
Financial liabilities not assessed at fair value							
Trade payables	20	-	(173,197)	(173,197)	(173,1	*	
Loans	21	-	(436,742)	(436,742)	(446,1	*	
Debentures	22	-	(2,593,749)	(2,593,749)	(2,692,1	*	
Leases payable Other liabilities	23 30	-	(302,575) (50,204)	(302,575) (50,204)	(302,5 (50,2	*	
Calci nacinaci	30		(00,201)	(= 0,20 .)	(20,2	~ ·/_	
Total		<u> </u>	(3,556,467)	(3,556,467)	(3,664,2	31)	

Level 1 - The fair value of assets traded in active markets (such as securities held for trading and at fair value through other comprehensive income) is based on market prices quoted on the statement of financial position reporting date. Assets included in Level 1 mainly comprise IBOVESPA 50 ranking of shares equity investments classified as trading securities or at fair value through other comprehensive income.

Level 2 - The fair value of assets and liabilities that are not traded in active markets (e.g., over-the-counter derivatives) is determined using valuation techniques, If all relevant assumptions used to determine the fair value of an asset or liability can be observed in the market, it will be included in Level 2.

**Level 3** - If one or more relevant pieces of information are not based on data adopted by the market, such as investments in shares or unquoted debts, the asset or liability is included in Level 3.



#### b. Fair value measurement

# (i) Assessment techniques and significant non-observable inputs

The tables below present the valuation techniques used to measure Level 2 and 3 fair values for financial instruments measured at fair value in the statement of financial position, as well as the significant non-observable inputs used. The valuation processes are described in note no 8.7 of parent company and consolidated financial statements as at December 31, 2023, published on March 5, 2024.

# Financial instruments measured at fair value

Туре	Assessment Techniques	Significant non-observable inputs	Relationship between significant and non- observable inputs and fair value measurement
Swap	Swap Models: fair value is calculated on the basis of estimated future cash flows at present value. Estimates of future cash flows of post-fixed rates are based on quoted swap rates, futures prices and interest rates on interbank loans. Estimated cash flows are discounted using a curve built from similar sources, reflecting the relevant interbank benchmark rate used by the market participant for this purpose when pricing interest rate swaps. The fair value estimate is subject to a credit risk adjustment reflecting the credit risk of the Group and the counterparty, calculated based on credit spreads derived from credit default swaps or current prices of traded securities.	Not applicable.	Not applicable.
Liabilities from acquisitions of subsidiaries - Call options	Discounted Cash Flow: The valuation model uses a projection of up to 10 years, although the maturity of the options is between 1 and 4 years. Cash flows are discounted using a risk-adjusted discount rate.  In addition to this methodology, the Scenario Based Model was adopted, in which there is a base scenario projection, an optimistic scenario and a pessimistic scenario, being considered the average value of the options of these scenarios.  The calculation is annual, based on the month of September, and is corrected quarterly by the discount rate used in the calculation.	7.8%, average 12.5%; 2023 16.7% to 7.8%, average 12.5%; 2023 16.7% to 7.8%, average 12.5%).  Projected EBTIDA Margin (2024: 19.9% to 13.1% average 7.9%; 2023: 19.9% to 13.1%, average 7.9%).  Risk-adjusted discount rate (2024: 11.88%, average	The estimated revenue growth would be higher (lower)  The estimated EBITDA margin would be higher (lower)
Liabilities from acquisition of subsidiaries - earn-outs		7.8%, average 12.5%; 2023 16.7% to 7.8%, average 12.5%; 2023 16.7% to 7.8%, average 12.5%).  Projected EBTIDA margin (2024: 19.9% to 13.1% average 7,.9%; 2023: 19.9% to 13.1%, average 7.9%  Risk-adjusted discount rate (2024: 11.88%, average	The estimated revenue growth would be higher (lower)  The estimated EBITDA margin would be higher (lower)



#### c. Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- Credit risk (see (c)(ii));
- Liquidity risk (see (c)(iii)); and
- Market risk (see (c)(iv)).

#### (i) Structure of risk management

The risk management policies of the Group are established to identify and analyze the risks faced by the Group, in order to define appropriate limits and controls for the risk, and also to monitor risks and compliance with limits. The risk management policies and systems are frequently revised to reflect changes in market conditions and in the activities of the Group. The Group, through its training and management standards and procedures, aims to keep a disciplined and controlled environment in which all employees understand their roles and obligations.

#### (ii) Credit risk

Credit risk is the risk of the Group incurring financial losses if a customer or financial instrument counterparty fails to comply with contractual obligations. Such risk arises mainly from the Group's trade receivables and financial instruments.

Carrying amounts of financial assets and agreement assets represent the maximum credit exposure.

#### Trade receivables

The Group's exposure to credit risk is mainly influenced by the individual characteristics of each customer, respectively. Details on the concentration of revenue are in note no 10.

The Group limits its exposure to trade receivables credit risk by establishing a maximum payment term of one and three months for individual and corporate customers, respectively.

The Group does not require guarantees in relation to trade and other receivables. The Group has no trade receivables or contract assets for which no loss provision is recognized because of the guarantee.

As at June 30, 2024, the carrying amount of the Group's most important customer (a mining company) is R\$ 166,059. As at December 31, 2023 it was R\$ 137,562 (a petrochemistry).

Assessment of expected loss of credit customers

#### a. Contractual financial assets

The Group uses the simplified approach of CPC 48 / IFRS 9 for measuring the recoverable amount of trade receivables due to their characteristics of not containing significant financing components, thus the calculation is based on a risk matrix for measuring the expected credit loss with trade receivables.



Loss rates are calculated by using the "rollover" method based on the probability of a value receiving advancing through successive stages of default to full write-off, Rollover rates are calculated separately for exposures on clients in different segments such as those in legal recovery, legal action or bankruptcy. We take into account the rating, for customers who disclose such information, and more conservative percentages for those who do not disclose the rating.

The following table provides information on credit risk exposure and expected credit losses for trade receivables and contractual assets for individual customers as at June 30, 2024 and December 31, 2023:

As at June 30, 2024	Weighted-average loss rate	Gross accounting balance	Provision for estimated loss
Due	1.84%	2,156,151	(39,673)
Overdue 1-30 days	3.90%	108,822	(4,244)
Overdue 31-60 days	11.83%	31,703	(3,750)
Overdue 61-90 days	20.82%	12,564	(2,616)
Overdue 91-180 days	41.59%	28,536	(11,868)
Overdue 181-360 days	53.22%	26,107	(13,894)
More than 360 days	55.66%	75,902	(42,250)
Total		2,439,785	(118,295)
As at December 31, 2023	Weighted-average loss rate	Gross accounting balance	Provision for estimated loss
,			
Due	1.73%	1,384,809	(23,957)
Overdue 1-30 days	2.33%	94,524	(2,202)
Overdue 31-60 days	10.66%	28,414	(3,029)
Overdue 61-90 days	17.77%	11,319	(2,011)
Overdue 91-180 days	45.81%	18,981	(8,695)
Overdue 181-360 days	61.43%	12,665	(7,780)
More than 360 days	58.43% _	65,543	(38,300)
Total	_	1,616,255	(85,974)

Loss rates are based on actual credit loss experience over the past seven years. These rates were multiplied by factors of scale, to reflect the differences between economic conditions in the period in which historical data were collected, the current conditions, and the Group's view of economic conditions throughout the receivables expected life.

#### b. Non-contractual financial assets

The market value of these assets does not differ from the amounts shown in the parent company and consolidated financial statements (see notes n° 8 and n° 9). The agreed rates reflect the usual market conditions. The "Cash and cash equivalents" and "financial investments" are maintained with banks and financial institutions that have a rating between BB- and AAA, based on Fitch and Moody's credit rating agencies.

The Group adopts the following assumptions for determining impairment loss on non-contractual financial assets:

 A financial asset has no credit risk when its rating is equivalent to the globally accepted definition of "investment grade" or has the same risk grading as the Federative Republic



of Brazil. The Group considers this to be baa3 or above according to the Moody's credit rating agency or bbb- or higher by the fitchs credit rating agency;

- For financial assets with risk within the definition of globally accepted grading of "speculative grade", the Group adopts a graded matrix from 0.1% to 58.54% to be applied on the balance of financial assets; and
- For financial assets rated as "default risk" by agencies, the Group considers a 100% provision for impairment losses.

The estimated impairment in cash and cash equivalents was calculated based on the expected loss of 12 months and reflects the short maturities of risk exposures. The Group considers that its cash and cash equivalents do not have credit risk based on the external credit ratings of the counterparties.

#### c. Derivative financial instruments

Derivatives are contracted from banks and financial institutions with which the Group has a relationship. Currently, derivatives are only with Citi Bank.

The following are described the types of contracts in force and their protected risks (cash flow hedge):

#### (i) Credit Agreements Bacen Resolution nº 4131 with Banco Citi bank:

Swap: active edge of the Group that considers "USD exchange variation + 3-month USD Libor rate" versus passive edge of the Group that considers "100% of CDI + prefixed rate per year", in order to protect the Group from exchange rate and interest fluctuations in foreign currency arising from a debt contracted in dollars.

		Consolidated				
		Notional	amount	Fair v	alue	
Debt protection	Currency	06/30/2024	12/31/2023	06/30/2024	12/31/2023	
Assets (i) Bacen Resolution nº 4131	BRL	295,839	123,222	306,837	113,771	
Subtotal				306,837	113,771	
<b>Liabilities</b> (i) Bacen Resolution n° 4131	BRL	295,839	123,222	308,666	129,359	
Subtotal				308,666	129,359	
Total				(1,829)	(15,588)	

The swap transactions carried out by the Group aim to protect the agreed foreign currency loans against the risk of exchange and international interest rate fluctuations, converting the entire operation to 100% of the Interbank Deposit Certificate (CDI), plus interest from 1.4% to 2.5% per annum, following the management criteria of risks shown in the table below:



	Consol	idated
	06/30/2024	12/31/2023
Net swap transactions - assets	10,087	_
Net swap transactions - Liabilities	(11,916)	(15,588)
Total	(1,829)	(15,588)
Current assets	10,087	_
Current liabilities	(11,916)	(10,764)
Non-current liabilities	- (4	

The amount recorded in long-term assets on June 30, 2024 present the following settlement schedules until 2029:

Maturity	06/30/2024
2025 (from April)	(4,807)
2026	(5,014)
2027	(189)
2028	8,545
2029	11,552
Total	10,087

It should be stressed that the swap at fair value (MtM) does not represent the obligation of immediate disbursement or cash receipt as, since this effect will only occur on the dates of contractual verification or expiration of each transaction, when the result will be calculated, as the case may be and under the market conditions on the referred dates.

#### Changes in financial instruments derivatives

	Consolidated		
	2024	2023	
As at January 1,	(15,588)	(141)	
Gain (loss) recognized on income (Loss),recognized on OCI Resources from derivatives liquidation	65,500 (6,070) (45,671)	(16,840) (3,468) 4,075	
As at June 30,	(1,829)	(16,374)	

#### Hedge accounting designation

On April 1, 2021, the Group chose to designate the hedge accounting according to CPC 48 / IFRS 9. The Group documents the hedge relation, the purpose and the risk management strategy for hedge identifying the instrument, the hedged item, the nature of the risk being hedged and assesses if the hedge relation meets the hedge effectiveness requirements. This required the Group to ensure that the hedge relations are in line with its purposes and risk management strategies that aim to protect the cashflow and the Group's property against interest and foreign exchange rates fluctuations.

The Group uses swap agreements to protect cash flows variation. The active edge of the Group considers the "foreign exchange USD + rate USD Libor 3 months (or pre-fixed rate)" and the passive edge of the Group as "100% CDI + prefixed rate per year", with the purpose



of protecting the Group from interest and foreign exchange variation arising from a debt undertaken in dollars.

The actual portion of the fair value variations in the hedge instruments is accrued in a cash flow hedge reserve as a separate component within the equity (OCI). According to CPC 48 / IFRS 9, such amounts are reclassified for the income of the same period in which the expected cash flows affect the income as a reclassification adjustment.

The Group carries out a qualitative assessment of hedge effectiveness, which is determined through periodic prospective assessments to ensure that an economic relationship exists between the protected item and the hedge instrument.

The Group contracts swaps with critical terms that are identical to the protected item, with the benchmark rate, redefinition dates, payment dates, maturities and benchmark values. Since the key terms corresponded during the period, the economic relationship was 100% effective and, therefore, did not present ineffective portion to be recognized in the result. The exposure management is carried out by the Group's treasury.

#### Guarantees

The parent company's policy is to provide financial guarantees only to obligations of its subsidiaries. As at June 30, 2024 and December 2023, the parent company had issued guarantees to certain banks in relation to credit facilities granted to its subsidiaries (see note no 14.6).

#### (iii) Liquidity risk

Liquidity risk is the risk of the Group facing difficulties meeting obligations associated with its financial liabilities that are settled with spot cash payouts or with another financial asset. The Group's approach to management of liquidity is assuring, as far as possible, that it always has sufficient liquidity to meet its obligations as they mature, under normal and stressful conditions, without causing losses that are unacceptable or have the risk of being detrimental to the Group's reputation. The Group seeks to maintain the level of its 'Cash and cash equivalents' and other investments with active market in an amount higher than cash outflows for settlement of financial liabilities (except 'Trade payables') for the next 30 days. The Group also monitors the expected level of cash inflows from 'Trade and other receivables', jointly with the expected cash outflows related to 'Trade payables, wages and charges'.

#### Liquidity risk exposure

Below are the contractual maturity dates of financial liabilities on the date of the financial statements. These amounts are presented gross, without deductions, including estimated interest payouts and excluding the effects of offsetting agreements.



Consolidated As at June 30, 2024	Less than 1 year	Between 1 and 2 years	Between 3 and 5 years	More than 5 years	Financial cash flow	Carrying amount
Trade payables	545,815	-	-	-	545,815	545,815
Other payables	97,875	13,122	-	-	110,997	110,997
Loans	201,852	290,136	200,519	-	692,507	556,943
Debentures	708,547	1.863,089	2,661,377	-	5,233,013	4,194,358
Leases payable	75,523	125,311	101,223	17,652	319,709	309,996
Acquisition of subsidiaries	160,544	120,399	234,425		515,368	434,327
Total _	1,790,156	2,412,057	3,197,544	17,652	7,417,409	6,152,436
Consolidated As at December 31, 2023	Less than 1 year	Between 1 and 2 years	Between 3 and 5 years	More than 5 years	Financial cash flow	Carrying amount
Trade payables	173,197	-	-	_	173,197	173,197
Other payables	49,069	1,135	_	-	50,204	50,204
Loans	216,924	271,310	47,867	-	536,101	436,742
Debentures	580,075	1,200,056	1,367,327	148,439	3,295,897	2,593,749
Leases payable	70,062	118,780	100,288	49,156	338,286	302,575
Acquisition of subsidiaries	156,338	152,257	137,485		446,080	392,959
Total	1,245,665	1,743,538	1,652,967	197,595	4,839,765	3,949,426

Inflows (outflows) shown in the above table represent undiscounted contractual cash flows related to non-derivative financial liabilities held to manage risk, and which are normally closed off before contractual maturity. Net cash flows are shown for derivatives settled in cash, based on their net exposure, and gross cash flows for inflows and outflows of derivatives with simultaneous gross settlement.

As disclosed in notes n° 21 and n° 22, the Group has bank loans and debentures that contain a restrictive contractual clause (covenant). Failure to comply with this restrictive contractual clause may require the Group to repay the loan before the date indicated in the table above. The restrictive contractual clause is regularly monitored by the treasury and periodically reported to management to ensure that the contract is being fulfilled, Interest payments on loans at a post-fixed interest rate and the debt securities included in the table above reflect the fixed-term market interest rates on the statement of financial position date and these amounts may change as post-fixed interest rates change.

#### (iv) Market Risk

Market risk is the risk that changes in market prices - such as exchange rates, interest rates and stock prices - may affect the Group's earnings or the value of financial instruments. The purpose of market risk management is to manage and control market risk exposures within acceptable parameters while optimizing the return.

The Group uses derivatives to manage market risks. All these transactions are carried out within the guidelines set by the Risk Management Committee.

#### Foreign exchange risk

Foreign exchange risk arises when future trading transactions recorded as assets or liabilities are held in a currency other than the Group's functional currency.



Exchange rate risk arises from the Group's exposure to variations in the US Dollar due to loans in that currency (note n° 21 (a) (i)). The risk management policy is to *hedge* 100% of its foreign exchange exposure through an adequate derivative financial instrument, to be made by the Group's Treasury.

Thus, loans in foreign currency are fully protected by currency *swap*, which equates these financial instruments to others exposed to the CDI variation.

Management believes that any impacts of exchange rate variation on the Group's exposure to currency variations would not generate relevant effects on its parent company and consolidated financial statements information. Therefore, it did not disclose the sensitivity analysis resulting from this subject.

See below the Group's exposure in foreign exchange risk and for more details on the instruments contracted to cover this exposure, see note n° 32 (c) (i):

As at June 30, 2024	Maturity 1 to 6 months	6 to 12 months	Over one year
Foreign exchange risk			
Loan agreements			
Net exposure	28,032	28,032	246,221
As at December 31, 2023	Maturity 1 to 6 months	6 to 12 months	Over one year
Foreign exchange risk			
Loan agreements			
Net exposure	24,572	24,572	61,431

#### (v) Interest rate risk

The associated risk arises from the possibility of the Group incurring losses due to floating interest rates that would increase financial expenses related to liabilities raised in the market. Interest rates on loans and borrowings are mentioned in note  $n^{\circ}$  21. Contracted interest rates on financial investments are mentioned in note  $n^{\circ}$  8 and note  $n^{\circ}$  9. The Group does not execute derivatives agreements to hedge interest rate risks involving CDI; however, constantly monitors market interest rates in order to assess any need to contract operations to hedge the volatility risk of these rates.

Exposure to CDI rate	06/30/2024	12/31/2023
Assets Certificates of bank deposit	2,336,523	2,189,337
Liabilities Working capital loans Swap transactions Commercial papers Debentures	(253,161) (303,782) (4,194,358)	(318,890) (112,194) (5,658) (2,593,749)
Net exposure	(2,414,778)	(841,154)

#### Sensitivity analysis

Sensitivity analysis was developed considering the exposure to CDI variation, the sole indexer of the loans taken out by the Group, as well as its financial investments. There are also mutual contracts that are linked to the CDI in the amount of R\$ 32,206 (note n° 14.3,



R\$ 26,193 on December 31, 2023), which we did not evidence the sensitivity analysis because we understand that the effect is not relevant.

Transaction	Amounts	Risk	Probable (i)	Possible (ii)	Remote (iii)
Working capital subject to CDI variation	(253,161)	CDI Increase	(26,582)	(27,848)	(29,114)
Swap transactions subject to CDI variation	(303,782)	CDI Increase	(31,897)	(33,416)	(34,935)
Debentures subject to CDI variation	(4,194,358)	CDI Increase	(440,408)	(461,379)	(482,351)
Subtotal			(498,887)	(522,643)	(546,400)
Investments subject to CDI variation	2,336,523	CDI Decrease	245,335	257,018	268,700
Subtotal			245,335	257,018	268,700
Net exposure	(2,414,778)		(253,552)	(265,625)	(277,700)

Indexer	100 bps	50 bps	Probable	50 bps	100 bps
	decrease	decrease	scenario	Increase	increase
CDI	9.50%	10.00%	10.50%	11.00%	11.50%

- (i) Interest calculated based on the Focus Report from the Brazilian Central Bank, June 28, 2024 (based on the aggregate median of expectations for the reference rate Selic for the end of 2024).
- (ii) Interest calculated considering an increase of 50 bps in the variation of the CDI based on the latest adjustments of the Monetary Policy Committee of the Central Bank of Brazil (whose mode in the recurring basis corresponds to 50 bps).
- (iii) Interest calculated considering a 100-bps increase in the CDI variation based on the latest adjustments of the Monetary Policy Committee of the Central Bank of Brazil (which would consider two consecutive base adjustments of 50 bps as per item (ii), above).

# 33 Net revenue from services rendered and goods sold

As described in note no 1, the Group generates operating revenue mainly by providing services related to asset security, cleaning and sanitation services, indoor logistics, electronic security, implementation, operation, and maintenance of buildings, and maritime hospitality. Additionally, revenues are generated to a lesser extent from kitchen services, meal sales, road maintenance, temporary employment, sales promotion, maintenance of telephone networks and construction of power distribution network and maintenance of energized network.

#### a. Revenue flow and breakdown

The reconciliation between the gross taxable revenues and the revenues presented in the statement of profit or loss for the fiscal year is shown below:



<u>-</u>	Consolidated		
	06/30/2024	06/30/2023	
Gross revenue from services	6,673,923	5,421,893	
Gross sales revenue	418,586	148,023	
Subtotal	7,092,509	5,569,916	
Taxes on revenue			
ISS	(255,521)	(208,302)	
COFINS (i)	(205,624)	(176,550)	
PIS (i)	(44,383)	(9,407)	
ICMS	(22,043)	(38,005)	
Subtotal	(527,571)	(432,264)	
Net revenue	6,564,938	5,137,652	

<sup>(</sup>i) The values of PIS and COFINS are presented in net amounts of credits for inputs under the non-cumulative.

# b. Net revenues by type of service

	Consolidated					
		06/30/2024		06/30/2023		
	Service	Sales		Service	Sales	
	revenue	revenue	Total	revenue	revenue	Total
Facilities	2,244,927	12,053	2,256,980	1,890,301	15,228	1,905,529
Security	1,637,375	-	1,637,375	1,441,033	-	1,441,033
Industrial maintenance and services	1,665,624	18,687	1,684,311	1,240,196	15.662	1,255,858
Indoor logistics	453,181	1,292	454,473	355,582	3,527	359,109
Meals	229,048	302,591	531,639	69,441	106,618	176,059
Others	160		160	64		64
Net	6,230,315	334,623	6,564,938	4,996,617	141,035	5,137,652

# c. Net revenues by operation

	Consolidated		
	06/30/2024	06/30/2023	
Net revenue from organic operations Net revenue from inorganic operations (i)	3,255,191 3,309,747	2,476,839 2,660,813	
Net revenue	6,564,938	5,137,652	

(i) Revenue stemming from inorganic transactions corresponds to all agreements with customers concluded in conjunction with the acquired companies, with no set deadline. In this sense, the new contracts signed after the date of acquisition are considered "organic". Opening of net revenue from inorganic operations by harvests that include contracts with customers in conjunction with the acquired companies, without a defined term:

Net revenue - Inorganic operations (Crops)	Consolid	dated
	03/31/2024	03/31/2023
Before 2023	2,083,837	2,545,241
2023	578,332	115,572
2024	647,578	
Net revenue	3,309,747	2,660,813



# d. Performance obligations and revenue recognition policies

The revenue is measured based on the consideration specified in the contract with the customer. The Group recognizes revenue when it transfers control over the product or when it provides services to customer, as follows:

Type of	Nature and time	
product/	of fulfilment of the performance obligations,	Recognition of revenue
service	including significant payment terms	
	Contracts are usually signed based on an agreed number of hours per month of certain services provided by certain teams. Contracts are usually for 12 months and may or may not be renewed, Payment must be made monthly.	Revenue is recognized during the time the service is provided
Services in general*	Measurements of services rendered are made and their revenues recognized at the end of the month, at the time the service was rendered.	work performed.  If the service under a specific contract is provided in different reporting periods, then consideration is allocated based on the
	Invoices for services are issued subsequently and normally paid within 30 days at most. Additional services not considered in contract.	stage of measurement.  For variable consideration, the service provided up to the reporting date is monitored, measured, and billed to the customer.
	Mostly represented by the preparation and sale of meals, contracts are usually signed on the basis of the number of meals provided per month, Contracts are generally for 12 months and may or may not be renewed, Payment is due monthly.	Sales revenues are recognized at the time of purchase by the customer, when the goods have been delivered, accepted by the customer, and the risks and rewards related to the goods have been transferred. The majority of these are contracts for the sale
Sales	The meals provided are measured and the revenue recognized at the end of the month.	of meals in canteens, which are measured by the volume of meals sold per month.
	Invoices are issued later and usually paid within 30 days.	In addition, there are one-off sales of specific materials, such as electronic security and maintenance items.
	A smaller volume of revenue comes from retail sales, through own and franchised restaurants, located in bus terminals	

(\*) Services in general refer to: (i) asset security; (ii) sanitation and cleaning services (facilities); (iii) indoor logistics; (iv) electronic security services, implementation, operation, and building maintenance; (v) maritime hospitality service (on oil platforms); and (vi) kitchen services and the sale of meals (when they do not cover the sale of meals); and (vii) construction of power distribution network and maintenance of energized network.

# 34 Costs of services rendered, general and administrative expenses and other operating revenues and expenses

The Group chose to present the opening of the costs, in its consolidated statement, by nature:



## a. Expenses by nature

	Parent Company		Consolidated	
	06/30/2024	06/30/2023	06/30/2024	06/3/2023
Spending with personnel (vi)	-	-	(3,866,651)	(3,179,189)
Employee benefits (i)	_	-	(786,295)	(580,809)
Provision for bonus			(71,463)	(62,770)
Stock option plan awards (iii)			(4,859)	(3,087)
Costs of goods sold			(211,034)	(85,343)
Maintenance and third-party services	(193)	(116)	(265,579)	(155,216)
Rentals (ii)	-	-	(203,500)	(136,674)
Material and supplies	-	-	(152,479)	(151,598)
Provision for labor contingencies	-	-	(2,418)	(1,922)
Provision for non-labor contingencies	-	-	(5,780)	(3,839)
Payments non-labor lawsuits	-	-	(6,193)	(2,191)
Payments labor lawsuits	-	-	(118,418)	(63,447)
Taxes and fees	-	(3)	(40,790)	(31,627)
Provision for expected loss of billed services (iv)	-	-	(5,994)	(16,127)
Provision for expected loss of services to be billed (iv)	-	-	(54,316)	(41,490)
Reversal of sub judice tax	-	-	-	258
Depreciation and amortization of property and equipment,				
intangible assets and right-of-use in leases	-	-	(90,650)	(49,682)
Amortization - customers portfolio, brands, non-compete				
agreement surplus of property and equipment	-	-	(82,854)	(55,480)
Update and write-offs of indemnity assets and contingent				
liabilities (v)	-	-	(53,191)	6,037
Earn-out update	-	-	(5,225)	(4,948)
Earn-out write-off	-	-	51,177	2,976
Expenses with acquisition of subsidiaries	-	-	(7,296)	(6,243)
Reconciliation of balances to be received	-	(200)	-	(972)
Expenses with telephone and travel	-	-	(30,385)	(14,713)
Expenses with insurance	-	-	(9,365)	(5,328)
Expenses with consumption	-	-	(13,432)	(7,511)
Bargain Purchase	-	-	-	16,565
Reconciliation of acquired balances	-	-	4,935	2,820
Sales of operating assets	-	-	3,890	4,838
Refund of tax credits	-	-	480	-
Donations	-	-	109	-
Others	(248)	(300)	(3,581)	(1,864)
Total	(441)	(619)	(6,031,157)	(4,628,576)
Cost of services rendered			(5 510 150)	(4.250.022)
	(4.41)	(277)	(5,512,152)	(4,259,923)
General and administrative expenses	(441)	(377)	(502,785)	(321,374)
Expected credit losses on trade receivables	-	-	(60,310)	(57,617)
Other operating revenues	-	(2.42)	62,619	35,941
Other operating expenses		(242)	(18,529)	(25,603)
Total	(441)	(619)	(6,031,157)	(4,628,576)

- (i) Employee benefits mean amounts related to: food vouchers, meal vouchers, transportation vouchers, and medical and dental assistance.
- (ii) See note no 37.
- (iii) See note no 31 (b).
- (iv) See note  $n^{\circ}$  10.
- (v) Refers substantially to updates and write-offs of contingent liabilities identified at the time of the acquisition of subsidiaries, with a possible prognosis of realization, and the revaluations are carried out in accordance with the new position of the Group's legal advisors and in accordance with the prescription of tax risks. The main writeoff of contingency and tax risks was that of the acquired companies Comau and Global Empregos, resulting from a decision in favor of the manifestation of non-compliance, whose object was the reform of the decision that denied the request for restitution of credits, presented by the acquired companies.
- (vi) Personnel costs are not impacted by the System S provision, as the provision affects the obligation to be paid with wages and charges.



# 35 Financial income and financial expenses

Financial income	Parent C	company	Consolidated	
	06/30/2024	06/30/2023	06/30/2024	06/30/2023
Income from financial investments	_	_	115,284	159,089
Update currency assets	248	378	19,378	33,784
Income with NDF – Hedge (ii)	-	-	12,758	_
Income with swap – MTM (i)	-	-	65,500	-
Exchange variation (i)	-	-	15,604	14,071
Interest received	-	-	3,027	2,033
Others financial revenues	1	3	2,879	748
Total	249	381	234,430	209,725
Financial expenses	Parent Company		Consolidated	
	06/30/2024	06/30/2023	06/30/2024	06/30/2023
Interest on loans	_	_	(39,167)	(35,823)
Interest on debentures	_	_	(154,868)	(194,562)
Bank expenses	_	_	(1,908)	(2,013)
Income MTM (i)	_	-	-	(16,840)
Foreign Exchange variation (i)	-	-	(97,147)	(4,357)
Interest on sub judice taxes	-	(44)	(19,118)	(22,167)
Interest on "S" System	-	-	(17,303)	(33,339)
Interest on acquisition debt	-	-	(11,881)	(7,944)
Interest on leases payable	-	-	(8,633)	(1,614)
Interest on installments	-	(1)	(2,432)	(4,048)
Taxes on financial transactions	-	-	(6,308)	(8,785)
Discounts granted	-	-	(1,846)	(7,528)
Settlement of cost incurred with issuance of				
debentures	-	-	(3,544)	(2,411)
Others financial expenses	(12)	(19)	(5,497)	(8,410)
Total	(12)	(64)	(369,652)	(349,841)

- (i) The Group has loan operations in foreign currency denominated in US\$ (Dollar), but with swap in an amount consistent with the estimated future cash flow, eliminating the variation of foreign currency and converting the entire operation to 100% of the remuneration of the Interbank Certificate of Deposit (CDI), plus interest from 1.96% to 2.47% per year, obeying the risk management criteria, Derivative transactions are designated for hedge accounting and all volatility is shown in Other Comprehensive Income to Equity (note n° 32 (c)).
- (ii) In April 2024, the Group, through its direct subsidiary Top Service, Serviços e Sistemas S.A., contracted NDF (Non-Deliverable Forward) or Currency Terms, in foreign currency denominated in Dollars, in the amount of US\$ 252,000, totaling R\$ 1,286,003. The settlement took place in June, where a Hedge gain of R\$12,758 was calculated.

# 36 Earnings per share

The calculation of basic earnings per share is made by dividing the net income of the period, attributed to the holders of common shares of the parent company, by the weighted average amount of common shares available during the fiscal year.

Diluted earnings per share is calculated by dividing the net income attributed to the holders of the parent company's common shares by the weighted average amount of common shares available during the year plus the average amount of common shares that would be issued in the conversion of all potential common shares diluted into common shares.



The following is earnings per share information for the period June 30, 2024 and 2023:

#### (i) Basic earnings and diluted per share

The basic calculation of earnings per share is done by dividing the net income for the fiscal year by weighted average of the common shares available during the fiscal year:

Base date	R\$ - Net income attributable to holders of common shares	Weighted average of shares	R\$ - Earnings per share
06/30/2024	275,881	673,704,246	0.41
06/30/2023	249,587	671,150,337	0.37

# 37 Operating leases

#### a. Leases as lessee

The Group leases a series of vehicles and machines for operation, allocated in the contracts, under operating leases. These operating leases do not transfer risks and rewards to the user of the assets and have been excluded from the application of CPC 06 (R2) / IFRS 16. Lease payments are readjusted annually to reflect market values. For certain operating leases, the Group is prevented from entering into any sublease agreement.

The rent paid to the lessor is adjusted at regular intervals according to market prices, and the Group does not participate in the residual value of the leased assets. Consequently, it has been determined that basically all risks and benefits of the assets fall on lessor.

#### (i) Future minimum operating lease payments

As at June 30, 2024, the minimum future payouts for non-cancellable operating leases are:

	Consolidated
	06/30/2024
Less than one year Between one and five years	326,630 552,850
Total	879,480

# 38 Transactions not affecting cash

Below is the list of transactions during the fiscal year which did not affect cash and cash equivalents:

<del>-</del>	Parent Company		Consolidated	
	06/30/2024	06/30/2023	06/30/2024	06/30/2023
Net income on hedge	4,006	2,289	4,006	2,289
Fair value adjustment of call options of acquisitions (i)	21,939	6,446	21,939	6,446
Disproportionate dividends in subsidiaries – capital transaction in				
the Parent Company	10,457	-	-	-
Financial liability for acquisition of subsidiary	-	-	150,850	_
Capital increase without issuance of new shares	200,000	-	200,000	-
Update contingency against indemnity assets	-	-	250	3,550

<sup>(</sup>i) See note  $n^{\circ}$  29 (a) and note  $n^{\circ}$  31 (f).



# 39 Subsequent events

# **Debt raising**

On July 1, 2024, the Group, through its indirect subsidiary Trade e Talentos Soluções em Trade e Pessoas S.A., raised R\$ 500,000 in a loan operation in foreign currency denominated in U.S. Dollars, but with a swap in an amount consistent with the estimated future cash flow, eliminating the variation in foreign currency and converting the entire operation to 100% of the remuneration of the Interbank Deposit Certificate (CDI), plus interest of 1.90% per year, in compliance with risk management criteria. The agreed maturity is June 25, 2031.



# **Director's statement**

In compliance with the provisions contained in article 25 of Securities and Exchange Commission Instruction no 480, of December 7, 2009, as amended, the Company's Executive Officers declare that (a) they have reviewed, discussed and agreed with the parent company and consolidated financial statements of GPS Participações e Empreendimentos S.A., for the period June 30, 2024, and (b) have reviewed, discussed and agreed with the opinion presented in the KPMG Auditores Independentes Ltda, auditor report, issued on August 12, 2024, on the parent company and consolidated interim accounting information for the sixmonth period June 30, 2024.

\* \*

Luis Carlos Martinez Romero Chief Executive Officer

Guilherme Nascimento Robortella Chief Financial Officer

Anderson Nunes da Silva Controller - CRC: 1SP232030/O-9