
**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): February 4, 2026

CERENCE INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39030

(Commission File Number)

83-4177087
(IRS Employer
Identification No.)

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

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 February 4, 2026, Cerence Inc. (the “Company”) announced its financial results for the fiscal quarter ended December 31, 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 February 4, 2026, the Company will use a presentation on its call with investors, discussing its financial results for the fiscal quarter ended December 31, 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 February 4, 2026.
99.2	Earnings Release Presentation dated February 4, 2026.
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: February 4, 2026

By: /s/ Tony Rodriquez

Name: Tony Rodriquez

Title: Executive Vice President, Chief Financial Officer

Cerence Delivers Strong Q1 FY26 Results, with Record-Setting Free Cash Flow, Adjusted EBITDA Above Guidance, and Accelerating Technology and Customer Momentum

Headlines

- Strong Q1 results with revenue of \$115.1 million, including the \$49.5M patent license payment; Net cash provided by operating activities of \$37.9 million; and free cash flow of \$35.6 million - a quarterly record for the Company, reflecting disciplined execution and profitability
- Accelerating innovation and customer momentum for Cerence xUI, with five significant customer programs and the first xUI-powered cars expected to hit roads in 2026; strong reception at CES 2026
- Advancing toward long-term sustainable growth, supported by cost discipline and debt reduction; Company reaffirms full-year fiscal 2026 guidance

BURLINGTON, Mass., February 4, 2026 – [Cerence Inc.](#) (NASDAQ: CRNC) ("Cerence AI"), a global leader pioneering conversational AI-powered user experiences, today reported its first quarter fiscal year 2026 results for the quarter ended December 31, 2025.

"We delivered a strong start to fiscal 2026, with solid revenue performance, adjusted EBITDA above the high end of guidance, and a quarterly record for free cash flow," said Brian Krzanich, CEO of Cerence. "Customer momentum around Cerence xUI continues to accelerate: we now have five programs in progress with major automakers, and we received incredible customer feedback from our demos at CES 2026, where we showcased next-generation, LLM-powered experiences and new AI agents that serve users throughout their vehicle purchase and ownership journey."

Krzanich continued, "At the same time, in Q1, we strengthened our balance sheet through disciplined cost management and debt reduction, while continuing to invest in innovation to support long-term growth. With a clear strategy focused on advancing our technology, expanding our customer footprint, and driving profitable growth, we are energized by the opportunities ahead and believe that we are well positioned to execute through the remainder of fiscal 2026 and beyond. With that, we have reaffirmed our guidance for the full fiscal year."

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Results Summary ⁽¹⁾

(in millions, except per share data)

	Three Months Ended December 31,	
	2025	2024
GAAP revenue ⁽²⁾	\$ 115.1	\$ 50.9
GAAP gross margin	86.3 %	65.0 %
GAAP total operating expenses ⁽³⁾	\$ 70.0	\$ 50.0
Non-GAAP total operating expenses ⁽³⁾	\$ 57.3	\$ 34.1
GAAP net loss	\$ (5.2)	\$ (24.3)
Adjusted EBITDA	\$ 44.6	\$ 1.4
GAAP net cash provided by operating activities	\$ 37.9	\$ 9.3
Free cash flow	\$ 35.6	\$ 7.9
GAAP net loss per share - diluted	\$ (0.12)	\$ (0.57)

- (1) 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.
- (2) Q1FY26 revenue included \$49.5 million of patent license revenue related to our previously disclosed agreement with Samsung. Q1FY26 and Q1FY25 revenue included \$7.8 million and no revenue from fixed license contracts, respectively.
- (3) Q1FY26 GAAP and Non-GAAP operating expenses included \$20.7 million of expenses related to our previously disclosed agreement with Samsung.

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	Q1FY26
Percent of worldwide auto production with Cerence Technology (trailing twelve months ("TTM"))	51%
Change in number of Cerence connected cars shipped (TTM over prior year TTM) ²	14%
Change in Adjusted Total Billings (TTM over prior year TTM) ³	2%

- (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 3.2% 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.

Second Quarter and Full Year Fiscal 2026 Outlook

For the fiscal quarter ending March 31, 2026, revenue is expected to be in the range of \$58 million to \$62 million, where \$5 million of fixed license revenue contracts are currently expected to be signed during the quarter. Gross margins are projected between 71% and 72%, and the Company projects GAAP profitability to be between a net loss of \$1 million to net income of \$4 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.

Guidance for the full fiscal year ending September 30, 2026 is reaffirmed, with revenue expected to be in the range of \$300 million to \$320 million; net (loss) income projected to be in the range of \$(8) million to \$12

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million; adjusted EBITDA expected to be in the range of \$50 million to \$70 million; net cash provided by operating activities projected to be in the range of \$61 million to \$67 million; and free cash flow expected to be in the range of \$56 million to \$66 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 4:30pm Eastern Time / 1:30pm 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 investors.cerence.com.

A replay of the webcast can be accessed by visiting the Company's website 90 minutes following the conference call at investors.cerence.com.

Forward Looking Statements

Statements in this press release, as well as oral statements made by Cerence management from time to time, 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; plans and expectations regarding fixed license contracts and the impact on financial results; revenue visibility; backlog; revenue timing and mix; demand for Cerence products; innovation and new product offerings, including AI technology and Cerence xUI; expected benefits of technology partnerships; IP monetization and protection efforts; 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 United States, actions taken by other countries in response or other changes in law and regulation applicable to us; the ongoing conflicts in Ukraine and the Middle East; risks of international operations, including in China; automotive production curtailment or delays; changes in customer forecasts and the timing and receipt of royalty reports; 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; 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; fluctuations in our financial and operating results, including as a result of licensing transactions and litigation settlements or judgments; 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) and shift to more recurring revenue streams; the inability to expand into adjacent or non-auto markets; the inability to recruit

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and retain qualified personnel; cybersecurity and data privacy incidents and compliance with global privacy and data security requirements; 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; the evolving regulatory landscape governing artificial intelligence; 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 months ended December 31, 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 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.

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1. The following information is for the use of the Institutional Research Department only. It is not to be distributed to the public.

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.

Non-GAAP total operating expenses.

Non-GAAP total operating expenses reflect GAAP operating expenses excluding stock-based compensation, intangible asset amortization, and restructuring and other costs. 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.

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 December 31, 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.

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- *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.

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 December 31,	
	2025	2024
Revenues:		
License	\$ 87,758	\$ 22,725
Connected services	14,532	13,707
Professional services	12,786	14,464
Total revenues	115,076	50,896
Cost of revenues:		
License	1,323	1,782
Connected services	4,911	6,311
Professional services	9,492	9,731
Total cost of revenues	15,726	17,824
Gross profit	99,350	33,072
Operating expenses:		
Research and development	24,701	20,869
Sales and marketing	5,557	4,766
General and administrative	31,987	12,754
Amortization of intangible assets	—	554
Restructuring and other costs, net	7,794	11,062
Total operating expenses	70,039	50,005
Income (loss) from operations	29,311	(16,933)
Interest income	865	1,437
Interest expense	(1,665)	(3,393)
Other income, net	1,550	272
Income (loss) before income taxes	30,061	(18,617)
Provision for income taxes	35,300	5,671
Net loss	\$ (5,239)	\$ (24,288)
Net loss per share:		
Basic	\$ (0.12)	\$ (0.57)
Diluted	\$ (0.12)	\$ (0.57)
Weighted-average common shares outstanding:		
Basic	44,953	42,897
Diluted	44,953	42,897

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

	December 31, 2025	September 30, 2025
	(Unaudited)	
<u>ASSETS</u>		
Current assets:		
Cash and cash equivalents	\$ 92,130	\$ 84,017
Marketable securities	2,544	3,433
Accounts receivable, net of allowances of \$68 and \$68	51,228	58,937
Deferred costs	4,352	4,481
Prepaid expenses and other current assets	35,886	39,889
Total current assets	186,140	190,757
Property and equipment, net	36,418	35,761
Deferred costs	14,855	15,501
Operating lease right of use assets	15,135	16,762
Goodwill	299,037	299,003
Deferred tax assets	32,786	54,207
Other assets	17,672	18,600
Total assets	\$ 602,043	\$ 630,591
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
Current liabilities:		
Accounts payable	\$ 4,859	\$ 901
Deferred revenue	52,438	51,865
Short-term operating lease liabilities	4,471	4,344
Accrued expenses and other current liabilities	37,471	44,080
Total current liabilities	99,239	101,190
Long-term debt	171,924	199,693
Deferred revenue, net of current portion	141,905	140,021
Long-term operating lease liabilities	11,977	13,083
Other liabilities	26,557	25,928
Total liabilities	451,602	479,915
Stockholders' Equity:		
Common stock, \$0.01 par value, 560,000 shares authorized; 45,016 and 43,374 shares issued and outstanding, respectively	450	434
Accumulated other comprehensive loss	(25,768)	(25,469)
Additional paid-in capital	1,121,452	1,116,165
Accumulated deficit	(945,693)	(940,454)
Total stockholders' equity	150,441	150,676
Total liabilities and stockholders' equity	\$ 602,043	\$ 630,591

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

	Three Months Ended December 31,	
	2025	2024
Cash flows from operating activities:		
Net loss	\$ (5,239)	\$ (24,288)
Adjustments to reconcile net loss to net cash provided by operations:		
Depreciation and amortization	2,184	2,445
Provision for credit loss reserve	—	207
Stock-based compensation	5,345	7,771
Non-cash interest expense	881	1,861
Gain on debt extinguishment	(1,051)	(327)
Deferred tax provision	21,809	4,927
Unrealized foreign currency transaction losses	127	1,997
Other, net	686	(33)
Changes in operating assets and liabilities:		
Accounts receivable	5,986	8,800
Prepaid expenses and other assets	6,086	27,201
Deferred costs	735	1,859
Accounts payable	3,747	3,814
Accrued expenses and other liabilities	(6,021)	(33,087)
Deferred revenue	2,619	6,107
Net cash provided by operating activities	37,894	9,254
Cash flows from investing activities:		
Capital expenditures	(2,249)	(1,360)
Sale and maturities of marketable securities	886	2,493
Other investing activities	(426)	(374)
Net cash (used in) provided by investing activities	(1,789)	759
Cash flows from financing activities:		
Principal payments of long-term debt	(27,600)	—
Principal payments of short-term debt	—	(26,964)
Common stock repurchases for tax withholdings for net settlement of equity	(7,541)	(1,369)
Principal payment of lease liabilities arising from a finance lease	(12)	(115)
Proceeds from the issuance of common stock	7,499	1,364
Net cash used in financing activities	(27,654)	(27,084)
Effects of exchange rate changes on cash and cash equivalents	(338)	(311)
Net change in cash and cash equivalents	8,113	(17,382)
Cash and cash equivalents at beginning of period	84,017	121,485
Cash and cash equivalents at end of period	92,130	104,103
Supplemental disclosure of cash flow information:		
Cash paid for income taxes	\$ 8,592	\$ 9
Cash paid for interest	\$ 1,275	\$ 3,077
Supplemental cash flow disclosures from non-cash investing activities:		
Fixed asset additions included in accounts payable and other current liabilities	\$ 233	\$ —

Contact Information

CERENCE INC.

Reconciliations of GAAP Financial Measures to Non-GAAP Financial Measures

(unaudited - in thousands)	Three Months Ended December 31,	
	2025	2024
GAAP revenue	\$ 115,076	\$ 50,896
GAAP gross profit	\$ 99,350	\$ 33,072
GAAP gross margin	86.3%	65.0%
GAAP total operating expenses	\$ 70,039	\$ 50,005
Stock-based compensation*	4,989	4,318
Amortization of intangible assets	—	554
Restructuring and other costs, net*	7,794	11,062
Non-GAAP total operating expenses	\$ 57,256	\$ 34,071
GAAP net loss	\$ (5,239)	\$ (24,288)
Stock-based compensation*	5,346	4,808
Amortization of intangible assets	—	554
Restructuring and other costs, net*	7,794	11,062
Depreciation	2,184	1,891
Total other (income) expense, net	(750)	1,684
Provision for income taxes	35,300	5,671
Adjusted EBITDA	\$ 44,634	\$ 1,382
GAAP net cash provided by operating activities	\$ 37,894	\$ 9,254
Capital expenditures	(2,249)	(1,360)
Free cash flow	\$ 35,645	\$ 7,894

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.

* - \$3.0 million in stock-based compensation is included in Restructuring and other costs, net for Q1'25.

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CERENCE INC.

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

(unaudited - in thousands, except per share data)

	Q2 2026		FY2026	
	Low	High	Low	High
GAAP revenue	\$ 58,000	\$ 62,000	\$ 300,000	\$ 320,000
GAAP gross profit	\$ 40,920	\$ 44,920	\$ 236,205	\$ 256,205
GAAP gross margin	71%	72%	79%	80%
GAAP total operating expenses	\$ 49,972	\$ 49,972	\$ 233,368	\$ 233,368
Stock-based compensation	7,352	7,352	25,853	25,853
Restructuring and other costs, net	—	—	7,500	7,500
Non-GAAP total operating expenses	\$ 42,620	\$ 42,620	\$ 200,015	\$ 200,015
GAAP net (loss) income	\$ (581)	\$ 3,581	\$ (8,117)	\$ 11,883
Stock-based compensation	8,099	8,099	28,480	28,480
Restructuring and other costs, net	—	—	7,500	7,500
Depreciation	2,953	2,953	11,183	11,183
Total other expense (income), net	710	548	(3,066)	(3,066)
(Benefit from) provision for income taxes	(9,181)	(9,181)	14,020	14,020
Adjusted EBITDA	\$ 2,000	\$ 6,000	\$ 50,000	\$ 70,000
GAAP net (loss) income per share:				
Basic	\$ (0.01)	\$ 0.08	\$ (0.18)	\$ 0.26
Diluted	\$ (0.01)	\$ 0.08	\$ (0.18)	\$ 0.25
Weighted-average common shares outstanding:				
Basic	45,056	45,056	45,066	45,066
Diluted	45,056	47,752	45,066	48,200
GAAP net cash provided by operating activities			\$ 61,000	\$ 67,000
Capital expenditures			(5,500)	(1,500)
Free cash flow			\$ 55,500	\$ 65,500

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Cerence Q1 FY26 Earnings Presentation

February 4, 2026

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

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Forward-Looking Statements

Statements in this presentation as well as oral statements made by Cereence management from time to time, regarding: Cereence'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; plans and expectations regarding fixed license contracts and the impact on financial results; revenue visibility; backlog; revenue timing and mix; demand for Cereence products; innovation and new product offerings, including AI technology and Cereence xUI; expected benefits of technology partnerships; IP monetization and protection efforts; 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 United States, actions taken by other countries in response or other changes in law and regulation applicable to us; the ongoing conflicts in Ukraine and the Middle East; risks of international operations, including in China; automotive production curtailment or delays; changes in customer forecasts and the timing and receipt of royalty reports; 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; 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; fluctuations in our financial and operating results, including as a result of licensing transactions and litigation settlements or judgments; 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) and shift to more recurring revenue streams; the inability to expand into adjacent or non-auto markets; the inability to recruit and retain qualified personnel; cybersecurity and data privacy incidents and compliance with global privacy and data security requirements; 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; the evolving regulatory landscape governing artificial intelligence; 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.



Q1 FY26

Financial Details

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Q1FY26 Results

	Q1FY25	Q1FY26	Q1FY26 Guidance
Total Revenue	\$50.9M	\$115.1M	\$110M - \$120M
Gross Margin	65.0%	86.3%	85% - 86%
Net (Loss) income	\$(24.3)M	\$(5.2)M	\$(2)M - \$8M
EPS – diluted	\$(0.57)	\$(0.12)	\$(0.05) - \$0.16
Adjusted EBITDA ^(a,b)	\$1.4	\$44.6	\$30M - \$40M
Cash Provided by Operating Activities	\$9.3M	\$37.9M	
Cash Balance & Marketable Securities	\$110.5M	\$94.7M	

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	Q1FY25	Q2FY25	Q3FY25	Q4FY25	Q1FY26
Total License:	\$22.7	\$51.4	\$34.2	\$32.3	\$87.8
Variable ^(a)	\$22.7	\$29.9	\$34.2	\$31.6	\$30.5
Total Fixed ^(b)	\$—	\$21.5	\$—	\$0.7	\$7.8
Patent ^(c)	\$—	\$—	\$—	\$—	\$49.5
Connected Services:	\$13.7	\$12.6	\$12.8	\$14.2	\$14.5
Connected Services ^(d)	\$13.7	\$12.6	\$12.8	\$14.2	\$14.5
Professional Services	\$14.5	\$13.9	\$15.2	\$14.2	\$12.8
Total Revenue	\$50.9	\$77.9	\$62.2	\$60.6	\$115.1

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

b) Fixed license revenue consists of prepaid deals.

c) Patent license revenue in Q1FY26 consists of \$49.5 million of one-time revenue reflecting the successful resolution of our patent litigation with Samsung.

d) Connected services in Q1FY25 includes a \$2.0 million true up adjustment due to underreporting from an OEM.

Operational Metrics and Variable License Revenue

In millions	FY25				FY26
Operational Metrics:	Q1	Q2	Q3	Q4	Q1
Pro Forma Royalties^(a)	\$36.7	\$39.7	\$43.2	\$40.1	\$39.8
Consumption of Fixed Contracts^(b)	\$14.0	\$9.7	\$9.1	\$8.5	\$8.7
Variable License Revenue	\$22.7	\$29.9	\$34.2	\$31.6	\$30.5
IHS Production (units)	23.9	21.7	22.5	22.2	24.3

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.

Q1 FY26 KPI^(d) 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 3.2% TTM over prior year TTM.*
- c) *TTM units connected divided by TTM units embedded. This indicates our penetration of connected technology.*
- d) *Please refer to the appendix for KPI definitions.*

- Adjusted Total Billings TTM^(a) of \$231 million, an increase of 1.5% compared to the same period last year.
- Percent of worldwide auto production with Cerence Technology – 51% (TTM)
- Approximately 12 million units shipped with Cerence technology in Q1
 - an increase of 0.3% YoY (IHS down 0.5% YoY)
 - an increase of 3.8% QoQ (IHS up 5.4% QoQ)
- Change in number of Cerence connected cars shipped up 14% (TTM)^(b)
- Connected attach rate increased to 32.7% versus 29.0% a year ago^(c)

Fiscal Q2 and FY26 Guidance^(d)

	Q2FY26 Guidance		FY26 Guidance	
	Low	High	Low	High
In millions except per share amounts				
Revenue	\$58	\$62	\$300	\$320
Gross Margin	71%	72%	79%	80%
Net Income (Loss)	(\$1)	\$4	(\$8)	\$12
EPS – diluted	\$(0.01)	\$0.08	\$(0.18)	\$0.25
Adjusted EBITDA ^(a,b)	\$2	\$6	\$50	\$70
Cash Provided by Operating Activities			\$61	\$67
Free Cash Flow ^(c)			\$56	\$66

- 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 2026, 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)
Intellectual Property	Terms and conditions drive accounting treatment.	May or may not be treated as revenue. If so, can be treated similarly to fixed and/or variable above.	Dependent on terms and conditions.

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 December 31, 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 months ended December 31, 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 Cereence 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 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.

Non-GAAP total operating expenses.

Non-GAAP total operating expenses reflect GAAP operating expenses excluding stock-based compensation, intangible asset amortization, and restructuring and other costs. 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.

Q1 FY26 Reconciliations of GAAP to Non-GAAP Results

(unaudited - in thousands)	Three Months Ended December 31,	
	2025	2024
GAAP revenue	\$ 115,076	\$ 50,896
GAAP gross profit	\$ 99,350	\$ 33,072
GAAP gross margin	86.3%	65.0%
GAAP total operating expenses	\$ 70,039	\$ 50,005
Stock-based compensation*	4,989	4,318
Amortization of intangible assets	—	554
Restructuring and other costs, net*	7,794	11,062
Non-GAAP total operating expenses	\$ 57,256	\$ 34,071
GAAP net loss	\$ (5,239)	\$ (24,288)
Stock-based compensation*	5,346	4,808
Amortization of intangible assets	—	554
Restructuring and other costs, net*	7,794	11,062
Depreciation	2,184	1,891
Total other (income) expense, net	(750)	1,684
Provision for income taxes	35,300	5,671
Adjusted EBITDA	\$ 44,634	\$ 1,382
GAAP net cash provided by operating activities	\$ 37,894	\$ 9,254
Capital expenditures	(2,249)	(1,360)
Free cash flow	\$ 35,645	\$ 7,894

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.

* - \$3.0 million in stock-based compensation is included in Restructuring and other costs, net for Q1'25.

Q2 FY26 and Full Year FY26 Reconciliations of GAAP to Non-GAAP Guidance

(unaudited - in thousands, except per share data)	Q2 2026		FY2026	
	Low	High	Low	High
GAAP revenue	\$ 58,000	\$ 62,000	\$ 300,000	\$ 320,000
GAAP gross profit	\$ 40,920	\$ 44,920	\$ 236,205	\$ 256,205
GAAP gross margin	71 %	72 %	79 %	80 %
GAAP total operating expenses	\$ 49,972	\$ 49,972	\$ 233,368	\$ 233,368
Stock-based compensation	7,352	7,352	25,853	25,853
Restructuring and other costs, net	—	—	7,500	7,500
Non-GAAP total operating expenses	\$ 42,620	\$ 42,620	\$ 200,015	\$ 200,015
GAAP net (loss) income	\$ (581)	\$ 3,581	\$ (8,117)	\$ 11,883
Stock-based compensation	8,099	8,099	28,480	28,480
Restructuring and other costs, net	—	—	7,500	7,500
Depreciation	2,953	2,953	11,183	11,183
Total other expense (income), net	710	548	(3,066)	(3,066)
(Benefit from) provision for income taxes	(9,181)	(9,181)	14,020	14,020
Adjusted EBITDA	\$ 2,000	\$ 6,000	\$ 50,000	\$ 70,000
GAAP net (loss) income per share:				
Basic	\$ (0.01)	\$ 0.08	\$ (0.18)	\$ 0.26
Diluted	\$ (0.01)	\$ 0.08	\$ (0.18)	\$ 0.25
Weighted-average common shares outstanding:				
Basic	45,056	45,056	45,066	45,066
Diluted	45,056	47,752	45,066	48,200
GAAP net cash provided by operating activities			\$ 61,000	\$ 67,000
Capital expenditures			(5,500)	(1,500)
Free cash flow			\$ 55,500	\$ 65,500

