

MATERIAL FACT

Valid enters into an agreement to acquire Fundamenture A/S

Rio de Janeiro, September 2, 2015 - Valid Soluções e Serviços de Segurança em Meios de Pagamento e Identificação S.A. (“Company”) (BM&FBOVESPA: VLID3 ON), in compliance with Law 6404/76 and Rule 358/02 issued by the Brazilian Securities and Exchange Commission (“CVM”), hereby informs its shareholders and the market in general that:

On this date, the Company, its subsidiary, Valid Soluciones Tecnologicas S.A.U. (“Valid Spain”), Cheltenham Beteiligungs AG, Solton APS, among others, signed final and binding documents (“Final Documentation”), aiming Valid Spain’s acquisition of 100% shares issued by **Fundamenture A/S**, a company incorporated and validly existing pursuant to the laws of Denmark (“Fundamenture”).

Fundamenture is a company operating in the global telecom market, with relevant footprint in Asia, Africa and the Middle East, in 35 countries and over 150 customers. As a result of this acquisition, Valid will now play a more relevant role in the chip global value chain with gains of scale, greater efficiency and market share by conquering new customers within a global context where the SIM card market is still growing. With this acquisition, Valid reinforces its growth strategy in the markets where its presence is not relevant yet, strengthening its global footprint as one of the world’s major SIM card providers. Fundamenture holds 6.5% of the global SIM card market, with 300 million cards sold annually. This acquisition will allow Valid to jump from the 13th to the 5th position in the SIM card suppliers’ global ranking.

Additionally, Fundamenture has an important and qualified R&D team, with approximately 40 employees working on the development of solutions for the global telecom market, who, together with Valid’s R&D team, will strengthen the company’s know-how in this area. Fundamenture has been developing technologies for the banking smart cards (EMV), aiming at becoming an important player in this segment that has been growing fast in the markets where it operates.

In 2014, Fundamenture recorded net revenue of US\$71.7 million and EBITDA of US\$10.0 million.

Fundamenture’s acquisition amount is US\$90,000,000.00. The earn-out payment to sellers is estimated to total US\$48.3 million. The earn-out will reach the maximum amount if Fundamenture’s average annual EBITDA between 2015 and 2017, combined with that of Valid Spain, corresponds to or exceeds US\$31.0 million.

“Fundamenture’s acquisition not only complements our essential skills through our products and service platforms, but also enables us to speeding up our growth by entering into the growing demand markets where we still do not have a relevant footprint. Moreover, this acquisition is also strategic for us as it enables us gains of scale and operating synergy with the Company’s current operations”, affirms Mr. Carlos Affonso, Valid’s Global CEO.

“We are much honored to become an important part of the successful Valid Group, with whom we have learned to know and share values of ethical behavior, high quality of work, and valuing of all employees, providing our clients with the best possible service”, said Sven Janssen, Fundamenture’s CEO.

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The Board of Directors' Meeting held on this date approved the acquisition, pursuant to the Final Documentation, which is subject to implementation of certain condition precedents provided for in the Final Documentation, among which its approval at the Company's Extraordinary Shareholders' Meeting to be held on September 30, 2015 ("AGE").

Bank of America Merrill Lynch has acted as Valid's exclusive financial advisor throughout Fundamenture's acquisition process.

According to the appraisal report prepared by APSIS Consultoria Empresarial Ltda., for the purposes of Article 256, item II and Paragraph 1 of Law 6404/76, Fundamenture's acquisition price does not exceed 1.5 of the highest of the amounts referred to by item II of the *caput* of Article 256 of Law 6404/76, so that dissenting shareholders shall not be entitled to right of withdrawal if the AGE approves the operation.

All the documents and information necessary for shareholders to exercise their voting rights at the AGE will be made available after publication of the AGE call notice, at the Company's headquarters, at its Investor Relations website (www.valid.com.br/ir), and at the websites of BM&FBOVESPA (www.bmfbovespa.com.br) and the Brazilian Securities and Exchange Commission (www.cvm.gov.br).

The Company will keep its shareholders and the market in general informed about relevant events connected with the operation.

For more details, contact our Investor Relations Department.

Rio de Janeiro, September 2, 2015.

Carlos Affonso Seigneur d'Albuquerque

Chief Executive and Investor Relations Officer

About Valid:

VALID is a Brazilian company, present globally and with production in the United States, Spain and Argentina. Created in 1957, it is currently the world's fourth producer of financial cards and plays a critical role in the lives of millions of citizens worldwide by providing solutions in payment means, telecommunications, identification systems and digital certification. Behind the payment transactions, cell phone calls or people identification are VALID's processes and state-of-the-art technology, which guarantee efficacy, security, reliability, mobility, connectivity and generate value to our clients. With a market capitalization of more than US\$2.5 billion and more than 6,000 employees, VALID is one of the main providers of solutions in the market where it operates, offering clients the best and most complete services and products. For further information about VALID, please visit the website: www.valid.com.br/ir.

About Fundamenture:

Fundamenture is a Company focused on producing and selling smart cards, developing and implementing operational systems for SIM cards and managing software and solutions for mobile network operators. The company is present in the most relevant markets in Europe, Asia, Africa and the Middle East and has enough penetration to reach the most important clients in those regions.

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