

Semantix A/S

Sønderhøj 3, 8260 Viby J

CVR no. 18 30 26 91

Annual report for the period 1 January to 31 December 2023

Adopted at the annual general meeting on 28 June 2024

Britta Aagaard Chairman

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Statement by management on the annual report

The supervisory board and executive board have today discussed and approved the annual report of Semantix A/S for the financial year 1 January - 31 December 2023.

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

In our opinion, the financial statements give a true and fair view of the company's financial position at 31 December 2023 and of the results of the company's operations for the financial year 1 January - 31 December 2023.

In our opinion, management's review includes a fair review of the matters dealt with in the management's review.

Management recommends that the annual report should be approved by the company in general meeting.

Viby J, 28 June 2024

Executive board

Britta Aagaard

Supervisory board

Phillip Reid Shawe chairman

Shirley Ann Shawe

Roy Benjamin Trujillo



Independent auditor's report

To the shareholders of Semantix A/S Opinion

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

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

Basis for Opinion

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

Management's responsibilities for the financial statements

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

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

Auditor's responsibilities for the audit of the financial statements

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

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



Independent auditor's report

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

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

Statement on management's review

Management is responsible for management's review.

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

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

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



Independent auditor's report

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

Copenhagen, 28 June 2024

Baker Tilly Denmark Godkendt Revisionspartnerselskab CVR no. 35 25 76 91

Ramazan Turan statsautoriseret revisor mne32779



Company details

The company

Semantix A/S Sønderhøj 3 8260 Viby J

CVR no.: 18 30 26 91

Reporting period: 1 January - 31 December 2023 Incorporated: 21 December 1994

Domicile: Aarhus

Phillip Reid Shawe, chairman Shirley Ann Shawe Supervisory board

Roy Benjamin Trujillo

Executive board Britta Aagaard

Auditors Baker Tilly Denmark

Godkendt Revisionspartnerselskab Poul Bundgaards Vej 1, 1.

2500 Valby

Semantix Multilingual SL, Spain, Ownership interest: 100% Subsidiaries



Financial highlights

Seen over a 5-year period, the development of the Company may be described by means of the following financial highlights:

	2023	2022	2021	2020	2019
	TDKK	TDKK	TDKK	TDKK	TDKK
Key figures					
Gross profit/loss	48.887	46.956	38.935	34.438	37.024
Profit/loss before net financials	22.550	21.522	9.208	7.789	6.234
Net financials	-234	-452	-305	2.591	-110
Profit/loss for the year	17.200	16.331	6.993	8.796	4.785
Balance sheet					
Balance sheet total	110.229	88.762	74.253	58.975	48.757
Equity	75.817	58.617	42.286	35.293	26.497
Number of employees	52	55	57	51	54
Financial ratios					
Return on assets	22,7%	26,4%	13,8%	14,5%	13,2%
Solvency ratio	68,8%	66,0%	56,9%	59,8%	54,3%
Return on equity	25,6%	32,4%	18,0%	28,5%	19,7%

The financial ratios are calculated in accordance with the Danish Finance Society's recommendations and guidelines. For definitions, see the summary of significant accounting policies..



Management's review

Business review

The Company's activities consist of development and integration of communication solutions, advice regarding localization and internationalization of texts and software, translation into more than 40 languages, text consolidation, optimization of work processess, terminology management, graphic production and interpreting.

Financial review

The company's income statement for the year ended 31 December 2023 shows a profit of TDKK 17.200, and the balance sheet at 31 December 2023 shows equity of TDKK 75.817.

All matters considered. Management's expectations to the performance of the business were fulfilled.

Capital resources

The Company's most important assets are its employees and specialized expertise. The Company invests in continuous development of its human resources and knowledge assets.

Targets and expectations for the year ahead

The demand for technology enabled language services is expected to continue to increase as a result of increased globalization and the growth of digital content. The advent of generative AI is further driving demand for expertise and language technology solutions. The company's management continuously monitors the development of the current global economic and political turbulence and evaluates any financial and operational risks in the short and long term.

Management expects continuous strong revenue growth of more than 10% and unchanged net profit levels for the year compared to 2023. This is based on Management's knowledge about the growth opportunities of the existing and new client base, general intelligence about the growth of the language services market and existing plans to strengthen the organization for further revenue growth the coming years. The technology suite of TransPerfect and the sales resources are expected to drive significant opportunities to expand the Semantix business.

Research and development

The language industry is undergoing a rapid change, a change that is expected to be constant and accelerating. Technology is playing an increasingly important role and the importance of being at the forefront of automation and technology development is apparent. Semantix is a market leader and is further strengthen its position. Semantix works continuously with technology development to improve system support for customers and suppliers and to streamline internal processes.

No direct research has been conducted in the company.



Management's review

External environment

The Company's activities are not affecting the environment materially. The Company complies with all relevant environmental requirements and is certified according to ISO 14001:2015.

Travels are limited and the company strives to reduce energy consumption and paper use, as well as increase the opportunities for recycling. Environmentally friendly and organic products are being used in the offices. Employees are offered training to increase environmental awareness and the opportunity to contribute to environmental goals.

Significant events occurring after the end of the financial year

No events have occurred after the balance sheet date which could significantly affect the company's financial position.



Income statement 1 January - 31 December

	Note	2023	2022
		TDKK	TDKK
Gross profit		48.887	46.956
Staff costs Depreciation, amortisation and impairment of intangible assets and property, plant	1	-24.469	-23.855
and equipment		-1.568	-1.565
Other operating costs		-300	-14
Profit/loss before net financials		22.550	21.522
Income from investments in subsidiares		-22	281
Financial income	2	892	163
Financial costs	3	-1.104	-896
Profit/loss before tax		22.316	21.070
Tax on profit/loss for the year	4	-5.116	-4.739
Profit/loss for the year	_	17.200	16.331
Distribution of profit	5		



Balance sheet 31 December

	Note	2023	2022
		TDKK	TDKK
Assets			
Goodwill		3.761	5.228
Intangible assets	6	3.761	5.228
Other fixtures and fittings, tools and equipment	7	101	203
Tangible assets	_	101	203
Investments in subsidiaries	8	0	22
Deposits	9	501	501
Fixed asset investments	_	501	523
Total non-current assets		4.363	5.954
Trade receivables		33.227	21.977
Contract work in progress	10	7.892	7.598
Receivables from subsidiaries		63.799	52.446
Other receivables		5	15
Deferred tax asset Prepayments	12 11	47 896	48 724
	'' -		
Receivables	_	105.866	82.808
Total current assets	_	105.866	82.808
Total assets	=	110.229	88.762



Balance sheet 31 December

	Note	2023	2022
		TDKK	TDKK
Equity and liabilities			
Share capital		1.000	1.000
Retained earnings		54.817	57.617
Proposed dividend for the year	_	20.000	0
Equity		75.817	58.617
Prepayments received from customers		0	409
Trade payables		11.755	16.302
Payables to subsidiaries		467	2.701
Corporation tax		3.115	3.721
Other payables		17.048	6.211
Deferred income	13	2.027	801
Total current liabilities		34.412	30.145
Total liabilities	_	34.412	30.145
Total equity and liabilities	_	110.229	88.762
Rent and lease liabilities	14		
Related parties and ownership structure	15		



Statement of changes in equity

			Proposed dividend	
	Share capital	Retained earnings	for the year	Total
	TDKK	TDKK	TDKK	TDKK
Equity at 1 January	1.000	57.617	0	58.617
Net profit/loss for the year	0	-2.800	20.000	17.200
Equity at 31 December	1.000	54.817	20.000	75.817



		2023	2022
		TDKK	TDKK
1	Staff costs		
•	Wages and salaries	20.258	20.983
	Pensions	3.599	2.243
	Other social security costs	583	629
	Other staff costs	29	0
		24.469	23.855
	Number of fulltime employees on average	50	55
	Number of fulltime employees on average	52	55
2	Financial income Interest received from subsidiaries	848	0
_		848	0
	Other financial income	44	163
		892	163
3	Financial costs		
	Interest paid to subsidiaries	0	577
	Other financial costs	1.104	312
	Exchange adjustments costs	0	7
	-	1.104	896
4	Tax on profit/loss for the year		
4		E 44E	4 700
	Current tax for the year Deferred tax for the year	5.115 1	4.733 6
	Defended task for the your		
	-	5.116	4.739



	2023	2022
Т	DKK	TDKK
5 Distribution of profit		
Proposed dividend for the year	20.000	0
Retained earnings	-2.800	16.331
	17.200	16.331
Contract the contract		
6 Intangible assets		Goodwill
		TDKK
Cost at 1 January		10.266
Cost at 31 December		10.266
Impairment losses and amortisation at 1 January		5.038
Depreciation for the year		1.467
Impairment losses and amortisation at 31 December		6.505
Carrying amount at 31 December		3.761
7 Tangible assets		
		Other fixtures and fittings, tools and equipment
		TDKK
Cost at 1 January		4.465
Cost at 31 December		4.465
Impairment losses and depreciation at 1 January Depreciation for the year		4.262 102
Impairment losses and depreciation at 31 December		4.364
Carrying amount at 31 December		101



			2023	2022
			TDKK	TDKK
8	Investments in subsidiaries			
	Cost at 1 January Disposals for the year		0 0	19.136 -19.114
	Cost at 31 December		0	22
	Carrying amount at 31 December			22
	Investments in subsidiaries are specified as follows:			
	Name	Registered office	Share capital	Ownership interest
	Semantix Multilingual SL	Spain	3.000 EUR	100%
9	Fixed asset investments			
			_	Deposits TDKK
	Cost at 1 January			501
	Cost at 31 December		_	501
	Carrying amount at 31 December		<u> </u>	501
			2023	2022
			TDKK	TDKK
10	Contract work in progress			
	Work in progress, selling price		7.892	7.598
			7.892	7.598



11 Prepayments

Prepayments comprise prepaid expenses regarding rent, insurance premiums, subscriptions and interest as well as fair value adjustments of derivative financial instruments with a positive fair value.

	2023	2022
	TDKK	TDKK
12 Provision for deferred tax		
Provision for deferred tax at 1 January	-48	-41
Deferred tax recognised in income statement	1	-7
Provision for deferred tax at 31 December		-48
Provisions for deferred tax on:		
Machinery and equipment	-215	-218
Provision for deferred tax at 31 December	<u>-47</u>	-48
Deferred tax asset		
Calculated tax asset	47	48
Carrying amount	47	48

13 Deferred income

Deferred income consists of payments received in respect of income in subsequent financial years as well as fair value adjustments of derivative financial instruments with a negative fair value.

	2023	2022
	TDKK	TDKK
Rent and lease liabilities		
Operating lease liabilities. Total future lease payments:		
Within 1 year	498	544
Between 1 and 5 years	66	64
	564	608
	Operating lease liabilities. Total future lease payments: Within 1 year	Rent and lease liabilities Operating lease liabilities. Total future lease payments: Within 1 year 498 Between 1 and 5 years 66



15 Related parties and ownership structure

Transactions

The Company has chosen only to disclose transactions which have not been made on an arm's length basis in accordance with section 98(c)(7) of the Danish Financial Statements Act.

No transactions with related parties outside the normal business course in the financial year.

Ownership structure

The Company is a part of the Group Annual Report of TransPerfect Translations AB (Sweden)



The annual report of Semantix A/S for 2023 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to mediumsized class C entities.

The accounting policies applied are consistent with those of last year.

The annual report for 2023 is presented in TDKK.

The Company has carried out an intra-group business combination applying the book value method, which does not require restatement of comparative figures. Consequently, comparative figures for previous financial years have not been restated.

Pursuant to sections §112, of the Danish Financial Statements Act, the company has not prepared consolidated financial statements.

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the company and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow from the company and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any installments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

Income statement

Gross profit

In pursuance of section 32 of the Danish Financial Statements Act, the company does not disclose its revenue.

Gross profit reflects an aggregation of revenue, changes in inventories of finished goods and work in progress and other operating income less costs of raw materials and consumables and other external expenses.



Revenue

Services are recognised at the rate of completion of the service to which the contract relates by using the percentage-of-completion method, which means that revenue equals the selling price of the service completed for the year. This method is applied when total revenues and expenses in respect of the service and the stage of completion at the balance sheet date can be measured reliably, and it is probable that the economic benefits, including payments, will flow to the Company. The stage of completion is determined on the basis of the ratio between the expenses incurred and the total expected expenses of the service.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Other operating expenses

Other operating expenses comprise items of a secondary nature relative to the company's activities, including losses on the sale of intangible assets and items of property, plant and equipment.

Other external costs

Other external costs include expenses related to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pensions, as well as other social security contributions, etc. made to the entity's employees.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise the year's amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial year. Net financials include interest income and expenses, financial expenses relating to finance leases, realised and unrealised capital/exchange gains and losses on securities, liabilities and foreign currency transactions, amortisation of financial assets and liabilities and surcharges and allowances under the Danish Tax Prepayment Scheme, etc.

Income from investments in subsidiaries

Dividend from investments is recognised in the reporting year in which the dividend is declared.

Tax on profit/loss for the year

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge, is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.



Balance sheet

Intangible assets

Goodwill

Gains or losses on disposal of subsidiaries, participating interests and associates are stated as the difference between the sales amount and the carrying amount of net assets at the date of disposal plus non-amortised goodwill and anticipated disposal costs.

Acquisitions of entities are accounted for using the purchase method, according to which the acquirees' identifiable assets and liabilities are measured at fair value at the date of acquisition. Provision is made for expenses to adopted and announced plans to restructure the acquired entity in connection with the acquisition. Allowance is made for the tax effect of revaluations made.

Any excess of the cost over the fair value of the identifiable assets and liabilities acquired (goodwill), including restructuring provisions, is recognised as intangible assets and amortised on a systematic basis in the income statement based on an individual assessment of the useful life of the asset. Goodwill arising on acquisition can be restated until the end of the year after the acquisition.

Acquired goodwill is measured at cost less accumulated amortisation and impairment losses.

Goodwill is amortised over the expected economic life of the asset, measured by reference to management's experience in the individual business segments. Goodwill is amortised on a straight-line basis over the amortisation period, which is 7 years. The amortisation period is based on the assessment that the entities in question are strategically acquired entities with a strong market position and a long-term earnings profile.

Tangible assets

Items of plant and machinery and fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

The depreciable amount is cost less the expected residual value at the end of the useful life.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use. The cost of self-constructed assets comprises direct and indirect costs of materials, components, sub-suppliers and wages.

Straight-line depreciation is provided on the basis of the following estimated useful lives of the assets:

Useful life Residual value 3-5 years 0 %

Other fixtures and fittings, tools and equipment

The useful life and residual value are re-assessed annually. A change is accounted for as an accounting estimate, and the impact on amortisation/depreciation is recognised going forward.

Gains and losses on the sale of items of property, plant and equipment are calculated as the difference between the selling price, less costs to sell, and the carrying amount at the time of sale. Gains or losses on the sale of items of property, plant and equipment are recognised in the income statement under other operating income or other operating expenses, respectively.



Investments in subsidiaries

Investment in subsidiaries are measured at cost. If cost exceeds the recoverable amount, a write-down is made to this lower value.

Other fixed asset investments

Other fixed asset investments consist of deposits.

Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable is impaired, an impairment loss for that individual asset is recognised.

Contract work in progress

Contract work in progress is measured at the selling price of the work performed. The selling price is measured by reference to the stage of completion at the balance sheet date and the expected aggregate income from the individual work in progress. The stage of completion is determined as the share of the expenses incurred relative to the expected total expenses for the individual work in progress.

Where the selling price of work in progress cannot be estimated reliably, the selling price is measured at the lower of costs incurred and net realisable value.

The individual work in progress is recognised in the balance sheet under receivables or payables. Net assets comprise the sum of work in progress where the selling price of the work performed exceeds invoicing on account. Net liabilities comprise the sum of work in progress where invoicing on account exceeds the selling price.

Selling costs and costs incurred in securing contracts are recognised in the income statement as incurred.

Prepayments

Prepayments recognised under 'Current assets' comprises expenses incurred concerning subsequent financial years.

Dividends

Proposed dividends are disclosed as a separate item under equity. Dividends are recognised as a liability when declared by the annual general meeting of shareholders.

Income tax and deferred tax

Current tax liabilities and current tax receivables are recognised in the balance sheet as the estimated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and tax paid on account.



Deferred tax is measured according to the liability method in respect of temporary differences between the carrying amount of assets and liabilities and their tax base, calculated on the basis of the planned use of the asset and settlement of the liability, respectively. Deferred tax is measured at net realisable value.

Deferred tax is measured according to the tax rules and at the tax rates applicable in the respective countries at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax adjustments resulting from changes in tax rates are recognised in the income statement, with the exception of items taken directly to equity.

Deferred tax assets, including the tax base of tax losses allowed for carry forward, are measured at the value to which the asset is expected to be realised, either as a set-off against tax on future income or as a set-off against deferred tax liabilities within the same legal tax entity. Any deferred net tax assets are measured at net realisable value.

Liabilities

Liabilities, which include trade payables, payables to group entities and other payables, are measured at amortised cost, which is usually equivalent to nominal value.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and at the date of payment are recognised in the income statement as financial income or financial expenses. If foreign currency instruments are considered cash flow hedges, any unrealised value adjustments are taken directly to a fair value reserve under 'Equity'.

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

Fixed assets acquired in foreign currencies are translated at the exchange rate at the transaction date.

Cash flow statement

No cash flow statement has been prepared for the parent company, as the parent company's cash flows are included in the consolidated cash flow statement, see section 86(4) of the Danish Financial Statements Act.



Financial Highlights		
Definitions of financial ratios.		
_	Profit/loss before financials x 100	
Return on assets	Total assets	
	Equity at year end x 100	
Solvency ratio	Total assets	
.	Net profit for the year x 100	
Return on equity	Average equity	

