

Valid

A woman with dark, curly hair is smiling and looking down at a smartphone she is holding in her hands. She is wearing a light gray blazer over a white top. The background is softly blurred, showing an indoor setting with warm lighting and a lamp.

MANUAL FOR SHAREHOLDER PARTICIPATION

EXTRAORDINARY SHAREHOLDERS' MEETING VALID JUNE 18,
2021

Friday, June 18, 2021 – 10:00 AM (BRT)

SUMMARY

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MESSAGE FROM MANAGEMENT

Rio de Janeiro, may 18, 2021.

Dear Shareholders,

We are pleased to invite you to participate in the Extraordinary Shareholders' Meeting of Valid June 18, 2021. ("Valid" or "Company") to be **held digitally only on April 29, 2021, at 10 AM**, in compliance with Securities and Exchange Commission ("CVM") Instruction no. 481 dated December 17, 2009, as amended ("ICVM 481/09"), in consequence of the current public health scenario due to the COVID-19 pandemic and in protection the life, health and safety of its shareholders and of other representatives necessary for a Shareholders' Meeting to occur.

Within that context and without prejudice to participation in the Shareholders' Meeting through the digital platform described further below in this document, we provide this Manual to clearly and succinctly provide the information you will need to examine the matters that will be resolved as well as instructions for you participate in the Meeting and exercise your voting rights.

This initiative aims not only at satisfying the requirements in the Corporations Act (Law no. 6404 dated December 15, 1976) and in the relevant CVM regulations and B3 S.A. - Brasil, Bolsa, Balcão ("B3") rules but also at strengthening the Company's commitment to differentiated Corporate Governance practices and to an efficient and transparent communication with its shareholders.

Indeed, we believe Shareholders' Meetings are the most important Valid corporate events because they provide to you the opportunity to directly participate in the discussion of important Company issues.

That said, we note that all information referred to in this Manual and all documents pertaining to the Extraordinary Shareholders' Meeting of Valid June 18, 2021, will be available to you at the Company's head office, on our Investor Relations website (<https://ri.valid.com/>), on the B3 website (http://www.b3.com.br/pt_br/) and on the Securities and Exchange Commission - CVM website (www.cvm.gov.br).

We look forward to seeing you in the Shareholders' Meeting. Please contact our Investor Relations department should you have any queries.

Sincerely,,

Sidney Levy

Presidente do Conselho de Administração

Ivan Luis Murias dos Santos

Diretor Presidente

INFORMATION ON THE SHAREHOLDERS' MEETING

1. INSTRUCTIONS TO PARTICIPATE IN THE SHAREHOLDERS' MEETING

Company shareholders may participate in the Shareholders' Meeting in two ways: (i) through the Digital Platform the company will provide for access on the day and time of the Shareholders' Meeting, as detailed below; or (ii) by remote voting pursuant to ICVM 481/09.

1.1 Documents Required: Pursuant to article 10, paragraph 4, in the Company's Articles of Incorporation, Shareholders shall submit the following documents at least forty-eight hours (48h) before the **Extraordinary Shareholders' Meeting of Valid June 18, 2021**:

- (i) identity document (Identity Card (RG), National Driver's License (CNH), passport, identity cards issued by professional boards or by Government entities, if they show a photo of the bearer) and applicable corporate documents in proof of legal representation;
- (ii) document issued no earlier than on March 26, 2021 by the financial institution that provides book-entry share bookkeeping services;
- (iii) if the relevant shareholder is represented by a proxy, original or copy of the proxy appointment;
- (iv) if the relevant shareholder's shares are held in a fungible stock custody system, a statement issued no earlier than on March 26, 2021 showing that shareholder's share position.

The representative of any shareholder that is a legal entity shall submit an original or copy of the following documents properly registered with the relevant authority (Civil Registry of Legal Entities or Board of Trade, as the case may be): (a) articles of association or incorporation and (b) instrument of appointment of the manager (b.i) who will participate in the shareholders' meeting as proxy for the relevant shareholder; or (b.ii) who has signed the proxy appointment of the third party who will represent the relevant shareholder.

Investment fund investors will be represented in the Shareholders' Meeting by the administration or management institution in compliance with the fund's bylaws provisions on the allocation of authority to exercise voting rights in relation to the shares and assets in the fund's portfolio. In that circumstance, the representative of the fund administrator or manager shall submit, in addition to the aforementioned documents for the fund manager or administrator, the fund's latest restated bylaws (if the bylaws do not establish the fund's voting policy, submit also a complementary information form or equivalent document).

I. PARTICIPATION THROUGH THE DIGITAL PLATFORM

Shareholders who wish to participate through the Ten Meetings digital platform, to be accessed on the day and time of the Shareholders' Meeting ("Digital Platform"), shall complete the registration form available at

<https://www.tenmeetings.com.br/assembleia/portal/?id=63F83C1AD0A> and at the Company's IR website and provide all documents necessary to participate and/or vote in the Meeting no later than two (2) days prior to the day when the Meeting will take place, i.e., until April 27, 2021. Once registration is approved by the Company, shareholders will receive, through the e-mail used for their registration, the login and individual password to access the Digital Platform.

Proxies/representatives shall complete the registration form available at <https://www.tenmeetings.com.br/assembleia/portal/?id=63F83C1AD0A> and at the Company's IR website. After receiving the registration confirmation email, proxies/representatives shall follow the link sent to the email address used for registration to indicate each shareholder they represent and to submit the aforementioned documents proving each shareholder's standing as such and the relevant proxy's/representative's authority. Proxies will receive individual emails on the standing of each represented shareholder and shall provide supplemental documents as necessary. Proxies that represent more than one shareholder may vote in the Meeting only for those shareholders whose standing has been confirmed by the Company.

Proxies must have been granted their representation authority less than one year earlier, pursuant to article 126 in Law 6404 dated December 15, 1976 and shall submit:

- a) Proxy appointment granting representation authority specifically for the Meeting. Proxies must be shareholders, Company managers or directors, lawyers or financial institutions. In the latter case, the investment fund manager will represent fund investors.
- b) Copy of the latest consolidated Articles of Incorporation or Association and of corporate documents granting representation authority (minutes of the relevant meeting and/or proxy appointment), if the Shareholder represented is a Legal Entity;
- c) Identification document with a photo of the proxy;
- d) Proof of ownership of Company shares issued by a Financial Institution, Stock Custody and/or Bookkeeping Agent, no earlier than five (5) days before the day of the Meeting, showing their shareholding position.

Foreign Shareholders shall submit the same documents required from Brazilian Shareholders, translated into Portuguese.

We ask any Shareholders who wish the minutes to record their abstentions or “nay” votes to notify the Meeting Presiding Committee thereof as soon as they are called to vote on the relevant item(s) on the Agenda.

Shareholders may at their discretion use the proxy appointment templates attached to this Manual or any other instruments, provided that they comply with the requirements in Law 6404 dated December 15, 1976 and in the Brazilian Civil Code.

II. PARTICIPATION BY DISTANCE VOTING FORM

The Company informs shareholders that distance voting will be allowed pursuant to CVM Instruction 481/09, as amended. Company shareholders may send their Forms through their custody agents, through the bookkeeping agent for the Company's stock or directly to the Company, in compliance with the relevant procedures. Any shareholder representing at least 1.5% of Company capital may ask the Company to include in the Voting Form the names of that shareholder's candidates for the positions of full and the corresponding alternate members of the Company's Supervisory Board. Said requests must be submitted to the Investor Relations department no later than twenty-five (25) days before the Shareholders' Meeting, informing each candidate's name, personal details and full professional curriculum. Shareholders who choose to transmit form completion instructions to the custody or bookkeeping agent for the Company's stock shall contact them to confirm their procedures regarding voting instructions for distance Form voting, as well the documents and information required.

Shareholders who wish to deliver the Form directly to the Company or to mail them shall attach thereto, in addition to notarized copies of identity and/or corporate documents proving legal representation, as the case may be: (i) proof issued by the stock bookkeeping institution; (ii) proxy appointment with the shareholder's notarized signature; (iii) in relation to those shareholders whose shares are held in a fungible stock custody system, a statement issued by the competent institution showing that shareholder's share position.

Shareholders who choose to email that Form shall attach to their email not only the Form completed as per the instructions herein but also the documents referred to in the preceding paragraph, all digitalized.

Physical documents are to be sent to the Company head office at **R. Peter Lund, 146 - São Cristóvão, Rio de Janeiro - RJ, 20930-390**, under the reference "**Assembleia Geral Extraordinária de 2021**" [Extraordinary Shareholders' Meeting of Valid June 18, 2021]. Because our staff is working from home in consequence of the current scenario, please also email the relevant documents to the Investor Relations Department at ri@valid.com.

Shareholders who choose to exercise their right to distance voting may also do so through their custody or bookkeeping agent for the Company's stock (Banco do Brasil S.A.), in compliance with the relevant agent's rules. Said shareholders must contact their custody agents to confirm their procedures regarding voting instructions for distance form voting.

Please contact our Investor Relations Department through the individuals below should you have any queries:

Olavo Vaz

Telephone: + 55 (21) 99329-5801
Olavo.vaz@valid.com

Lucas Carneiro

Telephone: + 55 (21) 98141-5051
lucas.carneiro@valid.com

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VALID SOLUÇÕES S.A.

Company Registry (NIRE): 33.3.0027799-4

Corporate Taxpayer's ID (CNPJ/MF): 33.113.309/0001-47

CALL NOTICE

EXTRAORDINARY SHAREHOLDERS' MEETING

The shareholders of **VALID SOLUÇÕES S.A.** ("Company") to meet in an Extraordinary Shareholders Meeting ("ESM"), to be held on first call on June 18th, 2021, at 10hs, at the Company's headquarters, in an exclusively digital form, pursuant to article 4, paragraph 2, item I and article 21-C, paragraphs 2 and 3 of ICVM 481/09, through the digital platform Ten Meetings ("Digital Platform"), to deliberate on the following matters on the AGENDA:

- (i) to resolve on the granting and improvement of a collateral security in the form of fiduciary assignment over the Company's restricted linked account ("Linked Account"), in addition to all funds deposited and maintained in the Linked Account and assets held by the Company in relation to the allowed investments linked to the Linked Account ("Fiduciary Assignment") in the scope of the 8th Issue of Simple, Unsecured, Non-Convertible Debentures, , to be converted into type with Real Guarantee, in 2 (two) Series ("Debentures"), for Public Distribution with the Company's Restricted Efforts ("Issue"), as guarantee of the faithful and punctual payment of the obligations contracted by the Company in the Issue;
- (ii) The conversion of the Debentures' type from unsecured to secured;
- (iii) Ratify the acts already undertaken by the Company's management to carry out the Issue; and
- (iv) To authorize the Company's management to perform all necessary procedures to implement the above resolutions, including, without limitation, the execution of agreements and other instruments for granting and improving the Fiduciary Assignment and for converting the type of Debentures from unsecured to secured, including an amendment to the Deed of Issue.

General information:

1. Due to the pandemic caused by COVID-19, the Extraordinary Shareholders' Meeting will be held exclusively digitally, in accordance with ICVM 481/09 and the Attendance Manual, disclosed by the Company at www.ri.valid.com.
2. As a result of the provisions in the paragraph above, the shareholder's participation will only occur by:
 - 2.1. Forwarding of remote voting bulletins ("Bulletin"), pursuant to CVM Instruction 481/09. Shareholders who wish to do so may choose to exercise their voting rights through the remote voting system, pursuant to the terms of said instruction, by sending the corresponding remote voting bulletin through the Company's custody

agents, the Company's share registrar or directly to the Company. The detailed guidelines for submitting the Bulletin, can be accessed through the page www.ri.valid.com.br.

2.2. By accessing the digital platform ("Digital Platform"), made available through the link <https://www.tenmeetings.com.br/assembleia/portal/?id=63F83C1AD0A> also available on the Company's Investor Relations website www.ri.valid.com.br.

2.3. The shareholders who wishes to participate via the Digital Platform may: (a) participate in the meeting, regardless of the sending of the Bulletin; or (b) participate and vote in the Meeting, noting that as to the Shareholder who has already sent the Bulletin and who, if voting in the Meeting via the Digital Platform, all voting instructions received through the Bulletin, will be disregarded by the board, following the provisions of article 21-C, paragraph 2, item II, of ICVM 481/09.

2.4. With regard to the procedure to participate via the Meeting's Digital Platform, the Shareholder, upon accessing the page referred to in item 2.2 above, shall complete his registration and attach all documents necessary to enable his participation and/or vote at the Meeting at least two (2) days prior to the date designated for holding the Meeting, i.e., June 16th, 2021. After approval of the registration by the Company, the shareholder will receive an individual login and password to access the Digital Platform by means of the email used for his registration.

3. All the information necessary for a better understanding of the matters on the Agenda above is available to shareholders at the company's headquarters, on the Investor Relations website(<http://ri.valid.com/pt-br/>) as well as on the B3 (http://www.b3.com.br/pt_br/) and the Securities Commission - CVM (www.cvm.gov.br), websites.

Rio de Janeiro, May 18, 2021.

Sidney Levy

Chairman of the Board of Directors

INFORMATION ON THE MATTERS TO BE RESOLVED IN THE EXTRAORDINARY SHAREHOLDERS' MEETING

Please find below detailed information on the matters that will be resolved in the Extraordinary Shareholders' Meeting on June 18, 2021.

The minimum quorum required to call the Annual and Special Shareholders' Meeting to order on first call will be one quarter (¼) of voting stock. If that statutory quorum is not met, the Company will announce a new date for the Annual and Special Shareholders' Meeting, on second call, when the Meeting may be called to order with the presence of any number of shareholders.

EXTRAORDINARY SHAREHOLDERS' MEETING

i. First item on the Agenda:

To resolve on the granting and improvement of a collateral security in the form of fiduciary assignment over the Company's restricted linked account ("Linked Account"), in addition to all funds deposited and maintained in the Linked Account and assets held by the Company in relation to the allowed investments linked to the Linked Account ("Fiduciary Assignment") in the scope of the 8th Issue of Simple, Unsecured, Non-Convertible Debentures, to be converted into Type with Real Guarantee, in 2 (two) Series ("Debentures"), for Public Distribution with the Company's Restricted Efforts ("Issue"), as guarantee of the faithful and punctual payment of the obligations contracted by the Company in the Issue. Information on the operation is available in **Attachment 1**.

ii. Second item on the Agenda:

Approval the conversion of the Debentures' type from unsecured to secured. Information on the operation is available in **Attachment 1**.

iii. Third item on the Agenda:

Ratify the acts already undertaken by the Company's management to carry out the Issue. Information on management's actions is available in **Attachment 1**.

iv. Fourth Item on the Agenda:

To authorize the Company's management to perform all necessary procedures to implement the above resolutions, including, without limitation, the execution of agreements and other instruments for granting and improving the Fiduciary Assignment and for converting the type of Debentures from unsecured to secured, including an amendment to the Deed of Issue. Information on the operation is available in **Attachment 1**.

I. Template Proxy Appointment providing voting instructions to proxies.

PROXY APPOINTMENT WITH VOTING INSTRUCTIONS

POWER OF ATTORNEY	
<p>[SHAREHOLDER], [PARTICULARS] ("Shareholder"), appoints as his/her/its proxy(ies) Mr./Ms. [NAME], [NATIONALITY], [MARITAL STATUS], [OCCUPATION], bearer of Identity Card no. [], registered under Federal Tax No. [], resident and domiciled in the city of [], state of [], at Rua [], [number], ("Proxy(ies)"), to represent Shareholder in the capacity of shareholder of VALID SOLUÇÕES S.A. ("Company") in the Company Extraordinary Shareholders' Meeting to be held only digitally on June 18, 2021, at 10:00 AM, in compliance with Securities and Exchange Commission ("CVM") Instruction no. 481 dated December 17, 2009, as amended ("ICVM 481/09"). Proxy(ies) shall sign the Attendance Book and is(are) authorized to examine, discuss and vote on behalf of Shareholder in compliance with the instructions below, in relation to the following matters on the Agenda:</p>	
Matters on the Agenda	
Extraordinary Shareholders' Meeting	
1)	To resolve on the granting and improvement of a collateral security in the form of fiduciary assignment over the Company's restricted linked account ("Linked Account"), in addition to all funds deposited and maintained in the Linked Account and assets held by the Company in relation to the allowed investments linked to the Linked Account ("Fiduciary Assignment") in the scope of the 8th Issue of Simple, Unsecured, Non-Convertible Debentures, to be converted into Type with Real Guarantee, in 2 (two) Series ("Debentures"), for Public Distribution with the Company's Restricted Efforts ("Issue"), as guarantee of the faithful and punctual payment of the obligations contracted by the Company in the Issue;
For () Against () Abstain ()	
2)	Approval the conversion of the Debentures' type from unsecured to secured.
For () Against () Abstain ()	
3)	Ratify the acts already undertaken by the Company's management to carry out the Issue;
For () Against () Abstain ()	
4)	To authorize the Company's management to perform all necessary procedures to implement the above resolutions, including, without limitation, the execution of agreements and other instruments for granting and improving the Fiduciary Assignment and for converting the type of Debentures from unsecured to secured, including an amendment to the Deed of Issue.
For () Against () Abstain ()	
<p>For the purposes hereof, proxy authority will be limited to attending the Annual and Special Shareholders' Meeting on first or second call and to casting votes in compliance with the voting instructions above. Proxy has neither the right nor the obligation to take any other action not necessary to perform this mandate. Proxy is authorized to abstain in relation to any resolution or matter for which s/he has not received, at his/her discretion, sufficiently specific voting instructions.</p>	
This proxy appointment is valid for two (2) months as of today.	

[City], [month day], [2021]

Shareholder

By (signature):

II. Template Proxy Appointment not providing voting instructions to proxies

PROXY APPOINTMENT WITHOUT VOTING INSTRUCTIONS

[SHAREHOLDER], [PARTICULARS] ("Shareholder"), appoints as his/her/its proxy(ies) Mr./Ms. [NAME], [NATIONALITY], [MARITAL STATUS], [OCCUPATION], bearer of Identity Card no. [], registered under Federal Tax No. [], resident and domiciled in the city of [], state of [], at Rua [], [number], ("Proxy(ies)"), to represent Shareholder in the capacity of shareholder of **VALID SOLUÇÕES S.A.** ("Company") at the Company Extraordinary Shareholders' Meeting, to be held only digitally on June 18, 2021, at 10:00 AM, in compliance with Securities and Exchange Commission ("CVM") Instruction no. 481 dated December 17, 2009, as amended ("ICVM 481/09") and, if necessary, on second call at a date to be later informed. Proxy(ies) may vote on behalf of Shareholder on all resolutions mentioned on the agenda; cast votes, submit requests, give notices and raise objections; discuss the matters on the agenda and submit proposals; sign corporate books and Meeting minutes; and take any and all actions necessary to fully perform this mandate.

This proxy appointment is valid for two (2) months as of the day of its signature.

[City], [month day], [2021]

Shareholder

By (signature):




ATTACHMENTS

Valid

ATTACHMENT 1

Information on the issuance of Debentures and Management acts.

1. Material Fact of the Operation

MATERIAL FACT 8th Debenture Issue

Rio de Janeiro, May 6, 2021 - Brazilian multinational Valid Soluções S.A. ("Company") (B3: VLID3 ON), a company specialized in platforms for secure identification, in compliance with Law 6.404/76, as amended ("Brazilian Corporation Law"), and Instruction 358/2002 of the Brazilian Securities and Exchange Commission ("CVM"), hereby announces to its shareholders and the market in general that the Company's Board of Directors approved, yesterday (May 5th), the Company's 8th (eighth) issue of simple, unsecured, non-convertible debentures, with real guarantee and in 2 (two) series ("Issue" and "Debentures", respectively), in which the First Series shall have a total amount of twenty-seven million reais (R\$27,000,000.00) under a firm guarantee distribution, and the Second Series shall have a total amount of six hundred and seventy-three million reais (R\$673,000,000.00), in which the amount of four hundred and seventeen million reais (R\$417,000,000.00) of the Second Series amount shall be distributed under firm guarantee and the amount of two hundred and fifty-six million reais (R\$256,000,000.00) of the Second Series shall distributed under best efforts and in common agreement with the Company.

The Issue shall consist of up to seven hundred thousand (700,000) Debentures, at a unit face value of one thousand reais (R\$1,000.00), with a total Issue amount of up to seven hundred million reais (R\$700,000,000.00) on the issue date, subject to the possibility of partial distribution of the Second Series Debentures. The first series Debentures will mature on May 10, 2024 and the second series Debentures will mature on May 10, 2025.

The Debentures will be a public offering with restricted placement efforts, pursuant to the provisions of Law 6,385/1976, as amended, and CVM Instruction 476/09, as amended ("CVM Instruction 476") and other applicable legal and regulatory provisions ("Offer") and will be offered exclusively to professional investors, as defined in article 9-A of CVM Instruction 539/13, as amended.

The Nominal Unit Value of the Debentures will not have monetary restatements. The Debentures' Nominal Unit Value, or the balance of the Debentures' Nominal Unit Value, as applicable, will receive interest corresponding to the accumulated variation of 100% of the daily average DI interest rate, based on 252 business days, plus a spread of: (i) 3.85% p.a. for the First Series Debentures, based on 252 business days; and (ii) 4.25% p.a. for the Second Series Debentures, based on 252 business days.

The Company will use the proceeds of the Issue to (a) extend its current debt maturity profile; and (b) to reinforce the Company's cash.

Together with the Company's private capital increase concluded in March 2021, the rollover of outstanding loans with Banco Safra and Banco BTG Pactual, and the new loans signed with Caixa Econômica Federal - CEF, the conclusion of the Issue will be another step towards the Company's efforts to extend its debt maturity profile.

The minutes of the Company's Board of Directors' Meeting that approved the terms and conditions of the Offer, pursuant to the provisions of article 59, paragraph 1, of Law 6,404/76, are available on the Company's website (<https://ri.valid.com/>) and on the websites of the CVM (www.cvm.gov.br) and B3 (www.b3.com.br). This material fact is for information purposes only, under the terms of the current regulations and does not constitute, nor should it be interpreted as any effort to sell the Debentures.

Under the terms of applicable regulation, the Company will keep its shareholders and the market informed about the Issue and will disclose a new material fact with details on the benefits of the Issue for the Company once it is settled and a closing notice is sent to the CVM. Additional information can be obtained from the Company's Investor Relations Department by calling +55 (21) 3479-9100, or sending an e-mail to: ri@valid.com.

Joel Rennó Jr.

Chief Financial and Investor Relations Officer

2. Minutes of the Board of Directors' Meeting:

VALID SOLUÇÕES S.A.

Corporate Taxpayer's ID (CNPJ/ME): 33.113.309/0001-47

Company Registry (NIRE): 33.3.0027799-4

MINUTES OF THE BOARD OF DIRECTORS' MEETING

HELD ON MAY 05, 2021

1. **DATE, TIME AND VENUE::** May 5, 2021, at 5:00 p.m., at the headquarters of Valid Soluções S.A. ("Company"), located at Rua Peter Lund, 146/202, Caju, Rio de Janeiro - RJ, CEP 20930-390.
2. **CALL NOTICE AND ATTENDANCE::** Pursuant to article 15, sole paragraph, of the Company's Bylaws, the call notice was waived given the attendance of all members of the Company's Board of Directors. The members of the Fiscal Council also attended the meeting. The meeting was held via conference call, as provided for in article 18 of the Company's Bylaws.
3. **PRESIDING BOARD:** Chairman: Sidney Levy; and Secretary Maria Isabel Tavares.
4. **AGENDA:** To resolve on: (i) the 8th (eighth) issue of simple, unsecured, non-convertible debentures, with real guarantee and in 2 (two) series ("Debentures"), for public distribution with restricted distribution efforts ("Issue" and "Offer"), pursuant to Instruction 476 of the Brazilian Securities and Exchange Commission Instruction ("CVM"), of January 16, 2009, as amended ("CVM Instruction 476"); (ii) the convening of an Extraordinary General Meeting to resolve on the granting, by the Company, of guarantees in the form of fiduciary assignment of receivables for the obligations assumed by the Company within the scope of the Issue; (iii) if the Issue is approved, the authorization for the Company's Executive Board, pursuant to its Bylaws and the limits established in item (i) above, sign all documents and perform all necessary acts to carry out and formalize the Offer, including, but not limited to (a) the hiring of financial institutions to intermediate,

structure and coordinate the Offer, pursuant to CVM Instruction 476, and other service providers required to carry out the Issue; and (b) negotiate and sign contracts and any amendments related to the Issue; and (iv) the ratification of all acts already performed for the resolutions above.

5. **RESOLUTIONS:** After analyzing and discussing the matters on the Agenda, the members of the Company's Fiscal Council, in the exercise of their powers pursuant to article 163, item III of Law 6,404, of December 15, 1976, as amended ("Brazilian Corporate Law"), gave a favorable opinion for the execution of the Issue. The members of the Company's Board of Directors unanimously approved, without any restrictions, reservations or opposition:

(i) to authorize the Company to execute the Offer, pursuant to article 59, paragraph 1, of the Brazilian Corporation Law, and article 19, item XXV, of the Company's Bylaws, which will be formalized through the execution of the "*Private Deed for the 8th (eighth) Issue of Simple, Unsecured, Non-convertible Debentures, with Real Guarantee and in 2 (Two) Series, for Public Distribution with Restricted Distribution Efforts of Valid Soluções S.A.*" ("Issue Deed"), under the following characteristics:

- (a) **Total Issue Amount:** The total Issue amount shall be of up to seven hundred million reais (R\$700,000,000.00) on the Issue Date (as defined below) ("Total Issue Amount") with the possibility of Partial Distribution (as defined below) of the Second Series Debentures;
- (b) **Issue Date:** For all legal purposes, the issue date of the Debentures shall be defined in the Issue Deed ("Issue Date").
- (c) **Number of Series:** The Issue shall be carried out in 2 (two) series ("First Series" and "Second Series", jointly as "Series"), in which the First Series shall have a total amount of twenty-seven million reais (R\$27,000,000.00) and the Second Series shall have a total amount of six hundred and seventy-three million reais (R\$673,000,000.00), in which the amount of four hundred and seventeen million reais (R\$417,000,000.00) of the Second Series amount shall be distributed under firm guarantee and the amount of two hundred and fifty-six million reais (R\$256,000,000.00) of the Second Series shall distributed under best efforts, observing the Total Issue Amount and the possibility of a Partial Distribution (as defined below) of the Second Series Debentures;
- (d) **Distribution and Placement:** The Debentures will be subject to public distribution, with restricted distribution efforts, under the terms of CVM Instruction 476 and other applicable legal and regulatory provisions, and the *Coordination and Distribution Agreement for the 8th (eighth) Issue of Simple, Unsecured, Non-convertible Debentures, with Real Guarantee and in 2 (Two) Series of Valid Soluções S.A.*" ("Distribution Agreement") with the intermediation of institutions that are part of the securities distribution system ("Coordinators"), one of which is the leading intermediary institution ("Lead Manager"), under the mixed regime of firm guarantee and best placement efforts for the Total Issue Amount, and the firm guarantee will only be exercised if demand for the Debentures is not enough to reach the total amount offered under the Offer's firm guarantee regime, observing the Firm Guarantee amounts provided by each Coordinator, as detailed in the Distribution Agreement, observing the Total Issue Amount and the Debenture Remuneration (as defined below) ("Firm Guarantee"). The Offering will target professional investors, as defined under the provisions of article 9-A of CVM Instruction 539, of November 13, 2013, as amended ("Professional Investor(s)" and "CVM Instruction 539", respectively). The distribution plan shall follow the procedure described in CVM Instruction 476 and as established in the Distribution Agreement. Therefore, the Coordinators will be able to access a maximum of seventy-five (75) Professional Investors, and a maximum of fifty (50) Professional Investors

will be allowed to subscribe to the Offer. Pursuant CVM Instruction 476, the Offer will be targeted to Professional Investors, observing that investment funds and securities portfolios whose investment decisions are made by the same manager will be considered as a single investor;

- (e) **Partial Distribution:** Under the provisions of article 5-A of CVM Instruction 476 and articles 30 and 31 of CVM Instruction 400, of December 29, 2003 ("CVM Instruction 400"), a partial distribution will be allowed of the Second Series Debentures, observing the placement of, at least, four hundred and seventeen thousand (417,000) Second Series Debentures, corresponding to four hundred and seventeen million reais (R\$417,000,000.00).
- (f) **Convertibility:** The Debentures shall be simple debentures, that is, they are not convertible into shares issued by the Company;
- (g) **Type:** The Debentures shall be unsecured, to be substituted with real guarantee, pursuant to article 58, caput, of the Brazilian Corporation Law. When the Real Guarantee is substituted, an amendment to the Issue Deed will be signed to formalize the new guarantee.
- (h) **Real Guarantee:** The Debentures shall automatically have real guarantee, under the provisions of article 58, caput, of the Brazilian Corporate Law, upon approval by the Company's Extraordinary Shareholders' Meeting, of the granting of a Fiduciary Assignment of Credit Rights to a Linked Account (as defined below).
- (i) **Term and Maturity Date:** Subject to the provisions of the Issue Deed, and if an early maturity occurs, the obligations arising from the Debentures and/or Total Optional Early Redemption (as defined below) of the Debentures and/or Total Early Redemption Offering (as defined below) and/or an optional acquisition of the Debentures, with the subsequent cancellation of the total amount of Debentures, the Debentures shall have a maturity term of three (3) years from the Issue Date, expiring, therefore, on May 10, 2024 ("Maturity Date of the First Series Debentures") and the Second Series Debentures shall have a maturity term of four (4) years from the Issue Date, expiring, therefore, on May 10, 2025 ("Maturity Date of the Second Series Debentures") and, jointly with the Maturity Date of the First Series Debentures shall be called the "Maturity Date";
- (j) **Nominal Unit Value:** The Debentures shall have a nominal unit value of one thousand reais (R\$1,000.00) on the Issue Date ("Nominal Unit Value");
- (k) **Number of Debentures Issued:** A total of up to seven hundred thousand (700,000) Debentures will be issued, observing (i) the amount of twenty-seven thousand (27,000) First Series Debentures ("First Series Debentures") and (ii) the amount of up to six hundred and seventy-three thousand (673,000) Second Series Debentures ("Second Series Debentures"), with the possibility of a Partial Distribution of the Second Series Debentures;
- (l) **Monetary Restatement of the Debentures:** The Nominal Unit Value of the Debentures will not have monetary restatements.
- (m) **Subscription Price and Form of Payment:** The Debentures shall be subscribed and paid in cash, in national currency, upon subscription at the Nominal Unit Value (each having a "Payment Date"), on the First Payment Date of the First Series Debentures (as defined below) and on the First Payment Date of the Second Series Debentures (as defined below), in accordance with the settlement rules established by B3. In the event any Debenture is paid

in on a date other than and after the First Date of Payment of the First Series Debentures and/or the First Date of Payment of the Second Series Debentures, the payment must consider the respective Unit Nominal Value, plus the corresponding Debentures Remuneration, calculated *pro rata temporis* from the Remuneration Start Date until the respective and effective Payment Date. For the purposes of the Issue Deed, the following shall be considered: (i) the “First Date of Payment of the First Series Debentures” shall be defined as the date in which the first subscription and payment for the First Series Debentures will take place; and (ii) the “First Payment Date of the Second Series Debentures” shall be the date in which the first subscription and payment of the Second Series Debentures will take place.

The Debentures may also, on any Payment Date, have a premium or discount to them, to be defined by the Coordinators, provided that this is applied equally to the all the Debentures subscribed and paid on the same Payment Date.

(n) **Remuneration of the Debentures:**

- (i) First Series Debentures: The First Series Debentures shall be entitled to a remuneration interest corresponding to one hundred percent (100%) of the accumulated variation of the average daily rates of Interbank Deposits - DI, “over extra group”, calculated and published daily by B3 S.A. - Brasil, Bolsa, Balcão, in the daily bulletin available on its website (www.b3.com.br), expressed as an annual percentage based on a calendar year of two hundred and fifty-two (252) business days (“DI Rate”), plus a spread of three and eighty-five hundredths percent (3.85%) per year, based on a calendar year of two hundred and fifty-two (252) business days (“Remuneration for the First Series Debentures” or “First Series Remuneration”). The Remuneration of the First Series Debentures will be calculated exponentially and cumulatively, *pro rata temporis*, of the Business Days elapsed, incurred on the Nominal Unit Value or balance of the Nominal Unit Value of the First Series Debentures, from the date of the start of the remuneration date or the payment date of the Remuneration of the First Series Debentures immediately preceding (including this date), as applicable, until the payment date of the Remuneration of the First Series Debentures, the declaration of an early maturity arising from an event of default or on the date of any optional early redemption, total early redemption offering and optional acquisition of the First Series Debentures, whichever occurs first. The Remuneration of First Series Debentures shall be calculated based on the formula presented in the Issue Deed.
- (ii) Second Series. The First Series Debentures shall be entitled to a remuneration over the Nominal Unit Value or balance of the Nominal Unit Value of the Second Series Debentures corresponding to one hundred percent (100%) of the DI Rate, plus a spread of four and twenty-five hundredths percent (4.25%) per year, based on a calendar year of two hundred and fifty-two (252) Business Days (“Remuneration for the Second Series Debentures” or “Second Series Remuneration”). The Remuneration of the Second Series Debentures will be calculated exponentially and cumulatively, *pro rata temporis*, of the Business Days elapsed, incurred on the Nominal Unit Value or balance of the Nominal Unit Value of the Second Series Debentures, from the date of the start of the remuneration date or the payment date of the Remuneration of the Second Series Debentures immediately preceding (including this date), as applicable, until the payment date of the Remuneration of the Second Series Debentures, the declaration of an early maturity arising from an event of default or on the date of any optional early redemption, total early redemption offering and optional acquisition of the Second Series Debentures, whichever occurs first. The Remuneration of Second Series Debentures shall be calculated based on the formula presented in the Issue Deed.

(o) **Remuneration Payment:**

- (i) **First Series Debentures:** Without prejudice to payments due arising from the total optional early redemption of the First Series Debentures, the optional extraordinary redemption, the total early redemption offering and/or the optional purchase of the First Series Debentures , or early maturity of the obligations arising from the First Series Debentures, under the terms established in the Issue Deed, the Remuneration of the First Series Debentures shall be paid quarterly as of the sixth (6th) month (including this month), counted from the Issue Date of the First Series Debentures, according to the payment table provided in the Issue Deed (each as a “Remuneration Payment Date for the First Series Debentures”).
- (ii) **Second Series.** Without prejudice to payments due arising from the total optional early redemption of the Second Series Debentures, the optional extraordinary redemption, the total early redemption offering and/or the optional purchase of the Second Series Debentures, or early maturity of the obligations arising from the Second Series Debentures, under the terms established in the Issue Deed, the Remuneration of the Second Series Debentures shall be paid semiannually until the twelfth (12th) month (including this month), counted from the Issue Date and quarterly from the fifteenth (15th) month (including this month) from the Issue Date of the Second Series Debentures, according to the payment table provided in the Issue Deed (each as a “Remuneration Payment Date for the Second Series Debentures”).

(p) **Amortization of the Nominal Unit Value:**

- (i) **First Series Debentures:** Without prejudice to payments due to an early maturity of the obligations arising from the First Series Debentures and/or the optional early redemption of the total amount of First Series Debentures and/or optional extraordinary amortization and/or full early redemption offering and/or optional acquisition of the First Series Debentures, under the terms established in the Issue Deed, the balance of the Nominal Unit Value shall be amortized on a quarterly basis, starting from the ninth (9th) month (including this month) counted from the Issue Date of the First Series Debentures; and
 - (ii) **Second Series.** Without prejudice to payments due to an early maturity of the obligations arising from the Second Series Debentures and/or the optional early redemption of the total amount of Second Series Debentures and/or optional extraordinary amortization and/or full early redemption offering and/or optional acquisition of the Second Series Debentures, under the terms established in the Issue Deed, the balance of the Nominal Unit Value shall be amortized on a quarterly basis, starting from the twelfth (12th) month (including this month) counted from the Issue Date of the Second Series Debentures.
- (q) **Optional Extraordinary Amortization:** The Company, at its sole discretion, as of the twelfth (12th) month, excluding this month, carry out an optional extraordinary amortization, limited to ninety-eight percent (98%) of the Nominal Unit Value, or balance of the Nominal Unit Value, as applicable, and which shall include, proportionately, all the Debentures upon releasing a notice informing the Optional Extraordinary Amortization (“Optional Extraordinary Amortization”), in accordance with the conditions and premium to be defined in the Issue Deed;

- (r) **Total Optional Early Redemption:** The Company, at its sole discretion, as of the twelfth (12th) month, excluding this month, carry out a total optional early redemption (a partial redemption is forbidden) for the Debentures effectively subscribed and paid ("Total Optional Early Redemption"), in accordance with the conditions and premium to be defined in the Issue Deed;
- (s) **Total Early Redemption Offering:** The Company at its own discretion and at any time, carry out an offering for the total early redemption of the Debentures effectively subscribed and paid, with partial redemption being prohibited, addressed to all Debenture Holders, assuring that all Debenture Holders have equal conditions to accept the redemption offering for the Debentures held by them ("Early Redemption Offering");
- (t) **Early Maturity:** To be defined in the Issue Deed and based on the common market practices adopted in similar transactions, commonly agreed upon between the parties involved in the Offer;
- (u) **Use of Proceeds:** The proceeds from the Issue will be used by the Company to (a) extend the current debt maturity profile of the Company or its Affiliates (as detailed in the Issue Deed) with the Coordinators and/or the respective entities of their economic groups, as applicable, being certain that the amortization of such debts must obey the proportion of the Firm Guarantee (as defined below) provided by each Coordinator, as applicable; and (b) to reinforce the Company's cash;
- (v) **Other Characteristics:** The other characteristics of the Debentures will be described in the Issue Deed.

(ii) convene an Extraordinary Shareholders' Meeting within a maximum of fifty (50) days from this date, in favor of the Debenture Holders to resolve on the granting of a real guarantee in the form of a fiduciary assignment of a linked account with restricted movement by the Issuer, where it shall be deposited, in up to one (1) Business Day as of the financial settlement date of the Debentures, the amount corresponding to twenty-five percent (25%) of the balance of the Debentures amount as a Cash Collateral to guarantee the faithful and punctual payment of the obligations assumed by the Issuer in the Issue Deed and arising from the Debentures, pursuant to article 66-B, paragraph 3, of Law 4,728, of July 14, 1965, as amended ("Law 4,728"), including the linked account and all deposited funds or any funds to be deposited and maintained, at any time, such as any funds in the process of being transferred to the linked account, or undergoing banking clearance ("Fiduciary Assignment of Credit Rights to a Linked Account"), pursuant to the "*Fiduciary Assignment of Rights and Account Management Agreement*" to be signed between the Company and the fiduciary agent ("Fiduciary Assignment Agreement" or "Guarantee Agreement"), subject to the approval by the Company's Extraordinary Shareholders' Meeting;

(iii) Under the limits established above, the Company's Executive Officers are hereby authorized to take all measures for the execution of these resolutions, and may, in accordance with the Bylaws:

- (a) negotiate all terms and conditions applicable to the Issue, including for the execution of the Issue Deed and the hiring of the distribution and trading systems for the Debentures in the primary and secondary markets and, among others items and without limitation, the hiring of the following service providers, as applicable: (i) Coordinators; (ii) legal advisors; (iii) settlement bank; (iv) bookkeeping agent; and (v) trustee; and
- (b) perform all necessary acts to carry out the resolutions taken herein and sign the documents required for the execution of the Offer.

(iv) All acts already practiced by the Company's Executive Officers related to the Issue and approved according to item 5 (i) above are hereby ratified.

6. **Closure:** There being no further business to discuss, the meeting was adjourned and these minutes were drawn up, read, approved and signed by the members of the presiding board and the members of the Board of Directors. Chairman: Sidney Levy; Secretary: Maria Isabel Tavares. Attending Board members: Sidney Levy, Marcílio Marques Moreira, Claudio Almeida Prado, Henrique Bredda, Guilherme Affonso Ferreira and Fiamma Zarife. Fiscal Council Members: William Cordeiro, Regis Lemos de Abreu and Vanderlei da Rosa.

Rio de Janeiro, May 05, 2021.

This is a free English translation of the original minutes drawn up in the Company's records.

3. Minutes of the Fiscal Council's Meeting:

VALID SOLUÇÕES S.A.

Corporate Taxpayer's ID (CNPJ/ME): 33.113.309/0001-47

Company Registry (NIRE): 33.3.0027799-4

MINUTES OF THE FISCAL COUNCIL MEETING

HELD ON MAY 05, 2021

7. **DATE, TIME AND VENUE:** May 5, 2021, at 5:00 p.m., at the headquarters of Valid Soluções S.A. ("Company"), located at Rua Peter Lund, 231, 16/2020, São Cristóvão, CEP 20930-390, in the City and State of Rio de Janeiro.

8. **ATTENDANCE:** A call notice was sent to all members of the Company's Fiscal Council, pursuant to article 35, paragraph 1, of the Company's Bylaws. The meeting was held via conference call, as provided for in article 18 of the Company's Bylaws.

9. **PRESIDING BOARD:** Chairman:: **Vanderlei Dominguez da Rosa**; and Secretary: **Regis Lemos de Abreu**

10. **AGENDA:** Examine, discuss and comment on the 8th (eighth) issue of simple, unsecured, non-convertible debentures, with real guarantee and in 2 (two) series ("Debentures"), for public distribution with restricted distribution efforts ("Issue" or "Offer"), under the terms of Instruction 476 of the Brazilian Securities and Exchange Commission Instruction ("CVM"), of January 16, 2009, as amended ("CVM Instruction 476"), in the total amount of up to seven hundred million reais (R\$700,000,000.00) according to terms and conditions resolved at the Company's Board of Directors 'Meeting held on this date ("Board of Directors'

Meeting”).

11. **RESOLUTIONS:** After examining and debating the matter on the Agenda, the members of the Company's Fiscal Council, based on information provided by the Company's Board of Directors, unanimously stated, within their legal powers, that no obstacles were identified for the Issue. After participating in the Board of Directors' Meeting held on this date, in compliance with article 163, paragraph 3, of Law 6,404/76, the Fiscal Council members issued the following opinion:

The members of the Fiscal Council of Valid Soluções S.A. (“Company”), within the scope of their legal and statutory attributions, at a meeting held on this date, analyzed the resolutions taken at the Company’s Board of Directors’ meeting held on May 5, 2021 (“Board of Directors’ Meeting”), for the 8th (eighth) issue of simple, unsecured, non-convertible debentures, with real guarantee and in 2 (two) series (“Debentures”), for public distribution with restricted distribution efforts (“Issue” or “Offer”), pursuant to Instruction 476 of the Brazilian Securities and Exchange Commission Instruction (“CVM”), of January 16, 2009, as amended (“CVM Instruction 476”), in the total amount of up to seven hundred million reais (R\$700,000,000.00) to be carried out by the Company. Based on the information provided by the Company's Board of Directors, the members of the Fiscal Board unanimously confirmed, within their legal powers, that no obstacles were identified for the Issue according to the terms and conditions resolved by the Board of Directors at the aforementioned Board of Directors' Meeting.

12. **CLOSURE:** There being no further business to discuss, the meeting was adjourned and these minutes were drawn up, read, approved and signed by the presiding board and members of the Fiscal Council. Chairman: Chairman: Vanderlei Dominguez da Rosa; and Secretary: Regis Lemos de Abreu. Fiscal Council Members: William Cordeiro, Regis Lemos de Abreu and Vanderlei Dominguez da Rosa.

Rio de Janeiro, May 05, 2021.

This is a free English translation of the original minutes drawn up in the Company’s records.