

# **Valid A/S**

**Hørkær 16. 1, 2730 Herlev**

**Company reg. no. 27 67 18 53**

## **Annual report**

**1 January - 31 December 2023**

The annual report was submitted and approved by the general meeting on the 26 June 2024.

*Gabriela Morena*

---

**Gabriela Morena**  
Chairman of the meeting

## Contents

---

	<u>Page</u>
<b>Reports</b>	
Management's statement	1
Independent auditor's report	2
<b>Management's review</b>	
Company information	5
Management's review	6
<b>Financial statements 1 January - 31 December 2023</b>	
Accounting policies	7
Income statement	11
Balance sheet	12
Statement of changes in equity	14
Notes	15

Notes:

- To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.
- Please note that decimal points have not been used in the usual English way. This means that for instance USD 146.940 means the amount of USD 146,940, and that 23,5 % means 23.5 %.

## **Management's statement**

---

Today, the Board of Directors and the Managing Director have approved the annual report of Valid A/S for the financial year 1 January - 31 December 2023.

The annual report has been prepared in accordance with the Danish Financial Statements Act.

We consider the chosen accounting policy to be appropriate, and in our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023 and of the results of the Company's operations for the financial year 1 January – 31 December 2023.

Further, in our opinion, the Management's review gives a true and fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the Annual General Meeting.

Herlev, 26 June 2024

### **Managing Director**



Salvador Gerardo Cabrera Aguilar

### **Board of directors**



Ilson Roque Bressan  
Chairman



Salvador Gerardo Cabrera Aguilar



Olavo Regal Maia Mendes Vaz

## **Independent auditor's report**

---

### **To the Shareholder of Valid A/S**

#### **Opinion**

We have audited the financial statements of Valid A/S for the financial year 1 January - 31 December 2023, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes, for the Company. The financial statements are prepared under the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023, and of the results of the Company's operations for the financial year 1 January - 31 December 2023 in accordance with the Danish Financial Statements Act.

#### **Basis for conclusion**

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Management's Responsibilities for the Financial Statements**

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

## **Independent auditor's report**

---

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

### **Statement on Management's Review**

Management is responsible for Management's Review.

Our opinion on the financial statements does not cover Management's Review, and we do not express any form of assurance conclusion thereon.

## **Independent auditor's report**

---

In connection with our audit of the financial statements, our responsibility is to read Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

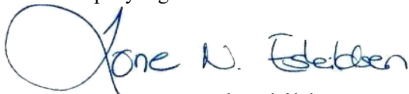
Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that Management's Review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of Management's Review.

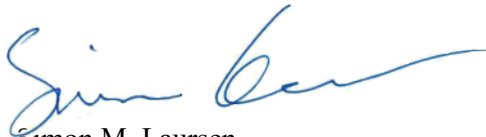
Aarhus, 26 June 2024

### **EY Godkendt Revisionspartnerselskab**

EY Godkendt Revisionspartnerselskab  
Company reg. no. 30 70 02 28



Lone Nørgaard Eskildsen  
State Authorised Public Accountant  
mne32085



Simon M. Laursen  
State Authorised Public Accountant  
mne45894

## Company information

---

**The company**

Valid A/S  
Hørkær 16. 1  
2730 Herlev

Company reg. no. 27 67 18 53  
Established: 31 March 2004  
Domicile: Herlev, Denmark  
Financial year: 1 January - 31 December

**Board of directors**

Iison Roque Bressan, Chairman  
Salvador Gerado Cabrera Aguilar  
Olavo Regal Maia Mendes Vaz

**Managing Director**

Salvador Gerardo Cabrera Aguilar

**Auditors**

EY Godkendt Revisionspartnerselskab  
Værkmestergade 25  
8100 Aarhus C

**Parent company**

Valid Soluciones Tecnologicas S.A.U. Madrid, Spanien/Spain

**Subsidiaries**

Valid Holding Denmark ApS, Denmark  
Valid Panama Inc, Panama  
Valid South Africa (Pty) Ltd, South Africa  
Valid Africa Ltd, Mauritius  
Valid Middle East FZE, United Arab Emirates  
Valid Technologies India Pvt Ltd, India  
Valid Asia Pte Ltd, Singapore  
PT Valid Technologies Indonesia Ltd, Indonesia  
Valid Logistics Ltd, Mauritius  
Logos Smart Card A/S, Denmark

## **Management's review**

---

### **Description of key activities of the company**

The Company's primary activities consist of owning shares in subsidiaries.

### **Development in activities and financial matters**

The income statement for 2023 shows a profit of USD -145.238 against USD 3.815.331 last year, and the balance sheet at 31 December 2023 shows equity of USD 5.501.576.

### **Events occurring after the end of the financial year**

No events materially affecting the Company's financial position have occurred subsequent to the financial year end.



## **Accounting policies**

---

The annual report for Valid A/S has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class B enterprises. Furthermore, the company has decided to comply with certain rules applying to reporting class C enterprises.

No consolidated financial statements have been prepared pursuant to section 112 (1) of the Danish Financial Statements Act. The financial statements of Valid A/S and its group enterprises are included in the consolidated financial statements for Valid Soluciones S.A., Laura Maiello Kook, No. 511, Ipanema das Pedras, Sorocaba, Sao Paula, Brazil, reg. no. 35.3.0060022-3.

### **Reporting currency**

The financial statements are presented in USD, as the Company's most significant transactions are settled in USD. At the balance sheet date, the DKK/USD exchange rate was 6,71561 and the previous year balance sheet date, the DKK/USD exchange rate was 6,98427.

### **Foreign currency translation**

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables, payables, and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

## **Income statement**

### **Other external expenses**

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to administration etc.

### **Financial income and expenses**

Financial income and expenses are recognised in the income statement with the amounts concerning the financial year. Net financials include income and expenses as well as allowances and surcharges under the advance -payment-of-tax scheme, etc. .

### **Results from investments in group enterprises**

The item includes dividends from investments in subsidiaries. Dividends are recognised in the income statement in the financial year when the dividend is declared.

## Accounting policies

---

### **Tax on net profit or loss for the year**

Tax for the year comprises the current income tax for the year and changes in deferred tax and is recognised in the income statement with the share attributable to the net profit or loss for the year and directly in equity with the share attributable to entries directly in equity.

The entity is jointly taxed with other group entities. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

## Statement of financial position

### **Investments**

#### **Investments in subsidiaries**

Investments in subsidiaries and associates are measured at cost, which included the cost of acquisition calculated at fair value plus direct costs of acquisition. If there is evidence of impairment, an impairment test is conducted. Where the carrying amount exceeds the recoverable amount, a write-down is made to such lower value.

#### **Impairment loss relating to non-current assets**

The carrying amount of investments in subsidiaries is assessed for impairment on an annual basis.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets and expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Previously recognised impairment losses are reversed when reason for recognition no longer exists. Impairment relating to goodwill is not reversed.

### **Receivables**

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

## **Accounting policies**

---

Impairment losses are calculated as the difference between the carrying amount of accounts receivable and the present value of the expected cash flows, including the realisable value of any securities received. The effective interest rate for the individual account receivable or portfolio is used as the discount rate.

### **Prepayments**

Prepayments recognised under assets comprise prepaid expenses regarding subsequent financial reporting year.

### **Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and on hand.

### **Equity**

#### **Dividend**

Dividend expected to be distributed for the year is recognised as a separate item under equity.

### **Income tax and deferred tax**

As administration company, Valid A/S is liable to the tax authorities for the subsidiaries' corporate income taxes.

Current tax liabilities and current tax receivable are recognised in the statement of financial position as calculated tax on the taxable income for the year, adjusted for tax of previous years' taxable income and for tax paid on account.

The company is jointly taxed with consolidated Danish companies. The current corporate income tax is distributed between the jointly taxed companies in proportion to their taxable income and with full distribution with reimbursement as to tax losses. The jointly taxed companies are comprised by the Danish tax prepayment scheme.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the assets or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and the tax rates applicable to the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

### **Liabilities other than provisions**

Financial liabilities are measured at amortised cost.

## **Accounting policies**

---

Other liabilities are measured at net realisable value.

## Income statement 1 January - 31 December

All amounts in USD.

<u>Note</u>	<u>2023</u>	<u>2022</u>
Other external expenses	-97.536	-233.756
<b>Gross profit</b>	<b>-97.536</b>	<b>-233.756</b>
Income from investments in group enterprises	0	4.000.000
Other financial income	11.983	14.092
Other financial expenses	-17.010	-15.422
<b>Pre-tax net profit or loss</b>	<b>-102.563</b>	<b>3.764.914</b>
1 Tax on net profit or loss for the year	-42.675	50.417
<b>Net profit or loss for the year</b>	<b>-145.238</b>	<b>3.815.331</b>
<b>Proposed distribution of net profit:</b>		
Extraordinary dividend distributed during the financial year	0	4.000.000
Dividend for the financial year	5.000.000	0
Allocated from retained earnings	-5.145.238	-184.669
<b>Total allocations and transfers</b>	<b>-145.238</b>	<b>3.815.331</b>

**Balance sheet at 31 December**

All amounts in USD.

<b>Assets</b>		
<u>Note</u>	<u>2023</u>	<u>2022</u>
<b>Non-current assets</b>		
2 Investments in group enterprises	6.804.146	6.804.146
Total investments	6.804.146	6.804.146
<b>Total non-current assets</b>	<b>6.804.146</b>	<b>6.804.146</b>
<b>Current assets</b>		
Prepayments	1.706	65.655
Total receivables	1.706	65.655
Cash and cash equivalents	6.630	6.313
<b>Total current assets</b>	<b>8.336</b>	<b>71.968</b>
<b>Total assets</b>	<b>6.812.482</b>	<b>6.876.114</b>

**Balance sheet at 31 December**

All amounts in USD.

<b>Equity and liabilities</b>		
<u>Note</u>	<u>2023</u>	<u>2022</u>
<b>Equity</b>		
Contributed capital	99.974	99.974
Retained earnings	401.602	5.546.840
Proposed dividend for the financial year	5.000.000	0
<b>Total equity</b>	<b><u>5.501.576</u></b>	<b><u>5.646.814</u></b>
<b>Liabilities other than provisions</b>		
Trade payables	29.859	21.908
Payables to group enterprises	449.803	562.915
Income tax payable	831.244	644.477
Total short term liabilities other than provisions	<u>1.310.906</u>	<u>1.229.300</u>
<b>Total liabilities other than provisions</b>	<b><u>1.310.906</u></b>	<b><u>1.229.300</u></b>
<b>Total equity and liabilities</b>	<b><u>6.812.482</u></b>	<b><u>6.876.114</u></b>

**3 Charges and security****4 Contingencies****5 Related parties**

**Statement of changes in equity**

---

All amounts in USD.

	<b>Contributed capital</b>	<b>Retained earnings</b>	<b>Proposed dividend for the financial year</b>	<b>Total</b>
Equity 1 January 2023	99.974	5.546.840	0	5.646.814
Profit or loss for the year brought forward	<u>0</u>	<u>-5.145.238</u>	<u>5.000.000</u>	<u>-145.238</u>
<b>Equity 31 December 2023</b>	<b><u>99.974</u></b>	<b><u>401.602</u></b>	<b><u>5.000.000</u></b>	<b><u>5.501.576</u></b>



## Notes

---

All amounts in USD.

	<u>2023</u>	<u>2022</u>
<b>1. Tax on net profit or loss for the year</b>		
Tax on net profit or loss for the year	-21.125	-51.625
Adjustment of tax for previous years	<u>63.800</u>	<u>1.208</u>
	<u><b>42.675</b></u>	<u><b>-50.417</b></u>
<b>2. Investments in group enterprises</b>		
Acquisition sum, opening balance 1 January 2023	<u>6.804.146</u>	<u>6.804.146</u>
<b>Carrying amount, 31 December 2023</b>	<u><b>6.804.146</b></u>	<u><b>6.804.146</b></u>

Management has performed an assessment of whether are any indications that investments in group entities may be impaired and on this basis concluded that there are no impairment indicators at 31 December 2023.

### 3. Charges and security

The Company has not provided any security or other collateral in assets at 31 December 2023.

### 4. Contingencies

#### Joint taxation

The company acts as administration company for the group of companies subject to the Danish scheme of joint taxation and is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, to pay the total corporation tax.

The company is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, for any obligations to withhold tax on interest, royalties, and dividends.

The liability relating to obligations in connection with withholding tax on dividends, interest, and royalties represents an estimated maximum of USD 0.

Any subsequent adjustments of corporate taxes or withholding taxes, etc., may result in changes in the company's liabilities.

## Notes

---

All amounts in USD.

### 5. Related parties

#### **Consolidated financial statements**

The Company is included in the consolidated financial statements of Company Valid Solucoes S.A. situated in Laura Maiello Kook, No. 511, Ipanema das Pedras, Sorocaba, Sao Paula, Brazil

The company is included in the consolidated financial statements of Company Valid Soluciones Tecnologicas S.A.U. situated in Madrid, Spain on Avenida de Manteras, 20 Edificio Tokyo Planta Baja Madrid 28050 Spain.