



Manual for sharehold participation **AGOE Valid** **2023**

ANNUAL AND SPECIAL SHAREHOLDERS' MEETING

Thursday, April 20, 2023 – 10:00 AM (BRT):

[Click Here](#) to access the platform

Valid

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MESSAGE FROM MANAGEMENT

São Paulo, March 20, 2023.

Dear Shareholders,

We are pleased to invite you to attend the Annual and Extraordinary General Shareholders Meeting of Valid Soluções S.A. ("Valid" or "Company"), to be held on April 20, 2023, at 10:00 a.m., **exclusively digitally**, pursuant to CVM Resolution No. 81, of March 29, 2022 ("CVM Resolution 81/22").

We are providing this Manual, which is intended to present you, in a clear and succinct manner, the information necessary for evaluating the matters that will be discussed, as well as the guidelines for participation and exercise of voting rights at the Meeting.

Beyond simple compliance with the requisites of Law 6404 of December 15, 1976 ("Corporations Act"), the CVM regulations, and the rules of B3 S.A. – Brasil, Bolsa, Balcão ("B3") – this initiative is intended to strengthen the Company's commitment to adopting differentiated Corporate Governance practices and efficient and transparent communication with its shareholders.

In fact, we understand that the General Meetings are the most important events within Valid's annual calendar, since they are the moments when you have the opportunity to participate directly in the discussions of issues relevant to the Company.

That said, we clarify that all information referred to in this Manual as well as all documentation related to the Annual and Extraordinary General Shareholders Meeting of 2023 will be available on our Investor Relations website (<https://ri.valid.com/>), B3's website (http://www.b3.com.br/pt_br/) and the website of the CVM (Brazilian Securities Commission), www.cvm.gov.br.

We count on your presence and remind you that our Investor Relations department is available to answer any questions.

Yours Sincerely,

Sidney Levy

Chairman of the Board of Directors

Ivan Luis Murias dos Santos

Chief Executive Officer

INFORMATION ABOUT THE GENERAL SHAREHOLDERS MEETING

1. GUIDELINES FOR PARTICIPATION IN THE GENERAL MEETING

The Company's shareholders may participate in the General Meeting in two ways: (i) through the Digital Platform to be made available by the company for access on the day and time of the General Meeting as detailed below; or (ii) through remote voting, pursuant to CVM Resolution No. 81, dated March 29, 2022 ("CVM Resolution 81/22").

1.1 Required Documentation: Pursuant to Article 10, paragraph 4, of the Company's Bylaws, Shareholders must submit, at least 48 hours (forty-eight hours) in advance of the **2023 Annual and Extraordinary General Shareholders' Meeting**, therefore on April 18, 2023 the following documents:

- (i) identity document (ID Card (RG), National Driver's License (CNH), passport, identity cards issued by professional boards and functional cards issued by Public Administration agencies, provided they contain a picture of the holder) and pertinent corporate acts that prove legal representation, when applicable;
- (ii) proof issued by the financial institution providing the Company's share bookkeeping services, on a date not prior to March 16, 2023;
- (iii) in the event of shareholder representation, original or copy of the power of attorney;
- (iv) with respect to shareholders participating in the fungible custody of registered shares, the statement containing the respective shareholding, issued by the competent body, on a date not prior to March 16, 2023.

The legal entity shareholder's representative must present original or a copy of the following documents, duly registered at the competent body (Civil Registry of Legal Entities or Board of Trade, as the case may be): (a) articles of association or bylaws, and (b) corporate act of election of the manager who (b.i) will attend the general meeting as the legal entity's representative; or (b.ii) grant a power of attorney for a third party to represent the legal entity shareholder.

With respect to investment funds, the representation of the quota holders in the General Meeting will be the responsibility of the administrator or managing institution, observing the provisions of the fund regulations with respect to who is entitled to exercise the right to vote the shares and assets in the fund portfolio. In this case, the representative of the administrator or manager of the fund, besides the aforementioned corporate documents related to the manager or administrator, must present the last consolidated regulation of the fund (in case the regulation does not include the voting policy of the fund, they should also present the supplementary information form or equivalent document).

I. PARTICIPATION VIA DIGITAL PLATFORM

For purposes of participation through the digital platform Ten Meetings to be accessed on the day and time of the General Meeting ("Digital Platform"), interested shareholders must complete all registration data at the address: https://tenmeetings.com.br/assembleia/portal_#/?id=800479890E7D also available on the Company's IR website and

attach all documents necessary for their qualification to participate and/or vote at the Meeting, at least two (2) days prior to the date designated for the Meeting, i.e., until April 18, 2023. After the approval of the registration by the Company, the shareholder will receive his individual login and password to access the platform through the email address used for registration.

In the case of proxy/representative, he/she must register with his/her data at: https://tenmeetings.com.br/assembleia/portal_/#/?id=800479890E7D also available on the Company's IR website. After receiving a registration confirmation email, he/she must, through the link sent to the informed email, indicate each shareholder he/she will represent and attach the respective documents proving the status of shareholder and proxy, in the terms mentioned above. The proxy will receive an individual email about the qualification status of each shareholder registered in his/ her address book and will provide, if necessary, the complementation of documents. The proxy that may represent more than one shareholder will only be able to vote at the Meeting by the shareholders whose qualification has been confirmed by the Company.

With respect to participation through an attorney-in-fact, the granting of representation powers must have been in place for less than one year, as provided in Article 126 of Law 6404 of December 15, 1976 ("Corporation Law"), and must present:

- a) Power of attorney with special powers for representation in the General Meeting, and the proxy must be a shareholder, a Company manager, a lawyer or a financial institution, in which case it is up to the investment fund manager to represent the joint owners.
- b) Copy of the latest consolidated Bylaws or Articles of Incorporation and corporate documentation granting representation powers (minutes of election and/or power of attorney), if the Granting Shareholder is a Legal Entity;
- c) Identification document with photo of the proxy;
- d) Proof of ownership of shares issued by the Company, issued by a Financial Institution, Custody and/or Bookkeeping Agent, no later than five (5) days prior to the date of the Meeting, showing its shareholding position.

Foreign shareholders must present the same documentation required of Brazilian shareholders, which must be translated into Portuguese.

Shareholders who eventually wish to record in the minutes abstentions or contrary votes are requested to advise the Board of their intention as soon as their manifestation is requested in order to vote on the relevant item(s) of the Agenda.

In order to assist shareholders, the proxy models attached to this Manual may be used. Shareholders may, however, use other proxy instruments, provided they comply with the provisions of the Brazilian Corporation Law and Civil Code.

II. PARTICIPATION VIA REMOTE VOTING FORM

The Company informs that it will also adopt the remote voting system, pursuant to CVM Resolution 81/22, allowing its shareholders to send their respective Voting Bulletins through their custody agent, the Company's stock bookkeeping

agent, or directly to the Company, according to the established procedures. Shareholders who choose to transmit filling instructions to the custodian agent or the bookkeeping agent for the shares issued by the Company should contact them and check the procedures established by them for issuing voting instructions via Remote Voting Bulletin, as well as the documents and information required.

If the shareholder wishes to deliver the Bulletin directly to the Company or send it by mail, he/she must attach, in addition to certified copies of the identity document and/or pertinent corporate acts evidencing legal representation, as applicable: (i) a statement issued by the registrar; (ii) a proxy instrument with signature duly notarized; (iii) with respect to shareholders participating in the fungible custody of registered shares, a statement showing the respective equity interest, issued by the competent institution.

If the shareholder chooses to send this Bulletin by electronic mail, he/she must attach to the electronic message, in addition to the Bulletin filled out as provided herein, the documents referred to in the previous paragraph, all scanned and sent to **ri@valid.com**.

The physical documentation must be sent to the Company's IR Department, at **Alameda Rio Claro, 241, Bela Vista, São Paulo - SP, CEP 01332-010**, under the reference "**Annual and Extraordinary General Shareholders' Meeting of 2023**". Due to the current scenario, as part of our staff is working in home office regime, we also request the submission by email which should be forwarded to **ri@valid.com** to the attention of the Investor Relations Department.

Shareholders who choose to exercise their right to remote voting may also do so through their custodian agents or the Company's bookkeeping agent (Banco do Brasil S.A.), provided the rules determined by them are observed. To do so, shareholders should contact their custodian agents and check the procedures they have established for issuing voting instructions via remote voting form.

For any further clarifications, our Investor Relations Department is at your disposal, whose contact details are below:

Olavo Vaz

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VALID SOLUÇÕES S.A.

Board of Trade Company Identification No. (NIRE) 35.3.0060022-3

Federal Tax No. 33.113.309/0001-47

NOTICE OF MEETING

ANNUAL AND SPECIAL SHAREHOLDERS' MEETING

The Shareholders of **VALID SOLUÇÕES S.A.** ("Company") are hereby summoned to meet in an Annual and Extraordinary General Shareholders Meeting ("AEGM"), to be held at first call on April 20, 2023, at 10 a.m., exclusively digitally, pursuant to CVM Resolution No. 81, of March 29, 2022 ("CVM Resolution 81/22"), via the digital platform Ten Meetings ("Digital Platform"), to deliberate on the following matters contained in the AGENDA:

In the **Special Shareholders' Meeting**:

- (i) To alter Article 5 of the Company's Bylaws in order to update the amount of the Company's capital stock.

In the **Annual Shareholders' Meeting**:

- (i) Examine, discuss and vote on the management accounts, examine, discuss and vote on the management report and the financial statements, accompanied by the opinion of the external and independent auditors, for the fiscal year ending December 31, 2022;
- (ii) Present the allocation of net income for the year ending December 31, 2022;
- (iii) Set the number of members of the Board of Directors and elect them for the next term;
- (iv) Set the number and elect the members of the Fiscal Board for the next term;
- (v) Set the amount of annual compensation for the 2023 fiscal year:
 - 1) for members of the Board of Directors;
 - 2) for Executive Officers.
- (vi) Set the amount of the overall compensation of the members of the Fiscal Board;
- (vii) Change the newspaper for Company publications.

General Information:

1. The Company's Annual and Extraordinary General Shareholders Meeting ("AEGM" or "Meeting") will be held exclusively digitally, pursuant to CVM Resolution 81/22 and the Participation Manual, presented by the Company at www.ri.valid.com.
2. As a result of the provisions in the above paragraph, shareholders' participation will only occur by:
 - 2.1. Sending remote voting ballots ("Ballot"), pursuant to CVM Resolution 81/22. Shareholders who wish to do so may choose to exercise their voting rights through the remote voting system, pursuant to the aforementioned instruction, by sending the corresponding remote voting ballots through their custody agents, the Company's share registrar or directly to the Company. The detailed guidelines for sending the ballots can be accessed at www.ri.valid.com.

- 2.2. By accessing the digital platform ("Digital Platform"), available via the link <https://www.tenmeetings.com.br/assembleia/portal/?id=800479890E7D>, also available on the Company's Investor Relations website www.ri.valid.com.
- 2.3. Shareholders who wish to participate via the Digital Platform may: **(a)** participate in the Meeting, regardless of whether they have sent the Ballot; or **(b)** participate and vote at the Meeting, noting that in the case of Shareholders who have already sent the Ballot and who vote at the Meeting via the Digital Platform, all voting instructions received through the Bulletin will be disregarded by the Presiding Chair, in accordance with the provisions of Article 28, paragraph 2, Item II, of CVM Resolution 81/22.
- 2.4. Regarding the procedure to participate via the Meeting's Digital Platform, Shareholders, upon accessing the page referred to in Item 2.1.2 above, shall complete their registration and attach all documents necessary to enable their participation and/or vote at the Meeting, at least two (2) days prior to the date designated for holding the Meeting, that is, by April 18, 2023. After the Company has approved the registration, shareholders will receive an individual login and password to access the Digital Platform, via the email used for registration.
3. Under the terms of Article 37 of CVM Resolution 81/22, any shareholder with an equity interest equal to or greater than 1.5% of the Company's capital stock may request the inclusion of candidates for the Board of Directors and the Fiscal Board via the remote voting form, up to twenty-five (25) days before the date of the EGM. The instructions for exercising remote voting can be found in the Manual for Participation in the Extraordinary General Shareholders' Meeting and in the form itself, made available by the Company on its Investor Relations website (<http://ri.valid.com/pt-br/>), as well as on the websites of B3 (http://www.b3.com.br/pt_br/) and the CVM (Brazilian Securities and Exchange Commission) website, www.cvm.gov.br.
4. We clarify that the minimum percentage of voting capital to request the adoption of the multiple-vote process for election of members of the Board of Directors is 5% (five percent) of the shares issued by the Company, according to the CVM Resolution No. 70, dated March 22, 2022 ("CVM Resolution 70"). Under the terms of paragraph 1 of Article 141 of Law 6,404, of December 15, 1976 ("Corporations Act"), adopting the multiple-vote process must be requested by the shareholders up to 48 hours (forty-eight hours) before the time of the EGM.
5. All the information necessary for a better understanding of the matters on the Agenda above is available to shareholders 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 CVM website (www.cvm.gov.br).

São Paulo, March 20, 2023

Sidney Levy

Chairman of the Board of Directors

INFORMATION ON MATTERS SUBJECT TO DELIBERATION AT THE ANNUAL AND EXTRAORDINARY GENERAL SHAREHOLDERS MEETING

Below is detailed information about the matters that will be discussed at the Annual and Extraordinary General Shareholders Meeting on April 20, 2023.

The minimum quorum required to hold the Annual and Extraordinary General Shareholders Meeting at first call will be one-fourth ($\frac{1}{4}$) of the voting capital. If this legal quorum is not reached, the Company will announce a new date for the Annual and Extraordinary General Shareholders Meeting, at second call, on which occasion the Meeting may be convened with the presence of any number of shareholders.

SPECIAL SHAREHOLDERS' MEETING

i. Amendment of article 5 of the Company's Bylaws

To amend Article 5 of the Company's Bylaws to include the amounts updated after the partial ratification of the Company's capital stock increase, as decided at the Board of Directors' Meeting held on September 12, 2022, as well as the cancellation of common treasury shares, as decided at the Board of Directors' Meeting held on December 30, 2022. The Company's capital stock will be R\$ 1,037,549,475.27 (one billion thirty-seven million, five hundred forty-nine thousand, four hundred seventy-five reais and twenty-seven centavos), represented by 81,836.375 (eighty-one million, eight hundred thirty-six thousand, three hundred seventy-five) common shares, in accordance with **Attachment 5** of this Manual, and in compliance with Article 12, Item II, of CVM Resolution No. 81, of March 29, 2022 ("CVM Resolution 81/22").

The Company's consolidated Bylaws, with the changes proposed above, are **included as Attachment 6** to this Manual, in compliance with Article 12, Subparagraph I, CVM Resolution 81/22.

ANNUAL SHAREHOLDERS' MEETING

i. First item on the Agenda:

To review management accounts, examine, discuss, and vote on the Management Report and the Financial Statements, accompanied by the opinion of the external and independent auditors, for the fiscal year ending December 31, 2022.

For deliberation of this matter, in accordance with the provisions of Law 6404, dated December 15, 1976 ("Corporation Act"), and CVM Resolution 81/22, the following documents are available to Shareholders on the Investor Relations website (<http://ri.valid.com/pt-br/>), as well as on the B3 website (www.b3.com.br) and the CVM website (www.cvm.gov.br):

- a) Management Report on corporate business and main administrative facts of the fiscal year just ended;
- b) Copy of the Financial Statements;
- c) Report of the Independent Auditors;
- d) Opinion of the Fiscal Board; and
- e) Summary of the Annual Report of the Audit Committee

Management's remarks on the Company's financial position pursuant to Item 2 of the 2022 Reference Form is set out in **Attachment 1**.

ii. Second Item on the Agenda:

To establish the allocation of the net income for the fiscal year ending December 31, 2022 and the payment of Interest on Equity.

The proposal for allocation of Net Profit and the distribution of Interest on Equity, as indicated in Attachment A of CVM Resolution 81/22, for the fiscal year ending December 31, 2022, can be found in **Attachment 2**.

iii. Third item on the Agenda:

Elect the members of the Board of Directors for the next term.

Pursuant to Article 11 of CVM Resolution 81/22, the Company is providing the information indicated in Items 7.3 to 7.8 of the Reference Form, in accordance with **Attachment 4**.

iv. Fourth Item on the Agenda:

Elect the members of the Fiscal Board for the next term.

Pursuant to Article 11 of CVM Resolution 81/22, the Company is providing the information indicated in Items 7.3 to 7.8 of the Reference Form, in accordance with **Attachment 4**.

v. Fifth item on the Agenda:

To set the annual global compensation of the members of the Board of Directors and the Executive Officers for the year 2023.

The proposed global annual compensation of the members of the Company's Board of Directors and Executive Officers to be paid throughout the year 2023 is R\$ 19,200,876.00 (nineteen million, two hundred thousand, eight hundred and seventy-six reais), being individually composed of the sum of Items i and ii below:

- i) Members of the Board of Directors: R\$ 2,130,446.94 (two million, one hundred and thirty thousand, four hundred and forty-six reais and ninety-four cents); and
- ii) Executive Officers: R\$ 17,070,429.06 (seventeen million, seventy thousand, four hundred and twenty-nine reais and six centavos).

Information on the composition of compensation of the Company's Managers, as provided for in Article 13 of CVM Resolution 81/22, pursuant to Item 8 of the Reference Form, is available in **Attachment 3**.

vi. Sixth item on the Agenda:

Set the global compensation of the members of the Fiscal Board.

The proposed global annual compensation of the members of the Company's Fiscal Board to be paid over the fiscal year 2023 is R\$ 432,000.00 (four hundred and thirty-two thousand reais).

Information on the composition of compensation of the Company's Managers, as provided for in Article 13 of CVM Resolution 81/22, pursuant to Item 13 of the 2022 Reference Form, is available in **Attachment 3**.

vii. Seventh item on the Agenda:

Change the newspaper for the Company's publications that, at the Annual and Extraordinary General Meeting of March 30, 2006, established Valor Econômico for the Diário Comercial.

I. Model Proxy in which the shareholder establishes the voting guidelines to be followed by his proxy.**PROXY WITH VOTING INSTRUCTIONS**

POWER OF ATTORNEY
[SHAREHOLDER], [IDENTIFICATION] ("Grantor"), appoints and constitutes as their proxy(ies) Mr(s). [NAME], [NATIONALITY], [MARITAL STATUS], [PROFESSION], ID card No. [], CPF/MF No. [], resident and domiciled in the city of [], state of [], at Rua [], [number], ("Proxy(ies)"), to represent the Grantor, in their capacity as shareholder of VALID SOLUÇÕES S.A. ("Company"), in the Company's Annual and Extraordinary General Shareholders Meeting to be held on April 20, 2023, at 10:00 a.m., digitally only, pursuant to CVM Resolution No. 81, dated March 29, 2022 ("CVM Resolution 81/22"), and shall sign the Book of Registration of Attendance, being entitled to examine, discuss and vote on behalf of the Grantor, in accordance with the guidelines set forth below about the following matters included in the Agenda:
Matters on the Agenda
In Special Shareholders' Meeting
1) Alteration of Article 5 of the Company's Bylaws.
<input type="checkbox"/> Approve <input type="checkbox"/> Reject <input type="checkbox"/> Abstain
In Annual Shareholders' Meeting
1) To approve the management report and the financial statements, accompanied by the opinion of the external and independent auditors, for the fiscal year ending December 31, 2022.
<input type="checkbox"/> Approve <input type="checkbox"/> Reject <input type="checkbox"/> Abstain
2) To deliberate on the allocation of the Net Income for the year ending December 31, 2022, in the amount of R\$ 24,479,274.25 and the distribution of interest on equity in the amount of R\$ 21,000,000.00.
<input type="checkbox"/> Approve <input type="checkbox"/> Reject <input type="checkbox"/> Abstain
5) To set the annual global compensation of the Managers for the year 2023 in the amount of R\$ R\$ 19,200,876.00 million, to be composed as follows: i) Members of the Board of Directors: R\$ 2,130,446.94
<input type="checkbox"/> Approve <input type="checkbox"/> Reject <input type="checkbox"/> Abstain
6) To set the annual global compensation of the Managers for the year 2023 in the amount of R\$ 19,200,876.00 million, to be composed as follows: ii) Executive Officers: R\$ 17,070,429.06
<input type="checkbox"/> Approve <input type="checkbox"/> Reject <input type="checkbox"/> Abstain
7) To set the global compensation of the members of the Fiscal Board in the amount of R\$ 432,000.00
<input type="checkbox"/> Approve <input type="checkbox"/> Reject <input type="checkbox"/> Abstain
8) Change the newspaper for the publications of the Company from Valor Econômico to Diário Comercial.
<input type="checkbox"/> Approve <input type="checkbox"/> Reject <input type="checkbox"/> Abstain
9) Do you wish to adopt the cumulative voting process for the election of the members of the Board of Directors, pursuant to Article 141, caput, of Law No. 6.404, of 1976?
<input type="checkbox"/> Approve <input type="checkbox"/> Reject <input type="checkbox"/> Abstain
10) Set the number of members of Board of Directors for the next term to five (5)
<input type="checkbox"/> Approve <input type="checkbox"/> Reject <input type="checkbox"/> Abstain

11) Nomination of all the names that compose the slate (the votes indicated in this section will be disregarded if the shareholder with voting rights fills in the fields present in the separate election of a member of the board of directors and the separate election referred to in these fields takes place). - Chapa Única Conselho de Administração

Mr. Sidney Levy

Mrs. Fiamma Zarife

Mr. Henrique Bredda

Mr. Giuliano Dedini

Mr. Luiz Carlos Miyadaira Ribeiro Jr

☐ Approve ☐ Reject ☐ Abstain

12) If one of the candidates that composes your chosen slate leaves it, can the votes corresponding to your shares continue to be conferred on the same slate?

☐ Yes ☐ No ☐ Abstain

13) In case of a cumulative voting process, should the corresponding votes to your shares be equally distributed among the members of the slate that you've chosen? [If the shareholder chooses "yes" and also indicates the "approve" answer type for specific candidates among those listed below, their votes will be distributed proportionally among these candidates. If the shareholder chooses to "abstain" and the election occurs by the cumulative voting process, the shareholder's vote shall be counted as an abstention in the respective resolution of the meeting.]

☐ Yes ☐ No ☐ Abstain

14) View of all the candidates that compose the slate to indicate the cumulative voting distribution.

Sr. Sidney Levy ☐ Approve ☐ Reject ☐ Abstain / ☐ %

Sra. Fiamma Zarife ☐ Approve ☐ Reject ☐ Abstain / ☐ %

Sr. Henrique Bredda ☐ Approve ☐ Reject ☐ Abstain / ☐ %

Sr. Giuliano Dedini ☐ Approve ☐ Reject ☐ Abstain / ☐ %

Sr. Luiz Carlos Miyadaira Ribeiro Jr ☐ Approve ☐ Reject ☐ Abstain / ☐ %

15) To elect the following candidates to the Fiscal Board:

Mr. William Cordeiro (Member) / Mr. Rodrigo Abud (Alternate)

Mr. Regis Lemos de Abreu (Member) / Mr. Paulo Roberto Franceschi (Alternate)

Mr. Vanderlei da Rosa (Member) / Mr. Murici dos Santos (Alternate)

☐ Approve ☐ Reject ☐ Abstain

16) If one of the candidates of the slate leaves it, to accommodate the separate election referred to in articles 161, paragraph 4, and 240 of Law 6404, of 1976, can the votes corresponding to your shares continue to be conferred to the same slate?

☐ Yes ☐ No ☐ Abstain

For purposes of granting this proxy, the proxy holder shall have powers limited to attending the Annual and Extraordinary General Shareholders Meeting at the first or second call, and casting votes in accordance with the voting guidelines expressed above, and shall have no right or obligation to take any other actions that is not necessary for the fulfillment of this proxy. The proxies are hereby authorized to abstain on any resolution or matter for which they have not received, at their discretion, sufficiently specific voting guidelines.

This instrument is valid for a period of two (2) months, starting as of today's date.

[City], [day] [month], [2023]

Grantor

By: (signature)

II. Model Power of Attorney in which the shareholder does not establish the voting guidelines to be followed by their proxy:**PROXY WITHOUT VOTING INSTRUCTIONS**

[SHAREHOLDER], [QUALIFICATION] ("Grantor"), appoints and constitutes as his proxy(ies) Mr(s). [NAME], [NATIONALITY], [MARITAL STATUS], [PROFESSION], ID No. [], CPF/MF No. [], resident and domiciled in the city of [], state of [], at Rua [], number [], ("Proxy(ies)"), to represent the Grantor, in their capacity as shareholder of **VALID SOLUÇÕES S.A.** ("Company"), in the Company's Annual and Extraordinary General Shareholders Meeting to be held on April 20, 2023, at 10:00, digitally only, pursuant to CVM Resolution No. 81, dated March 29, 2022 ("CVM Resolution 81/22"), and if necessary on second call on a date to be informed in due course, being entitled to vote on behalf of the Grantor on all resolutions in the agenda; to present voting opinions, requests, notices and protests; to discuss the matters on the agenda and present proposals; to sign the corporate books and the minutes of the Meeting; as well as to perform any and all acts necessary for the good and faithful performance of this mandate.

This instrument is valid for a period of two (2) months from the date of its signature.

[City], [day] [month], [2023]

Grantor

By: (signature)

ATTACHMENT 1

Officers' Remarks

(Item 2 of the Reference Form)

2.1 General financial and equity Conditions

a) General financial and equity conditions:

Information about the Company's shareholders' equity and cash follows below:

Shareholders' Equity and Cash*

R\$ millions	2022	2021	2020
Cash and cash equivalents with immediate liquidity	365.2	390.0	486.5
Securities	11.9	8.6	5.6
Shareholders' Equity	1,272.7	1,306.5	1,112.7
Net Debt	502.0	876.7	821.5
Net Debt / Shareholders' Equity	0.39	0.67	0.74

(*) Source: Consolidated Balance Sheet; the Cash value and Net Debt calculation do not include amounts in Linked Investment.

The Company's shareholders' equity on December 31, 2022 was R\$ 1,272.7 million, down 2.59% or R\$ 33.8 million compared to December 31, 2021. In December 2022 we closed the year with a result of R\$ 15.5 million, and R\$ 59.7 million in 2021. We had reductions: in the income reserves of 15.5%, equivalent to R\$ 7.1 million; in the accumulated translation adjustment of 20.4%, equivalent to R\$ 45.0 million in the non-controlling interest of 21.8%, equivalent to R\$ 10.4 million, and an increase due to the increase in the Company's capital of 1.9%, equivalent to R\$ 18.9 million; Capital reserve of 17.1%, equivalent to R\$ 3.6 million and other variations in the amount of R\$ 6.2 million.

The Company's shareholders' equity on December 31, 2021 was R\$ 1,306.5 million, up 17.4% or R\$ 193.8 million, compared to December 31, 2020. Such variations were mainly due to the capital increase and the increase in the results earned in 2021 compared to 2020. In December 2021 we closed the year with a result of R\$ 59.7 million, and of (R\$ 202.5 million) in 2020. We had an increase in the profit reserves and accumulated profit/loss of +100% equivalent to R\$48.7 million; and an increase due to the increase in the Company's capital in the amount of R\$ 99.0 million.

On December 31, 2022, the Company had a cash position of R\$ 365.2 million and R\$ 11.9 million in securities, totaling R\$ 377.1 million in cash and cash equivalents. The Company's working capital is sufficient for its current requirements and its cash resources, including third-party loans, are sufficient to finance its activities and cover its funding needs. On the same date, net debt totaled R\$ 502.0 million, down 42.7% compared to 2021. The net debt/equity ratio in 2022 was 0.39x, while it reached 0.67x in 2021.

Debt and Equity Indicators*

Debt Ratios	2022	2021	2020
General Debt Ratio (Total Debt / Total Assets)	52.2%	57.8%	61.2%
Breakdown of General Debt (Current Liabilities / Total Liabilities)	50.5%	47.7%	62.1%
Fixed Assets (Permanent Assets / Shareholders' Equity)	77.9%	106.3%	124.0%

Liquidity Ratios	2022	2021	2020
Current Liquidity (Current Assets / Current Liabilities)	1.87	1.55	1.20
Dry Liquidity (Current Assets - Inventory) / Current Liabilities)	1.38	1.17	0.95

(*) Source: Consolidated Balance Sheet.

The General Debt Ratio, which reflects the proportion of the company's total assets financed by creditors, had a reduction of 9.0 p.p. between 2020 and 2022.

The Breakdown of Debt indicates whether the company concentrates its debt in the short or long term. In Valid S.A.'s case, there is a higher concentration of long-term debt in the year 2022.

The Fixed Assets indicates how much of the company's Fixed Assets are being financed by its Shareholders' Equity. The more the company invests in Permanent Assets, the less own resources will be left for Current Assets and, consequently, the greater the dependence on Third-Party Capital to finance Current Assets.

Current Liquidity and Dry Liquidity reflect the capacity to pay short term obligations. In the years ended December 2020 to 2022, the Company presented satisfactory index, and has been improving these indicators over the years.

The Officers believe that the indicators presented by the Company are compatible with the industry in which it operates and that the Company has sufficient financial and equity conditions to implement its business plan and meet its short and long-term obligations.

b) Capital structure

The Company's Officers believe that it has a balanced capital structure, represented, on December 31, 2022, by gross debt of R\$ 867.2 million, 32.5% of this amount in short-term debt and 67.5% in long-term debt. On December 31, 2021, the gross debt was R\$ 1,266.7 million, whereas on December 31, 2020 it was R\$ 1,308.1 million, which shows a clear evolution of the Capital Structure over the last 3 years.

The capital structure for the last 3 fiscal years is presented below, between: Equity and Third-Party Capital, calculated as follows:

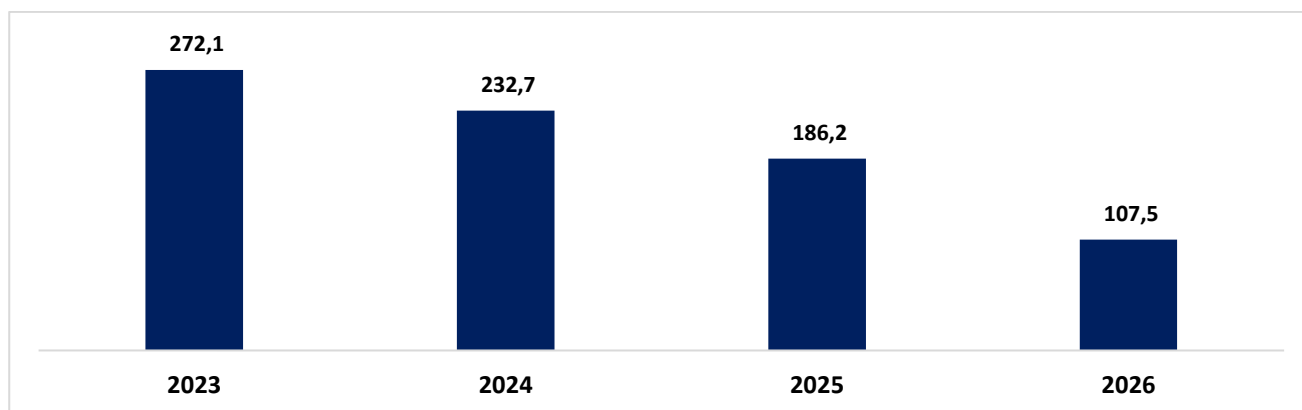
<u>As at December 31</u>			
(in thousands of R\$)	2020	2021	2022
Equity:	1,112,656	1,306,526	1,272,675
Shareholders' equity attributable to controlling interest	1,062,878	1,258,804	1,235,367
Shareholders' equity attributable to non-controlling interest	49,778	47,722	37,308
Third-Party Capital	1,756,476	1,791,257	1,390,676
Current Liabilities	1,090,884	854,308	702,216
Non-current liabilities	665,592	936,949	688,460
Total Capital	2,869,132	3,097,783	2,663,351

The Company's resources are divided into: (i) share capital; (ii) capital reserves and treasury shares; (iii) profit reserves; (iv) accumulated translation adjustments; and (v) proposal for distribution of an additional dividend. On December 31, 2022, Valid's shareholders' equity totaled R\$ 1,272.7 million (R\$ 1,306.5 million in 2021 and R\$ 1,112.7 million in 2020), down by 2.6 % compared to December 31, 2021 and up by 12.6% compared to December 31, 2020.

c) Ability to pay financial commitments assumed:

The Company has full ability to pay its commitments, since its operations are strong cash generators and the financing granted to clients is short term. The company has a conservative investment profile and does not operate in the risk and/or derivatives market. Further, we present solid liquidity indicators.

Additionally, the Officers understand that the debt is staggered over the years, with 60.1% maturing in 2 years, as shown in the chart below:



It is worth noting that in the last three fiscal years the company has been successful in accessing the capital market, either to finance its investments or to refinance its debt.

d) Sources of financing for working capital and investments in non-current assets used:

The main sources of financing for working capital and investments in the year 2022 were: (i) funding in foreign currency through the Company's subsidiary Valid Spain in the amount of US\$ 17.1 and EUR 8.6 million from Santander; (ii) funding from the 9th issue of debentures by the parent company in the amount of R\$ 250.0 million, (iii) loans to the parent company in the amount of R\$ 190.0 million from Caixa Econômica Federal, and (IV) loans to the parent company in the amount of R\$ 30.0 million from Banco do Brasil.

The main sources of financing for working capital and investments in 2021 were: (i) foreign currency funding through the Company's subsidiary Valid USA in the amount of US\$ 4.0 million from HSBC; (ii) funding from the 8th issue of debentures by the parent company in the amount of R\$ 530.7 million; (iii) loans to the parent company in the amount of R\$ 70.0 million from Caixa Econômica Federal; and (IV) loans to the parent company in the amount of R\$ 30.0 million from Banco Safra (V) loans to the parent company in the amount of R\$ 50.0 million from BTG bank.

The main sources of financing for working capital and investments in 2020 were: (i) foreign currency funding through the subsidiary Valid Spain in the amount of US\$38.9 million from Itau BBA and US\$14.3 million from Banco Santander; (ii) foreign currency funding through the subsidiary Valid USA in the amount of US\$4.0 million from HSBC and (iii) foreign currency funding through the subsidiary Valid USA in the amount of US\$4.7 million from Banco do Brasil.

Historically, the Company has financed its activities with its own capital and third-party funds, but with a gradual reduction in dependence on external sources as it resumes its cash generation capacity. As of December 31, 2022, 2021 and 2020 our net debt was R\$502.0 million, R\$ 876.7 million and R\$ 821.5 million, respectively.

e) Sources of financing for working capital and for investments in non-current assets that it intends to use to cover liquidity deficiencies:

Over the last three fiscal years, the financing needs for working capital and CAPEX were met by contracting credit lines with financial institutions, and also using own cash generation. The need to raise more structured operations over the

last few years has the objective of lengthening the debt profile to maintain the leverage level and balance the medium and long term cash flow.

f) Debt levels and the characteristics of such debts, also describing:

(i) Significant loan and financing contracts

The table below shows the breakdown of our main debt instruments (in R\$ thousands):

	Consolidated		
	12/31/2022	12/31/2021	12/31/2020
Debentures	338,382	713,477	268,902
Leases	27,028	116,415	116,107
Financing	-	11	146
Loans	501,745	436,719	922,930
Total	867,155	1,266,622	1,308,085
Current	281,801	446,267	756,600
Non-current	585,354	820,355	551,485

The main characteristics of our loans and financing are indicated in the tables below:

Description	Loans (a.1)	Loans (a.2)	Loans (a.3)	Loans (a.4)	Loans (a.5)	Loans (a.6)	Loans (a.7)	Loans (a.8)	Loans (a.9)	Loans (a.10)	Loans (a.11)
Borrower	Valid Spain	Valid Spain	Valid Spain	Valid Spain	Valid Spain	Valid Spain	Valid S.A.	Valid S.A.	Valid S.A.	Valid S.A.	Valid S.A.
Bank	Santander	Itaú BBA	Santander	Santander	Santander	Santander	BTG	Crop	CEF	CEF	Brazil
Total	EUR\$ 13,000	US\$38,888	US\$7,142	EUR\$4,400	Eur 4,200	US\$ 10,000	R\$ 33,333	R\$ 26,666	R\$ 100,000	R\$ 90,000	R\$ 30,000
Funding Date	11/13/2018	05/07/2019	05/05/2022	05/05/2022	10/11/2022	12/19/2022	04/16/2021	03/12/2021	03/31/2022	05/31/2022	07/05/2022
Due Date	04/14/2025	04/22/2025	05/05/2025	04/22/2025	10/06/2023	12/09/2024	02/14/2025	03/13/2025	03/30/2026	05/31/2026	07/05/2026
Rate	4.70% p.a.	6,95% p.a.	6.90% p.a.	4.70% p.a.	5.99% p.a	7.72% p.a	CDI + 2.90% p.a.	CDI + 3,04% p.a.	CDI + 0,20% p.m.	CDI + 0.13% p.m.	CDI + 2.17% p.a.
Guarantee	Valid S.A.	Valid S.A.	Valid S.A.	Valid S.A.	Valid S.A.	Valid S.A.	Valid S.A.	Valid S.A.	Valid S.A.	Valid S.A.	Valid S.A.
Principal Amortization	Semiannual (starting October 2022)	Semiannual starting April 2023	Semiannual starting November/22	Semiannual starting October/22	Total as of October 2023	Semiannual starting in December 2023	Monthly as of March 2023	10-month grace period (Bimonthly as of January 2023)	4-month grace period (Bimonthly from August 2022)	9-month grace period (monthly as of March 2023)	12-month grace period (monthly as of August 2023)
Interest payment	Semiannual starting October 2022)	Semiannual starting April 2023	Semiannual starting November/22	Semiannual starting in October /22	Semiannual starting April/23	Semiannual starting June/23	Monthly interest - 12 months and quarterly, after grace period	Quarterly from July/2021	4-month grace period. Bimonthly as of Aug/22	9-month grace period (monthly as of March /23)	12-month grace period (monthly as of August /23)
Balance in debt currency on 12/31/2022:	EUR11,061	US\$8,084	US\$6,014	EUR \$3,701	US\$4,235	US\$9,401	R\$ 32,872	R\$ 26,489	R\$ 90,057	R\$ 90,645	R\$ 29,742
Updated balance on 12/31/2022 - R\$:	R\$61,606	R\$42,182	R\$31,197	R\$20,480	R\$23,587	R\$52,362	R\$32,872	R\$26,489	R\$90,057	R\$90,645	R\$29,742

Loans

As of December 31, 2022 and 2021, the loan balances are summarized as follows:

Loans	Parent Company		Consolidated	
	12/31/2022	12/31/2021	12/31/2022	12/31/2021
Principal	270,909	164,086	501,571	430,142
Interest	2,842	3,478	4,976	7,431
Funding Costs	(3,946)	(690)	(4,802)	(854)
	269,805	166,874	501,745	436,719
Current	77,372	93,597	180,887	198,569
Non-current	192,433	73,277	320,858	238,150

Debentures

On December 31, 2022 and 2021, the debentures' payable balances as well as their respective interest calculated based on the contractually defined conditions are stated as follows:

Debentures	Parent Company		Consolidated	
	12/31/2022	12/31/2021	12/31/2022	12/31/2021
Main	340.000	710.700	340.000	710.700
Interest	2.257	10.613	2.257	10.613
Funding Costs	(3.875)	(7.836)	(3.875)	(7.836)
	338.382	713.477	338.382	713.477
Current	91.166	224.948	91.166	224.948
Non-current	247.216	488.529	247.216	488.529

Leases

The Company adopted the standard IFRS 16 as of January 2019. The following shows the future minimum payments due by the Company in respect of its leases and those of its subsidiaries at December 31, 2022 and 2021:

	Parent Company		Consolidated	
	12/31/2022	12/31/2021	12/31/2022	12/31/2021
Up to 1 year	5,805	5,260	9,748	22,739
From 1 year to 5 years	8,446	10,818	17,280	93,676
	14,251	16,078	27,028	116,415

Below are the book values of the lease liabilities and the changes during the year:

	Parent Company		Consolidated	
	12/31/2022	12/31/2021	12/31/2022	12/31/2021
Starting balance:	16,078	7,636	116,415	116,107
Additions	3,852	14,125	16,130	19,870
Interest	1,353	573	5,161	6,950
Write-offs	(592)	(2,060)	(1,185)	(2,568)
Exchange rate update	-	-	184	16
Exchange variation (PL)	-	-	(10,767)	6,522
Incorporation	213	-	-	-
Discontinued operations	-	-	(76,485)	-
Payments	(6,653)	(4,196)	(22,425)	(30,482)
Closing Balance	14,251	16,078	27,028	116,415

The maturity schedule of loans, financing and debentures outstanding at December 31, 2022 and December 31, 2021 (not considering future charges) are as follows:

	Parent Company		Consolidated	
	12/31/2022	12/31/2021	12/31/2022	12/31/2021
Up to 1 year	168,538	318,545	272,053	423,528
From 1 year to 2 years	134,788	311,693	232,723	476,482
From 2 years to 3 years	155,722	173,015	186,212	173,099
From 3 years to 4 years	107,497	77,098	107,497	77,098
From 5 years to 6 years	41,642	-	41,642	-
	608,187	880,351	840,127	1,150,207

(ii) Other long-term relationships with financial institutions

We have no other long-term relationships.

(iii) Degree of subordination among debts

In the last 3 fiscal years there was no degree of contractual subordination among the Company's debts. In fact, the Company's debts that are guaranteed with collateral have the preferences and prerogatives provided by law. It should also be noted that in an any universal competition of creditors, the classification of credits is defined according to the provisions of Law 11.101/05, namely: (i) credits arising from labor legislation, limited to one hundred fifty (150) minimum wages per creditor, and those arising from occupational accidents; (ii) credits with collateral up to the limit of the value of the recorded asset; (iii) tax credits, regardless of their nature and timing, except for tax fines; (iv) credits with special privileges, as defined by law; (v) credits with general privilege, as defined by law; (vi) unsecured credits; (vii) contractual fines; (viii) subordinated credits, as defined by law.

(iv) Any restrictions imposed on the issuer, in particular concerning debt limits and contracting new debt, the distribution of dividends, the disposal of assets, the issuance of new securities and the disposal of corporate control, as well as whether the issuer has been complying with these restrictions:

The Company's debt is limited by the Issuer's compliance with the following applicable financial ratios and limits due to the Debenture Issuance, which will be verified quarterly by the Trustee:

1) Ratio between Net Debt and EBITDA:

Issuance of Debentures: Net Financial Debt / EBITDA less than or equal to 3.00

$$\frac{\text{Net Financial Debt}}{\text{EBITDA}} \leq 3,0$$

2) Interest Coverage Ratio:

Issuance of Debentures: EBITDA / Net Financial Expenses greater than or equal to 1.75)

$$\frac{\text{EBITDA}}{\text{Net Financial Expense}} \geq 1,75$$

For the purposes of the above, the following are defined:

"Net Financial Debt" means the sum of (i) loans and financing; (ii) proven obligations to the Company's employee pension fund (not considering actuarial liabilities in this definition); (iii) net balance of derivative transactions (i.e. liabilities less assets for derivative transactions) (iv) debts arising from any issues of debentures and/or commercial promissory notes of the Company; and (v) debts with related persons listed in the liabilities of the Company, net of the credits with related persons listed in the Company assets, excluding amounts referring to contracts that are not loans and/or financings entered into with these related persons and provided they are described in the explanatory notes to the consolidated financial statements of the Company; less the result of the sum of (i) the Company's available cash on hand; (ii) the net balances of the Company's creditor and debit bank accounts; and (iii) the Company's financial investment balances.

"EBITDA" means net profit or loss, over a 12-month period, before social contributions and income taxes, subtracting revenues and adding expenses generated by non-operating and financial results, depreciation and amortization, and non-recurring results; and

"Net Financial Expense" means debt charges, plus monetary variations, less income from financial investments, all of these relating to the items described in the definition of Net Financial Debt above and calculated on an accrual basis over the last twelve (12) months.

All figures used for calculation of the above indexes refer to the Issuer's consolidated financial statements.

The Company's financial indicators in the years 2021 and 2022 complied with the covenants established in the debenture issue (Net Debt/EBITDA \leq 3.00x and EBITDA/Financial Expenses \geq 1.75x). The Company's financial indicators in 2020 did not meet the covenants.

Through an amendment to the debentures indenture, the Net Debt to EBITDA ratio was changed to less than or equal to 4.5, exclusively for the period of interim information referring to September 30, 2020 until the calculation for the period ending June 30, 2021. The obligation of the mentioned financial ratio was resumed to less than or equal to three times in the remaining calculations until the maturity of the debentures.

g) Limits of contracted financing and percentages already used:

We have no long-term financing contracted

h) Significant changes in each item of the income and cash flow statements:

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our audited individual and consolidated financial statements for the fiscal year ended December 31, 2022 (which also show figures for 2021), the fiscal year ended December 31, 2021 (which also show figures for 2020) in each case accompanied by the respective explanatory notes. The financial statements included in this item were prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board (IASB) and in accordance with accounting practices adopted in Brazil ("BR GAAP").

Comparative Analysis of the Balance Sheet - December 31, 2022 and December 31, 2021

Balance Sheets (R\$MM)	2022	AV(1)	2021	AV(1)	AH (2)
Cash and cash equivalents	365.2	13.7%	390	12.6%	-6.4%
Accounts Receivable	347.1	13.0%	428.9	13.8%	-19.07%
Credits with related Companies	0	0.0%	0	0.0%	0.00%
Taxes to be recovered	96.5	3.6%	82.6	2.7%	16.83%
Inventories	344.2	12.9%	323.3	10.4%	6.46%
Linked Investment	19.6	0.7%	45.8	1.5%	-57.21%
Other Assets	122.4	4.6%	39.4	1.3%	210.66%
Assets available for sale	16.7	0.6%	16.7	0.5%	0.00%
Total Current Assets	1,311.70	49.2%	1,326.70	42.8%	-1.13%
Non-current Assets					
Securities	11.9	0.4%	8.6	0.3%	38.37%
Accounts Receivable	3.8	0.1%	5.6	0.2%	-32.14%
Credits with Related Companies	2.1	0.1%	1.7	0.1%	23.53%

Participation Manual

Annual and Special Shareholders' Meeting of April 20, 2023, at 10 AM

Valid Trust is Power

Court Deposits	19.4	0.7%	41.2	1.3%	-52.91%
Taxes to be recovered	83.9	3.2%	81.6	2.6%	2.82%
Deferred income tax and social contributions	103.9	3.9%	115.5	3.7%	-10.04%
Linked Investment	128.4	4.8%	123.9	4.0%	3.63%
Other accounts receivable	7.4	0.3%	4.5	0.1%	64.44%
Investments	62.1	2.3%	62.4	2.0%	-0.48%
Fixed Assets	262.6	9.9%	431.3	13.9%	-39.11%
Intangible Assets	666.2	25.0%	894.8	28.9%	-25.55%
Total Non-Current Assets	1,351.70	50.8%	1,771.10	57.2%	-23.68%
Total Assets	2,663.40	100.0%	3,097.80	100.0%	-14.02%

Balance Sheets (R\$MM)	2022	AV	2021	AV	AH (2)
Suppliers	180.6	6.8%	203.1	6.6%	-11.08%
Liabilities arising from the purchase of goods and services	5.4	0.2%	9.6	0.3%	-43.75%
Debts with Related Companies	0.2	0.0%	0.3	0.0%	-33.33%
Loans, financing, debentures and leasing payable	281.8	10.6%	446.3	14.4%	-36.86%
Salaries, provisions and social charges payable	96.8	3.6%	92.8	3.0%	4.31%
Taxes, fees and contributions payable	55.7	2.1%	29.3	0.9%	90.10%
Dividends and interest on equity payable	21	0.8%	23.2	0.7%	-9.48%
Advances from customers and other accounts payable	60.7	2.3%	59.4	1.9%	2.19%
Total Current Liabilities	702.2	26.4%	854.40	27.6%	-17.81%
Debts with related companies	2.1	0.1%	3.2	0.1%	-34.38%
Loans, financing, debentures and leasing payable	585.4	22.0%	820.4	26.5%	-28.64%
Provisions	66.1	2.5%	45.5	1.5%	45.27%
Taxes, fees and contributions payable	1.4	0.1%	1.2	0.0%	16.67%

Deferred income tax and social contributions	9.6	0.4%	38.3	1.2%	-74.93%
Other accounts payable	23.9	0.9%	28.3	0.9%	-15.55%
Total Non-Current Liabilities	688.5	25.9%	936.9	30.2%	-26.51%
Total liabilities	1,390.70	52.2%	1,791.30	57.8%	-22.36%

Shareholders' equity

Share capital	1,022.40	38.4%	1,003.50	32.4%	1.88%
Capital reserves	24.6	0.9%	21	0.7%	17.14%
Treasury shares	-25.6	-1.0%	-31.8	-1.0%	-19.50%
Profit reserves	38.7	1.5%	45.8	1.5%	-15.50%
Accumulated translation adjustments	175.3	6.6%	220.3	7.1%	-20.43%
Controlling shareholders	1,235.40	46.4%	1,258.80	40.6%	
Non-controlling interests	37.3	1.4%	47.7	1.5%	-21.80%
Shareholders' equity	1,272.70	47.8%	1,306.50	42.2%	-2.59%

Total liabilities and Shareholder' Equity	2,663.40	100.0%	3,097.80	100.0%	-14.02%
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(1) Vertical Analysis

(2) Horizontal Analysis

Assets

Cash and cash equivalents, marketable securities and linked investments

On December 31, 2022, the balance of cash and cash equivalents, marketable securities and linked investments totaled R\$525.2 million, compared to R\$568.3 million on December 31, 2021.

Current

Cash and banks	107.2	160.8
Cash Equivalents	258.0	229.2
Total cash and cash equivalents	365.2	390.0
Linked financial investments	19.6	45.8
	384.8	435.8

Non-current

Securities	11.9	8.6
Linked financial investments	128.4	123.9
	140.4	132.5
	525.2	568.3

Accounts Receivable

On December 31, 2022, the balance of receivables totaled R\$350.9 million, compared to R\$434.5 million on December 31, 2021.

	Consolidated	
	12/31/2022	12/31/2021
Accounts receivable from customers	423,1	528,7
Allowance for Credit Losses	(72,2)	(94,2)
Total	350,9	434,5
Total current	347,1	428,9
Total non-current	3,8	5,6

Taxes to be recovered

On December 31, 2022, the balance of recoverable taxes totaled R\$180.4 million, compared to R\$164.2 million on December 31, 2021.

	Consolidated	
	12/31/2022	12/31/2021
Income tax and social contribution (CSLL) (1) to be recovered	66.2	52.2
ICMS recoverable	18.2	14.8
IPI to be recovered (2)	21.7	36.8
Federal taxes withheld by customers	6.3	4.8
INSS to be recovered	0.7	4.0

PIS and COFINS to be recovered (3)	57.8	49.5
Other	9.5	2.1
Total	180.4	164.2

Classified in:

Current Assets	96.5	82.6
Non-current Assets	83.9	81.6

- (1) These refer mainly to income tax on financial investments and prepayments of income tax and CSLL.
- (2) The balance of recoverable IPI, classified in non-current assets, refers to credits that the Company expects to realize through a refund request to the tax authorities. Up to December 31, 2022, the Company filed a refund request for IPI credits amounting to R\$20,120 and is awaiting a position from the federal agency. In 2022, the Company received a refund of part of the credits amounting to R\$28,408, of which R\$7,446 was related to monetary adjustment.
- (3) Refers mainly to the discussion of ICMS in calculating PIS and Cofins, judged in favor of taxpayers by the Federal Supreme Court in 2017, the "modulation" of which was judged in 2021, confirming unconstitutionality and defining that the ICMS highlighted in the invoices should not be part of the calculation of PIS and COFINS. Therefore, considering that these credits are now classified as "virtually certain," Management recognized the amount of R\$50,603 (R\$48,315 as of December 31, 2021), including monetary adjustments. As it is not yet possible to estimate the date on which the lawsuits will become final and unappealable, the amounts were recorded in non-current assets.

Inventories

At December 31, 2022, the inventory balance totaled R\$344.2 million, compared to R\$323.3 million on December 31, 2021.

	Consolidated	
	12/31/2022	12/31/2021
Raw Material	171.1	218.9
Products in Process	41.2	67.5
Spare parts and materials	7.7	5.4
Products for Resale	104.4	23.9
Provision for inventory losses	(3.2)	(10.2)
Advances to suppliers	22.9	17.8
Total	344.2	323.3

Deferred Income Tax and Social Contributions

At December 31, 2022, the balance of deferred income tax and social contributions totaled R\$94.3 million, compared to R\$ 77.2 million at December 31, 2021.

	12/31/2021	Addition (reversal/realization)	Exchange variation / monetary adjustment	12/31/2022
Tax loss	82.1	(2.3)	(3.4)	76.4
Commissions payable	1.0	-	-	1.0
Transition cost in acquiring companies	2.7	(2.5)	(0.2)	-
Financial expenses on loans	2.2	2.2	(1.0)	3.4
Attorney's fees	1.0	0.7	-	1.7
Provisions for contingencies	14.2	6.2	(0.1)	20.3
Vacation Provisions	2.7	(2.5)	(0.2)	-
Provisions for Doubtful Debts	15.2	(6.4)	-	8.8
Provisions for equipment obsolescence	5.7	(1.9)	(0.2)	3.6
Provisions for profit sharing	7.5	4.3	-	11.8
Provisions for restructuring	0.6	1.3	-	1.9
Royalty provisions	0.8	1.3	-	2.1
Recognized grant options	1.3	-	-	1.3
Financial instruments (hedge)	4.5	-	(0.5)	4.0
Impairment	15.5	(7.2)	(0.9)	7.4
Other provisions	17.6	(7.1)	(1.1)	9.4
Tax-deductible goodwill amortization	(35.3)	-	-	(35.3)
PIS and COFINS credits on ICMS	(7.3)	-	-	(7.3)
Difference book vs. tax depreciation	(42.7)	37.5	0.4	(4.8)
Valid Argentina inflation adjustment	(4.0)	(0.6)	(1.8)	(6.4)
Deferred income tax on capital gains on assets	(7.2)	2.2	-	(5.0)
Other	(0.9)	0.9	-	-
Total deferred tax liabilities	77.2	26.1	(9.0)	94.3
Assets	115.5			103.9
Liabilities	(38.3)			(9.6)

Investments

At December 31, 2022, the balance of investments totaled R\$62.1 million, compared to R\$62.4 million at December 31, 2021. The decrease of R\$0.3 million refers mainly to: (R\$6.5) million from exchange variation; (R\$3.5) from equity equivalence; R\$8.3 from acquisition of equity interest and R\$1.4 from reflex revaluation reserve.

Fixed Assets

On December 31, 2022, the balance of fixed assets totaled R\$262.6 million, compared to R\$431.3 million on December 31, 2021. The decrease of R\$168.7 million relates mainly to: (R\$75.8) million of depreciation; R\$81.0 million of addition; (R\$6.0) million of write-off; R\$2.4 million of provision for obsolescence; R\$16.1 million of IAS 29; (R\$32.9) million of foreign exchange variation; (R\$152.8) million from transfers to discontinued operations and (R\$0.7) million from transfers.

Intangible Assets

At December 31, 2022, the intangible balance totaled R\$666.2 million, compared to R\$894.8 million at December 31, 2021. The decrease of R\$228.6 million relates mainly to: (R\$68.5) million of amortization; R\$29.3 million of acquisitions of intangible assets; (R\$50.8) million related to exchange variation; R\$0.7 million from transfers; (R\$104.6) related to transfer to discontinued operations; (R\$24.8) of impairment and (R\$9.9) million related to write-off of intangible assets.

Liabilities**Loans, financing, debentures and leases payable**

At December 31, 2022, the balance of loans, financing, debentures and leases payable totaled R\$867.2 million, compared to R\$1,266.6 million at December 31, 2021.

Provisions

At December 31, 2022, the balance of provisions totaled R\$66.1 million, compared to R\$45.5 million at December 31, 2021. The R\$20.6 million increase refers mainly to: R\$33.4 million of provisions; (R\$9.2 million) of write-offs; (R\$3.2 million) of payments and (R\$0.4 million) referring to exchange variation for the period.

Taxes, fees and contributions payable

On December 31, 2022, the balance of taxes, fees and contributions payable totaled R\$57.1 million, compared to R\$30.5 million on December 31, 2021.

	Consolidated	
	12/31/2022	12/31/2021
Income tax and social contributions (CSLL) payable	13.8	3.2
ICMS to collect	3.1	3.0
ISS to collect	21.7	14.9
COFINS to collect	12.6	3.1
PIS to collect	3.2	0.5
INSS withheld from customers	1.3	4.5
Other	1.4	1.3
Total	57.1	30.5

Dividends and interest on equity payable

At December 31, 2022, the balance of dividends and interest on equity payable totaled R\$ 21.0 million, compared to R\$23.2 million as of December 31, 2021.

Dividends and interest on equity payable ("IOE")	Value per share	Date	Parent Company and Consolidated
Balance on December 31, 2021			23.2
IOE declared for the year 2021	R\$0.29	01/31/2022	(23.2)
IOE declared for the year 2022	R\$0.26	12/20/2022	21.0
Balance on December 31, 2022			21.0

Shareholders' Equity

At December 31, 2022, the balance of shareholders' equity totaled R\$1,272.7 million, compared to R\$1,306.5 million on December 31, 2021.

	Note	Capital	Grant Option recognized	Capital Transactions	Treasury shares	Legal reserve	Reserve for investment	Cumulative translation adjustment	Retained Earnings	Total shareholders' equity controlling shareholders	Non-controlling interests	Total net equity
Balances at: 12/31/2021		1,003,527	21,686	(719)	(31,804)	2,984	42,790	220,340	-	1,258,804	47,722	1,306,526
Capital Increase	15.a	18,843	-	-	-	-	-	-	-	18,843	-	18,843
Treasury shares	15.b	-	-	-	(19,377)	-	-	-	-	(19,377)	-	(19,377)
Exchange rate effects on foreign investment	15.e	-	-	-	-	-	-	(45,030)	-	(45,030)	(974)	(46,004)
Recognized Granted Options	15.b	-	3,673	-	-	-	-	-	-	3,673	-	3,673
Treasury shares (cancellation of 2,000,000 shares)	15.b	-	-	-	25,515	-	(25,515)	-	-	-	-	-
Net income for the year		-	-	-	-	-	-	-	24,479	24,479	(8,976)	15,503
Legal reserve	15.c	-	-	-	-	1,224	-	-	(1,224)	-	-	-
Reserve for investment	15.c	-	-	-	-	-	2,255	-	(2,255)	-	-	-
Payment of dividends to non- controlling shareholders	15.f	-	-	-	-	-	(30)	-	-	(30)	(464)	(494)
Allocation for payment of interest on equity	15.d	-	-	-	-	-	-	-	(21,000)	(21,000)	-	(21,000)
Inflation adjustment in foreign subsidiaries	15.c	-	-	-	-	-	13,601	-	-	13,601	-	13,601
Reflex reserve		-	-	-	-	-	1,404	-	-	1,404	-	1,404
Balances at 12/31/2022		1,022,370	25,359	(719)	(25,666)	4,208	34,505	175,310	-	1,235,367	37,308	1,272,675

Comparative Analysis of the Balance Sheet - December 31, 2021 and December 31, 2020

Balance Sheets (R\$MM)	2021	AV(1)	2020	AV(1)	AH (2)
Cash and cash equivalents	390.0	12.6%	486.5	17.0%	-19.8%
Accounts receivable	428.9	13.8%	358.2	12.5%	19.7%
Credits with related companies	0.0	0.0%	0.3	0.0%	0.0%
Taxes to be recovered	82.6	2.7%	71.1	2.5%	16.2%
Inventories	323.3	10.4%	270.0	9.4%	19.7%
Linked Investment	45.8	1.5%	57.2	0.0%	80.1%
Other Assets	39.4	1.3%	48.0	1.7%	-17.9%
Assets available for sale	16.7	0.5%	13.5	0.0%	123.7%
Total Current Assets	1,326.7	42.8%	1,304.8	45.5%	1.7%
Non-current Assets					
Securities	8.6	0.3%	5.6	0.2%	53.6%
Accounts receivable	5.6	0.2%	23.7	0.8%	-76.4%
Credits with related companies	1.7	0.1%	3.7	0.1%	-54.1%
Court deposits	41.2	1.3%	21.2	0.7%	94.3%
Taxes to be recovered	81.6	2.6%	21.9	0.8%	272.6%
Deferred income tax and social contribution	115.5	3.7%	104.5	3.6%	10.5%
Linked investment	123.9	4.0%	0.0	0.0%	0.0%
Other accounts receivable	4.5	0.1%	3.8	0.1%	18.4%
Investments	62.4	2.0%	62.9	2.2%	-0.8%
Fixed Assets	431.3	13.9%	446.9	15.6%	-3.5%
Intangible Assets	894.8	28.9%	870.1	30.3%	2.8%
Total Non-Current Assets	1,771.1	57.2%	1,564.3	54.5%	13.2%
Total Assets	3,097.8	100.0%	2,869.1	100.0%	8.0%

Balance Sheets (R\$MM)	2021	AV	2020	AV	AH (2)
Suppliers	203.1	6.6%	188.1	6.6%	8.0%

Debts with related companies	0.3	0.0%	3.0	0.1%	-90.0%
Loans, financing, debentures and leasing payable	446.3	14.4%	756.6	26.4%	-41.0%
Salaries, provisions and social charges payable	92.8	3.0%	52.4	1.8%	77.1%
Taxes, fees and contributions payable	29.3	0.9%	39.9	1.4%	-26.6%
Dividends and interest on equity payable	23.2	0.7%	0.0	0.0%	0.0%
Advances from customers and other accounts payable	59.4	1.9%	50.9	1.8%	16.7%
Total Current Liabilities	854.4	27.6%	1,090.9	38.0%	-21.7%
Debts with related companies	3.2	0.1%	3.0	0.1%	6.7%
Loans, financing, debentures and leasing payable	820.4	26.5%	551.5	19.2%	48.8%
Provisions	45.5	1.5%	18.6	0.6%	144.6%
Taxes, fees and contributions payable	1.2	0.0%	0.0	0.0%	0.0%
Deferred income tax and social contribution	38.3	1.2%	44.8	1.6%	-14.5%
Other accounts payable	28.3	0.9%	47.6	1.7%	-40.5%
Total Non-Current Liabilities	936.9	30.2%	665.5	23.2%	40.8%
Total Liabilities	1,791.3	57.8%	1,756.4	61.2%	2.0%
Shareholders' equity					
Capital	1,003.5	32.4%	904.5	31.5%	10.9%
Capital Reserves	21.0	0.7%	12.5	0.4%	68.0%
Treasury shares	-31.8	-1.0%	-24.8	-0.9%	28.2%
Profits reserves	45.8	1.5%	199.6	7.0%	-77.1%
Accumulated losses	0.0	0.0%	-202.5	-7.1%	-100.0%
Accumulated translation adjustments	220.3	7.1%	173.6	6.1%	26.9%
Controllers' Participation	1,258.8	40.6%	1,062.9	37.0%	18.4%
Non-controlling interests	47.7	1.5%	49.8	1.7%	-4.2%
Shareholders' equity	1,306.5	42.2%	1,112.7	38.8%	17.4%
Total liabilities and shareholders' equity	3,097.8	100.0%	2,869.1	100.0%	8.0%

Balance Sheets (R\$MM)	2021	AV	2020	AV	Var 21/20
Suppliers	203.1	6.6%	188.1	6.6%	8.0%
Debts with related companies	0.3	0.0%	3.0	0.1%	-90.0%
Loans, financing, debentures and leasing payable	446.3	14.4%	756.6	26.4%	-41.0%
Salaries, provisions and social charges payable	92.8	3.0%	52.4	1.8%	77.1%
Taxes, fees and contributions payable	29.3	0.9%	39.9	1.4%	-26.6%
Dividends and interest on equity payable	23.2	0.7%	0.0	0.0%	0.0%
Advances from customers and other accounts payable	59.4	1.9%	50.9	1.8%	16.7%
Total Current Liabilities	854.4	27.6%	1,090.9	38.0%	-21.7%
Debts with related companies	3.2	0.1%	3.0	0.1%	6.7%
Loans, financing, debentures and leasing payable	820.4	26.5%	551.5	19.2%	48.8%
Provisions	45.5	1.5%	18.6	0.6%	144.6%
Taxes, fees and contributions payable	1.2	0.0%	0.0	0.0%	0.0%
Deferred income tax and social contribution	38.3	1.2%	44.8	1.6%	-14.5%
Other accounts payable	28.3	0.9%	47.6	1.7%	-40.5%
Total Non-Current Liabilities	936.9	30.2%	665.5	23.2%	40.8%
Total liabilities	1,791.3	57.8%	1,756.4	61.2%	2.0%
Shareholders' equity					
Capital	1,003.5	32.4%	904.5	31.5%	10.9%
Capital Reserves	21.0	0.7%	12.5	0.4%	68.0%
Treasury shares	-31.8	-1.0%	-24.8	-0.9%	28.2%
Profit reserves	45.8	1.5%	199.6	7.0%	-77.1%
Accumulated losses	0.0	0.0%	-202.5	-7.1%	-100.0%
Accumulated translation adjustments	220.3	7.1%	173.6	6.1%	26.9%
Controllers' Participation	1,258.8	40.6%	1,062.9	37.0%	18.4%

Non-controlling interests	47.7	1.5%	49.8	1.7%	-4.2%
Shareholders' equity	1,306.5	42.2%	1,112.7	38.8%	17.4%
Total liabilities and equity	3,097.8	100.0%	2,869.1	100.0%	8.0%

(3) Vertical Analysis

(4) Horizontal Analysis

Active**Accounts Receivable**

On December 31, 2021, the balance of receivables totaled R\$434.5 million, compared to R\$381.9 million on December 31, 2020.

	Consolidated	
	12/31/2021	12/31/2020
Accounts receivable from customers	528.7	460.6
Allowance for Credit Losses	(94.2)	(78.7)
Total	434.5	381.9
Total current	428.9	358.2
Total non-current	5.6	23.7
Being:		
Payment Methods	185.2	144.0
Identification	111.5	115.6
Telecom	137.8	122.3

Taxes to be recovered

At December 31, 2021, the balance of recoverable taxes totaled R\$164.2 million, compared to R\$93.0 million at December 31, 2020.

	Consolidated	
	12/31/2021	12/31/2020
Recoverable income tax and CSLL (1)	52,2	35,4
ICMS to be recovered	14,8	17,6
IPI to be recovered (2)	36,8	31,0
Federal taxes withheld by customers	4,8	3,7
INSS to be recovered	4,0	1,0
PIS and COFINS to be recovered (3)	49,5	-
Other	2,1	4,3
Total	164,2	93,0

Classified in:

Current Assets	82,6	71,1
Non-current Assets	81,6	21,9

- (1) The balances of recoverable income tax and CSLL refer mainly to income tax on financial investments and prepayments of income tax and CSLL.
- (2) The balance of recoverable IPI, classified in non-current assets, refers to credits that the Company expects to realize through offsetting against other federal taxes or through a refund request to the tax authorities. By December 31, 2021, the Company filed a refund request for IPI credits totaling R\$25,253 and is awaiting a position from the federal agency.
- (3) On March 15, 2017, the Federal Supreme Court ("STF") decided, in Extraordinary Appeal ("RE") No. 574.706, Theme 69 of general repercussion, to define that "ICMS is not part of the calculation of PIS and Cofins". However, the Motion for Clarification filed by the Attorney General for the National Treasury ("PGFN"), which, in addition to reversing the decision, sought to clarify the basis for calculation of the unduly paid tax and the granting of modulation of its effects, was pending judgment. In this sense, at the session held on May 20, 2021, the STF ruled on these motions, partially granting them only to modulate the effects of the decision for unconstitutionality, which shall come into force after March 15, 2017 - date when RE No. 574.706 was judged and the thesis with general repercussion was established – except for lawsuits and administrative proceedings filed up to the date of the session at which the judgment was rendered. It has also been reiterated that the ICMS highlighted on the invoices is not part of the basis for calculation the PIS and COFINS contributions. The Company and its subsidiary Interprint have lawsuits filed before March 15, 2017, and thus will not be affected by the modulation accepted by the STF. Additionally, with the STF decision with general repercussion, Management believes that the reimbursement of the amounts overpaid related to the aforementioned tax credits will be a question of time, even if the Group companies that have such credits have not yet had the final and unappealable decision in their lawsuits. Management believes that the realization of the amounts is highly probable, and consequently calculated the recoverable amount using its historical bases and recorded the credit in the amount of R\$48,315, including monetary adjustments. As it is still not possible to estimate when the lawsuits will become final and unappealable, the amounts were recorded in non-current assets.

Inventories

On December 31, 2021, the inventory balance totaled R\$323.3 million, compared to R\$270.0 million on

December 31, 2020.

	Consolidated	
	12/31/2021	12/31/2020
Raw Material	218.9	201.3
Products in Process	67.5	42.4
Spare parts and materials	5.4	4.3
Products for Resale	23.9	19.4
Provision for inventory losses	(10.2)	(11.2)
Subtotal	305.5	256.2
Advances to suppliers	17.8	13.8
Total	323.3	270.0

Deferred income tax and social contribution

At December 31, 2021, the balance of deferred income tax and social contribution totaled R\$77.3 million, compared to R\$59.6 million at December 31, 2020.

	Consolidated			
	12/31/20	Deferred income tax and social contribution	Exchange rate variation/ monetary adjustment	12/31/21
Machinery and equipment leasing	0.3	- 0.1	-	0.2
Commissions payable	2.2	- 1.2	-	1.0
Transition cost in acquiring companies	2.9	- 0.4	0.2	2.7
Financial expenses with loans (1)	1.8	0.4	-0.1	2.1
Attorney's fees	0.9	0.2	-	1.1
Tax loss	80.9	- 3.6	4.9	82.2
Provisions with contingencies	6.1	8.0	-	14.1
Vacation Provisions	2.5	-	0.2	2.7
Freight Provisions	0.1	- 0.1	-	-

Provisions for Doubtful Debts	11.0	4.2	-	15.2
Provisions for equipment obsolescence	5.5	0.1	0.1	5.7
Provisions for profit sharing	0.2	7.3	-	7.5
Provisions for restructuring (2)	1.0	- 0.5	0.1	0.6
Royalty provisions	0.6	0.1	-	0.7
Other temporary additions	8.1	7.9	-0.3	15.7
Recognized grant options	-	1.3	-	1.3
UNICAP USA	1.7	- 0.3	0.1	1.5
Financial instruments (hedge)	1.9	2.7	-	4.6
USA Deferred Revenue	2.4	- 2.1	-	0.3
Impairment	11.3	3.4	0.8	15.5
Total deferred tax assets	141.4	27.3	6.0	174.7
Tax-deductible goodwill amortization	- 56.7	- 0.7	-1.5	- 58.9
PIS and COFINS credits and financial updates on ICMS	-	- 7.3	-	- 7.3
Depreciation difference CPC 27 (3)	- 12.3	- 5.7	-1.0	- 19.0
Valid Argentina inflation adjustment	- 3.5	- 1.0	0.5	- 4.0
Deferred income tax on capital gains on assets	- 8.3	1.0	-	- 7.3
Other	- 0.9	-	-	- 0.9
Total deferred tax liabilities	- 81.7	- 13.7	- 2.0	- 97.4
Total deferred taxes	59.7	13.6	4.0	77.3

Investments

At December 31, 2021, the balance of investments totaled R\$62.4 million, compared to R\$62.9 million at December 31, 2020. The decrease of R\$0.5 million refers mainly to: (R\$0.6) million of foreign exchange variation and (R\$2.6) million of equity income and R\$2.7 million of reflex reserve.

Fixed Assets

On December 31, 2021, the balance of property, plant and equipment totaled R\$431.3 million, compared to R\$446.9 million on December 31, 2020. The decrease of R\$15.6 million relates mainly to: (R\$87.4) million of depreciation; R\$83.3 million of addition; (R\$5.5) million of write-off; R\$0.4 million of provision for obsolescence; R\$5.4 million of IAS 29; R\$12.2 million of foreign exchange variation and (R\$24.0) million of transfer.

Intangible Assets

At December 31, 2021, the intangible assets balance totaled R\$894.8 million, compared to R\$870.1 million at December 31, 2020. The R\$24.7 million increase relates mainly to: (R\$65.8) million of amortization; R\$63.5 million of acquisitions of intangible assets; R\$35.0 million related to foreign exchange variation; (R\$1.5) million of transfer and (R\$6.5) million related to write-off of intangible assets.

Liabilities**Loans, financing, debentures and leases payable**

At December 31, 2021, the balance of loans, financing, debentures and leases payable totaled R\$1,266.7 million, compared to R\$1,308.1 million at December 31, 2020.

Provisions

At December 31, 2021, the balance of provisions totaled R\$45.5 million, compared to R\$18.6 million at December 31, 2020. The R\$26.9 million increase refers mainly to: (i) R\$37.1 million of provisions; (R\$6.0) million of write-offs; (ii) (R\$4.4) million of payments and (iv) R\$0.2 million referring to exchange variation for the period.

Taxes, fees and contributions payable

On December 31, 2021, the balance of taxes, fees and contributions payable totaled R\$30.5 million, compared to R\$39.9 million on December 31, 2020.

	Consolidated	
	12/31/2021	12/31/2020
Income tax and CSLL collect	3.2	3.0
ICMS to collect	3.0	19.7
ISS to collect	14.9	9.5
COFINS to collect	3.1	1.0
PIS to collect	0.5	0.2
INSS withheld from customers	4.5	3.0
Other	1.3	3.5
Total	30.5	39.9

Dividends and interest on equity payable

As of December 31, 2021, the balance of dividends and interest on equity payable totaled R\$23.2 million, compared to R\$0.0 million as of December 31, 2020.

Dividends and interest on equity payable ("JCP")	Value per share	Date	Parent Company and Consolidated
Balance on December 31, 2020			0
IOE declared for the year 2021	R\$0.29	01/31/2022	23.2
Balance on December 31, 2021			23.2

Shareholders' Equity

At December 31, 2021, the equity balance totaled R\$1,306.5 million, compared to R\$1,112.7 million as of December 31, 2020. The increase of R\$193.8 million was due to: (i) increase in the amount of R\$57.9 million due to the accumulated profit generated in fiscal year 2021; (ii) R\$46.8 million increase in the exchange variation item due to the appreciation of foreign currencies against the real - the dollar against the real increased by 23.9%; (iii) decrease of (R\$7.0) million due to the acquisition of treasury shares; R\$2.1 million decrease in non-controlling interest (iv) R\$99.0 million increase due to the capital increase carried out in the year 2021. (v) other variations of R\$0.8 million.

INCOME STATEMENTS

The following table shows the results of operations for the periods indicated:

(1) Year Ended December 31, 2022 Compared to Year Ended December 31, 2021

Statements of Income (R\$ thousands)	2022	AV	2021	AV	Var 22/21
Revenue from the sale of goods and/or services	1.879,40	100,0%	1.616,40	100,0%	16,3%
Cost of goods and/or services sold	-1.209,80	-64,4%	-1.125,00	-69,6%	7,5%
Gross Profit	669,60	35,6%	491,40	30,4%	36,3%
Sales Expenses	-176,1	-9,4%	-174,8	-10,8%	0,7%
General and administrative expenses	-115,7	-6,2%	-88,4	-5,5%	30,9%
Other operating expenses	-71,8	-3,8%	-60,2	-3,7%	19,3%
Equity income	-3,4	-0,2%	-2,6	-0,2%	30,8%
Earnings before financial results	302,60	16,1%	165,40	10,2%	83,0%
Financial Revenues	220,3	11,7%	161,8	10,0%	36,2%
Financial Expenses	-406,8	-21,6%	-230,1	-14,2%	76,8%
Profit before income taxes	116,10	6,2%	97,10	6,0%	19,6%

Income tax and social contribution	-18,7	-1,0%	-9,6	-0,6%	94,8%
Profit for the year from continuing operations	97,40	5,2%	87,50	5,4%	11,3%
Discontinued operations					
Loss for the year from discontinued operations	-81,90	-4,4%	-29,60	-1,8%	-176,7%
Net income for the year	15,50	0,8%	57,90	3,6%	-73,2%
Profit attributable to:					
Company owners	24,50	1,3%	59,70	3,7%	-59,0%
Non-controlling shareholders	-9,00	-0,5%	-1,80	-0,1%	-400,0%

Note: We have restated the result for 2021 due to the sale in the USA and consequently the comparatives for the years 2022 x 2021 were adjusted.

Net revenue

Net sales revenue increased 16.3% in the year ended December 31, 2022, reaching R\$1,879.4 million, compared to R\$1,616.4 million in the year ended December 31, 2021, due to the factors described below.

Net Revenue Breakdown by Segment

In our **means of payment** segment, our net revenues increased by 14.5% for the year ended December 31, 2022, to R\$700.2 million from R\$611.6 million for the year ended December 31, 2021, even though there was a decrease in our total sales volume of 13.9% for the year ended December 31, 2022, to R\$68.9 million from R\$80.1 million for the year ended December 31, 2021.

In our **identification systems** segment, our revenues increased by 26.8% for the year ended December 31, 2022, to R\$619.8 million, compared to R\$488.7 million for the same period in 2021. Sales volume in our identification systems segment increased by 32.7%, with 26.4 million documents issued for the year ending December 31, 2022, compared to 19.9 million products issued in the same period in 2021. Document issuance in 2022 represented the highest volume in the company's history.

In our **mobile** segment, our revenues increased by 8.4% for the year ended December 31, 2022 to R\$559.4 million, up from R\$516.1 million for the same period in 2021. Our sales volumes decreased by 29.6% for the year ending December 31, 2022, to 258.6 million units, from 367.6 million for the same period in 2021.

Cost of Sales and Services

Our cost of sales and services increased by 7.5% in the year ended December 31, 2022, having reached R\$1,209.8 million, compared to R\$1,125.0 million in 2021, representing 64.4 % and 69.6 %, respectively, of net sales revenues for the period, as a result of the factors described below:

In our means of payment segment, our costs of sales and services are mainly composed of raw materials which amounted to R\$471.2 million in the year ended December 31, 2022, against R\$392.7 million in 2021. The main materials that are part of them are: chips; plastics; papers; holograms and inks.

In our identification systems segment, our costs of sales and services are mainly comprised of raw materials consumed in production and personnel costs, which together account for 31.9% of net revenues for the year ended December 31, 2022

and 35.8% for the same period in 2021. Our cost of sales and services in this segment increased 18.6%, reaching R\$376.6 million for the year ended December 31, 2022, against R\$317.6 million for the same period in 2021.

In our mobile segment, our costs of sales and services are primarily comprised of microchips, plastic, paper, personnel and real estate costs. Our costs of sales and services in this segment increased by 3.1% in the year ended December 31, 2022 to R\$300.4 million, compared to R\$291.4 million for the same period in 2021.

Gross Profit

As a result of the factors described above, our gross profit increased by 36% for the year ended December 31, 2022 to R\$669.6 million from R\$491.4 million for the same period in 2021. Our gross margin (gross profit divided by net sales revenue) increased by 5.2 percentage points, from 30.4% of net sales revenue for the year ending December 31, 2021 to 35.6% of net sales revenue for the same period in 2022.

Sales Expenses

Our selling expenses increased 1% for the year ended December 31, 2022 to R\$176.1 million, compared to R\$174.8 million for the same period in 2021. This increase was mainly in the mobile segment, due to the increase in personnel expenses of approximately 10.3%. Selling expenses represented 9.4% of our net sales revenue for the year ended December 31, 2022 and 10.8% for the same period in 2021.

Administrative Expenses

Our administrative expenses are comprised of personnel and other costs related to the maintenance of our headquarters and offices in each of the markets in which we operate. Our administrative expenses increased 31% for the year ended December 31, 2022, to R\$115.7 million from R\$88.4 million for the same period in 2021. This increase was mainly caused by expenses with bonuses and other personnel expenses. Administrative expenses represent 6.2% of our net sales revenue for the year ended December 31, 2022, compared to 5.5% for the same period in 2021.

Other operating (expenses) revenues, net

Our other operating expenses, net, are primarily comprised of fees paid in connection with legal and consulting services related to our business combinations and restructurings. Our net other operating expenses increased 19% for the year ended December 31, 2022 to R\$71.8 million, compared to R\$60.2 million for the same period in 2021. This increase was mainly due to expenses related to the impairment that occurred in the company Serbet, Brazil in the amount of R\$20.7 million for the year ended 2022.

Equity income (Losses)

Our equity income decreased when comparing the results for the year ended December 31, 2022 and 2021, reaching (R\$3.4) million for the year ended 2022, against (R\$2.6) million for the same period in 2021. This reduction was mainly due to the results from Cubic.

Profit (loss) before financial income and expenses

As a result of the factors described above, our profit before financial income and expenses increased by 83% for the year ended December 31, 2022, having reached a profit in the amount of R\$302.6 million, compared to a profit of R\$165.4 million for the same period in 2021.

Financial Revenues

Our financial revenues increased 36.2% for the year ended December 31, 2022, reaching R\$220.3 million against R\$161.8 million for the same period in 2021. This increase was mainly due to (i) the increase of income from financial investments of R\$35 million totaling R\$51.5 million against R\$16.5 million for the same period in 2021; (ii) the increase of exchange variation from customers and suppliers of R\$36.4 million reaching R\$84.2 million against R\$47.8 million for the same period in 2021.

Financial Expenses

Our financial expenses increased 76.8% for the year ended December 31, 2022, reaching R\$406.8 million, compared to R\$230.1 million for the same period in 2021. This increase was mainly due to (i) an increase in interest on debentures, loans and financing of R\$67.4 million, totaling R\$152.4 million for the year ended December 31, 2022, against R\$85.0 million for the same period in 2021 (ii) an increase in the item of interest and exchange variation on mutual loans in the amount of R\$33.2 million, reaching R\$95.9 million for the year ended December 31, 2022, against R\$62.7 million for the same period in 2021 (iii) increase of exchange variation on accounts receivable and suppliers of R\$70.4 million, reaching R\$118.1 million for the year ended December 31, 2022 against R\$47.7 million for the same period in 2021.

Income (loss) before income tax and social contribution

As a result of the factors described above, our profit before income tax and social contribution increased by 19.6% for the year ended December 31, 2022, having reached a profit of R\$116.1 million, compared to a profit in the amount of R\$97.1 million for the same period in 2021.

Income tax and social contribution

Our income tax and social contributions increased by 94.8% in the year ended December 31, 2022, reaching R\$18.7 million, compared to R\$9.6 million for the same period in 2021.

Profit (loss) from continuing operations

As a result of the factors described above, our profit for the period increased by 11.3% for the year ended December 31, 2022, to R\$97.4 million, compared to R\$87.5 million for the same period in 2021.

Profit (loss) from discontinued operations

The loss for the year from discontinued operations increased 176.7% in the year ended December 31, 2022, reaching R\$81.9 million against R\$29.6 million for the same period in 2021.

This increase was due to impairment, where the amount of R\$96.7 million was recorded for the year ending in 2022 and R\$0 for the same period in 2021.

(1) Year ended December 31, 2021 compared to year ended December 31, 2020

Statements of Income (R\$000)	2021	AV	2020	AV	Var 21/20	2019
Revenue from the sale of goods and/or services	2,198.0	100.0%	1,939.1	100.0%	13.4%	2,008.0
Cost of goods and/or services sold	(1,682.5)	-76.5%	(1,596.3)	-82.3%	5.4%	(1,566.8)
Gross Profit	515.5	23.5%	342.8	17.7%	50.4%	441.2
Sales Expenses	(191.6)	-8.7%	(183.0)	-9.4%	4.7%	(169.1)
General and administrative expenses	(125.3)	-5.7%	(90.9)	-4.7%	37.8%	(82.5)
Other operating expenses	(60.2)	-2.7%	(179.1)	-9.2%	-66.4%	(61.6)
Equity income	(2.6)	-0.1%	0.8	0.0%	-425.0%	2.4
Earnings before financial results	135.8	6.2%	(109.4)	-5.6%	224.1%	130.4

Financial Revenues	161.8	7.4%	88.3	4.6%	83.2%	82.7
Financial Expenses	(230.1)	-10.5%	(173.4)	-8.9%	32.7%	(143.3)
Income before income taxes	67.5	3.1%	(194.5)	-10.0%	134.7%	69.8
Current income tax and social contribution	(23.2)	-1.1%	(9.1)	-0.5%	154.9%	(32.7)
Deferred income tax and social contribution	13.6	0.6%	1.9	0.1%	615.8%	16.6
Total net profit	57.9	2.6%	(201.7)	-10.4%	128.7%	53.7
Profit attributable to:						
Company Owners	59.7	2.7%	(202.5)	-10.4%	129.5%	54.3
Non-controlling shareholders	(1.8)	-0.1%	0.8	0.0%	-325.0%	(0.6)

LIQUIDITY AND CAPITAL RESOURCES

Our main source of liquidity and capital resources is the cash generated from our operations and borrowings, including short- and long-term bank loans and issuing debentures.

Our main funds applications are:

- acquisitions;
- payment of dividends and other distributions to shareholders; and
- capital expenditures and other investments.

Historically, we have met our day-to-day financing needs primarily through cash generated from our operations and have financed some of our acquisitions through bank loans.

CAPITAL INVESTMENTS AND EXPENDITURE

Our main investments refer to investments in subsidiaries and associates; goodwill generated by the acquisition of companies and investments in intangible assets.

Initially, goodwill is measured as the excess of the consideration transferred over the net assets acquired (identifiable assets acquired less liabilities assumed) and, if lower, a bargain purchase gain is recognized in profit or loss on the acquisition date.

At December 31, 2022, we made investments of R\$83.1 million, a 63.9% reduction from the R\$228.2 million for the year ended December 31, 2021. Of the investments made through December 31, 2022, (i) R\$90.9 million related to capital expenditures on property, plant and equipment and intangible assets; a decrease of 18.8% compared to the R\$111.9 million investment through 2021 (ii) R\$21.6 million related to restricted financial investment, a decrease of 80.8% compared to 2021 (iii) R\$12.0 million related to the acquisition of ownership interest, an increase of 100% compared to 2021.

CASH FLOWS

The breakdown of our cash flow by operating activities, investing activities and financing activities is provided in the table below for the periods presented:

	Fiscal year ending December 31		
	2022	2021	2020
	in millions of R\$		
Cash and cash equivalents at the start of the fiscal year	390.0	486.5	318.5
Net cash from operating activities	544.3	201.0	284.5
Net cash from (used in) investing activities	-83.1	-228.3	-203.9
Net cash from (used in) financing activities	-486.0	-84.6	62.7
Effects of exchange rate changes on cash and cash equivalents held in foreign currency	0.0	15.4	24.7
Cash and cash equivalents at the end of the fiscal year	365.2	390.0	486.5

Fiscal year ended December 31, 2022 compared to fiscal year ended December 31, 2021

Net cash generated from operating activities was R\$544.3 million for the year ended December 31, 2022 compared to R\$201.0 million for the year ended December 31, 2021. This increase was mainly due to (i) cash generated from operations increased by 69.4%, mainly due to: (ii.1) variation in other accounts receivable and (ii.2) variation in the heading of taxes, fees and contributions payable .

Net cash used in our investing activities was R\$83.1 million for the year ended December 31, 2022, compared to R\$228.2 million for the year ended December 31, 2021.

Net cash generated in our financing activities was R\$84.6 million for the year ended December 31, 2021 compared to R\$486.0 million for the year ended December 31, 2022. This increase was mainly due to the following: (i) higher payment of debt of R\$229.4 million when compared to the year ended 2021 (ii) higher debt funding of R\$5.5 when compared to the year ended 2021 and (iii) higher payment of dividends and interest on equity of R\$23.1 million (iv) higher acquisition of treasury shares of R\$12.4 million.

2.2 Officers should comment:**a) Results of the issuer's operations, in particular:****i) Description of any important revenue components**

For management purposes, we have divided our operations into business units, based on products and services. Our four operating segments are described below:

Means of Payment: This segment includes integrated products and solutions, such as chip cards and magnetic stripe cards, gift cards, check printing, invoices and bank statements, among others. We also offer solutions in Radio Frequency Identification - RFID, contactless cards and mobile payments (through TSM - Trusted Service Manager and HCE - Host Card Emulation, via NFC - Near Field Communication).

Identification Systems: The identification segment offers physical and electronic solutions, such as: data capture, storage and management, security prints, recognition and fingerprinting that meet this demand. All these technologies perform a cross-reference between a database and the data contained in the document or portable

media, such as paper, plastic, or even electronic media to verify its authenticity or status. The main identification documents are ID cards, driver's licenses, professional cards, seals for security and brand authenticity.

The Company offers a full-service structure, with broad service fronts, which include the generation of computerized systems for database administration, biometric data collection, printing and personalization of official identification documents, solutions for Smart Cities, traceable seals, and Digital Certification services.

Mobile: In the broad portfolio of telecommunications offered by the Company, the highlights are the services for issuing statements and technologies for use in cell phones, and also innovations resulting from digital mobility, such as NFC, TSM, and HCE solutions for cell phone operators.

In this segment, the company provides services that improve communication between telephone companies and their customers, in the development of technologies for cell phone use – such as recharging and payment – and also in the production of telecommunication cards, SIM Cards being the business unit's main product.

Thinking about trends in the Mobile market, Valid is actively participating in various initiatives associated with the evolution of the SIM card, specifically what has been called eUICC (embedded UICC). This new phase of the SIM considers a broader market since the SIM card is now part of the connectivity related to Machine to Machine and Internet of Things (IoT) initiatives, the chip is being embedded not only in cell phones, but also in other types of devices, for example, cars, energy meters, etc. In this new context, the solution considers the chip's part, but also a chip activation platform (known as a Subscription Manager).

The following table sets out the breakdown of our net revenues by segment for the periods indicated, excluding inter-segment transactions:

	Fiscal year ending December 31		
	2022	2021	2020
	(In millions of R\$)		
Payment Methods.....	1,213.0	1,141.2	936.6
Identification systems	664.5	540.7	623.7
Mobile.....	559.5	516.1	447.7
Total⁽¹⁾	2,437.0	2,198.0	2,008.0

(2) This reflects the elimination of inter-segment transactions.

The following table shows the breakdown of our net revenues by segment as a percentage (%) of our net revenues for the periods indicated, excluding inter-segment transactions:

	Fiscal year ending December 31		
	2022	2021	2020
	(percentage of net revenue)		
Payment Methods.....	49.7	51.9	52.5
Identification systems	27.3	24.6	23.4
Mobile.....	23.0	23.5	24.1
Total⁽¹⁾	100	100	100

Geographical Division

The Company and its investees operate in the following geographic areas: Brazil (country of domicile), Spain, Argentina, USA, Colombia, Uruguay, Mexico, Denmark, Mauritius, Singapore, South Africa, Nigeria, UAE, Taiwan, Indonesia, Ireland and China.

Additionally, we present in our financial statements a geographical breakdown of the various components of our financial statements.

The following table shows the breakdown of our net revenues by the location of our operations for the periods indicated:

	Fiscal year ending December 31		
	2022	2021	2020
	(In millions of R\$)		
Brazil.....	1.131.8	1.006.6	769.6
United States.....	651.6	674.2	670.2
EMEA*	353.5	308.7	308.1
Other countries.....	300.1	208.5	191.2
Total.....	2,437.0	2,198.0	1,939.1

(*)This includes the following countries: Denmark, Mauritius, Singapore, Panama, South Africa, United Arab Emirates, India, Spain, Indonesia, China, and Nigeria.

The following table shows the breakdown of our net revenue by location of our operations as a percentage of net revenue for the periods indicated:

	Fiscal year ending December 31		
	2022	2021	2020
	(percentage of net revenue)		
Brazil.....	46.4	45.8	39.7
United States.....	26.7	30.7	34.6
EMEA*	14.5	14.0	15.9
Other countries.....	12.4	9.5	9.8
Total.....	100	100.0	100.0

(*)This includes the following countries: Denmark, Mauritius, Singapore, Panama, South Africa, United Arab Emirates, India, Spain, Indonesia, China, and Nigeria.

ii. Factors that materially affected the operational results

In 2020, Valid was strongly impacted by the pandemic, due to the adoption of measures restricting the movement of people in the countries where we operate. The identification business division, the company's main cash generator, suffered an 80% drop in the issuance of documents just in April 2020, gradually recovering as circulation restrictions were

relaxed. In the second half of the year, with the gradual resumption of volume in the Identification division, Valid returned to present better results, relying on normality in the Mobile and Means of Payment divisions. This recovery made it possible to achieve quarterly EBITDAs well above those observed in 2Q20, and closer to the levels observed in the pre-pandemic scenario.

In 2021, the results achieved in the year put Valid at a record high, above what it was in 2019, a period when there were still no effects of the pandemic, ending the year with a 63.5% increase in EBITDA A/A. This impact is explained by: (i) consistent growth in document issuance volume and margins, as the population was reestablishing its circulation habits, (ii) increased demand for higher value-added cards and (iii) drastic reduction in the supply of chips, but that even in a year of lower chip sales volume, it was possible to increase revenue and EBITDA, due to a better commercial strategy, optimization of the supply chain network and focus on products with better margins.

In 2022, Valid continued to post robust results, ending the year with record EBITDA. This impact reflects positive results in all business verticals, highlighting: (i) the highest volume of document issuance in the company's history, (ii) operational improvement in the Pay segment, resulting in margins above 2 digits, as well as strong sales of Smart Cards in Argentina and (iii) the shortage of chips led us to negotiate with a higher average price, resulting in an increase in annual revenue and maintenance of margins between 20-30% for 10 consecutive quarters.

b) Changes in revenues attributable to changes in prices, exchange rates, inflation, changes in volumes and introduction of new products and services

The contracts signed between the Company and governmental public agencies provide for price adjustments based on the IPC-A and IGP-M inflation indexes. The Company's revenues may be influenced by exchange rate variations due to our presence in the following countries: Brazil, Argentina, Spain, Mexico, Uruguay, Colombia, the United States, Denmark, Asia, Africa, and the Middle East.

c) Impact of inflation, price variation of the main inputs and products, exchange and interest rates on the issuer's operating result and financial result, when relevant:

The variations in interest and exchange rates directly influence the balance payable of the Company's consolidated debt.

2.3 Significant changes in accounting practices - Qualifications and emphases in the auditor's opinion

a) Changes in accounting practices that have resulted in significant effects on the information provided in fields 2.1 and 2.2:

Not applicable for the years presented.

b) Modified opinions and emphases present in the auditor's report

The financial statements for the year ended December 31, 2022 were not emphasized in the auditors' report. There were two significant risks presented which were: recoverability of goodwill generated in business combinations and deferred tax credits and revenue recognition.

The financial statements for the fiscal year ending December 31, 2021 did not present any emphasis in the auditors' report. There were two significant risks presented, which were: recoverability of goodwill generated in business combinations and revenue recognition.

2.4 Officers should comment on the material effects that the events below have caused or are expected to cause on the issuer's financial statements and results:

a) Introduction or disposal of an operating segment:

There were no material effects on the financial statements or their results due to the introduction or disposal of an operating segment, except for the sale of assets in the United States, which will be detailed below.

b) Constitution, acquisition or alienation of corporate participation:**Incorporations:**

- i) As approved at a meeting with the partners held in December 2022, Interprint was merged into the Parent Company.
- ii) As approved at a meeting with the partners held in December 2022, Valid Participações was merged into the Parent Company.
- iii) As approved in a meeting with the partners held in April 2022, Agrotopus was incorporated by Valid Link.
- iv) As approved at a shareholders' meeting held in April 2022, Alpdex was incorporated by Serbet.
- v) As approved at a meeting with the partners held on September 30, 2021, Tress was merged into the subsidiary Interprint.

Acquisition/Disposal:

On June 30, 2023, the investee Valid Soluciones Tecnológicas ("Valid Spain"), a company in which the Company has 100% ownership interest, entered into the purchase and sale agreement for the sale of certain assets held by Valid USA Inc. (Identification and Payment Means) to Giesecke+Devrient ("G+D"), a global technology and security group, active in the payments, connectivity, identity and digital infrastructure markets, with an established presence in the United States.

The Company acquired a 10% stake in the companies VSoft and ViaSoft in October 2022. The companies operate in the digital segment, providing technological services with solutions for (i) process certification and identification of people in the traffic market; (ii) biometric systems; and (iii) digital identity systems. The investment brings Valid the possibility of complementing its geographic presence in the country and also ensures the expansion of the product portfolio and technology, being able to explore new business in a market in which Valid already operates, both for the public market, through initiatives with the State Departments of Traffic and the private market with solutions that enable process certification for driving schools.

The Company did not acquire control, but has significant influence over the investee and, therefore, recognizes this investment as an associate. At the time of acquisition, Management evaluated the assets and liabilities of the investee to determine the capital gains and goodwill included in the investment, as follows:

Total consideration	12,000
Fair value of additional stock options ⁽¹⁾	(3,702)
Adjusted acquisition price	8,298
Equity of investees at book value	141
Fair value of assets and liabilities	
Added value of technology and customer portfolio	7,998
Equity of investees at fair value	8,139
Goodwill paid for expected future profitability	159

(1) The acquisition agreement has some put and call options with maturities between March 2023 and March 2027 that the Company, if exercised, can gradually increase its ownership interest in the investees. This amount was classified as a financial asset.

At the issue date of these financial statements, the Company had not yet finalized the measurement of the assets and liabilities of the investee; therefore, the above figures are preliminary.

On March 25, 2021, the Parent Company acquired a 42% equity interest in BluPay Tecnologia de Dados S/A, ("BluPay") for the amount of R\$2,100, obtaining following this transaction 100% equity interest.

On January 13, 2020, the Company, through its subsidiary Valid Holding Denmark Aps "Valid Holding," acquired 49% equity interest in the company Valid Card Manufacturing Taiwan Limited "Valid Taiwan" for the amount of US\$796 (equivalent to R\$3,289 on the transaction date), obtaining following this transaction 100% equity interest.

On October 13, 2020, the Company, through its subsidiary Interprint, acquired the entire equity interest in the company Nexitera Consultoria e Soluções em TI Ltda. for ten reais.

On May 21, 2020, the Board of Directors approved the acquisition of 50% plus one share of ownership interest in the companies Serbet - Sistema de Estacionamento Veicular do Brasil Ltda. and Alpdex Processamento de Dados Ltda. for R\$10,000. The acquisition was carried out as follows: there was a secondary investment, which will be paid to the shareholders, in the amount of R\$4,500 (R\$1,500 was paid and \$3,000 remained at December 31, 2020) and a primary investment through a capital increase in the amount of R\$5,500 which was settled during the year ended December 31, 2020. The investment contract also provides for an earn-out payment in the maximum amount of R\$10,000 provided that the metrics defined in the instrument are met (according to the purchase price allocation report the estimated payment amount is R\$6,473). This acquisition expands our portfolio of solutions for Intelligent City Management, which today already has a unique offer with intensive use of technology and intelligence that provides several benefits for municipalities and also for citizens.

On May 28, 2020, the Company through its subsidiary Valid Holding Denmark Aps "Valid Holding" acquired a 1% equity interest in the company PT Valid Technologies Indonesia "Valid Indonesia" for the amount of US\$1 (equivalent to R\$5 on the transaction date), obtaining following this transaction 100% equity interest.

On July 13, 2020, the Board of Directors approved the acquisition of 51% of the capital stock of MITRA - Acesso em Rede e Tecnologia da Informação Municipal Ltda ("Mitra"), a company that provides Integrated Systems for the modernization of municipal management, present in cities such as São Caetano do Sul (SP), Santo André (SP), Vinhedo (SP), Araraquara (SP) and Campos dos Goytacazes (RJ). The acquisition was made through a secondary investment, which will be paid to shareholders in the amount of R\$12,500 (R\$9,500 were paid and \$3,000 remained on December 31, 2020) and the investment contract also provides for earn-out payment in the maximum amount of R\$5,000, provided the metrics defined in the documents of the operation are met (according to the PPA report the estimated amount of payment is R\$168). With the acquisition, Valid expands its portfolio of products and services for the Smart Cities vertical, with solutions dedicated for the qualification of public management through technology and digital inclusion. Mitra's platform enables a modern and digital management to provide faster and more accurate answers to the social and economic needs of municipalities, including Health, Education, Mobility and Security. These benefits are achieved by systematizing the entire physical structure of the city, safely identifying each citizen and integrating the public systems where citizens and assets relate to the government.

On December 23, 2020, the company Grupo URAM S.R.L ("URAM") through a share purchase and sale agreement, was sold to the non-controlling partners for USD50 (Equivalent to R\$258 on the date the agreement was signed).

On December 23, 2020, the company Inemator S.A. ("Inemator") was sold to the non-controlling partners for USD15 (Equivalent to R\$76 on the contract signing date).

c) Unusual events or operations:

Not applicable.

2.5 If the issuer has disclosed during the past fiscal year, or wishes to disclose in this form, non-accounting measurements, such as EBITDA (earnings before interest, taxes, depreciation and amortization) or EBIT (earnings before interest and income taxes), the issuer must:

(a) Inform the value of the non-accounting measurements

The Company uses EBITDA as the main metric for evaluating operating and financial performance.

(b) Making reconciliations between the amounts disclosed and the amounts in the audited financial statements

For purposes of compliance with the terms of paragraph 2a of Article 2 of CVM Instruction No. 527/12, we show below the reconciliation of the values of the EBITDA calculation for the year ending December 31, 2022 and 2021.

	Consolidated	
	12/31/2022	12/31/2021
		(Restated)
Net income (loss) for the year	24,479	59,687
(+) Income tax and social contribution	18,716	9,615
(+) Financial expenses/revenues	186,577	68,255
(+) Depreciation and amortization	119,326	107,433
EBTIDA according to CVM Instruction 572, of October 4, 2012	349,098	244,990
(+) Other operating income (expenses)	66,796	60,221
(+) Depreciation and amortization	(18,905)	(17,235)
(+) Non-controlling interests	(8,976)	(1,770)
(+/-) Result of discontinued operations	86,786	29,575
(+/-) Equity minority interest	3,446	2,628
Adjusted EBTIDA	478,245	318,409

(c) Explain the reason why it believes that this measurement is more appropriate for the correct understanding of its financial condition and the result of its operations

EBITDA and Adjusted EBITDA are not measures of financial performance under Brazilian GAAP and IFRS, nor should they be considered in isolation, or as an alternative to net income, as a measure of operating performance, or as an alternative to operating cash flows as a measure of liquidity. In accordance with CVM Instruction No. 527 of October 4, 2012, the calculation of EBITDA cannot exclude any non-recurring, non-operating or discontinued operations items and is obtained by net income for the year, plus income taxes, financial income and depreciation, amortization and depletion. The Adjusted EBITDA is used by the Company as an additional measure of the performance of operations and should not be used as a substitute for the results. The Adjusted EBITDA corresponds to the EBITDA adjusted by the elimination of the effects of other operating income (expenses), effects of depreciation, amortization, expenses and taxes on equity in earnings of affiliated entities and other expenses considered non-recurring. Other companies may calculate Adjusted EBITDA differently than the Company. Therefore, Adjusted EBITDA has limitations that impair its use as a measure of profitability because it does not consider certain costs and expenses that we incur and that affect earnings.

2.6. Identify and comment on any events subsequent to the most recent year-end financial statements that materially alter them:

On February 8, 2023, the Federal Supreme Court (STF) established the understanding that the individual "res judicata" in tax matters of continued treatment loses its effects automatically as from the moment the STF, in a binding decision, rules differently. The Company and its subsidiaries evaluated the impacts of this decision and concluded that there is no material impact on the individual and consolidated financial statements.

On December 20, 2022 the Board of Directors approved the payment interest on equity to shareholders, for the period from January 1 to December 31, 2022, in the gross amount of R\$21,000 corresponding to R\$ 0.26303082 per share.

The payment took place on January 31, 2023.

2.7. Directors should comment on the allocation of corporate results, indicating:**(a) Rules on retained earnings**

Pursuant to Article 38 of the Company's Bylaws, the net income will be allocated as follows: (a) 5% (five percent) for the formation of the legal reserve, until it reaches 20% (twenty percent) of the subscribed share capital ; (b) the portion necessary for the payment of a mandatory dividend may not be less, in each fiscal year, than 25% (twenty-five percent) of the adjusted annual net income, as provided for in Article 202 of the Brazilian Corporate Law. The remaining balance of profits, if any, will be allocated as determined by the General Meeting, and any retention of profits for the year by the Company must be accompanied by a budget proposal previously approved by the Board of Directors. If the balance of profit reserves exceeds the share capital, the General Meeting will decide on the application of the excess in the payment or increase of the share capital or, even, in the distribution of dividends to shareholders.

(b) Rules on dividend distribution

The mandatory minimum dividend established in the Bylaws cannot be less than, in each fiscal year, 25% (twenty-five percent) of the adjusted annual net income, as provided for in Article 202 of the Brazilian Corporate Law.

(c) Periodicity of dividend distributions

The distribution of dividends follows the rule of the Brazilian Corporate Law, that is, of annual distribution, and the Company may also, by resolution of the Board of Directors, draw up a half-yearly balance sheet and declare dividends to the account of profit calculated in these balance sheets. Furthermore, the Board of Directors may declare interim dividends, on account of retained earnings or existing profit reserves in the last annual or half-yearly balance sheet.

(d) Any restrictions to the distribution of dividends imposed by legislation or special regulation applicable to the issuer, as well as contracts, judicial, administrative or arbitration decisions

There are no restrictions.

(e) If the issuer has a policy for allocating results formally approved, inform the body responsible for approval, the date of approval, and, if the issuer discloses the policy, the locations on the internet where the document may be consulted

The Company's Profit Allocation Policy was approved by the Board of Directors on 02/05/2019 and is available on the CVM website and on the Company's Investor Relations website (www.ri.valid.com).

2.8 Relevant items not shown in the financial statements**(a) Assets and liabilities held by the issuer, directly or indirectly, that do not appear on its balance sheet (off-balance sheet items), such as:****(i) Receivables portfolios written off over which the entity maintains risks and responsibilities, indicating the respective liabilities**

Valid has no portfolios of receivables written off which maintain risks and liabilities that do not appear on its balance sheet.

(ii) Contracts for the future purchase and sale of products or services

Valid has no contracts for future purchase and sale of products or services that do not appear on its balance sheet.

(iii) Unfinished construction contracts

Valid has no unfinished construction contracts that do not appear on its balance sheet.

(iv) Contracts for future receipt of financing

Valid does not have contracts for future receipts of financing that do not appear on its balance sheet.

b) Other items not evidenced in the financial statements:

Not applicable.

2.9 With respect to each of the items not shown in the financial statements listed in 2.8, officers should comment:

a) How such items change or may change revenues, expenses, operating income, financial expenses or other items of the issuer's financial statements:

Not applicable, as the Officers understand that there are no assets and liabilities that are not reflected in the Company's consolidated financial statements for the fiscal years ending in 2022, 2021 and 2020.

b) Nature and purpose of the operation:

Not applicable, as the Officers believe that there are no assets and liabilities that are not reflected in the Company's consolidated financial statements for the fiscal years ending in 2022, 2021 and 2020.

c) Nature and amount of the obligations assumed and rights generated in favor of the issuer as a result of the operation:

Not applicable, as the Officers understand that there are no assets and liabilities that are not reflected in the Company's consolidated financial statements for the fiscal years ending in 2022, 2021 and 2020.

2.10 Business Plan

a) Investments, including:

i. Quantitative and qualitative description of ongoing and planned investments

At a meeting of the Board of Directors held on November 22, 2022, the Company's Investment Plan and Annual Budget for 2023 was approved, as provided for in the Bylaws, in the consolidated amount of R\$ 75,000,000.00 (seventy-five million reais), distributed among the regional units and their respective business divisions.

ii. Sources of investment financing,

Most of our investments are financed through funds generated by our operating activities. We believe that if we have investment opportunities that require alternative sources of financing, these may be used due to our low level of indebtedness.

iii. Relevant divestments in progress and planned divestments.

As decided in RCA, the process of selling the property in Caju (RJ) was approved. Valid estimates that this will take place during 2023. As with the manufacturing unit in São Bernardo do Campo (SP), the operations that were performed in Caju were transferred to Sorocaba (SP), leading to more synergies for the operations.

b) Since already disclosed, indicate the acquisition of plants, equipment, patents or other assets that may materially influence the issuer's production capacity

Not applicable.

c) New products and services, indicating:

i. Description of the ongoing research already released

Not applicable.

ii. Total amounts spent by the issuer in research for the development of new products or services

Not applicable.

iii. Projects in development already disclosed; and

Not applicable.

iv. Total amounts spent by the issuer in the development of new products or services.

In the year 2022, R\$22.6 million was spent on the R&D team. Of which: R\$9.4 million; R\$12.8 million and R\$0.4 million allocated for the teams in Spain, Denmark and China.

d) opportunities inserted in the issuer's business plan related to ESG issues

The Company's Management has been looking for ways to improve its performance in line with the best Corporate Governance practices, such actions involve the development of recyclable cards, the evolution of the entire process of Dematerialization of Physical Data, among others.

2.11 Other factors with relevant influence

No other factors not mentioned in this section were identified that could significantly influence the Company's operating performance.

ATTACHMENT 2

ALLOCATION OF NET INCOME

(ATTACHMENT A, CVM Inst. No. 81/2022)

1- Inform the net income for the year:

The Company's Net Profit, for the fiscal year ending December 31, 2022, was **R\$ 24,479,274.25** (twenty-four million, four hundred seventy-nine thousand, two hundred seventy-four reais and twenty-five centavos).

2- Inform the overall amount and the amount per share of dividends, including prepaid dividends and interest on equity already declared:

At the Board Meeting held on December 20, 2022, the Board approved the proposal to distribute Interest on Equity ("IOE") to the Company's shareholders, for the period between January 1, 2022 and December 12, 2022, in the gross amount of **R\$ 21,000,000.00**, corresponding to **R\$ 0.26** per share, considering **79,972,835** common shares, from which treasury shares have already been excluded. In view of this payment, the Board will not propose any additional dividend payment for fiscal year 2022.

3- Inform the percentage of the fiscal year's distributed net income:

The profit distribution for the fiscal year ending December 31, 2022 was **85.8%** of the results for the year 2022, net of income tax. The total amount has already been distributed to the Company's shareholders in the form of anticipated interest on shareholders' equity.

4- Inform the global amount and the amount per share of dividends distributed based on profits from previous years:

No dividends were paid based on profits from previous years.

5- Inform, deducting anticipated dividends and interest on equity already declared:

The Board will not propose payment of a dividend for the 2022 fiscal year.

a) The gross amount of dividends and interest on equity, segregated by share of each type and class:

The Board will not propose any additional dividend payment for the 2022 fiscal year.

b) The form and term of payment of dividends and interest on equity:

Not applicable.

c) Possible incidence of updating and interest on dividends and interest on equity

Not applicable.

d) Date of the declaration of payment of dividends and interest on equity considered for identification of the shareholders who will be entitled to receive them

Not applicable.

6- If there has been a declaration of dividends or interest on equity based on profits ascertained in half-yearly balance sheets or in shorter periods: a) inform the amount of dividends or interest on equity already declared; b) inform the date of the respective payments

Below is the table informing the amounts and dates of payment of dividends and interest on equity declared over the last 3 fiscal years:

Dividends and interest on equity payable ("IOE")	Value	Value per Share	Date
2020			

There was no distribution of dividends or payment of interest on shareholders' equity

2021			
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Declared IOE	23,145	0.29	12/29/2021
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Payment of IOE	(23,145)	0.29	01/31/2022
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2022			
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Declared IOE	21,000	0.26	12/20/2022
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Payment of IOE	(21,000)	0.26	01/31/2023
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- 7- Provide a comparative table indicating the following amounts per share of each type and class: a) Net income of the fiscal year and of the previous three (3) fiscal years; b) Dividends and interest on equity distributed in the previous three (3) fiscal years

Global Amount	2022	2021	2020
Net Profit	24,479	59,687	(202,455)
Dividends	-	-	-
Interest on Equity	21,000	23,145	-
Total Distributed	21,000	23,145	-

Amount per common share(R\$)	2022	2021	2020
Net Profit	0.31	0.75	(2.88)
Dividends	-	-	-
Interest on Equity	0.26	0.29	-
Total Distributed	0.26	0.29	-

- 8- If profits are allocated to the legal reserve: a) identify the amount allocated to the legal reserve; b) detail how the legal reserve is calculated

Five percent (5%) of the net income for the year was earmarked for the legal reserve, in the amount of **R\$ 1,223,963.71** (one million, two hundred twenty-three thousand, nine hundred sixty-three reais and seventy-one centavos).

Net income for the year: R\$ 24,479,274.25

Percentage of the legal reserve: 5%.

Legal reserve: R\$ 1,223,963.71.

- 9- If the company has preferred shares entitled to fixed or minimum dividends: a) describe how the fixed or minimum dividends are calculated; b) inform if the fiscal year's income is sufficient for the full payment of fixed or minimum dividends; c) identify if any unpaid portion is cumulative; d) identify the global amount of fixed or minimum dividends to be paid to each class of preferred shares; e) identify the fixed or minimum dividends to be paid per preferred share of each class**

Not applicable, as we do not have preferred shares.

10- Regarding the mandatory dividend

- a) Describe the form of calculation provided for in the Bylaws**

As per paragraph 'b' of Article 38 of the Company's Bylaws, the payment of mandatory dividends cannot be less than 25% (twenty-five percent) of the annual Net Profit in each fiscal year.

- b) Inform whether it is being paid in full**

Yes.

- c) Inform the amount eventually retained**

Not applicable, since we do not retain.

- 11- In the event of retention of the mandatory dividend due to the company's financial situation: a) inform the amount retained; b) describe, in detail, the company's financial situation, including aspects related to liquidity analysis, working capital and positive cash flow; c) justify dividend retention**

There is no amount retained.

- 12- In the event of net income allocation to the contingency reserve: a) Identify the amount allocated to the reserve; b) Identify the loss considered probable and its cause; c) Identify the amount allocated to the reserve; d) Explain why the loss was considered probable**

Not applicable, as we do not have contingency reserves.

- 13- In the event of net income allocation to an unrealized profit reserve: a) Inform the amount allocated to the unrealized profit reserve; b) Inform the nature of unrealized profits that originated the reserve**

Not applicable.

- 14- In the event of net income allocation to statutory reserves: a) describe the statutory clauses that establish the reserve; b) identify the amount allocated to the reserve; c) describe how the amount was calculated**

Not applicable.

- 15- If there is retained earnings provided for in the capital budget:**

- a) Identify the amount retained**

The Company's Management understands that it is necessary to maintain the Investment Reserves at current levels, incorporating the retention of profits earned in fiscal year 2022, which will be added to the operating cash generation for fiscal year 2023 to support the expansion plan to be implemented during the year. The amount earmarked for the investment reserve in 2022 was R\$ 2,255,310.54 (two million, two hundred fifty-five thousand, three hundred ten reais and fifty-four centavos).

- b) Provide a copy of the capital budget**

Considering the provisions of paragraph 2, Article 196 of Law No. 6404/76, the Company submits the following proposal for Valid's Capital Budget to the Annual and Extraordinary General Meeting for the year 2023, amounting to **R\$ 75,000,000.00** (seventy-five million reais) in accordance with the funding sources below:

Sources of Funding R\$ millions	2023
Retention of profits from 2022 fiscal year	2.3
Own or third-party funds	72.7
Total sources of funding	75.0

The following is the summary of the Capital Budget applications for fiscal year 2023:

Investments	2023
Support+Corporate+Commercial	2.6
V / ID	39.4
V/ Mobile	19.2
V / Pay	13.3
Total	75.0

16- If there is an allocation of results for a tax incentive reserve:

a) Inform the amount allocated to the reserve;

Not applicable.

b) Explain the nature of the allocation

Not applicable.

ATTACHMENT 3

Item 8 of the Reference Form

The Company's management proposes that the overall annual compensation for management for the fiscal year 2023 (period from January to December), in the total amount of R\$ 19,200,876.00.

2023	Projected AGM 2023 (Jan/23 to Dec/23)
Board of Directors	2,130,446.94
Executive Officers	17,070,429.06
Total	R\$ 19,200,876.00

For comparison purposes, the Company provides below a summary table with the consolidated annual amount, segregated by body, showing: (i) the amounts approved at the Annual General Meeting held on April 20, 2022, and (ii) the actual amounts, as disclosed in the Company's financial statements as of December 31, 2022.

2022	Projected AGM 2022 (Jan/22 to Dec/22)	Actual 2022 (Jan/22 to Dec/22)
Board of Directors	2,029,248.00	1,706,475.60
Executive Officers	16,420,191.38	14,979,165.87
Total	R\$ 18,449,439.38	R\$ 16,685,641.47

Next, the Company also provides a table with the consolidated annual amount, segregated by body, showing: (i) the amounts approved at the Annual General Meeting held on April 20, 2022, and (ii) the amounts proposed for fiscal year 2023:

Proposal 2022 x 2023	Proposal AGM 2022 (Jan/22 to Dec/22)	Proposed AGM 2023 (Jan/23 to Dec/23)
Board of Directors	2,029,248.00	2,130,446.94
Executive Officers	16,420,191.38	17,070,429.06
Total	R\$ 18,449,439.38	R\$ 19,200,876.00

(i) The proposed amount for fiscal year 2023 is 4.1% higher than the 2022 proposal.

8. Directors' Compensation

8.1 The purpose of the Management Compensation Policy is to establish guidelines for setting the compensation of managers, fiscal committee members, and members of the company's advisory committees in order to attract and retain professionals aligned with our competencies and values, as well as to motivate them to achieve results and create value for our shareholders and stakeholders.

a) objectives of the compensation policy or practice, informing whether the compensation policy has been formally approved, the body responsible for its approval, the date of approval, and, if the issuer discloses the policy, locations on the internet where the document may be consulted:

The Company has a solid corporate culture and a management focused on three pillars: (i) search for efficiency, (ii) focus on the client, and (iii) value people.

The Company's Management Compensation Policy, the purpose of which is to establish the guidelines that should be observed and consequently applied to determine the compensation of the Company's Executive Officers and members of the Board of Directors, as well as of the advisory committees to this body, whether or not statutory, in order to attract and retain professionals aligned with our competencies and values, as well as to motivate them to achieve results and create value for the Company Said policy is available on the Company's website at <https://ri.valid.com/governanca-corporativa/estatuto-politicas-e-codigos/>.

b. practices and procedures adopted by the board of directors to define individual compensation of the board members and the executive officers, indicating:

(i) the issuer's bodies and committees that participate in the decision-making process, identifying how they participate

The Board of Directors is responsible for distributing the annual global allowance among the Directors and Executive Officers, after considering the opinion of the Compensation Committee. It is worth noting that the annual global budget includes fixed compensation and short and long-term incentives.

(ii) criteria and methodology used for setting individual compensation, indicating whether studies are used to verify market practices and, if so, the comparison criteria and the scope of such studies

The Company's compensation is based on the following criteria: (i) best market practices; (ii) business goals and strategies; (iii) shareholders' interests in creating sustainable, long-term value; (iv) the Company's vision, mission, and values.

To obtain a good check on market practices, the Company uses a total compensation survey, conducted by a leading company, on an annual basis, from the executive to the operational level. The company seeks companies of the same size, revenue, and capital structure to ensure comparability of total compensation packages, including the following elements: annual base salary, other guaranteed benefits such as vacation and 13th salary, short and long-term incentives, and benefits.

(iii) how often and how does the board of directors evaluate the adequacy of the issuer's compensation policy

Based on the above data, the Board of Directors, based on the opinion of the Compensation Committee, evaluates and makes the relevant decisions on an annual basis.

c) composition of compensation, indicating: (i) description of the elements that make up the compensation and the objectives of each one; (ii) reasons that justify the composition of compensation (iii) the existence of members not compensated by the issuer and the reason for this fact.

(i) Description of the elements and objectives of the compensation:

BOARD OF DIRECTORS

The members of the Board of Directors are entitled to a fixed monthly compensation, based on market practices, which is intended to compensate them for their services and to recognize the value of their personal experience, as well as the responsibility of their position in the Company.

In addition to the compensation described above, the members of the Board of Directors are reimbursed by the Company for all travel and accommodation expenses necessary for the performance of their duties.

EXECUTIVE OFFICERS

The total compensation of the Company's Officers consists of five elements:

- Fixed Compensation: its purpose is to recognize and reflect the value of the position held in the Company, as well as the individual performance, experience, education, and knowledge of the executive;
- Other Guaranteed Earnings: payments guaranteed by the legislation in force, such as vacation and 13th salary;
- Benefits: aimed at complementing public social assistance benefits and at providing security to the directors and their families within the usual market practices, ensuring perfect conditions for the performance of their job;
- Variable Compensation: to reward the achievement and exceeding of Company and individual goals, aligned with the budget, strategic planning, and the market;
- Company Stock Bonus Plan, based on the Company's Long-Term Incentive Plan: strengthen the retention of key executives, attract talent and align their interests with those of the shareholders, in creating value for the business in a sustainable way and in the long term.

As a methodology for calculating the adjustment of each of the elements of management compensation, the Company relies on the verification of good market practices, obtained periodically through total compensation surveys, considering the following combinations:

- Similar size in terms of revenue;
- Similar number of employees;
- Similar capital structure;

The fixed compensation is based on the market median and is adjusted annually, in accordance with the collective bargaining agreement or collective bargaining agreement for the category, and whenever appropriate in function of individual performance and other factors such as the executive's potential, specific skills, experience in the position, and retention risks.

The variable compensation is determined according to results achieved in relation to the program's targets (in Reais or in multiples of base salaries) and is generally based on targets in three areas: Company, Business Unit or Area, also making it possible to measure individual performance through qualitative targets.

The benefits offered by the company follow market practices. The directors are granted the following benefits:

- Private Pension Plan
- Health plan
- Life insurance
- Funeral Aid
- Meal voucher
- Basic Food Basket

FISCAL BOARD

When the Company's Fiscal Board is in use, its members are entitled to fixed monthly compensation established by the General Meeting, which cannot be less than at least 10% (ten percent) of the compensation that, on average, is attributed to each director, not including benefits and variable compensation.

In addition to the compensation described above, the members of the Fiscal Board are also reimbursed by the Company for all travel and accommodation expenses necessary for the performance of their duties, as provided for in current legislation.

COMMITTEES

The members of the Statutory Audit Committee and of the other advisory committees to the Board of Directors who are not members of the Board of Directors receive a fixed fee.

Under no circumstances, however, shall the Committee members be entitled to variable compensation or share bonus or stock option plans. Likewise, the Directors and members of the Board of Directors will not be entitled to any additional compensation as a result of their possible participation in the Company's Advisory Committees.

Methodology for calculating and adjusting the elements of compensation:

The compensation amounts paid by the Company to its officers are periodically compared to the market, by means of surveys, so that their competitiveness can be gauged and the need to adjust any of the components of compensation can be assessed. Specifically in the case of executive officers, the fixed compensation is also adjusted based on public inflation indicators, limited to the cap of the union labor agreement.

Key performance indicators that are taken into account in determining each element of compensation:

The metrics used for determining the elements of variable compensation of the Company's officers are mainly EBITDA and billing growth, as well as individual targets.

(ii) Proportion of each element in the total compensation

BOARD OF DIRECTORS:

Compensation Type:	2020	2021	2022
Fixed	98%	99%	99%
Variable	0%	0%	0%
Benefits	2%	1%	1%
Total	100%	100%	100%

OFFICERS:

Compensation Type:	2020	2021	2022
Fixed	56%	57%	37%
Variable	36%	38%	58%
Benefits	8%	5%	6%
Total	100%	100%	100%

FISCAL BOARD:

Compensation Type:	2020	2021	2022
Fixed	100%	100%	100%
Variable	0%	0%	0%
Benefits	0%	0%	0%
Total	100%	100%	100%

(ii) Reasons justifying composition of the compensation:

The composition of compensation is intended to attract and retain professionals suitable to the Company's needs and considers the market references at the time of the hiring of each specific professional, based on their experience and technical ability.

(iii) The existence of members not compensated by the issuer and the reason for this fact:

There are no members not paid by the Company.

d) existence of compensation borne by subsidiaries, controlled companies or direct or indirect controlling shareholders:

The members of the Board of Directors and the Executive Officers do not receive compensation borne by subsidiary or controlled companies. The company has no controlling shareholder.

e) existence of any compensation or benefit linked to the occurrence of a certain corporate event, such as the sale of the issuer's corporate control:

There is no compensation or benefit tied to the occurrence of a particular corporate event.

8.2 Compensation of the Board of Directors, Executive Officers and Fiscal Board

Total compensation projected for the year ending on 12/31/2023 - Annual Values				
	Board of Directors	Executive Officers	Fiscal Board	Total
No. of members / No. of compensated members (1)	5	4	3	12
Salary or Pro Labore	2,100,000.00	5,464,470.41	432,000.00	7,996,470.41
Direct and indirect benefits (2)	30,446.94	830,147.22		860,594.16
Participation in committees	0	0	0	0
Others (3)	0	0	0	0

Description of other fixed compensation	0	0	0	0
Variable Compensation	0.00	9,459,111.42	0.00	9,459,111.42
Bonus		2,781,047.75		2,781,047.75
Profit Share		6,678,063.67		6,678,063.67
Participation in meetings	0	0	0	0
Commissions	0	0	0	0
Others (4)	0	0	0	0,00
Description of other variable compensation	0	0	0	0
Post-employment pension plan (PGBL)	0	0	0	0
Termination of position	0	0	0	0
Share-based (5)	0.00	1,316,700.00	0.00	1,316,700.00
Note	As set forth in the OFÍCIO-CIRCULAR/CVM/SEP/Nº 03/2019, the number of members of the Board of Directors, the Executive Officers, and the Fiscal Board (letter "b") was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.	As set forth in the OFÍCIO-CIRCULAR/CVM/SEP/Nº 03/2019, the number of members of the Board of Directors, the Executive Officers, and the Fiscal Board (letter "b") was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.	As set forth in the OFÍCIO-CIRCULAR/CVM/SEP/Nº 03/2019, the number of members of the Board of Directors, the Executive Officers, and the Fiscal Board (letter "b") was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.	As set forth in the OFÍCIO-CIRCULAR/CVM/SEP/Nº 03/2019, the number of members of the Board of Directors, the Executive Officers, and the Fiscal Board (letter "b") was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.
Total compensation	2,130,446.94	17,070,429.06	432,000.00	19,632,876.00

Total Compensation for Fiscal Year Ending 12/31/2022 - Annual Values				
	Board of Directors	Executive Officers	Fiscal Board	Total
No. of members / No. of compensated members (1)	5	4	3	12
Salary or Pro Labore	1,680,000.00	5,488,575.51	382,680.00	7,551,255.51
Direct and indirect benefits (2)	26,475.60	873,131.93		899,607.53
Participation in committees	0	0	0	0
Others (3)	0	0	0	0
Description of other fixed compensation	0	0	0	0
Variable Compensation	0.00	5,451,502.43	0.00	5,451,502.43
Bonus		1,112,539.29		1,112,539.29
Profit Share		4,338,963.14		4,338,963.14
Participation in meetings	0	0	0	0
Commissions	0	0	0	0
Others (4)	0	0	0	0.00
Description of other variable compensation	0	0	0	0
Post- employment pension plan (PGBL)	0	0	0	0
Termination of position	0	0	0	0
Share-based (5)	0.00	3,165,956.00	0.00	3,165,956.00

Note	As set forth in the OFÍCIO-CIRCULAR/CVM/SEP/N° 03/2019, the number of members of the Board of Directors, the Executive Officers, and the Fiscal Board (letter "b") was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.	As set forth in the OFÍCIO-CIRCULAR/CVM/SEP/N° 03/2019, the number of members of the Board of Directors, the Executive Officers, and the Fiscal Board (letter "b") was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.	As set forth in the OFÍCIO-CIRCULAR/CVM/SEP/N° 03/2019, the number of members of the Board of Directors, the Executive Officers, and the Fiscal Board (letter "b") was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.	As set forth in the OFÍCIO-CIRCULAR/CVM/SEP/N° 03/2019, the number of members of the Board of Directors, the Executive Officers, and the Fiscal Board (letter "b") was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.
Total compensation	1,706,475.60	14,979,165.87	382,680.00	17,068,321.47

- (1) Calculated according to the annual average of the number of members of each body, calculated monthly;
- (2) The benefit informed in the table above, pertinent to the Board of Directors, refers to the health care plan paid by the company, whose beneficiary is the Chairman of the Board, Mr. Sidney Levy;
- (3) The Company clarifies that the amount related to social charges was not informed in this item due to the understanding of the Collegiate of CVM in Proceeding n° 19957.007457/2018-10, included in Circular Letter CVM/SEP n° 01/21. [For the purpose of comparing the compensation proposal of the current year with previous years, the Company informed the amount of the charges in item 13.16];
- (4) The Company clarifies that, according to the orientation contained in the SEP Annual Letter, the compensation amounts informed should be net of social charges borne by the employer
- (5) The Company clarifies that the amounts informed in the share-based compensation row refer to the amounts that should be accrued in the result for the year, in accordance with the mathematical calculation of *fair value* prepared by a specialized consulting company.

Total Compensation for Fiscal Year Ending 12/31/2021 - Annual Values				
	Board of Directors	Executive Officers	Fiscal Board	Total
No. of members / No. of compensated members (1)	5.41	3.83	3	12.33
Salary or Pro Labore	1,616,196.00	4,517,246	398,421.18	6,531,863.49
Direct and indirect benefits (2)	30,477.12	384,684.92	0	415,162.04

Participation in committees	0	0	0	0
Others (3)				
Description of other fixed compensation	0	0	0	0
Variable Compensation	0	4,250,062.00	0	4,250,062.00
Bonus	0	3,370,062.00	0	3,370,062.00
Profit Share	0		0	0.00
Participation in meetings	0	0	0	0
Commissions	0	0	0	0
Others (4)				
Description of other variable compensation	0	0	0	0
Post-employment pension plan (PGBL)	0	0	0	0.00
Termination of position	0	880,000	0	880,000.00
Share-based (5)	0	5,003,920.00	0	5,003,920.00

Note	As set forth in the OFÍCIO-CIRCULAR/Annual 2022 -CVM/SEP, the number of members of the Board of Directors, the Executive Officers, and the Fiscal Board (letter "b") was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.	As set forth in the OFÍCIO-CIRCULAR/Annual 2022 -CVM/SEP,, the number of members of the Board of Directors, the Executive Officers, and the Fiscal Board (letter "b") was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.	As set forth in the OFÍCIO-CIRCULAR/Annual 2022 -CVM/SEP,, the number of members of the Board of Directors, the Executive Officers, and the Fiscal Board (letter "b") was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places..	As set forth in the OFÍCIO-CIRCULAR/Annual 2022 -CVM/SEP, the number of members of the Board of Directors, the Executive Officers, and the Fiscal Board (letter "b") was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.
	1.646.673,12	14.155.913,23	398.421,18	16.201.007,53

- (1) Calculated according to the annual average of the number of members of each body, calculated monthly;
- (2) The benefit informed in the table above, regarding the Board of Directors, refers to the health care plan paid by the company, the beneficiary of which is the Chairman of the Board, Mr. Sidney Levy;
- (3) The Company clarifies that the amount related to social charges was not informed in this item due to the understanding of the CVM Board in Proceeding No. 19957.007457/2018-10, included in Circular Letter CVM/SEP n° 01/21. [For the purpose of comparing the compensation proposal of the current year with previous years, the Company informed the amount of the charges in item 13.16]";
- (4) The Company clarifies that, according to the orientation contained in the SEP Annual Letter, the compensation amounts informed should be net of social charges borne by the employer
- (5) The Company clarifies that the amounts informed in the share-based compensation row refer to the amounts that should be accrued in the result for the year, in accordance with the mathematical calculation of *fair value* prepared by a specialized consulting company.

Compensation for the Year ended 12/31/2020 - Annual Values				
	Board of Directors	Executive Officers	Fiscal Board	Total
No. of members / No. of compensated members (1)	6	4,42	3	13,42
Salary or Pro Labore	1.395.474,61	4.339.376,52	369.090,89	6.103.942,02
Direct and indirect benefits (2)	31.373,52	231.566,48	0,00	262.940,00

Participation in committees	0,00	0,00	0,00	0,00
Others (3)	289.362,24	2.277.761,87	63.562,29	2.630.686,40
Description of other fixed compensation	0,00	0,00	0,00	0,00
Variable Compensation	0,00	0,00	0,00	0,00
Bonus	0,00	0,00	0,00	0,00
Profit Share	0,00	0,00	0,00	0,00
Participation in meetings	0,00	0,00	0,00	0,00
Commissions	0,00	0,00	0,00	0,00
Others (4)	0,00	0,00	0,00	0,00
Description of other variable compensation	0,00	0,00	0,00	0,00
Post-employment pension plan (PGBL)	0,00	254.325,52	0,00	254.325,52
Termination of office (5)	0,00	3.525.350,00	0,00	3.525.350,00
Action-Based	0,00	0,00	0,00	0,00
Note	As set forth in the OFÍCIO-CIRCULAR/Annual 2022 -CVM/SEP,, the number of members of the Board of Directors, the Executive Officers, and the Fiscal Board (letter "b") was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.	As set forth in the OFÍCIO-CIRCULAR/Annual 2022 -CVM/SEP,, the number of members of the Board of Directors, the Executive Officers, and the Fiscal Board (letter "b") was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.	As set forth in the OFÍCIO-CIRCULAR/Annual 2022 -CVM/SEP,, the number of members of the Board of Directors, the Executive Officers, and the Fiscal Board (letter "b") was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places..	As set forth in the OFÍCIO-CIRCULAR/Annual 2022 -CVM/SEP,, the number of members of the Board of Directors, the Executive Officers, and the Fiscal Board (letter "b") was calculated according to the annual average of the number of members of each body calculated monthly, to two decimal places.

Total compensation	1,716,210.37	10,628,380.39	432,653.29	12,777,244.05
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- (1) Calculated according to the annual average of the number of members of each body, calculated monthly;
- (2) The benefit informed in the table above, regarding the Board of Directors, refers to the health care plan paid by the company, the beneficiary of which is the Chairman of the Board, Mr. Sidney Levy;
- (3) The Company clarifies that the amounts informed in the line other, fixed compensation, refer to social charges that are the employer's responsibility;
- (4) The Company clarifies that the amounts reported in the line other, variable compensation, refer to social charges that are the employer's responsibility projected regarding the payment of short-term bonuses;
- (5) The Company clarifies that the amounts reported in the line "Termination of office" refer to the compensation for length of service and *non-compete for the* termination of the office of the Company's former chief executive officer.

8.3 Variable compensation of the Board of Directors, Executive Officers and Fiscal Board

2023				
	Fiscal Board	Board of Directors	Executive Officers	Total
No. of members* / No. of compensated members*	3	5	4	12
PROFIT SHARING				
Minimum Expected Value	0.00	0.00	3,561,633.96	3,561,633.96
Maximum Expected Value	0.00	0.00	6,678,063.67	6,678,063.67
Expected Value if targets are met	0.00	0.00	4,452,042.45	4,452,042.45
BONUS				
Minimum Expected Value	0	0	1,669,515.92	1,669,515.92
Maximum Expected Value	0	0	3,339,031.83	3,339,031.83
Expected Value if targets are met	0.00	0.00	2,226,021.22	2,226,021.22

2022	Fiscal Board	Board of Directors	Executive Officers	Total
No. of members* / No. of compensated members*	3	5	4	12
PROFIT SHARING				

Minimum Expected Value	0.00	0.00	335,183.00	335,183.00
Maximum Expected Value	0.00	0.00	335,183.00	335,183.00
Expected Value if targets were met	0.00	0.00	335,183.00	335,183.00
Amount actually recognized in the result for the fiscal year			4,338,963.14	4,338,963.14
BONUS				
Minimum Expected Value	0.00	0.00	960,307.90	960,307.90
Maximum Expected Value	0.00	0.00	4,801,539.50	4,801,539.50
Expected Value if targets were met	0.00	0.00	3,201,026.33	3,201,026.33
Amount actually recognized in the result for the fiscal year			1,112,539.29	1,112,539.29

2021	Fiscal Board	Board of Directors	Executive Officers	Total
No. of members* / No. of compensated members*	3	5.33	3.83	12.33
PROFIT SHARING				
Minimum Expected Value	0.00	0.00	0.00	0.00
Maximum Expected Value	0.00	0.00	307,577.85	307,577.85
Expected Value if targets were met	0.00	0.00	307,577.85	307,577.85
Amount actually recognized in the result for the fiscal year			0	0

BONUS				
Minimum Expected Value	0.00	0.00	1,663,279.56	1,663,279.56
Maximum Expected Value	0.00	0.00	4,998,709.20	4,998,709.20
Expected Value if targets were met	0.00	0.00	3,608,946.85	3,608,946.85
Amount actually recognized in the result for the fiscal year			2,022,037.00	2,022,037.00

* The Company clarifies that the total number of members is equal to the total number of compensated members

2020	Fiscal Board	Board of Directors	Executive Officers	Total
No. of members* / No. of compensated members*	3	6	5	14
PROFIT SHARING				
Minimum Expected Value	0.00	0.00	0.00	0.00
Maximum Expected Value	0.00	0.00	357,951.34	357,951.34
Expected Value if targets were met	0.00	0.00	357,951.34	357,951.34
Amount actually recognized in the income statement	0.00	0.00	0.00	0.00
BONUS				
Minimum Expected Value				
Minimum Expected Value	0.00	0.00	0.00	0.00
Maximum Expected Value	0.00	0.00	2,852,776.04	2,852,776.04
Expected Value if targets were met	0.00	0.00	2,852,776.04	2,852,776.04

Amount actually recognized in the income statement	0.00	0.00	0.00	0.00
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* The number of members and the number of compensated members are equal and reflect the annual average of the number of members of each body, calculated monthly;

8.4 Regarding the share-based compensation plan for the board of directors and Executive Officers in effect during the last fiscal year and planned for the current fiscal year:

The Company currently has a stock option plan and a share-based compensation plan – matching shares and restricted shares – which we refer to further ahead as "Plan 1" and "Plan 2" respectively, both in effect and approved at the annual and extraordinary general meeting held on April 29, 2021.

DESCRIPTION OF PLAN 1

a. general terms and conditions

The Stock Option Plan ("Plan 1") is managed by the Company's Compensation Committee, which has the authority to create Stock Option programs from time to time, and define the following:

- (i) the beneficiaries of the programs;
- (ii) the number and type of Company shares that are the object of each grant to be made under these programs;
- (iii) the strike price of each option, observing the provisions of Item 5 of Plan 1;
- (iv) the vesting periods during which the option (in whole or in part) cannot be exercised;
- (v) the periods for exercise and the maximum term for exercising the option;
- (vi) the rules regarding the transfer of options and any restrictions on shares received as a result of exercising options;
- (vii) the rules applicable to cases of dismissal, retirement, death, or permanent disability of beneficiaries;
- (viii) any penalties for the breach of obligations;
- (ix) any targets related to the Company's global performance, or any other conditions for the total or partial exercise of the options and the acquisition or delivery of the corresponding shares; and
- (x) any other terms and conditions that are not contrary to the provisions of Plan 1.

Managers and employees of the Company and its subsidiaries are eligible to participate in this plan, with the exception of the members of the Company's Board of Directors who are barred from participating in this plan as beneficiaries.

No decision of the Company's Compensation Committee may, except for the adjustments permitted by this Plan, (i) increase the total limit of the shares that may be conferred by the exercise of options granted, or (ii) alter or impair any rights or obligations under any existing stock option agreement, without the consent of the beneficiary.

The Company's Compensation Committee may, at any time, (i) alter or terminate this Plan; (ii) extend, but never shorten, the final deadline in effect for the exercise of the options within the scope of this Plan; (iii) shorten the vesting period in effect for the exercise of the options within the scope of this Plan; and (iv) establish the regulation applicable to cases of omission, as long as the provisions above are observed.

The plan became effective upon its approval by the Company's General Shareholders Meeting and may be terminated at any time by decision of the Board of Directors, without prejudice to (i) the prevalence of restrictions on the transfer of shares (ii) the provisions of Item 3.2.1 of the Plan; and (iii) the exercise of options still in effect that have already been granted, in which case the Board of Directors may establish a maximum term for exercising them.

b. approval date and responsible body

The plan was approved at an annual and extraordinary general shareholders meeting held on April 29, 2021.

c. maximum number of shares

The total number of shares allocated to the Plan cannot exceed two point twenty percent (2.20%) of the total number of shares representing the Company's capital stock existing on the grant date, always taking into account, in this total, the effect of dilution resulting from the exercise of all options granted and not exercised, under the terms of all Programs then in effect.

Once the option is exercised by a beneficiary, the corresponding shares shall be acquired from the balance of Company shares held in treasury. If there is no balance of Company shares in treasury, the shares to be acquired by the beneficiary will be issued by means of an increase in the Company's capital stock.

d. maximum number of options to be granted

The granting of options within the scope of Plan 1 must respect the maximum limit of two point twenty percent (2.20%) of the total shares representing the Company's capital stock existing on the grant date, always taking into account, in this total, the effect of dilution arising from the exercise of all options granted and not exercised, under the terms of all Programs then in effect.

e. conditions for the acquisition of shares

The beneficiary will acquire Company shares, through the exercise of options, upon payment of the corresponding strike price as established by the Company's Compensation Committee, using one of the criteria stipulated below:

- (i) the closing price of the Company's shares, of the same type that is the object of the option, on the trading session immediately preceding the date of the grant of the option; or
- (ii) the average of the closing prices of the respective shares traded at B3 S.A. – Brasil Bolsa Balcão – over a certain period prior to the option grant date or the admission date of the respective beneficiary, at the discretion of the Company's Compensation Committee.

f. criteria for setting the acquisition or strike price

The beneficiary will acquire Company shares, through the exercise of options, upon payment of the corresponding strike price as established by the Company's Compensation Committee, using one of the criteria stipulated below:

- (iii) the closing price of the Company's shares, of the same type that is the object of the option, on the trading session immediately preceding the date of the grant of the option; or
- (iv) average of the closing prices of the respective shares traded at B3 S.A. – Brasil Bolsa Balcão – over a certain period prior to the option grant date or the admission date of the respective beneficiary, at the discretion of the Company's Compensation Committee.

g. criteria for fixing the exercise period

The options may be exercised wholly or partially during the term and periods established in the respective contracts.

Beneficiaries who wish to exercise their stock options must notify the Company in writing of their intention to do so, indicating the number of options exercised, accompanied by payment of the corresponding strike price.

If the options are exercised in part, the option holder may exercise the remainder of the rights arising from the contract within the terms and conditions stipulated therein, with the exception of the events provided in this Plan 1. The portion of the options that is not exercised within the stipulated terms and conditions will be considered automatically expired, with no right to indemnification.

Beneficiaries will be subject to the rules restricting the use of insider information applicable to publicly traded companies in general and to those established by the Company.

h. form of settlement

A beneficiary who wishes to exercise his or her stock options must notify the Company in writing of his or her intention to do so, indicating the number of options exercised, accompanied by the payment of the corresponding strike price.

If the options are exercised in part, the option holder may exercise the remaining rights under the contract within the terms and conditions stipulated therein. The portion of the options that is not exercised within the terms and conditions stipulated will be considered automatically expired, without right to indemnification.

The strike price will be paid in the manner determined by the Company's Compensation Committee, in each program, subject to the requirement for cash payment of a minimum of ten percent (10%) of the strike price.

i. restrictions on the transfer of the shares

Unless specifically decided otherwise by the Company's Compensation Committee, the beneficiary may only sell, transfer or otherwise dispose of the Company's shares acquired under Plan 1, as well as those that may be acquired by him/her via bonuses, splits, subscriptions or any other form of acquisition that does not involve the disbursement of additional funds by the beneficiary, or securities that entitle the beneficiary to subscribe to or acquire shares of the Company, provided that such shares or securities have resulted from the ownership of the Company's shares subject to Plan 1 (jointly, the "Shares"), if the minimum waiting period established at the discretion of the Company's Compensation Committee, for each lot of shares is met, which shall never exceed five (5) years from the acquisition date of the corresponding Shares.

If payment of the strike price in installments is accepted, while the strike price is not fully paid, the shares acquired through the exercise of options under the terms of this Plan 1 may not be sold to third parties, except upon prior authorization from the Company's Compensation Committee, in which case the proceeds of the sale will be earmarked, as a priority, for settlement of the beneficiary's debt to the Company.

j. criteria and events that, when verified, will cause the suspension, alteration or termination of the plan

In the event of termination of employment, end of term of office, dismissal or resignation from management, as well as in the event of retirement, permanent disability or death of beneficiaries, the program will define: (i) the treatment to be given to options granted and not exercised; (ii) eventual continuation of restrictions on the availability of the Shares; (iii) the possibility of more favorable treatment to those beneficiaries who agree to sign a non-compete agreement with the Company, complying with it for such period as may be determined by the Company's Compensation Committee; and (iv) any other terms and conditions that are not contrary to the provisions of this Plan.

In the event that the number of shares into which the Company's capital stock is divided is increased or decreased as a result of stock bonuses, reverse splits or splits, appropriate adjustments will be made to the number of shares subject to options granted and not exercised.

In the event of dissolution, transformation, merger, consolidation, spin-off, or reorganization of the Company, in which the Company is not the surviving company or, if it is the surviving company, no longer has its shares admitted for trading on the stock exchange, the options of the programs in effect will be treated as determined by the Company's Compensation Committee.

In the event of acquisition of control of the Company, or acquisition of a material shareholding as defined in its Bylaws and other applicable rules, the Company's Compensation Committee may determine that the vesting period of the options be brought forward by a certain period, so they can be exercised by the beneficiary, and that the Shares acquired by the beneficiary as a result of this exercise will be free and clear for sale at any time.

k. effects on an officer's rights upon leaving the issuer's bodies, under the share-based compensation plan

In the event of termination of employment, end of term of office, dismissal or resignation from management, as well as in the event of retirement, permanent disability or death of beneficiaries, the program will define: (i) the treatment to be given to options granted and not exercised; (ii) eventual continuation of restrictions on the availability of the Shares; (iii) the possibility of more favorable treatment to those beneficiaries who agree to sign a non-compete agreement with the Company, complying with it for such period as may be determined by the Company's Compensation Committee; and (iv) any other terms and conditions that are not contrary to the provisions of this Plan.

DESCRIPTION OF PLAN 2

a. general terms and conditions

The Stock-Based Compensation Plan - Matching Shares and Restricted Shares ("Plan 2") – is managed by the Company's Compensation Committee. The Company's Compensation Committee will have broad powers, subject to the terms of this Plan 2 and the guidelines set by the Board of Directors, for the organization and management of this plan.

The Company's Compensation Committee will, based on the Company's compensation policy, periodically create programs for granting matching shares and/or restricted shares, in which it will determine, among other conditions:

- (i) the Participants of these Programs;
- (ii) the number of matching shares and/or restricted shares to be the object of the respective program;
- (iii) the form of transfer of the matching shares and/or restricted shares, which may take place in lots;
- (iv) the vesting period for the transfer of the matching shares and/or restricted shares;
- (v) restrictions on the availability of restricted matching shares and own shares;
- (vi) rules applicable to cases of termination, retirement, death or permanent disability of participants;
- (vii) any penalties for noncompliance with obligations; and
- (viii) any other terms and conditions that are not contrary to the provisions of Plan 2.

Managers and employees of the Company and its subsidiaries are eligible to participate in this plan, with the exception of the members of the Company's Board of Directors who are barred from participating in this plan as beneficiaries.

No decision of the Company's Compensation Committee may, except for the adjustments permitted under this Plan 2, and any adjustments that may be made as a result of changes implemented in applicable legislation, (i) increase the total limit of the shares that may be granted, or (ii) alter or impair any rights or obligations of a participant, without his or her prior consent, relating to payments in shares under this plan.

The Company's Compensation Committee may, at any time, always subject to the provisions above: (i) alter or terminate Plan 2; (ii) shorten any waiting periods within the scope of Plan 2; and (iii) establish the regulation applicable to cases of omission.

The plan became effective upon its approval by the Company's General Shareholders Meeting and may be terminated at any time by decision of the Board of Directors, without prejudice to the participants' right to the restricted shares already granted and which will be delivered to the participants under the terms and conditions provided in the corresponding programs.

b. approval date and responsible body

The plan was approved at an annual and extraordinary general shareholders meeting held on April 29, 2021.

c. maximum number of shares affected

Not applicable, since no stock options will be granted as a result of Plan 2.

d. maximum number of options to be granted

A maximum of three point five percent (3.5%) of the total shares representing the Company's capital stock existing on the date may be delivered to Participants under this Stock Plan.

If the number of shares into which the Company's capital stock is divided is increased or decreased as a result of stock bonus, reverse splits or splits, the Compensation Committee will make the appropriate adjustments to the number of shares under the Programs and Contracts that have not yet been transferred to the participants.

e. conditions for the acquisition of shares

The vesting conditions will apply according to the respective program in which the participant participates, as created from time to time by the Compensation Committee, based on the Company's compensation policy.

Subject to the participant's continuing employment and/or statutory relationship, as the case may be, with the Company, through the end of the applicable vesting period, and subject to the rules contained in the respective program and in each contract, the matching shares and restricted shares will be transferred by the Company to the Participant according to the lots and periods set forth in the respective Program and Contract.

Delivery of matching shares and restricted shares will be made free of charge to Participants.

f. criteria for setting the acquisition or strike price

The delivery of matching shares and restricted shares shall be made free of charge to the Participants. The reference price per matching share and restricted share, for the purposes of Plan 2, shall correspond to the price of the Company's shares at B3 S.A. – Brasil, Bolsa, Balcão – in the trading session immediately preceding the date of transfer of the matching shares and restricted shares.

g. criteria for fixing the exercise period

Subject to the participant's continuing employment and/or statutory relationship, as the case may be, with the Company, through the end of the applicable vesting period, and subject to the rules contained in the respective program and in each contract, the matching shares and restricted shares will be transferred by the Company to the Participant according to the lots and periods set forth in the respective Program and Contract. Delivery of matching shares and restricted shares will be made free of charge to the Participants.

h. form of settlement

The Company's management will be responsible for taking all necessary steps to formalize the transfer of the matching shares and restricted shares that are the object of the respective Contract to the respective participant.

i. restrictions on the transfer of the shares

The Company's Compensation Committee may establish within the Program whether or not there will be periods of restriction of transfer of the shares received by the Beneficiary subject to the Plan 2 grants. In addition, the Compensation Committee may establish rules for the Company's preemptive right in the event the Participant transfers or otherwise disposes of the matching shares and the restricted shares granted to him/her.

Transfer of the matching shares and/or restricted shares to the participant will only take place upon the fulfillment of the conditions and deadlines set forth in this Plan 2, in the programs and in the agreements, so that the granting of the right to receive the shares itself does not grant the participant any rights over the restricted shares or even represent a guarantee of their receipt.

j. criteria and events that, when verified, will cause the suspension, alteration or termination of the plan

In the event of an increase or decrease in the number of shares into which the Company's capital stock is divided, appropriate adjustments will be made to the number of shares under the programs and contracts that have not yet been transferred to the participants.

In the event of dissolution, transformation, merger, consolidation, spin-off or reorganization of the Company, in which the Company is not the surviving company or, if it is the surviving company, no longer has its shares admitted for trading on the stock exchange, the contracts of the programs in effect, at the discretion of the Company's Compensation Committee, may: (i) be transferred to the successor company; (ii) have their vesting periods brought forward; or (iii) be maintained and settled in cash.

In the event of acquisition of Control of the Company, or acquisition of a material shareholder interest as defined in its Bylaws and other applicable rules, the Company's Compensation Committee may determine the shortening of the delivery term of the restricted shares, as well as that the restricted shares acquired by the participant, which are subject to restrictions on their transfer, will be free and clear for sale at any time, respecting any preemptive rights, if any.

k. effects on an officer's rights upon leaving the issuer's bodies, under the share-based compensation plan

The Company's Compensation Committee will establish, in each program, the rules applicable to cases of withdrawal of Participants, due to termination of employment, term of office, dismissal or resignation from an executive position, as well as in cases of retirement, permanent disability or death of Participants.

8.5 Share-based compensation for the Board of Directors and Executive Officers

The following tables show the stock and option grants to the Company's management members in the last three fiscal years and the forecast for the current fiscal year, and only present plans actually granted by the Company. Grants planned but not yet carried out were not considered because there is no definition of the dates and quantities of the grant.

PLAN 1 - STOCK OPTION

2023	Board of Directors	Executive Officers	Fiscal Board	Total
Total number of members	0	4	0	4
No. of compensated members	0	3	0	3
Stock Option Grants	0	374,500	-	374,500
Weighted average strike price of each of the following option groups:				0
Open at the beginning of the fiscal year	0	R\$ 8.93	0	R\$ 8.93
Lost and expired during the fiscal year	0	N/A	0	0
Exercised during the fiscal year	0	N/A	0	0
Potential dilution in the event of exercise of all outstanding options	0	0.46%	0	0.46%

Fiscal year ending 12/31/2022

2022	Board of Directors	Executive Officers	Fiscal Board	Total
Total number of members	0	4	0	4
No. of compensated members	0	3	0	3
Stock Option Grants	N/A	722,500	N/A	722,500
Weighted average strike price of each of the following option groups:				0
Open at the beginning of the fiscal year	N/A	8.78	N/A	8.78
Lost and expired during the fiscal year	N/A	8.78	N/A	8.78
Exercised during the fiscal year	N/A	8.78	N/A	8.78
Potential dilution in the event of exercise of all outstanding options	N/A	0.88%	N/A	0.88%

Fiscal period ending 12/31/2021

2021	Board of Directors	Executive Officers	Fiscal Board	Total
Total number of members	0	4	0	4
No. of compensated members	0	3	0	3
Stock Option Grants	N/A	576,000	N/A	576,000
Weighted average strike price of each of the following option groups:				
Open at the beginning of the fiscal year	N/A	8.78	N/A	8.78
Lost and expired during the fiscal year	N/A	8.78	N/A	8.78
Exercised during the fiscal year	N/A	8.78	N/A	8.78
Potential dilution in the event of exercise of all outstanding options	N/A	0.70%	N/A	0.70%

8.6 With regard to each stock option grant made in the last three fiscal years and expected for the current fiscal year, from the Board of Directors and Executive Officers, prepare a table with the following content:

OPTION PLAN

Fiscal year ending 12/31/2022

Item 8.6	SOP 2021 Program	SOP 2021 B Programs	SOP CFO Program
Total number of members	4	4	4
No. of compensated members	3	1	1
Date Granted	05/05/2021	05/12/2021	05/05/2022
Number of options granted	382,500	270,000	70,000
Deadline for options to become exercisable	102,000 on 05/05/2021 76,500 on 05/05/2022 102,000 on 05/05/2023 102,000 on 05/05/2024	67,500 on 05/12/2021 67,500 on 05/12/2022 67,500 on 05/12/2023 67,500 on 05/12/2024	70,000 on 05/05/2023
Maximum term for exercising options	102,000 on 11/05/2022 76,500 on 12/31/2022 102,000 on 06/04/2023 102,000 on 06/04/2024	67,500 on 03/31/2023 67,500 on 12/31/2022 67,500 on 06/11/2023 67,500 on 06/11/2024	70,000 on 06/04/2023
Term of restriction on the transfer of shares received as a result of the exercise of options	50% - 3 years 50% - 4 years	50% - 3 years 50% - 4 years	50% - 2 years 50% - 3 years
Fair value of options on grant date	1st Batch - \$ 0.18 2nd Batch - \$ 1.49 3rd Batch - \$ 2.03 4th Batch - \$ 2.32	1st Batch - \$ 0.22 2nd Batch - \$ 1.56 3rd Batch - \$ 2.10 4th Batch - \$ 2.39	1st Lot - R\$ 1.15
Multiplication of the number of shares granted by the fair value of the options on the grant date	R\$ 576,045.00	R\$ 423,225.00	R\$ 80,500.00

The fair value of the grant considers that 50% is subject to one lockup and 50% to another.

8.7. Regarding outstanding options of the Board of Directors and Executive Officers at the end of the last fiscal year, prepare a table with the following content:

2022	Board of Directors	Executive Officers	Fiscal Board	Total
Total number of members	0	4	0	4
No. of compensated members	0	4	0	4
Regarding options not yet exercisable				
i. quantity	N/A	307,000	N/A	307,000
ii. the date on which they become exercisable	N/A	121,000 on 05/05/2023 51,000 on 05/05/2024 67,500 on 05/12/2023 67,500 on 05/12/2024	N/A	-
iii. maximum term for exercising the options	N/A	121,000 on 06/04/2023 51,000 on 06/04/2024 67,500 on 06/11/2023 67,500 on 06/11/2024	N/A	0
iv. period of restriction on the transfer of shares	N/A	2 years Lock-up to 35,000 3 years Lock-up to 153,500 4 years Lock-up to 118,500	N/A	0
v. weighted average strike price	N/A	R\$ 8.96	N/A	R\$ 8.96
vi. fair value of the options on the last day of the fiscal year	N/A	R\$ 1.97	N/A	R\$ 1.97
Regarding exercisable options				
i. quantity	N/A	67,500	N/A	67,500
ii. maximum term for exercising the options	N/A	67,500 on 03/31/2023	N/A	0
iii. period of restriction on the transfer of the shares	N/A	3 years Lock-up to 33,750	N/A	0

		4 years Lock-up to 33,750		
iv. weighted average strike price	N/A	8.78	N/A	8.78
v. fair value of the options on the last day of the fiscal year	N/A	0.22	N/A	0.22
fair value of total options on the last day of the fiscal year	N/A	R\$ 14,850.00	N/A	R\$ 14,850.00

8.8. Regarding the options exercised related to the stock-based compensation of the Board of Directors and Executive Officers, in the last 3 fiscal years, please prepare a table with the following content:

	Board of Directors	Executive Officers	Fiscal Board	Total
Total number of members	0	4	0	4
No. of compensated members	0	3	0	3
Number of shares	N/A	51,000	N/A	51,000
Weighted average strike price	N/A	R\$ 8.78	N/A	8.78
Weighted average market price of shares related to options exercised	N/A	R\$ 11.20	N/A	R\$ 11.20
Multiplication of total options exercised by the difference between the weighted average strike price and the weighted average market price of the shares in terms of the options exercised	N/A	R\$ 123,420.00	N/A	R\$ 123,420.00

PLAN 2 - Restricted / Matching Shares

8.9 With regard to share-based compensation, in the form of shares to be delivered directly to the beneficiaries, recognized in the results of the last three fiscal years and the compensation forecast for the current fiscal year, for the Board of Directors and Executive Officers, please prepare a table with the following content:

Forecast ending 12/31/2023

2023	Board of Directors	Executive Officers	Fiscal Board	Total
Total number of members	0	4	0	4
No. of compensated members	0	2	0	2
Number of shares	N/A	315,852	N/A	315,852
Potential dilution if all shares are granted to beneficiaries	N/A	0.39%	N/A	0.39%

Fiscal period ending 12/31/2022

2022	Board of Directors	Executive Officers	Fiscal Board	Total
Total number of members	0	4	0	4
No. of compensated members	0	4	0	4
Number of shares	N/A	648,136	N/A	648,136.00
Potential dilution if all shares are granted to beneficiaries	N/A	0.79%	N/A	0.79%

Fiscal period ending 12/31/2021

2021	Board of Directors	Executive Officers	Fiscal Board	Total
Total number of members	0	4	0	4
No. of compensated members	0	4	0	4
Number of shares	N/A	815,502	N/A	815,502
Potential dilution if all shares are granted to beneficiaries	N/A	0.99%	N/A	0.0099

For Matching programs, the shares have no vesting period, so they are represented as exercisable, but are dependent on the exercise of the SOP Program for the right to be acquired.

The fair values presented were calculated based on the fair value of the assets on the grant date, as provided by CPC 10 for equity-settled share-based payment plans.

8.10. For to each stock grant made in the last 3 fiscal years and expected for the current fiscal year, from the Board of Directors and Executive Officers, prepare a table with the following content:

	Matching Program 2021 1	RSU CEO Program 2021	Matching Program 2021 b1	Matching CFO Program
Total number of members	4	4	4	4
No. of compensated members	3	1	1	1
Date Granted	05/05/2021	05/05/2021	05/12/2021	05/05/2022
Number of shares granted	98,951	700,000	41,259	41,259
Deadline for delivery of shares	05/05/2021	33.33% on 05/05/2021 33.33% on 05/05/2022 33.34% on 05/05/2023	05/12/2021	05/05/2022
Term of restriction on transfer of shares	50% - 3 years 50% - 4 years	33.33% - 1 year 33.33% - 2 years 33.34% - 3 years	50% - 3 years 50% - 4 years	50% - 2 years 50% - 3 years
Fair value of the shares on the grant date	R\$ 7.88	R\$ 8.23	R\$ 8.02	R\$ 8.50
Multiplication of the number of shares granted by the fair value of the shares on the grant date	R\$ 779,239.17	R\$ 5,761,000.47	R\$ 330,897.22	R\$ 350,701.50

8.11 Regarding the shares delivered in relation to the share-based compensation of the board of directors and Executive Officers, in the last 3 fiscal years, please prepare a table with the following content:

There is no share-based compensation available for the Fiscal Board and Board of Directors. Only the Executive Officers are included in these plans.

Regarding the Option Plan, there were no exercises by the end of 2021. The information about the Restricted Stock Plan is described in the table below.

RESTRICTED STOCK PLAN

2022	Board of Directors	Executive Officers	Fiscal Board	Total
Total number of members	0	4	0	4
No. of compensated members	0	3	0	3

Number of shares	N/A	332,284	N/A	332,284
Weighted average strike price	N/A	R\$ -	N/A	R\$ -
Weighted average market price of the acquired shares	N/A	R\$ 9.03	N/A	R\$ 9.03
Multiplication of the total shares acquired by the difference between the weighted average strike price and the weighted average market price of the shares acquired	N/A	R\$ 2,999,446.60	N/A	R\$ 2,999,446.60

2021	Board of Directors	Executive Officers	Fiscal Board	Total
Total number of members	0	4	0	4
No. of compensated members	0	1	0	1
Number of shares	N/A	233,333	N/A	233,333
Weighted average strike price	N/A	R\$ -	N/A	R\$ -
Weighted average market price of the acquired shares	N/A	R\$ 9.67	N/A	R\$ 9.67
Multiplication of the total shares acquired by the difference between the weighted average strike price and the weighted average market price of the shares acquired	N/A	R\$ 2,256,330.11	N/A	R\$ 2,256,330.11

8.12. A summary description of the information necessary to understand the data disclosed in items 8.5 through 8.11, such as an explanation of the method for pricing the value of shares and options, indicating, at a minimum:

a) pricing model;

Under CPC-10 and IFRS 2, "for transactions measured at fair value of the equity instruments granted, an entity shall measure the fair value of the equity instruments granted on the measurement date, based on market prices if available, taking into consideration the terms and conditions under which the equity instruments were granted" and "if market prices are not available, the entity shall estimate the fair value of the equity instruments granted using a valuation technique to estimate at what price the related equity instruments could be traded, on the measurement date, in an arm's length transaction between knowledgeable, willing parties."

Thus, to define the fair value of the instruments granted, one should preferably use the market value of the assets granted, as long as this value is available. If this value is not available, an estimation technique, well accepted in the literature, must be used to calculate the fair value.

Under the Stock Option Plan, it is not possible to use the market value of the options directly, since there are no options traded in an organized market with the same characteristics as those under the Company's Stock Option Plan. Therefore, it was necessary to use an option pricing model to measure fair value.

The Company then opted to use the Hull & White binomial model because, pursuant to the rule, it better reflects the Company's situation. Based on CPC-10, the Company estimated the fair value of the options on the grant dates and recognized as an expense, in each period, an amount proportional to the term of the rights.

As for the Restricted/Matching Stock programs, although we have the value of the shares available, there is a peculiarity, because the lockup is very long (longer than vesting). Thus, we used the option-pricing model to be able to price the effect of this lockup on the share value.

- b) data and assumptions used in the pricing model, including the weighted average share price, strike price, expected volatility, option life, expected dividends and the risk-free interest rate;**

The following assumptions were applied in determining the fair value of the stock options, as shown in the following table.

Reported volatility represents the average of the volatilities used, since we have different periods according to the lockup period.

- c) The method used and the assumptions made to incorporate the expected effects of early exercise;**

The binomial model used to price the options considered that, once the vesting conditions are met, the participant will exercise the option before expiration if the stock price reaches twice the strike price, generating a 100% gain over the strike price. Such an approach was used to better represent an option holder's rationale in making the decision to exercise.

- d) how to determine the expected volatility; and**

To define the volatility, the historical value of the company's stock was considered. The chosen period was proportional to the expected exercise of the options. The methodology was standard daily deviation of returns.

- e) whether any other features of the option have been incorporated into the measurement of its fair value.**

There was no other characteristic of the option incorporated in the measurement of its fair value.

Variable	Matching Program 2021 1	Matching Program 2021 b1	Matching CFO Program	RSU CEO Program 2021	SOP Program 2021	SOP Program 2021 b	SOP CFO Program
Pricing Model	Share Price at Grant	Share Price at Grant	Share Price at Grant	Share Price at Grant	Binomial	Binomial	Binomial
Weighted Average Share Price	R\$ 9.93	R\$ 10.11	R\$ 8.50	R\$ 9.93	R\$ 9.93	R\$ 10.11	R\$ 8.50
Strike Price	N/A	N/A	N/A	N/A	R\$ 8.78	R\$ 8.78	R\$ 9.58
Expected Volatility	N/A	N/A	N/A	N/A	53.31%	53.24%	54.20%
Option life	N/A	N/A	N/A	N/A	From 1.5 to 3 years	From 1.6 to 3 years	1 year
Expected Dividends	0	0	0	0	0	0	0
Risk-free interest rate	N/A	N/A	N/A	N/A	6.14%	6.15%	13.24%
method used and assumptions made to incorporate the expected effects of early exercise	N/A	N/A	N/A	N/A	The participant will exercise the option before expiration if the stock value reaches twice the strike price, generating a 100% gain over the strike price	The participant will exercise the option before expiration if the stock value reaches twice the strike price, generating a 100% gain over the strike price	The participant will exercise the option before expiration if the stock value reaches twice the strike price, generating a 100% gain over the strike price
how to determine the expected volatility	N/A	N/A	N/A	N/A	Standard Deviation with daily returns	Standard Deviation with daily returns	Standard Deviation with daily returns
whether any other characteristics of the option were incorporated into the measurement of its fair value	Lock-up of 3 and 4 years	Lock-up of 3 and 4 years	Lock-up of 2 and 3 years	Lock-up of 1, 2 and 3 years	Lock-up of 3 and 4 years	Lock-up of 3 and 4 years	Lock-up of 2 and 3 years

8.13. Inform the number of shares, quotas and other securities convertible into shares or quotas, issued in Brazil or abroad by the issuer, its direct or indirect controlling shareholders, controlled companies or companies under common control, which are held by members of the Board of Directors, Executive Officers or Fiscal Board, grouped per body

In December 2022, the capital stock of Valid S.A., consisted of 81,836,375 shares (VLID3), with the participation of the board and the executive officers as shown in the table below:

Position on 12/31/2022	VLID3	% Total
Board of Directors	2,125,096	2.6%
Fiscal Board	21	0.0%
Officers (statutory)	425,695	0.5%

8.14 With regard to the pension plans in effect granted to members of the board of directors and executive officers, provide the following information in table form:

a. Body	Executive Officers
b. number of members (1)	4
c. number of compensated members (1)	4
d. name of plan	PGBL/VBGL
e. number of officers who meet conditions to retire	None in 2022
f. conditions for early retirement	There is no early retirement in the plan, only the normal one, that is: (a) Be at least sixty (60) years of age; (b) Have at least five (5) years of PGBL contributions.
g. the updated value of the contributions accumulated in the pension plan at the closing of the last fiscal year, discounting the portion related to contributions made directly by the administrators	
h. the total accumulated value of the contributions made during the last fiscal year, less the portion related to contributions made directly by the administrators	R\$ 129,865.08
i. if there is the possibility of early redemption and what the conditions are	In the event of Death or total and permanent disability of the participant, the total balance of the mathematical provision for benefits to be granted will revert to the participant. Beginning on the 60th (sixtieth) day after his or her enrollment in the PGBL, the participant can redeem or port all or part of the balance of the Participant's Monthly

	<p>Participation Provision and of the Participant's Voluntary Participation Provision. The minimum interval between redemption or portability requests from the same participant is sixty (60) days as from the registration date of the last request. Total redemption of the participant will cause immediate cancellation of his enrollment in the Plan. The effectuation of the redemption or portability, of part or all of the account balance, will cause transfer to the collective account of the same redeemed or ported amount, of the account balance -monthly instituting part. In the event of termination of employment of a participant who belongs to group 1 or 2, with the institution sponsor, before being eligible for the income benefit provided for in the PGBL, the balance of the provision – monthly instituting part – may be released to the participant, in accordance with the criteria indicated below:</p>	
	Plan time (in full years)	(%) percentage of the participant's provision - Monthly instituting part to be made available to the participant
	Up to 02 years	0%
	Over 02 years up to 03 years	20%
	Over 03 years up to 04 years	30%
	Over 04 years up to 05 years	40%
	Over 05 years up to 06 years	50%
	Over 06 years up to 07 years	60%
	Over 07 years up to 08 years	70%
	Over 08 years up to 09 years	80%
	Over 08 years up to 10 years	90%
	Over 10 years	100%

(1) The number of members and number of compensated members are equal and were calculated according to the annual average of the number of members of each body, calculated monthly;

8.15 In a table, indicate, for the last 3 fiscal years, regarding the Board of Directors, the Executive Officers, and the Fiscal Board:

	Executive Officers		
	12/31/2022	12/31/2021	12/31/2020
No. of members / No. of compensated members	4.00	3.83	4.42
Amount of the highest compensation (reais)	6,294,755.79	7,436,764.46	6,436,171.41
Amount of the lowest compensation (reais) (1)	2,598,304.05	2,008,312.64	919,169.01
Value of the average compensation (reais)	4,202,664.54	4,772,538.55	1,518,340.06

(1) The value of the lowest individual annual compensation is being calculated excluding all members who have held office for a period of less than 12 months

	Board of Directors		
	12/31/2022	12/31/2021	12/31/2020
No. of members / No. of compensated members	5	5.33	6
Amount of the highest compensation (reais)	720,000.00	696,553.00	558,228.00
Amount of the lowest compensation (Reais)	240,000.00	222,024.00	186,072.00
Value of the average compensation (reais)	336,000.00	305,458.00	258,766.21

	Fiscal Board		
	12/31/2022	12/31/2021	12/31/2020
No. of members / No. of compensated members	3	3	3
Amount of the highest compensation (reais)	127,560	132,807	123,024.00
Amount of the lowest compensation (Reais)	127,560	132,807	123,024.00
Value of the average compensation (reais)	127,560	132,807	123,024.00

8.16 Contractual arrangements, insurance policies, or other instruments that structure compensation or indemnification mechanisms for managers

In December 2020 the Company established that in the event of termination without cause, in addition to the payment of severance owed by law and the release of the benefits of the Private Pension Plans, as the case may be, the Company may negotiate with the Managers for them to sign non-compete agreements, with a term of up to twenty-four (24).

In return for signing a non-compete, Managers may be entitled to:

1. Compensation in the amount of up to 12 (twelve) times the fixed monthly compensation received by the Manager on the date of his dismissal;
2. Extension of the health plan for up to 12 (twelve) months;
3. Extension of the term of the respective D&O insurance for up to 36 (thirty-six) months;
4. Retention of the Company's cell phone handset and line, and notebook in their possession on the date of termination; and
5. Except in cases of retirement, they will be entitled to a career transition consulting service.

Finally, with regard to share-based compensation, the Company will observe, in the event of termination of Officers, the specific provisions of the plans and programs in effect, if any.

The directors and officers are guaranteed by the Directors and Officers (D&O) liability insurance policy, with a maximum limit of USD 6 million and a total premium of USD 13.3 thousand.

8.17. Regarding the last three fiscal years and the forecast for the current fiscal year, indicate the percentage of total compensation of each body recognized in the issuer's results, referring to members of the Board of Directors, Executive Officers or the Fiscal Board who are related parties to the direct or indirect controlling shareholders, as defined by the accounting rules that address this matter

The Company has no controlling shareholder.

8.18. With respect to the last three fiscal years and the forecast for the current fiscal year, please indicate the amounts recognized in the issuer's results as compensation for members of the Board of Directors, Executive Officers or the Fiscal Board, grouped by body, for any reason other than the position they hold, such as, for example, commissions and consulting or advisory services rendered.

Not applicable.

8.19. With respect to the last three fiscal years and the forecast for the current fiscal year, please indicate the amounts recognized in the results regarding direct or indirect controlling shareholders, companies under common control and the issuer's subsidiaries, as compensation of members of the issuer's Board of Directors, Executive Officers or Fiscal Board, grouped per body, specifying the reason why such amounts were attributed to these individuals

Not applicable.

8.20 Other Relevant Information

Proposal 2022 x 2023	Proposal AEGM 2022 (Jan/22 to Dec/22)	Proposed AEGM 2023 (Jan/23 to Dec/23)
Board of Directors	2,029,248.00	2,130,446.94
Executive Officers	16,420,191.38	17,070,429.06
Fiscal Board	478,105.42	432,000.00
Total	R\$ 18,927,544.79	R\$ 19,632,876.00

ATTACHMENT 4

Information on Candidates for Board Positions

(Items 7.3 to 7.8 of the 2023 Reference Form, CVM Resolution 81/22)

INFORMATION ABOUT THE NOMINATED CANDIDATES

7.3 - For each of the issuer's administrators and fiscal board members, please indicate, in the form of a table: a. name; b. date of birth; c. profession; d. Taxpayer ID or passport number; e. elected position held; f. date of election; g. date of investiture; h. term of office; i. other term of office; i. other positions or functions exercised in the issuer; j. whether he/she was elected by the controlling shareholder or not; k. if he/she is an independent member and, if so, what was the criterion used by the issuer to determine independence; l. number of consecutive terms of office:

See table below.

Members of the Board of Directors											
Name	Date of Birth	Profession	Taxpayer ID	Elected Position Held	Date Elected	Date of Investiture	Term	Other duties or functions within the issuer	Nominated by Controlling Shareholder	Independent member	Number of consecutive terms
Sidney Levy	Nov 5, 1956	Engineer	441.607.557-04	Chairman of the Board of Directors	Apr 20, 2023	Apr 20, 2023	Until the 2025 Annual SH Mtg	None	No	Yes	13
Fiamma Zarife	Sep 3, 1971	Advertising Executive	018.508.457-51	Independent Member of the Board of Directors (sitting)	Apr 20, 2023	Apr 20, 2023	Until the 2025 Annual SH Mtg	Member of the Compensation Committee	No	Yes	2
Henrique Bredda	Aug 30, 1981	Naval Engineer	221.014.238-55	Independent Member of the Board of Directors (sitting)	Apr 20, 2023	Apr 20, 2023	Until the 2025 Annual SH Mtg	Member of the Compensation Committee	No	Yes	2
Giuliano Dedini	Nov 6, 1991	Economist	089.199.389-46	Independent Member of the Board of Directors (sitting)	Apr 20, 2023	Apr 20, 2023	Until the 2025 Annual SH Mtg	None	No	Yes	1
Luiz Carlos Miyadaira Ribeiro Jr.	Dec 14, 1975	Engineer	174.088.158-30	Independent Member of the Board of Directors (sitting)	Apr 20, 2023	Apr 20, 2023	Until the 2025 Annual SH Mtg	None	No	Yes	1

Members of the Fiscal Board											
Name	Date of Birth	Profession	Taxpayer ID	Elected Position Held	Date Elected	Date of Investiture	Term	Other duties or functions within the issuer	Nominated by Controlling Shareholder	Independent member	Number of consecutive terms
William Cordeiro	Jul 6, 1991	Engineer	092.197.196-65	Member of the Fiscal Board	Apr 20, 2023	Apr 20, 2023	Until the 2024 Annual SH Mtg	None	No	Yes	3
Rodrigo Abud	Aug 23, 1981	Administrator	221.318.838-62	Alternate Member of the Fiscal Board	Apr 20, 2023	Apr 20, 2023	Until the 2024 Annual SH Mtg	None	No	Yes	3
Regis Lemos de Abreu	Nov 6, 1970	Economist	012.085.457-01	Member of the Fiscal Board	Apr 20, 2023	Apr 20, 2023	Until the 2024 Annual SH Mtg	None	No	Yes	3
Paulo Roberto Franceschi	Jun 12, 1951	Accountant	171.891.289-72	Alternate Member of the Fiscal Board	Apr 20, 2023	Apr 20, 2023	Until the 2024 Annual SH Mtg	None	No	Yes	1
Vanderlei da Rosa	Sep 9, 1963	Accountant	422.881.180-91	Member of the Fiscal Board	Apr 20, 2023	Apr 20, 2023	Until the 2024 Annual SH Mtg	None	No	Yes	6
Murici do Santos	Aug 3, 1975	Attorney	248.933.788-21	Alternate Member of the Fiscal Board	Apr 20, 2023	Apr 20, 2023	Until the 2024 Annual SH Mtg	None	No	Yes	6

m. information on:**i. main professional experience over the last 5 years, indicating:**

- company name and industry sector;
- position;
- if the company is part of (i) the issuer's corporate group or (ii) is controlled by a shareholder of the issuer that holds direct or indirect interests equal to or greater than 5% of the same class or type of securities of the issuer.

ii. all management positions held in other companies or voluntary-sector/public-private organizations.**n. description of any of the following events that have occurred over the past 5 years:****i. any criminal conviction;****ii. any conviction in a CVM [Brazilian Securities and Exchange Commission] administrative proceeding and the penalties applied;****iii. any judicial or administrative final conviction, which has suspended or disqualified him/her for the practice of any professional or commercial activity.****Board of Directors****Sidney Levy**

Mr. Levy holds a degree in Production Engineering from the Federal University of Rio de Janeiro (UFRJ), a master's degree in Engineering from Coordination of Post Graduate Programs in Engineering (COPPERJ) and a Specialization in Business Administration from the Institute of Management Development in Lausanne, Switzerland. He held the position of President of Valid S.A. from 1994 until 2011, when he became Chairman of the Board of Directors. Between 1992 and 1994 he was President of DLR Lerchundi in Spain. He worked at Thomas de La Rue in Brazil and in England from 1981 to 1991. He was President of the American Chamber of Commerce in Rio de Janeiro from 2005 to 2007. He was General Director of the Rio2016 Organizing Committee of the Olympic and Paralympic Games from 2013 to 2016. He is currently Chairman of the Board of Directors of Valid S.A. (VLID3), independent member of the Board of Directors of Instituto Hermes Pardini S.A. (PARD3), of SER Educacional S.A. (SEER3) and Chairman of the Board of Directors of Instituto Reditus.

In the last five years no member of the Company's Board of Directors was suspended or banned from exercising any professional or business activity in consequence of any criminal conviction or because s/he was found guilty in any CVM administrative proceeding or by virtue of any other unappealable adverse judgment.

Fiamma Zarife

Ms. Zarife has more than 25 years' experience in the telecommunications, finance and technology sectors, Fiamma Zarife is currently Managing Director of Airbnb in South America. Prior to joining Airbnb, she led Twitter in Brazil for 6 years and also worked for companies such as Samsung, Claro and Oi, where she implemented the first services based on high-speed networks. Fiamma has a degree in Advertising from Fluminense Federal University (UFF) and in Public Relations from UERJ, and a post-graduate degree in marketing from PUC-RJ, as well as specialization courses in digital business and corporate strategy at MIT, Wharton, and Singularity University.

In the last five years no member of the Company's Board of Directors was suspended or banned from exercising any professional or business activity in consequence of any criminal conviction or because s/he was found guilty in any CVM administrative proceeding or by virtue of any other unappealable adverse judgment.

Henrique Bredda

Mr. Bredda is founding partner and manager of Alaska Asset Management. With a degree in Naval and Ocean Engineering from USP Polytechnic School, he began his career in 2002 and has worked for entities such as Unibanco, Spinnaker Capital Group, Ashmore Brasil, FVF Participações, and VentureStar Capital Management. Mr. Bredda was a founding partner of Skipper Investimentos, where he served as an equity analyst and manager from 2010 to 2013. He is a securities portfolio manager licensed by the CVM.

In the last five years no member of the Company's Board of Directors was suspended or banned from exercising any professional or business activity in consequence of any criminal conviction or because s/he was found guilty in any CVM administrative proceeding or by virtue of any other unappealable adverse judgment.

Giuliano Silvio Dedini

Mr. Dedini holds a degree in Economics from the Federal University of Paraná (UFPR) and a Master in Economics and Finance from the São Paulo School of Economics of the Getúlio Vargas Foundation (EESP/FGV). He is a partner and Managing Director at 4UM Investimentos, responsible for net equity and venture capital strategies. From 2014 to 2016 he was an equity analyst at JMalucelli Investimentos and from 2011 to 2013 an independent auditor at Deloitte Touche Tohmatsu in Curitiba. He holds a CFA Certification from the CFA Institute and an ANBIMA Managers Certification - CGA. He is an independent member of the Board of Directors of Unicasa Indústria de Móveis, and member of the Investment Committee at Cnseg.

In the last five years no member of the Company's Board of Directors was suspended or banned from exercising any professional or business activity in consequence of any criminal conviction or because s/he was found guilty in any CVM administrative proceeding or by virtue of any other unappealable adverse judgment.

Luiz Carlos Miyadaira Ribeiro Jr.

Mr. Ribeiro Jr. is a full professor at the University of Brasília, Master in Computer Science from the Federal University of São Carlos (UFSCar) and PhD in Digital Systems from the USP Polytechnic School. In the last 10 years he led digital transformation projects in the Federal Government, as founder and director of the Digital Public Services and Digital Channels and Identity Departments at the Ministry of Economy, and was one of the creators and leaders of the GOV.BR, platform that helped Brazil to be recognized by the World Bank as the country with the second highest maturity in Digital Government in the world, measured by the GovTech Maturity Index 2022.

In the last five years no member of the Company's Board of Directors was suspended or banned from exercising any professional or business activity in consequence of any criminal conviction or because s/he was found guilty in any CVM administrative proceeding or by virtue of any other unappealable adverse judgment.

Fiscal Board**William Cordeiro (Member)**

Mr. Cordeiro has been a founding partner and equity analyst at Alaska Asset Management since 2015. In 2014, he was an equity analyst at Venturestar. He currently holds the position of fiscal advisor at Marcopolo S.A and Randon S.A, since 2017. He has also been a fiscal board member at Valid Soluções S.A since 2019. He has held alternate positions on the Fiscal Board of Rumo S.A, Log-In Logística Intermodal S.A and Celesc S.A. He held an alternate position on the Board of Directors of Magnesita Refratários S.A. He holds a degree in Production Engineering from the Federal University of São Carlos.

In the last five years no member of the Company's Board of Directors was suspended or banned from exercising any professional or business activity in consequence of any criminal conviction or because s/he was found guilty in any CVM administrative proceeding or by virtue of any other unappealable adverse judgment.

Rodrigo Abud (Alternate Member)

Mr. Abud has been a founding partner and business analyst at Alaska Investimentos since 2015. With a degree in Business Administration from Insper, he started his career in 2004 as a consultant at Nexia Villas Rodil. In 2005, he worked at Maxi Color and was founder and investment consultant at Proa Investimentos, where he stayed until 2009. He then worked for Advis and LAPB Gestão de Recursos.

In the last five years no member of the Company's Board of Directors was suspended or banned from exercising any professional or business activity in consequence of any criminal conviction or because s/he was found guilty in any CVM administrative proceeding or by virtue of any other unappealable adverse judgment.

Regis Lemos de Abreu (Member)

Mr. Lemos de Abreu is Managing Partner of Tagus Investimentos and the manager responsible for its credit and equity funds. He was a Senior Partner and CIO of liquid funds at Mercatto/Bozano Investimentos for 15 years, nominated by Guia Exame as the best Specialist Manager (2006) and best Equity Fund Manager (2007). He started his career in 1991 at BMG Bank, and between 1992 and 1996 he worked at Montreal Bank and SRL, always working in the investment management area. From 1996 to 2000, he worked at Banco Bozano, Simonsen, where he was the Investment Manager in the Asset Management area and later became the executive responsible for the management and analysis teams of the Bank's own stock portfolio, where he remained until the sale of Banco Bozano, Simonsen to Banco Santander. Between 2000 and 2001 he was Director of Investment Management at SBAM (Santander Brasil Asset Management). Regis is currently vice-president of Amec (Association of Capital Market Investors). He was a member of Anbima's board of directors from 2007 to 2014. He holds a degree in Economics from UCAM (RJ).

In the last five years no member of the Company's Board of Directors was suspended or banned from exercising any professional or business activity in consequence of any criminal conviction or because s/he was found guilty in any CVM administrative proceeding or by virtue of any other unappealable adverse judgment.

Paulo Roberto Franceschi (Alternate Member)

Mr. Franceschi holds a degree in Accounting Sciences from Fundação de Estudos Sociais do Paraná and a degree in Economic Sciences from the FAE Business School. He has been a senior partner at AUDICONTROL Auditoria e Controle, an independent auditing and consulting firm in the accounting and fiscal areas, since 1995. He has been serving as a member of fiscal boards since 2004, and is currently a full member of the fiscal council of Triunfo Participações e Investimentos S.A., Centrais Elétricas do Pará S.A., Companhia Energética do Maranhão, Companhia Energética de São Paulo, Companhia Estadual de Distribuição de Energia Elétrica, and Companhia de Saneamento do Paraná.

In the last five years no member of the Company's Board of Directors was suspended or banned from exercising any professional or business activity in consequence of any criminal conviction or because s/he was found guilty in any CVM administrative proceeding or by virtue of any other unappealable adverse judgment.

Vanderlei da Rosa (Member)

Mr. Vanderlei holds a degree in Accounting Sciences from the Federal University of Rio Grande do Sul and a specialization in Capital Markets also from the Federal University of Rio Grande do Sul and Cost Accounting from Pontifical Catholic University of Rio Grande do Sul. He has been a member of fiscal boards since 2000, and is currently a full member of the fiscal board of Odontoprev S.A., Weg S.A., Equatorial Energia S.A., Centrais Elétricas do Pará S.A., Companhia Energética do Maranhão and Triunfo Participações e Investimentos S.A.. He was executive partner of HB Audit - Auditores Independentes S/S until July 2016, where he worked for over 25 years.

In the last five years no member of the Company's Board of Directors was suspended or banned from exercising any professional or business activity in consequence of any criminal conviction or because s/he was found guilty in any CVM administrative proceeding or by virtue of any other unappealable adverse judgment.

Murici dos Santos (Alternate Member)

Mr. Murici dos Santos is a lawyer. He received his degrees in Law (2007) and History (2002) from the University of Guarulhos. He has a specialization in Corporate Law from FGV (2013/2014) and in Environmental Law from ESA-OAB. He is president of the Prerogatives Committee and member of the Ethics Committee of the Brazilian Bar Association, Subsection 290 – São Paulo, SP. He has been working since 2001 as a consultant in Corporate Governance, providing consulting and business advisory services in the administrative, financial, corporate and tax areas and is on the Boards of Directors and Tax Boards, in recent years both as a member and an alternate on the Tax Boards of the companies: Tafibrás Participações S.A., Companhia Paranaense de Energia S.A, Banco Nossa Caixa S.A.; Drogasil S.A.; Bicletas Monark S.A.; M&G Políester S.A.; Santos Brasil S.A.; Medial Saúde S.A.; AES Tietê S.A.; Têxtil Renauxview S.A.; Guararapes Confeções S.A; Metalfrio Solutions S.A., among others. Mr. Murici dos Santos is currently an alternate member of the Fiscal Boards of the following companies: Rio Parapanema S.A. (2014/present); Profarma Distribuidora de produtos Farmacêuticos S.A. (2017/present) Vulcabrás S.A (2018/present) and Valid Soluções (2019/present) and is a member of the Fiscal Boards of: Transmissora Aliança de Energia Elétrica S.A (2019/present) ; Companhia Distribuidora de Gás do Rio de Janeiro - CEG (2017/present) and Rossi Residencial S.A (2018/present).

In the last five years no member of the Company's Board of Directors was suspended or banned from exercising any professional or business activity in consequence of any criminal conviction or because s/he was found guilty in any CVM administrative proceeding or by virtue of any other unappealable adverse judgment.

7.4 - Supply the information mentioned in item 7.3 with respect to the members of the statutory committees, as well as the audit, risk, financial and compensation committees, even if such committees or structures are not statutory.

Not applicable.

7.5 - Inform the existence of a marital relationship, common law marriage or kinship up to the second degree between:

a. the issuer's managers

None.

b. (i) issuer's managers and (ii) managers of the issuer's direct or indirect subsidiaries

None.

c. (i) management of the issuer or of its direct or indirect subsidiaries and (ii) direct or indirect controlling shareholders of the issuer

None.

d. (i) issuer's managers and (ii) managers of the issuer's direct and indirect parent companies

None.

7.6 - Inform about relationships of subordination, provision of services or control maintained, in the last 3 fiscal years, between the issuer's managers and:

a. the company controlled, directly or indirectly, by the issuer, with the exception of those in which the issuer holds, directly or indirectly, the entire capital stock

There is no relationship of subordination, provision of services, or control between the Company's managers and a company directly or indirectly controlled by the Company.

b. direct or indirect controller of the issuer

Not applicable, as the Company has no controlling shareholders.

c. if relevant, supplier, client, debtor or creditor of the issuer, its subsidiary or parent companies or subsidiaries of any of these people.

None.

7.7 Describe the provisions of any agreements, including insurance policies, that provide for the payment or reimbursement of expenses borne by the managers, arising from the payment of damages caused to third parties or the issuer, penalties imposed by state agents, or agreements with the purpose of terminating administrative or judicial proceedings, by virtue of the exercise of their duties.

Not Applicable.

7.8. provide other information that the issuer deems relevant

None.

ATTACHMENT 5

PROPOSED AMENDMENTS TO THE ARTICLES OF INCORPORATION, ORIGIN, RATIONALE AND ANALYSIS OF THEIR LEGAL AND ECONOMIC EFFECTS

(in compliance with art. 12, item II, of CVM Resolution No. 81, of March 29, 2022 ("CVM Resolution 81/22"))

Current Restated Articles of Incorporation	New Language in the Articles of Incorporation	Origin, rationale and analysis
<p>Article 5 - Owners' capital is one billion, twenty-three million, twenty-eight thousand, three hundred and twenty reais and sixteen cents (BRL 1,023,028,320.16), fully subscribed and paid in, divided into eighty-two million, four hundred and seventy-five thousand, four hundred and forty-two (82,475,442) registered book-entry common shares with no par value.</p>	<p>Article 5 - Owners' capital is one billion, thirty-seven million, five hundred and forty-nine thousand, four hundred and seventy-five reais and twenty-seven cents (BRL 1,037,549,475.27), fully subscribed and paid in, divided into eighty-one million, eight hundred and thirty-six thousand, three hundred and seventy-five (81,836,375) registered book-entry common shares with no par value.</p>	<p>Amendment to Article 5 of the Company's Bylaws due to the ratification of the Company's capital increase approved by the Company's Board of Directors within the authorized capital, at the Board of Directors' Meeting held on September 12, 2022, as well as the cancellation of 2,000,000 (two million) common shares in treasury, as resolved at the Board of Directors' Meeting held on December 30, 2022.</p> <p>The Company does not expect material economic and/or legal impacts as a result of this amendment.</p>

ATTACHMENT 6

**ARTICLES OF INCORPORATION
OF
VALID SOLUÇÕES S.A.**

CHAPTER I

NAME, HEAD OFFICE, ACTIVITIES AND DURATION

Article 1 - Valid Soluções S.A. ("Company") is a corporation governed by these Articles and by applicable law.

Sole Paragraph - The Company having joined the New Market operated by B3 S.A. - Brasil, Bolsa, Balcão ("B3"), the Company, its shareholders, including controlling shareholders, Managers, Directors, and members of the Supervisory Board are subject to the B3 New Market Rules ("New Market Rules").

Article 2 - The Company's head office is located in the city of Sorocaba, State of São Paulo, at Rua Laura Maiello Kook, 511, Ipanema das Pedras, CEP 18052-445, and the courts of that state will have jurisdiction on the Company.

Sole Paragraph - The Company may open, close and change the address of any branches, agencies, warehouses, offices and any other establishments in Brazil or abroad by decision of the Executive Board.

Article 3 - The Company's activities and purposes are:

- a) Manufacture of printed products in general, including security forms, lottery tickets and systems in general, including electronic ones, and paper money;
- b) Manufacture of plastic, magnetic, inductive, smart contact and contactless and other types of cards, card embossing and encoding;
- c) Document personalization, encoding and microfilming;
- d) Provision of identification services, including by biometric recognition;
- e) Provision of technical, planning and advisory services on security materials and on computer systems, equipment maintenance and technical assistance in general;
- f) Development of computer applications and systems;
- g) Systems management and provision of data, lottery, games and other processing services;
- h) Development, implementation and execution of electronic document management projects;
- i) Commercial activities in general, including commercial representation;
- j) Import and export;
- k) Machinery and equipment rental;
- l) Development, implementation and execution of object tracking projects, products and services;

m) Equity investment in other companies, in Brazil or abroad, as partner, member or shareholder; and

n) Other activities directly related to items (a) to (l) above.

Article 4 - The Company's duration is open-ended.

CHAPTER II OWNERS' CAPITAL

Article 5 - Owners' capital is one billion, thirty-seven million, five hundred and forty-nine thousand, four hundred and seventy-five reais and twenty-seven cents (BRL 1,037,549,475.27), fully subscribed and paid in, divided into eighty-one million, eight hundred and thirty-six thousand, three hundred and seventy-five (81,836,375) registered book-entry common shares with no par value.

Article 6 - The Company is authorized to increase owners' capital to one hundred million (100,000,000) common shares, including common shares already issued.

Paragraph 1 - Within the limits authorized in this Article, the Company may by resolution of the Board of Directors increase owners' capital regardless of any change to these Articles. The Board of Directors will establish the conditions for the issue, including price and pay in time.

Paragraph 2 - Within the bounds of authorized capital, the Board of Directors may decide to issue warrants.

Paragraph 3 - Within the bounds of authorized capital and in accordance with the plans approved in a Shareholders' Meeting, the Board of Directors may give to its managers, directors ("Managers and Directors") and employees ("Employees"), as well as to managers, directors and employees in other companies directly or indirectly controlled by the Company, options to purchase or to subscribe shares, without shareholders having any preemptive rights.

Paragraph 4 - The Company shall not issue preferred shares or profit-sharing bonds.

Article 7 - Owners' capital will be divided only into common shares and the issue of preferred shares is banned. Each common share will give right to one vote in resolutions passed in Shareholders' Meetings.

Article 8 - The Company's shares are all book-entry and will be kept in deposit accounts on behalf of their owners with a financial institution authorized by the Securities and Exchange Commission ("CVM") and no certificates will be issued.

Sole Paragraph - The cost of transfer and registration and the cost of book-entry share services may be charged directly to shareholders by the bookkeeping institution, as defined in the stock bookkeeping agreement.

Article 9 - Shares, convertible bonds and warrants may at the discretion of the Board of Directors be issued without or with diminished preemptive rights if the relevant shares, convertible bonds and warrants are placed through sales in a stock exchange, public subscription or by exchange of shares in connection with a tender offer to acquire Control, within the bounds of the law and of authorized capital.

CHAPTER III SHAREHOLDERS' MEETINGS

Article 10 - Annual Shareholders' Meeting will occur once a year and Special Shareholders' Meetings will occur whenever called in compliance with Law no. 6404 dated December 15, 1976 ("Corporations Act") or with these Articles.

- Paragraph 1 - Resolutions will be passed in Shareholders' Meetings by absolute majority of the votes present, unless a qualified quorums is established in the Corporations Act and subject to Article 46, paragraph 1, herein.
- Paragraph 2 - Shareholders' Meetings to resolve the cancellation of the Company's public company registration or New Market delisting must be called at least thirty (30) days in advance.
- Paragraph 3 - Shareholders may only resolve matters on the agenda included in the notice of the relevant Shareholders' Meeting, subject to the exceptions established in the Corporations Act.
- Paragraph 4 - Shareholders shall submit no less than forty-eight (48) hours before the relevant Shareholders' Meeting, in addition to identity and/or corporate documents proving legal representation, as the case may be: (i) proof issued by the stock bookkeeping institution no earlier than five (5) days before the day of the Shareholders' Meeting; (ii) a proxy appointment; and/or (iii) in relation to those shareholders whose shares are held in a fungible stock custody system, a statement issued by a competent institution showing that shareholder's share position.
- Paragraph 5 - Without prejudice to the foregoing, any shareholder, proxy or legal representative who appears at the meeting carrying the documents referred to in the preceding paragraph until the moment when the meeting is called to order will be allowed to participate and to vote even if those documents were not previously submitted.
- Paragraph 6 - The minutes of Shareholders' Meetings will be: (i) recorded in the book of Minutes of Shareholders' Meetings in the form of a summary of the facts occurred, containing a summary indication of how the shareholders present voted, of blank votes and of abstentions; and (ii) published without showing any signatures.

Article 11 - Without prejudice to the provisions in Article 123 in the Corporations Act, Shareholders' Meetings will be called by the Chair or by the Vice Chair of the Board of Directors. Shareholders' Meetings will be called to order and chaired by the Chair of the Board of Directors or, if s/he is absent or impeded or not physically present at the meeting place, by the Vice Chair of the Board of Directors, or, if s/he is absent or impeded or not physically present at the meeting place, by another Director, Manager or shareholder appointed in writing by the Chair of the Board of Directors. The Chair of the Shareholders' Meeting shall appoint a Secretary.

Article 12 - In addition to the authority given in statute, shareholders in Shareholders' Meetings shall:

- I. elect and remove members of the Board of Directors;
- II. establish the global annual compensation amount for members of the Board of Directors, of the Executive Board and of the Supervisory Board;
- III. amend the Articles of Incorporation;

- IV. resolve the dissolution, winding-up, consolidation, breaking up, merger of the Company or of any company into the Company;
- V. allocate stock bonuses and decide on any stock reverse splits and splits;
- VI. approve plans giving options to purchase or subscribe stock to its Managers and Directors and Employees, as well as to managers, directors and employees in other companies directly or indirectly controlled by the Company
- VII. resolve, based on Management's proposal, the allocation of the fiscal year's income and the distribution of dividends;
- VIII. elect a liquidator and the Supervisory Board that will operate during the liquidation phase;
- IX. decide on B3 New Market delisting;
- X. resolve the cancellation of the Company's public company registration with CVM;
- XI. choose a specialized company from those indicated by the Board of Directors to prepare a valuation report for the Company's stock in the circumstance mentioned in Article 46; and
- XII. resolve any matter submitted to shareholders by the Board of Directors.

CHAPTER IV GOVERNANCE BODIES

Section I - Provisions Common to all Governance Bodies

Article 13 - The Company will be managed by the Board of Directors and by the Executive Board.

Paragraph 1 - Each Manager or Director will take office upon signature of a declaration of acceptance of office in the proper book, including his/her acceptance of arbitration under Article 54 and declaration of satisfaction of the applicable statutory requirements, no bond required.

Paragraph 2 - Managers and Directors will remain in their positions until their substitutes take office, unless otherwise resolved by shareholders in a Shareholders' Meeting or by the Board of Directors, as the case may be.

Article 14 - Shareholders shall resolve in a Shareholders' Meeting the annual global compensation paid to Managers and Directors and the Board of Directors shall allocate individual amounts.

Article 15 - Except as herein otherwise established, Governance Bodies or technical committees will validly meet with the presence of the majority of their members and will pass resolutions with the absolute majority vote of those present.

Sole Paragraph - Meetings not called by prior notice will be valid only if all their members are present. Members of a Governance Body who vote by delegation in favor of another member of the same body, who cast an early vote in writing or who vote in writing by fax, email or any other means of communication will be deemed present.

Section II - Board of Directors

Article 16 - The Board of Directors will have no less than five (5) and no more than seven (7) members, all elected or removed by shareholders in a Shareholders' Meeting. All members will have concurrent two-year (2) terms of office, each such year corresponding to the time period between two (2) Annual Shareholders' Meetings, reelection allowed.

Paragraph 1 - At least the greater between two (2) members or twenty-percent (20%) of the members of the Board of Directors will be Independent Directors as defined in the New Market Rules. Said individuals will be designated Independent Directors in the Shareholders' Meeting in which they are elected.

Paragraph 2 - If the percentage referred to in the preceding paragraph yields a fractional number, the Company shall round it up to the next whole number.

Paragraph 3 - In the Shareholders' Meeting whose agenda includes the election of the members of the Board of Directors because their terms of office have lapsed, shareholders shall establish the actual number of members for the next term of office.

Paragraph 4 - Members of the Board of Directors must have unblemished reputation and, unless shareholders resolve otherwise in a Shareholders' Meeting, cannot (i) hold any position in companies that may be deemed competitors of the Company; or (ii) have or cause any conflicting interest in relation to the Company. A member of the Board of Directors who later falls into any of the impediment circumstances mentioned in this Paragraph will be barred from voting.

Paragraph 5 - Members of the Board of Directors shall not have access to information or participate in meetings of the Board of Directors related to matters on which s/he has or causes a conflicting interest in relation to the Company.

Paragraph 6 - Any shareholder that wishes to appoint one or more representatives to the Board of Directors who are not members thereof in its most recent composition shall give the Company written notice thereof five (5) days before the date of the Shareholders' Meeting in which the Directors will be elected, providing the name, personal details and full professional curriculum of the candidates.

Article 17 - The Board of Directors will have one (1) Chair and one (1) Vice Chair, who will be elected by the absolute majority of votes of those present in the first meeting of the Board of Directors to occur immediately after said

members have taken office or whenever the Chair or Vice Chair resign or one of those positions becomes vacant. The Vice Chair will perform the Chair's duties when the latter is absent or temporarily impeded, regardless of any formality. If the Chair and the Vice Chair are absent or temporarily impeded, the Chair's duties will be performed by another member of the Board of Directors appointed by the Chair.

Paragraph 1 - Meetings of the Board of Directors will be called by the Chair, by the Vice Chair or by the majority of the members of the Board of Directors. Meetings of the Board of Directors will be called to order and chaired by the Chair of the Board of Directors or, if s/he is absent or impeded or not physically present at the meeting place, by the Vice Chair of the Board of Directors, or, if s/he is absent or impeded or not physically present at the meeting place, by another Director appointed in writing by the Chair of the Board of Directors.

Paragraph 2 - The Chair will have a casting vote if voting on any resolution of the Board of Directors is tied.

Paragraph 3 - The same individual cannot hold the positions of Chair of the Board of Directors and Chief Executive Officer or main executive of the Company.

Article 18 - The Board of Directors will meet at least four (4) times a year and whenever specially called by the Chair, by the Vice Chair or by the majority of its members. Meetings of the Board of Directors may be held by conference call, videoconference or any other means of communication allowing a member to identify and simultaneously communicate with all other persons present at the meeting.

Paragraph 1 - Meetings will be called by at least five (5) days' written notice to each member of the Board of Directors including the agenda, date, time and place of the meeting.

Paragraph 2 - All resolutions of the Board of Directors will be recorded in minutes drawn up in the book of Minutes of Meetings of the Board of Directors and will be signed by the Directors present.

Article 19 - In addition to the authority given in statute or in the Articles of Incorporation, the Board of Directors shall:

- I. establish the Company's overall business policy;
- II. elect and remove the Company's Managers;
- III. establish each Manager's duties, including the appointment of the Investor Relations Officer, in compliance with these Articles;
- IV. resolve to call Shareholders' Meetings whenever the Board of Directors deems convenient or under Article 132 in the Corporations Act;
- V. oversee the performance of Managers, at any time examining the Company's books and documents and requesting information on the agreements entered into or about to be entered into and on any other acts;
- VI. choose and terminate the Company's independent auditors based on the Audit Committee's analysis and

opinion;

- VII. summon the independent auditors to provide any explanations the Board of Directors deems necessary;
- VIII. appoint, remove and replace members of its advisory committees, including the Audit Committee and the Compensation Committee, and approve their bylaws, if any;
- IX. establish the budget to cover the operating expenses of the Audit Committee and the Compensation Committee and establish their members' compensation;
- X. examine Management's Report and accounts and resolve their submission to shareholders in a Shareholders' Meeting;
- XI. approve the annual budgets and investment plans for the Company, its subsidiaries and affiliates, strategic plans and expansion projects and oversee their implementation;
- XII. submit to shareholders in a Shareholders' Meeting any proposed change to the Articles of Incorporation;
- XIII. submit to shareholders in a Shareholders' Meeting any proposed dissolution, consolidation, breaking up, merger of the Company or merger of other companies into the Company;
- XIV. provide a prior opinion on any matter that will be submitted to shareholders in a Shareholders' Meeting;
- XV. authorize the issuance of Company shares within the limits authorized in Article 6 herein, establishing the conditions of the issue, including price and payment times, and, if the Board of Directors so decides, excluding preemptive rights or reducing the time window for their exercise in relation to the shares, warrants and convertible bonds issued for placement through sales in stock exchanges, public subscription or in connection with a tender offer to acquire Control, within the bounds of the law;
- XVI. resolve the acquisition by the Company of its own stock, to be held in treasury and/or for later cancellation or sale;
- XVII. resolve the issuance of warrants pursuant to Paragraph 2 to Article 6 herein;
- XVIII. give options to purchase or subscribe stock to its Managers and Directors and Employees, as well as to managers, directors and employees in other companies directly or indirectly controlled by the Company
- XIX. establish the profit sharing amount to be distributed to the Company's Managers and Employees or decide not to share any profits;
- XX. submit to shareholders in a Shareholders' Meeting the proposed allocation of the fiscal year's net income;
- XXI. allocate each Manager's individual amount from the global annual compensation amount for Managers and Directors established in a Shareholders' Meeting;
- XXII. authorize the Company to enter into, alter or terminate any agreement with any Manager contemplating any payment, including indemnifications, pertaining to (i) that Manager's voluntary or involuntary termination; (ii) change in Control; or (iii) any other similar event;
- XXIII. authorize the Company to enter into, alter or terminate any agreement of any kind (but employment

agreements), including loan agreements, with any Manager, Director and/or shareholder of the Company, with third parties related to them, including companies directly or indirectly controlled by said managers, directors and/or shareholders or by any third parties related to them;

- XXIV. authorize the Company to enter into, alter or terminate any agreement of any kind, (but employment agreements), including loan agreements, with any Employee, with third parties related to them, including companies directly or indirectly controlled by said Employees or by any third parties related to them;
- XXV. resolve the issuance of simple unsecured bonds not convertible into stock and of bonds convertible into stock, limited to the Company's authorized capital;
- XXVI. by delegation of shareholders in a Shareholders' Meeting when the Company issues any bonds, resolve maturity, amortization or redemption times and conditions, the time and conditions for payment of interest, profit sharing and reimbursement premium, if any, and the subscription or placement method and the types of bond;
- XXVII. prepare the Company's internal policy regarding the disclosure of information to the market;
- XXVIII. approve the Company's equity investment in or divestment from other companies;
- XXIX. request information on the agreements entered into or about to be entered into and on any other Company-related acts;
- XXX. prepare the triple list of firms specialized in the economic valuation of companies to prepare a valuation report for the Company's stock pursuant to Article 46 herein;
- XXXI. approve the engagement of an institution to provide book-entry share bookkeeping services;
- XXXII. organize and establish rules for its activities, in compliance with the rules herein and in applicable law;
- XXXIII. resolve the payment or credit of interest on shareholders' equity to shareholders, in compliance with applicable law;
- XXXIV. establish parameters for the Executive Board regarding the issuance of any debt instruments for funding purposes, be they bonds, notes, commercial papers or others commonly used in the market, also deciding on their issuance and redemption conditions;
- XXXV. authorize the purchase, transfer or encumbrance of real estate property by the Company;
- XXXVI. approve in each fiscal year the transfer of non-fixed items reported in fixed assets whose residual value exceeds five percent (5%) of subscribed owners' capital;
- XXXVII. approve in each fiscal year the creation of encumbrances and suretyships or accommodations, except when involving the very asset purchased, in excess of five percent (5%) of the preceding fiscal year's annual net income;
- XXXVIII. approve in each fiscal year the creation of guarantees in relation to deposits in court, lease agreements or competitive bidding processes in excess of five percent (5%) of the preceding fiscal year's annual net income for each such purpose;
- XXXIX. raise in each fiscal year long- or short-term debt when the principal of all of the Company's outstanding loans

and financing exceeds ten percent (10%) of the preceding fiscal year's net income;

- XL. approve the purchase of fixed assets in excess of twenty (20%) percent of the investment plan approved by the Board;
- XLI. resolve the assignment or transfer to a third party, by any means, of intellectual or industrial property rights of the Company and/or of a company directly and/or indirectly controlled by the Company or to any direct and/or indirect sister company of the Company, except for any licensing for consideration the Company effects in the ordinary course of business;
- XLII. authorize in each fiscal year loans in favor of any third party, including related and controlled companies, in excess of five percent (5%) of subscribed owners' capital;
- XLIII. to authorize the preparation of financial reports and the distribution of dividends or of interest on shareholders' equity in relation to six-month (6) or shorter time periods, from the profit found in those financial reports or from any retained earnings or surplus reserve existing in the latest annual or semi-annual balance sheet, in compliance with these Articles of Incorporation and with applicable law;
- XLIV. resolve any matter submitted to the Board of Directors by the Executive Board;
- XLV. no later than fifteen (15) days after publication of the terms of reference for any tender offer to purchase Company stock, provide a favorable or unfavorable opinion thereon supported by an earlier substantiated report and addressing at least: (i) if the conditions and timing of the tender offer to purchase Company stock, including its prices and effects on stock liquidity, are in the best interests of the Company and of its shareholders; (ii) the strategic plans the offeror disclosed in relation to the Company; (iii) alternatives available in the market to accepting the tender offer to purchase Company stock; and (iv) other issues the Board of Directors deems significant, as well as the information required by applicable CVM rules.

Sole Paragraph - The Company shall not give loans or guarantees to its Directors or Managers, except to the extent that such loans or guarantees are available to the Company's Employees or clients in general.

Section III - Committees of the Board of Directors

Article 20 – The Company will have an Audit Committee, a collective and permanent advisory body under the Board of Directors.

- Paragraph 1 - The Audit Committee will have at least three (3) members, of which at least one (1) must be an Independent Director and at least one (1) must have recognized experience in corporate accounting matters.
- Paragraph 2 - The same member of the Audit Committee may accumulate both characteristics referred to in paragraph 1.
- Paragraph 3 - Members of the Audit Committee will be appointed by the Board of Directors for concurrent two-year (2) terms of office, reelection allowed.
- Paragraph 4 - The Audit Committee shall, among other things:

- I. give an opinion on the engagement and termination of independent external audit services;
- II. supervise the activities of: (i) independent auditors; (ii) the Company's in-house control staff; (iii) the Company's in-house audit staff; and (iv) the staff that prepares the Company's financial reports;
- III. monitor the quality and completeness of: (i) internal control mechanisms; (ii) the Company's financial information; and (iii) the information and measurements disclosed based on adjusted accounting data and non-accounting data;
- IV. evaluate and monitor the Company's risk exposures;
- V. evaluate the quarterly information and interim and financial reports
- VI. together with Management and with the in-house audit staff, evaluate and monitor the compliance of the Company's transactions with related parties;
- VII. evaluate, monitor and recommend to Management any correction or improvement to the Company's internal policies, including the policy on transactions with related parties;
- VIII. establish means to receive and address information on non-compliance with the statutory and regulatory provisions applicable to the Company and with its bylaws and codes, including specific procedures to protect the whistleblower and the confidentiality of the information.
- IX. prepare a summary annual report, to be submitted jointly with the financial reports, describing: (i) its activities and results and its findings and recommendations; and (ii) any issue regarding the Company's financial reports on which the Company's Management, the independent auditors and the Committee disagree significantly.

Paragraph 5 - The Audit Committee shall create its own bylaws, subject to approval by the Board of Directors.

Paragraph 6 - The bylaws of the Audit Committee will describe in detail the requirements and impediments applicable to the appointment of its members, as well as its duties and operational procedures, in compliance with applicable law and with regulations published by capital market regulators and by the stock exchange in which the Company's securities are listed.

Paragraph 7 - The activities of the Audit Committee Coordinator will be defined in its bylaws.

Article 21 – The Company will have a Compensation Committee, a collective and permanent advisory body under the Board of Directors that shall establish the compensation policy for the managers and directors and perform any other activities established in its bylaws.

Paragraph 1 - The Compensation Committee will have three (3) members appointed by the Board of Directors for concurrent two-year (2) terms of office, reelection allowed.

Paragraph 2 - The bylaws of the Compensation Committee will be approved by the Board of Directors and will describe in detail the requirements and impediments applicable to the appointment of its members, as well as its activities and duties, in compliance with applicable law and with regulations published by capital market regulators and by the stock exchange in which the Company's securities are listed.

Article 22 - So as to better perform its duties, the Board of Directors may create other advisory committees or working groups with specific purposes, whose members will be Managers, Directors and/or other individuals directly or indirectly related to the Company and appointed by the Board of Directors.

Section IV – Executive Board

Article 23 - The Executive Board, whose members will be elected and may be removed at any time by the Board of Directors, will have no less than four (4) and no more than six (6) Managers designated as follows: (i) one (1) Chief Executive Officer; (ii) one (1) Chief Financial and Investor Relations Officer; (iii) one (1) Chief Operating Officer; and (iv) three (3) Managers with no specific designation. Managers will have concurrent two-year (2) terms of office, each such year corresponding to the time period between two (2) Annual Shareholders' Meetings, reelection allowed.

Paragraph 1 - The election for the Executive Board will take place no later than twenty (20) business days after the occurrence of the Annual Shareholders' Meeting and the Managers elected may take office upon lapse of their predecessors' term of office.

Paragraph 2 - In the event of temporary impediment or absence, the Chief Executive Officer will be replaced by another Manager chosen by the Chief Executive Officer. If the position of Chief Executive Officer becomes vacant, the other Managers shall choose an interim substitute who will assume that position until the first subsequent meeting of the Board of Directors, which will be called immediately by the Chair of the Board of Directors and wherein the Board of Directors shall appoint the substitute for the Chief Executive Officer for the remainder of the then current term of office.

Paragraph 3 - In the event of temporary impediment or absence, other Managers will be replaced by another Manager chosen by the Chief Executive Officer. If the position of Manager becomes vacant, the Chief Executive Officer shall choose an interim substitute who will assume that position until the first subsequent meeting of the Board of Directors, wherein the Board of Directors shall appoint the substitute for the remainder of the relevant term of office.

Article 24 - The Chief Executive Officer shall: (i) implement and cause the implementation of shareholders' resolutions passed in Shareholders' Meetings and of resolutions of the Board of Directors; (ii) coordinate the other Managers' performance of their duties as herein specified; (iii) supervise all of the Company's operations and monitor their progress; (iv) call and chair meetings of the Executive Board; (v) personally or through any representative s/he appoints represent the Company in Shareholders' Meetings or in other events of companies in which the Company is a shareholder; (vi) non-exclusively propose to the Board of Directors the allocation of duties to other Managers upon their election; (vii) appoint substitutes for other Managers in the event of temporary absence or impediment; (viii) appoint interim substitutes for other Managers in the event of vacancy, in compliance with the last part of Paragraph 3 to Article 23 herein; and (ix) other duties the Board of Directors may from time to time give him/her.

Article 25 - The Manager appointed to the position of Investor Relations Officer shall: (i) represent the Company before the oversight authorities and other entities that operate in the capital market; (ii) monitor shareholder compliance with the obligations stipulated in Article 45 herein and upon request present to shareholders in a Shareholders' Meeting and to the Board of Directors his/her findings, reports and investigations; and (iii) perform those duties given him/her by the Board of Directors.

Article 26 - Managers shall assist and help the Chief Executive Officer in the management of the Company's business and in the development of activities pertaining to those duties given them by the Chief Executive Officer or by the Board of Directors.

Article 27 - The Executive Board has full authority to act as necessary to properly operate the Company and to achieve its business purposes, however special they may be, including to waive rights, to settle and to agree, in compliance with the applicable provisions in statute and herein. The Executive Board shall handle and manage the Company's business and shall especially:

- I. comply and cause compliance with these Articles of Incorporation and with resolutions passed by the Board of Directors and by shareholders in a Shareholders' Meeting.
- II. annually submit to the Board of Directors Management's Report and accounts accompanied by the independent auditor's report, as well as the proposed allocation of income for the previous fiscal year;
- III. submit to the Board of Directors the annual budgets and investment plans for the Company, its subsidiaries and affiliates, strategic plans and expansion projects;
- IV. resolve to open, close and change the address of any branches, agencies, warehouses, offices and any other Company establishments in Brazil or abroad;
- V. approve in each fiscal year the transfer of non-fixed items reported in fixed assets whose residual value does not exceed five percent (5%) of subscribed owners' capital;
- VI. approve in each fiscal year the creation of encumbrances and suretyships or accommodations, except when involving the very asset purchased, not in excess of five percent (5%) of the preceding fiscal year's annual net income;
- VII. approve in each fiscal year the creation of guarantees in relation to deposits in court, lease agreements or competitive bidding processes not in excess of five percent (5%) of the preceding fiscal year's annual net income for each such purpose;
- VIII. raise in each fiscal year long- or short-term debt provided that the principal of all of the Company's outstanding loans and financing does not exceed ten percent (10%) of the preceding fiscal year's net income;
- IX. approve the purchase of fixed assets in excess of a maximum of twenty (20%) percent of the investment plan approved by the Board;
- X. authorize in each fiscal year loans in favor of any third party, including related and controlled companies, not in excess of five percent (5%) of subscribed owners' capital; and

- XI. resolve any matter submitted over which neither shareholders in a Shareholders' Meeting nor the Board of Directors have exclusive authority.

Article 28 - The Executive Board will validly meet with the presence of at least three (3) Manager and will pass resolutions with the absolute majority vote of those present. The Chief Executive Officer will have a casting vote if voting on any resolution is tied.

Article 29 - The Executive Board will meet whenever called by the Chief Executive Officer or by the majority of its members. Meetings of the Executive Board may be held by conference call, videoconference or any other means of communication allowing a member to identify and simultaneously communicate with all other persons present at the meeting.

Article 30 - Meetings will be called by at least three (3) days' written notice to each Manager and will include the agenda, date, time and place of the meeting.

Article 31 - All resolutions of the Executive Board will be recorded in minutes drawn up in the book of Minutes of Meetings of the Executive Board and will be signed by the Managers present.

Article 32 - The Company will be represented in all acts by the signature of (a) two (2) Managers, together; or (b) one (1) Manager and one (1) attorney-in-fact, together; or (c) two (2) attorneys-in-fact, together; or (d) one (1) attorney-in-fact individually if s/he has specific authority to individually perform the relevant act. All powers of attorney will be granted through a public or private instrument signed by two (2) Managers and including specific authority and an automatic lapse date, except for powers of attorney for judicial purposes ("ad judicia"), which may be open-ended.

Sole Paragraph. - The Chief Executive Officer shall represent the Company in court as plaintiff or defendant, individually or as established in the head provision to this Article.

CHAPTER V SUPERVISORY BOARD

Article 33 - The Supervisory Board will operate on a permanent basis with the authority and duties established in statute.

Article 34 - The Supervisory Board will have three (3) full members and the same number of alternates, who may be shareholders or not and who will all be elected or removed by shareholders in a Shareholders' Meeting.

Paragraph 1 - Members of the Supervisory Board will be appointed for concurrent one-year (1) terms of office, reelection allowed

Paragraph 2 - The members of the Supervisory Board shall in their first meeting will elect their Chair.

Paragraph 3 - Each member of the Supervisory Board will take office upon signature of a declaration of acceptance of office in the proper book, including his/her acceptance of arbitration under Article 54 and declaration of satisfaction of the applicable statutory requirements.

- Paragraph 4 - If a member of the Supervisory Board is absent or impeded, s/he will be replaced by the relevant alternate.
- Paragraph 5 - If a position of member of the Supervisory Board becomes vacant, the relevant alternate will take office; if there is no alternate, a Shareholders' Meeting will be called for shareholders to elect a member for the vacant position.
- Paragraph 6 - Nobody who maintains a relationship with a company that may be deemed a competitor of the Company ("Competitor") will be elected for the Company's Supervisory Board, nor will anybody who: (i) is an employee, shareholder or member of any management, technical or supervisory body of a Competitor or Parent or Subsidiary Company (as defined in Article 43, Paragraph 1, herein) of a Competitor; (ii) is a spouse or relative to the second degree of a member of any management, technical or supervisory body of a Competitor or Parent or Subsidiary Company of a Competitor.
- Paragraph 7 - Any shareholder that wishes to appoint one or more representatives to the Supervisory Board who were not members thereof in the time period subsequent to the latest Annual Shareholders' Meeting shall give the Company written notice thereof five (5) days before the date of the Shareholders' Meeting in which the members of the Supervisory Board will be elected, providing the name, personal details and full professional curriculum of the candidates.

Article 35 - The Supervisory Board shall meet, pursuant to law, whenever necessary and will at least quarterly analyze the financial reports.

- Paragraph 1 - Meetings in which all members of the Supervisory Board appear will be deemed regularly called regardless of any formality.
- Paragraph 2 - The Supervisory Board will pass resolutions by absolute majority vote in the presence of the majority of its members.
- Paragraph 3 - All resolutions of the Supervisory Board will be recorded in minutes drawn up in the book of Minutes of Meetings of the Supervisory Board and will be signed by the members present.

Article 36 - The compensation of members of the Supervisory Board will be decided by shareholders in the Shareholders' Meeting in which the members are elected, subject to Paragraph 3 to Article 162 in the Corporations Act.

CHAPTER VI PROFIT DISTRIBUTION

Article 37 - The fiscal year begins on January 1st and ends on December 31st in each year.

- Sole Paragraph - Upon close of each fiscal year, the Executive Board shall prepare the Company's financial reports pursuant to law.

Article 38 - The Board of Directors shall submit to shareholders in the Annual Shareholders' Meeting, jointly with the fiscal year's financial reports, the proposed allocation of the fiscal year's net income calculated after deduction of the amounts referred to in Article 190 in the Corporations Act, subject to the provision in Paragraph 1 thereto and adjusted

for dividend calculation purposes pursuant to Article 202 therein, deducting the relevant amounts in the following order:

(a) at least five percent (5%) will be allocated to the statutory reserve, not to exceed twenty percent (20%) of shareholders' equity. In the fiscal year when the sum total of the statutory reserve and of the capital reserve exceeds thirty percent (30%) of shareholders' equity, the allocation of a portion of the fiscal year's net income to the statutory reserve will cease to be mandatory;

(b) the portion used to pay any mandatory dividend will not be less than twenty-five percent (25%) of the annual adjusted net income in each fiscal year, pursuant to Article 202 in the Corporations Act.

Paragraph 1 - Shareholders may in a Shareholders' Meeting allocate to members of the Board of Directors and of the Executive Board a portion not to exceed ten percent (10%) of the remainder of the fiscal year's net income after deduction of retained losses and of the provision for income tax and social contribution, in compliance with statutory conditions, methods and limits.

Paragraph 2 - The remaining income, if any, will be allocated as shareholders decide in a Shareholders' Meeting, provided that any retention of the fiscal year's income by the Company will be accompanied by the proposed budget previously approved by the Board of Directors. If the retained earnings exceed owners' capital, shareholders shall in a Shareholders' Meeting allocate the excess portion to pay in or increase owners' capital or to distribute dividends to shareholders.

Article 39 - If the Executive Board proposes, the Board of Directors approves and shareholders in a Shareholders' Meeting confirm, the Company may pay or credit shareholders interest on their equity, in compliance with applicable statutes. Any amounts thus paid may be deemed part of the mandatory dividend herein established.

Paragraph 1 - If any interest on shareholders' equity credited to shareholders is deemed part of the mandatory dividend, any remainder will be paid to shareholders. If the dividend amount is less than the amount credited to shareholders, the Company shall not claim the difference from them.

Paragraph 2 - If interest on shareholders' equity was credited during the fiscal year, any actual payment thereof will occur by resolution of the Board of Directors, during the fiscal year or in the following fiscal year.

Article 40 - The Company may prepare semi-annual balance sheets, or other interim balance sheets at shorter time periods, and by resolution of the Board of Directors declare:

(a) payment of dividends or of interest on shareholders' equity from income reported in a semi-annual balance sheet and deemed part of the mandatory dividend, if any;

(b) distribution of dividends for periods of less than six (6) months, or of interest on shareholders' equity, deemed part of the mandatory dividend, if any, provided that the total dividend paid in each half of the fiscal year does not exceed the capital reserves; and

(c) payment of interim dividends or interest on shareholders' equity from the retained earnings or surplus reserve reported in a semi-annual or annual balance sheet and deemed part of the mandatory dividend, if any.

Article 41 - Shareholders may in a Shareholders' Meeting resolve to capitalize retained income or capital reserves, including those reported in interim balance sheets, subject to applicable law.

Article 42 - Dividends not received or claimed will lapse three (3) years from the day on which they were made available to shareholders and will revert to the Company.

CHAPTER VII
TRANSFER OF CONTROL,
CANCELLATION OF THE COMPANY'S PUBLIC COMPANY REGISTRATION AND NEW MARKET DELISTING

Article 43 - Control of the Company will be transferred, either in a single transaction or in successive transactions, only on condition that the transferee agrees to make a tender offer ("OPA") to purchase Company stock owned by other shareholders at the conditions and times established in applicable statutes and regulations and in the New Market Rules, in order to give them the same treatment given to the transferor.

Paragraph 1 - For the purposes hereof, Control and related terms mean the power actually used by a shareholder to directly or indirectly, "de facto" or according to law, direct the Company's activities and guide the operation of the Company's governance bodies regardless of the shareholding position owned.

Paragraph 2 - If acquisition of Control also triggers the transferee's obligation to make the OPA required under Article 45 herein, the purchase price in the OPA will be the greater of the prices calculated under Article 43 and Article 45, Paragraph 2, herein.

Article 44 - In the event of an indirect transfer of Control, the transferee shall for OPA price definition purposes disclose the value ascribed to the Company and the valuation report in support thereof.

Article 45 - Any transferee that acquires or becomes the owner of Company stock corresponding to no less than thirty-five percent (35%) of total Company stock shall within sixty (60) days from the day of the acquisition or of the event that caused that transferee to own no less than thirty-five percent (35%) of total Company stock make an OPA for the full Company stock pursuant to applicable CVM regulations, to New Market Rules, to other B3 rules and hereto.

Paragraph 1 - The OPA will be: (i) open to all Company shareholders without distinction; (ii) performed through an auction at B3; (iii) initiated at the price calculated pursuant to Paragraph 2 to this Article; and (iv) paid in cash, in Brazilian currency, in consideration for the purchase of Company stock under the OPA.

Paragraph 2 - The purchase price for each Company share under the OPA will not be lower than the highest of: (i) one hundred and thirty percent (130%) of the highest unit price for Company stock during the twelve (12) months prior to the OPA on any stock exchange on which Company stock is traded; (ii) one hundred and thirty percent (130%) of the highest unit price the transferee paid during the twelve (12) months prior to the OPA for any Company share or share lot; and (iii) the economic value found in a valuation report.

Paragraph 3 - Shareholders holding shares representing at least 10% of owners' capital may request a new valuation report prepared in the same manner as that referred to in item (iii) to Paragraph 2 to this Article but by a different institution. (I) If the new report finds a price per share lower than that found under Paragraph 2 to this Article, the higher price will prevail and the shareholders who requested the new report shall fully bear its cost in proportion to their interest in owners' capital. (II) If the report prepared under this Paragraph finds a price per share higher than that found under Paragraph 2 to this Article, the transferee may: (1) cancel the OPA, in which circumstance the transferee shall dispose of the excess stock within three months from its acquisition and the shareholders who requested the new report shall fully bear its cost in proportion to their interest in owners' capital; (2) perform the OPA at the share price found in the new report, in which circumstance the Company shall fully bear the cost of the report.

- Paragraph 4 - If the OPA price is reviewed under Paragraph 3 to this Article and if the transferee does not cancel the OPA, the auction will begin with the new price and a notice of significant fact will be published announcing the new price and the continuation or cancellation of the OPA.
- Paragraph 5 - The procedure below will be followed in relation to OPA price reviews:
- (i) requests for preparation of new valuation reports, accompanied by support documentation and other evidence showing defects or inaccuracies in the calculation method or valuation criteria used must be submitted no later than fifteen (15) days after publication of the tender offer price and will suspend the registration proceeding or, if that proceeding is by then complete, will cause the postponement of the OPA auction; the transferee shall then publish a notice of significant fact announcing the postponement and the date of the meeting of the Board of Directors wherein a new specialized company will be chosen to prepare the report.
 - (ii) if the Board of Directors rejects the request for a new Company valuation report, the registration proceeding will resume or the OPA will run the remainder of its course, as the case may be, and in the latter circumstance the transferee shall publish a notice of significant fact announcing the new date of the auction;
 - (iii) if the valuation report finds a price no greater than the OPA price found under Paragraph 2 to this Article, the registration proceeding will resume or the OPA will run the remainder of its course, as the case may be, and in the latter circumstance the transferee shall publish a notice of significant fact announcing the new date of the auction;
 - (iv) if the valuation report finds a price greater than the OPA price found under Paragraph 2 to this Article, the transferee shall no later than five (5) days after the report is submitted publish a notice of significant fact announcing if the OPA will resume or be cancelled and, in the former circumstance, if the registration proceeding will resume or if the OPA will run the remainder of its course, as the case may be; in the latter circumstance, the transferee shall publish a notice of significant fact announcing the new date of the auction and the new price;
 - (v) the fifteen-day (15) time period established in item (i) to this Paragraph 5 will begin to run when the original valuation report is submitted to CVM or when it is made available as mentioned in item (viii) to this Paragraph 5, if the latter circumstance occurs earlier, and the transferee shall publish a notice of significant fact announcing the submission of the report;
 - (vi) in the meeting that decides to commission a new valuation, the Board of Directors shall appoint the advisor responsible for preparing the report, approve its compensation, establish a time period not exceeding thirty (30) days for completion of those services and order the report to be submitted to the Company, through its Investor Relations Officer, to the stock exchange where the auction is to be held, and to CVM (also to the latter's electronic address in the specific format indicated by CVM);
 - (vii) the institution charged with preparing the valuation report shall also, on the same day when the report is submitted to CVM, report to the intermediary institution for the OPA, pursuant to Article 4, IV, in CVM Instruction no. 361 dated March 5, 2002 ("CVM Instruction 361"), the result of the valuation so that said institution and the transferee can take appropriate action, including in relation to items (iii) and (iv) to this Paragraph 5;
 - (viii) the valuation report referred to in this Paragraph 5 will be available in the same places, and in the same format, as the valuation report referred to in Article 8 in CVM Instruction 361;

(ix) the minutes of the meeting of the Board of Directors referred to in this Paragraph 5 will necessarily include the names of the shareholders who requested a new valuation, for the potential purposes of item (I) and (II.2) to Paragraph 3 to this Article 45.

- Paragraph 6 - The occurrence of the OPA mentioned in the head provision in this article will not exclude the possibility that another Company shareholder or the very Company make a competing OPA under applicable regulations.
- Paragraph 7 - The transferee shall within the regulatory deadlines comply with any OPA-related request or requirement CVM makes pursuant to law.
- Paragraph 8 - If the transferee does not perform the obligation imposed in this Article, including in relation to the deadlines (i) to hold the OPA; or (ii) to comply with any CVM request or requirement or with the obligations established in Article 53 herein, the Company's Board of Directors shall call a Special Shareholders' Meeting, in which the transferee will have no vote, to resolve the suspension under Article 120 in the Corporations Act of the exercise of the rights of the transferee that failed to perform an obligation imposed in this Article, without prejudice to damages for the losses the transferee's non-performance of the obligations imposed in this Article caused to other shareholders.
- Paragraph 9 - Any transferee that acquires or becomes the owner of other rights, usufruct and "fideicommissum", on Company stock corresponding to no less than thirty-five percent (35%) of total Company stock shall also within sixty (60) days from the day of that acquisition or of the event that caused that transferee to own said rights on no less than thirty-five percent (35%) of total Company stock make or request the registration of an OPA as described in this Article.
- Paragraph 10 - The obligations contained in Article 254-A in the Corporations Act and in Articles 43 and 44 herein do not release the transferee from complying with the obligations contained in this Article, except for the provisions in Articles 53 and 54 herein.
- Paragraph 11 - This Article does not apply to any person that becomes the owner of Company stock corresponding to no less than thirty-five percent (35%) of total Company stock: (i) in consequence of legal succession, provided that the shareholder disposes of the excess stock within sixty (60) days from the relevant event; (ii) because another company was merged into the Company; (iii) because another company became a wholly-owned subsidiary of the Company; or (iv) in consequence of the subscription of Company stock in a single primary issue approved by Company shareholders in a Shareholders' Meeting called by the Board of Directors and if the stock issue price for the relevant capital increase was based on the economic value found in an economic and financial valuation of the Company prepared by a specialized company with proven experience in appraising public companies.
- Paragraph 12 - The calculation of the thirty-five percent (35%) of total Company stock referred to in the head provision in this Article will exclude any involuntary increases in the relevant ownership interest due to the cancellation of treasury shares or the reduction of the owners' capital stock following the cancellation of shares.
- Paragraph 13 - If the price calculation method applicable under CVM regulations to find the share purchase price for the OPA referred to in this Article finds a purchase price higher than that found under Paragraph 2 to this Article, the purchase price calculated in compliance with CVM regulations will be the one used in the OPA referred to in this Article.

Article 46 - The valuation report referred to in Article 45, Paragraphs 2 and 3, herein will be prepared by a specialized company with proven experience and independent from the Company, its Managers, Directors and Controllers, as well as from their decision-making power. Said report will also meet the requirements in Paragraph 1 to Article 8 in the Corporations Act and contain the liability referred to in Paragraph 6 to that same Article 8.

Paragraph 1 - Shareholders shall in a Shareholders' Meeting choose the specialized company that will prepare the Company economic valuation report mentioned in Article 45 from a triple list submitted by the Board of Directors. That resolution will be passed by majority vote of the outstanding shares that vote on the matter in the relevant Shareholders' Meeting, blank votes excluded. Outstanding shares are considered to be all shares issued by the Company, excluding those owned by the Controlling shareholder(s), by persons linked to the Controlling shareholder(s) and by the Company's Managers and Directors and those held in treasury. The Shareholders' Meeting referred to in this Paragraph 1 will be called to order on first call with the presence of shareholders representing at least twenty percent (20%) of outstanding shares or on second call with the presence of shareholders representing any number of outstanding shares.

Paragraph 2 - The Board of Directors shall decide on the preparation of a new Company valuation and choose who will prepare the valuation report referred to in Article 45, Paragraphs 2 and 3, herein.

Paragraph 3 - The costs of preparing the valuation report will be fully borne by the transferee that makes the tender offer to purchase the shares, as the case may be, except as otherwise established in Paragraph 3 to Article 45 herein.

Article 47 - B3 will allow voluntary New Market delisting only if preceded by an OPA in compliance with the procedures established in CVM regulation on OPAs for cancellation of public company registration and with the requirements in the New Market Rules.

Article 48 - Voluntary New Market delisting may occur regardless of the OPA mentioned in Article 47 above if shareholders decide in a Shareholders' Meeting to waive it.

Paragraph 1 - The Shareholders' Meeting referred to in the head provision will be called to order on first call with the presence of shareholders representing at least two thirds (2/3) of the Company's total outstanding shares, as defined in the New Market Rules.

Paragraph 2 - If the quorum mentioned in Paragraph 1 is not reached, the Shareholders' Meeting may be called to order on second call with the presence of shareholders representing any number of outstanding shares.

Paragraph 3 - The resolution waiving the OPA will be passed with the majority vote of the shareholders representing outstanding shares present in the Shareholders' Meeting.

Article 49 - The Company's New Market delisting due to non-compliance with obligations contained in the New Market Rules is contingent on the occurrence of an OPA with the same characteristics of the OPA required for voluntary New Market delisting.

Sole Paragraph - If the percentage required for delisting under the New Market Rules is not achieved in the OPA, the Company's stock will continue to be therein traded for six (6) months after the occurrence of the OPA, without prejudice to the enforcement of any pecuniary penalties established in the New Market Rules.

Article 50 - If there is no Controlling shareholder and B3 suspends the Company from the New Market in consequence of non-compliance with obligations contained in the New Market Rules, the Chair of the Board of Directors shall within two (2) days from the suspension order, considering only those days when are published the newspapers typically used by the Company, call a Special Shareholders' Meeting to resolve the replacement of the full Board of Directors.

Paragraph 1 - If the Chair of the Board of Directors fails to call the Special Shareholders' Meeting referred to in the head provision in this Article within the relevant time period, any shareholder of the Company may do so.

Paragraph 2 - The new Board of Directors elected in the Special Shareholders' Meeting referred to in the head provision and in Paragraph 1 to this Article shall cure the non-performance of the obligations contained in the New Market Rules in the shorter of the shortest possible time or within any new time B3 allows therefor.

Article 51 - A single OPA may be held for more than one of the purposes mentioned in this Chapter VII, in the New Market Rules or in CVM regulations, provided that the requirements for all pertinent types of OPA are satisfied, that no harm is caused to the target public of the offer and that CVM authorization is obtained when required by applicable statutes.

Article 52 - The Company or the shareholders that make the OPA mentioned in this Chapter VII, in the New Market Rules or in CVM regulations may make the OPA through any shareholder, third party and, as the case may be, through the Company. The Company or the shareholder, as the case may be, will not be released from the obligation to make the OPA until it is completed in compliance with applicable rules.

Article 53 - Any transferee who has subscribed and/or acquired Company stock corresponding to no less than ten percent (10%) of owners' capital and that wishes to purchase more Company shares in a stock exchange shall prior to each new purchase give the Company, through the broker that will be used for said purchase, at least three (3) business days' written notice of its intention to purchase more Company shares, counted from the day when the new purchase is scheduled to occur.

CHAPTER VIII ARBITRATION

Article 54 - The Company, its shareholders, Managers, Directors, full and alternate members of the Supervisory Board, if any, agree to submit to arbitration administered by the Market Arbitration Chamber pursuant to its rules, any and all dispute or disagreements they may have in relation to or arising from their capacity as issuer, shareholders, managers, directors and members of the supervisory board, especially those arising from the provisions in Law 6385/76, in the Corporations Act, herein, in any shareholders' agreements filed at the Company's head office, in regulations published by the National Monetary Council, the Central Bank of Brazil and by CVM, as well as in any other rules applicable to capital market transactions in general, in addition to those in the New Market Rules, in other B3 rules and the New Market Participation Agreement.

Sole Paragraph - Without prejudice to the validity of this arbitration clause, any interlocutory relief the parties seek before the arbitration tribunal is established will be requested from the Judiciary pursuant to item 5.1.3 in the Market Arbitration Chamber Arbitration Rules.

CHAPTER IX WINDING UP THE COMPANY

Article 55 - The Company will be wound up in the circumstances established in statute and shareholders shall in a Shareholders' Meeting appoint the liquidator or liquidators. The Supervisor Board shall continue to operate during this time, observing statutory formalities.

CHAPTER X

FINAL AND TEMPORARY PROVISIONS

Article 56 - Circumstances not herein mentioned will be resolved by shareholders in a Shareholders' Meeting and governed by the Corporations Act and by the New Market Rules.

Article 57 - The Company shall not give loans or guarantees of any kind to third parties for any reason unrelated to the Company's business interests.

Article 58 - The Company shall comply with any shareholders' agreements filed at its head office and shall not register the transfer of shares and votes cast in violation thereof in a Shareholders' Meeting or meeting of the Board of Directors.

Article 59 - The provisions in the New Market Rules will take precedence over the provisions herein if the latter operate to the detriment of the rights of beneficiaries of the tender offers herein referred to.
