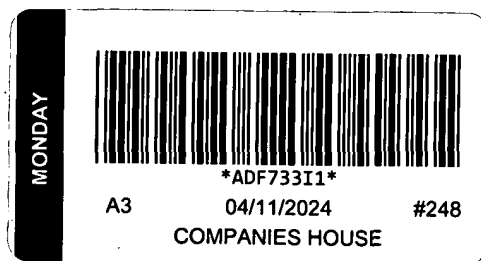


Registered number: 02675207

SDL LIMITED
ANNUAL REPORT & FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2023



SDL LIMITED

COMPANY INFORMATION

Directors	R M Gregory G Hall W H Jones
Registered number	02675207
Registered office	New Globe House Vanwall Business Park Vanwall Road Maidenhead SL6 4UB
Independent auditors	Ernst & Young LLP 2 Blagrove Street Reading RG1 1AZ
Bankers	HSBC Bank PLC Apex Plaza Reading RG1 1AX

SDL LIMITED

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SDL LIMITED
STRATEGIC REPORT
FOR THE YEAR ENDED 30 SEPTEMBER 2023

Business review

SDL Limited ('the Company') is a wholly owned subsidiary of RWS Holdings plc ('RWS') and operates as part of the Language Services and Language Content and Technology divisions of the RWS Group. Revenue is generated by both language translation and technology services to external customers as well as intragroup transactions providing translation and technology services to other companies within the group.

The Company is a member of the RWS Group which combines specialist technical language services with SDL's leading language technology expertise and has created the world's leading language services and technology group, with over 7,000 employees and global coverage. The successful integration of SDL's operations into the RWS Group continues to be one of the management's key focus in the year ahead.

SDL Limited continues to invest in research and development activities. These activities have resulted in a number of updates to existing products and the deployment of these products enhances operational effectiveness of the Company's activities. The Directors regard continued research and development investment by the Group as necessary for the continuing success of the Company in the medium to long term future.

Our capitalised development on R&D continued to focus on our shift to SaaS based offerings, capitalising £4.8m in Trados. These developments are aimed at keeping the product ahead of the competition through improved translation memory search, integration of internal & 3rd party tools and reducing the cost of ownership through a new access management system and reduced reliance on 3rd party software.

Key performance indicators

The Directors consider the key performance indicators of the Company to be revenue generation and gross margin.

As shown in the Company's Statement of Comprehensive income, the Company's revenue for the year was £97.6m (2022: £97.9m).

As shown in the Company's Statement of Comprehensive income, gross profit for the year was £54.5m (2022: £57.2m). Gross profit declined by 4.7%, which was driven by cost of sales increasing by 5.9%.

The operating loss for the year, before taxation, finance costs and income and dividend income, amounted to £3.7m (2022: operating profit of £14.6m).

During the year £75.0m dividends were received from group undertakings (2022: £nil).

Globally, bank base rates increased significantly in FY23. The short term loans with group undertakings are linked to the bank base rates and updated monthly. The increases in the bank rates have therefore materially increased the interest income receivable from and interest expense payable to group undertakings.

The RWS Group manages its operations on a functional basis. For this reason, the Company's Directors believe that the Company's key performance indicators are in line with those of the broader RWS Group. The performance of the RWS Group, which includes the Company, is discussed in RWS Holdings plc's 2023 Annual Report which does not form part of this Report.

SDL LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2023

Principal risks and uncertainties

Competitive risks

Competitive pressure is a continuing risk for the Company, which could result in it losing sales to its key competitors. The Company manages this risk by providing added value services to its customers, having fast response times not only in supplying services but in handling all customer queries, and by maintaining strong relationships with customers. The Company manages its cost base to ensure that competitive pricing can be provided to its customer base.

Market risk

Market risk is the potential adverse change in the Company's income or the value of the Company's net worth, resulting from movements in interest rates or other market prices and arises from the structure of the Statement of Financial Position.

- *Interest rate risk*

The Company is financed by its own cash receipts and group funding and has no third party debt. It does have direct interest rate exposure as the inter-company loans incur interest at a rate that fluctuates depending on the bank base rate. SDL Limited has both intercompany loans payable and intercompany loans receivable.

- *Foreign exchange risk*

The Company's sales outside the UK are made in currencies other than sterling and it is therefore exposed to foreign currency fluctuations. The Company does not hedge foreign currency profit and loss translation exposures and the statutory results are therefore impacted by movements in exchange rates. Foreign exchange receipts and payments are managed by the RWS Group's Treasury function.

Section 172(1) statement

The Board has a duty to promote the success of SDL Limited for the benefit of all stakeholders. In doing so, the regard of all stakeholders must be considered. This includes considering the interest of other stakeholders, which will have an impact on the long-term success of the Company. In doing this, Section 172 requires a director to have regard, among other matters, to the:

- Likely consequences of any decisions in the long-term;
- Interests of the Company's employees;
- Need to foster the Company's business relationships with suppliers, customers and others;
- Impact of the Company's operations on the community and environment;
- Desirability of the Company maintaining a reputation for high standards of business conduct; and
- the need to act fairly between members of the Company.

The Board has identified the following key stakeholders of the Company:

- Shareholders and subsidiaries
- Employees

Key decisions made by the Board in the year

The board continued to meet the demand of the Company and the wider RWS Group. On the basis of the above, the members of the board consider, both individually and together, that they have acted in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as whole (having regard to the stakeholders and matters set out in section 172(1) of the Companies Act 2006) in the decisions taken during the year ended 30 September 2023. In particular we have invested in an increase to our team of highly skilled language translators to enable us to work on a great number of projects with our customers to further improve turnover and profits for the Company in future years.

SDL LIMITED

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

Section 172(1) statement (continued)

Shareholders

The Company relies on shareholders to finance activities and the continuing expansion of the Company's business. As such, engagement with them, creating value for them and shaping future decisions based on engagement with them, is critical to the long-term success of the Company. The RWS Language Services division, which this Company is part of, provides regular reports and presentations to the Board of RWS plc, the ultimate shareholder.

Employees

Our employees are fundamental to the delivery of our plan and we aim to be a responsible employer. The health, safety and wellbeing of our workforce is one of our primary considerations in the way we do business. On page 5 we explain how we have continued to engage regularly with employees throughout 2023. The Directors ensure that management operates the business to the high standards of business conduct and good governance expected and, in doing so, contributes to the delivery of the strategic plan. The result is maintenance and nurture of the Company's reputation, through the construction and delivery of the plan, the long-term view and responsible behaviour.

Future developments

The Company expects to continue developing its Language Services operations as part of the broader RWS Group.

Subsequent events

On 3 October 2023, the Group acquired ST Comms Language Specialists Proprietary Limited, a Cape Town based language services provider for an initial consideration of \$675k (£558k) on a cash and debt free basis with additional contingent consideration of \$675k (£558k) due two equal instalments on the first and second anniversary of the transaction.


On 30 January 2024 RWS Holdings plc entered into a share purchase agreement, relating to the sale of the entire issued share capital of SDL Limited to RWS Global Holdings Limited, for group reorganisation purposes. This has resulted in a change in immediate parent undertaking of the Company from RWS Holdings plc to RWS Global Holdings Limited.

Other key performance indicators

The Directors consider there to be no other key performance indicators applicable to the Company.

Directors' statement of compliance with duty to promote the success of the Company

The Directors confirm and acknowledge responsibilities for securing compliance with the relevant obligations. This report was approved by the board on 31 October 2024 and signed on its behalf.



.....
G Hall (Director)

SDL LIMITED

DIRCTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2023

The Directors present their report and the financial statements for the year ended 30 September 2023.

Principal activity

The Company's principal activities are the development and sale of Language Services and Language and Content Technology. There have been no significant changes in the Company's principal activities in the period under review. The Directors are not aware, at the date of this report, of any likely major changes in the Company's activities in the next year. The results of the Company's principal activities include the results of three branches in Taiwan, Germany and Lebanon.

Results and dividends

The profit for the year, after taxation, amounted to £65.7m (2022: £8.5m).

A dividend was paid during the year of £42.7m (2022: £31.1m).

Directors

The Directors who served during the period and to the date of signing were:

C J Davies (appointed 20 December 2022, resigned 22 May 2024)

R Day (resigned 20 December 2022)

W H Jones

G Hall (appointed 22 May 2024)

R M Gregory (appointed 22 May 2024)

Political contributions

No political donations were made during the year (2022: £nil).

Environmental matters

The Company is part of the RWS Group (the "Group") which recognises that its operations impact upon the environment.

The Group is committed to improving the environmental sustainability of its operations by reducing negative environmental impacts, preventing pollution, protecting the environment and enhancing positive impacts wherever reasonably practicable.

The Group measure's and monitor's its significant environmental impacts, where it has the ability, and sets objectives and targets for their reduction. The Group has developed an Environmental Plan to reduce their carbon emissions and environmental performance is reviewed six-monthly and audited annually against objectives and targets.

Research and development activities

The Company continues to invest in research and development. This has resulted in a number of new products being launched recently which are expected to make significant contributions to the growth of the Group from which the Company will benefit. The Company benefits from the Group Research and Development activities with improved internal efficiencies and external product offerings.

SDL LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2023

Engagement with employees

The Group operates a framework for employee information and consultation which complies with the requirements of the Information and Consultation of Employees Regulations 2004. During the period, the policy of providing employees with information about the Group has continued by holding regular meetings between local management and employees. These meetings allow a free flow of information and ideas.

As a Group, a Chief People Officer, is engaged with employees to ensure information is shared consistently and effectively. Each year an Employee Engagement Survey is sent to all employees and the results then shared with the Group. The Board for the group will then use this to set objectives to improve key areas where scores are low and continue to engage where high.

Engagement with suppliers, customers and others

The Group operates in a number of different ecosystems and supply chains across its technology and services businesses. The Group's partners and suppliers are an important extension to our capabilities and part of our market competitiveness. We want the best partners and suppliers in the industry to choose to work with the Group. We aim to treat our supply chains fairly and transparently and to work together to deliver the most exciting projects.

The Group is in business to deliver outstanding products and services to our customers that make a measurable difference to their sales and operations and to lead them into the future by investing in innovation. Our customers' needs are changing, becoming more complex and require more technology. It is critically important that we listen closely to our customers, be easy to work with and deliver industry leading innovation.

Disabled employees

The Company gives full and fair consideration to applications for employment received from disabled persons, having regard to their particular aptitudes and abilities; and wherever possible to continue the employment of, and to arrange appropriate training for, employees who have become disabled persons during the period of their employment. The Group provides the same opportunities for training, career development and promotion for disabled people as for other employees.

Qualifying third party indemnity provisions

The Articles of Association permit qualifying third-party indemnities as defined by Section 234 of the Companies Act 2006. No such indemnity was in force during the last financial year, nor is any currently in force, except for Candida Davies, in respect of her directorship of RWS Holdings plc.

The Company also purchased and maintained throughout the financial year, Directors and Officers liability insurance in respect of itself and its directors.

SDL LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

Going concern

The financial statements have been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons.

The Directors have performed an assessment of the financial position of the Company and noted that excluding debtors falling due over one year the Company is in a net current liability position. Further when analysing the quantum of intercompany loan balances, their payment terms and cash available to the Company, the Directors have concluded that the Company is dependent on its parent entity, RWS Holdings plc, for support to meet its liabilities as they fall due for a period to 31 October 2025. Therefore, the Company has obtained a letter of support from RWS Holdings plc for the period to 31 October 2025.

After considering these factors, including the financial and operational ability of RWS Holdings plc to continue as a going concern, the Directors have a reasonable expectation that the Company has access to adequate resources to continue in operational existence for a period to 31 October 2025. No material uncertainties that could cast significant doubt about the ability of the Company to continue as a going concern have been identified.

Consequently, the Directors are confident that the Company will have access to sufficient funds to continue to meet its liabilities as they fall due for a period to 31 October 2025 and therefore have prepared the financial statements on a going concern basis.

Disclosure of information to auditors

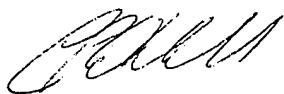
Each of the persons who are Directors at the time when this Directors' Report is approved has confirmed that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

The auditors, Ernst and Young LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006

This report was approved by the board on 31 October 2024 and signed on its behalf.



.....
G Hall
Director

SDL LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 2023

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial period. Under that law the Directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SDL LIMITED
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

Opinion

We have audited the financial statements of SDL Limited for the year ended 30 September 2023 which comprise, the Balance Sheet, the Statement of comprehensive income, the Statement of changes in equity and the related notes 1 to 29, including a summary of significant accounting policies.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 30 September 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period to 31 October 2025.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SDL LIMITED (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 7, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SDL LIMITED (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

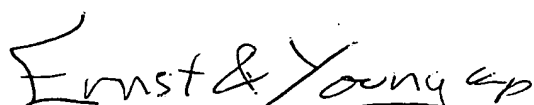
Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are directly relevant to specific assertions in the financial statements are those that relate to the reporting framework (FRS 101, and the Companies Act 2006), the relevant tax compliance regulations in the jurisdictions in which the Company operates and the EU General Data Protection Regulations (GDPR).
- We understood how SDL Limited is complying with those frameworks by making the enquiries of management, those responsible for legal and compliance procedures to understand how the Company maintains and communicates its policies and procedures to ensure compliance. We corroborated this through our review of the Company's board minutes and through enquiry of Directors.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by meeting with management to understand where it considered there was susceptibility to fraud. We also considered performance targets and their propensity to influence efforts made by management to manage earnings. Where the risk was considered to be higher, we performed audit procedures to address each identified fraud risk, including performing project manager meetings to challenge the timing of revenue recognition on individual projects.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved enquiries of management and those charged with governance, legal counsel; and journal entry testing with a focus on higher risk journals meeting specific criteria indicative of management override and journals indicating large or unusual transactions based on our understanding of the Company.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Andrew Meek (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Cambridge
31 October 2024

SDL LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

	Note	2023 £m	2022 £m
Turnover	4	97.6	97.9
Cost of sales		(43.1)	(40.7)
Gross profit		54.5	57.2
Administrative expenses		(50.0)	(34.4)
Exceptional items	6	(8.2)	(8.2)
Operating (loss) / profit	5	(3.7)	14.6
Dividend income	9	75.0	-
Interest income	10	12.0	7.5
Interest expense	10	(18.2)	(11.8)
Profit before tax		65.1	10.3
Tax credit / (charge) on profit for the year	11	0.6	(1.8)
Profit for the year		65.7	8.5
Other comprehensive (expense) / income:			
Exchange differences on translation of foreign operations		(0.9)	1.2
Net other comprehensive (expense) / income that may be reclassified subsequently to profit or loss		(0.9)	1.2
Other comprehensive (expenses) / income for the year		(0.9)	1.2
Total comprehensive income for the year		64.8	9.7

The notes on pages 14 to 44 form part of these financial statements.

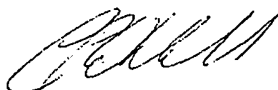
SDL LIMITED
REGISTERED NUMBER: 02675207

STATEMENT OF FINANCIAL POSITION
AS AT 30 SEPTEMBER 2023

	Note	2023 £m	2022 £m
Fixed assets			
Intangible assets	13	31.7	21.0
Tangible assets	14	8.6	10.2
Investments	15	257.6	228.3
		297.9	259.5
Current assets			
Debtors (includes £73.5m falling due over one year (2022: £83.1m))	16	411.3	654.4
Bank and cash balances	17	8.0	26.6
		419.3	681.0
Creditors: amounts falling due within one year	18	(479.1)	(673.3)
Provisions: amounts falling due within one year	20	(1.2)	-
		(61.0)	7.7
Net current (liabilities) / assets		(61.0)	7.7
Total assets less current liabilities		236.9	267.2
Creditors: amounts falling due after more than one year	19	(44.1)	(96.1)
Provisions : amounts falling due after more than one year	20	(0.8)	(1.1)
		(44.9)	(97.2)
Net assets		192.0	170.0
Capital and reserves			
Called up share capital	23	0.9	0.9
Share premium account	24	137.9	137.9
Profit and loss account	24	52.9	30.0
Foreign currency translation	24	0.3	1.2
		192.0	170.0

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 31 October 2024.

G Hall (Director)



The notes on pages 14 to 44 form part of these financial statements.

SDL LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 SEPTEMBER 2023

	Called up share capital	Share premium account	Profit and loss account	Foreign currency translation	Total equity
	£m	£m	£m restated	£m	£m
At 1 October 2021	0.9	137.9	52.6	-	191.4
Profit for the period	-	-	8.5	-	8.5
Other comprehensive income for the period	-	-	-	1.2	1.2
Total comprehensive income for the period	-	-	8.5	1.2	9.7
Dividends paid in the period	-	-	(31.1)	-	(31.1)
At 30 September 2022	0.9	137.9	30.0	1.2	170.0
Profit for the year	-	-	65.7	-	65.7
Other comprehensive expense for the year	-	-	-	(0.9)	(0.9)
Total comprehensive income for the year	-	-	65.7	(0.9)	64.8
Dividends paid in the year	-	-	(42.7)	-	(42.7)
Share based payment charge	-	-	(0.1)	-	(0.1)
At 30 September 2023	0.9	137.9	52.9	0.3	192.0

The notes on pages 14 to 44 form part of these financial statements.

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2023

1. General information

SDL Limited is a private Company incorporated in England and Wales and is limited by shares. The Company's principal activities are the development and sale of Language Services and Language and Content Technology. The address of the registered office is given in the Company information of these financial statements.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3). The financial statements are presented for a period of one year to 30 September 2023.

The following principal accounting policies have been applied:

2.2 Financial Reporting Standard 101 - reduced disclosure exemptions

The financial statements have been prepared under the recognition, measurement and disclosure requirements of International Financial Reporting Standards (IFRS) but makes amendments where necessary in order to comply with Companies Act 2006.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- The requirements of paragraphs 45(b) and 46-52 of IFRS 2 Share-based payment.
- The requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations.
- The requirements of IFRS 7 Financial Instruments: Disclosures.
- The requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers.
- The requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134 to 136 of IAS 1 Presentation of Financial Statements.
- The requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
 - paragraph 118(e) of IAS 38 Intangible Assets;
- The requirements of IAS 7 Statement of Cash Flows.
- The requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures.
- The requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

The Company's immediate parent undertaking, RWS Holdings plc, includes the Company in its consolidated financial statements. The consolidated financial statements of RWS Holdings plc are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from RWS's website.

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2023

2. Accounting policies (continued)

2.3 Exemption from preparing consolidated financial statements

The Company is a parent company that is also a subsidiary included in the consolidated financial statements of a larger group by a parent undertaking established under the law of any part of the United Kingdom and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

2.4 Going concern

The financial statements have been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons.

The Directors have performed an assessment of the financial position of the Company and noted that excluding debtors falling due over one year the Company is in a net current liability position. Further when analysing the quantum of intercompany loan balances, their payment terms and cash available to the Company, the Directors have concluded that the Company is dependent on its parent entity, RWS Holdings plc, for support in order to meet its liabilities as they fall due for a period to 31 October 2025. Therefore, the Company has obtained a letter of support from RWS Holdings plc for the period to 31 October 2025.

After considering these factors, including the financial and operational ability of RWS Holdings plc to continue as a going concern, the Directors have a reasonable expectation that the Company has access to adequate resources to continue in operational existence for a period to 31 October 2025. No material uncertainties that could cast significant doubt about the ability of the Company to continue as a going concern have been identified.

Consequently, the Directors are confident that the Company will have access to sufficient funds to continue to meet its liabilities as they fall due for a period to 31 October 2025 and therefore have prepared the financial statements on a going concern basis.

2.5 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP and all values are rounded to the nearest hundred thousand except where otherwise indicated.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2023

2. Accounting policies (continued)

2.6 Revenue

The Company provides a single, principles based five step model to be applied to all sales contracts as outlined below. It is based on the transfer of control of goods and services to customers and replaces the separate models for goods and services.

1. Identify the contract(s) with a customer.
2. Identify the performance obligations in the contract.
3. Determine the transaction price.
4. Allocate the transaction price to the performance obligations in the contract.
5. Recognise revenue when or as the entity satisfies its performance obligations.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be measured reliably.

The allocation of transaction price to these obligations is a significant judgement, more details of the nature and impact of the judgement are included in Note 3. The identification of the performance obligations within some multi-element arrangements involves judgement.

Revenue on service contracts is recognised only when their outcomes can be foreseen with reasonable certainty and is based on the percentage stage of completion of the contracts, calculated on the basis of costs incurred. Accrued and deferred revenue arising on contracts is included in trade receivables as accrued income and in trade and other payables as deferred income as appropriate.

Language Services contracts are typically billed in arrears on completion of the work with revenue recognised as accrued income balances.

The Company's technology contracts are typically billed in advance and revenue recognition deferred where the performance obligation is satisfied over time.

The Company's contracts for term licenses are recognised upfront when performance obligations are delivered in the same manner as a perpetual license sale but, typically, are billed annually and do not follow the same billing pattern as the Company's contracts for perpetual licenses, instead billing follows more closely that of a SaaS license contract.

Language Services

The Company's Language Services contracts with customers provide for the Company to be reimbursed for their performance under the contract as the work is undertaken. Accordingly, as the Company has both the right to payment and no alternative use for the translated asset, the Company recognises revenue over time for this performance obligation. The Company measures the completeness of this performance obligation using input methods. The relevant input method is the cost incurred to date as a proportion of total costs, in determining the progress towards the completion of the performance obligation for Language Services contracts.

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2023

2. Accounting policies (continued)

2.6 Revenue (continued)

Perpetual and term licences

The Company's perpetual and term licences are accounted for at a point in time when the customer obtains control of the licence, occurring either where the goods are shipped or, more commonly, when electronic delivery has taken place and there is no significant future vendor obligation. The software to which the licence relates has significant standalone functionality and the Company has determined that none of the criteria that would indicate the licence is a right to access apply. In addition, the Company has identified no other performance obligations under their contracts for these licences which would require the Company to undertake significant additional activities which affects the software. The Company therefore believes the obligation is right to use the licence as it presently exists and therefore applies the point in time pattern of transfer. Transaction price is allocated to licenses using the residual method based upon other components of the contract. The residual method is used because the prices of licenses are highly variable and there is no discernible standalone selling price from past transactions.

'SaaS' licences

Unlike the Company's perpetual and term licences, the Company has identified that there are material ongoing performance obligations associated with the provision of SaaS licences. The Company has identified that this creates a right to access the intellectual property, instead of a right to use. Accordingly, the associated licence revenue is recognised over time, straight line for the duration of the contract. As with other licences, the Company utilises the residual method to allocate transaction price to these performance obligations.

Support and maintenance

Support and maintenance represents a stand ready obligation to provide additional services to the Company's licence customers over the period of support included in the contract. The Company measures the obligation by reference to the standalone selling price, based upon internal list prices subject to discount. The pattern of transfer is deemed to be over time on the basis that this is a continuing obligation over the period of support undertaken and accordingly, recognised as revenue on a straight line basis over the course of the contract.

Hosting services

The Company provides managed services (hosting) as part of certain contracts with customers. The pattern of transfer for the service is such that the customer simultaneously receives and consumes the benefits provided by the Company and therefore, is recognised over time for the duration of the agreement. Transaction price from the contract is allocated to hosting services obligations based upon a cost plus method.

Professional services

The Company provides professional services to customers including training, implementation and installation services alongside certain contracts for software licences. These services are sold in units of consultant time and are therefore measured on an output method basis. Revenue is therefore recognised on these engagements based on the units of time delivered to the end customer. Transaction price is allocated based upon the standalone selling price, calculated by reference to the internal list prices for consultant time subject to any discounts. A small number of the Company's professional services contracts are on a fixed price contract and the output method is used based on an appraisal of applicable milestones.

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2023

2. Accounting policies (continued)

2.6 Revenue (continued)

Multi-element arrangements

For multi-element arrangements, revenue is allocated to each performance obligation based on stand-alone selling price, regardless of any separate prices stated within the contract. This is most common within the Company's contract for licences, which may include performance obligations in respect of the licences, support and maintenance, hosting services and professional services. The Company's software licences are either perpetual, term or software as a service (SaaS) in nature. The Company's revenue contracts do not include any material future vendor commitments and thus no allowances for future costs are made. The identification of the performance obligations within some multi-element arrangements involves judgement, however none of the Company's contracts requires significant judgement in this regard.

2.7 Pensions

Defined contribution pension plan

The Company contributes to a Group personal pension scheme for qualifying employees whereby it makes defined contributions to independently administered personal pension schemes. The Company does not control any of the assets or have any ongoing liabilities with regard to the performance of and payments from these individual personal schemes. Obligations for contributions to defined contribution pension plans are recognised as an expense in the statement of comprehensive income in the periods during which services are rendered by employees.

2.8 Equity-settled transactions

Share-based payment arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions, regardless of how the equity instruments are obtained by the Company.

The grant date fair value of share-based payments awards granted to employees is recognised as an employee expense, in administrative expenses with a corresponding increase in equity, over the period in which the employees become unconditionally entitled to the awards. The fair value of the awards granted is measured using an option valuation model, taking into account the terms and conditions upon which the awards were granted. The amount recognised as an expense is adjusted to reflect the actual number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

The Company is no longer listed since its acquisition by RWS Holdings plc in 2020 and no longer grants options to its employees over its own shares nor to the employees of its subsidiaries. Employees of the Company are granted options over its ultimate parent company's shares. A charge is recognised in the income statement for the equity settled share-based payment charge with the corresponding credit being recognised directly in equity.

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2023

2. Accounting policies (continued)

2.9 Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the reporting date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

2.10 Intangible assets

Intangible assets are carried at cost less accumulated amortisation and impairment losses.

Where computer software is not an integral part of a related item of computer hardware, the software is classified as an intangible asset. The capitalised costs of software for internal use include external direct costs of materials and services consumed in developing or obtaining the software, and incremental payroll and payroll-related costs arising from the assignment of employees to Implementation projects.

Intangible assets with a finite life have no residual value and are amortised over their expected useful lives as follows:

- Software- between 5 and 10 years on a straight line basis
- Capitalised development costs – between 3 and 5 years on a straight line basis

The amortisation expense on all Intangible assets with finite lives is recognised in the Statement of Comprehensive Income as an administrative expense.

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least annually. The carrying value of intangible assets is reviewed for impairment whenever events or changes in circumstances indicate the carrying value may not be recoverable. Intangible assets with indefinite useful lives (goodwill) are tested for impairment annually either individually or at the cash generating unit (CGU) level. Such intangibles are not amortised.

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2023

2. Accounting policies (continued)

2.10 Intangible assets (continued)

Research and development costs

Research costs are expensed as incurred.

Development costs are capitalised when management is satisfied that the expenditure being incurred meets the recognition criteria from IAS 38. These development costs relate to Language and Content Technology solutions developed for sale to third party customers. The carrying value of development costs is reviewed for impairment annually as part of the wider RWS Group. Following the initial capitalisation of the development expenditure the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and impairment losses. Any expenditure capitalised is amortised over the period of the expected future economic benefit from the related project. For capitalised development costs this period is 3 years.

Acquired computer software licences are capitalised on the basis of costs incurred to acquire and bring to use the specific software. These assets are amortised using the straight-line method over their estimated useful lives which range from 5 to 10 years. These costs are recognised in administrative expenses within the Statement of Comprehensive Income.

2.11 Tangible fixed assets

Fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets.

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets over their estimated useful economic lives as follows:

Leasehold improvements	- The lower of 10 years or the lease term straight line
Computer equipment	- 4-5 years straight line
Fixtures and fittings	- 20% reducing balance
Right of use assets	- The lease term straight line

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2023

2. Accounting policies (continued)

2.12 Valuation of investments

Investments denominated in foreign currency are recorded using the rate of exchange at the date of acquisition. Investments in subsidiaries and associates are stated at cost less any provision for impairment in value. Investments are reviewed annually for evidence of impairment.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and its value in use, where value in use is calculated as the present value of the future cash flows expected to be derived from the asset. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable income streams (CGUs).

2.13 Provisions for liabilities

Provisions are recognised when the Company has a present obligation as a result of a past event and management believe it to be probable that the Company will be required to settle that obligation. Provisions are measured at management's best estimate of the expenditure required to settle the obligation at the balance sheet date and are discounted to net present value where this is deemed to be material.

None of the provisions relate to long term benefits payable to employees and hence no discount rate has been applied in accordance with IAS 19.

2.14 Financial instruments

The Company does not use forward foreign currency contracts and interest rate swaps to reduce exposure to foreign exchange and interest rates. The interest rate risk is on loans with group undertakings and similarly the currency risk is predominately on group transactions and as they net out at the Group level, hedging is not entered into.

Non derivative financial instruments comprise debtors, cash at bank and in hand, interest bearing loans and borrowings and creditors.

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. Financial assets and financial liabilities are initially measured at fair value.

Debtors

Debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Creditors

Trade and other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Interest bearing loans and borrowings

Interest bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Cash

Cash at bank represents cash in hand.

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2023

2. Accounting policies (continued)

2.14 Financial instruments (continued)

Provisions for expected credit losses

The Company provides against financial instruments held in accordance with IFRS9 Financial Instruments by holding expected credit loss provisions.

2.15 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the directors at a meeting. Any dividends that are proposed or declared before the financial statements are authorised for issue, are not recognised in the financial statements for the period, but instead included in those for the period covering the date when the dividend is declared and paid. The income tax consequences for the shareholder receiving the dividends is that they are only included in its own financial statements and the corporation tax return for the period in which they are received. The dividend is treated as non-taxable income in the tax return of the shareholder. There are no potential tax consequences of the dividends for the shareholder that are not practically determinable under the existing legislation.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

Judgements

Revenue - multi-element arrangements

To determine the appropriate revenue recognition for contracts containing multi-elements that include both products and services, Management evaluate whether the contract should be accounted for as a single, or multiple, performance obligations. Management is required to exercise a degree of judgement in setting the criteria used for determining when revenue which involves several elements should be recognised and the stand-alone selling price of each element. The Company generally determines the stand-alone selling prices of elements based on prices which are not observable and are therefore based on stand-alone list prices which are then subject to discount. These prices are reviewed on an annual basis and amended where appropriate. This is performed in conjunction with a fair value assessment of the stand-alone selling prices to assess reasonableness of the transaction price allocation.

This judgement could materially affect the timing and quantum of revenue and profit recognised in each period. Licence revenue in the year amounted to £23.3m (2022: £21.0m).

Capitalised development costs

The Company capitalises development costs in line with IAS 38, Intangible Assets. Management applies judgement in determining if the costs meet the criteria and are therefore eligible for capitalisation. Significant judgements include the technical feasibility of the development, recoverability of the costs incurred, economic viability of the product and potential market availability considering its current and future customers and when, in the development process, these milestones have been met. Development costs capitalised during the year amounted to £4.8m (2022: £5.2m).

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023

3. Judgments in applying accounting policies and key sources of estimation uncertainty (continued)

Estimates and assumptions

Impairment

The determination of whether or not investment balances have been impaired requires an estimate to be made of the value in use of the investment. The value in use calculation includes estimates about the future financial performance of the investment, management's estimates of discount rates, long-term operating margins and long-term growth rates. If the results of the investment in a future period are materially adverse to the estimates used for the impairment testing, an impairment charge may be triggered. The total investments at the year end were £257.6m (2022: £228.3m).

Other estimates and assumptions

Intercompany Impairment

An impairment analysis is performed at each reporting date using to measure expected credit losses in relation to intercompany receivables. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. The intercompany debtors totalled £388.0m at the year-end (2022: £632.3m).

Revenue - rendering of services

Management makes estimates of the total costs that will be incurred by the Company on a contract by contract basis. Management reviews the estimate of total costs on each contract on an ongoing basis to ensure that the revenue recognised accurately reflects the proportion of the work done at the balance sheet date. All contracts are of short-term nature. The majority of services work is invoiced on completion and the amount of work in progress at year end amounted to £2.9m (2022: £5.3m).

SDL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

4. Turnover

Turnover represents the amount invoiced excluding value added tax, derived from the provision of Language Services and Language Technology services to third party customers and other group companies, except in respect of long-term contracts where turnover represents the value of work carried out during the period, including amounts not invoiced and excluding amounts invoiced in advance.

Accrued income are recognised where performance obligations are satisfied over time until the point at which the Company's right to consideration is unconditional, when these are classified as trade receivables which, is generally the point of final invoicing.

For performance obligations satisfied over time, judgement is required in determining where a right to consideration is unconditional. In such situations, a receivable is recognised for the transaction price of the non-cancellable portion of the contract when the Company starts satisfying the performance obligation.

The Company recognises revenue for partially satisfied performance obligations as "accrued income" which is presented in note 16 to these financial statements. The revenue recognised during the year that was included within deferred income at the prior period end is £11.3m (2022: £4.8m).

An analysis of turnover by class of business is as follows:

	2023	2022
	£m	£m
Software, support and maintenance	36.1	32.7
Consultancy and services	61.5	65.2
	<u>97.6</u>	<u>97.9</u>

Analysis of turnover by country of destination:

	2023	2022
	£m	£m
United Kingdom	28.2	28.2
Rest of Europe	32.7	33.0
Rest of the world	36.7	36.7
	<u>97.6</u>	<u>97.9</u>

Included in the Company revenue is intra group revenue of £31.1m (2022: £37.3m) as a result of providing language services translation services to other group companies.

Of the total revenue, £10.3m (2022: £9.1m) is recognised at a point in time and the remainder over time.

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023

5. Operating profit

The operating profit is stated after charging:

	2023 £m	2022 £m
Depreciation of tangible fixed assets (note 14)	2.1	2.8
Amortisation of intangible assets (note 13)	6.7	5.8
Defined contribution pension cost (note 7)	1.4	1.3
Research and development expenditure	1.3	1.5
Foreign exchange (gain) / loss	(12.3)	2.0
Auditor's remuneration	0.3	0.1

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023

6. Exceptional items

	2023 £m	2022 £m
Restructuring & integration related costs	3.3	3.0
Severance costs	1.9	2.2
Acquisition costs	3.0	3.0
Total exceptional items	<u>8.2</u>	<u>8.2</u>

Restructuring and integration costs of £3.3m (FY22 £3.0m) relates to IT integration projects for re-platforming of client delivery systems. This was completed in FY23. They also relate to integration of SDL activities with the wider RWS Group, rebranding of the business to OneRWS and cross selling of services to clients and removal of duplicate support service activities. All of these costs were paid during the period. This project is scheduled to complete in FY25.

Severance costs of £1.9m (FY22 £2.2m) relate to rationalisation of roles as part of the continued integration process for SDL within the RWS Group and all of this cost was paid during the period. This project is due to complete in FY24.

Acquisition costs of £3.0m (FY22 £3.0m) relate to costs for the integration of SDL into the RWS Group and transition to a single tenet. This project completed in FY23. All of these costs were paid during the period.

SDL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

7. Employees

Staff costs were as follows:

	2023	<i>2022</i>
	£m	<i>£m</i>
Wages and salaries	25.4	<i>26.9</i>
Social security costs	3.5	<i>3.0</i>
Cost of defined contribution scheme	1.4	<i>1.3</i>
Share-based payments expense	0.1	<i>0.1</i>
	<u>30.4</u>	<i><u>31.3</u></i>

The average monthly number of employees, including the Directors, during the period was as follows:

	2023	<i>2022</i>
	No.	<i>No.</i>
Administration and commercial	247	<i>227</i>
Production	308	<i>310</i>
	<u>555</u>	<i><u>537</u></i>

SDL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

8. Directors' remuneration

The highest paid Director's wages and salaries expense for the year was £0.1m (2022: £0.1m). The number of Directors who participated in a defined contribution pension scheme was one (2022: two). The amounts paid in respect of pension benefits for the highest paid Director was £15k (2022: £10k).

Two of the Directors of the Company during the period were also Directors of RWS Holdings plc. These Directors' services to the Company do not occupy a significant amount of their time. As such the Directors do not consider that they received any remuneration for their incidental services to the Company for the year ended 30 September 2023.

The total Directors' wages and salaries for the year was £0.1m (2022: £0.2m). The pension contributions paid on behalf of the directors was £15k.

During the period, the number of Directors who exercised share options was Nil (2022: Nil). Two Directors were awarded options under a long-term incentive scheme to receive shares in the parent company, RWS Holdings plc.

The aggregate of remuneration and amounts receivable under long-term incentive schemes of the highest paid Director was £0.1m (2022: £0.1m), and Company pension contributions of £15k (2022: £10k) were made to a money purchase scheme on their behalf. During the period, the highest paid Director did not exercise share options. This Director was granted options under the long-term incentive plan in the period.

9. Dividend income

During the year, dividends of £75.0m were received from SDL Global Holdings Limited (2022: a dividend of £nil from subsidiary entities was received).

10. Interest income and expense

	2023 £m	2022 £m
Interest income		
Interest receivable from Group undertakings	11.8	7.5
Other interest	0.2	-
Total interest income	12.0	7.5
Interest expense		
Lease interest	(0.4)	(0.5)
Interest payable to Group undertakings	(17.8)	(11.3)
Total interest expense	(18.2)	(11.8)

Bank base rates have increased globally. The interest on group undertakings are linked to the bank base rates and updated monthly.

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023

11. Taxation	2023 £m	2022 £m
Corporation tax		
Current tax on profits for the year	(0.6)	3.1
Adjustments in respect of previous periods	(0.5)	(0.8)
Total current tax (credit) / charge	<u>(1.1)</u>	<u>2.3</u>
Deferred tax		
Origination and reversal of timing differences	(0.1)	(1.0)
Adjustments in respect of previous periods	0.6	0.5
Total deferred tax charge / (credit)	<u>0.5</u>	<u>(0.5)</u>
Taxation (credit) / charge on profit on ordinary activities	<u>(0.6)</u>	<u>1.8</u>

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023

11. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2022 - lower than) the standard rate of corporation tax in the UK of 22% (2022 - 19%). The differences are explained below:

	2023 £m	2022 £m
Profit on ordinary activities before tax	<u>65.1</u>	<u>10.3</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 22% (2022 - 19%)	14.3	2.0
Effects of:		
Expenses not deductible for tax purposes	0.2	0.3
Rate change	0.1	(0.2)
Adjustments to tax charge in respect of prior periods	0.1	(0.3)
Non-taxable income	(15.3)	-
Foreign taxes	-	-
Total tax (credit) / charge for the year	<u>(0.6)</u>	<u>1.8</u>

Factors that may affect future tax charges

The Finance Act 2021 enacted on 10 June 2021 increased the main rate of UK corporation tax from 19% to 25%, effective from 1 April 2023. Deferred tax amounts recorded on the balance sheet have been measured at 25% (2022 – 19%) which represents the future corporation tax rate that was enacted at the balance sheet date.

12. Dividends paid

	2023 £m	2022 £m
Dividends paid during the year @ 45.91p per share (2022: 33.44p per share)	42.7	31.1
	<u>42.7</u>	<u>31.1</u>

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023

13. Intangible assets

	Capitalised development £m	Computer software £m	Total £m
Cost			
At 1 October 2022	17.9	19.8	37.7
Additions	4.8	12.6	17.4
At 30 September 2023	<u>22.7</u>	<u>32.4</u>	<u>55.1</u>
Amortisation			
At 1 October 2022	9.6	7.1	16.7
Charge for the year	4.5	2.2	6.7
At 30 September 2023	<u>14.1</u>	<u>9.3</u>	<u>23.4</u>
Net book value			
At 30 September 2023	<u>8.6</u>	<u>23.1</u>	<u>31.7</u>
At 30 September 2022	<u>8.3</u>	<u>12.7</u>	<u>21.0</u>

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023

14. Tangible fixed assets

	Leasehold Improvements £m	Fixtures and fittings £m	Computer equipment £m	Right of use assets £m	Total £m
Cost or valuation					
At 1 October 2022	2.1	0.3	4.1	13.1	19.6
Additions	0.1	-	0.4	-	0.5
Disposals	-	(0.1)	(0.7)	(0.7)	(1.5)
At 30 September 2023	<u>2.2</u>	<u>0.2</u>	<u>3.8</u>	<u>12.4</u>	<u>18.6</u>
Depreciation					
At 1 October 2022	1.1	0.2	2.7	5.4	9.4
Charge for the period	-	0.1	0.9	1.1	2.1
Disposals	-	(0.1)	(0.7)	(0.7)	(1.5)
At 30 September 2023	<u>1.1</u>	<u>0.2</u>	<u>2.9</u>	<u>5.8</u>	<u>10.0</u>
Net book value					
At 30 September 2023	<u>1.1</u>	<u>-</u>	<u>0.9</u>	<u>6.6</u>	<u>8.6</u>
At 30 September 2022	<u>1.0</u>	<u>0.1</u>	<u>1.4</u>	<u>7.7</u>	<u>10.2</u>

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023

15. Fixed asset investments

	Investments in subsidiary companies £m
Cost or valuation	
At 1 October 2022	228.3
Additions	29.3
	<hr/>
At 30 September 2023	<u><u>257.6</u></u>

Investments in subsidiaries

On 12 July 2023, the Company acquired the entire issued share capital of Propylon Holdings Limited and its subsidiaries for £29.3m. Additional consideration of Euro 12.9m is payable in two equal instalments on the first and second anniversary of the transaction contingent upon key personnel remaining employed. Propylon is a component content management business which complements our Tridion and Fonto businesses and further builds our Content Technology portfolio.

Details of the investments which the Company holds are included below. All investments are 100% owned. All subsidiaries are indirectly held except for:

- SDL Poland Sp zoo
- SDL Multilingual Solutions Private Ltd
- SDL Software Technology (Shenzhen) Ltd
- SDL France SARL
- SDL Global Holdings Ltd
- SDL Turkey Translation Services & Commerce Ltd
- SDL Chile SA
- SDL do Brazil Global Solutions Ltda
- SDL Portugal Unipessoal LDA
- SDL Nominees Ltd
- Propylon Holdings Limited

Full details regarding these and the other indirectly held subsidiaries of the Company can be found on the below pages:

SDL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

Name of Company	Registered address of business	Country of Incorporation
SDL Holdings BV	Jupiter Plaza Arena, Herikbergweg 78-80, 1101 CM, Amsterdam	Netherlands
SDL Nominees Ltd	New Globe House, Vanwall Business Park, Vanwall Road, Maidenhead, SL6 4UB	United Kingdom
SDL Global Holdings Ltd	New Globe House, Vanwall Business Park, Vanwall Road, Maidenhead, SL6 4UB	United Kingdom
Automated Language Processing Services Ltd	New Globe House, Vanwall Business Park, Vanwall Road, Maidenhead, SL6 4UB	United Kingdom
Interlingua Group Ltd	New Globe House, Vanwall Business Park, Vanwall Road, Maidenhead, SL6 4UB	United Kingdom
Alterian Holdings Ltd	New Globe House, Vanwall Business Park, Vanwall Road, Maidenhead, SL6 4UB	United Kingdom
Intrepid Consultants Ltd	New Globe House, Vanwall Business Park, Vanwall Road, Maidenhead, SL6 4UB	United Kingdom
SDL (Newbury) Ltd	New Globe House, Vanwall Business Park, Vanwall Road, Maidenhead, SL6 4UB	United Kingdom
Alterian Holdings Inc	Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle	USA
SDL Belgium NV	Vital Decosterstraat 44, 3000 Leuven, Belgium	Belgium
SDL do Brazil Global Solutions Ltda	Rua Baraodo do Trinfo 73, Rooms 63-67, Brooklin Paulista, Sao Paolo	Brazil
SDL International (Canada) Inc	1155 Metcalfe St, Suite 800, Montreal, Quebec, Canada, H3A 1X6	Canada
SDL Chile SA	Avenida Holanda 00 Oficina 1002 Providencia	Chile
SDL Zagreb doo	Bednjanska 14/II, 10 000 Zagreb	Croatia

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023

SDL CZ sro	Nerudova 198 Hradec Kralove 500 02 Czech Republic	Czech Republic
SDL France SARL	36 Avenue de General de Gaulle, Paris 93170, France	France
SDL Hellas Efarmoges Pliroforikis Limited (formerly SDL Hellas MEPE)	Philippou 6, Metamorfosi, Athens 144 51, Greece	Greece
SDL Hong Kong Ltd	c/o Clarson Services Limited, 11 th Floor, Three Exchange Square, 8 Connaught Place, Hong Kong	Hong Kong
SDL Magyaror szaj szolgaltato Kft	Arboc u. 6 III., Budapest, H-1702	Hungary
SDL Multilingual Solutions Private Ltd	1319, 13 th Floor, Bldg A1, Rupa Solitaire, Sector 1, Millenium Business Park, Mahape, Navi Mumbai, 400 710, India	India
SDL Italia Srl Unipersonale	Via Stradella 165, Roma 00124, Italy	Italy
SDL Luxembourg SARL	26 Boulevard Road, Office 125, L2449, Luxembourg	Luxembourg
SDL Netherlands BV	Jupiter Plaza Arena, Herikbergweg 78-80, 1101 CM, Amsterdam	Netherlands
SDL Poland Sp zoo	Ul. Fordonska 246, 85 766 Bydgoszcz	Poland
SDL Portugal Unipessoal LDA	Rua Santo Antonio Contumil, no-130, Porto Concelho, Porto, Portugal	Portugal
LLC SDL Rus	Office 1301, 'A' Building 2, Zanervsky, Prospect 71, 195112 St Petersburg, Russia	Russia
SDL Multi-Lingual Solutions (Singapore) PTE Ltd	c/o BDO LLP, 600 Northbridge Road, #23-01 Portview Square, Singapore 188788	Singapore
SDL doo Ljubljana	Ulica Jozelta Jame 14, 1210 Ljubljana	Slovenia
Software Development Language Solutions, Hispania, SL	Calle Goya 8, 28001, Madrid, Spain	Spain
SDL Sweden AB	Fatbursgatan 1, Stockholm, S-118 28 Sweden	Sweden
SDL Turkey Translation Services and Commerce Ltd	Kosnyola Mahalles, Mahmut, Ksari Caddesi, No 51, Ksnyola B34718, Istanbul	Turkey

SDL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

SDL Sheffield Ltd	New Globe House, Vanwall Business Park, Vanwall Road, Maidenhead, SL6 4UB	United Kingdom
SDL Software Technology (Shenzhen) Co Ltd	Room 309, Floor 3, Resources Tech-Building, Songping Shan Road, High-Tech Industrial Park, Nanshan District, Shenzhen City, Guangdong, PRC	China
SDL Global Solutions (Ireland) Ltd	c/o Whitney Moore, 2 Shelbourne Building, Crampton Avenue, Shelbourne Road, Ballsbridge, Dublin 4, Dublin	Ireland
SDL Japan K.K.	Nakameguro GT Tower 4f, 2-1-1, Kamimeguro Meguro, Tokyo 153-0051 Japan	Japan
SDL Inc	201 Edgewater Drive, Wakefield, MA 01880- 12963	USA
SDL XyEnterprise LLC	201 Edgewater Drive, Wakefield, MA 01880- 12963	USA
Trados GmbH	Waldburgstrasse 21, 70563, Stuttgart	Germany
SDL Technologies India PVT Ltd	Building 4, Block A, 7 th Floor, 77 Town Centre, Yemalur Main Road, Off Old Airport Road, Bangalore – 560 037	India
SDL Tridion K.K.	Nakameguro GT Tower 4f, 2-1-1, Kamimeguro Meguro, Tokyo 153-0051 Japan	Japan
SDL Xopus BV	Jupiter Plaza Arena, Herikbergweg 78-80, 1101 CM, Amsterdam	Netherlands
Language Weaver SRL	Scala Office Building, Floors 4-7, 34 Somesuluist, Cluj-Napoca, Romania	Romania

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023

LLC SDL Ukraine	Business center SP Hall Office 604, 28 A Stepana Bandery Avenue Kiev, Ukraine 04073	Ukraine
SDL Tridion Ltd	New Globe House, Vanwall Business Park, Vanwall Road, Maidenhead, SL6 4UB	United Kingdom
XyEnterprise Ltd	New Globe House, Vanwall Business Park, Vanwall Road, Maidenhead, SL6 4UB	United Kingdom
Alterian Technology Ltd	New Globe House, Vanwall Business Park, Vanwall Road, Maidenhead, SL6 4UB	United Kingdom
SDL Government Inc	Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle	USA
SDL Vietnam Ltd	14 th Floor, REE Tower, No. 9 Doan Van Bo Street, ward 12, district 4, Ho Chi Minh City	Vietnam
Liones Holding B.V.	Polakweg 7, 2288 GG, Rijswijk	Netherlands
Liones Group B.V.	Polakweg 7, 2288 GG, Rijswijk.	Netherlands
Liones B.V.	Polakweg 7, 2288 GG, Rijswijk.	Netherlands
Fonto Group B.V.	Polakweg 7, 2288 GG, Rijswijk.	Netherlands
Propylon Holdings Limited	36 Blackburne Square, Rathfarnham Gate, Dublin 14, Rathfarnham, Dublin	Ireland
Propylon Limited	36 Blackburne Square, Rathfarnham Gate, Dublin 14, Rathfarnham, Dublin	Ireland
Propylon Inc	3429 Derry Street, Harrisbury PA, 17111	USA

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023

16. Debtors

	2023 £m	2022 £m
Due after more than one year		
Amounts owed by group undertakings	72.9	82.1
Deferred tax asset (note 22)	0.5	1.0
Prepayments and other receivables	0.1	-
	<u>73.5</u>	<u>83.1</u>
	2023 £m	2022 £m
Due within one year		
Trade debtors	10.9	12.2
Amounts owed by group undertakings	315.1	550.4
Prepayments and other receivables	6.6	3.4
Accrued income	2.9	5.3
Corporation tax debtor	2.3	-
	<u>337.8</u>	<u>571.3</u>

Amounts owed by Group undertakings due after more than one year are governed by their individual loan agreements. The balances are unsecured amounts, which are either repayable on demand or with a fixed future repayment date, the longest of which is in 6 years. The loans have their own defined interest rates for which interest is charged at a rate within a range of 1.60% and 15.70%.

Included in the amounts owed by group undertakings due within one year are loans repayable on demand of £126.8m (2022: £188.0m). The interest rates applicable to loans ranges from 2.55% and 15.30%. The remaining amounts owed by group companies are interest free, unsecured and repayable on demand. Amounts owed by group undertakings due within one year includes a provision of £24.1m (2022: £18.7m).

Accrued Income

Accrued income relates to the Company's rights to consideration for work performed but not billed at the reporting date for language and professional services. Accrued income balances are transferred to trade receivables when there is an unconditional right to consideration, generally, when an invoice is issued to the customer.

For performance obligations satisfied over time, judgement is required in determining whether a right to consideration is unconditional. In such situations, a receivable is recognised for the transaction price of the non-cancellable portion of the contract when the Company starts satisfying the performance obligation. The Company recognises revenue for partially satisfied performance obligations as 'Accrued Income', which is presented in above.

The total value of the transaction price allocated to unsatisfied or partially unsatisfied performance obligations at the year-end is £2.9m (2022: £5.3m).

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023

17. Cash and cash equivalents

	2023 £m	2022 £m
Cash at bank and in hand	<u>8.0</u>	<u>26.6</u>

18. Creditors: Amounts falling due within one year

	2023 £m	2022 £m
Trade creditors	1.8	1.6
Amounts owed to group undertakings	457.6	650.5
Corporation tax	0.5	0.7
Other taxation and social security	0.8	0.1
Lease liabilities (note 21)	1.1	1.1
Other creditors	3.4	3.7
Accruals	1.6	4.3
Deferred income	12.3	11.3
	<u>479.1</u>	<u>673.3</u>

Included in the amounts owed to group undertakings due within one year are loans repayable on demand of £239.3m (2022: £423.4m). The interest rates applicable to loans ranges from 1.45% and 19.05%. The remaining amounts owed to group companies are interest free, unsecured and repayable on demand.

Deferred Income

Revenue recognised during the year that was included within deferred income at the prior period end is £11.3m (2022: £4.8m). Support and maintenance represents an obligation discharged straight line over the duration of the Company's software contracts. The period over which this is recognised can be identified based on the value of current and non-current deferred income. Unsatisfied performance obligations in respect of language and professional services are all short term and expected to be recognised in less than one year. The deferred income due within one year at the year-end was £12.3m (2022: £11.3m).

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023

19. Creditors: Amounts falling due after more than one year

	2023 £m	2022 £m
Lease liabilities (note 21)	7.6	8.5
Amounts owed to group undertakings	35.7	86.1
Deferred income	0.8	1.5
	<u>44.1</u>	<u>96.1</u>

Amounts owed to Group undertakings are governed by their individual loan agreements. The balances are unsecured amounts, which are either repayable on demand or with a fixed future repayment date, the longest of which is in 3 years. The loans have their own defined interest rates for which interest is charged at a rate within a range of 1.70% and 6.95%.

The deferred income due after more than one year at the year-end was £0.8m (2022: £1.5m).

20. Provisions

	Restructuring £m	Property £m	Other £m	Total £m
As at 1 October 2022	-	0.8	0.3	1.1
Additions	1.2	-	-	1.2
Utilised	-	-	(0.3)	(0.3)
As at 30 September 2023	<u>1.2</u>	<u>0.8</u>	<u>-</u>	<u>2.0</u>
Due in less than one year	1.2	-	-	1.2
Due in greater than one year	-	0.8	-	0.8
As at 30 September 2023	<u>1.2</u>	<u>0.8</u>	<u>-</u>	<u>2.0</u>

SDL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

20. Provisions (continued)

The provision for property is in respect of leasehold premises and are associated with the requirement to return properties to either their original condition, or to enact specific improvement activities in advance of exiting the lease. Dilapidations associated with leased properties are held as a provision until such time as they fall due, with the longest running lease ending in January 2032.

Provisions for future severance liabilities, totalling £1.2m have arisen from redundancies to be incurred as part of the group's continuing transformation and cost reduction programmes. These amounts have been recorded in accordance with the criteria defined in IAS37 and are expected to be settled within the next 12 months.

21. Leases

Company as a lessee

Set out below are the carrying amounts of lease liabilities recognised and the movements during the period:

	2023 £m	2022 £m
At start of the period	9.6	11.2
Accretions of interest	0.4	0.5
Repayments	(1.3)	(2.1)
	8.7	9.6
At end of period	8.7	9.6
Current	1.1	1.1
Non-current	7.6	8.5
	8.7	9.6

The following are the amounts recognised in the Statement of Comprehensive Income as a charge:

	2023 £m	2022 £m
Depreciation of right of use assets	1.1	1.7
Interest expense on lease liabilities	0.4	0.4
	1.5	2.1
Total amount recognised in profit or loss		

SDL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

21. Leases (continued)

The Company had total cash outflows for leases of £1.3m (2022: £2.1m). The Company had no non-cash additions to right of use assets and lease liabilities in 2023 (2022: None). There are no future cash outflows for leases not yet commenced to disclose separately.

The Company recognises right of use assets and lease liabilities in respect of property leases to accommodate its offices.

There is no pattern for extending or terminating leases and therefore the lease term must be considered on a lease by lease basis. The Company will consider all relevant factors when assessing whether or not the Company is reasonably certain to renew or terminate the lease, primarily an assessment of the economic incentives or renewing or terminating the lease, as and when, the options become or are becoming available. The Company considers factors such as leasehold improvements when assessing the degree of certainty for exercising any options included in the contracts.

The Company's leasehold improvements are most heavily concentrated in its highest value leases.

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023

22. Deferred taxation

	2023 £m	2022 £m
At beginning of period	1.0	0.5
(Charged) / Credited to profit or loss (note 11)	(0.5)	0.5
At end of period	<u>0.5</u>	<u>1.0</u>

The deferred tax balance is made up as follows:

	2023 £m	2022 £m
Other short term timing differences	0.5	1.0
	<u>0.5</u>	<u>1.0</u>

Comprising:

	2023 £m	2022 £m
Asset - due after one year	<u>0.5</u>	<u>1.0</u>

The deferred tax asset is expected to be utilised over the next two years.

23. Share capital

	2023 £m	2022 £m
Authorised		
100,000,000 Ordinary shares of 1p each (2022: 100,000,000)	<u>1.0</u>	<u>1.0</u>
Allotted, called up and fully paid		
93,009,981 (2022 – 93,009,981) Ordinary shares of £0.01 each	<u>0.9</u>	<u>0.9</u>

SDL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2023

24. Reserves

Share premium account

The share premium account represents the premium arising on the issue of equity shares.

Profit and loss account

Profit and loss account is the retained earnings.

Foreign currency translation

The foreign currency translation reserve represents exchange differences on translation of foreign operations.

25. Guarantees

The Company has two issued guarantees with other group undertakings, totalling £52k (2022: £52k).

The Company is a participant in a cross-group guarantee arrangement in respect of RWS Holdings plc's revolving credit facility of US\$220m. (2022: \$220m).

26. Pension commitments

The Company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund and amounted to £1.4m for the year to 30 September 2023 (2022: £1.3m). Contributions totalling £0.2m (2022: £0.4m) were payable to the fund at the balance sheet date and are included in creditors.

27. Controlling party

The immediate and ultimate controlling party of the Company is RWS Holdings plc, incorporated in England and registered at Europa House, Chiltern Hill, Chalfont St Peter, Buckinghamshire, SL9 9FG.

28. Post Balance Sheet Events

On 3 October 2023, SDL Limited acquired ST Comms Language Specialists Proprietary Limited, a Cape Town based language services provider for an initial consideration of \$675k (£558k) on a cash and debt free basis with additional contingent consideration of \$675k (£558k) due two equal instalments on the first and second anniversary of the transaction.

On 30 January 2024 RWS Holdings plc entered into a share purchase agreement, relating to the sale of the entire issued share capital of SDL Limited to RWS Global Holdings Limited, for group reorganisation purposes. This has resulted in a change in immediate parent undertaking of the Company from RWS Holdings plc, to RWS Global Holdings Limited.

29. Related party transactions

The Company is a wholly owned subsidiary and accordingly has taken the exemptions provided within FRS 101 and therefore transactions with group companies have not been disclosed.