

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 6, 2025

CERENCE INC.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

25 Mall Road,
Suite 416
Burlington, Massachusetts
(Address of Principal Executive Offices)

001-39030
(Commission File Number)

83-4177087
(IRS Employer
Identification No.)

01803
(Zip Code)

Registrant's Telephone Number, Including Area Code: (857)362-7300

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.01 par value	CRNC	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.02 Results of Operations and Financial Condition.

On August 6, 2025, Cerence Inc. (the "Company") announced its financial results for the quarter ended June 30, 2025. The press release, including the financial information contained therein, is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

Also on August 6, 2025, the Company will use a presentation on its call with investors, discussing its financial results for the quarter ended June 30, 2025, and such earnings release presentation is furnished herewith as Exhibit 99.2. The press release and earnings release presentation include certain non-GAAP financial measures. A description of the non-GAAP measures, the reasons for their use, and GAAP to non-GAAP reconciliations are included in the press release and earnings release presentation.

The information in this Item 2.02 and the exhibits attached hereto are being furnished and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall they be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release announcing financial results dated August 6, 2025.
99.2	Earnings Release Presentation dated August 6, 2025.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Cerence Inc.

Date: August 6, 2025

By: /s/ Tony Rodriquez

Name: Tony Rodriquez

Title: Executive Vice President, Chief Financial Officer



Cerence Q3 FY25 Earnings Presentation

August 6, 2025

Brian Krzanich, Chief Executive Officer
Tony Rodriguez, Chief Financial Officer

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Forward-Looking Statements

Statements in this presentation regarding: Cerecence's future performance, results and financial condition; expected growth, profitability and cash flow; outlook and momentum; transformation plans and cost efficiency initiatives; strategy; opportunities; business, industry and market trends; strategy and plans regarding fixed license contracts and its impact on financial results; revenue visibility; revenue timing and mix; demand for Cerecence products; innovation and new product offerings, including AI technology and Cerecence xUI; expected benefits of technology partnerships; and management's future expectations, anticipations, intentions, estimates, assumptions, beliefs, goals, objectives, targets, plans, outlook or prospects constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements that are not statements of historical fact (including statements containing the words "believes," "plans," "goal," "objective," "anticipates," "projects," "forecasts," "expects," "intends," "continues," "will," "may," or "estimates" or similar expressions) should also be considered to be forward-looking statements. Although we believe forward-looking statements are based upon reasonable assumptions as of the date of this press release, such statements involve known and unknown risk, uncertainties and other factors, which may cause actual results or performance of the company to be materially different from any future results or performance expressed or implied by such forward-looking statements including but not limited to: the highly competitive and rapidly changing market in which we operate; adverse conditions in the automotive industry or the global economy more generally; volatility in the political, legal and regulatory environment in which we operate, including trade, tariffs and other policies implemented by the new administration in the United States, actions taken by other countries in response or other changes in law and regulation applicable to us; automotive production curtailment or delays; changes in customer forecasts; the continuing effects of the COVID-19 pandemic on our and our customers' businesses; the ongoing conflicts in Ukraine and the Middle East; our inability to control and successfully manage our expenses and cash position; our inability to deliver improved financial results from process optimization efforts and cost reduction actions; escalating pricing pressures from our customers; the impact on our business of the transition to a lower level of fixed license contracts, including the failure to achieve such a transition; our failure to win, renew or implement service contracts; the cancellation or postponement of existing contracts; the loss of business from any of our largest customers; effects of customer defaults; a decrease in the level of professional services projects; our inability to successfully introduce new products, applications and services; our strategies to increase cloud offerings and deploy generative AI and large language models (LLMs); the inability to expand into adjacent markets; the inability to recruit and retain qualified personnel; cybersecurity and data privacy incidents; failure to protect our intellectual property; adverse developments related to our intellectual property enforcement litigation, the outcome of such litigation, or remedies that could be awarded in connection with such litigation; defects or interruptions in service with respect to our products; fluctuating currency rates and interest rates; inflation; financial and credit market volatility; restrictions on our current and future operations under the terms of our debt, the use of cash to service or repay our debt; and our inability to generate sufficient cash from our operations; and the other factors discussed in our most recent Annual Report on Form 10-K, quarterly reports on Form 10-Q, and other filings with the Securities and Exchange Commission. We disclaim any obligation to update any forward-looking statements as a result of developments occurring after the date of this document.



Q3 FY25 Financial Details

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Q3FY25 Results

	Q3FY24	Q3FY25	Q3FY25 Guidance
Total Revenue	\$70.5M	\$62.2M	\$52M - \$56M
Gross Margin	71.5%	73.7%	66% - 68%
Net Income (Loss)	\$(313.5)M	\$(2.7)M	\$(10)M - \$(13)M
EPS – diluted	\$(7.50)	\$(0.06)	\$(0.24) - \$(0.31)
Adjusted EBITDA ^(a,b)	\$12.5	\$9.0	\$1M - \$4M
Cash Provided by Operating Activities	\$11.1M	\$48.4M	
Cash Balance & Marketable Securities	\$121.5M	\$73.7M	

- a) Adjusted EBITDA excludes goodwill impairment, amortization of acquired intangible assets, stock-based compensation, restructuring and other costs.
b) Refer to the Appendix for more information on GAAP to non-GAAP reconciliations and related definitions.

Detailed Revenue Breakdown

In millions	Q3FY24	Q4FY24	Q1FY25	Q2FY25	Q3FY25
Total License:	\$43.1	\$25.3	\$22.7	\$51.5	\$34.2
Variable ^(a)	\$23.1	\$25.3	\$22.7	\$29.9	\$34.2
Total Fixed ^(b)	\$20.0	\$—	\$—	\$21.5	\$—
Connected Services:	\$10.9	\$12.1	\$13.7	\$12.6	\$12.8
Connected Services ^(c)	\$10.9	\$12.1	\$13.7	\$12.6	\$12.8
Professional Services	\$16.5	\$17.4	\$14.5	\$13.9	\$15.2
Total Revenue	\$70.5	\$54.8	\$50.9	\$78.0	\$62.2

a) Based on volume shipments of licenses net of the consumption of fixed contracts.

b) Fixed license revenue consists of prepaid deals.

c) Connected services in Q1FY25 includes a \$2.0 million true up adjustment, respectively, due to underreporting from two different OEMs.

Operational Metrics and Variable License Revenue

In millions	FY24		FY25		
Operational Metrics:	Q3	Q4	Q1	Q2	Q3
Pro Forma Royalties ^(a)	\$39.6	\$41.9	\$36.7	\$39.7	\$43.2
Consumption of Fixed Contracts ^(b)	\$16.5	\$16.6	\$14.0	\$9.7	\$9.1
Variable License Revenue	\$23.1	\$25.3	\$22.7	\$29.9	\$34.2
IHS Production (units)	22.1	21.6	23.9	21.7	22.5

a) Pro forma Royalties is an operating measure representing total value of licenses shipped in a quarter. It includes the consumption of fixed contracts.

b) Licenses shipped in the quarter associated with fixed contracts.

Q3 FY25 KPI^(e) Performance

- a) *Adjusted Total Billings excludes professional services and prepay contracts and is adjusted for prepay consumption. Trailing Twelve Months ("TTM") over prior year TTM.*
- b) *Based on IHS Markit data, global auto production increased 0.1%, calculated TTM over prior year TTM.*
- c) *TTM units connected divided by TTM units embedded. This indicates our penetration of connected technology.*
- d) *This represents the average technology price per vehicle shipped, including both the embedded license fee and the connected services subscription over the TTM. Although PPU is not immediately recognized as revenue at the time of shipment, it reflects the average per-vehicle value that is expected to ultimately be recognized.*
- e) *Please refer to the appendix for KPI definitions.*

- Adjusted Total Billings TTM^(a) of \$226M, an increase of 3.5% compared to the same period last year.
- Percent of worldwide auto production with Cerence Technology – 52% (TTM)
- Approximately 12 million units shipped with Cerence technology in Q3
 - An increase of 2.5% YoY (IHS up 1.6% YoY)
 - An increase of 6.4% QoQ (IHS up 1.8% QoQ)
- Change in number of Cerence connected cars shipped up 12% (TTM)^(b)
- Connected attach rate increased to 31% versus 27% a year ago^(c)
- Average PPU on a TTM basis was \$4.91, up from \$4.47 a year ago^(d)

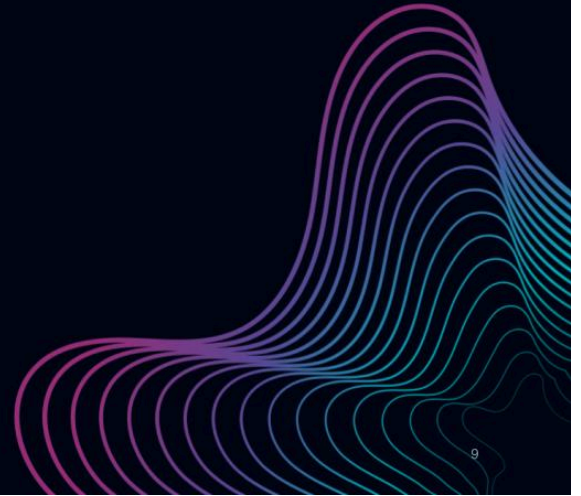
Fiscal Q4 and FY25 Guidance^(d)

	Q4FY25 Guidance		FY25 Guidance	
	Low	High	Low	High
In millions except per share amounts				
Revenue	\$53	\$58	\$244	\$249
Gross Margin	68%	69%	72%	72%
Net Income (Loss)	(\$22M)	(\$18M)	(\$28M)	(\$24M)
EPS – diluted	\$(0.52)	\$(0.43)	\$(0.65)	\$(0.55)
Adjusted EBITDA ^(a,b)	\$2	\$6	\$42	\$46
Cash Provided by Operating Activities			\$48	\$50
Free Cash Flow ^(c)			\$38	\$42

- a) Adjusted EBITDA excludes goodwill impairment, amortization of acquired intangible assets, restructuring expense, and stock-based compensation.
- b) Refer to the Appendix for more information on GAAP to non-GAAP reconciliations and related definitions.
- c) Free Cash Flow is net cash provided by operating activities determined in accordance with GAAP less capital expenditures. Free cash flow is not a measure of cash available for discretionary expenditures.
- d) Based on currently available information, for fiscal 2025, we continue to assume minimal impact from tariffs; however, it is important to note that the situation remains fluid and may evolve over the remainder of the year.



Appendix



License Business Revenue Recognition

Type of Contract	Description	GAAP Revenue Recognition	Cash Receipt
Variable	License applied at production	Quarter car is produced. Based on volume	Quarter following GAAP revenue recognition
Fixed (Prepaid)	Bulk inventory purchase (\$ based)	Full value of contract at signing. Volume independent	Standard payment terms for full value (upfront payment)

The fixed contracts only apply to the license business. If a car is also using our connected services, it will follow the normal billing and revenue recognition process regardless of whether a variable or fixed license was applied.

The fixed contracts typically provide the customer with a price discount and can include the conversion of a variable contract that is already in our variable backlog.

Connected and Professional Services Revenue Recognition

Connected Services	Typical Period	GAAP Revenue Recognition	Cash Receipt
Subscription Term	1 – 5 years	Amortized evenly over subscription period	Billed/collected full amount at start of subscription period (value added to deferred revenue)
Usage Contract ^(a)	1 – 5 years	Recognized at same time of billing based on actual usage	Billed every quarter based on actual usage
Customer Hosted ^(b)	License	Quarter in which license is delivered to customer	Upon delivery

(a) Usage can be defined by number of active users or number of monthly transactions

(b) Customer Hosted is a software license that allows the customer to take possession of the software and enable hosting by the customer or a third-party

Professional Services	Period	GAAP Revenue Recognition	Cash Receipt
Custom Design Services	Ongoing	Revenue is recognized over time based upon the progress towards completion of the project	Billed/collected on milestone completion

KPI Measures – Definitions

We believe that providing key performance indicators (“KPIs”) allows investors to gain insight into the way management views the performance of the business as well as a potentially new KPI, Average PPU. We further believe that providing KPIs allows investors to better understand information used by management to evaluate and measure such performance. KPIs should not be considered superior to, or a substitute for, operating results prepared in accordance with GAAP. In assessing the performance of the business during the three months ended June 30, 2025, our management has reviewed the following KPIs, each of which is described below:

- **Percent of worldwide auto production with Cerence Technology (TTM):** The number of Cerence enabled cars shipped on a TTM basis as compared to IHS Markit car production data.
- **Change in number of Cerence connected cars shipped:** The year-over-year change in the number of cars shipped with Cerence connected solutions. Amounts calculated on a TTM basis.
- **Change in Adjusted total billings YoY (TTM):** The year over year change in total billings excluding Professional Services and fixed license billings and adjusted for fixed license consumption. Amounts calculated on a TTM over prior year TTM basis.
- **Connected Attached Rate:** the percentage of vehicles shipped with connected technology, calculated as TTM units connected divided by TTM units embedded.
- **Average PPU:** This represents the average technology price per vehicle shipped, including both the embedded license fee and the connected services subscription. Although PPU is not immediately recognized as revenue at the time of shipment, it reflects the average per-vehicle value that is expected to ultimately be recognized.

Non-GAAP Financial Measures – Definitions

Discussion of Non-GAAP Financial Measures

We believe that providing the non-GAAP information, in addition to the GAAP presentation, allows investors to view the financial results in the way management views the operating results. We further believe that providing this information allows investors to not only better understand our financial performance, but more importantly, to evaluate the efficacy of the methodology and information used by management to evaluate and measure such performance. The non-GAAP information should not be considered superior to, or a substitute for, financial statements prepared in accordance with GAAP.

We utilize a number of different financial measures, both GAAP and non-GAAP, in analyzing and assessing the overall performance of the business, for making operating decisions and for forecasting and planning for future periods. While our management uses these non-GAAP financial measures as a tool to enhance their understanding of certain aspects of our financial performance, our management does not consider these measures to be a substitute for, or superior to, the information provided by GAAP financial statements.

Consistent with this approach, we believe that disclosing non-GAAP financial measures to the readers of our financial statements provides such readers with useful supplemental data that, while not a substitute for GAAP financial statements, allows for greater transparency in the review of our financial and operational performance. In assessing the overall health of the business during the three and nine months ended June 30, 2025 and 2024, our management has either included or excluded the following items in general categories, each of which is described below.

Non-GAAP Financial Measures – Definitions

Adjusted EBITDA.

Adjusted EBITDA is defined as net income attributable to Cerence Inc. before net income (loss) attributable to income tax (benefit) expense, other income (expense) items, net, depreciation and amortization expense, and excluding amortization of acquired intangible assets, stock-based compensation, and restructuring and other costs, net and impairment charges related to fixed and intangible assets and gains or losses on the sale of long-lived assets, if any. From time to time we may exclude from Adjusted EBITDA the impact of events, gains, losses or other charges (such as significant legal settlements) that affect the period-to-period comparability of our operating performance. Other income (expense) items, net include interest expense, interest income, and other income (expense), net (as stated in our Condensed Consolidated Statement of Operations). Our management and Board of Directors use this financial measure to evaluate our operating performance. It is also a significant performance measure in our annual incentive compensation programs.

Restructuring and other costs, net.

Restructuring and other costs, net include restructuring expenses as well as other charges that are unusual in nature, are the result of unplanned events, and arise outside the ordinary course of our business such as employee severance costs, consulting costs relating to our transformation initiatives, and costs for consolidating duplicate facilities.

Amortization of acquired intangible assets.

We exclude the amortization of acquired intangible assets from non-GAAP expense and income measures. These amounts are inconsistent in amount and frequency and are significantly impacted by the timing and size of acquisitions. Providing a supplemental measure which excludes these charges allows management and investors to evaluate results “as-if” the acquired intangible assets had been developed internally rather than acquired and, therefore, provides a supplemental measure of performance in which our acquired intellectual property is treated in a comparable manner to our internally developed intellectual property. Although we exclude amortization of acquired intangible assets from our non-GAAP expenses, we believe that it is important for investors to understand that such intangible assets contribute to revenue generation. Amortization of intangible assets that relate to past acquisitions will recur in future periods until such intangible assets have been fully amortized. Future acquisitions may result in the amortization of additional intangible assets.

Non-GAAP Financial Measures – Definitions

Stock-based compensation.

Because of varying valuation methodologies, subjective assumptions and the variety of award types, we exclude stock-based compensation from our operating results. We evaluate performance both with and without these measures because compensation expense related to stock-based compensation is typically non-cash and awards granted are influenced by the Company's stock price and other factors such as volatility that are beyond our control. The expense related to stock-based awards is generally not controllable in the short-term and can vary significantly based on the timing, size and nature of awards granted. As such, we do not include such charges in operating plans. Stock-based compensation will continue in future periods.

Other expenses.

We exclude certain other expenses that result from unplanned events outside the ordinary course of continuing operations, in order to measure operating performance and current and future liquidity both with and without these expenses. By providing this information, we believe management and the users of the financial statements are better able to understand the financial results of what we consider to be our organic, continuing operations. Included in these expenses are items such as other charges (credits), net (gains) losses from extinguishment of debt, net (gains) losses from foreign currency translation, and changes in indemnification assets corresponding with the release of pre-spin liabilities for uncertain tax positions.

Q3 FY25 Reconciliations of GAAP to Non-GAAP Results

(unaudited - in thousands)	Three Months Ended June 30,		Nine Months Ended June 30,	
	2025	2024	2025	2024
GAAP revenue	\$ 62,236	\$ 70,539	\$ 191,142	\$ 276,699
GAAP gross profit	\$ 45,888	\$ 50,434	\$ 139,141	\$ 209,377
GAAP gross margin	73.7%	71.5%	72.8%	75.7%
GAAP total operating expenses	\$ 46,836	\$ 405,339	\$ 139,670	\$ 770,085
Stock-based compensation	5,796	5,524	15,488	17,343
Amortization of intangible assets	578	550	1,668	1,753
Restructuring and other costs, net	850	1,490	14,744	6,746
Goodwill impairment	—	357,076	—	609,172
Non-GAAP total operating expenses	\$ 39,611	\$ 40,699	\$ 107,769	\$ 135,071
GAAP net income (loss)	\$ (2,721)	\$ (313,543)	\$ (5,353)	\$ (567,662)
Stock-based compensation*	6,345	6,166	17,084	19,291
Amortization of intangible assets	578	550	1,668	1,753
Restructuring and other costs, net*	850	1,490	14,744	6,746
Goodwill impairment	—	357,076	—	609,172
Depreciation	2,140	2,115	6,844	6,296
Total other expense, net	(159)	1,191	2,824	3,519
(Benefit from) provision for income taxes	1,932	(42,553)	2,000	3,435
Adjusted EBITDA	\$ 8,966	\$ 12,492	\$ 39,811	\$ 82,550
GAAP net cash provided by operating activities	\$ 23,700	\$ 12,852	\$ 48,421	\$ 11,081
Capital expenditures	(7,649)	(774)	(11,353)	(3,550)
Free cash flow	\$ 16,051	\$ 12,078	\$ 37,068	\$ 7,531

* - \$3.0 million in stock-based compensation is included in Restructuring and other costs, net for the nine months ended June 30, 2025

Free cash flow is net cash provided by operating activities determined in accordance with GAAP less capital expenditures.

Free cash flow is not a measure of cash available for discretionary expenditures.

Q4 FY25 and Full Year FY25 Reconciliations of GAAP to Non-GAAP Guidance

(unaudited - in thousands, except per share data)				
	Q4 2025		FY2025	
	Low	High	Low	High
GAAP revenue	\$ 53,000	\$ 58,000	\$ 244,000	\$ 249,000
GAAP gross profit	\$ 36,224	\$ 40,224	\$ 175,224	\$ 179,224
GAAP gross margin	68 %	69 %	72 %	72 %
GAAP total operating expenses	\$ 50,100	\$ 51,100	\$ 190,100	\$ 191,100
Stock-based compensation	5,700	5,700	21,200	21,200
Amortization of intangible assets	—	—	1,700	1,700
Restructuring and other costs, net	7,700	7,700	22,400	22,400
Non-GAAP total operating expenses	<u>\$ 36,700</u>	<u>\$ 37,700</u>	<u>\$ 144,800</u>	<u>\$ 145,800</u>
GAAP net income (loss)	\$ (22,400)	\$ (18,400)	\$ (27,800)	\$ (23,800)
Stock-based compensation	6,300	6,300	23,400	23,400
Amortization of intangible assets	—	—	1,700	1,700
Restructuring and other costs, net	7,700	7,700	22,400	22,400
Depreciation	2,500	2,500	9,300	9,300
Total other expense, net	500	500	3,200	3,200
Provision for (benefit from) income taxes	7,400	7,400	9,400	9,400
Adjusted EBITDA	<u>\$ 2,000</u>	<u>\$ 6,000</u>	<u>\$ 41,600</u>	<u>\$ 45,600</u>
GAAP net income (loss) per share - basic and diluted	\$ —	\$ —	\$ —	\$ —
Weighted-average common shares outstanding - basic and diluted	43,000	43,000	43,100	43,100
GAAP net cash provided by operating activities			\$ 48,000	\$ 50,000
Capital expenditures			(10,000)	(8,000)
Free cash flow			<u>\$ 38,000</u>	<u>\$ 42,000</u>

Cerence Announces Third Quarter Fiscal 2025 Results; Revenue and Profitability Exceed High End of Guidance

Headlines

- Revenue of \$62.2 million; Net cash provided by operating activities of \$23.7M; Free cash flow of \$16.1 million marks fifth consecutive positive quarter
- Company raises and narrows full fiscal year guidance for revenue, adjusted EBITDA and free cash flow
- Company continues to advance innovation and gain customer momentum for Cerence xUI, its hybrid LLM-based platform

BURLINGTON, Mass., August 6, 2025 – [Cerence Inc.](#) (NASDAQ: CRNC) (“Cerence AI”), a global leader pioneering conversational AI-powered user experiences, today reported its third quarter fiscal year 2025 results for the quarter ended June 30, 2025.

“I’m excited by our progress and proud of what our team has accomplished this quarter. We exceeded the high end of our guidance with revenue of \$62.2M and Adjusted EBITDA of \$9.0M. Importantly, we generated strong free cash flow of \$16.1M, marking our fifth consecutive quarter of positive free cash flow. Based on our strong performance in Q3 and our guidance for Q4, we are raising and narrowing full fiscal year revenue guidance to \$244 to \$249 million, as well as raising guidance for Adjusted EBITDA and free cash flow,” said Brian Krzanich, CEO, Cerence AI.

Krzanich continued, “Automakers continue to look to Cerence AI as their partner in advancing the future of the in-car experience. With Cerence xUI, we’re delivering a hybrid, flexible, fully LLM-based platform that we believe uniquely positions us to support our customers no matter where they are in their innovation or development cycle - and we’re seeing this contribute to the business with new customer wins and ongoing momentum through proof-of-concept and development programs. In addition, we continue to thoughtfully advance our strategy outside of automotive, carefully evaluating opportunities and partnerships that we believe will help us bring the power of conversational AI to a variety of user experiences.”

Contact Information

For Media: press@cerence.com

For Investors: cerence@pondel.com

Results Summary ^(1,2)

(in millions, except per share data)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2025	2024	2025	2024
GAAP revenue ⁽⁴⁾	\$ 62.2	\$ 70.5	\$ 191.1	\$ 276.7
GAAP gross margin	73.7 %	71.5 %	72.8 %	75.7 %
GAAP total operating expenses ⁽³⁾	\$ 46.8	\$ 405.3	\$ 139.7	\$ 770.1
Non-GAAP total operating expenses	\$ 39.6	\$ 40.7	\$ 107.8	\$ 135.1
GAAP net income (loss) ⁽³⁾	\$ (2.7)	\$ (313.5)	\$ (5.4)	\$ (567.7)
Adjusted EBITDA	\$ 9.0	\$ 12.5	\$ 39.8	\$ 82.6
GAAP net cash provided by operating activities	\$ 23.7	\$ 12.9	\$ 48.4	\$ 11.1
Free cash flow	\$ 16.1	\$ 12.1	\$ 37.1	\$ 7.5
GAAP net income (loss) per share - diluted ⁽³⁾	\$ (0.06)	\$ (7.50)	\$ (0.12)	\$ (13.66)

(1) As previously disclosed, for the nine months ended June 30, 2024, revenue included the non-cash revenue associated with a Toyota "Legacy" contract and related impacts totaling \$86.6M.

(2) Please refer to the "Discussion of Non-GAAP Financial Measures" and "Reconciliations of GAAP Financial Measures to Non-GAAP Financial Measures" included elsewhere in this release for more information regarding our use of non-GAAP financial measures.

(3) As previously disclosed, for the nine months ended June 30, 2024, operating expenses included a Goodwill impairment charge of \$252M in Q2FY24.

(4) Q3FY25 and Q3FY24 revenue included \$0.0 million and \$20.0 million of revenue from fixed license contracts, respectively.

Cerence Key Performance Indicators

To help investors gain further insight into Cerence's business and its performance, management provides a set of key performance indicators that includes:

Key Performance Indicator ¹	Q3FY25
Percent of worldwide auto production with Cerence Technology (trailing twelve months)	52%
Change in number of Cerence connected cars shipped (TTM over prior year TTM) ²	12%
Change in Adjusted Total Billings (TTM over prior year TTM) ³	3%

(1) Please refer to the "Key Performance Indicators" section included elsewhere in this release for more information regarding the definitions and our use of key performance indicators.

(2) Based on IHS Markit data, global auto production increased 0.1%, calculated TTM over prior year TTM.

(3) Adjusted Total Billings excludes professional services and fixed license contracts and is adjusted for fixed license consumption. Change in Adjusted Total Billings is calculated TTM over prior year TTM.

Fourth Quarter and Full Year Fiscal 2025 Outlook

For the fiscal quarter ending September 30, 2025, revenue is expected to be in the range of \$53 million to \$58 million, where no material fixed license revenue contracts are currently expected to be signed during the quarter. Gross margins are projected between 68% and 69%, and net loss is projected to be in the range of

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\$22 million to \$18 million. Adjusted EBITDA is expected to be in the range of \$2 million to \$6 million. The adjusted EBITDA guidance excludes amortization of acquired intangible assets, stock-based compensation, restructuring and other costs.

Given the Company's actual performance through Q3 and its Q4 Guidance, ranges for full fiscal year expectations for revenue, profitability and cash flow have all narrowed and improved. Revenue guidance for the full fiscal year ending September 30, 2025, is expected to be in the range of \$244 million to \$249 million; net loss is now projected in the range of \$28 million to \$24 million; adjusted EBITDA is now expected to be in the range of \$42 million to \$46 million; net cash provided by operating activities is projected in the range of \$48 million to \$50 million; and free cash flow is expected in the range of \$38 million to \$42 million.

Additional details regarding guidance will be provided during the company's earnings call.

Cerence Conference Call and Webcast

The company will host a live conference call and webcast with slides to discuss its results today at 5:00pm Eastern Time / 2:00pm Pacific Time. Interested investors and analysts are invited to dial into the conference call by [registering here](#).

Webcast access also will be available on the Investor section of the company's website at <https://www.cerence.com/investors/events-and-resources>.

A replay of the webcast can be accessed by visiting the company's website 90 minutes following the conference call at <https://www.cerence.com/investors/events-and-resources>.

Forward Looking Statements

Statements in this press release regarding: Cerence's future performance, results and financial condition; expected growth, profitability and cash flow; outlook and momentum; transformation plans and cost efficiency initiatives; strategy; opportunities; business, industry and market trends; strategy and plans regarding fixed license contracts and its impact on financial results; revenue visibility; revenue timing and mix; demand for Cerence products; innovation and new product offerings, including AI technology and Cerence xUI; expected benefits of technology partnerships; and management's future expectations, anticipations, intentions, estimates, assumptions, beliefs, goals, objectives, targets, plans, outlook or prospects constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements that are not statements of historical fact (including statements containing the words "believes," "plans," "goal," "objective," "anticipates," "projects," "forecasts," "expects," "intends," "continues," "will," "may," or "estimates" or similar expressions) should also be considered to be forward-looking statements. Although we believe forward-looking statements are based upon reasonable assumptions as of the date of this press release, such statements involve known and unknown risk, uncertainties and other factors, which may cause actual results or performance of the company to be materially different from any future results or performance expressed or implied by such forward-looking statements including but not limited to: the highly competitive and rapidly changing market in which we operate; adverse conditions in the automotive industry or the global economy more generally; volatility in the political, legal and regulatory environment in which we operate, including trade, tariffs and other policies implemented by the new administration in the United States, actions taken by other countries in response or other changes in law and regulation applicable to us; automotive production curtailment or delays; changes in customer forecasts; the continuing effects of the COVID-19 pandemic on our and our customers' businesses; the ongoing conflicts in Ukraine and the Middle East; our inability to control and successfully manage our expenses and cash position; our inability to deliver improved financial results from process optimization efforts and cost reduction actions; escalating pricing pressures from our customers; the impact on our business of the transition to a lower level of fixed license contracts, including the failure to achieve such a transition; our failure to win, renew or implement service contracts; the cancellation

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or postponement of existing contracts; the loss of business from any of our largest customers; effects of customer defaults; a decrease in the level of professional services projects; our inability to successfully introduce new products, applications and services; our strategies to increase cloud offerings and deploy generative AI and large language models (LLMs); the inability to expand into adjacent markets; the inability to recruit and retain qualified personnel; cybersecurity and data privacy incidents; failure to protect our intellectual property; adverse developments related to our intellectual property enforcement litigation, the outcome of such litigation, or remedies that could be awarded in connection with such litigation; defects or interruptions in service with respect to our products; fluctuating currency rates and interest rates; inflation; financial and credit market volatility; restrictions on our current and future operations under the terms of our debt, the use of cash to service or repay our debt; and our inability to generate sufficient cash from our operations; and the other factors discussed in our most recent Annual Report on Form 10-K, quarterly reports on Form 10-Q, and other filings with the Securities and Exchange Commission. We disclaim any obligation to update any forward-looking statements as a result of developments occurring after the date of this document.

Discussion of Non-GAAP Financial Measures

We believe that providing the non-GAAP information, in addition to the GAAP presentation, allows investors to view the financial results in the way management views the operating results. We further believe that providing this information allows investors to not only better understand our financial performance, but more importantly, to evaluate the efficacy of the methodology and information used by management to evaluate and measure such performance. The non-GAAP information should not be considered superior to, or a substitute for, financial statements prepared in accordance with GAAP.

We utilize a number of different financial measures, both GAAP and non-GAAP, in analyzing and assessing the overall performance of the business, for making operating decisions and for forecasting and planning for future periods. While our management uses these non-GAAP financial measures as a tool to enhance their understanding of certain aspects of our financial performance, our management does not consider these measures to be a substitute for, or superior to, the information provided by GAAP financial statements.

Consistent with this approach, we believe that disclosing non-GAAP financial measures to the readers of our financial statements provides such readers with useful supplemental data that, while not a substitute for GAAP financial statements, allows for greater transparency in the review of our financial and operational performance. In assessing the overall health of the business during the three and nine months ended June 30, 2025 and 2024, our management has either included or excluded the following items in general categories, each of which is described below.

Adjusted EBITDA.

Adjusted EBITDA is defined as net income attributable to Cerecence Inc. before net income (loss) attributable to income tax (benefit) expense, other income (expense) items, net, depreciation and amortization expense, and excluding amortization of acquired intangible assets, stock-based compensation, and restructuring and other costs, net and impairment charges related to fixed and intangible assets and gains or losses on the sale of long-lived assets, if any. From time to time we may exclude from Adjusted EBITDA the impact of events, gains, losses or other charges (such as significant legal settlements) that affect the period-to-period comparability of our operating performance. Other income (expense) items, net include interest expense, interest income, and other income (expense), net (as stated in our Condensed Consolidated Statement of Operations). Our management and Board of Directors use this financial measure to evaluate our operating performance. It is also a significant performance measure in our annual incentive compensation programs.

Restructuring and other costs, net.

Restructuring and other costs, net include restructuring expenses as well as other charges that are unusual in nature, are the result of unplanned events, and arise outside the ordinary course of our business such as

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employee severance costs, consulting costs relating to our transformation initiatives, and costs for consolidating duplicate facilities.

Amortization of acquired intangible assets.

We exclude the amortization of acquired intangible assets from non-GAAP expense and income measures. These amounts are inconsistent in amount and frequency and are significantly impacted by the timing and size of acquisitions. Providing a supplemental measure which excludes these charges allows management and investors to evaluate results “as-if” the acquired intangible assets had been developed internally rather than acquired and, therefore, provides a supplemental measure of performance in which our acquired intellectual property is treated in a comparable manner to our internally developed intellectual property. Although we exclude amortization of acquired intangible assets from our non-GAAP expenses, we believe that it is important for investors to understand that such intangible assets contribute to revenue generation. Amortization of intangible assets that relate to past acquisitions will recur in future periods until such intangible assets have been fully amortized. Future acquisitions may result in the amortization of additional intangible assets.

Stock-based compensation.

Because of varying valuation methodologies, subjective assumptions and the variety of award types, we exclude stock-based compensation from our operating results. We evaluate performance both with and without these measures because compensation expense related to stock-based compensation is typically non-cash and awards granted are influenced by the Company’s stock price and other factors such as volatility that are beyond our control. The expense related to stock-based awards is generally not controllable in the short-term and can vary significantly based on the timing, size and nature of awards granted. As such, we do not include such charges in operating plans. Stock-based compensation will continue in future periods.

Other expenses.

We exclude certain other expenses that result from unplanned events outside the ordinary course of continuing operations, in order to measure operating performance and current and future liquidity both with and without these expenses. By providing this information, we believe management and the users of the financial statements are better able to understand the financial results of what we consider to be our organic, continuing operations. Included in these expenses are items such as other charges (credits), net (gains) losses from extinguishment of debt, net (gains) losses from foreign currency translation, and changes in indemnification assets corresponding with the release of pre-spin liabilities for uncertain tax positions.

Key Performance Indicators

We believe that providing key performance indicators (“KPIs”) allows investors to gain insight into the way management views the performance of the business. We further believe that providing KPIs allows investors to better understand information used by management to evaluate and measure such performance. KPIs should not be considered superior to, or a substitute for, operating results prepared in accordance with GAAP. In assessing the performance of the business during the three months ended June 30, 2025, our management has reviewed the following KPIs, each of which is described below:

- *Percent of worldwide auto production with Cerence Technology (TTM):* The number of Cerence enabled cars shipped on a TTM basis as compared to IHS Markit car production data.
- *Change in number of Cerence connected cars shipped:* The year-over-year change in the number of cars shipped with Cerence connected solutions. Amounts calculated on a TTM basis.
- *Change in Adjusted total billings YoY (TTM):* The year over year change in total billings excluding Professional Services and fixed license billings and adjusted for fixed license consumption. Amounts calculated on a TTM over prior year TTM basis.

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Press Release

See the tables at the end of this press release for non-GAAP reconciliations to the most directly comparable GAAP measures.

To learn more about Cerence AI, visit www.cerence.ai, and follow the company on [LinkedIn](#).

About Cerence Inc.

Cerence Inc. (NASDAQ: CRNC) is a global industry leader in creating intuitive, seamless, AI-powered experiences across automotive and transportation. Leveraging decades of innovation and expertise in voice, generative AI, and large language models, Cerence powers integrated experiences that create safer, more connected, and more enjoyable journeys for drivers and passengers alike. With more than 525 million cars shipped with Cerence technology, the company partners with leading automakers, transportation OEMs, and technology companies to advance the next generation of user experiences. Cerence is headquartered in Burlington, Massachusetts, with operations globally and a worldwide team dedicated to pushing the boundaries of AI innovation. For more information, visit www.cerence.ai.

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CERENCE INC.
Condensed Consolidated Statements of Operations
(in thousands, except per share data)
(unaudited)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2025	2024	2025	2024
Revenues:				
License	\$ 34,176	\$ 43,055	\$ 108,361	\$ 99,405
Connected services	12,842	10,939	39,197	121,356
Professional services	15,218	16,545	43,584	55,938
Total revenues	62,236	70,539	191,142	276,699
Cost of revenues:				
License	1,074	1,795	5,288	4,803
Connected services	4,805	5,718	16,095	18,380
Professional services	10,469	12,592	30,618	44,036
Amortization of intangible assets	—	—	—	103
Total cost of revenues	16,348	20,105	52,001	67,322
Gross profit	45,888	50,434	139,141	209,377
Operating expenses:				
Research and development	27,152	31,184	71,353	96,336
Sales and marketing	5,916	5,208	15,612	16,898
General and administrative	12,340	9,831	36,293	39,283
Amortization of intangible assets	578	550	1,668	1,650
Restructuring and other costs, net	850	1,490	14,744	6,746
Goodwill impairment	—	357,076	—	609,172
Total operating expenses	46,836	405,339	139,670	770,085
Income (loss) from operations	(948)	(354,905)	(529)	(560,708)
Interest income	895	1,287	3,250	3,909
Interest expense	(2,409)	(3,104)	(8,518)	(9,451)
Other income (expense), net	1,673	626	2,444	2,023
Income (loss) before income taxes	(789)	(356,096)	(3,353)	(564,227)
(Benefit from) provision for income taxes	1,932	(42,553)	2,000	3,435
Net income (loss)	\$ (2,721)	\$ (313,543)	\$ (5,353)	\$ (567,662)
Net income (loss) per share:				
Basic	\$ (0.06)	\$ (7.50)	\$ (0.12)	\$ (13.66)
Diluted	\$ (0.06)	\$ (7.50)	\$ (0.12)	\$ (13.66)
Weighted-average common shares outstanding:				
Basic	43,262	41,795	43,127	41,566
Diluted	43,262	41,795	43,127	41,566

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CERENCE INC.
Condensed Consolidated Balance Sheets
(in thousands, except per share amounts)

	June 30, 2025 (Unaudited)	September 30, 2024
<u>ASSETS</u>		
Current assets:		
Cash and cash equivalents	\$ 73,672	\$ 121,485
Marketable securities	5,454	5,502
Accounts receivable, net of allowances of \$57 and \$1,613	62,220	62,755
Deferred costs	4,696	5,286
Prepaid expenses and other current assets	44,057	70,481
Total current assets	190,099	265,509
Long-term marketable securities	—	3,453
Property and equipment, net	34,860	30,139
Deferred costs	16,183	18,051
Operating lease right of use assets	17,377	12,879
Goodwill	299,064	296,858
Intangible assets, net	—	1,706
Deferred tax assets	59,098	51,398
Other assets	20,122	22,365
Total assets	\$ 636,803	\$ 702,358
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
Current liabilities:		
Accounts payable	\$ 5,544	\$ 3,959
Deferred revenue	53,249	52,822
Short-term operating lease liabilities	4,158	4,528
Short-term debt	—	87,094
Accrued expenses and other current liabilities	44,615	68,405
Total current liabilities	107,566	216,808
Long-term debt	198,823	194,812
Deferred revenue, net of current portion	132,742	114,354
Long-term operating lease liabilities	13,847	8,803
Other liabilities	28,152	26,484
Total liabilities	481,130	561,261
Stockholders' Equity:		
Common stock, \$0.01 par value, 560,000 shares authorized; 43,254 and 41,924 shares issued and outstanding, respectively	433	419
Accumulated other comprehensive loss	(26,034)	(25,912)
Additional paid-in capital	1,108,367	1,088,330
Accumulated deficit	(927,093)	(921,740)
Total stockholders' equity	155,673	141,097
Total liabilities and stockholders' equity	\$ 636,803	\$ 702,358

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CERENCE INC.
Condensed Consolidated Statements of Cash Flows
(in thousands)
(unaudited)

	Nine Months Ended June 30,	
	2025	2024
Cash flows from operating activities:		
Net loss	\$ (5,353)	\$ (567,662)
Adjustments to reconcile net loss to net cash provided by (used in) operations:		
Depreciation and amortization	8,512	8,049
Provision for credit loss reserve	208	3,624
Stock-based compensation	20,047	19,291
Non-cash interest expense	4,647	4,481
Gain on debt extinguishment	(327)	—
Deferred tax (benefit) provision	(5,303)	(2,877)
Goodwill impairment	—	609,172
Unrealized foreign currency transaction (gains) losses	(2,708)	507
Other, net	(33)	(37)
Changes in operating assets and liabilities:		
Accounts receivable	(2,949)	(3,762)
Prepaid expenses and other assets	27,132	16,800
Deferred costs	3,068	3,589
Accounts payable	1,484	(6,233)
Accrued expenses and other liabilities	(17,134)	(3,236)
Deferred revenue	17,130	(70,625)
Net cash provided by operating activities	48,421	11,081
Cash flows from investing activities:		
Capital expenditures	(11,353)	(3,550)
Sale and maturities of marketable securities	3,493	9,207
Other investing activities	(1,145)	(1,332)
Net cash (used in) provided by investing activities	(9,005)	4,325
Cash flows from financing activities:		
Principal payments of short-term debt	(87,089)	—
Common stock repurchases for tax withholdings for net settlement of equity awards	(2,200)	(9,857)
Payments for long-term debt issuance costs	—	(419)
Principal payment of lease liabilities arising from a finance lease	(331)	(303)
Proceeds from the issuance of common stock	2,204	10,637
Net cash (used in) provided by financing activities	(87,416)	58
Effects of exchange rate changes on cash and cash equivalents	187	(1,096)
Net change in cash and cash equivalents	(47,813)	14,368
Cash and cash equivalents at beginning of period	121,485	101,154
Cash and cash equivalents at end of period	\$ 73,672	\$ 115,522
Supplemental information:		
Cash paid for income taxes	\$ 4,739	\$ 8,050
Cash paid for interest	\$ 3,980	\$ 4,389

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CERENCE INC.

Reconciliations of GAAP Financial Measures to Non-GAAP Financial Measures

(unaudited - in thousands)	Three Months Ended June 30,		Nine Months Ended June 30,	
	2025	2024	2025	2024
GAAP revenue	\$ 62,236	\$ 70,539	\$ 191,142	\$ 276,699
GAAP gross profit	\$ 45,888	\$ 50,434	\$ 139,141	\$ 209,377
GAAP gross margin	73.7%	71.5%	72.8%	75.7%
GAAP total operating expenses	46,836	405,339	139,670	770,085
Stock-based compensation	5,796	5,524	15,488	17,343
Amortization of intangible assets	578	550	1,668	1,753
Restructuring and other costs, net	850	1,490	14,744	6,746
Goodwill impairment	—	357,076	—	609,172
Non-GAAP total operating expenses	\$ 39,611	\$ 40,699	\$ 107,769	\$ 135,071
GAAP net income (loss)	(2,721)	(313,543)	(5,353)	(567,662)
Stock-based compensation*	6,345	6,166	17,084	19,291
Amortization of intangible assets	578	550	1,668	1,753
Restructuring and other costs, net*	850	1,490	14,744	6,746
Goodwill impairment	—	357,076	—	609,172
Depreciation	2,140	2,115	6,844	6,296
Total other expense, net	(159)	1,191	2,824	3,519
(Benefit from) provision for income taxes	1,932	(42,553)	2,000	3,435
Adjusted EBITDA	8,966	12,492	39,811	82,550
GAAP net cash provided by operating activities	\$ 23,700	\$ 12,852	\$ 48,421	\$ 11,081
Capital expenditures	(7,649)	(774)	(11,353)	(3,550)
Free cash flow	\$ 16,051	\$ 12,078	\$ 37,068	\$ 7,531

* - \$3.0 million in stock-based compensation is included in Restructuring and other costs, net for the nine months ended June 30, 2025

Free cash flow is net cash provided by operating activities determined in accordance with GAAP less capital expenditures.

Free cash flow is not a measure of cash available for discretionary expenditures.

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CERENCE INC.

Reconciliations of GAAP Financial Measures to Non-GAAP Financial Measures (cont.)

(unaudited - in thousands, except per share data)	Q4 2025		FY2025	
	Low	High	Low	High
GAAP revenue	\$ 53,000	\$ 58,000	\$ 244,000	\$ 249,000
GAAP gross profit	\$ 36,224	\$ 40,224	\$ 175,224	\$ 179,224
GAAP gross margin	68%	69%	72%	72%
GAAP total operating expenses	\$ 50,100	\$ 51,100	\$ 190,100	\$ 191,100
Stock-based compensation	5,700	5,700	21,200	21,200
Amortization of intangible assets	—	—	1,700	1,700
Restructuring and other costs, net	7,700	7,700	22,400	22,400
Non-GAAP total operating expenses	\$ 36,700	\$ 37,700	\$ 144,800	\$ 145,800
GAAP net income (loss)	\$ (22,400)	\$ (18,400)	\$ (27,800)	\$ (23,800)
Stock-based compensation	6,300	6,300	23,400	23,400
Amortization of intangible assets	—	—	1,700	1,700
Restructuring and other costs, net	7,700	7,700	22,400	22,400
Depreciation	2,500	2,500	9,300	9,300
Total other expense, net	500	500	3,200	3,200
Provision for (benefit from) income taxes	7,400	7,400	9,400	9,400
Adjusted EBITDA	\$ 2,000	\$ 6,000	\$ 41,600	\$ 45,600
GAAP net income (loss) per share - basic and diluted	\$ —	\$ —	\$ —	\$ —
Weighted-average common shares outstanding - basic and diluted	43,000	43,000	43,100	43,100
GAAP net cash provided by operating activities			\$ 48,000	\$ 50,000
Capital expenditures			(10,000)	(8,000)
Free cash flow			\$ 38,000	\$ 42,000

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