UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934

For the month of May 2023

Commission File Number: 001-41465

SEMANTIX, INC.

(Name of Registrant)

Avenida Eusébio Matoso, 1375, 10º andar
São Paulo, São Paulo, Brazil, 05423-180
Tel: +55 11 5082-2656
(Address of Principal Executive Office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes ☐ No ☒

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes ☐ No ☒

Incorporation by Reference

This report on Form 6-K shall be deemed to be incorporated by reference into the registration statement on Form S-8 (Registration Number: 333-269447) of Semantix, Inc. and to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

EXHIBIT INDEX

Exhibit	Description of Exhibit
99.1	Earnings Release for 1Q 2023.
99.2	Semantix, Inc. – Unaudited interim condensed consolidated financial statements as of March 31, 2023 and for the three-month periods ended March 31, 2023 and 2022.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 22, 2023

SEMANTIX, INC.

By:	/s/ Leonardo dos Santos Poça D’Água
Name:	Leonardo dos Santos Poça D’Água
Title:	Chairman of the Board and Chief Executive Officer

Exhibit 99.1

Semantix Announces 1Q 2023 Financial Results

First Quarter 2023 Financial Highlights

- Net revenue for the first quarter of 2023 of R$40 million, reflecting an increase of 1% year-over-year as compared to the first quarter of 2022, with proprietary SaaS revenue growth partially offset by slight decreases in revenue from our third-party SaaS and AI & data and analytics services business lines.
- Proprietary SaaS revenue for the first quarter of 2023 grew 4% year-over-year.
- Gross profit increased 33% in the first quarter of 2023 year-over-year as compared to the first quarter of 2022, with gross margin improving 10 percentage points year-over-year to 43% in the first quarter of 2023, primarily due to the improved performance of third-party SaaS products gross margin reflecting the prioritization of higher margin contracts during the period.
- Semantix had 17 customers in 1Q23 each contributing more than US$1 million in revenue in the last twelve months.
- Adjusted EBITDA loss in the first quarter of 2023 was R$34 million, due primarily to ramping-up investments in talent as well as sales and marketing efforts.
- Cash and cash equivalents of R$232 million as of March 31, 2023. Net cash (net of the loans and borrowings) was R$161 million as of March 31, 2023.

Key Business Highlights

- *Control and Efficiency:* successfully implemented an ERP system to streamline Semantix's operations and to improve its internal controls.
- *People and leadership:* Semantix hired Bruno Bonfanti, a former executive at Google, in the newly created role of Channel and Ecosystem Director.
- *Partnership program:* Semantix relaunched its global partnership program, already consisting of 70 partners. Semantix's partners will now be categorized into four groups based, each with different approaches and benefits: Semantix Partner, Sales Partner, Implementation Partner and Independent Software Vendor.
- *Product Development:*
    - Recently launched *GenAI*, Semantix's Generative AI product, which captured approximately 1,300 sign-ups already in this first month.
    - *Quantum computing:* launched a sandbox to pull and use data in simulations.
    - *SDP Genius:* introduced a large language model framework within the SDP platform to improve usability, learn from customers and incorporate feedback, query response times and automate communications between teams.
    - Implemented a new *feature* within our integration module that enables obfuscation of personal and sensitive data in transition, increasing data security and user experience.

- Implemented a *module for financial institutions*, SDP Financial, a purpose-built tool for complex analysis of financial product design, aiming to resolve business challenges through leveraging public data sets from the financial community.
- *Customer advisory board*: Semantix is implementing a Customer Advisory Board, inviting key customers from our different industry verticals to design and test new features, which provides valuable input for Semantix's product roadmap.

1Q23 Financial Metrics

(In BRL million, except for percentages)

	1Q 2023	1Q 2022	Y/Y Change
Net Revenue	R$ 40	R$ 39	1%
Gross Profit	R$ 17	R$ 13	33%
Gross Margin	43%	32%	10 pp
Adjusted EBITDA	(R$ 34)	(R$15)	130%
Adjusted EBITDA Margin	(85%)	(37%)	(48 pp)

	Mar 31, 2023	**Dec 31, 2022**	**Change**
Cash and Cash Equivalents	R$ 232	R$ 338	(31%)
Net Cash (Debt)	R$ 161	R$ 259	(38%)

Forward-Looking Statements

This report on form 6-K ("6-K") contains forward-looking statements and forward-looking information within the meaning of applicable United States securities legislation that involve substantial risks and uncertainties (collectively herein referred to as "forward-looking statements"). All statements other than statements of historical facts contained in this 6-K, including statements regarding our future financial position, results of operations, business strategy and plans and objectives of management for future operations, are forward-looking statements. For example, forward-looking statements include, without limitation, statements concerning the following: the growth of Semantix's business and its ability to realize expected results, including with respect to its net revenue, gross profit, gross margin, EBITDA, EBITDA margin, adjusted EBITDA, adjusted EBITDA margin, cash and cash equivalents and net cash (debt); the viability of its growth strategy, including with respect to its ability to grow market share in Brazil and internationally, particularly through the expansion of its proprietary SaaS data solutions, grow revenue from existing customers, and consummate and achieve expected benefits through acquisitions; opportunities, trends and developments in the data industry, including with respect to future financial performance in the industry; the size of Semantix's total addressable market; macroeconomic and geopolitical factors, including as a result of the policies and actions of the new administration in Brazil following the 2022 presidential election. In some cases, you can identify forward looking statements by terminology such as "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "should," "would," "could," "plan," "project," "forecast," "predict," "potential," "seem," "seek," "future," "outlook," "target," "trend" or other similar expressions (or the negative versions of such words or expressions).

Such forward-looking statements are based on the current expectations of our management and are inherently subject to uncertainties and changes in circumstance and their potential effects and speak only as of the date of such statement. There can be no assurance that future developments will be those that have been anticipated. Such forward-looking statements are subject to risks, uncertainties, and other factors which could cause actual results to differ materially from those expressed or implied by such forward-looking statements and could adversely affect the outcome and financial effects of the plans and events described herein. In addition, even if the outcome and financial effects of the plans and events described herein are consistent with the forward-looking statements contained in this 6-K, those results or developments may not be indicative of results or developments in subsequent periods. Although Semantix has attempted to identify important risks and factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors and risks that cause actions, events or results not to be as anticipated, estimated or intended. Forward-looking information contained in this 6-K are based on current estimates, assumptions, expectations and projections, including with respect to the management's expectations regarding Semantix's growth based on historical financial results and anticipated commercial developments, the anticipated success of current strategies for market penetration in Brazil and globally in light of competition from existing market participants and the emergence of competitors in the future, management's expectations with respect to the development of technology and other proprietary intellectual property by Semantix based on existing technological realities and strategies with respect to intellectual property development, management's expectations regarding the likelihood Semantix will be able to enter into commercial arrangements with relevant third-parties and customers, Semantix's ability to maintain adequate margins based on financial metrics available to management, the ability of Semantix to finance its ongoing capital needs, the continued involvement of Semantix's management in Semantix's operations and the ability of Semantix to attract and retain talent in the future, which are based on the information available as of the date of this 6-K, and, while considered reasonable by Semantix, are inherently uncertain. Historical statements contained in this document regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. In this regard, certain financial information contained herein has been extracted from, or based upon, information available in the public domain and/or provided by Semantix. In particular, historical results should not be taken as a representation that such trends will be replicated in the future. No statement in this document is intended to be nor may be construed as a profit forecast.

Nothing in this 6-K should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that any of the contemplated results of such forward-looking statements will be achieved. You should not place undue reliance on forward-looking statements in this 6-K, which speak only as of the date they are made and are qualified in their entirety by reference to the cautionary statements herein. This 6-K also contains certain financial forecast information of Semantix. Such financial forecast information constitutes forward-looking information and is for illustrative purposes only and should not be relied upon as necessarily being indicative of future results. The assumptions and estimates underlying such financial forecast information are inherently uncertain and are subject to a wide variety of significant business, economic, competitive, and other risks and uncertainties. Actual results may differ materially from the results contemplated by the financial forecast information contained in this 6-K, and the inclusion of such information in this 6-K should not be regarded as a representation by any person that the results reflected in such forecasts will be achieved. You must make your own determinations as to the reasonableness of these projections, estimates, goals, trends and other statements and should also note that if one or more estimates change, or one or more assumptions are not met, or one or more unexpected events occur, the performance and results set forth in such projections, estimates, goals, trends and other statements may not be achieved. We can give no assurance as to future operations, performance, results or events.

WE DO NOT UNDERTAKE ANY OBLIGATION AND EXPRESSLY DISCLAIM ANY RESPONSIBILITY TO UPDATE OR REVISE, OR PUBLICLY DISCLOSE ANY UPDATE OR REVISION TO, ANY FINANCIAL FORECASTS CONTAINED HEREIN TO REFLECT CIRCUMSTANCES OR EVENTS, INCLUDING UNANTICIPATED EVENTS, THAT MAY HAVE OCCURRED OR THAT MAY OCCUR AFTER THE PREPARATION OF THESE FORECASTS. HOWEVER, WE MAY ELECT TO UPDATE OUR BUSINESS OUTLOOK AT ANY TIME FOR ANY REASON.

Non-GAAP Financial Measures

This 6-K includes certain non-IFRS financial measures and industry metrics such as EBITDA, EBITDA margin, Adjusted EBITDA, Adjusted EBITDA margin and net cash (debt). These measures are an addition, and not a substitute for or superior to, measures of financial performance prepared in accordance with IFRS and should not be considered as an alternative to net income, operating income or any other performance measures derived in accordance with IFRS. Semantix believes that these measures (including on a forward-looking basis) provide useful supplemental information to investors about Semantix, particularly as they exclude the impacts of certain events that we believe are isolated in nature incurred as part of our recent expansion and, therefore, not reflective of our underlying results. Semantix's management does not consider these non-IFRS measures in isolation or as an alternative to financial measures determined in accordance with IFRS. Semantix's management uses forward-looking non-IFRS measures to evaluate Semantix's projected financials and operating performance. However, there are a number of limitations related to the use of these measures, including that they exclude significant expenses that are required by IFRS to be recorded in Semantix's financial statements, including certain expenses with D&O insurance, gains from fair value of Semantix's warrants and concentrated expenses of an extraordinary nature incurred in connection with our recently-completed business combination with a SPAC . In addition, other companies may calculate non-IFRS measures or industry metrics differently or may use other measures to calculate their financial performance, and therefore, Semantix's non-IFRS measures and industry metrics may not be directly comparable to similarly titled measures of other companies. Additionally, to the extent that forward-looking non-IFRS financial measures are provided, they are presented on a non-IFRS basis without reconciliations of such forward-looking non-IFRS measures due to the inherent difficulty in forecasting and quantifying certain amounts that are necessary for such reconciliations.

Other Business Metrics

Proprietary SaaS and Resale of Third-party Software: Proprietary SaaS consists of Semantix's data platform software, while resale of third-party Software consists of the resale of licenses from third-party data platform software providers.

Customers with Trailing 12-Month Revenue Greater than US$1 Million: Large customer relationships lead to scale and operating leverage in our business model. Compared with smaller customers, large customers present a greater opportunity for us to sell additional capacity because they have larger budgets, and a wider range of potential use cases. As a measure of our ability to scale with our customers and attract large enterprises, we count the number of customers that contributed more than US$1 million in revenues in the trailing 12 months, considering the Brazilian real to US Dollar exchange rate as of March 31, 2023. Our customer count is subject to adjustments for acquisitions, consolidations, spin-offs, and other market activity.

Net Cash (Debt): Net cash (debt) reflects Semantix's cash and cash equivalents balance at a given date in time, net of the loans and borrowings balance as of the same date.

Semantix, Inc.
Consolidated Statement of Profit or Loss
(in BRL thousands)

	Three Months Ended, March 31	
	2023	2022
Revenues	39,679	39,434
Cost of sales	(22,805)	(26,726)
Gross profit	**16,874**	**12,708**
Operating expenses		
Sales and marketing expenses	(14,252)	(9,252)
General and administrative expenses	(36,192)	(22,305)
Research and development	(12,696)	(7,278)
Other expenses	—	(17,463)
Operating loss	**(46,266)**	**(43,590)**
Financial income	10,363	4,295
Financial expenses	(14,461)	(6,493)
Net financial results	**(4,098)**	**(2,198)**
Loss before income tax	**(50,364)**	**(45,788)**
Income tax	2,549	1,902
Loss for the period	**(47,815)**	**(43,886)**

Semantix, Inc.
Consolidated Statement of Cash Flows
(in BRL thousands)

	Three months ended March 31,	
	2023	**2022**
Loss for the period	**(47,815)**	**(43,886)**
Adjustments to reconcile loss for the period		
Depreciation and amortization	7,970	3,711
Deferred income tax	(2,549)	(2,062)
Onerous contract	-	(1,174)
Fair value adjustment of derivatives financial instruments	8,738	-
Stock option plan	857	1,235
Trade and other receivables expected loss	1,294	685
Accounts receivable write-off and Write-off of creditor invoice	(238)	(355)
Provision for contingencies	1,517	(3,856)
Interest accrued	2,761	5,257
Interest paid	**(976)**	**(2,341)**
Change in operating assets and liabilities	**(39,359)**	**(8,489)**
Net cash outflow from operating activities	**(67,800)**	**(51,275)**
Purchase and development of intangible assets	(9,476)	(7,351)
Acquisition of subsidiaries net of cash acquired	(1,988)	-
Acquisitions of property and equipment	(55)	(164)
Net cash outflow from investment activities	**(11,519)**	**(7,515)**
Loans obtained	-	82,015
Transactions with non-controlling interests	(28)	-
Proceeds from non-controlling interest	5,018	-
Payment of loans	(10,109)	(10,800)
Purchase of treasury shares	(22,143)	-
Lease payments	(393)	(341)
Net cash inflow (outflow) from financing activities	**(27,655)**	**70,874**
Increase (decrease) in cash and cash equivalents	**(106,974)**	**12,084**
Cash and cash equivalents at the beginning of the year	338,020	52,149
Cash and cash equivalents at the end of the year	231,765	66,168
Effect of exchange rate changes	719	1,935
Increase (decrease) in cash and cash equivalents	**(106,974)**	**12,084**
Supplemental non-cash flow information		
Remeasurement of lease agreement	157	-
Unpaid amount related to business combination	2,032	-
Other receivables related to the sale of non-controlling interest	5,018	-

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Semantix, Inc.
Consolidated Statement of Financial Position
(in BRL thousands)

	March 31, 2023	March 31, 2022
ASSETS		
Cash and cash equivalents	231,765	338,020
Trade receivables and other, net	135,809	139,546
Tax receivables	14,958	11,317
Prepaid expenses and other assets	26,371	35,060
PP&E, Intangible and right of use asset	163,757	156,110
Deferred tax asset	23,756	22,488
Total current assets	**404,154**	**519,169**
Total non-current assets	**192,262**	**183,372**
Total assets	**596,416**	**702,541**
LIABILITIES		
Loans and borrowings	70,289	78,671
Trade and other payables	92,790	107,695
Lease liabilities and other liabilities	47,356	64,676
Taxes payable	10,464	14,733
Derivatives financial instruments	15,737	6,412
Deferred income tax	7,648	8,929
Total current liabilities	**140,089**	**181,390**
Total non-current liabilities	**104,195**	**99,726**
Total liabilities	**244,284**	**281,116**
EQUITY		
Share capital	425	425
Additional paid-in capital	872,771	872,771
Capital reserves	21,157	20,300
Other comprehensive loss	(7,004)	(6,840)
Treasury shares	(22,651)	(508)
Accumulated loss	(516,493)	(468,869)
Non-controlling interests	3,927	4,146
Total equity	**352,132**	**421,425**
Total equity + liabilities	**596,416**	**702,541**

Semantix Inc.
GAAP to Non-GAAP Adjusted EBITDA and Adjusted EBITDA Margin Reconciliations
(in BRL thousand)

	Three Months Ended, March 31,	
(in R$ thousands)	**2023**	**2022**
Loss for the period	**(47,815)**	**(43,886)**
(+/-) Net interest income (expenses)	(5,829)	4,002
(+/-) Income tax	(2,549)	(1,902)
(+) Depreciation and amortization	7,959	3,718
EBITDA	**(48,234)**	**(38,069)**
(+) Stock option expenses (1)	1,087	1,565
(+) Transaction expenses (2)	-	21,763
(+) D&O Expenses (3)	4,611	-
(+/-) Fair Value of Derivative Financial Instruments (4)	8,696	-
Adjusted EBITDA	**(33,839)**	**(14,740)**
Net Revenue	**39,679**	**39,434**
Adjusted EBITDA Margin	**-85%**	**-37%**

(1) Consists of expenses related to stock option grants under our 2021 stock option plan and a stock option plan adopted by us in 2020, including payroll expenses in the amounts of R$0.2 million and R$0.3 million in the three-month periods ended March 31, 2023 and 2022, respectively.

(2) Consists of concentrated expenses of an extraordinary nature related to third-party advisory, support services, travelling and events incurred in connection with our business combination with a SPAC that are not expected to be ongoing.

(3) Consists of expenses related to D&O Insurance (directors' and officers' liability insurance).

(4) Consists of gains from fair value of Semantix Warrants.

Investor Contact
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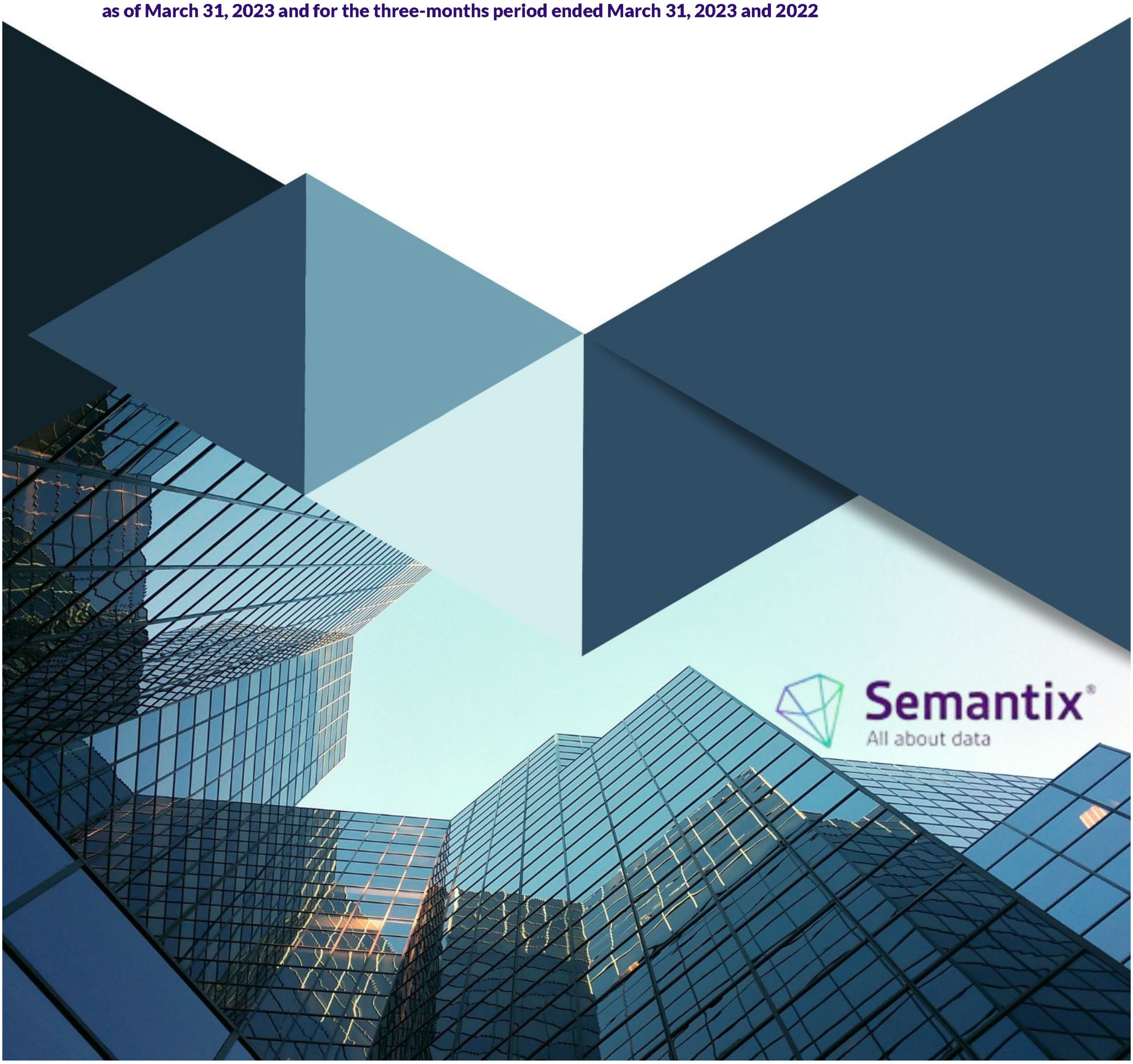
Source: Semantix, Inc

Exhibit 99.2

1Q23

Semantix, Inc.

Unaudited interim condensed consolidated financial statements
as of March 31, 2023 and for the three-months period ended March 31, 2023 and 2022



Index to Interim Condensed Consolidated Financial Statements

Unaudited Interim Condensed Consolidated Statement of Financial Position

As of March 31, 2023 and December 31, 2022
(In thousands of Brazilian Reais, unless otherwise stated)

	Notes	March 31, 2023	December 31, 2022
ASSETS			
Current assets			
Cash and cash equivalents	4	231,765	338,020
Trade receivables	5	49,058	43,675
Contract assets	5	86,751	95,871
Tax receivables		14,958	11,317
Prepaid expenses and other assets		21,622	30,286
Total current assets		**404,154**	**519,169**
Deferred tax asset	6	23,756	22,488
Other assets		4,749	4,774
Property and equipment, net		3,293	3,474
Right of use asset		1,954	2,106
Intangible assets, net	7	158,510	150,530
Total non-current assets		**192,262**	**183,372**
Total assets		**596,416**	**702,541**
LIABILITIES			
Current liabilities			
Loans and borrowings	8	29,686	31,001
Trade and other payables	5	91,391	106,023
Contract liabilities	9	1,399	1,672
Lease liabilities		1,450	1,292
Deferred consideration, contingent liabilities and others	9	5,699	26,669
Taxes payable		10,464	14,733
Total current liabilities		**140,089**	**181,390**
Loans and borrowings	8	40,603	47,670
Lease liabilities		806	1,141
Derivatives financial instruments	10	15,737	6,412
Deferred consideration, contingent liabilities and others	9	39,401	35,574
Deferred income tax	6	7,648	8,929
Total non-current liabilities		**104,195**	**99,726**
Total liabilities		**244,284**	**281,116**
Net assets		**352,132**	**421,425**
EQUITY			
Share capital	11	425	425
Additional paid in capital	11	872,771	872,771
Treasury shares	11 (b)	(22,651)	(508)
Capital reserves	11	21,157	20,300
Other comprehensive loss	11 (c)	(7,004)	(6,840)
Accumulated loss		(516,493)	(468,869)
		348,205	**417,279**
Non-controlling interests		3,927	4,146
Total equity		**352,132**	**421,425**

The above unaudited interim condensed consolidated statement of financial position should be read in conjunction with the accompanying notes.

Unaudited Interim Condensed Consolidated Statement of Profit or Loss

For the three month periods ended March 31,2023 and 2022

(In thousands of Brazilian Reais, except earnings per share)

	Notes	Three month periods ended March 31, 2023	2022
Revenues	13	39,679	39,434
Cost of sales	14	(22,805)	(26,726)
Gross profit		**16,874**	**12,708**
Operating expenses			
Sales and marketing expenses	14	(14,252)	(9,252)
General and administrative expenses	14	(36,192)	(22,305)
Research and development	14	(12,696)	(7,278)
Other expenses	14	—	(17,463)
Operating loss		**(46,266)**	**(43,590)**
Financial income	15	10,363	4,295
Financial expenses	15	(14,461)	(6,493)
Net financial results		**(4,098)**	**(2,198)**
Loss before income tax		**(50,364)**	**(45,788)**
Income tax	6	2,549	1,902
Loss for the period		**(47,815)**	**(43,886)**
Net loss attributed to:			
Controlling interest		(47,624)	(43,824)
Non-controlling interest		(191)	(62)
		(47,815)	(43,886)
Loss per share:			
Basic and diluted losses per share (R$) (restated note 2.7)	18	(0.60)	(0.71)

The above unaudited interim condensed consolidated statement of profit or loss should be read in conjunction with the accompanying notes.

Semantix, Inc.

Unaudited Interim Condensed Consolidated Statement of Other Comprehensive Income or Loss

For the three month periods ended March 31, 2023 and 2022

(In thousands of Brazilian Reais, except earnings per share)

	Notes	Three month periods ended March 31, 2023	2022
Loss for the period		**(47,815)**	**(43,886)**
Other comprehensive income (loss)			
Items that are or may be reclassified subsequently to profit or loss			
Foreign currency translation differences		719	1,935
Loss - Hedge activities	16	(883)	—
Total comprehensive loss for the period		**(47,979)**	**(41,951)**
Comprehensive loss attributed to:			
Controlling interest		(47,788)	(41,765)
Non-controlling interest		(191)	(186)

The above unaudited interim condensed consolidated statement of other comprehensive income or loss should be read in conjunction with the accompanying notes.

(In thousands of Brazilian Reais, unless otherwise stated)

					Attributable to the owner of the Company						
	Notes	Share capital	Additional Paid-in Capital	Treasury Shares	Capital reserves	Loss - Hedge activities	Foreign currency translation reserve	Accumulated loss	Total	Non-controlling interest	Total Equity
Balance as of December 31, 2021		**55,818**	**—**	**—**	**15,999**	**—**	**(1,022)**	**(140,477)**	**(69,682)**	**5,787**	**(63,895)**
Loss for the period		—	—	—	—	—	—	(43,824)	(43,824)	(62)	(43,886)
Foreign currency translation differences		—	—	—	—	—	1,935	—	1,935	—	1,935
Total comprehensive income (loss) for the period		**—**	**—**	**—**	**—**	**—**	**1,935**	**(43,824)**	**(41,889)**	**(62)**	**(41,951)**
Transactions with owners of the Group:											
Stock option plan		—	—	—	1,235	—	—	—	1,235	—	1,235
Acquisition of non-controlling interest		—	—	—	—	—	—	—	—	(119)	(119)
Balance as of March 31, 2022		**55,818**	**—**	**—**	**17,234**	**—**	**913**	**(184,301)**	**(110,336)**	**5,606**	**(104,730)**
Balance as of December 31, 2022		**425**	**872,771**	**(508)**	**20,300**	**(3,341)**	**(3,499)**	**(468,869)**	**417,279**	**4,146**	**421,425**
Loss for the period		—	—	—	—	—	—	(47,624)	(47,624)	(191)	(47,815)
Foreign currency translation differences		—	—	—	—	—	719	—	719	—	719
Hedging activities losses		—	—	—	—	(883)	—	—	(883)	—	(883)
Total comprehensive income (loss) for the period		**—**	**—**	**—**	**—**	**(883)**	**719**	**(47,624)**	**(47,788)**	**(191)**	**(47,979)**
Transactions with owners of the Group:											
Transaction with non-controlling interest-Tradimus		—	—	—	—	—	—	—	—	(28)	(28)
Stock option plan	12	—	—	—	857	—	—	—	857	—	857
Treasury shares	11	—	—	(22,143)	—	—	—	—	(22,143)	—	(22,143)
Balance as of March 31, 2023		**425**	**872,771**	**(22,651)**	**21,157**	**(4,224)**	**(2,780)**	**(516,493)**	**348,205**	**3,927**	**352,132**

(In thousands of Brazilian Reais, unless otherwise stated)

	Notes	Three month periods ended March 31, 2023	2022
Cash flows from operating activities			
Loss for the period		(47,815)	(43,886)
Adjustments for:			
Depreciation and amortization	14	7,970	3,711
Deferred income tax	6	(2,549)	(2,062)
Onerous contract	14	—	(1,174)
Fair value adjustment of derivatives financial instruments	17	8,738	—
Stock option plan	12	857	1,235
Trade and other receivables expected loss	5	1,294	685
Accounts receivable write-off	5	(238)	(355)
Provision for contingencies		1,517	(3,856)
Interest accrued		2,761	5,257
Adjusted loss for the period		**(27,465)**	**(40,445)**
Change in operating assets and liabilities			
Trade and other receivables	5	2,681	(7,748)
Tax receivables		(3,641)	510
Prepaid expenses and other assets		3,669	(3,583)
Account payables and accrued expenses		(14,928)	1,334
Taxes payable		(4,269)	(321)
Deferred consideration, contingent liabilities and others	9	(22,871)	1,319
Cash used in operations		**(66,824)**	**(48,934)**
Interest paid		(976)	(2,341)
Net cash outflow from operating activities		**(67,800)**	**(51,275)**
Cash flows from investment activities			
Purchase and development of intangible assets	7	(9,476)	(7,351)
Acquisition of subsidiaries net of cash acquired	3	(1,988)	—
Acquisitions of property and equipment		(55)	(164)
Net cash outflow from investment activities		**(11,519)**	**(7,515)**
Cash flows from financing activities			
Loans obtained	8	—	82,015
Transactions with non-controlling interests		(28)	—
Proceeds from non-controlling interest		5,018	—
Payment of loans	8	(10,109)	(10,800)
Purchase of treasury shares	11	(22,143)	—
Lease payments		(393)	(341)
Net cash inflow (outflow) from financing activities		**(27,655)**	**70,874**
Increase (decrease) in cash and cash equivalents		**(106,974)**	**12,084**
Cash and cash equivalents at the beginning of the period	4	338,020	52,149
Cash and cash equivalents at the end of the period	4	231,765	66,168
Net foreign exchange difference		719	1,935
Increase (decrease) in cash and cash equivalents		**(106,974)**	**12,084**
Supplemental non-cash flow information			
Remeasurement of lease agreement		**157**	**—**
Unpaid amount related to business combination	9	**2,032**	**—**
Other receivables related to the sale of non-controlling interest		**5,018**	**—**

The above unaudited interim condensed consolidated statement of cash flows should be read in conjunction with the accompanying notes.

Note 1. General Information

Semantix, Inc. (the "Company" or "Semantix") is a Cayman Island exempted limited liability company, incorporated on November 8, 2021. The registered office of the Company is PO Box 309, Ugland House, Grand Cayman, KYI-1104, Cayman Islands. The Company's principal executive office is located in the city of São Paulo, Brazil. The Company is a holding company controlled mostly by a group of individuals, which hold collectively 77.6% of the outstanding shares.

The Company and its subsidiaries (jointly, the "Group") are engaged in the provision of big data, data analytics and artificial intelligence, developing disruptive solutions and platforms as a one-stop-shop for data driven solutions. The Group provides software as a service ("SaaS") and platform as a service ("PaaS") as its core business, with a focus on providing complete solutions in data integration, data engineering, analytics, data sharing and governance, and artificial intelligence and machine learning tools to assist with automation.

Corporate reorganization and transaction with Alpha Capital

On August 2, 2022, the Group carried out a capital reorganization transaction (referred to as the “SPAC merger”) in order to prepare the structure for the transaction with Alpha Capital Acquisition Company ("Alpha"), a special purpose acquisition company. The original capital contributed by the shareholders of Semantix Tecnologia da Informação S.A ("Semantix Tecnologia") was contributed to the Company, resulting in those shareholders obtaining a direct interest in the Company. In additional, as part of this corporate reorganization, Semantix became the controlling shareholder of Semantix AI Ltd. ("Semantix AI") which directly controls Semantix Tecnologia and the other operating companies of the Group.

On August 4, 2022, Semantix became a publicly traded company through the merger with Alpha. On the date, Semantix’s ordinary shares and warrants began trading on the Nasdaq Global Market under the ticker symbols “STIX” and “STIXW”, respectively. The shares offered were registered under the Securities Act of 1934, as amended, pursuant to the Company's Registration Statement on Form F-4 (Registration No. 333-262552), which was declared effective by the Securities and Exchange Commission on July 11, 2022. After the effectiveness of the Registration Statement, the corporate reorganization and subsequently approval of the transaction with Alpha could be made.

The originally presented unaudited interim condensed consolidated financial statements for the period ended March 31, 2023 and 2022 were approved by the Board of Directors on May 5, 2023. These financial statements replace those originally presented unaudited interim condensed consolidated financial statements and were approved by the Board of Directors on May 19, 2023.

(In thousands of Brazilian Reais, unless otherwise stated)

Note 2. Basis of preparation and changes to the Group's accounting policies

2.1. Basis of preparation

The unaudited interim condensed consolidated statements of financial position as of March 31, 2023 and December 31, 2022; the unaudited interim condensed consolidated statements of profit or loss and comprehensive income, the changes in equity and the cash flows for three month periods ended March 31, 2023 and 2022 ("the financial statements") have been prepared in accordance with IAS 34 Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB").

The unaudited interim condensed consolidated financial statements do not include all the information and disclosures required in an annual consolidated financial statement. Accordingly, this report is to be read in conjunction with the Group's annual consolidated financial statements as of and for the year ended December 31, 2022. Additionally, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance since the last annual consolidated financial statements.

The accounting policies adopted are consistent with those of the previous financial year and interim reporting periods.

The unaudited interim condensed consolidated financial statements have been prepared on a historical cost basis, except for financial instruments that have been measured at fair value.

2.2. New standards, interpretations and amendments adopted by the Group

Certain new accounting standards and interpretations have been published that are not mandatory for the March 31, 2023 reporting periods and have not been early adopted by the Group. The Group is still in the process of analyzing the complete impact of such new standards for future periods.

2.3. Basis of consolidation

There were no changes since December 31, 2022 in the accounting practices adopted for consolidation of the Company's direct and indirect interests in its subsidiaries for the purposes of these unaudited interim condensed consolidated financial statements, except for the following items:

	Place of Business/Country of Incorporation	Group's interest (i)		Principal Activities
		March 31, 2023	December 31, 2022	
		%	%	
Indirectly controlled				
Semantix, US Holding, Inc (ii)	United States	100.0	—	Holding company and SaaS and PaaS provider
Elemeno Inc. (iii)	United States	100.0	—	SaaS and PaaS provider

(i) Represents the Group's interest in total capital and voting capital of its subsidiaries.

(ii) New subsidiaries that commenced operations during the three month periods ended of March 31, 2023.

(iii) New subsidiary acquired. See further details in note 3.

2.4. Segment reporting

In reviewing the operational performance of the Group and allocating resources purposes, the Chief Operating Decision Maker ("CODM") of the Group, who is the Group's Chief Executive Officer ("CEO") and the Board of Directors ("BoD"), reviews the consolidated results as a whole. The CODM considers the whole Group a single operating and reportable segment, when monitoring operations, making decisions on fund allocation, and evaluating performance. The CODM reviews relevant financial data on a consolidated basis for all subsidiaries and business lines. Disaggregated information is only reviewed at the revenue level (Note 13), with no corresponding detail at any margin or profitability levels.

The Group's revenue, profit or loss, and assets and liabilities for this one reportable segment can be determined by reference to the consolidated financial statements.

See Note 13 for a breakdown of Group's non-current assets and revenue by geographic area.

2.5. Functional and reporting currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The functional currency of Semantix is US Dollar ("USD" or "$"). The unaudited interim condensed consolidated financial statements are presented in Brazilian Reais ("BRL" or "R$"), as the Group understands that financial statements presented in BRL brings more relevant information to its stakeholders when evaluating the Group's operation performance. All amounts are rounded to the nearest thousands, except when otherwise indicated.

2.6. Critical estimates and accounting judgments

Management has made judgments and estimates that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, revenues, and expenses. Actual results may differ from these estimates. Accounting estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are recognized prospectively.

In preparing these unaudited interim condensed consolidated financial statements, the significant judgments and estimates made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that are set at the consolidated financial statements as of and for the year ended December 31, 2022.

2.7. Restatement of previous financial statements

Earnings (Loss) per share

The Company's earnings (loss) per share amounts for the three-month periods ended of March 31, 2023 and 2022, as disclosed in note 18, have been restated to correct (i) an error in the weighted average number of shares used in the denominator for the period ended March 31, 2023 directly related to the amount of treasury shares owned by the Company and (ii) mathematical mistakes in the calculation of earnings per share for the period ended March 31, 2022. Due to this fact, the number of treasury shares as of March 31, 2023 disclosed in note 11 have been restated. In addition, the unaudited interim condensed consolidated financial statements were revised to include the number of total shares outstanding as of March 31, 2023 in note 11 of 79,099,587 ordinary shares and to exclude the total amount in U.S. dollars paid for repurchased ordinary shares according to its stock repurchase plan, as well as the average price and the price range paid for such repurchased ordinary shares previously included in note 11, which Management concludes is not relevant information to be disclosed in the present period.

The errors above have no impact on the balance sheet, statement of changes in equity, statement of profit or loss (except for the basic and diluted losses per share disclosed therein), statement of comprehensive income or loss and statements of cash flows.

(In thousands of Brazilian Reais, unless otherwise stated)

The previously issued and revised calculation related to earnings (loss) per share, the previously issued and revised total shares held in treasury as of March 31, 2023 and the remaining changes made to the unaudited interim condensed consolidated financial statements are presented below:

a) Earnings (loss) per share

			March 31, 2023
	(As previously presented)	Adjustment	(Restated)
Earnings per share in R$	(0.69)	(0.09)	(0.60)

			March 31, 2022
	(As previously presented)	Adjustment	(Restated)
Earnings per share in R$	(0.64)	0.07	(0.71)

b) Capital reserve and stock repurchase plan

As of March 31, 2023, the Company held 746,822 (restated to 1,392,474) shares in treasury, for which the Company paid a total amount of R$22,143 for quarter repurchase shares.

Note 3. Business combinations

Acquisiton of Elemeno

On January 4, 2023, Semantix entered into an agreement, through its for the acquisition of 100% of total share capital of Elemeno Inc. (“Elemeno”), a US-based, cloud-managed, machine learning operations (MLOps) platform provider focused on helping businesses leverage the benefits of artificial intelligence. Elemeno specifically aims to automate the development, deployment, and management of machine learning (ML) software with an easy-to-use interface and, in so doing, accelerate artificial intelligence adoption for businesses and organizations. Semantix expects the acquisition of Elemeno to complement and enhance its flagship proprietary platform, the Semantix Data Platform (SDP), and specifically strengthen SDP’s MLOps suite. The transaction was structured as a merger of a Semantix subsidiary with Elemeno, with the surviving company becoming a subsidiary of Semantix. On February 21, 2023, the acquisition was consummated.

The acquisition of Elemeno is recently completed and the allocation of the purchase price to acquire assets, including goodwill, and assumed liabilities is still preliminary pending receipt of the final fair value valuations of the acquired assets and assumed liabilities as of the closing date of the transaction.

These acquisition is not considered material for Semantix unaudited interim consolidated financial statements. The preliminary purchase price were mostly allocated to goodwill, representing the value of expected synergies arising from the acquisition.

For the concluded acquisition, the total consideration paid is R$4,020,being: i) R$1,988 paid in cash and ii) R$2,032 payable in annual installments from 2024 to 2026.

The results of these operations of the businesses acquired for periods prior to acquisition dates, individually and in the aggregate, were not material to the Company´s unaudited interim consolidated statements of profit or loss. Therefore, the unaudited interim consolidated financial statements do not include this information.

(In thousands of Brazilian Reais, unless otherwise stated)

Note 4. Cash and cash equivalents

	March 31, 2023	December 31, 2022
Cash and bank accounts	10,464	60,278
Short-term investments	221,301	277,742
	231,765	**338,020**

Financial investments have immediate convertibility characteristics in a known amount of cash and are not subject to risk of significant change in value, being recorded by the increased cost values of income earned up to the statement of financial position dates, which do not exceed their market or realization value.

Note 5. Trade receivables and other payables

a) Trade and other receivables and contract assets

Trade receivables and contract assets are as follows:

	March 31, 2023	December 31, 2022
Trade receivables	74,444	68,040
Contract assets (a)	86,751	95,871
Expected credit loss (b)	(25,386)	(24,365)
	135,809	**139,546**

(a) Amounts to be received for unbilled work during the year ended March 31, 2023 and December 31, 2022.

(b) The loss allowance was calculated based on the provision matrix calculated by the Group related historical loss experienced on its trade receivables. The Group further added qualitative management overlays to arrive at management's best estimate.

The movement for the expected credit loss balance is as follows:

Opening balance as of January 1, 2023	**(24,365)**
Additions, net	(1,294)
Foreign exchange rate	35
Write-off	238
Closing balance as of March 31, 2023	**(25,386)**

The trade receivables by aging are distributed as follows:

	March 31, 2023	December 31, 2022
Current	**61,220**	**54,112**
Overdue between:		
From 1 to 30 days	3,576	11,680
From 31 to 60 days	6,802	2,216
More than 61 days	2,846	32
	74,444	**68,040**

(In thousands of Brazilian Reais, unless otherwise stated)

b) Trade and other payables

The breakdown of trade and other payables is as follows:

	March 31, 2023	December 31, 2022
Suppliers	62,091	74,621
Labor and social obligations	29,279	31,379
Other accounts payables	21	23
	91,391	**106,023**
Current	91,391	106,023

Note 6. Income tax

a) Reconciliation of income tax expense and social contribution

The tax on the Group's pre-tax profit differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities. The following is a reconciliation of income tax expense to profit (loss) for the year, calculated by applying the combined Brazilian statutory rates at 34% for the period ended March 31:

	March 31, 2023	March 31, 2022
Loss before income tax	(50,364)	(45,788)
Income tax at the nominal Brazilian tax rate - 34%	17,124	15,568
Tax paid on profits of overseas subsidiaries	(846)	198
Deferred tax not recognized (b)	(17,781)	(15,585)
Effects from entities taxed at different taxation regimes (a)	6,001	2,877
Share-based payment	292	123
Expected credit losses	276	—
Contingency	(3,578)	956
Others	1,061	(2,235)
Total adjustments	**(14,575)**	**(13,666)**
Effective tax rate- %	5.1 %	4.2 %
Income tax as reported	**2,549**	**1,902**
Current income tax	**—**	**(36)**
Deferred income tax	**2,549**	**1,938**

(a) Certain eligible subsidiaries adopted the Presumed Profit Method ("PPM") tax regime and the effect of the presumed profit of subsidiaries represents the difference between the taxation based on this method and the amount that would be due based on the statutory rate applied to the taxable profit of the subsidiaries. Additionally, some entities adopt different taxation regimes according to the applicable rules in their jurisdictions.

The tax expense was determined based on the Brazilian corporate income tax (CIT) rate considering that, currently, the main operation is in Brazil. This table reconciles the expected income tax expense, computed by applying the combined Brazilian tax rate of 34%, to the actual income tax expense.

(In thousands of Brazilian Reais, unless otherwise stated)

b) Unrecognized deferred taxes

Unrecognized deferred tax assets correspond to the tax benefit related to future utilization of net operating losses of the Group. In that case, the deferred tax asset was not recognized due to the lack of expectation of utilization of such net operating losses in the foreseeable future. The net operating loss not recognized for the Brazilian entities are in the amount of R$ 52.297 (March 31, 2022 - R$45.838).

c) Deferred tax assets

	Balance as of January 1, 2023	Recognized in profit or loss	Balance as of March 31, 2023
Bonus provision	3,367	1,502	4,869
Contingency	8,387	—	8,387
Right of use asset	1,710	119	1,829
Impairment of trade receivables	4,407	(735)	3,672
Share-based payment	4,618	382	5,000
Deferred tax assets	**22,488**	**1,268**	**23,756**

d) Deferred tax liabilities

	Balance as of January 1, 2023	Recognized in profit or loss	Balance as of March 31, 2023
Effect of changes in foreign exchange rates	(155)	(191)	(346)
Net gain or loss on hedge instruments	(1,581)	1,436	(145)
Identifiable assets acquired	(7,193)	36	(7,157)
Total	**(8,929)**	**1,281**	**(7,648)**

Note 7. Intangible assets, net

Details of intangible assets and changes in the Group's intangible assets balances are presented below:

	Goodwill	Software	Brands	Contract with customers	Development costs	Total
As of December 31, 2022	**73,596**	**8,902**	**8,340**	**8,308**	**51,384**	**150,530**
Additions	—	2,075	—	—	7,901	9,976
Business combination (Note 3)	5,430	—	—	—	—	5,430
Amortization	—	(511)	(74)	(271)	(6,570)	(7,426)
As of March 31, 2023	**79,026**	**10,466**	**8,266**	**8,037**	**52,715**	**158,510**

(i) On March 28, 2023, the Company acquired certain group of assets which includes the software of ATSaúde as part of the company's strategic plan to expand its offerings and presence in Healthcare & Life Science industry in Brazil. The acquisition is recognized at cost.

There were no events or changes in circumstances that indicate that the carrying amount of intangible assets with finite useful life may not be recoverable and therefore no impairment charges were recorded for the three-month periods ended March 31, 2023.

(In thousands of Brazilian Reais, unless otherwise stated)

Note 8. Loans and borrowings

Loans and financing operations are summarized as follows:

Liabilities	Interest rate	Currency	Maturity	March 31, 2023	December 31, 2022
Itaú Unibanco S.A. – Nassau Branch (i)	12.28% per annum	EUR	2025	10,902	12,061
Banco BMG S.A. (ii)	CDI + 6.32% per annum	Brazil	2023	1,580	3,130
Itaú Unibanco S.A. (iii)	12.15% per annum	Brazil	2025	394	433
Banco Santander S.A. (iv)	5,98% per annum	Brazil	2024	22,266	25,000
Itaú Unibanco S.A. – Nassau Branch (v)	3,05% per annum	USD	2026	8,107	8,921
Banco Bradesco S.A. (vi)	14,77% per annum	Brazil	2026	27,040	29,126
Total				**70,289**	**78,671**
Current				29,686	31,001
Non-current				40,603	47,670

The following table shows the changes in loans and borrowings during the year:

Opening balance at January 1, 2023	**78,671**
Payment of loans	(10,109)
Interest paid	(976)
Accrued interest	2,703
Closing balance at March 31, 2023	**70,289**

(i) Loan agreement with Itaú Unibanco S.A. – Nassau Branch with maturity on May 28, 2025. The principal and accrued interest are paid quarterly.

(ii) Loan agreement with Banco BMG S.A with maturity on June 19, 2023, payable in monthly installments.

(iii) Loan agreement with Itaú Unibanco S.A with maturity on may 20, 2025, payable in monthly installments.

(iv) Loan agreement with Banco Santander (Brasil) S.A with maturity on December 30, 2024, payable in monthly installments.

(v) Loan agreement with Itaú Unibanco S.A. – Nassau Branch with maturity on February 18, 2026. The principal and accrued interest are paid quarterly.

(vi) Loan agreement with Banco Bradesco SA with maturity on March 4, 2026, payable in 48 monthly installments.

Certain loans and borrowings are subject to financial covenants, which have certain performance conditions. Details of the compliance of the Group's financial covenants are set out in note 17.

(In thousands of Brazilian Reais, unless otherwise stated)

Note 9. Deferred consideration, contingent liabilities and others

The breakdown of deferred consideration, contingent liabilities and others are as follows:

	March 31, 2023	December 31, 2022
Accounts payable from acquisition of subsidiaries (i)	9,507	29,814
Contingent liabilities (ii)	26,184	24,667
Contract liabilities	1,399	1,672
Contingent consideration (iii)	6,748	3,248
Other liabilities	2,661	4,514
	46,499	**63,915**
Current	7,098	28,341
Non-current	39,401	35,574

(i) The reduction is primarily related to the payment of R$22,500 related the business combination of Zetta.

(ii) The Group has contingent liabilities related to social security issues resulting from the normal course of the business. The recognized provision reflects the Management's best estimate of the most likely outcome. The Group understands that the provision recognized is enough to cover the probable losses and Management evaluates and updates the amount on a periodic basis, as needed. There is no contingency classified as possible by the Group.

(iii) Contractual contingent consideration mostly associated to the acquisition of Zetta which includes arrangements requiring continued employment in a total amount of R$3,500.

Note 10. Derivatives and hedge activities

The Group is exposed to certain risks relating to its ongoing business operations. The primary risks managed using derivatives instruments are foreign currency risk. The Group's risk management strategy and how it is applied to manage risk. Therefore, the derivative financial instruments are not speculative. See below the composition of the derivative financial instruments portfolio (assets and liabilities) by type of instrument, stated fair value, maturity date and index.

	March 31, 2023	December 31, 2022
Non-current liabilities		
Interest rate swaps - cash flow hedges		
Itaú Unibanco S.A. EUR	2,964	2,554
Itaú Unibanco S.A. USD	1,486	972
Derivative warrants liabilities	11,287	2,886
Total non-current derivative financial instrument liabilities	15,737	6,412

The following amounts were recognized in profit or loss in relation to derivatives:

	March 31, 2023	March 31, 2022
Loss on derivative financial instruments	(8,738)	—

a) Derivative warrant liability

As part of the SPAC merger, each issued and outstanding warrant to purchase Alpha class A ordinary shares was converted into the right to purchase one Semantix ordinary share at an exercise price of $11.50 per share ("Semantix Warrants"), subject to the same terms and conditions existing prior to such conversion. These warrants are considered financial instruments (derivatives) and are recorded at fair value through profit or loss.

(In thousands of Brazilian Reais, unless otherwise stated)

Upon the completion of the SPAC merger, there are 18,499,984 Semantix Warrants outstanding, of which 11,499,984 are public warrants ("Public Warrants") listed on NASDAQ and 7,000,000 are private placement warrants held by certain former Alpha shareholders ("Private Placement Warrants").

Public Warrants

The Public Warrants became exercisable on September 2, 2022 and will expire on the earlier of August 3, 2027 or upon redemption or liquidation, in accordance with their terms. The fair value of the Public Warrants was determined using the market trading price as of March 31, 2023, which was U$S 0.1201 per share.

Private Placement Warrants

The Private Placement Warrants are identical to the Public Warrants in all material respects, except that the Private Placement Warrants, so long as they are held by certain former Alpha shareholders or its permitted transferees:

(i) will not be redeemable by the Company,

(ii) may not, subject to certain limited exceptions, be transferred, assigned or sold by the holders until September 2, 2022,

(iii) may be exercised by the holders on a cashless basis, and

(iv) will be entitled to registration rights.

The fair value of Private Placement Warrants was determined using the market trading price as at March 31, 2023, which was US$ 0.1201 per share. The fair value calculation methodology was determined to be the same as the Public Warrants as both financial instruments have the same material rights and characteristics (i.e., both give the right to purchase one Semantix ordinary share for the same price with the same exercisable period).

The Group has recognized the following warrant obligations:

	Public Warrants	Private Placement Warrants	Total
Balance at December 31, 2022	1,794	1,092	2,886
Change in fair value	5,223	3,179	8,402
Balance at March 31, 2023	**7,017**	**4,271**	**11,287**

b) Derivatives designated as hedging instruments

Cash flow hedges - Foreign currency risk

During 2021 and 2022, the Group entered into loans denominated in foreign currency and in order to protect against the risk of change in the foreign exchange rates entered into derivative financial instruments (swap and non-deliverable forward "NDF") with Itau and Citibank (see note 8) that was elected as hedging instruments.

The cash flow hedge strategies of the Group consist of hedging exposure to variations in cash flows, in interest payment and currency exposure which are attributable to changes in interest rates on recognized and unrecognized assets and liabilities.

(In thousands of Brazilian Reais, unless otherwise stated)

The effects of hedge accounting on the financial position and performance of the Group are presented below:

	March 31, 2023				
	Hedge item			Hedge instrument	
	Book value				
	Assets	Liabilities	Variation in value recognized in income	Notional value	Variation in the amounts used to calculate hedge ineffectiveness
Strategies					
Interest rate and foreign exchange risk					
Swap-NDF	—	19,010	2,000	27,188	(4,449)
Total	**—**	**19,010**	**2,000**	**27,188**	**(4,449)**

As of March 31, 2023, there was no ineffectiveness in relation to the cash flow hedge.

The Group's hedging reserves relate to the following hedging instruments:

	Cost of Hedging reserve
Change in fair value of hedging instrument recognized in OCI	883
Closing balance as of March 31, 2023	**883**

	December 31, 2022				
	Hedge item			Hedge instrument	
	Book value				
	Assets	Liabilities	Variation in value recognized in income	Notional value	Variation in the amounts used to calculate hedge ineffectiveness
Strategies					
Interest rate and foreign exchange risk					
Swap-NDF	—	21,010	1,507	27,188	(2,831)
Total	**—**	**21,010**	**1,507**	**27,188**	**(2,831)**

As of December 31, 2022, there was no ineffectiveness in relation to the cash flow hedge

The Group's hedging reserves relate to the following hedging instruments:

	Cost of Hedging reserve
Change in fair value of hedging instrument recognized in OCI	3,341
Closing balance as of December 31, 2022	**3,341**

Note 11. Equity

a) Share capital and additional paid in capital

The Company is incorporated with limited liability in the Cayman Islands. The Company's affairs are governed by Articles and the Companies Act.

On August 3, 2022, Semantix and Alpha consummated a capital reorganization transaction (referred to as the "SPAC merger"), pursuant to which (i) Semantix Tecnologia became a wholly owned, indirect subsidiary of Semantix, (ii) Semantix Tecnologia's shareholders became shareholders of Semantix at a pre-determined exchange ratio of 1 : 37.747 (the "Exchange Ratio"), and (iii) Alpha's shareholders became shareholders of Semantix in exchange for the net assets of Alpha. The net assets of Alpha primarily consisted of cash and marketable securities held in a trust account and certain public and private warrants. The SPAC merger was approved at an extraordinary general meeting of Semantix Tecnologia and Alpha's shareholders on August 2, 2022.

The authorized share capital is US$287,500 consisting of 287,500,000 Ordinary Shares, par value US$0.001 per Ordinary Share. As of March 31, 2023, there were 80,492,061 Ordinary shares issued and 79,099,587 outstanding.

b) Capital reserve and stock repurchase plan

The Group operates equity-settled stock option plan that are designed to provide long-term incentives for selected directors and employees to deliver long-term shareholder returns. Refer to note 12 for more details.

On November 22, 2022, the Board of Directors approved a Stock Repurchase Plan. Under the plan, Semantix, Inc. may repurchase up to US$5 million of ordinary shares of the Company over period of one year. On March 29, 2023, the Board of Directors has authorized an increase in the Company's existing stock repurchase plan approved by the Board in November 2022 from up to US$5 million to a total of up to US$10 million.

As of March 31, 2023, the Company held 1,392,474 (restated) shares in treasury. The Company paid a total amount of R$22,143 for quarter repurchase shares.

The number of shares held in treasury reported for the period has been restated to correct an error. Detailed information about this and other adjustments can be found in note 2.7.

c) Other comprehensive income

Other comprehensive income is comprised of changes in the fair value of financial derivatives assets and financial derivatives liabilities at fair value through other comprehensive income, while these financial derivatives are not realized. Also includes gains (losses) on foreign exchange variation of investees located abroad.

(In thousands of Brazilian Reais, unless otherwise stated)

Note 12. Share-based plan

During the three-month period ended on March 31, 2023, the Group have no granted of options related to the stock option plan establish before the corporate reorganization.

The expense related to the stock option plan for the year ended March 31, 2023 was R$857 (March 31, 2022—R$1,234) with its corresponding entry to shareholders' equity.

Set out below are summaries of options granted under the plan:

	Number of Options (thousand)	Weighted average exercise price
At December 31, 2021	25	93.26
Forfeited[i]	(10)	186.92
Exercised[ii]	(5)	54.57
At December 31, 2022	10	25.19
Forfeited[i]	—	—
At March 31, 2023	10	25.19

(i) This represents options held by participants who left the Group and did not exercise the options already vested, and with no future right to exercise.

As of March 31, 2023 and December 31, 2022 there were 14,300 options granted of which 6,760 options were vested and 7,540 options were unvested.

As of March 31, 2023, there was R$5,916 (December 31, 2022 - R$6,774), of remaining unrecognized compensation cost related to unvested stock options to the Group's employees. This cost will be recognized over an estimated remaining graded period of 3 years. Total unrecognized compensation cost will be adjusted for future changes in estimated forfeitures.

The establishment of the long-term incentive plan was approved by the Board of Director's meeting on August 3, 2022 and the first grant of RSUs (restricted unit shares) and stock options. RSUs are awarded at no cost to the recipient upon their grant. Stock options have generally been granted with an exercise price equal to the value defined by the Board of Director's on the grant date.

Under the plan, participants are granted options which only vest if certain performance standards are met. Participation in the plan is at the board's discretion, and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits.

(In thousands of Brazilian Reais, unless otherwise stated)

Note 13. Revenues

a) Disaggregation of revenue from contracts with customers

The Group revenue derives mostly from the resale of third-party software, proprietary software as a services and AI & data analytics services rendered. Disaggregation of revenue by major product lines are as follows:

	Three month periods ended March 31,	
	2023	2022
Third-party software	23,603	23,358
Deductions on third-party software	(2,193)	(1,947)
Revenue from Third-party software	**21,410**	**21,411**
AI & data analytics services	8,438	8,552
Deductions on AI & data analytics services	(563)	(560)
Revenue from AI & data analytics services	**7,875**	**7,992**
Proprietary software as a service (SaaS)	11,144	10,731
Deductions on proprietary software as a service (SaaS)	(750)	(703)
Revenue from proprietary software as a service (SaaS)	**10,394**	**10,028**
Other revenue	—	3
Other revenue	**—**	**3**
Total revenue	**39,679**	**39,434**

b) Contract assets and deferred revenue related to contracts with customers

The Group has recognized the following contract assets and deferred revenue related to contracts with customers:

	Three month periods ended March 31,	
	2023	2022
Current contract assets relating to third-party software	86,751	12,991
Total contract assets	**86,751**	**12,991**
Contract liabilities relating to SaaS	1,399	1,196
Total contract liabilities	**1,399**	**1,196**

c) Disaggregation by geographic location

(i) Segment revenue by region

	Three months period ended March 31,	
	2023	2022
Brazil	34,463	31,961
Latin America (other than Brazil)	5,095	7,473
United States of America	121	—
Total	**39,679**	**39,434**

For the year ended March 31, 2023, 60%of the revenue is represented by six of our major clients (six clients represents 50% of the Group's revenue the year ended March 31, 2022).

(ii) Segment non-current assets by region

From the total of non-current assets other than financial instruments and deferred tax assets, 100% is in Brazil as of March 31, 2023 (December 31, 2022- 100% at Brazil).

(In thousands of Brazilian Reais, unless otherwise stated)

Note 14. Costs and expenses by nature

The operating costs and expenses by nature incurred as of March 31, 2023 are as follows:

	Three month periods ended March 31,	
	2023	**2022**
Personnel	36,579	31,257
IT and hosting expenses	6,540	2,863
Outsourced services	4,732	4,305
Traveling	3,465	383
Depreciation and amortization	7,970	3,711
Facilities	5,216	1,728
Expected losses	1,055	333
Accounts receivable write-off	238	355
Cost of third party licenses sold	16,864	19,493
Tax expenses	876	727
Onerous contract reversion (i)	—	(1,174)
Write-off of creditor invoice (ii)	—	(4,300)
Other	2,410	1,580
Total	**85,945**	**83,024**
(-) Cost of services provided	5,941	7,233
(-) Cost of sales of goods	16,864	19,493
(-) Sales and marketing expenses	14,252	9,252
(-) General and administrative expenses	36,192	22,305
(-) Research and development	12,696	7,278
(-) Other expenses (iii)	—	17,463
Total	**85,945**	**83,024**

(i) Refers to one onerous contract recognized in May 2021 that was reverted in 2022.

(ii) In 2022, the Group concluded negotiation with one of its suppliers which resulted in the forgiveness of the amount owed of approximately $800 thousand, corresponding to R$4,300.

(iii) This represents expense related to the SPAC merger non-capitalized as of March 31,2022.

(In thousands of Brazilian Reais, unless otherwise stated)

Note 15. Financial income and expenses

	Three month periods ended March 31,	
	2023	2022
Interest income from financial assets	8,755	1,331
Foreign exchange gains	1,606	2,964
Other financial income	2	—
Total financial revenues	**10,363**	**4,295**
Foreign exchange losses	(1,395)	(139)
Losses from fair value of derivative financial instruments	(8,738)	—
Interest on loans	(2,703)	(5,257)
Interest on leases	(62)	(76)
Banking expenses	(44)	(474)
Other financial expenses	(1,519)	(547)
Total financial expenses	**(14,461)**	**(6,493)**
		—
Financial result	**(4,098)**	**(2,198)**

Note 16. Related parties

Balances and transactions between the Group and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note.

There were no reportable transactions between related parties in the Group and members of the key management personnel and their close family members during the three-month period ended on March 31, 2023.

(In thousands of Brazilian Reais, unless otherwise stated)

Note 17. Financial instruments by categories

a) Classification of financial instruments

The classification of financial instruments measured at amortized cost is presented in the following table:

	March 31, 2023			December 31, 2022		
	Measured at amortized cost			Measured at amortized cost		
	Financial Assets	Receivables and other	Financial Liabilities	Financial Assets	Receivables and other	Financial Liabilities
Assets						
Financial investments	231,765	—	—	338,020	—	—
Trade receivables, contract assets and other, net	—	49,058	—	—	43,675	—
Liabilities						
Suppliers	—	—	62,091	—	—	74,621
Deferred consideration, contingent liabilities and others	—	—	46,499	—	—	63,915
Lease liabilities	—	—	2,256	—	—	2,433
Loans and borrowings	—	—	70,289	—	—	78,671
Total	**231,765**	**49,058**	**181,135**	**338,020**	**43,675**	**219,640**

Fair value hierarchy

Financial instruments are classified at fair value through profit or loss, when this classification significantly reduces a possible measurement or recognition inconsistency (sometimes referred to as “accounting mismatch”) that would occur due to the measurement of assets or liabilities or the recognition of their gains and losses on different bases. Gains/losses on financial instruments that are measured at fair value through profit or loss are recognized as financial income or expense in the profit or loss for the period.

This section provides details about the judgements and estimates made in determining the fair values of the financial instruments that are recognized and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standards. An explanation of each level follows underneath the table

	Fair values as of March 31, 2023		
Financial Liabilities	Level 1	Level 2	Level 3
Derivative warrants liabilities	11,287	—	—
Contingent consideration from acquisition of Zetta	—	—	6,748
Hedging instruments	—	4,224	—

	Fair values as of December 31, 2022		
Financial Liabilities	Level 1	Level 2	Level 3
Derivative warrants liabilities	2,886	—	—
Contingent consideration from acquisition of Zetta	—	—	3,248
Hedging instruments	—	3,526	—

As of March 31, 2023 the total contingent consideration liability is reported at fair value and is dependent on the profitability of the acquired businesses. The total contingent consideration is classified within Level 3 of the fair value hierarchy. The contingent consideration liability represents the maximum amount payable under the purchase and sale agreements discounted using a weighted average rate of 13.75% p.a. Change in the discount rate by 100 bps would increase/decrease the fair value by R$447. The change in the fair value in the contingent consideration between the acquisition date and March 31, 2023 was not material.

There were no transfers between levels 1 and 2 for recurring fair value measurements during the periods presented.

Transfers into and out of fair value hierarchy levels are analyzed at the end of each annual consolidated financial statement. As of March 31, 2023, the Group had no transfers between Level 2 and Level 3.

The Group's policy is to recognize transfers into and out of fair value hierarchy levels as at the end of the reporting period.

b) Financial risk management

Financial risk factors

The Group's activities expose it to various financial risks: market risk (including foreign exchange risk), credit risk and liquidity risk. The Group's global risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on financial performance.

Risk management is carried out by the financial board, according to the policies approved by the Board of Directors. The financial board identifies, evaluates and protects the Group against any financial risks. The board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, the use of derivative and non-derivative financial instruments, and investment of excess liquidity.

c) Capital management

The policy of the Group is to maintain a strong capital base to secure investor, creditor, and market confidence also to sustain future development of the business. Management monitors the return on capital, as well as the dividend yield to ordinary shareholders.

In addition, the Group objectives to manage capital are to safeguard its ability to continue as a going concern to provide returns for shareholders and benefits for other stakeholders, to maintain an optimal capital structure to reduce the cost of capital, and to have resources available for optimistic opportunities.

In order to maintain or adjust the capital structure of the Group, management can make, or propose to the shareholders under their approval, adjustments to the amount of dividends paid or return capital to shareholders, to shareholders and issue new shares or sell assets.

The Group monitors capital based on the net cash / net debt.The Group's strategy is to keep a positive net cash.

Financial covenants

On March 31, 2023, the contracts financial under financial covenants amount is R$ 33,562 (December 31, 2022—R$37,494). The Group has complied with these contract conditions as of March 31, 2023 and December 31, 2022, see note 8.

Eventual failure of the Group to comply with such covenants may be considered as breach of contract and, as a result, considered for early settlement of related obligations.

(In thousands of Brazilian Reais, unless otherwise stated)

Note 18. Losses per share

Basic losses per share is calculated by dividing profit attributable to Company shareholders by the weighted average number of common shares available during the fiscal year. Diluted losses per share is calculated by adjusting the weighted average number of common shares, presuming the conversion of all the potential diluted common shares.

Since the Group reported a loss for the three months period ended in March 31, 2023 and 2022, the number of shares used to calculate diluted loss per share of common shares attributable to common shareholders is the same as the number of shares used to calculate basic loss per share of common shares attributable to common shareholders for the period presented because the potentially dilutive shares would have been antidilutive if included in the calculation.

The tables below show data of income and shares used in calculating basic and diluted earnings per share attributable to the ordinary equity holders of the Company:

	2023	2022
Loss for the period	(47,624)	(43,824)
Weighted average number of common outstanding shares[1](restated)	79,949	62,000
Basic and diluted losses per share (R$) (restated note 2.7)	**(0.60)**	**(0.71)**

1. Share data have been revised to give effect to the share split as explained in Note 11. Equity