

Valid Holding Denmark ApS

Hørkær 16, 2. sal, 2730 Herlev

CVR no. 27 67 19 69

Annual report

for the year 1 January - 31 December 2018

Approved at the Company's annual general meeting on ~~31 May~~ ^{20 June} 2019

Chairman:





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Statement by the Board of Directors

Today, the Board of Directors has discussed and approved the annual report of Valid Holding Denmark ApS for the financial year 1 January - 31 December 2018.

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

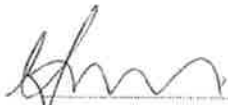
In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2018 and of the results of the Company's operations for the financial year 1 January - 31 December 2018.

Further, in our opinion, the Management's review gives a 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, 31 May 2019

Board of Directors:



Carlos Affonso Seigneur
d'Albuquerque
Chairman

Rita Cristiane Ribeiro
Carvalho
Vice Chairman

Salvador Gerardo Cabrera
Aguilar



Independent auditor's report

To the shareholders of Valid Holding Denmark ApS

Opinion

We have audited the financial statements of Valid Holding Denmark ApS for the financial year 1 January - 31 December 2018, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with 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 2018 and of the results of the Company's operations for the financial year 1 January - 31 December 2018 in accordance with the Danish Financial Statements Act.

Basis for opinion

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements.

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 as to 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 the financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism 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.

Independent auditor's report

- ▶ 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 note 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 the Management's review

Management is responsible for the Management's review.

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

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the 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 the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the 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 the Management's review.

Copenhagen, 31 May 2019

ERNST & YOUNG

Godkendt Revisionspartnerselskab

CVR no. 30 70 02 28



Lars Hansen
State Authorised Public Accountant
mne24828



Rasmus Bloch Jespersen
State Authorised Public Accountant
mne35503



Management's review

Company details

Name	Valid Holding Denmark ApS
Address, Postal code, City	Hørkær 16, 2. sal, 2730 Herlev
CVR no.	27 67 19 69
Registered office	Herlev
Financial year	1 January - 31 December
Board of Directors	Carlos Affonso Seigneur d'Albuquerque, Chairman Rita Cristiane Ribeiro Carvalho, Vice Chairman Salvador Gerardo Cabrera Aguilar
Executive Board	Salvador Gerardo Cabrera Aguilar, (Adm. dir.)
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Osvald Helmuths Vej 4, P.O. Box 250, 2000 Frederiksberg, Denmark



Management's review

Business review

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

Financial review

The income statement for 2018 shows a profit of USD 159,416 against a loss of USD 19,749 last year, and the balance sheet at 31 December 2018 shows equity of USD 3,092,046.

Events after the balance sheet date

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



Financial statements 1 January - 31 December

Income statement

Note	USD	2018	2017
	Other external expenses	-12,116	-42,146
	Gross margin	-12,116	-42,146
	Income from investments in group entities	182,051	13,400
	Financial income	4,304	12,857
	Other financial expenses	-9,349	-3,287
	Profit/loss before tax	164,890	-19,176
2	Tax for the year	3,629	7,167
	Other taxes	-9,103	-7,740
	Profit/loss for the year	159,416	-19,749
	Recommended appropriation of profit/loss		
	Retained earnings/accumulated loss	159,416	-19,749
		159,416	-19,749



Financial statements 1 January - 31 December

Balance sheet

Note	USD	2018	2017
	ASSETS		
	Fixed assets		
3	Investments		
	Investments in group entities	2,755,103	2,755,103
		<u>2,755,103</u>	<u>2,755,103</u>
	Total fixed assets	<u>2,755,103</u>	<u>2,755,103</u>
	Non-fixed assets		
	Receivables		
	Receivables from group entities	287,770	111,413
		<u>287,770</u>	<u>111,413</u>
	Cash	55,248	82,942
	Total non-fixed assets	<u>343,018</u>	<u>194,355</u>
	TOTAL ASSETS	<u>3,098,121</u>	<u>2,949,458</u>
	EQUITY AND LIABILITIES		
	Equity		
4	Share capital	23,696	23,696
	Retained earnings	3,068,350	2,908,934
	Total equity	<u>3,092,046</u>	<u>2,932,630</u>
	Liabilities other than provisions		
	Current liabilities other than provisions		
	Trade payables	6,075	8,650
	Payables to group entities	0	8,178
		<u>6,075</u>	<u>16,828</u>
	Total liabilities other than provisions	<u>6,075</u>	<u>16,828</u>
	TOTAL EQUITY AND LIABILITIES	<u>3,098,121</u>	<u>2,949,458</u>

1 Accounting policies

5 Contractual obligations and contingencies, etc.

6 Related parties



Financial statements 1 January - 31 December

Statement of changes in equity

USD	Share capital	Retained earnings	Total
Equity at 1 January 2018	23,696	2,908,934	2,932,630
Transfer through appropriation of profit	0	159,416	159,416
Equity at 31 December 2018	23,696	3,068,350	3,092,046



Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Valid Holding Denmark ApS for 2018 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

In accordance with section 112 of the Danish Financial Statements Act, the Company has not prepared consolidated financial statements.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

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 6.52304.

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 and 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 at 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 certifications, administration, premises, bad debts, etc.

Profit from investments in subsidiaries

The item includes dividends from investments in subsidiaries.

Financial income and expenses

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

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised 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.

Balance sheet

Investments in subsidiaries

Investments in subsidiaries and associates are measured at cost, which includes 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 of fixed 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 the 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 the reason for recognition no longer exists. Impairment losses on goodwill are 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.

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

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.



Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Cash

Cash comprises cash and is subject only to minor risks of changes in value.

Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

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 asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at 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

Financial liabilities are measured at amortised cost.

Other liabilities are measured at net realisable value.

Financial statements 1 January - 31 December

Notes to the financial statements

USD	2018	2017
2 Tax for the year		
Estimated tax charge for the year	-3,629	-7,167
	<u>-3,629</u>	<u>-7,167</u>

Specified as follows:

Tax for the year	-3,629	-7,167
	<u>-3,629</u>	<u>-7,167</u>

3 Investments

USD	Investments in group entities
Cost at 1 January 2018	2,755,103
Cost at 31 December 2018	2,755,103
Carrying amount at 31 December 2018	<u>2,755,103</u>

Management has performed an assessment of whether there 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 2018.

Name	Domicile	Interest
Subsidiaries		
Valid Panama Inc	Panama	100.00%
Valid Europe A/S	Denmark	100.00%
Valid Technologies Solutions ApS	Denmark	100.00%
Valid South Africa (Pty) Ltd	South Africa	70.00%
Valid Africa Ltd	Mauritius	100.00%
	United Arab	
	Emirates	100.00%
Valid Middle East FZE	India	99.99%
Valid Technologies India Pvt Ltd	Singapore	100.00%
Valid Asia Pte Ltd	Indonesia	99.00%
PT Valid Technologies Indonesia	Taiwan	51.00%
Valid Card Manufacturing Taiwan Ltd		

4 Share capital

Analysis of changes in the share capital over the past 5 years:

EUR	2018	2017	2016	2015	2014
Opening balance	18,000	18,000	18,000	18,000	18,000
	<u>18,000</u>	<u>18,000</u>	<u>18,000</u>	<u>18,000</u>	<u>18,000</u>



Financial statements 1 January - 31 December

Notes to the financial statements

5 Contractual obligations and contingencies, etc.

Other contingent liabilities

The Company is jointly taxed with its parent company, Valid A/S, CVR no. 27 67 18 53, which acts as management company, and is jointly and severally liable with other jointly taxed group entities for payment of income taxes as well as withholding taxes on interest, royalties and dividends.

6 Related parties

Information about consolidated financial statements

<u>Parent</u>	<u>Domicile</u>	<u>Requisitioning of the parent company's consolidated financial statements</u>
Valid Soluções S.A.	Rio de Janeiro, Brazil	Av. Pres. Wilson, 231-16 ^o floor, Centro, Rio de Janeiro, 20030-905
Valid Soluciones Tecnologicas S.A.U.	Madrid, Spain	Avenida de Monteras, No 20 Business Park Isla de Chamartin Building B (Tokyo), 3rd Floor 28050 Madrid