

Quarterly Information - ITR

Méliuz S.A.

September 30, 2024
with Independent Auditor's Report



Méliuz S.A.

Quarterly Information - ITR

September 30, 2024

Table of Contents

Review report quarterly information.....	1
Parent company and consolidated interim accounting information	
Balance sheets	3
Income statements.....	5
Comprehensive income statements.....	6
Statements of changes in equity	7
Statements of Cash flows	8
Statements of value added	9
Notes to the parent company and consolidated interim financial statements.....	10

A free translation from Portuguese into English of Independent Auditor's Review Report on quarterly information prepared in Brazilian currency in accordance with NBC TG 21 and IAS 34 applicable to the preparation of Quarterly Information (ITR) and the rules issued by the Brazilian Securities and Exchange Commission (CVM)

Independent auditor's review report on quarterly information

To the Shareholders, Board of Directors and Officers of
Méliuz S.A.
São Bernardo do Campo - SP

Introduction

We have reviewed the parent company and consolidated interim financial information of Méliuz S.A. (the "Company"), contained in the Quarterly Information Form (ITR) for the quarter ended September 30, 2024, comprising the statement of financial position as at September 30, 2024 and the related statements of income, of comprehensive income, of changes in equity and of cash flows for the nine-months period then ended, and notes the interim financial information, including material accounting policies and other financial information.

Responsibilities of the executive board for the interim financial information

The executive board is responsible for the preparation of the parent company and consolidated interim financial information in accordance with Accounting Pronouncement NBC TG 21 and IAS 34 - Interim Financial Reporting, issued by the International Accounting Standards Board (IASB), as well as for the fair presentation of this information in accordance with the rules issued by the Brazilian Securities and Exchange Commission (CVM) applicable to the preparation of the Quarterly Information (ITR). Our responsibility is to express a conclusion on this interim financial information based on our review.

Scope of review

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

Conclusion on the parent company and consolidated interim financial information

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

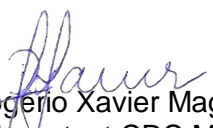
Other matters

Statements of value added

The quarterly information referred to above includes the parent company and consolidated statements of value added (SVA) for the nine-month period ended September 30, 2024, prepared under the responsibility of the Company's executive board and presented as supplementary information for the purposes of IAS 34. These statements were subject to review procedures performed together with the review of the quarterly information, in order to determine whether they are reconciled with the parent company and consolidated interim financial information and accounting records, as applicable, and whether their form and content are in accordance with the criteria provided for in NBC TG 09 - Statement of Value Added. Based on our review, nothing has come to our attention that causes us to believe that these statements of value added were not prepared, in all material respects, in accordance with the criteria set forth by this Standard and consistently with the parent company and consolidated interim financial information taken as a whole.

Belo Horizonte (MG), November 05, 2024.

ERNST & YOUNG
Auditores Independentes S/S Ltda.
CRC SP-015199/O



Rogério Xavier Magalhães
Accountant CRC MG-080613/O

Méliuz S.A.

Balance sheets
September 30, 2024
(In thousands of Reais)

Notes	Parent Company		Consolidated	
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Assets				
Current Assets				
Cash and cash equivalents	3.a	22,676	55,929	34,161
Trade accounts receivable	4	12,642	32,437	21,911
Bonds and securities	3.b	207,179	592,920	207,336
Recoverable taxes	5	14,678	7,076	16,376
Custody of crypto-assets	6.1	-	-	16,222
Crypto portfolio	6.1	-	-	412
Amounts receivable from related parties		102	-	-
Other assets	6.2	4,268	4,512	5,335
Total current assets		261,545	692,874	301,753
Non-current assets				
Long-term receivables				
Deferred taxes	16.b	55,094	55,094	55,094
Other assets	6.2	4,165	10,946	3,787
Total long-term assets		59,259	66,040	58,881
Investments	8	99,643	177,697	2,901
Fixed assets	9	1,268	1,992	1,447
Commercial leasing - right of use	10	-	-	237
Intangible assets	11	17,200	9,792	105,419
Total non-current assets		177,370	255,521	168,885
Total assets		438,915	948,395	470,638

	Notes	Parent Company		Consolidated	
		September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Liabilities					
Current Assets					
Suppliers	13	6,358	2,795	8,431	5,104
Labor and tax obligations	14	25,058	41,079	29,021	44,614
Income tax and social contribution payable	16	5,326	1,359	6,964	2,402
Provision for cashback	15	12,147	19,952	12,925	20,997
Commercial leasing payable	10	-	-	155	350
Minimum dividends payable		14	19	14	19
Custody of crypto-assets	6.1	-	-	16,222	12,231
Deferred income	12	5,749	5,749	5,801	5,996
Earn-out payable	17.a.i	-	37,839	-	37,839
Advances		23	161	37	165
Other liabilities		6,646	1,747	6,848	1,855
Total current liabilities		61,321	110,700	86,418	131,572
Non-current assets					
Commercial leasing payable	10	-	-	96	496
Provision for cashback	15	249	409	2,584	3,138
Deferred taxes		-	-	51	378
Labor and tax obligations	14	525	951	525	955
Earn-out payable	17.a.i	6,018	5,572	6,018	5,572
Call option	17.b	23,741	23,741	23,741	23,741
Deferred income	12	24,432	28,743	24,432	28,743
Provisions for tax, civil and labor risks	19.a	2,724	1,800	2,810	1,911
Other liabilities		-	-	2	2
Total non-current liabilities		57,689	61,216	60,259	64,936
Net Equity	18				
Share Capital		390,407	920,482	390,407	920,482
Capital Reserve		(36,617)	(31,013)	(36,617)	(31,013)
Other comprehensive income		(2,744)	(3,435)	(2,744)	(3,435)
Accrued profit (loss)		(31,141)	(109,555)	(31,141)	(109,555)
Shareholder's equity attributable to controlling shareholders		319,905	776,479	319,905	776,479
Shareholder's equity attributable to non-controlling shareholders		-	-	4,056	6,008
Total net worth		319,905	776,479	323,961	782,487
Total liabilities and shareholders' equity		438,915	948,395	470,638	978,995

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

Méliuz S.A.

Income statements

Three- and nine-month periods ended September 30, 2024 and 2023

(In thousands of Reais, except basic and diluted earnings per share)

	Notes	Parent Company				Consolidated			
		Three-month period ended on		Nine-month period ended on		Three-month period ended on		Nine-month period ended on	
		September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Continuing operations									
Net revenues	20	75,034	54,258	213,180	178,913	90,288	70,420	260,341	226,220
Operating expenses									
Cashback expenses		(40,158)	(27,006)	(109,138)	(98,272)	(40,868)	(28,885)	(111,134)	(104,213)
Personnel expenses		(18,205)	(15,921)	(44,885)	(60,605)	(22,763)	(20,357)	(58,715)	(74,265)
Commercial and marketing expenses		(4,306)	(2,399)	(8,817)	(8,310)	(9,761)	(5,577)	(22,461)	(17,129)
Software expenses		(2,067)	(1,813)	(5,919)	(8,212)	(2,750)	(2,393)	(7,774)	(10,161)
General and administrative expenses		(1,341)	(965)	(3,715)	(4,901)	(6,066)	(13,223)	(28,172)	(35,655)
Third-party services		(2,084)	(2,120)	(7,333)	(15,914)	(2,797)	(2,436)	(9,287)	(16,689)
Depreciation and amortization		(3,032)	(2,167)	(7,446)	(4,992)	(3,122)	(2,724)	(7,770)	(6,667)
Assets impairment		-	-	(79,752)	-	(124)	-	(82,923)	-
Others		2,363	1,406	5,975	3,836	2,235	1,551	5,639	3,800
		(68,830)	(50,985)	(261,030)	(197,370)	(86,016)	(74,044)	(322,597)	(260,979)
Gross Profit		6,204	3,273	(47,850)	(18,457)	4,272	(3,624)	(62,256)	(34,759)
Equity Accounting		61	(627)	(1,279)	(4,019)	-	-	-	-
Income before financial result and taxes		6,265	2,646	(49,129)	(22,476)	4,272	(3,624)	(62,256)	(34,759)
Financial results	21	7,254	7,771	24,946	28,618	9,342	12,732	36,684	37,433
Result before income taxes		13,519	10,417	(24,183)	6,142	13,614	9,108	(25,572)	2,674
Current and deferred income and social contribution taxes	16.c	(4,004)	(967)	(5,326)	(967)	(4,815)	(1,497)	(7,309)	(2,810)
Net income (loss) from continuing operations		9,515	9,450	(29,509)	5,175	8,799	7,611	(32,881)	(136)
Discontinued operations									
Losses from discontinued operations		-	(2,448)	-	(22,102)	-	(2,448)	-	(22,102)
Net profit (loss) of the period		9,515	7,002	(29,509)	(16,927)	8,799	5,163	(32,881)	(22,238)
Loss for the period attributable to:									
Non-controlling shareholders		-	-	-	-	(716)	(1,839)	(3,372)	(5,311)
Controlling shareholders		-	-	-	-	9,515	7,002	(29,509)	(16,927)
Basic and diluted net income (loss) per share (in BRL)		0.11	0.08	(0.34)	(0.20)	-	-	-	-
Basic and diluted net income (loss) per share for continuing operations (in BRL)		0.11	0.11	(0.34)	0.06	-	-	-	-

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

Méliuz S.A.

Income statements comprehensive
Three- and nine-month periods ended September 30, 2024 and 2023
(In thousands of Reais)

	Parent Company				Consolidated			
	Three-month period ended on		Nine-month period ended on		Three-month period ended on		Nine-month period ended on	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Net profit (loss) of the <i>period</i>	9,515	7,002	(29,509)	(16,927)	8,799	5,163	(32,881)	(22,238)
Other comprehensive income								
Currency exchange adjustment of foreign subsidiaries	172	(265)	691	(329)	332	(517)	1,347	(651)
Total comprehensive income for the period	9,687	6,737	(28,818)	(17,256)	9,131	4,646	(31,534)	(22,889)

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

Méliuz S.A.

Statements of Changes in equity
Nine-month period ended September 30, 2024 and 2023
(In thousands of Reais)

	Share Capital	Capital Reserve				Retained earnings (loss)	Total	Non- controlling shareholders interests	Total net worth
		Goodwill on issuance of shares	Options granted	Other reserves	Other comprehens ive income				
Balances as of December 31, 2022	920,480	(16,758)	18,206	(40,840)	(3,636)	(90,996)	786,456	12,742	799,198
Losses for the period	-	-	-	-	-	(16,927)	(16,927)	(5,311)	(22,238)
Recapitalization	1	-	-	-	-	-	1	-	1
Options granted	-	-	11,533	-	-	-	11,533	-	11,533
Others	-	-	-	-	-	-	-	73	73
Currency exchange adjustment	-	-	-	-	(329)	-	(329)	(322)	(651)
Balances as of September 30, 2023	920,481	(16,758)	29,739	(40,840)	(3,965)	(107,923)	780,734	7,182	787,916
Balances as of December 31, 2023	920,482	(16,758)	18,652	(32,907)	(3,435)	(109,555)	776,479	6,008	782,487
Recapitalization	7,848	-	-	(7,844)	-	-	4	-	4
Reduction of share capital	(537,923)	-	-	-	-	107,923	(430,000)	-	(430,000)
Net profit (loss) of the period	-	-	-	-	-	(29,509)	(29,509)	(3,372)	(32,881)
Options granted	-	-	2,240	-	-	-	2,240	-	2,240
Currency exchange adjustment	-	-	-	-	691	-	691	656	1,347
Addition of minority due to business combination	-	-	-	-	-	-	-	764	764
Balances as of September 30, 2024	390,407	(16,758)	20,892	(40,751)	(2,744)	(31,141)	319,905	4,056	323,961

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

Méliuz S.A.

Statements of Cash Flows

Nine-month period ended September 30, 2024 and 2023

(In thousands of Reais)

	Parent Company		Consolidated	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Operating Activities				
Earnings before income taxes from discontinued operations	(24,183)	6,142	(25,572)	2,674
Result of the period before taxes from discontinued operations	-	(22,102)	-	(22,096)
Earnings before income taxes	(24,183)	(15,960)	(25,572)	(19,422)
Adjustments for:				
Depreciation and amortization	7,446	12,573	7,770	15,326
Gain/loss on disposal of fixed assets	144	72	144	97
Net income and interest	11,832	7,375	456	(1,057)
Provision for losses expected from credit, net	(123)	4,481	(503)	3,439
Equity accounting method	1,279	18,539	-	-
Employee Benefits with Shares Options	2,240	11,533	2,240	11,533
Appropriation of deferred revenue	(4,312)	(4,312)	(4,506)	(4,312)
Provision for <i>cashback</i> , net	121,212	108,632	123,208	108,632
Provisions for tax, civil and labor risks, net	924	(57)	899	(1,818)
<i>Earn-Out</i>	-	(186)	-	(186)
Loss with investment	-	(1)	-	-
Assets impairment	79,752	-	82,923	-
Exchange Variation and Others	-	-	(603)	359
Adjusted Result	196,211	142,689	186,456	112,591
Changes in Assets and Liabilities:				
Trade accounts receivable	19,918	(2,381)	4,127	(18,933)
Recoverable taxes	(7,602)	(5,831)	(8,763)	(5,483)
Other assets	(1,076)	5,437	23,789	20,797
Amounts receivable from related parties	(102)	-	-	-
Suppliers	3,563	(1,789)	3,087	(2,151)
Labor and tax obligations	(16,447)	(11,544)	(16,105)	(13,120)
<i>Cashback</i> paid	(129,177)	(111,886)	(131,834)	(111,886)
Outstanding credits and establishments payable	-	-	-	(104,082)
Other liabilities	(1,007)	(3,022)	(905)	(12,911)
Earn-out paid	(37,839)	(8,035)	(37,839)	(8,035)
Acquisition of cryptocurrencies	-	-	(200)	(44)
IRPJ and CSLL paid	(1,359)	-	(3,080)	(2,010)
Payment of interest on leases	-	-	24	(32)
Net cash generated (used) in operating activities	25,083	3,638	18,757	(145,299)
Investment activities				
Additions to fixed assets and lease	(32)	-	(58)	(133)
Receipt from sale of fixed assets	70	544	70	556
Additions to intangible	(12,623)	(7,508)	(16,315)	(15,068)
Capital increase in subsidiary	(2,275)	-	-	-
Reduction (increase) in bonds and securities	382,456	-	387,651	-
Paid-up capital	4	1	4	1
Acquisition of equity instruments	(2,900)	(259,568)	(2,900)	(36,468)
Receipt of profit distribution	1,200	-	-	-
Receipt for sale of equity interest	-	300	-	300
Net cash generated (used) in investment activities	365,900	(266,231)	368,452	(50,812)
Financing activities				
Addition of minority due to business combination	-	-	764	-
Loan and lease payments	-	-	(284)	(372)
Decrease of excess capital	(424,231)	-	(424,231)	-
Dividends paid	(5)	-	(5)	-
Net cash generated (used) in financing activities	(424,236)	-	(423,756)	(372)
Effect of exchange variation on exchange adjustment	-	-	1,347	(651)
Net change in cash and cash equivalents	(33,253)	(262,593)	(35,200)	(197,134)
Cash and cash equivalents				
At the beginning of the period	55,929	413,667	69,361	455,772
At the end of the period	22,676	151,074	34,161	258,638
Net change in cash and cash equivalents	(33,253)	(262,593)	(35,200)	(197,134)

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

Méliuz S.A.

Statements of value added
Nine-month period ended September 30, 2024 and 2023
(In thousands of Reais)

	Parent Company		Consolidated	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Revenues				
Gross service revenues	238,221	201,919	288,299	319,861
Other revenues	6,175	5,987	6,360	7,655
Provision for losses expected from credit, net	(123)	4,481	(503)	(657)
	244,273	212,387	294,156	326,859
Inputs purchased from third parties				
Cashback costs	(121,078)	(108,622)	(123,074)	(114,563)
Third-party services	(17,102)	(25,484)	(32,706)	(38,436)
Infrastructure expenses	(6,643)	(10,893)	(9,123)	(24,501)
Assets impairment	(79,752)	-	(82,923)	-
Others	(3,644)	(9,405)	(27,349)	(81,589)
	(228,219)	(154,404)	(275,175)	(259,089)
Gross Added Value	16,054	57,983	18,981	67,770
Depreciation and amortization	(7,446)	(12,573)	(7,770)	(15,326)
Net Added Value produced	8,608	45,410	11,211	52,444
Added Value received in transfer	36,152	21,279	38,090	58,998
Equity Accounting	(1,279)	(18,539)	-	-
Financial income and exchange variation	37,431	39,818	38,090	58,998
Total added value to distribute	44,760	66,689	49,301	111,442
Distribution of the added value				
Personnel	39,506	54,212	51,174	91,001
Direct compensation	18,052	29,464	27,530	59,528
Benefits	20,045	21,986	21,594	26,426
FGTS	1,409	2,762	2,050	5,047
Taxes, fees and contributions	22,121	18,007	29,244	38,060
Federal	17,356	12,202	23,627	30,138
State	-	7	2	12
Municipal	4,765	5,798	5,615	7,910
Remuneration of third-party capital	12,642	11,397	1,764	4,619
Interests	12,210	10,776	1,104	3,535
Rentals	2	18	203	456
Others	430	603	457	628
Remuneration of equity capital	(29,509)	(16,927)	(32,881)	(22,238)
Losses for the period	(29,509)	(16,927)	(29,509)	(16,927)
Non-controlling shareholders interest in retained earnings	-	-	(3,372)	(5,311)
Distribution of the added value	44,760	66,689	49,301	111,442

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

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements

September 30, 2024

(In thousands reais, unless otherwise stated)

1. Operational Context

a) The Company

Méliuz S.A. ("Company" or "Méliuz" and together with its subsidiaries "Group" or "Cash3 Group"), is a publicly-held corporation, listed on B3 S.A. (B3), under the acronym CASH3, with headquarters at Rua José Versolato, 111, Bloco B, Sala 3014, Centro, São Bernardo do Campo - SP, was incorporated on August 11, 2011, has as its corporate purpose the exploration of a virtual portal intended for the disclosure and dissemination of brands, products, services and other advertising and publicity materials, including the lease of virtual advertising space for the insertion of texts, drawings and other materials. The Company's purpose is also to explore, on a secondary and eventual basis, activities of business intermediation and interest in other companies.

The Cash3 Group consists of the following subsidiaries:

Investee	Control	Participation
Picodi.com S.A.	Subsidiary	51.2%
Melhor Plano Internet S.A.	Subsidiary	100%
Promobit Serviços de Tecnologia Digital Ltda.	Subsidiary	100%
Alter Pagamentos S.A.	Subsidiary	100%
Méliuz Fundo de Investimento em Direitos Creditórios	Subsidiary	100%
Zoppy Tecnologia Ltda	Others	19.4%
Gana Internet Ltda	Indirect Subsidiary	73.37%

i) *Picodi.com S.A. ("Picodi")*

Poland-based Picodi.com is an international e-commerce platform bringing together discount coupons and promotional codes and is present on five continents, in more than 44 countries and available in 19 different languages.

ii) *Melhor Plano Internet S.A. ("Melhor Plano")*

Through the Melhor Plano platform, users are able to find different offers of telecommunications plans and service packages that best suit their individual consumption profile. In the same environment, it is possible to compare the different companies in the sector of mobile or fixed telephone plans, pay TV, fixed internet and combos.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued
September 30, 2024
(In thousands reais, unless otherwise stated)

1. Operational Context--Continued

a) The Company- Continued

ii) *Melhor Plano Internet S.A. ("Melhor Plano")*--Continued

On November 16, 2022, a private instrument of purchase and sale of shares was entered into by and among Méliuz S.A ("Seller"), Lucas Tavares Vieira da Costa ("Buyer") and Gana Internet S.A ("Intervening Consenting Party"). The parties have agreed, under the terms and conditions set forth in the Agreement, on the sale and transfer by Seller to Buyer of 5,003,576 (five million three thousand five hundred seventy-six) nominative, common shares, with no par value, fully subscribed and paid up, representing 100% of Gana's share capital with all the rights they represent.

On July 31, 2024, a private instrument of purchase and sale of shares was signed between Melhor Plano ("Buyer") and Lucas Tavares Vieira da Costa ("Seller"), where Melhor Plano acquired 73.37% of the share capital of Gana Internet Ltda, the value of the transaction was BRL 2,275. Mr. Lucas Tavares Viera da Costa is a director of Gana and on 04/05/2024 was elected CEO of Melhor Plano.

For Gana, the concept of full consolidation was applied within Melhor Plano.

The corporate purpose of Gana is to operate a virtual portal for the publication and insertion of texts and content related to finance, updated periodically, in addition to the disclosure of brands, products, services and other advertising and publicity materials, including the lease of virtual advertising space.

iii) *Promobit Serviços de Tecnologia Digital Ltda. ("Promobit")*

Promobit promotes an online environment for users to exchange information and opinions about e-commerce store products and promotions.

iv) *Alter Pagamentos S.A. ("Alter")*

Alter is a startup specialized in cryptoassets trading, consolidating a cryptocurrency portfolio in a single application with the integration of a digital account.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

1. Operational Context--Continued

a) The Company- Continued

v) *Méliuz Fundo de Investimento em Direitos Creditórios ("FIDC")*

The FIDC aims to offer a credit product to its users who hold the new Méliuz card. In March 2022, a total of 27,500 junior subordinated units ("Units") were subscribed to the Méliuz Fundo de Investimento em Direitos Creditórios ("FIDC"), incorporated for an indefinite time, with the specific purpose of concentrating the operation to accelerate receivables in the Bankly's credit system and a paid-up capital which position on September 30, 2024 was BRL 27,975 (BRL 25,900 on December 31, 2023). The concept of full consolidation was applied for the FIDC.

vi) *Zoppy Tecnologia Ltda ("Zoppy")*

On April 4, 2024, the Company acquired 19.4% of Zoppy, a company that renders CRM (*Customer Relationship Management*) management services aimed at the small and medium-sized retail market. For Zoppy, the concept of consolidation was not applied, as according to CPC 48 – Financial Instruments, the interest in other companies must be recorded at its fair value or its cost value.

On August 30, 2024, a meeting of the Company's Board of Directors approved the re-election of Ms. Michelle Meirelles Ferreira Costa as Chief Financial Officer and Mr. Márcio Loures Penna as Investor Relations Officer, to take office on September 1, 2024, with a 1-year term of office.

b) Disposal of the control of Acessopar and Bankly

On November 27, 2023, the sale of 100% of the shares issued by Bankly and 100% of the shares issued by Acessopar ("Transaction") was completed. The implementation of the Transaction resulted in the change of control of Acessopar and, indirectly, Bankly, to Banco BV. For further details, see explanatory note 22.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued
September 30, 2024
(In thousands reais, unless otherwise stated)

2. Accounting Policies

2.1. Basis of preparation and presentation of the financial statements

The interim individual and consolidated financial information was prepared in keeping with *International Accounting Standard No. 34, Interim Financial Reporting* issued by the *International Accounting Standards Board - IASB*, Accounting Pronouncement No. 21 (R1) - "CPC 21", which covers the interim financial statements and the standards issued by the Brazilian Securities and Exchange Commission (CVM) applicable to the preparation of Quarterly Information (ITR).

These interim financial information were prepared following principles, practices and criteria consistent with those implemented in the preparation of the financial statements as of December 31, 2023.

Accordingly, these interim financial information should be read in conjunction with these financial statements, approved by Management on March 11, 2024.

The Management declares that all relevant information specific to the interim financial information, and only them, are being evidenced and correspond to the information used by the Management to fulfill its duties.

On November 5, 2024, the Company's Management and Board of Directors authorized the issuance of this individual and consolidated interim accounting information.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

2. Accounting Policies--Continued

2.1. Basis of preparation and presentation of statements--Continued

Correlation between the Explanatory Notes disclosed in the Annual Financial Statements and Interim Financial Information

Numbers of Explanatory Notes		Title of Explanatory Notes
September 30, 2024	December 31, 2023	
1	1	Operational Context
2	2	Accounting Policies
-	3	Amalgamation
3	4	Financial Instruments
4	5	Trade accounts receivable
5	6	Recoverable taxes
6	7	Other assets
7	8	Transactions with related parties
8	9	Investments
9	10	Fixed assets
10	11	Commercial Lease Operations
11	12	Intangible assets
12	13	Deferred income
13	14	Suppliers
14	15	Labor and tax obligations
15	16	Provision for cashback
16	17	Income Tax and Social Contribution
-	18	Outstanding credits and establishments payable
17	19	<i>Earn-out</i> payable and call options
18	20	Net Equity
19	21	Provisions for tax, civil and labor risks
20	22	Net Operating Revenue
21	23	Financial results
22	24	Discontinued operations
23	25	Segment information
24	26	Risk management and financial instruments
25	27	Insurance Coverage
26	28	Subsequent Events

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

2. Accounting Policies--Continued

2.2. Added Value Statement (“VAS”)

The presentation of the individual and consolidated Statement of Added Value (“DVA”), prepared pursuant to CPC 09, is required by Brazilian corporate law and accounting practices adopted in Brazil, applicable to publicly-held companies. IFRSs do not require the presentation of this statement, therefore, it is being presented as additional information, notwithstanding the set of interim consolidated financial information.

2.3. Assets and liabilities held for sale and discontinued operations

The Company classifies a non-current asset as held for sale when its book value will be recovered primarily through a sale transaction rather than through continued use. These non-current and held-for-sale assets are measured at the lower of their book value and the net fair value of selling expenses. Selling expenses are represented by incremental expenses directly attributable to the sale, excluding financial expenses and taxes on profit.

Classification criteria for non-current assets held for sale are met when the sale is highly probable and the asset or group of assets held for sale is available for immediate sale in its current conditions, subject only to such terms as are customary and usual for sale of such assets held for sale. The appropriate hierarchical level of management of the Company is committed to the asset sale plan, and a firm program has been initiated to locate a buyer and complete the plan within one year from the date of classification.

Assets and liabilities classified as held for sale are presented separately as current items on the balance sheet.

Discontinued operations are excluded from results of continuing operations and are presented as a single amount in profit or loss after taxes from discontinued operations in the income statement.

Additional disclosures are set forth in Note 22. All other notes to the interim financial information include amounts for continuing operations, except when mentioned otherwise.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

2. Accounting Policies--Continued

2.4. Non-financial assets impairment

Management reviews the assets recoverable value annually, or more frequently when an indication of impairment is identified. Once such evidence is identified and the net book value exceeds the impairment, a provision for devaluation is set up, adjusting the net book value to the impairment. In this case, the asset impairment or of a specific cash-generating unit is defined as being the higher of its value in use and its net sales value.

Management verified the indicators to identify the need to apply the impairment test and the accounting recognition of the impairment of non-financial asset, such as: discount rate and operating metrics, such as revenues and expenses. In addition, the Company tests for *impairment*, at least annually, or more frequently when an indication of impairment is identified, goodwill on the acquisitions of its subsidiaries.

Devaluation loss is recognized for a cash-generating unit to which goodwill is related. When the unit impairment is less than the carrying amount of the unit, the loss is recognized and allocated to reduce the book value of the unit's assets in the following order: (a) reducing the book value of goodwill allocated to the cash-generating unit; and (b) hereinafter, to the other assets of the unit prorated the book value of each asset.

2.5. New pronouncements issued

There is no standard and amendment which are effective for annual periods beginning on or after January 01, 2024, that materially affect the Company's interim accounting information. The Company has decided not to adopt in advance any other standard, interpretation or amendment that has been issued but is not in effect yet.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

3. Financial Instruments

a) Cash and cash equivalents

	Parent Company		Consolidated	
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Cash and Banks	6,868	3,179	10,879	6,467
Financial Investments (a)	15,808	52,750	23,282	62,894
Total	22,676	55,929	34,161	69,361

(a) The Company has cash equivalents related to fixed income financial investments indexed to the variation of 100% to 106.25% (101.5% to 104% on December 31, 2023) of the Interbank Deposit Certificates ("CDIs"), and can be redeemed within 90 days with the issuer of the instrument itself without loss of the contracted remuneration.

b) Bonds and securities

	Parent Company		Consolidated	
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Financial Investments (a)	207,179	592,920	207,336	594,987
Total	207,179	592,920	207,336	594,987

(a) Amounts referring to financial investment in CDB with liquidity of more than 90 days, therefore, does not meet the requirements of CPC 03 (IAS 7) for classification as cash and cash equivalents.

The exposure of Company and their subsidiaries to interest rate risks and the sensitivity analysis for financial assets and liabilities are disclosed in explanatory note 24.

4. Trade accounts receivable

Composition of accounts receivable

	Parent Company		Consolidated	
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Accounts receivable	13,207	32,879	27,446	48,258
Provision for losses expected from credit	(565)	(442)	(5,535)	(4,454)
Total	12,642	32,437	21,911	43,804

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

4. Trade accounts Receivable--Continued

Composition of customer balances by maturity

	Parent Company		Consolidated	
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Amounts to fall due	11,561	31,408	24,401	44,823
Outstanding amounts				
From 01 to 60 days	1,083	998	1,624	2,061
From 61 to 90 days	40	-	74	32
From 91 to 120 days	72	88	87	132
From 121 to 180 days	-	267	71	380
More than 180 days	451	118	1,189	830
Total	13,207	32,879	27,446	48,258

a) Provision transactions for doubtful account

	Parent Company	Consolidated
Balance as of December 31, 2022	(4,917)	(11,209)
Acquisition of subsidiary	-	3,992
Constitutions	(3,113)	(5,041)
Write-offs	7,588	7,698
Exchange variation (a)	-	106
Balance as of December 31, 2023	(442)	(4,454)
Balance as of December 31, 2023	(442)	(4,454)
Constitutions	(141)	(680)
Write-offs	18	177
Exchange variation (a)	-	(578)
Balance as of September 30, 2024	(565)	(5,535)

(a) Refers to the difference in the exchange rate for consolidation of subsidiaries located abroad with a functional currency other than the Real.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

5. Recoverable taxes

	Parent Company		Consolidated	
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Income and social contribution taxes (a)	10,855	6,300	10,937	6,300
Other recoverable taxes (b)	3,823	776	5,439	1,263
Total	14,678	7,076	16,376	7,563

(a) Amounts of Income Tax and Social Contribution related to negative balance and/or overpaid, in addition to amounts of IRRF [Withholding income tax] and CSRF [Social contributions] recoverable on billing and financial investments incurred in the period.

(b) In parent company refers to overpaid taxes. In the Consolidated, refer mainly to Picodi's taxes and fees.

6. Other assets

6.1. Crypto-assets

6.1.1. Custody

The subsidiary Alter is a company specialized in crypto-assets trading, and since 2018 has been working to improve users' experience in the use of cryptocurrencies in everyday financial transactions.

These amounts are offset against assets and liabilities as they represent a balance held in custody by Alter with an impact on a balance to be returned to customers.

As of September 30, 2024, custody of cryptocurrency is BRL 16,222 (BRL 12,231, on December 31, 2023), 100% of Bitcoin.

6.1.2. Own Portfolio

The Company also has an asset balance to carry out the operation of buying and selling cryptocurrencies and cryptoback campaigns (the act of earning cryptocurrencies back in some operations) to their users.

On September 30, 2024, the own asset portfolio totals BRL 412 (BRL 212 on December 31, 2023), of which BRL 11 is a negative variation in the quotation for the nine-month period, recorded in the result.

The Company records the balances of crypto assets converted into functional currency on the closing date.

Additionally, the Company maintains crypto assets only for its operations mentioned above. There is no cryptocurrency balance intended for investment and/or speculation.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

6. Other assets--Continued

6.2. Other assets

	Parent Company		Consolidated	
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Prepaid expenses (a)	1,266	510	1,311	821
Other accounts receivable (b)	693	986	1,392	8,741
Advances (c)	5,928	2,637	6,251	2,812
Other amounts receivable (d)	-	1,567	-	1,567
Méliuz FIDC (e)	418	9,729	-	-
Others	128	29	168	69
	8,433	15,458	9,122	14,010
Current Assets	4,268	4,512	5,335	12,753
Non-current assets	4,165	10,946	3,787	1,257

(a) Prepaid expenses such as software licenses and other accelerated contractual payments .

(b) In the consolidated, values refer to amounts regarding credit rights with substantial acquisition of risk from the FIDC. In parent company referring to Gift Card product transactions.

(c) Refers to advances to suppliers and employee bonus advances.

(d) Accounts receivable from sale of Gana.

(e) Amounts refer to FIDC units resulting from the contributions made to the Fund and resulting from the period, as shown below:

	December 31, 2023	Capital contributions	Income for the period	Return of capital	September 30, 2024
Méliuz Fundo de Investimento em Direitos Creditórios	9,729	3,285	(11,386)	(1,210)	418
Total	9,729	3,285	(11,386)	(1,210)	418

FIDC's financial information as of September 30, 2024 is as follows:

Income Statements		September 30, 2024
Net Revenue		8,248
Operating expenses		(19,611)
Financial results		(23)
Income before taxes		(11,386)
Current and deferred income and social contribution taxes		-
Losses for the period		(11,386)
Balance Sheet		September 30, 2024
Total assets		483
Total Liabilities		65
Total net equity		418

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

7. Transactions with related parties

7.1. Transactions

The transactions with related parties refer to expense apportionment.

The expense apportionment transactions were established based on conditions defined between the parties, in a current account contract, with monthly settlement.

On July 31, 2024, a private instrument of purchase and sale of shares was signed between Melhor Plano ("Buyer") and Lucas Tavares Vieira da Costa ("Seller"), where Melhor Plano acquired 73.37% of the share capital of Gana Internet Ltda, the value of the transaction was BRL 2,275. Mr. Lucas Tavares Viera da Costa is a director of Gana and was elected CEO of Melhor Plano on April 5, 2024.

7.2. Remuneration of Key Management Personnel

The Company's key management personnel include the statutory officers and the members of the Board of Directors.

The compensation of the Company's key management personnel comprises the short term benefits, long term incentives and compensation plan based on shares. The members of the Company's Board of Directors are not entitled to post-employment benefits, termination benefits or other long-term incentives.

	Consolidated	
	September 30, 2024	September 30, 2023
Short-term benefits (a)	11,993	4,931
Long Term Incentives (b)	618	-
Share-based remuneration	1,208	3,219
Total	13,819	8,150

(a) The Company's short-term benefits are: salaries and directors' fees (not including the employer's social security contribution), bonuses and welfare benefits.

(b) Figures relating to long-term incentives.

The compensation of the Company's key management personnel is paid in full by Méliuz S.A.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

7. Transactions with related parties--Continued

7.3. Other transactions between related parties

The following table presents the total value of the transactions that were entered into with related parties. As of November 27, 2023, the only related party that has transactions with Méliuz is Bankly.

	Bankly	
	September 30, 2024	September 30, 2023
Revenues	-	(1,343)
Expenses	-	3,703
Others	-	(1,130)
Financial results	-	(463)

8. Investments

a) The equity interests are summarized as follows:

Investee	Control	Parent Company			
		September 30, 2024		December 31, 2023	
		Participation	Investment	Participation	Investment
Picodi.com S.A. (a)	Subsidiary	51.2%	27,228	51.2%	109,848
Melhor Plano Internet S.A.	Subsidiary	100%	31,195	100%	27,669
Promobit Serviços de Tecnologia Digital Ltda.	Subsidiary	100%	21,360	100%	22,401
Alter Pagamentos S.A.	Subsidiary	100%	16,960	100%	17,779
Zoppy Tecnologia Ltda ("Zoppy") (b)	Others	19.4%	2,900	-	-
			<u>99,643</u>		<u>177,697</u>

(a) The Company tests the recoverable value of assets annually, or more frequently when an indication of impairment is identified, based on economic and financial projections of each cash-generating unit to which *goodwill* was allocated, using the value in use criterion, calculated using the discounted cash flow method. In the period ended September 30, 2024, the loss recognized due to devaluation was BRL 79,752, see note 11.

(b) Zoppy is a company that rendering CRM (*Customer Relationship Management*) management services aimed at the small and medium-sized retail market, see explanatory note No. 1.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

8. Investments--Continued

b) Equity as of September 30, 2024 and 2023

Investee	September 30, 2024		September 30, 2023		Equity accounting method of discontinued operations
	Income for the period	Equity accounting method	Income for the period	Equity accounting method	
Picodi.com S.A.	(6,959)	(3,559)	(10,871)	(5,560)	-
Melhor Plano Internet S.A.	2,806	2,806	1,190	1,190	-
Promobit Serviços de Tecnologia Digital Ltda.	(741)	(741)	407	407	-
Alter Pagamentos S.A.	215	215	(55)	(55)	-
Acessopar Investimentos Participações S.A. ("Acessopar") (a)	-	-	(7,620)	-	(7,620)
Acesso Soluções de Pagamentos S.A. ("Bankly") (a)	-	-	(14,430)	-	(6,900)
Cash3 Corretora de Seguros Ltda. ("Cash3 Corretora") (b)	-	-	(1)	(1)	-
Total as of September 30, 2024	(4,679)	(1,279)	(31,380)	(4,019)	(14,520)

(a) On November 27, 2023, Acessopar and Bankly were sold to Banco BV, see explanatory note # 22.

(b) In this period the company ascertained a loss higher than the amount of the initial contribution and, thus, due to the investment loss, the investment balance was reset to zero. Cash3 Corretora was closed on May 29, 2023.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

8. Investments--Continued

c) Investment transaction

Investee	Permanent Investment	Equity accounting method	Capital Gain Amortization	Investee acquisition	Results Distribution	Loss with investment	Capital Increase	Exchange adjustment	Permanent Investment
	December 31, 2023								September 30, 2024
Picodi.com S.A. (a)	109,848	(3,559)	-	-	-	(79,752)	-	691	27,228
Melhor Plano Internet S.A.	27,669	2,806	(355)	-	(1,200)	-	2,275	-	31,195
Promobit Serviços de Tecnologia Digital Ltda.	22,401	(741)	(300)	-	-	-	-	-	21,360
Alter Pagamentos S.A..	17,779	215	(1,034)	-	-	-	-	-	16,960
Zoppy Tecnologia Ltda	-	-	-	2,900	-	-	-	-	2,900
Total	177,697	(1,279)	(1,689)	2,900	(1,200)	(79,752)	2,275	691	99,643

(a) The permanent investment in Picodi.com S.A. comprises currency exchange adjustments arising from the translation of balance sheets pursuant to CPC 02 (R2) - Effects of changes in exchange rates and translation of financial statements in the amount of BRL 691 on September 30, 2024.

Investee	Permanent Investment	Equity accounting method	Equity accounting method of discontinued operations	Capital Gain Amortization	Added Value Amortization of discontinued operations	Transfer asset held for sale	Loss with investment	Exchange adjustment	Permanent Investment
	December 31, 2022								September 30, 2023
Picodi.com S.A. (a)	116,969	(5,560)	-	-	-	-	-	(329)	111,080
Melhor Plano Internet Ltda.	26,212	1,190	-	(354)	-	-	-	-	27,048
Promobit Serviços de Tecnologia Digital Ltda.	22,236	407	-	(300)	-	-	-	-	22,343
Alter Pagamentos S.A..	19,146	(55)	-	(1,034)	-	-	-	-	18,057
Acessopar Investimentos e Participações S.A.	145,238	-	(7,620)	-	(4,904)	(132,714)	-	-	-
Bankly	63,610	-	(6,900)	-	(2,678)	(54,032)	-	-	-
Cash3 Corretora de Seguros Ltda (b)	-	(1)	-	-	-	-	1	-	-
Total	393,411	(4,019)	(14,520)	(1,688)	(7,582)	(186,746)	1	(329)	178,528

(a) The permanent investment in Picodi.com S.A. comprises currency exchange adjustments arising from the translation of balance sheets pursuant to CPC 02 (R2) - Effects of changes in exchange rates and translation of financial statements in the amount of BRL 329 on September 30, 2023.

(b) Cash3 Corretora was incorporated on July 18, 2022. In this period the company ascertained a loss higher than the amount of the initial contribution and, thus, the balance was reset to zero, causing a loss with investment. Cash3 Corretora was closed, see explanatory note no. 1.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

8. Investments--Continued

d) Composition of the balance sheet and results of subsidiaries on September 30, 2024

	Picodi	Promobit	Melhor Plano	Alter
	September 30, 2024	September 30, 2024	September 30, 2024	September 30, 2024
Balance Sheet				
Total assets	12,533	4,742	15,446	17,264
Total Liabilities	5,886	1,884	3,569	16,365
Total net worth	6,647	2,858	11,877	899
Income for the period	September 30, 2024	September 30, 2024	September 30, 2024	September 30, 2024
Net Revenue	13,249	7,876	17,562	226
Operating expenses	(20,593)	(7,762)	(13,543)	(59)
Financial results	27	67	154	129
Income before taxes	(7,317)	181	4,173	296
Current and deferred income and social contribution taxes	358	(922)	(1,339)	(81)
Profit /(loss) for the period	(6,959)	(741)	2,834	215
Net income for the year attributable to:				
Non-controlling shareholders	(3,400)	-	28	-
Controlling shareholders	(3,559)	(741)	2,806	215

The goodwill generated on acquisitions, comprising the amount of the difference paid by the Company in relation to the fair value of the acquired companies' equity, is attributable mainly to the skills and technical talent of the workforce, as well as the synergies expected from the integration of the entity into the Company's existing business. Goodwill on the parent company balance sheet, classified as "investments" is the same as that classified as an "intangible" asset on the consolidated balance sheet. The disclosures and impairment analysis are presented in note no. 11 a).

9. Fixed assets

a) Details of the fixed assets of Company and its subsidiaries are shown in the following tables:

	Depreciation rates p.a.	Parent Company		Consolidated	
		September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Computers and peripherals	20%	3,338	3,906	3,694	4,230
Furniture and utensils	10%	116	101	116	101
Electronic Equipment	20%	290	295	296	302
Plants	10%	4	3	4	3
Total Cost		3,748	4,305	4,110	4,636
Computers and peripherals	20%	(2,226)	(2,092)	(2,407)	(2,213)
Furniture and utensils	10%	(73)	(65)	(73)	(66)
Electronic Equipment	20%	(180)	(156)	(182)	(157)
Plants	10%	(1)	-	(1)	-
Accrued depreciation		(2,480)	(2,313)	(2,663)	(2,436)
Total net fixed assets		1,268	1,992	1,447	2,200

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

9. Fixed assets--Continued

b) Movements in the Company's fixed assets and their controlled companies

	Parent Company				September 30, 2024
	December 31, 2023	Additions	Depreciation	Write-off	
Computers and peripherals	1,814	-	(497)	(205)	1,112
Furniture and fixtures	36	15	(8)	-	43
Electronic Equipment	139	16	(36)	(9)	110
Plants	3	1	(1)	-	3
	1,992	32	(542)	(214)	1,268

	Parent Company				September 30, 2023
	12/31/ 2022	Additions	Depreciation	Write-off	
Computers and peripherals	3,260	-	(602)	(607)	2,051
Furniture and fixtures	55	-	(9)	(6)	40
Electronic Equipment	198	-	(42)	(3)	153
Plants	3	-	-	-	3
	3,516	-	(653)	(616)	2,247

	Consolidated					September 30, 2024
	December 31, 2023	Additions	Depreciation	Write-off	Acquisition	
Computers and peripherals	2,017	-	(545)	(205)	20	1,287
Furniture and utensils	35	21	(13)	-	-	43
Electronic Equipment	145	16	(38)	(9)	-	114
Plants	3	1	(1)	-	-	3
	2,200	38	(597)	(214)	20	1,447

	Consolidated					September 30, 2023
	12/31/ 2022	Additions	Depreciation	Write-off	Transfer asset held for sale	
Computers and peripherals	4,298	129	(875)	(646)	(635)	2,271
Furniture and fixtures	104	-	(19)	(5)	(40)	40
Electronic Equipment	200	4	(43)	(2)	-	159
Plants	3	-	-	-	-	3
	4,605	133	(937)	(653)	(675)	2,473

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

10. Commercial Lease Operations

The Company have evaluated their contracts and recognized a right-of-use and a lease liability for the following contracts containing leases:

Lease of the building used as Picodi's office and administrative headquarters.

The Company chooses to use the exemptions provided in the standard for short-term leases (i.e., leases with a term of 12 months or less) without an option to purchase and for low-value items. As such, when they occur, these leases are recognized as an expense in other operating expenses on a straight-line basis over the lease term.

The discount rates were obtained with reference through quotations of financings, of assets with similar characteristics, by the Company with financial institutions.

Assets

a) *Right of Use*

The right of use asset was measured at cost, composed of the initial measurement value of the lease liability and depreciated on a straight-line basis until the end of the lease term, which is 40 months.

	Parent Company		Consolidated	
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Commercial leasing - right of use	-	-	1,262	1,262
Additions	-	-	89	-
Depreciation of commercial leasing	-	-	(695)	(434)
Write-off	-	-	(508)	-
Exchange adjustments	-	-	89	(15)
Total	-	-	237	813

b) *Movement of the commercial leasing - right of use*

	Parent Company	Consolidated
	Properties	
Balance as of December 31, 2022	-	-
Additions	-	1,262
Depreciation of right of use	-	(434)
Exchange adjustment	-	(15)
Balance as of December 31, 2023	-	813
Additions	-	89
Depreciation of right of use	-	(261)
Write-off	-	(508)
Exchange adjustment	-	104
Balance as of September 30, 2024	-	237

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

10. Commercial Lease Operations--Continued

Liabilities

a) *Commercial leasing payable*

The recognized lease liability was measured at the present value of the minimum payments required under the agreements, discounted at the Company's incremental borrowing rate.

The Company's incremental borrowing rate applied to the lease liability recognized in the balance sheet at the date of initial application is 4.12% p.a., over the lease term.

Finance charges are recognized as finance expense and appropriated based on the actual discount rate over the remaining term of the agreements.

	Parent Company	Consolidated Properties
Balance as of December 31, 2022	-	-
Additions	-	1,315
Finance charges	-	41
Principal payments made	-	(453)
Financial charges paid	-	(41)
Exchange adjustments	-	(16)
Balance as of December 31, 2023	-	846
Additions	-	89
Finance charges	-	9
Principal payments made	-	(283)
Financial charges paid	-	(9)
Write-off	-	(475)
Exchange adjustments	-	74
Balance as of September 30, 2024	-	251
Current Assets	-	155
Non-current assets	-	96

The Company does not provide real estate as collateral for any of its operations.

The Company, in accordance with IFRS 16/CPC 06 (R2), in the measurement and re-measurement of its lease liability and right of use, proceeded to use the discounted cash flow technique without considering the projected future inflation in the flows to be discounted, according to the prohibition imposed by IFRS 16/CPC 06 (R2). This prohibition may cause relevant distortions in the information to be provided, given the current reality of long-term interest rates in the Brazilian economic environment.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

11. Intangible assets

Details of the Company's intangible assets are shown in the following tables:

	Amortization rates p.a.	Parent Company		Consolidated	
		September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Development platform	20%/25%/50%	1,282	1,282	1,282	4,233
Purchased Software	20%	3,295	3,295	3,295	3,295
Use licenses (a)	33.3%/100%	11,245	6,075	11,296	6,075
Gana Platform (b)	-	-	-	3,107	-
Assets developed in-house (c)	56%	6,913	1,939	6,913	1,939
Website domain (d)	-	184	184	4,797	4,475
Goodwill (e)	-	-	-	35,522	114,107
Brand - Picodi (d)	-	-	-	23,847	24,802
Brand - Melhor Plano (d)	-	-	-	4,380	4,380
Brand - Promobit (d)	-	-	-	5,483	5,483
Customer Relationship	6.02%/9.26%	-	-	7,169	7,169
Added value - Software	20%/21.82%	-	-	2,366	2,366
Added value - Technology	18.87%	-	-	7,053	7,053
Projects under development (c)	-	6,957	4,478	8,683	6,204
Total Cost		29,876	17,253	125,193	191,581
Development platform	20%	(1,282)	(1,282)	(1,282)	(1,282)
Purchased Software	20%	(2,060)	(1,628)	(2,060)	(1,628)
Use Licenses	33.3%/100%	(7,506)	(4,348)	(7,514)	(4,348)
Assets developed in-house (c)	56%	(1,828)	(203)	(1,828)	(203)
Customer Relationship	6.02%/9.26%	-	-	(1,498)	(1,162)
Added value - Software	20%/21.82%	-	-	(1,600)	(1,245)
Added value - Technology	18.87%	-	-	(3,992)	(2,994)
Accrued Amortization		(12,676)	(7,461)	(19,774)	(12,862)
Total net intangible assets		17,200	9,792	105,419	178,719

(a) The amount recorded refers to the licenses acquired. Licenses have a defined service life and are amortized on a straight-line basis over the life of the contract.

(b) On July 31, 2024, Melhor Plano acquired Gana and due to the business combination there was an addition of BRL 3,107. The Gana Platform is an intangible asset with an indefinite service life and therefore cannot be amortized.

(c) Projects under development correspond to projects that are in the development phase and are linked to the technological innovations of the products and which generate future economic benefits for the Company. When completed, projects under development are transferred to internally developed assets. Amortization of internally developed assets begins when the project is completed and the asset is available for use.

(d) Website domain and Brand – Picodi, Melhor Plano and Promobit and Operating License are intangible assets with an indefinite useful life, therefore, not subject to amortization. A loss due to devaluation was recorded in the amount of BRL 955 referring to subsidiary Picodi. On July 31, 2024, Melhor Plano acquired Gana and due to the business combination there was an addition of BRL 322.

(e) Goodwill generated in the acquisitions of subsidiaries, of which BRL 7,716 from Promobit, BRL 14,961 from Melhor Plano, BRL 12,633 from Alter and BRL 212 from Gana, which was acquired by Melhor Plano in the quarter ended September 30, 2024. The Company tests the recoverable value of assets annually, or more frequently when an indication of impairment is identified, based on economic and financial projections where each investee is considered cash-generating unit to which goodwill was allocated, using the value in use criterion, calculated using the discounted cash flow method, see note No. 11 a).

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

11. Intangible--Continued

Movements in the Company's Intangible Assets

	Parent Company					September 30, 2024
	December 31, 2023	Additions	Transfer	Amortization	Write-off	
Purchased Software	1,667	-	-	(432)	-	1,235
Use Licenses	1,727	5,170	-	(3,158)	-	3,739
Assets developed in-house	1,736	-	4,974	(1,625)	-	5,085
Website Domain	184	-	-	-	-	184
Project under developed	4,478	7,453	(4,974)	-	-	6,957
	9,792	12,623	-	(5,215)	-	17,200

	Parent Company				September 30, 2023
	December 31, 2022	Additions	Amortization	Write-off	
Purchased Software	2,326	-	(494)	-	1,832
Use Licenses	572	3,864	(2,042)	-	2,394
Assets developed in-house	-	323	(114)	-	209
Website Domain	184	-	-	-	184
Project under developed	-	3,321	-	-	3,321
	3,082	7,508	(2,650)	-	7,940

	Consolidated							September 30, 2024
	December 31, 2023	Additions	Transfer	Amortization	Write-off	Acquisition	Exchange adjustments	
Development platform	2,951	-	-	-	(3,171)	-	220	-
Purchased Software	1,667	-	-	(432)	-	-	-	1,235
Assets developed in-house	1,736	-	4,974	(1,625)	-	-	-	5,085
Use Licenses	1,727	5,221	-	(3,166)	-	-	-	3,782
Gana Platform	-	-	-	-	-	3,107	-	3,107
Website Domain	4,475	-	-	-	-	322	-	4,797
Goodwill	114,107	-	-	-	(78,797)	212	-	35,522
Brand – Picodi	24,802	-	-	-	(955)	-	-	23,847
Brand – Melhor Plano	4,380	-	-	-	-	-	-	4,380
Brand – Promobit	5,483	-	-	-	-	-	-	5,483
Customer Relationship	6,007	-	-	(336)	-	-	-	5,671
Added value - Software	1,121	-	-	(355)	-	-	-	766
Added value - Technology	4,059	-	-	(998)	-	-	-	3,061
Project under developed	6,204	7,453	(4,974)	-	-	-	-	8,683
	178,719	12,674	-	(6,912)	(82,923)	3,641	220	105,419

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

11. Intangible--Continued

Transactions in the Company's Intangible Assets-- Continued

	Consolidated							
	December 31, 2022	Additions	Amortization	Amortization of discontinued operations	Transfer	Transfer asset held for sale	Exchange adjustment s	September 30, 2023
Development platform	4,003	-	(1,354)	-	631	-	(99)	3,181
Purchased Software	2,344	6,355	(512)	-	-	(6,355)	-	1,832
Assets developed in-house	-	323	(114)	-	-	-	-	209
Use Licenses	3,377	3,864	(2,866)	-	-	(1,981)	-	2,394
Website domain (a)	4,475	-	-	-	-	-	-	4,475
Goodwill	215,463	-	-	-	-	(101,356)	-	114,107
Brand – Picodi	24,802	-	-	-	-	-	-	24,802
Brand – Melhor Plano	4,380	-	-	-	-	-	-	4,380
Brand – Promobit	5,483	-	-	-	-	-	-	5,483
Customer Relationship	6,455	-	(336)	-	-	-	-	6,119
Added value – Software	26,825	-	(353)	(4,731)	-	(20,501)	-	1,240
Added value – Technology	5,390	-	(999)	-	-	-	-	4,391
Contract Portfolio – Bankly	11,363	-	-	(1,703)	-	(9,660)	-	-
Contract portfolio – Card	7,661	-	-	(1,148)	-	(6,513)	-	-
Operating License	14,241	-	-	-	-	(14,241)	-	-
Project under developed	2,379	4,526	-	-	(631)	-	(22)	6,252
	338,641	15,068	(6,534)	(7,582)	-	(160,607)	(121)	178,865

(a) The website domain refers to domains purchased by the parent company and the subsidiary Melhor Plano for use in their operations. The domain's useful life is linked to business continuity; therefore, it has an indefinite useful life.

The intangible assets with defined useful life are amortized by the straight-line method considering the consumption pattern of these rights.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued
September 30, 2024
(In thousands reais, unless otherwise stated)

11. Intangible--Continued

a) Assets impairment

The Company tests the recoverable value of assets annually, or more frequently when an indication of impairment is identified, based on economic and financial projections where each investee is considered cash-generating unit to which *goodwill* was allocated, using the value in use criterion, calculated using the discounted cash flow method.

On June 30, 2024, the Company observed the need to assess the recoverability of Picodi's asset, mainly due to the losses presented in recent years. The test was carried out based on the updated discounted cash flow, considering financial projections approved by Management for the next ten years, to more accurately reflect the market conditions and the maturation of the Company's long-term strategies. This extended period allows us to better capture the planned investment and growth cycles, ensuring a more robust and reliable assessment of the recoverable value of assets.

The main changes in the assumptions are linked to the discount rate, valued at 16.94%, operational metrics, such as revenues and expenses, given that the projections were reassessed based on Management's *know-how* of more than 10 years in the *cashback* business, as well as the behavior expected by users over time and the perpetuity rate of the business.

Based on the analyzes performed, the value of the discounted cash flow was compared with the *carrying amount* (accounting balances of *goodwill*, added value, operating assets and liabilities), to assess whether *impairment* adjustments are required.

Through this comparison, Management identified the need to recognize a loss from devaluation in the amount of BRL 79,752 related to subsidiary Picodi, of which BRL 78,797 was *goodwill* and BRL 955 related to the brand. The impact of the loss was recognized in the Income Statement.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

12. Deferred income

	Parent Company		Consolidated	
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Liabilities				
Current Assets				
Deferred income	5,749	5,749	5,801	5,996
Non-Current assets				
Deferred income	24,432	28,743	24,432	28,743

In December 2021, Méliuz entered into an agreement with Bankly to implement the incentive program for card portfolios in the postpaid credit modality, which will be issued and managed by Bankly, for the exclusive use of Méliuz. To implement this scope, Bankly negotiated with Mastercard Brasil Soluções de Pagamento Ltda. ("Mastercard") a partnership to implement the benefits program for cards with the Mastercard flag.

Deferred revenue is recorded as a liability when it is received in advance and will be recognized in the income statement when the contractual term has elapsed.

Revenue is being recognized on an accrual basis over the term of the 8-year contract, starting in January 2022. By September 30, 2024, the amount of BRL 4,311 (BRL 4,311 on September 30, 2023) was recognized in revenues).

13. Suppliers

The composition of suppliers is demonstrated in the table below:

	Parent Company		Consolidated	
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Suppliers	6,358	2,795	8,431	5,104
Total	6,358	2,795	8,431	5,104
Domestic Market	6,036	2,795	6,269	3,086
Foreign Market	322	-	2,162	2,018

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

14. Labor and tax obligations

	Parent Company		Consolidated	
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Labor Obligations				
Wages	1,386	1,450	2,116	2,266
Labor provisions (a)	4,399	3,095	5,710	3,913
Obligations and charges (b)	2,966	5,454	3,875	5,997
Provision for premium for achievement of results	14,170	17,923	14,503	17,923
Retention Bonus (d)	-	8,370	-	8,370
Other Labor Obligations (c)	209	218	211	713
Total Labor Obligations	23,130	36,510	26,415	39,182
Tax Obligations				
PIS/COFINS [Program of Social Integration/Contribution for the Financing of Social Security]	1,015	3,239	1,176	3,423
Withholding Taxes	837	1,407	1,005	1,603
ISSQN [Tax on Services of Any Nature]	595	867	712	1,026
Other taxes	6	7	238	335
Total Tax Obligations	2,453	5,520	3,131	6,387
Total Labor and Tax Obligations	25,583	42,030	29,546	45,569
Current Assets	25,058	41,079	29,021	44,614
Non-current assets	525	951	525	955

(a) Amount composed of provision for vacation and Christmas bonus.

(b) Amounts include the burdens on payroll, labor provisos and stock options, see explanatory note no. 18 c).

(c) Amount made up by director's fees, severance payable and loans consigned to employees.

(d) Compound value of the exchange of *stock options* by retention bonuses.

15. Provision for cashback

Cashback represents the amount the Company understands will be paid at some point to customers who have made and completed purchases of the services offered by Méliuz, according to the terms and conditions of the cashback program.

The model for measuring this value considers what will be paid to users according to descriptive statistics and historical data. The high correlation of the data is demonstrated by a regression model, which is used to predict the future costs of cashback redeemed from the moment it is confirmed to a user. In this way, the cashback amount is set apart based on the best probability of it being redeemed in the future over the user's lifetime on Méliuz.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

15. Provision for cashback- --Continued

The Company reviews the statistical model every six months to adjust, when relevant, the reference factor of the provision so that it fits the most current *cashback* redemption behavior and profile known by the Company. *To this end, the model curve is compared to the actual redemption data, and the amount of cashback redeemed from a cashback confirmation date is then monitored at the level of each confirmed monthly cashback harvest for the entire period possible for redemption in accordance with the Cashback Program Terms and Conditions.* From the redemption values in each month elapsed from the confirmation for the most recent confirmed *cashback* harvests known, the change in the redemption profile and the due adjustments of the provision curve are made when necessary.

Of the amount set apart, the amount requested for redemption by users, once the terms and conditions of the cashback program have been met, is settled by bank transfer.

16. Income Tax and Social Contribution

a) Income tax and social contribution payable

The balances of income tax and social contribution recorded in current liabilities refer to taxes due by the Company subject to taxable income, opting for the annual regime.

	Parent Company		Consolidated	
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Income Tax	3,842	-	5,033	735
Social Contribution	1,484	1,359	1,931	1,667
Total	5,326	1,359	6,964	2,402

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

16. Income Tax and Social Contribution--Continued

b) Deferred Taxes

The Company has income and social contribution tax credits, constituted on balances of tax losses, negative basis of social contribution and temporary differences, at the rates of 25% and 9%, respectively, as follows:

	Parent Company		Consolidated	
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Deferred fiscal assets and liabilities				
Tax loss and negative basis of CSLL	32,227	34,681	32,227	34,681
Allowance for doubtful accounts	192	64	192	64
Procedural contingencies	927	613	927	613
Temporary cashback difference	2,897	5,620	2,897	5,620
Labor provisions	4,818	6,094	4,818	6,094
Stock options	10,928	10,322	10,928	10,322
Adjustment to fair value of Earn Out and Call Option	(6,712)	764	(6,712)	764
Assets impairment	27,116	-	27,116	-
Deferred IRPJ and CSLL not assessed (a)	(19,713)	-	(19,713)	-
Other provisions	2,414	(3,064)	2,414	(3,064)
Total net assets presented in the balance sheet	55,094	55,094	55,094	55,094
Balance as of December 31, 2023	55,094		55,094	
Effects allocated to results	-		-	
Balance as of September 30, 2024	55,094		55,094	

- (a) The Company accumulated tax losses and negative basis of social contribution on net income over the last few years of activity for which it did not recognize deferred income tax and social contribution credits on net income. Income tax and social contribution assets on net income should be recognized when the Company presents future taxable income and it is probable the tax benefits will be realized. On September 30, 2024, the amount of income tax and social contribution on net income not recognized was BRL 19,713.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

16. Income Tax and Social Contribution--Continued

c) Reconciliation of income tax and social contribution expenses

	Parent Company			
	Three-month period ended on		Nine-month period ended on	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Income before IRPJ and CSLL from continuing operations	13,519	10,417	(24,183)	6,142
Nominal rate	34.00%	34.00%	34.00%	34.00%
IRPJ and CSLL credit (expense) at nominal rate	(4,596)	(3,542)	8,222	(2,088)
Adjustments in the calculation basis for determining the effective tax rate				
Net amount of permanent additions and exclusions	435	3,250	946	1,541
Others, including effect of unincorporated tax credits	157	(675)	(14,494)	(420)
Current income tax and social contribution	(4,004)	(967)	(5,326)	(967)
Deferred income tax and social contribution	-	-	-	-
IRPJ and CSLL effective rate	29.6%	9.3%	(22.0%)	15.7%
	Consolidated			
	Three-month period ended on		Nine-month period ended on	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Income before IRPJ and CSLL from continuing operations	13,614	9,108	(25,572)	2,674
Nominal rate	34.00%	34.00%	34.00%	34.00%
IRPJ and CSLL credit (expense) at nominal rate	(4,629)	(3,097)	8,694	(909)
Adjustments in the calculation basis for determining the effective tax rate				
Net amount of permanent additions and exclusions	(344)	2,276	(1,510)	(1,481)
Others, including effect of unincorporated tax credits	158	(676)	(14,493)	(420)
Current income tax and social contribution	(4,815)	(1,497)	(7,309)	(2,810)
Deferred income tax and social contribution	-	-	-	-
IRPJ and CSLL effective rate	35.4%	16.4%	(28.6%)	105.0%

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

17. *Earn-out payable and call options*

a) Earn-out payable

The investments made by Méliuz in the companies Promobit and Melhor Plano include installments of earn-out to be paid according to the performance of the investees and amounts retained for future payments.

As of September 30, 2024, the amount estimated by the Company to be paid is as follows:

- (i) Retained portion of BRL 4,568 for future contingencies, duly updated according to CDI, in BRL 1,450, totaling the balance of earn-out payable in non-current liabilities in the period ended September 30, 2024 of BRL 6,018 (BRL 43,411 on December 31, 2023);

b) Call option

In February 2021, the Company acquired 51.2% of the shares representing the share capital of Picodi.com S.A., by means of a share purchase agreement that set out call and put options on the remaining 48.8% of the subsidiary's share capital, for non-controlling shareholders and the Company, respectively, and that can be exercised between September 30, 2024 and September 30, 2025, with their exercise price being subject to certain performance criteria to be reached until the start date of the period's window.

Méliuz' obligation to buy the shares from the put option owners (non-controlling shareholders) under the agreement meets the definition of a financial liability, since the Company does not have an unconditional right to avoid the obligation when exercised by the non-controlling shareholders.

As this is an obligation to purchase their own equity instruments this financial liability was initially recognized at the present value of the redemption amount and re-classed from the net equity (as capital reserve); see explanatory note 18 ii). Subsequently, it started to be measured at fair value through income as provided for in CPC 48 / IFRS 9 – Financial Instruments.

As of September 30, 2024, the balance of this financial liability, which is updated annually, amounts to BRL 23,741 (BRL 23,741 on December 31, 2023).

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

18. Net Equity

a) Share Capital

On February 10, 2023, at the Board of Directors meeting, the Company's capital increase was approved, within the limit of the authorized capital, in the total amount of BRL 0.41, through the private subscription of 248,504 new shares, totaling 865,180,443 common shares and a share capital of BRL 920,480.

On April 28, 2021, the Company's Extraordinary General Meeting approved the reverse split of all its shares, in the proportion one (1) common share to hundred (100) common shares and subsequently the split of all its shares in proportion of 1 (one) common share to 10 (ten) common shares, without modifying the Company's share capital.

On August 28, 2023, at the Board of Directors meeting, the Company's capital increase was approved, within the limit of the authorized capital, in the total amount of BRL 0.51, through the private subscription of 30,549 new shares, totaling 86,548,593 common shares and a share capital of BRL 920,481.

On September 19, 2023, at the Board of Directors meeting, the Company's capital increase was approved, within the limit of the authorized capital, in the total amount of BRL 0.2, through the private subscription of 11,925 new shares, totaling 86,560,518 common shares and a share capital of BRL 920,481.

On September 08, 2022, at the Board of Directors meeting, the Company's capital increase was approved, within the limit of the authorized capital, in the total amount of BRL 0.33, through the private subscription of 19,697 new shares, totaling 86,580,215 common shares and share capital of BRL 920,482.

On January 26, 2024, the Shareholders' Special General Meeting approved the reduction of the Company's share capital in the amount of BRL 210,000 ("Capital Reduction for Excess") and the reduction of the Company's share capital in BRL 107,923 to absorb the accumulated loss ("Capital Reduction for Losses"). The Capital Reduction for Excess will only become effective on April 01, 2024, after the expiration of 60 (sixty) days from the date of publication of the AGE [Special Meeting], for opposition by the Company's creditors, pursuant to art. 174 of the Brazilian Corporation Law, number 6,404/76 without change in the number of shares, totaling 86,580,215 common shares and share capital of BRL 812,558.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

18. Net Equity--Continued

a) Share Capital--Continued

On January 30, 2024, at the Board of Directors meeting, the Company's capital increase was approved, within the limit of the authorized capital, in the total amount of BRL 0.2, through the private subscription of 53,610 new shares, totaling 86,633,825 common shares and share capital of BRL 812,559.

On February 21, 2024, the Board of Directors approved the increase in the Company's share capital in the amount of BRL 7,844, within the authorized capital limit, due to the exercise of 47 (forty-seven) subscription warrants issued under certificates # 1 to # 48, pursuant to the Instrument of Protocol and Justification of Merger of Shares, as approved at the Special Meeting held on May 30, 2022 and amended at the Special Meeting held on January 17, 2024. By private subscription of 324,128 new shares, totaling 86,957,953 common share and share capital of BRL 820,403.

On April 01, 2024, the legal period of 60 (sixty) days terminated for creditors to oppose the Company's Capital Reduction by Excess in the amount of BRL 210,000 approved at the Special Meeting held on January 26, 2024. No opposition by creditors. Shareholders holding shares in the Company on April 01, 2024 ("Cut-off Date") were entitled to receive the amount of BRL 2.41496025096 per share and the payment was made on April 11, 2024, totaling 86,957,953 common shares and share capital of BRL 610,403.

On July 24, 2024, the Board of Directors meeting approved an increase in the Company's share capital, within the limit of the authorized capital, in the total amount of BRL 1.6 (one thousand five hundred and sixty-six reais and seventy-two cents), through the private subscription of 94,003 new shares, totaling 87,051,956 common shares and a share capital of BRL 610,405.

On August 6, 2024, the Board of Directors meeting approved an increase in the Company's share capital, within the limit of the authorized capital, in the total amount of BRL 0.05 (fifty-two reais and ten cents), through the private subscription of 3,126 new shares, totaling 87,055,082 common shares and a share capital of BRL 610,405.

On September 1, 2024, the legal period of 60 (sixty) days terminated for creditors to oppose the Company's Capital Reduction by Excess in the amount of BRL 220,000 approved at the Special Meeting held on June 28, 2024. No opposition by creditors. Shareholders holding shares in the Company on September 2, 2024 ("Cut-Off Date") were entitled to receive the

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued
September 30, 2024
(In thousands reais, unless otherwise stated)

18. Net Equity--Continued

a) Share Capital--Continued

value of BRL 2.52713563580 per share and the payment was made on September 13, 2024, totaling 87,055,082 common shares and a share capital of BRL 390,405.

On September 10, 2024, the Board of Directors meeting approved an increase in the Company's share capital, within the limit of the authorized capital, in the total amount of BRL 1.9 (one thousand nine hundred and three reais and eight cents), through the private subscription of 114,183 new shares, totaling 87,169,265 common shares and a share capital of BRL 390,407.

On September 30, 2024, the Company's share capital is BRL 390,407, divided into 87,169,265 common shares.

The Company's major shareholders as of September 30, 2024 are: Israel Fernandes Salmen (16.9% of shares), ORG Investments LLC (5.2% of shares), Lucas Marques Peloso Figueiredo (1.7% of shares) and André Amaral Ribeiro (0.8% of shares). The remaining shareholders total 75.4% of the shares.

As communicated to the market, ORG Investments LLC is owned by the director and controller Ofli Campos Guimarães. ORG is a signatory to the Company's Shareholders' Agreement and Mr. Ofli is Chairman of the Company's Board of Directors.

b) Treasury Stock

In April 2022, 208,442 treasury shares were transferred in the form of restricted shares to one of the directors of the management as remuneration, equivalent to BRL 1,757. Also in April 2022, there was the remaining payment of intangible *Muambator* in the total of 732,759 shares, equivalent to BRL 2,607. The initial debt related to the purchase of this intangible was accounted for by BRL 2,550, causing a discount in the operation.

On May 12, 2022, restricted shares were granted to the Company's officers as compensation for a total of 1,337,861 shares, corresponding to BRL 6,625.

On November 3, 2022, the Company completed their share repurchase program started on May 4, 2021.

As of September 30, 2024, there are no treasury shares.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued
September 30, 2024
(In thousands reais, unless otherwise stated)

18. Net Equity--Continued

c) Capital Reserve

The Company's capital reserve on September 30, 2024 is BRL (36,617), of which:

i) *Goodwill on issuance of shares*

In April 2022, the Company made a payment in restricted shares to one of its directors with a premium of BRL 242. In the same month, there was a payment in shares to settle the debt of the intangible *Muambator* that generated a discount of BRL 56.

In May 2022, the acquisition of subsidiary Acessopar through share exchange caused a discount of BRL 7,155. In August 2022, upon completion of the incorporation of Alter, a negative goodwill of BRL 36 was generated.

ii) *Stock Option Plan*

The Company approved in the minutes of the meeting of the Board of Directors, the following grants of stock options, according to the list initialed by all and filed, at the Company's headquarters, within the scope of the SOP Plan.

<u>RCA date</u>	<u>Approved Grants</u>
February 25, 2021	1,834,368
May 03, 2021	381,066
June 07, 2021	195,882
July 30, 2021	179,364
October 29, 2021	1,054,760
November 29, 2021	401,408
December 14, 2021	963,431
January 05, 2022	129,241
February 02, 2022	1,735,041
March 09, 2022	648,180
April 14, 2022	275,900
May 23, 2022	241,214
July 14, 2022	27,713,175
October 17, 2022	1,655,654
October 18, 2022	1,160,088
November 18, 2022	2,841,699
December 05, 2022	95,098
December 14, 2022	114,544
February 01, 2023	376,000
May 01, 2023	4,929,478
September 01, 2023	254,466
September 04, 2024	431,191

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued
September 30, 2024
(In thousands reais, unless otherwise stated)

18. Net Equity--Continued

c) Capital Reserves--Continued

ii) *Call Option Plan*--Continued

Additionally, in the RCA of May 23, 2022, the re-ratification of 241,214 options granted was approved, distributed to the beneficiaries on April 1, 2022, May 2, 2022 and May 3, 2022, under the SOP Plan.

Stock options can be exercised within 6 years from the date of grant, with a vesting period of 5 years, with 30% release as from the third anniversary, 60% as from the fourth anniversary and 100% as from the fifth anniversary. Or within 3 years from the grant date, with a 1-year vesting period.

Each option will entitle the Beneficiary to acquire one (1) common share issued by the Company, at an exercise price of BRL 0.002 (two hundredths of a Real) per share. Due to the split and reverse split of shares that occurred on April 28, 2023, according to note 18 a., to acquire one (1) common share, the exercise price will be BRL 0.02 (two cents of Real) per share.

Under the Plan, the beneficiaries will be entitled, subject to certain conditions, to acquire shares of the Company, which are equivalent to up to 5% of the total number of common shares issued by the Company.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued
September 30, 2024
(In thousands reais, unless otherwise stated)

18. Net Equity--Continued

c) Capital Reserves--Continued

ii) *Call Option Plan--Continued*

Assumptions for recognition of share compensation expense

Shares are measured at fair value on the grant date and the expense is recognized in the income statement as “personnel expenses” throughout the period in which the right to exercise the option is acquired, matched against the corresponding increase in shareholders’ equity (in capital reserves). The fair value of the options granted was estimated using the “Binomial” options pricing model.

Grant date	Total call options granted	Exercise price	Estimated annual volatility	Dividend expected on shares	Weighted average risk-free interest rate	Maximum maturity	Fair value at grant date
February 25, 2021	178,473	BRL 0.02	81.45%	0.14%	7.13%	6 years	BRL 44.80
May 03, 2021	37,200	BRL 0.02	93.22%	0.14%	6.07%	6 years	BRL 60.60
May 03, 2021	907	BRL 0.02	93.22%	0.14%	7.97%	6 years	BRL 60.30
May 17, 2021	19,738	BRL 0.02	93.78%	0.14%	8.27%	6 years	BRL 55.30
June 07, 2021	1,645	BRL 0.02	94.90%	0.14%	7.96%	6 years	BRL 60.30
July 19, 2021	1,971	BRL 0.02	72.07%	0.14%	10.36%	6 years	BRL 100.60
July 30, 2021	18,518	BRL 0.02	83.25%	0.14%	8.79%	6 years	BRL 112.20
August 02, 2021	17,442	BRL 0.02	72.07%	0.14%	10.36%	6 years	BRL 113.80
September 08, 2021	38,462	BRL 0.02	76.93%	0.14%	10.60%	6 years	BRL 32.10
September 20, 2021	4,484	BRL 0.02	76.93%	0.14%	10.60%	6 years	BRL 32.10
October 11, 2021	2,235	BRL 0.02	76.93%	0.14%	10.60%	6 years	BRL 32.10
October 18, 2021	43,725	BRL 0.02	76.93%	0.14%	10.60%	6 years	BRL 32.10
November 01, 2021	29,936	BRL 0.02	76.93%	0.14%	10.60%	6 years	BRL 32.10
November 08, 2021	5,571	BRL 0.02	76.93%	0.14%	10.60%	6 years	BRL 32.10
December 06, 2021	97,617	BRL 0.02	76.93%	0.14%	10.60%	6 years	BRL 32.10
December 20, 2021	2,145	BRL 0.02	76.93%	0.14%	10.60%	6 years	BRL 32.10
December 22, 2021	3,762	BRL 0.02	76.93%	0.14%	10.60%	6 years	BRL 32.10
December 23, 2021	2,533	BRL 0.02	76.93%	0.14%	10.60%	6 years	BRL 32.10
January 17, 2022	58,366	BRL 0.02	74.66%	0.00%	11.22%	6 years	BRL 29.10
February 01, 2022	123,776	BRL 0.02	71.00%	0.00%	11.22%	6 years	BRL 23.60
March 02, 2022	64,818	BRL 0.02	72.12%	0.00%	11.19%	6 years	BRL 25.60
April 01, 2022	33,449	BRL 0.02	77.40%	0.00%	11.02%	6 years	BRL 25.60
May 02, 2022	5,319	BRL 0.02	77.89%	0.00%	12.16%	6 years	BRL 18.80
May 03, 2022	12,943	BRL 0.02	77.89%	0.00%	12.16%	6 years	BRL 17.70
June 30, 2022	2,671,940	BRL 0.02	76.26%	0.00%	12.61%	6 years	BRL 19.00
July 01, 2022	99,378	BRL 0.02	76.26%	0.00%	12.61%	6 years	BRL 10.80
October 03, 2022	281,574	BRL 0.02	75.59%	0.00%	11.53%	6 years	BRL 11.30
November 18, 2022	254,887	BRL 0.02	75.97%	0.00%	12.72%	6 years	BRL 11.30
December 05, 2022	48,572	BRL 0.02	75.46%	0.00%	12.61%	6 years	BRL 11.20
December 14, 2022	11,454	BRL 0.02	75.46%	0.00%	12.61%	6 years	BRL 11.30
February 01, 2023	37,600	BRL 0.02	73.52%	0.00%	12.09%	6 years	BRL 11.10
May 01, 2023	484,840	BRL 0.02	72.64%	0.00%	10.22%	6 years	BRL 7.81
May 01, 2023	8,108	BRL 0.02	72.20%	0.00%	10.23%	6 years	BRL 7.81
September 01, 2023	254,466	BRL 0.02	61.62%	0.00%	10.45%	6 years	BRL 7.53
September 04, 2024	381,894	BRL 0.02	55.33%	0.00%	11.76%	6 years	BRL 4.26
September 04, 2024	49,297	BRL 0.02	39.42%	0.00%	11.67%	3 years	BRL 4.26

In the following table we present the details of this information:

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued
September 30, 2024
(In thousands reais, unless otherwise stated)

18. Net Equity--Continued

c) Capital Reserves--Continued

ii) *Call Option Plan*--Continued

Assumptions for recognition of share compensation expense--Continued

Call options transactions:

	<u>SOP Plan</u>
Options at 12/31/2023	1,651,407
Granted	431,191
Exercised	(263,788)
Canceled	(218,658)
Options at 09/30/2024	1,600,152
Options exercisable in 2022	9,600
Options exercisable in 2023	221,621
Options exercisable in 2024	186,203
Options exercisable in 2025	218,819
Options exercisable in 2026	235,004
Options exercisable in 2027	373,027
Options exercisable in 2028	203,124
Options exercisable in 2029	152,754
Personnel expenses including charges as of 12/31/2023	1,782
Personnel expenses, compensation as of 09/30/2024	2,179
Personnel expenses, charges as of 09/30/2024	(397)

ii) *Stock Option Plan - Mercantile*

In the minutes of the Board of Directors' meeting, the Company approved the following grants for the new stock option plan, according to the list initialed by all and filed at the Company's headquarters, within the scope of the SOP Plan, in the Mercantile modality.

<u>RCA date</u>	<u>Approved Grants</u>
September 04, 2024	740,345

In this plan, stock options can be exercised within 5 years from the date of grant, with a vesting period of 4 years, with 25% being released each year. Each option will grant the beneficiary the right to acquire 1 (one) common share issued by the Company, at an exercise price of BRL 3.04 (three reais and four cents) per share.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued
September 30, 2024
(In thousands reais, unless otherwise stated)

18. Net Equity--Continued

c) Capital Reserves--Continued

iii) *Stock Option Plan - Mercantile--Continued*

Assumptions for recognition of share compensation expense - Mercantile

Shares are measured at fair value on the grant date and the expense is recognized in the income statement as “personnel expenses” throughout the period in which the right to exercise the option is acquired, matched against the corresponding increase in shareholders’ equity (in capital reserves). The fair value of the options granted was estimated using the “Binomial” option pricing model, taking into account variables such as volatility and the risk-free interest rate.

In the following table we present the details of this information:

Grant Date	Total Stock Options Granted	Exercise Price	Estimated Annual Volatility	Expected Dividend on Shares	Weighted Average Risk-Free Interest Rate	Maximum Maturity	Fair Value at Grant Date
September 4, 2024	740,345	BRL3,04	49.28%	0.00%	49.41%	5 years	BRL4,26

Call options transactions:

	<u>SOP Plan</u>
Options at 12/31/2023	-
Granted	740,345
Exercised	-
Canceled	-
Options at 09/30/2024	740,345
Options exercisable in 2025	185,089
Options exercisable in 2026	185,089
Options exercisable in 2027	185,085
Options exercisable in 2028	185,082
Personnel expenses including charges as of 12/31/2023	-
Personnel expenses, compensation as of 09/30/2024	61

iv) *Other reserves*

Corresponds to the initial recognition of the amount regarding the call option of the remaining interest in Picodi’s share capital, as detailed in explanatory note 19 and subscription warrants regarding 5% purchaser of Bankly, AGE of May 30, 2022.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

18. Net Equity--Continued

d) Other comprehensive income

Corresponds to the accumulated effect of exchange conversion from the functional currency to the original currency of the foreign subsidiary's financial statements, calculated on corporate investments held abroad and accounted for under the equity method. This accumulated effect will be reversed to income for the year as a gain or loss upon disposal or write-off of the investment. The effect on the net equity in the period ended September 30, 2024 is BRL 691, totaling the balance of BRL 2,744 in other comprehensive income (BRL 3,435 on December 31, 2022).

e) Earnings per share

i) *Basic and diluted*

Basic earnings per share is calculated by dividing the net income attributable to the Company's shareholders by the weighted average number of common shares outstanding during the year.

Basic earnings per share, including continuing and discontinued operations:

	<u>Three-month period ended on</u>		<u>Nine-month period ended on</u>	
	<u>September 30,</u>	<u>September 30,</u>	<u>September 30,</u>	<u>September 30,</u>
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Number of shares*	86,966,655	86,523,397	86,966,655	86,523,397
Income for the period	9,515	7,002	(29,509)	(16,927)
Basic earnings per common share (in BRL)	0.11	0.08	(0.34)	(0.20)

Basic earnings per common share, considering only continuing operations:

	<u>Three-month period ended on</u>		<u>Nine-month period ended on</u>	
	<u>September 30,</u>	<u>September 30,</u>	<u>September 30,</u>	<u>September 30,</u>
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Number of shares*	86,966,655	86,523,397	86,966,655	86,523,397
Income for the period from continuing operations	9,515	9,450	(29,509)	5,175
Basic earnings per common share (in BRL)	0.11	0.11	(0.34)	0.06

Diluted earnings per share are calculated by dividing the profit attributable to the Company's shareholders by the weighted average number of common shares outstanding during the period plus the stock options granted to the beneficiaries of the stock option plan, as shown in the table below:

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

18. Net Equity--Continued

e) Earnings per share--Continued

i) *Basic and diluted--Continued*

	Three-month period ended on		Nine-month period ended on	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Number of shares*	86,966,655	86,523,397	86,966,655	86,523,397
Dilutive effect of stock options	2,340,497	3,470,400	-	-
Income for the period	9,515	7,002	(29,509)	(16,927)
Basic earnings per common share (in BRL)	0.11	0.08	(0.34)	(0.20)

(*) Weighted average

In the nine-month period ended September 30, 2024 and 2023, the calculation of basic and diluted earnings per share remains the same, due to the loss for the period.

19. Provisions for tax, civil and labor risks

a) Provision for Lawsuits

The Company and its subsidiaries are defending themselves against labor, civil and tax lawsuits. The provisions for any losses arising from these proceedings are estimated and updated by management based on the legal advisors' opinion.

The composition for cases with probable loss expectation, is showed below:

	Parent Company		Consolidated	
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Labor	171	107	171	107
Tax	325	271	325	271
Civil	2,228	1,422	2,314	1,533
Total	2,724	1,800	2,810	1,911

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

19. Provisions for tax, civil and labor risks—Continued

b) Judicial Contingent Liabilities

In addition to the provisions recorded, there are other contingent liabilities of a civil nature, which expected loss assessed by the company's legal counsels is regarded as possible.

The composition for cases with possible loss expectation, is showed below:

	Parent Company		Consolidated	
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Labor	-	40	-	40
Civil	6,226	8,115	6,275	8,164
Total	6,226	8,155	6,275	8,204

20. Net Operating Revenue

	Parent Company			
	Three-month period ended on		Nine-month period ended on	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Revenues				
Services Rendering	83,856	60,603	238,221	201,919
ISSQN on services	(1,677)	(1,212)	(4,764)	(5,703)
PIS on services	(1,274)	(915)	(3,617)	(3,086)
COFINS on services	(5,871)	(4,218)	(16,660)	(14,217)
Total Net Revenue	75,034	54,258	213,180	178,913

	Consolidated			
	Three-month period ended on		Nine-month period ended on	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Revenues				
Services Rendering	100,189	77,255	288,299	250,407
ISSQN on services	(1,989)	(1,444)	(5,614)	(6,255)
PIS on services	(1,412)	(961)	(3,987)	(3,198)
COFINS on services	(6,500)	(4,430)	(18,357)	(14,734)
Total Net Revenue	90,288	70,420	260,341	226,220

On September 30, 2024, the Company has a customer whose net revenues represented, individually, above 10% of its total net revenues, which is BRL 32,925. On September 30, 2023, the Company has three customers whose net revenues represented, individually, above 10% of their total net revenues, these are BRL 33,950, BRL 26,180 and BRL 18,290

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

21. Financial results

	Parent Company			
	Three-month period ended on		Nine-month period ended on	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Financial Income				
Income from financial investments	9,707	12,001	37,138	36,443
Interest received	-	698	-	1,784
Monetary restatement	40	538	275	1,588
Other financial income	-	-	18	3
	9,747	13,237	37,431	39,818
Financial expenses				
Interest paid on late payments	(1)	(383)	(77)	(1,649)
Banking expenses	(160)	(287)	(485)	(567)
Units devaluation (a)	(1,994)	(4,654)	(11,386)	(8,318)
Other financial expenses	(338)	(142)	(537)	(666)
	(2,493)	(5,466)	(12,485)	(11,200)
Financial results	7,254	7,771	24,946	28,618
	Consolidated			
	Three-month period ended on		Nine-month period ended on	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Financial Income				
Income from financial investments	9,836	12,067	37,437	36,619
Interest received	36	819	147	2,223
Monetary restatement	40	538	275	1,588
Other financial income	36	47	231	128
	9,948	13,471	38,090	40,558
Financial expenses				
Interest paid on late payments	(43)	(413)	(188)	(1,789)
Banking expenses	(220)	(330)	(673)	(810)
Other financial expenses	(343)	4	(545)	(526)
	(606)	(739)	(1,406)	(3,125)
Financial results	9,342	12,732	36,684	37,433

(a) Balance from the FIDC result for the period, according to explanatory note 6.2.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

22. Discontinued operations

On December 30, 2022, the Company signed a Memorandum of Understanding with Banco Votorantim S.A. ("Bank BV"), whereby the parties agreed they will negotiate the sale of the Bankly control to Banco BV during a period up to 90 days from the memorandum execution.

On March 31, 2023, the Company entered into an amendment to said Memorandum of Understanding to reflect the change in the transaction structure and to extend the deadline for submitting the final documents agreed for approval by the applicable governance levels of the parties involved.

On April 25, 2023, the Company's shareholders were offered, under the terms and for the purposes of article 253, items I and II, of the Brazilian Corporation Law, 30 days period to exercise the preemptive right to subscribe for the shares issued by Acessopar (CASH1). The exercise period closed on May 25, 2023 and the total exercised was less than 1% of Acessopar's capital.

On June 1, 2023, the definitive investment agreement was entered into for the sale to Banco BV of all shares held by the Company issued by Bankly and up to 100% of the shares issued by Acessopar.

After signing the definitive investment agreement between the parties, the Company concluded that the pre-requirements of CPC 31 / IFRS 5 - Non-Current Assets Held for Sale and Discontinued Operation were met and the balances of Bankly and Acessopar were reclassified to assets held for sale and discontinued operation.

On October 20, 2023, the Central Bank of Brazil (BACEN) published Official Letter # 26364/2023-BCB/Deorf/GTSP3, approving the Company's transfer of corporate control on Bankly to Banco BV.

The total amount of the sale was BRL 210,000, which were paid at the closing of the transaction, which occurred on November 27, 2023, plus a price adjustment in the amount of BRL 17,566.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

22. Discontinued operations--Continued

(a) The results of discontinued operations for the years closed September 30, 2023 are as follows:

	Three-month period ended on 09/30/2023			
	Bankly	Acessopar	Eliminations	Total
Discontinued operations				
Net revenues	19,496	-	-	19,496
Operating expenses				
Personnel expenses	(5,525)	-	-	(5,525)
Commercial and marketing expenses	(47)	-	-	(47)
Software expenses	(920)	-	-	(920)
General and administrative expenses	(13,775)	(2)	-	(13,777)
Third-party services	(937)	(134)	-	(1,071)
Depreciation and amortization	(351)	-	(2,526)	(2,877)
Others	(2,178)	-	-	(2,178)
	(23,733)	(136)	(2,526)	(26,395)
Gross Profit	(4,237)	(136)	(2,526)	(6,899)
Equity Accounting	-	112	(112)	-
Income before financial result and taxes	(4,237)	(24)	(2,638)	(6,899)
Financial results	4,452	(1)	-	4,451
Result before income taxes	215	(25)	(2,638)	(2,448)
Current and deferred income and social contribution taxes	-	-	-	-
Losses for the period	215	(25)	(2,638)	(2,448)
	Nine months periods ended on 09/30/2023			
	Bankly	Acessopar	Eliminations	Total
Discontinued operations				
Net revenues	61,595	-	-	61,595
Operating expenses				
Personnel expenses	(30,743)	-	-	(30,743)
Commercial and marketing expenses	(464)	-	-	(464)
Software expenses	(3,223)	-	-	(3,223)
General and administrative expenses	(48,886)	(6)	-	(48,892)
Third-party services	(2,791)	(82)	-	(2,873)
Depreciation and amortization	(1,074)	-	(7,582)	(8,656)
Others	(6,420)	-	(1)	(6,421)
	(93,601)	(88)	(7,583)	(101,272)
Gross Profit	(32,006)	(88)	(7,583)	(39,677)
Equity Accounting	-	(7,531)	7,531	-
Income before financial result and taxes	(32,006)	(7,619)	(52)	(39,677)
Financial results	17,582	(1)	-	17,581
Result before income taxes	(14,424)	(7,620)	(52)	(22,096)
Current and deferred income and social contribution taxes	(6)	-	-	(6)
Losses for the period	(14,430)	(7,620)	(52)	(22,102)

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

22. Discontinued operations--Continued

The eliminations refer to the transactions between Bankly and Acessopar, substantially represented by the elimination the equity, as well as intangibles amortization related to the acquisition of Bankly and Acessopar recorded by the Company.

In the parent company's income statements, the equity earnings of Bankly and Acessopar and the amortization of intangibles related to the acquisition of these subsidiaries in the total amounts of BRL 9,222 and BRL 19,654 in the three and nine-month periods closed September 30, 2023 were reclassified and restated as a result of discontinued operations.

- (b) The cash flows statements from discontinued operations for the periods closed September 30, 2023 are as follows:

	September 30, 2023		
	Bankly	Acessopar	Total
Net cash from operational activities	(138,887)	(11)	(138,898)
Net cash used in investment activities	208,524	-	208,524
Net cash used in financing activities	-	-	-
Net change in cash and cash equivalents	69,637	(11)	69,626
Cash and cash equivalents			
At the beginning of the period	23,130	193	23,323
At the end of the period	92,767	182	92,949
Net change in cash and cash equivalents	69,637	(11)	69,626

23. Segment information

The information per segment was prepared considering the criteria used by the chief operating decision-maker in evaluating performance, in making decisions regarding the allocation of resources for investment and other purposes, considering the regulatory environment and the similarities between products and services.

The operations of Méliuz are basically divided into the following segments: B2C (Business to Customers) *Domestic*, B2C (Business to Customers) International, B2B (*Business to Business*) and other segments.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

23. Information by segment--Continued

The measurement of the management result by segment takes into account all revenues and expenses ascertained by the companies that make up each segment, as per the distribution presented below.

National B2C Segment (Business to Customers)

The B2C National segment comprises the income of Méliuz, including e-commerce, Gift Card, Recharge, Méliuz Invoice, digital account, credit card and payments operations and Promobit results.

International B2C Segment (Business to Customers)

Understands the results of Picodi's international operation.

B2B (Business to Business) segment - discontinued operations

Composed essentially of the subsidiaries Bankly and Acessopar, including Banking as a Service (BaaS) operations.

Other segments

Presents the operations of the subsidiaries Melhor Plano, Alter and FIDC, which are analyzed by the Management separately from the other segments.

The Company does not manage its assets and liabilities by segment.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

23. Information by segment--Continued

Income statement by segment

	September 30, 2024			
	B2C	B2C International	Other segments	Consolidated
Net revenues	221,056	13,249	26,036	260,341
Operating expenses				
Cashback expenses	(109,138)	(1,996)	-	(111,134)
Personnel expenses	(50,855)	(3,567)	(4,293)	(58,715)
Commercial and marketing expenses	(9,589)	(4,661)	(8,211)	(22,461)
Software expenses	(6,478)	(1,016)	(280)	(7,774)
General and administrative expenses	(4,113)	(4,807)	(19,252)	(28,172)
Third-party services	(7,352)	(1,281)	(654)	(9,287)
Depreciation and amortization	(7,489)	(267)	(14)	(7,770)
Assets impairment	(79,752)	(3,171)	-	(82,923)
Others	5,975	173	(509)	5,639
	(268,791)	(20,593)	(33,213)	(322,597)
Gross Profit	(47,735)	(7,344)	(7,177)	(62,256)
Income before financial result and taxes	(47,735)	(7,344)	(7,177)	(62,256)
Financial results	36,399	27	258	36,684
Result before income taxes	(11,336)	(7,317)	(6,919)	(25,572)
Current and deferred income and social contribution taxes	(6,248)	358	(1,419)	(7,309)
Net income (loss) from continuing operations	(17,584)	(6,959)	(8,338)	(32,881)

	September 30, 2023			
	B2C National	B2C International	Other segments	Consolidated
Net revenues	186,516	15,400	24,304	226,220
Operating expenses				
Cashback expenses	(98,272)	(5,941)	-	(104,213)
Personnel expenses	(65,018)	(5,163)	(4,084)	(74,265)
Commercial and marketing expenses	(9,478)	(4,732)	(2,919)	(17,129)
Software expenses	(8,836)	(1,087)	(238)	(10,161)
General and administrative expenses	(4,979)	(7,907)	(22,769)	(35,655)
Third-party services	(15,953)	(506)	(230)	(16,689)
Depreciation and amortization	(5,025)	(1,626)	(16)	(6,667)
Others	3,837	243	(280)	3,800
	(203,724)	(26,719)	(30,536)	(260,979)
Gross Profit	(17,208)	(11,319)	(6,232)	(34,759)
Income before financial result and taxes	(17,208)	(11,319)	(6,232)	(34,759)
Financial results	37,121	211	101	37,433
Result before income taxes	19,913	(11,108)	(6,131)	2,674
Current and deferred income and social contribution taxes	(1,846)	234	(1,198)	(2,810)
Net profit /(Loss) of the period	18,067	(10,874)	(7,329)	(136)

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

24. Risk management and financial instruments

a) General Considerations and Policies

The Company contracts operations involving financial instruments, when applicable, all recorded in equity accounts, which are intended to meet its operational and financial needs.

The management of these financial instruments is carried out by means of policies, definition of strategies, and establishment of control systems, and is monitored by the Company's management.

The treasury procedures defined by the policy in effect include monthly projection routines and assessment of the Company's currency exposure, on which management's decisions are based.

Financial investments

In accordance with the established policy for financial investments, the Company's management elects the financial institutions with which contracts may be entered into, according to the evaluation of the credit rating of the counterparty in question, maximum percentage of exposure per institution according to the rating and maximum percentage of the bank's net equity.

	Parent Company		Consolidated	
	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Cash and cash equivalents and Securities	229,855	648,849	241,497	664,348

Classification of Financial Instruments

As of September 30, 2024 and December 31, 2023, there is no difference between cost values and fair values. The financial instruments were summarized and classified as follows:

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

24. Risk Management and Financial Instruments--Continued

a) General considerations and policies--Continued

Classification of Financial Instruments--Continued

Parent Company

On September 30, 2024	Amortized Cost	Fair value through profit or loss	Total
Financial Assets			
Cash and cash equivalents	22,676	-	22,676
Bonds and securities	207,179	-	207,179
Trade accounts receivable	12,642	-	12,642
Other assets	8,433	-	8,433
	<u>250,930</u>	<u>-</u>	<u>250,930</u>
Financial Liabilities			
Suppliers	6,358	-	6,358
Provision for cashback	12,396	-	12,396
Advances	23	-	23
Earn-out payable	-	6,018	6,018
Call option	-	23,741	23,741
	<u>18,777</u>	<u>29,759</u>	<u>48,536</u>

On December 31, 2023	Amortized cost	Fair value through profit or loss	Total
Financial Assets			
Cash and cash equivalents	55,929	-	55,929
Bonds and securities	592,920	-	592,920
Trade accounts receivable	32,437	-	32,437
Other assets	15,458	-	15,458
	<u>696,744</u>	<u>-</u>	<u>696,744</u>
Financial Liabilities			
Suppliers	2,795	-	2,795
Provision for cashback	20,361	-	20,361
Advances	161	-	161
Earn-out payable	-	43,411	43,411
Call option	-	23,741	23,741
	<u>23,317</u>	<u>67,152</u>	<u>90,469</u>

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

24. Risk Management and Financial Instruments--Continued

a) General considerations and policies--Continued

Classification of Financial Instruments--Continued

Consolidated

On September 30, 2024	Amortized cost	Fair value through profit or loss	Total
Financial Assets			
Cash and cash equivalents	34,161	-	34,161
Bonds and securities	207,336	-	207,336
Trade accounts receivable	21,911	-	21,911
Other assets	9,122	-	9,122
Custody of crypto-assets	-	16,222	16,222
Crypto portfolio	-	412	412
	272,530	16,634	289,164
Financial Liabilities			
Suppliers	8,431	-	8,431
Commercial leasing payable	251	-	251
Advances	37	-	37
Provision for cashback	15,509	-	15,509
Earn-out payable	-	6,018	6,018
Call option	-	23,741	23,741
Crypto portfolio	-	16,222	16,222
	24,228	45,981	70,209

On December 31, 2023	Amortized cost	Fair value through profit or loss	Total
Financial Assets			
Cash and cash equivalents	69,361	-	69,361
Bonds and securities	594,987	-	594,987
Trade accounts receivable	43,804	-	43,804
Other assets	14,010	-	14,010
Custody of crypto-assets	-	12,231	12,231
Crypto portfolio	-	212	212
	722,162	12,443	734,605
Financial Liabilities			
Suppliers	5,104	-	5,104
Commercial leasing payable	846	-	846
Advances	165	-	165
Provision for cashback	20,361	-	20,361
Earn-out payable	-	43,411	43,411
Call option	-	23,741	23,741
Crypto portfolio	-	12,231	12,231
	26,476	79,383	105,859

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued
September 30, 2024
(In thousands reais, unless otherwise stated)

24. Risk Management and Financial Instruments--Continued

b) Financial risk management

Financial risk factors

The Company's activities expose it to various financial risks, namely: market risk (including currency and interest rate risk), credit risk and liquidity risk. The Company's risk management focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on financial performance.

Risk management is carried out by the Company's treasury, and the policies must be approved by the Board of Directors. Treasury identifies, assesses and contracts financial instruments in order to protect the Company against possible financial risks, mainly arising from exchange and interest rates.

b.1) Market Risk

The Company is exposed to market risks arising from its business activities. These market risks mainly involve the possibility of changes in foreign exchange and interest rates.

i) Exchange risk

Exchange rate risk refers to changes in the US dollar, euro and Polish zloty exchange rates that could cause the Company to incur unexpected losses, leading to a reduction in assets.

The Company has a low volume of operations in US Dollars and Euros, representing essentially 8% of the period's revenue. In addition, considering the acquisition of Picodi in February 2021, variations in the Polish zloty may affect the earning of the Company's revenue.

ii) Interest rate risk

The Company's interest rate risk arises from financial investments, securities, earn-out payables and short and long-term loans and financing, if any. The Company's management has a policy of keeping the indexes of its exposure to lending and borrowing interest rates linked to floating rates. Financial investments and loans and financing are adjusted by the post-fixed CDI rate, in accordance with contracts signed with financial institutions, for which a sensitivity analysis was carried out, see item (d) of this note.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

24. Risk Management and Financial Instruments--Continued

b) Financial Risk Management--Continued

Financial Risk Factors--Continued

b.2) Credit Risk

The credit risk is based on the concentration of revenue that the Company has of 30% in three customers, the remainder being spread over hundreds of end customers, with whom the Company has a direct relationship. The result of this credit management is reflected under the heading Allowance for doubtful accounts, as shown in note 4.

The Company is subject to credit risks related to the financial instruments contracted in the management of its business. They consider the risk of non-settlement of operations held in financial institutions with which they operate, which are considered by the market to be first-rate ones.

b.3) Liquidity Risk

Management continually monitors the forecasts of the liquidity requirements of the Company and its subsidiaries to ensure that it has sufficient cash to meet operating needs, investment plans and financial obligations.

The Company invests excess cash in financial assets with post-fixed interest rates and with daily liquidity (CDBs of financial institutions that fall within the investment policy approved by management).

The following table summarizes the maturity profile of the Company's consolidated financial liabilities:

Parent Company

On September 30, 2024	Less than 1 year	1 to 3 years	Total
Suppliers	6,358	-	6,358
Provision for cashback	12,147	249	12,396
Advances	23	-	23
Earn-out payable	-	6,018	6,018
Call option	-	23,741	23,741
Total	18,528	30,008	48,536

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

24. Risk Management and Financial Instruments--Continued

b) Financial Risk Management--Continued

Financial Risk Factors--Continued

b.3) Liquidity Risk--Continued

Consolidated

On September 30, 2024	Less than 1 year	1 to 3 years	Total
Suppliers	8,431	-	8,431
Commercial Lease Operations	155	96	251
Provision for cashback	12,925	2,584	15,509
Advances	37	-	37
Earn-out payable	-	6,018	6,018
Call option	-	23,741	23,741
Crypto portfolio	16,222	-	16,222
Total	37,770	32,439	70,209

c) Capital management

The Company's businesses suggest maintaining a high amount of cash and cash equivalents in order to encourage cash outflows to meet short-term obligations, mainly cashback.

The main objectives of capital management are: (i) ensure the Company's going concern; (ii) ensure maximization of returns on financial investments; (iii) maximize shareholder return; and (iv) ensure the Company's competitive advantage in raising funds.

The Company manages its capital structure and adjusts it considering changes in economic conditions. The capital is monitored based on the Company's indebtedness ratio, which corresponds to the net debt divided by shareholders' equity, and the net debt is composed of the lease amount, plus loans and financing, if any, reduced by cash and cash equivalents, and securities.

The table below presents the company's debt ratio at September 30, 2024 and December 31, 2023:

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

24. Risk Management and Financial Instruments--Continued

c) Capital Management--Continued

Parent Company

	September 30, 2024	December 31, 2023
(-) Cash and cash equivalents	(22,676)	(55,929)
(-) Marketable securities	(207,179)	(592,920)
Net (cash) debt	(229,855)	(648,849)
Net Equity	319,905	776,479
Leverage ratio	(71.9%)	(83.6%)

Consolidated

	September 30, 2024	December 31, 2023
(-) Cash and cash equivalents	(34,161)	(69,361)
(-) Marketable securities	(207,336)	(594,987)
(+) Commercial leasing payable	251	846
Net (cash) debt	(241,246)	(663,502)
Net Equity	323,961	782,487
Leverage ratio	(74.5%)	(84.8%)

d) Sensitivity Analysis

The sensitivity analysis of the financial instruments was prepared with the purpose of estimating the impact on the fair value of the financial instruments operated by the Company, considering three scenarios in the risk variable considered: most likely scenario, in the Company's evaluation; deterioration of 25% (possible adverse scenario) in the risk variable; deterioration of 50% (remote adverse scenario).

For being grounded on statistical simplifications, the estimates presented do not necessarily reflect the amounts ascertainable in the next financial statements. The use of different methodologies could have a material effect on the estimates presented.

Additionally, the Company must present in its sensitivity analysis of financial instruments the risks that may generate material losses, whether directly or indirectly, considering the following elements:

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

24. Risk Management and Financial Instruments--Continued

d) Sensitivity Analysis--Continued

- The probable scenario is defined as the scenario expected by the Company's management and referenced by an independent external source;
- The possible adverse scenario considers a 25% deterioration in the main risk variable determining the fair value of financial instruments; and
- The remote adverse scenario considers a 50% deterioration in the main risk variable determining the fair value of financial instruments.

The probable scenario, of a reduction or increase in interest rates, was measured considering the interest rates published by BACEN, using the Selic rate of 10.75%.

Under the Company's analysis, the financial instruments exposed to interest rate variation risk correspond to financial investments in CDBs and fixed income investment funds, classified as cash equivalents and financial investments, and the earn-out amounts payable.

Parent Company

	Financial Instruments
	September 30, 2024
Assets	
CDI rate (%) Bacen	10.75%
Financial investments in cash and cash equivalents	15,808
Bonds and securities	207,179
Amounts exposed to the risk of variation in the CDI rate	222,987
Possible adverse scenario (-25%)	(5,993)
Remote adverse scenario (-50%)	(11,986)
Liabilities	
CDI rate (%) Bacen	10.75%
Earn-out payable	6,018
Amounts exposed to the risk of variation in the CDI rate	6,018
Possible adverse scenario (25%)	162
Remote adverse scenario (50%)	323

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued
September 30, 2024
(In thousands reais, unless otherwise stated)

24. Risk Management and Financial Instruments--Continued

d) Sensitivity Analysis--Continued

Consolidated

	<u>Financial Instruments</u> <u>September</u> <u>30, 2024</u>
Assets	
CDI rate (%) Bacen	10.75%
Financial investments in cash and cash equivalents	23,282
Bonds and securities	207,336
Amounts exposed to the risk of variation in the CDI rate	230,618
Possible adverse scenario (-25%)	(6,198)
Remote adverse scenario (-50%)	(12,396)
Liabilities	
CDI rate (%) Bacen	10.75%
Earn-out payable	6,018
Amounts exposed to the risk of variation in the CDI rate	6,018
Possible adverse scenario (25%)	162
Remote adverse scenario (50%)	323

25. Insurance Coverage

The company has insurance contracts with coverage taking into account the nature and degree of risk.

The maximum insurance coverage is shown below:

	<u>Consolidated</u> <u>September</u> <u>30, 2024</u>	<u>December 31,</u> <u>2023</u>
Interns	10	10
Data protection and cyber responsibility	5,000	5,000
Civil liability of the officers	70,000	70,000
Guarantee	1,602	1,602
Total	76,612	76,612

(a) Insurance for each intern in the event of accidental death/total or partial permanent disability.

The other companies in the group only have social responsibility insurance for their employees.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued

September 30, 2024

(In thousands reais, unless otherwise stated)

26. Subsequent Events

On October 22, 2024, the Company published a Material Fact stating that it had hired BTG Pactual Corretora de Títulos e Valores Mobiliários S.A. to act as Market Maker for its shares, which are currently traded under the ticker CASH3 on B3 - Brasil, Bolsa, Balcão, in accordance with CVM Instruction 133/2022. The aim is to boost the liquidity of the company's common shares. The Market Maker began its activities on October 23, 2024.

Méliuz S.A.

Notes to the parent company and consolidated interim financial statements - Continued
September 30, 2024
(In thousands reais, unless otherwise stated)

Management

ANDRÉ AMARAL RIBEIRO
OFFICER

DÚNIA NEVES RUAS MOURÃO
OFFICER

GABRIEL LOURES ARAÚJO
OFFICER

ISRAEL FERNANDES SALMEN
OFFICER

MARCIO LOURES PENNA
OFFICER

MAURO ROJAS HERRERA
OFFICER

TÚLIO BRAGA PAIVA PACHECO
OFFICER

MICHELLE MEIRELLES FERREIRA COSTA
OFFICER & ACCOUNTANT - CRC/MG 107.217/O-4