



# Appraisal Report of Equity Capital

vivo

**Applicant: VIVO TECH, S.A. de C.V.**

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## CHAPTER I BACKGROUND.

### A EXPERT APPRAISER INFORMATION

In the State of Mexico, on the twenty-five day of the month of March in the year two thousand and twenty-four, I, **Diego Miguel Perezcano Beltrán, Public Broker No. 2 of the State of Mexico, a specialist in business valuation, holding a professional license from the Ministry of Public Education with the number 10548258**; in my capacity as an EXPERT APPRAISER granted by the law; based on my technical knowledge and the application of valuation techniques, as provided for by Article 6, Section II, and other relevant provisions of the Federal Public Brokerage Law; Article 6, second paragraph, and Article 56 Bis of the Regulations of the Federal Public Brokerage Law; I hereby issue the following Equity appraisal report.

### B APPLICANT INFORMATION

The company **VIVO TECH, S.A. de C.V.**, hereinafter referred to as “**VIVO TECH**”, represented by **Cal Li** in his capacity as Sole Administrator.



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## CHAPTER II

# DATA OF THE ASSET SUBJECT TO VALUATION

## C OWNER'S INFORMATION

The applicant presented me with the corporate documentation of VIVO TECH, S.A. de C.V. (hereinafter "VIVO TECH"), which is attached to this report as APPENDIX 1.

## D TYPE OF VALUATION SERVICE

At the request of the applicant, an appraisal of equity capital was conducted.

## E REPORT VALIDITY

The validity of this report is 1(One) year <sup>1</sup>.

**Extrinsic or administrative validity:** The validity of an appraisal is determined by its purpose or intended use and depends on the time frame established, if applicable, by the competent authority or administrative institution utilizing the report.

**Intrinsic validity:** A report will remain valid as long as there are no substantial changes in the fundamental conditions and premises that supported the calculation (*ceteris paribus*). Any substantial changes could potentially affect the reliability of the conclusive figures of the valuation.

## F DESCRIPTION OF THE VALUATION SUBJECT

The Equity Capital of VIVO TECH, S.A. de C.V., specifying the fair value per share corresponding to its shareholders.

## G LOCATION OF THE VALUATION SUBJECT

The company VIVO TECH has its fiscal address located in Mexico City.

## H VALUATION PURPOSE

Estimate the *Fair Value* of the Equity Capital of VIVO TECH, S.A. de C.V., as well as the fair value per share; both estimates as of 31 de December de 2023, based on the valuation of the going concern.

## I VALUATION USE

The applicant has informed the Appraiser that they require this report for financial and tax purposes.

<sup>1</sup>In the absence of specific provisions regarding the validity of this type of valuation report, the one-year term mentioned in Article 3 of the Regulation of the Federal Fiscal Code was used.



## CHAPTER III

# LEGAL BASIS AND PRELIMINARY CONSIDERATIONS.

### LEGAL BASIS.

The present analysis, as well as the opinions and conclusions of the undersigned appraiser, were developed in accordance with Article 6, Section II of the Federal Public Brokerage Law (LFCEP), Article 56 bis of its regulations, international valuation standards, and the theoretical framework of corporate finance.

The following are various legal bases in Mexican regulations related to valuation reports:

Commercial Code:

*“Article 1252.- Experts must hold a degree in the science, art, technique, trade, or industry related to the matter on which their opinion is to be heard, if the science, art, technique, trade, or industry requires a degree for its practice.*

*If it does not require a degree, or if there are no experts in the area, any persons deemed knowledgeable to the satisfaction of the judge may be appointed, even if they do not hold a degree.”*

*“Expert testimony will only be admissible when specialized knowledge of the relevant science, art, technique, trade, or industry is required, but not with regard to general knowledge that the law presumes judges possess. Expert opinions offered by the parties for this type of knowledge will be dismissed ex officio, or if they are proven in the case with other evidence, or if they only relate to simple arithmetic or similar operations.”*

*“The qualification as a public broker’s agent certifies the status of appraiser for all purposes.” (...)*

*“Article 1257.- Judges may appoint experts from among those authorized as auxiliaries of the administration of justice by the respective local authority, or may request that the expert be proposed by professional colleges, associations, or bars, as well as by public or private higher education institutions, or chambers of commerce, industry, or confederations of chambers corresponding to the object of the appraisal. (...)”*

*“Article 1300.- Appraisals shall be conclusive evidence.”*

### FEDERAL PUBLIC BROKERAGE LAW

*“ARTICLE 6.- The public broker shall have the following responsibilities: (...)*

*II.- To act as an expert appraiser to estimate, quantify, and assess the goods, services, rights, and obligations submitted for consideration, whether by private appointment or by mandate of competent authority; (...)*



*VIII. Any other functions assigned to them by this and other laws or regulations.*

*The above-mentioned functions shall be understood without prejudice to the provisions of other laws and are not considered exclusive to public brokers.”*

## FEDERAL PUBLIC BROKERAGE LAW REGULATION

*“ARTICLE 56 Bis.- The public broker, in the exercise of their functions as an expert appraiser, may estimate, quantify, and assess the goods, services, rights, and obligations submitted for consideration by private appointment or by mandate of competent authority.*

*The valuation report must be clear and objective, presenting the reasoning and sufficient information used to determine the conclusive value of the asset, service, right, or obligation. It must contain, at a minimum, the following indicative items:*

- a) Full name, number, and location of the Public Broker, along with their signature and seal;
- b) Applicant’s information;
- c) Owner’s information, including, if applicable, the basis for the information;
- d) Type of valuation service;
- e) Valuation validity, which is a mandatory requirement when there is a legal provision to that effect;
- f) Description of the asset, right, service, or obligation subject to valuation;
- g) When applicable, the location of the asset subject to valuation;
- h) Purpose of the valuation report;
- i) Use of the valuation report;
- j) Preliminary considerations for valuation;
- k) Description of the valuation approaches applied;
- l) Inspection date;
- m) If applicable, the reference date for value;
- n) Valuation report date;
- o) Sources of information;
- p) Preliminary considerations before the conclusion;
- q) Value conclusion;
- r) Photographic documentation, and
- s) If applicable, annexes.



*Any observations regarding approaches, sources of information, elements, general limitations, among others, that affect the value conclusion, must be mentioned in the report.*

*In cases where, due to the valuation service, territory, purpose, use, or the subject matter of the report requested from the public broker, it is evident that, based on specific regulations issued by a competent authority that are mandatory, the broker must issue or prepare the report using specific laws, standards, guidelines, manuals, or rules, the broker may choose to adhere solely to that regulation.*

*In the case of auctions, valuations for judicial or administrative proceedings, or valuations requested by authorities where it is physically or materially impossible to conduct a physical inspection of the asset subject to valuation or obtain the corresponding documentation from the applicant or owner, it must be expressly stated in the report. The valuation will then be performed with the data and information available to the broker at the time and with the means at their disposal."*

AGREEMENT ESTABLISHING GUIDELINES FOR PUBLIC BROKERS TO ISSUE APPRAISALS ISSUED BY THE SECRETARY OF COMMERCE AND INDUSTRIAL PROMOTION, PUBLISHED IN THE OFFICIAL GAZETTE ON MARCH 9, 1999.

*"Article 2.- The valuation report issued by the public broker shall be composed of the following sections:*

- I. Background;
- II. Data of the asset or service subject to valuation;
- III. Legal basis and preliminary considerations;
- IV. Methodology employed;
- V. Development of the appraisal, and
- VI. Conclusions.

*Furthermore, in all cases, the public broker must have complete documentary support regarding the market study conducted for the purposes of the appraisal. (...)*

*Article 12.- In valuations performed by public brokers for intangible assets, considering their nature or type, their values may be determined as follows:*

- I.- By researching the market for similar or substitute goods and products based on commercial references, implied and calculated values, considering sales volumes and profitability, possible purchase and sale cases, or alternatively, royalty payments for the use and exploitation of patents, trademarks, or franchises;
- II.- In the case of projects, an analysis will be conducted of the infrastructure of services available, marketing characteristics, technology used, price determination, investment costs, loss of profit, financial performance, and profit margins, in order to diagnose their investment margins, cash flows, and break-even points;
- III.- Through the study of the best utilization of projects and the commercial value of real or potential gross rents generated, as well as calculating the equivalent capital capable of providing those rents under non-inflationary and low-risk conditions, considering whether it is a project valuation or an ongoing business, or
- IV.- When it comes to transfer pricing, it shall be done by applying the procedures established in the Income Tax Law or, alternatively, using the appropriate method for the case. (...)"



## J PRIOR CONSIDERATIONS FOR VALUATION

### J.1 Conditions, Restrictions, and Limitations of the Report:

- a) It is assumed that this appraisal is in response to a request for professional services based on good faith between the parties involved, namely the applicant and the Appraiser. Therefore, the verbal and written information provided, if any, is understood to be correct as of the date of this appraisal. Additionally, the applicant has stated that they do not have additional information that could affect the values expressed in this report.
- b) After thoroughly reviewing this appraisal, the applicant declares that they do not anticipate any underlying, hidden, or extraordinary circumstances that have not been properly reported to the undersigned.
- c) The existence of potential liens on the valued assets (stock certificates) was not verified. For the determination of this fair value, no liens on the equity capital subject to valuation are considered.
- d) This document is limited to an estimation of the fair value of the Equity Capital based on the valuation models presented in its respective chapter, except for errors or omissions. This is based on variations in the models themselves and the economic environment, and consequently, as a limitation, the assumptions of fundamental reasons for projection and calculations based on the information received.
- e) This report is issued exclusively for the date contained in this report, with a valuation date of 25 de March de 2024. Changes in external or internal factors of the company under analysis in its financial figures may occur after that date, which could affect the conclusive value contained in this report.
- f) For the practice of this appraisal, only the figures provided by the applicant and the documents referred to in paragraph section O of this report were valued and studied. Likewise, the applicant, through its legal representative, stated that they do not have additional information that could serve as a basis for modifying the figures indicated here. In the same vein, there has been no independent review of the content and accuracy of this documentation, and the analysis and results could be affected if this information is not correct and/or precise.
- g) The information received by the appraiser for analysis corresponds to relevant information from the company whose Equity capital was subject to valuation, so the confidentiality of the information is assumed, and its use is limited to this report.
- h) All criteria used for valuation exclude any speculative or particular considerations at a given moment. The ownership of the intangible asset and the company is assumed according to the currently known situation. Likewise, the current market behaviors are assumed as constant (*ceteris paribus*).
- i) The projections made for the value estimation referred to in this document are not predictions of the future; they are the appraiser's best estimate of the current conditions projected into the future regarding the financial figures of the company. The appraiser cannot guarantee that these forecasts and estimates will materialize.
- j) The analyses, opinions, and conclusions reported are limited by the assumptions and limiting conditions indicated and are my own professional and impartial analyses, opinions, and conclusions.
- k) The statements made by the applicant of this valuation report are taken as true. The undersigned assumes no responsibility for the accuracy and correctness of such statements and information provided by the applicant.
- l) The conclusive value of this valuation report should not necessarily be considered as the price or consideration to be set for the sale, purchase, transfer, registration, assignment, or transmission of the asset subject to the valuation contained in this document.





- m) This valuation report should not necessarily be considered as a recommendation for the sale, purchase, transfer, assignment, transmission, or establishment of a guarantee for the assets covered by it, nor for carrying out any type of business, investment, or operation with it.
- n) This valuation report was prepared for **VIVO TECH, S.A. de C.V.** and its use is limited to the purpose specified therein. Accordingly, the appraiser assumes no responsibility towards third parties for the content of this valuation report. The appraiser does not provide any warranty to third parties (including investors) regarding the content of this valuation report.
- o) This valuation report may only be used in its entirety and not in parts. No part of the report may be used in conjunction with any study other than this one. The publication of this valuation report or any of its parts without the written authorization of the appraiser is prohibited. Additionally, this valuation report may not be used by any entity other than the one to which it is addressed or for a purpose or use other than stipulated.

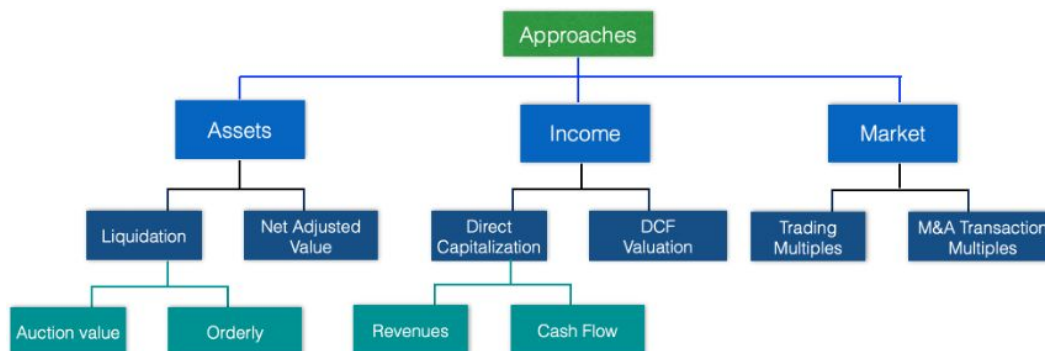
#### DEFINITIONS AND CONCEPTS.

- a) **EQUITY** It is the difference between a company's assets and liabilities and consists of the sum of all equity accounts, including share capital, reserves, accumulated profits, and current-year profits.
- b) **INVESTED CAPITAL** These are the assets that make up a company's Tangible Assets. Invested Capital typically reflects the investment made by investors to start a company and additional capital contributions made during its operation. Its calculation usually corresponds to Total Assets minus Current Liabilities, or alternatively, Non-Current Assets plus Working Capital.
- c) **REPORT DATE** It corresponds to the date on which the valuation document was prepared and signed. It may be the same as or different from the valuation date.
- d) **VALUATION DATE** It is the date that the appraiser will record at the moment of closing values in their valuation work. It may be the same as or different from the report date.
- e) **PURPOSE OF THE VALUATION** It is the explicit intention to determine a type of value that will be estimated based on the assets to be appraised, the valuation specialty, and the use of the appraisal specified by the requester.
- f) **USE OF THE APPRAISAL** It is the intended purpose of the report, as explicitly stated by the service requester.
- g) **BOOK VALUE** It is the amount at which an accounting entry is recorded in the accounting books, whether it represents the initial cost, the updated cost, the estimated cost, or the appraised value. It represents the value at which any property, right, asset, debt, or obligation is recorded in the accounting books. Book value represents only "book figures" and may be different from the market value, fair value, real value, replacement value, liquidation value, etc.  
  
*It is the estimated price that could be obtained from a sale in the open market, in a period of time just sufficient to find a buyer or buyers, where the seller has an urgency to sell, and both parties act with knowledge and under the premise that the assets are sold in the condition and location in which they are.*  
  
*It is the gross amount, expressed in monetary terms, that is expected to be obtained from a properly advertised sale carried out in the open market, in which the seller is obliged to sell immediately by court order "as is, where is" the asset. In some cases, it may involve a reluctant seller and a buyer or buyers who purchase with knowledge of the disadvantage for the seller.*
- h) **FAIR VALUE** According to its definition as inserted in the publication of IFRS (International Financial Reporting Standards) by the International Accounting Standards Committee Foundation and by the Mexican Institute of Public Accountants (IMCP), it states, "...The amount for which an asset could be exchanged or a liability settled between knowledgeable and willing parties in an arm's length transaction..."



## J.2 VALUATION APPROACHES

In practice, there are three generally accepted valuation approaches to estimate the fair value of an ongoing business, investment project, and its tangible and intangible assets. These approaches are briefly described below:



### J.2.1 Asset Approach

The asset approach is a general way to determine the fair value of a company's equity, a business, investment project, tangible asset, or intangible asset using one or more methods based on the value of assets and their net liabilities.

In business valuation, the asset approach can be considered equivalent to the cost approach in other valuation disciplines.

There are two general methods in the asset approach for business valuation:

**Adjusted Book Value Method:** This method adjusts assets and liabilities (including off-balance sheet items, intangibles, and contingent liabilities) to their market value.

**Excess Earnings Capitalization Method:** This method involves a revaluation of all the assets and liabilities of the company. This method is not used to determine the total value of a business but to determine the value of goodwill or intangible assets.

It is important to distinguish between the application of a valuation method within the asset approach and the "book value". Under any valuation standard, the fact that the market value of a business or company is equal to its book value would be a coincidence or would depend on very particular circumstances of the entity being valued.

### J.2.2 Market Approach

The market approach determines the fair value of a company's equity, business, investment project, tangible asset, or intangible asset by using methods that compare the appraised asset with similar assets.



The business, shares, tangible assets, or intangible assets used for comparison should be reasonably similar to the appraised asset. Key factors to consider in determining comparability include:

- Sufficient similarity in quantitative and qualitative characteristics.
- The amount and verifiability of information regarding the asset.
- Whether the price of the similar asset was determined in a transaction between independent parties, i.e., in a voluntary sale between the parties.
- Comparisons are generally made using valuation ratios (multiples); the calculation and use of these ratios should provide a significant reference regarding the value of the asset, considering all relevant factors.

Methods in the market approach include:

**Public Company Guideline Method:** This method determines market multiples of stock prices of publicly traded companies (listed on a stock exchange) with a similar line of business to the appraised company.

**Transaction Guideline Method:** This method determines market multiples of similar transactions completed between independent parties.

### J.2.3 Income Approach

The income approach is a general way to determine the fair value of a company's equity, business, asset, or intangible asset using one or more methods by which economic benefits are converted into value.

In the income approach, anticipated benefits are expressed in monetary terms and can be reasonably represented by concepts such as dividends or distributions, various types of earnings, or cash flows.

To estimate anticipated benefits, elements such as capital structure, historical performance of the entity, the future industry environment, and economic factors must be considered.

Anticipated benefits are converted into value through procedures that consider expected growth and timing of benefits, as well as the risk profile of the benefits and the time value of money.

Typically, converting anticipated benefits into value requires determining a capitalization rate or discount rate. To determine these rates, factors such as interest rate levels, expected rates of return by investors in alternative investments, and specific risk characteristics of anticipated benefits must be considered.



## ACRONYMS

<i>Beta:</i>	The Beta coefficient ( $\beta$ ) is a measure of volatility that estimates the systematic risk of an asset.
<i>CAGR:</i>	Compound Annual Growth Rate.
<i>CAPM:</i>	Capital Asset Pricing Model.
<i>Cash &amp; Eq.:</i>	Cash and Equivalents.
<i>DCF:</i>	Discounted Cash Flow.
<i>Effective Tax Rate:</i>	The effective tax rate.
<i>Enterprise value:</i>	The value of the enterprise.
<i>Equity value:</i>	The value of equity.
<i>Exp. Debt:</i>	Explicit Debt.
<i>ERP:</i>	Equity Risk Premium.
<i>Fair Value:</i>	Fair value or market fair value.
<i>FCFF:</i>	Free Cash Flow to Firm.
<i>Firm value:</i>	The value of the firm.
<i>Growth Rate (G):</i>	Net income growth rate.
<i>Income Statement:</i>	The income statement.
<i>Investment Capital:</i>	Investment capital.
<i>Ke:</i>	Cost of Equity.
<i>Kd:</i>	Cost of Debt.
<i>Levered beta:</i>	Leveraged beta.
<i>Market approach:</i>	Market approach.
<i>NCA:</i>	Non-Current Assets.
<i>Net Debt:</i>	Net debt.
<i>Nopat:</i>	Net Operating Profit After Tax.
<i>NWC:</i>	Net Working Capital.
<i>PEERS:</i>	Price-Earnings Ratios of Peer Companies.
<i>Risk-free rate:</i>	The risk-free rate.
<i>Terminal value:</i>	Terminal value.
<i>Total Debt:</i>	Total debt.
<i>Value drivers:</i>	Value drivers.
<i>WACC:</i>	Weighted Average Cost of Capital.
<i>WARA:</i>	Weighted Average Return on Assets.



## CHAPTER IV

# METHODOLOGY EMPLOYED

The valuation of the asset mentioned in chapter II section F of this report was carried out, which is explained below:

## K DESCRIPTION OF APPLIED VALUATION APPROACHES.

### K.1 ESTIMATION OF FAIR VALUE:

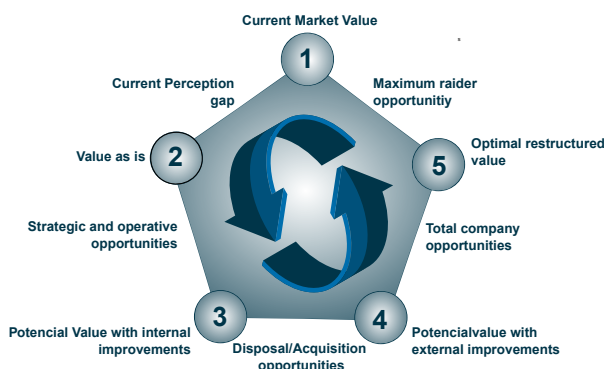
This report concerns the fair value of the Equity Capital (*Equity value*) of VIVO TECH, S.A. de C.V. as well as the estimation of the fair value per share; as mentioned in section F, with the valuation date of 31 de December de 2023.

The appraiser received financial information from the applicant, which was analyzed in detail to understand the business plan that supports the financial analysis of the business carried out for the current equity valuation. (APPENDIX 2).

### K.2 POTENTIAL VALUE WITH INTERNAL OPPORTUNITIES.

The equity valuation of VIVO TECH, S.A. de C.V. was conducted based on the business and financial information provided by the applicant, applying the theoretical framework of business valuation; under point 3 of the McKinsey Pentagon (“Value with internal improvements”): (Figure 1).

Figure 1: Opportunity Exploitation Pentagon



Source: Valuation. Copeland Tom, Koller Tim y Murrin Jack.  
John Wiley & Sons. 2000.

“Value with internal improvements.- It is the value acquired by the valued economic unit once the identification and exploitation of internal factors have been carried out. To achieve this, deficiencies are corrected, processes are improved and optimized, and new strategic opportunities are exploited, thus obtaining a higher value of the economic unit.”

**BUSINESS VALUATION METHODOLOGIES.** Two business valuation techniques, widely accepted in the financial sector (Figure 2), were applied in order to determine the value of the business as capital invested in use.



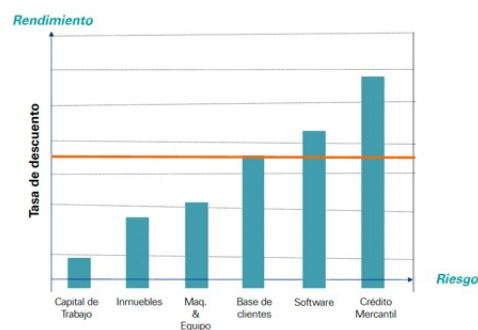
Figure 2: Most Commonly Used Business Valuation Methodologies



**DISCOUNT RATE ESTIMATION.** The discount rate generally applicable to the estimation of Equity Value can be calculated using financial models known as **Weighted Average Cost of Capital (WACC)** or **Weighted Average Return on Assets (WARA)**. This discount rate consists of the minimum expected return for the organization (Figure 3 and 4 ).

Figure 3: Opportunity Cost of Shareholders

Relación riesgo / rendimiento



Source: Valuación de Activos Intangibles. DEAL ADVISORY MEXICO. KPMG CÁRDENAS DOSAL, S.C. KPMG "D.R." ©2016

Figure 4: Foundations of Valuation Narrative



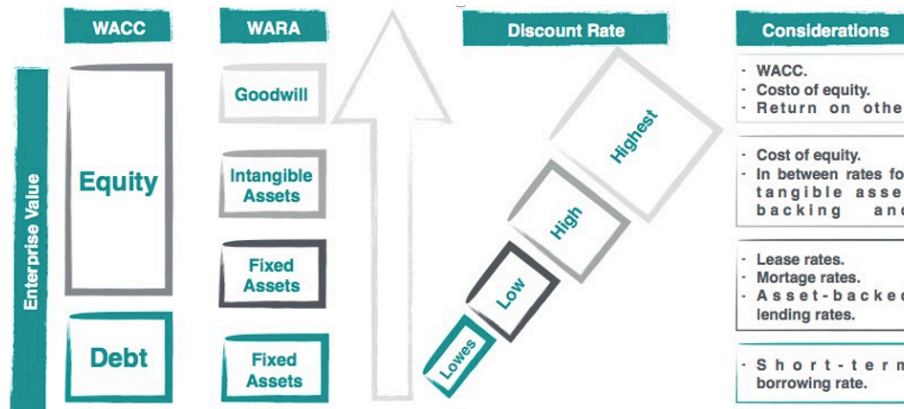
Source: Damodaran, A. "Session 14. Narrative to numbers". NYU/STERN.

- WACC** (Weighted Average Cost of Capital). The cost of capital is the compensation that investors demand from firms that use their funds (opportunity cost).
- WARA** (Weighted Average Return on Assets). Represents the weighted average of the return rates of the Contributory Assets involved in the estimation of the fair value of an asset.





Figure 5: Discount Rates WACC & WARA.



**CAPITAL ASSET PRICING MODEL (CAPM).** The underlying principle of the **CAPITAL ASSET PRICING MODEL (CAPM)** dictates that shareholders should earn at least a risk-free rate on their investment, plus a premium that compensates for the systematic risk of that investment.

The formulation of the model is detailed below:

- The cost of equity capital is estimated using the *Capital Asset Pricing Model (CAPM)*:

$$R_k = R_f + \beta \times (ERP) + SP + RP$$

- Where:
- $R_f$  = Risk-free rate
- $ERP$  = Enterprise Risk premium
- $\beta$  = Beta ( $\beta$ )
- $SP$  = Size Prime
- $RP$  = Country Risk Prime

Source: Valuación de Activos Intangibles. DEAL ADVISORY MEXICO. KPMG CÁRDENAS DOSAL, S.C. KPMG "D.R." ©2016.

### PEERS Valuation.

The appraiser applied the methodology known as Relative Valuation, using the models known as Trading Multiples and/or M&A Transaction Multiples, in accordance with the market approach.



Figure 6: Relative Valuation Model. Most Commonly Used PEERS



- 1) Trading and/or transaction multiples based on Net Revenues - **Top Line**.

Example:  $(EV / \text{Revenues}) \times$

- 2) Trading and/or transaction multiples based on Operating Profits with and without D&A (EBITDA and EBIT)– **Middle Line**.

Example:  $(EV / \text{Ebitda}) \times$  &  $(EV / \text{Ebit}) \times$

- 3) Trading and/or transaction multiples based on Net Profits and Net Revenues per share. - **Bottom Line**.

Example: PER (price earning ratio)  
Price to Sales x

This methodology allows for the determination of the value of companies not listed on the stock market, and in the case where the company being valued is listed, the method can help detect whether the market is over or undervaluing the asset in question. Furthermore, it enables the determination of the *Market approach* component in a financial valuation, using a representative sample on the ideal multiple for the subject of valuation.

#### INCOME APPROACH. Direct Capitalization Valuation Method.

A perpetuity is an infinite series of cash flows over time.

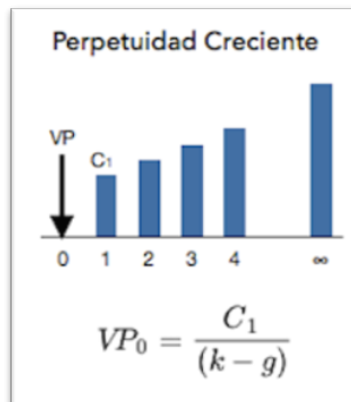
Perpetuities are similar to annuities, in that they are payments of equal amounts made at equal time intervals, the difference being that the payments or installments of perpetuities are forever, as their name suggests.

This tool is especially useful for valuing companies and, therefore, their shares, given their nature of having “perpetual life”. Some investments, like preferred stocks and bonds, are essentially perpetuities, and to transfer these assets from investors to other investors, they need to have a present value. A perpetuity can be simple, if the cash flows are constant over time, or growing, if they increase over time:





Figure 7: Direct Capitalization using Growing Perpetuity



Where

- $C_1$ : Cash Flow
- $k$ : Capitalization rate
- $g$ : Growth rate

Capitalization using a growing perpetuity refers to the case where the value of an income stream shows a noticeable and consistent upward trend over successive annual periods. In terms of investments, this often translates into a situation where the anticipated annual return from the investment is consistently met or even exceeded from one year to the next. The concept also implies that this cash flow will continue into the foreseeable future if the investor chooses to retain the asset over many years.

Evaluating the potential for a growing perpetuity is often very important for investors who wish to acquire a given investment with the aim of holding that investment over several years. Part of the process of accurately assessing the presence of a growing perpetuity year over year involves considering changes in the overall state of the economy. This means that it may be necessary to adjust figures for a given year to offset the effect of inflation.

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