

TC S.A.

(Free translation from the original issued in Portuguese. In the event of any discrepancies, the Portuguese language version shall prevail.)

Individual and consolidated financial statements and independent auditor's report

As of December 31, 2022



Contents

	Page
Management report	3
Independent auditor's report on the individual and consolidated financial statements	25
Individual and consolidated financial statements	30
Notes to the individual and consolidated financial statements for the year ended December 31, 2022	37

Earnings Release

4Q22 and 2022



TC INVESTIDORES



TRAD
B3 LISTED NM

IBRA B3

IGC B3

IGC-NM B3

IGCT B3

ITAG B3

SMLL B3

IGPTW B3



Results

4Q22 and 2022

São Paulo, March 14, 2023 - TC S.A. ("TC" or "Company"), one of the most innovative and technological platforms, with products and services for individual and institutional investors, as well as for B2B clients, announces its results for the **fourth quarter and year 2022 (4Q22 and 2022)**. The financial information is presented in Reais (R\$), in accordance with accounting practices adopted in Brazil (BR GAAP) and International Financial Reporting Standards (IFRS).

Earnings videoconference

March 15, 2023

11:00 am (Brasilia time)

10:00 am (New York time)

Watch live:

Webcast

Q&A

Use the platform above to submit questions.

Highlights of the period

4Q22 and 2022

734,000

+18% (2022/2021)

REGISTERED
USERS¹

R\$ 82 MM

-10% (2022/2021)

NET
REVENUE

R\$ 20 M

-42% (4Q22/4Q21)

ADJUSTED
OPERATING
EXPENSES²

(R\$'000)	4Q22	3Q22	Chg. (%)	2022	2021	Var. (%)
Net revenue	15,896	17,314	-8.2%	82,437	91,603	-10.0%
Cost of services rendered (CSR)	-10,751	-10,542	2.0%	-43,444	-35,618	22.0%
Adjusted gross profit³	6,620	8,378	-21.0%	45,116	58,176	-22.4%
<i>Adjusted gross margin (%)³</i>	<i>41.6%</i>	<i>48.4%</i>	<i>n.a.</i>	<i>54.7%</i>	<i>63.5%</i>	<i>n.a.</i>
Adjusted net profit (loss)³	-24,355	-7,579	221.3%	-46,155	17,770	n.a.
<i>Adjusted net margin³</i>	<i>-153.2%</i>	<i>-43.8%</i>	<i>n.a.</i>	<i>-56.0%</i>	<i>19.4%</i>	<i>n.a.</i>
Adjusted EBITDA³	-9,191	-12,080	-23.9%	-37,632	-1,704	2108.6%
<i>Adjusted EBITDA margin³</i>	<i>-57.8%</i>	<i>-69.8%</i>	<i>n.a.</i>	<i>-45.6%</i>	<i>-1.9%</i>	<i>n.a.</i>

1. Including Sencon users.

2. Excludes non-recurring expenses for the period related to employment terminations, optimization of operating systems and legal advisory.

3. Includes ex-growth adjustments (up to 2021) and non-recurring items. Gross profit includes only cost adjustments.

Message from Management

The year 2022 was challenging in many aspects but marked by a transformation phase at TC. We made several operational adjustments, as well as adjustments in the cost structure and added new business units last year. Moreover, we remain strong, resilient, optimistic and more than prepared for 2023.

In a brief summary of what we achieved in the last year, we created our Multi Family Office (MFO) segment to offer a unique, sophisticated service with full integration with TC platform for our high-income customers; we set up TC Advisory, a wholly-owned subsidiary of the Company, providing capital market advisory focused on middle market companies, including equity issuance operations (ECM), debt issuance (DCM) or even in mergers and acquisitions (M&As); and we launched the first version of TC Economatica, a data and policy intelligence terminal with a real-time and unique view of the market.

We acquired a majority interest at TC Sfoggia, a company focused on tax optimization for customers, adding another core service for our B2B customers. We also made investments in Arko Advice, Arko Digital and Galícia Educação. And that's not all.

In April 2022, we announced the arrival of Mr. Pedro Henrique Feres, the current Company's Vice President, who joined the team with the mission of boosting transactional activities and reinforcing the one-stop-shop model of TC Platform, making it even most robust, complete and unique on the market.

We acquired Pandhora, the TC manager which, in addition to the quantitative multistrategy funds it already offered, has been launching new products and opening several accounts. One of the news is the TC Cosmos FIM fund, which already has shareholders' equity of approximately of R\$ 30 million since its launch, just three months ago. Our pipeline also includes making TC Digital Assets, an exclusive cryptocurrency fund, available soon.

We announced the purchase of Dibran, one of the most respected and traditional distributors of independent securities in the market, offering financial advisory services and foreign exchange operations. Dibran will be TC's future brokerage firm and bring a 360° vision for the TC ecosystem and the transactional view. It is worth highlighting that said acquisition is subject to approval by the Central Bank of Brazil - still in progress.

Still in the beginning of the first semester of 2023, we will launch a white label app, where Pandhora funds and several investment options will be available, including stocks, derivatives, options, ETFs, among others, in a single place and with several exclusive benefits from TC.

In 2022 the advisory board was formed to assist in the execution of the transactional phase of the TC and the strategy of our brokerage house. Norberto Giangrande and Eduardo Barone are the two big



names in the financial and transactional market who joined the team as members of the advisory board.

These are important moves that enhance TC's competitive advantage, expand the line of products and services offered, in addition to offering new sources of revenue for the Company.

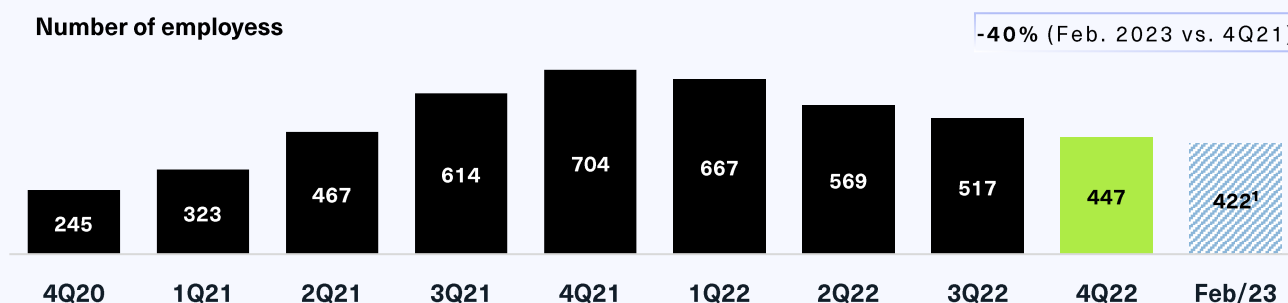
To conclude, I would like to stress our commitment to creating a unique and indispensable ecosystem in the day-to-day activity of those who work in the capital market, whether they are individual investors, companies, investment funds, or asset managers. From now on, we are looking to resume TC's growth with all these initiatives, but with very strict discipline regarding expenses.

Pedro Albuquerque
Founder and CEO of TC

Financial and operating performance

CORPORATE

TC ended 2022 with the headcount of **447 employees**, 13.5% and 36.5% lower than the number recorded in the previous quarter and in the annual comparison, respectively. As presented in the chart below, there was a significant reduction in this indicator over the last year, reflecting the cost and expense discipline adopted by the Company in this period. It is also important to note that the reduction of employees continued in the first months of 2023, totaling 40.1% less in February 2023 when compared to 4Q21.

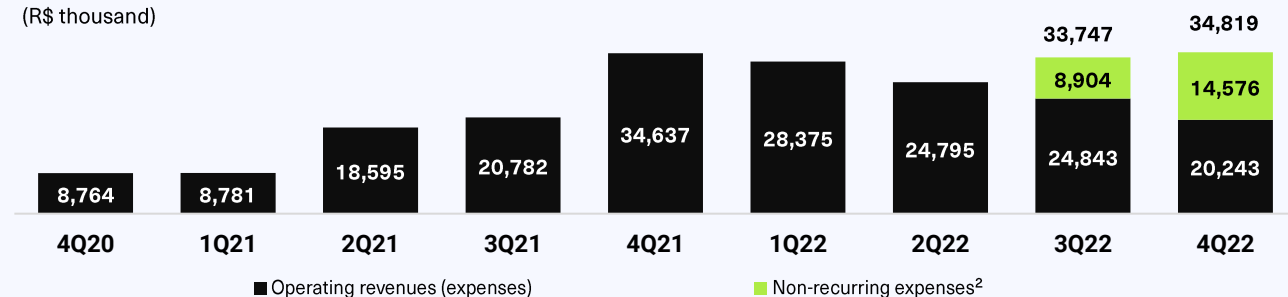


1. Number of employees as of February 28, 2023.

Total **operating expenses** reached **R\$ 34.8 million** in 4Q22, an amount just 3.2% higher than the immediately previous period, while **operating expenses excluding non-recurring items** decreased 41.6% in the quarter compared to 4Q21.

This decrease is a result of the cost and expense management and discipline process that the Company adopted since the beginning of 2022, which **will remain the focus in 2023, aiming to quickly resume its operating profitability**. The main measures of this process include headcount reduction; review of all expenses on tools and infrastructure; and renegotiation with suppliers.

Operational expenses (R\$ thousand)



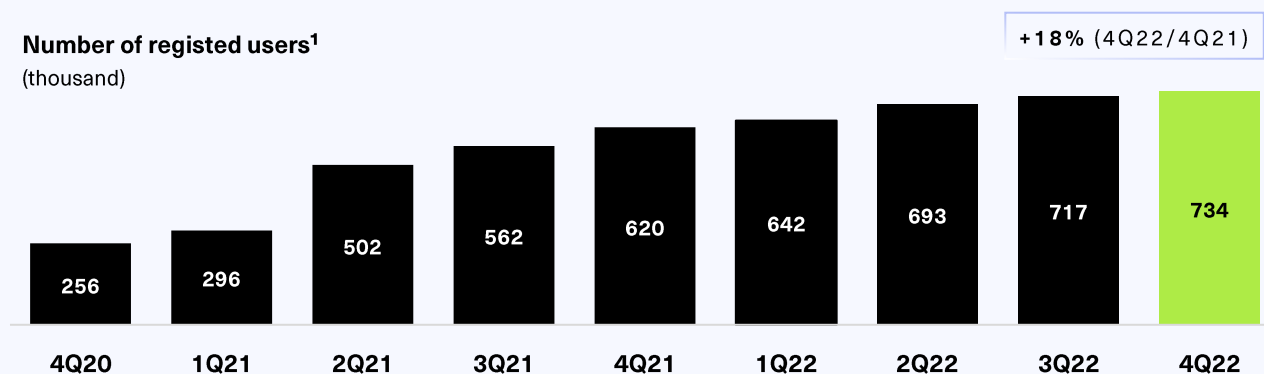
2. Non-recurring expenses for the period related to employment terminations, optimization of operating systems and legal advisory.

REGISTERED USERS

TC ended 2022 with **734,000 registered users**, accounting for an increase of 2.4% compared to 3Q22 and of 18.4% compared to December 2021.

The growing number of registered users shows that the strategy adopted by the Company, focused on expanding the registered user base, coupled with the inclusion of new products and assets within the platform, for subsequent conversion into subscriptions and other monetized services offered by TC, has been effective.

Number of registered users¹
(thousand)

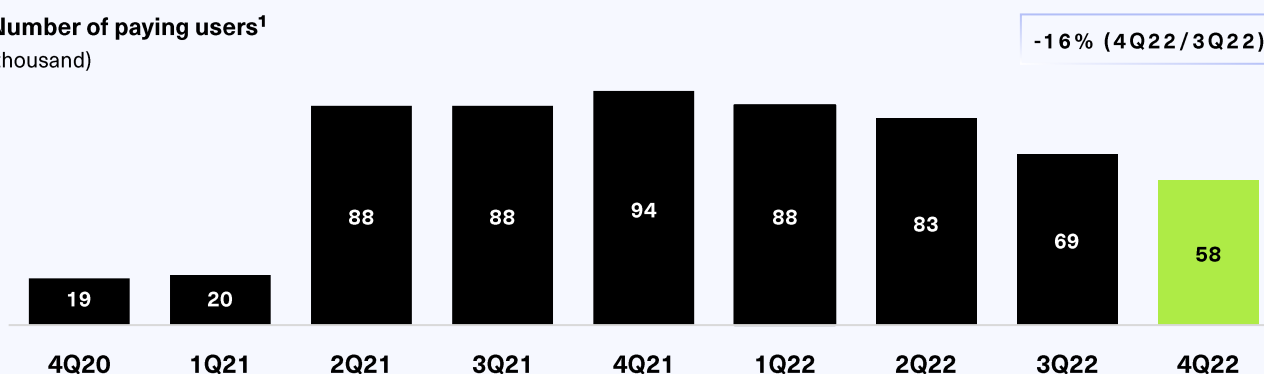


1. Numbers as of 2Q21 include Sencon users.

PAYING USERS

At the end of 4Q22, the number of **paying users** totaled **58,000**, 15.9% lower than the immediately previous period, reflecting the decrease in individual B2C (platform) subscriptions.

Number of paying users¹
(thousand)



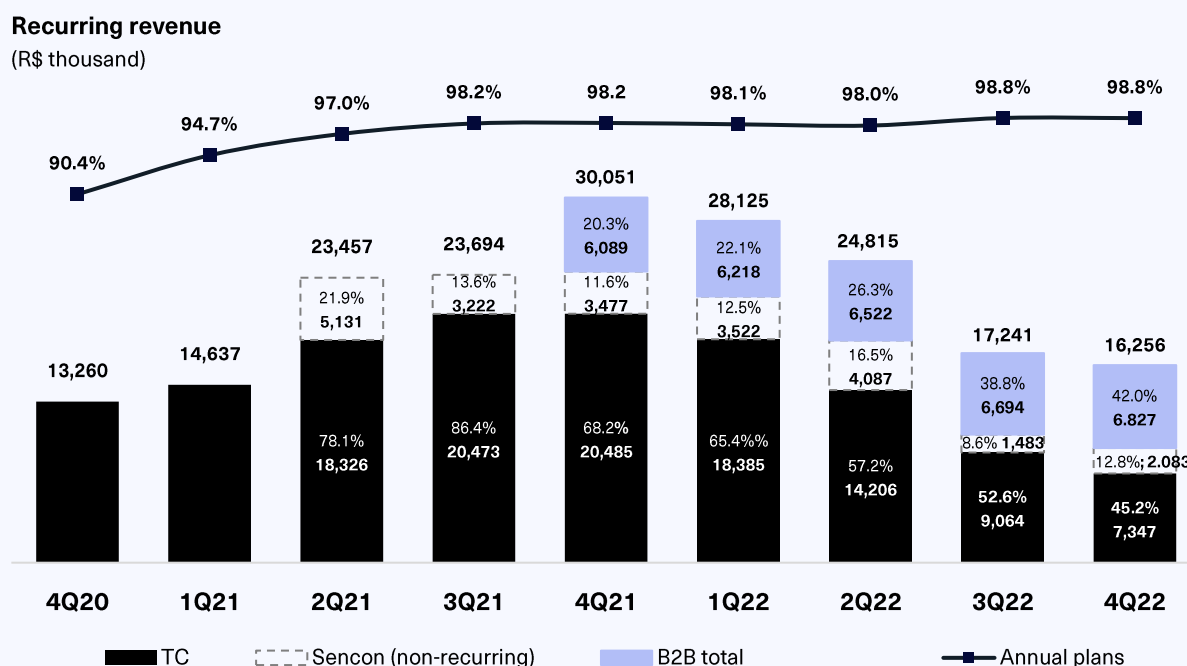
1. Numbers as of 2Q21 include Sencon users.

RECURRING REVENUE

TC adopts the SaaS (Software as a Service) model and had, at the end of December 2022, **98.8% of its subscriptions linked to annual plans** with automatic renewal, providing resilience and greater revenue predictability. As presented in the chart below, there was an increase in **annual subscriptions** (+0.6 p.p. compared to 4Q21), while the quarterly change remained stable.

The Company's **recurring revenue** reached **R\$ 16.3 million** in 4Q22, accounting for a decrease over previous periods, reflecting the lower number of B2C paying users in the quarter.

It is important highlighting the growth in **Sencon's revenues**, which were 40.5% in 4Q22 higher compared to 3Q22. Moreover, **revenues from institutional customers (B2B)** continue to grow each period. In 4Q22, they recorded an increase of 2.0% compared to the previous quarter and of 12.1% when compared to 4Q21.



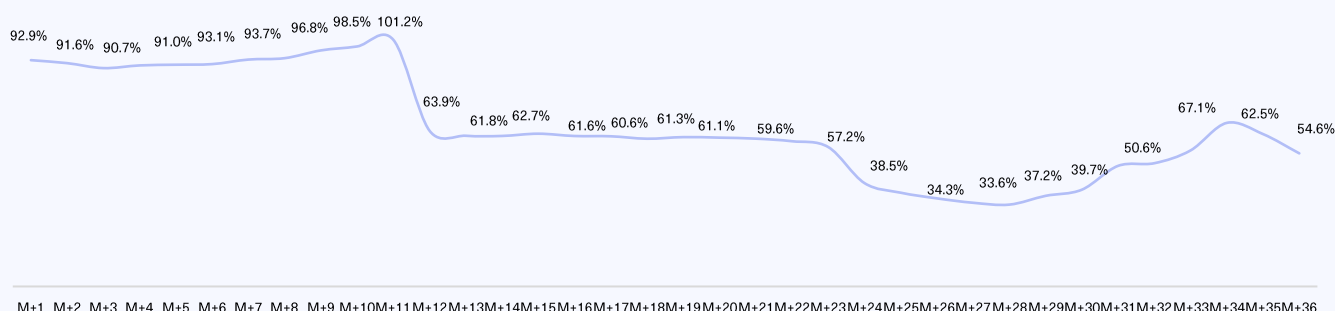


REVENUE RETENTION

The chart below presents the average behavior of revenue retention contracted by TC customers, measured by monthly cohorts. The curve behavior obtained indicates that, considering customer changes (upgrades, downgrades, cross-selling and cancellations), revenue from TC cohorts is well supported on average during the first year.

The decrease recorded in the M+12 and M+24 periods reflects the seasonality of plan renewal, considering that most of them are annual and make up a significant part of the revenue. In the following periods, it is possible to observe a recovery of revenue from customers who remained in the cohort - which occurs especially in terms of the customer's experience during their journey on the platform, the launch of new products and promotional campaigns.

Monthly net revenue retention B2C Segment (%)



1. Include B2C recurring and non-recurring revenue data.

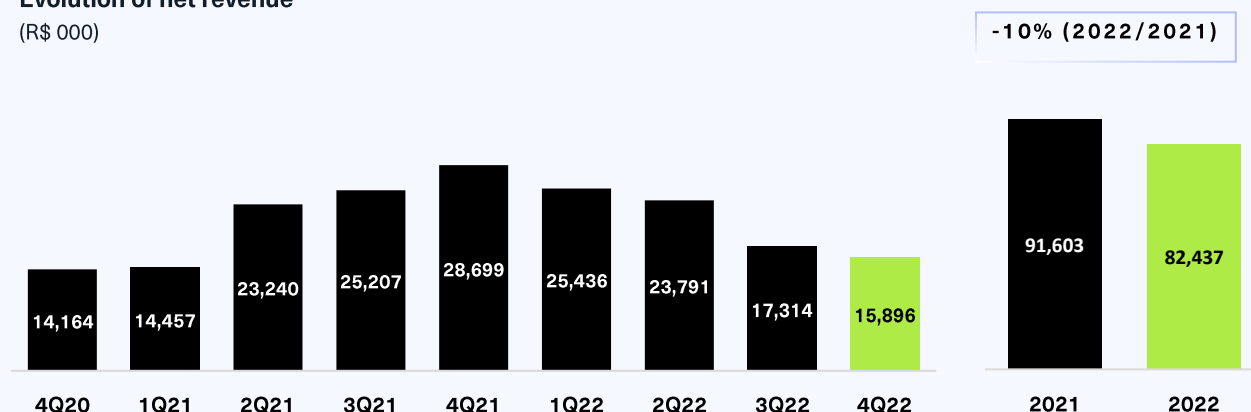
NET REVENUE

Net revenue totaled **R\$ 15.9 million** in 4Q22 and **R\$ 82.4 million** in the year, amounts 8.2% and 10.0% lower compared to 3Q22 and 2021, respectively. This difference was mainly due to the change in the number of paying users.

(R\$'000)	4Q22	3Q22	Chg %	2022	2021	Chg %
Gross revenue	17,676	19,180	-7.8%	92,174	103,300	-10.8%
Deductions	-1,780	-1,866	-4.6%	-9,737	-11,697	-16.8%
Net revenue	15,896	17,314	-8.2%	82,437	91,603	-10.0%

The Company has been working continuously to add value to its shareholders by increasing the share of the B2B segment in its revenue, creating new businesses, carrying out acquisitions, developing the platform and expanding its portfolio.

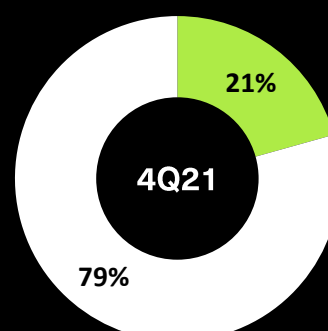
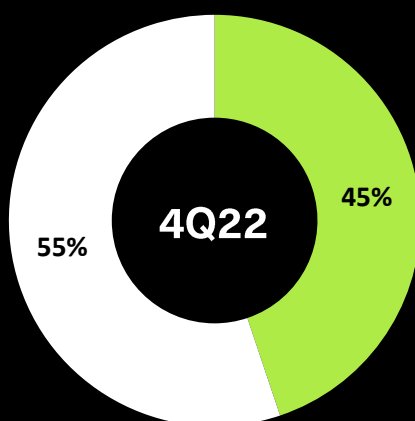
Evolution of net revenue
(R\$ 000)



Regarding the revenue share by segment, the B2B segment has become increasingly important in the **breakdown of gross revenue** of the Company and accounted for 45% of the total at the end of December 2022, compared to 21% with 4Q21.

BREAKDOWN OF GROSS REVENUE

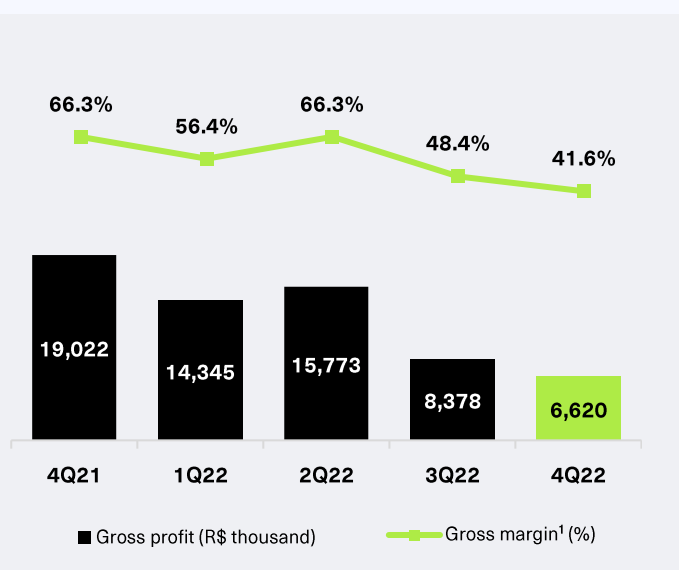
■ B2B
■ B2C



GROSS PROFIT AND GROSS MARGIN

Gross profit, including non-recurring effects in cost, totaled **R\$ 6.6 million** in 4Q22 and **R\$ 45.1 million** in 2022, with **adjusted gross margins** of 41.6% and 54.7%, respectively.

(R\$'000)	4Q22	3Q22	Chg %	2022	2021	Chg %
Net revenue	15,896	17,314	-8.2%	82,437	91,603	-10.0%
Cost of services rendered (CSR)	-10,751	-10,542	2.0%	-43,444	-35,618	22.0%
Gross profit	5,145	6,772	-24.0%	38,993	55,985	-30.4%
<i>Gross margin</i>	<i>32.4%</i>	<i>39.1%</i>	<i>n.a.</i>	<i>47.3%</i>	<i>61.1%</i>	<i>n.a.</i>
Operating cost adjustments ¹	1,475	1,606	-8.1%	6,123	2,191	179.5%
Adjusted gross profit¹	6,620	8,378	-21.0%	45,116	58,176	-22.4%
<i>Adjusted gross margin (%)¹</i>	<i>41.6%</i>	<i>48.4%</i>	<i>n.a.</i>	<i>54.7%</i>	<i>63.5%</i>	<i>n.a.</i>



CSR, which represents the costs incurred on a service provided, totaled **R\$ 10.8 million** in 4Q22, up 2.0% from the previous quarter. Year-to-date, the CSR was **R\$ 43.4 million** in 2022, an increase of 22.0% compared to 2021. The variation obtained in these periods was mainly due to the payment of severance payments for employees linked to product development.

1. Includes ex-growth (up to 2021) and non-recurring item adjustments on cost.

OPERATING PROFIT (LOSS)

Operating expenses reached **R\$ 34.8 million** in 4Q22, 3.2% higher when compared to the previous quarter. In the year to date (2022), operating expenses totaled **R\$ 129.8 million**, an amount higher than in the same period of 2021, mainly due to terminations, consulting services and extraordinary legal advisory expenses.

(R\$'000)	4Q22	3Q22	Chg %	2022	2021	Chg %
Adjusted operating revenues (expenses)¹	-20,243	-24,843	-18.5%	-106,297	-82,795	28.4%
Non-recurring expenses	-14,576	-8,904	63.7%	-23,480	-	n.a.
Other operating income (expenses)	-34,819	-33,747	3.2%	-129,777	-82,795	56.7%
General and administrative	-23,637	-25,662	-7.9%	-96,406	-66,431	45.1%
Sales / marketing expenses	-5,683	-6,506	-12.6%	-26,701	-18,425	44.9%
Other operating income (expenses), net	-5,556	-1,411	293.8%	-6,132	2,058	n.a.
Share of profit (loss) of investees	57	-168	n.a.	-538	3	n.a.

1. Includes adjustments to non-recurring expenses for the period related to terminations, optimization of operating systems and legal advisory.

FINANCE INCOME (COSTS)

The Company recorded a **financial loss** of **R\$ 5.3 million** in 4Q22, as result of equity investments in 2TM Holding Company Ltd. and derivatives transaction expenses.

(R\$'000)	4Q22	3Q22	Chg %	2022	2021	Chg %
Finance income (costs), net	-5,334	14	n.a.	-3,587	9,598	n.a.
Finance income	22,915	27,068	-15.3%	87,805	12,277	615.2%
Finance costs	-28,249	-27,054	4.4%	-91,392	-2,679	3311.4%

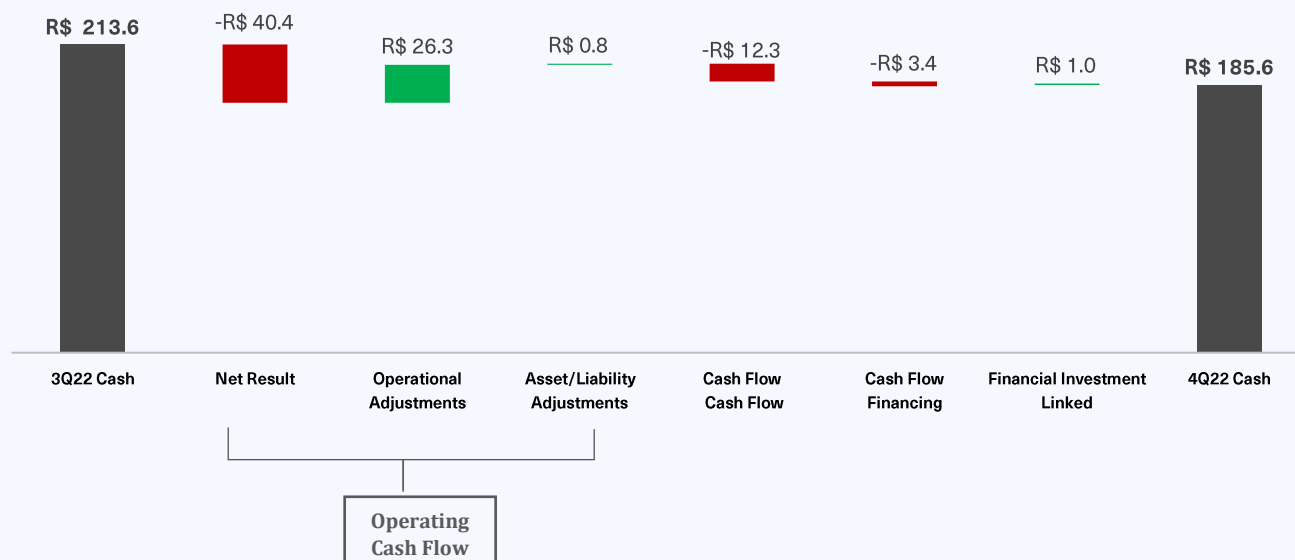
CASH STRUCTURE

TC's cash and cash equivalents position at the end of December 2022 was **R\$ 185.6 million**, including pledged short-term investments.

(R\$'000)	2022	2021	Chg %	3Q22	Chg %
Banks	8,534	5,618	51.9%	6,625	28.8%
Short-term investments	139,079	312,815	-55.5%	169,982	-18.2%
Cash and cash equivalents	147,613	318,433	-53.6%	176,607	-16.4%
Pledged short-term investment ¹	37,945	-	<i>n.a.</i>	36,980	<i>n.a.</i>
Total	185,558	318,433	-41.7%	213,587	-13.1%

¹ Restricted short-term investments as collateral for derivative financial instruments.

As can be seen, the company remains comfortable with its cash and cash equivalents, especially when taking a closer look at its low indebtedness.



NET PROFIT (LOSS) AND NET MARGIN

In the last quarter, after excluding non-recurring items, the Company recorded a **net loss** of **R\$ 24.3 million**. Adjustments were included to reflect the actual TC's situation, along with extraordinary events and expenses with employee terminations and consulting and legal advisory services.

(R\$'000)	4Q22	3Q22	Chg %	2022	2021	Chg %
Gross profit	5,145	6,772	-24.0%	38,993	55,985	-30.4%
(+/-) Operating profit (loss)	-29,674	-26,975	10.0%	-90,784	82,795	-209.6%
(+/-) Finance income (costs)	-5,334	14	n.a.	-3,587	9,598	n.a.
(+/-) Income tax/social contribution on net profit	-5,398	8,872	-160.8%	12,398	18,413	-32.7%
Net profit (loss)	-40,406	-18,089	123.4%	-81,973	1,201	n.a.
<i>Net margin</i>	<i>-254.2%</i>	<i>-104.5%</i>	<i>n.a.</i>	<i>-99.4%</i>	<i>1.3%</i>	<i>n.a.</i>
(+/-) Non-recurring items ¹	16,051	10,510	52.7%	35,818	6,946	415.7%
(+/-) Growth adjustment ²	-	-	n.a.	-	9,623	n.a.
Adjusted net profit (loss)³	-24,355	-7,579	221.3%	-46,155	17,770	n.a.
<i>Adjusted net margin³</i>	<i>-153.2%</i>	<i>-43.8%</i>	<i>n.a.</i>	<i>-56.0%</i>	<i>19.4%</i>	<i>n.a.</i>

1. Refers to non-recurring expenses related to M&As/lawsuits (legal advisory), impairment of goodwill and optimization of operating systems.

2. Refers to the exclusion of the effects of hires made in 2021 in order to accelerate product launches and help the integration of acquired companies.

3. Includes non-recurring and ex-growth item adjustments.

EBITDA AND EBITDA MARGIN

After adjustments for non-recurring items, the Company recorded negative **adjusted EBITDA** of **R\$ 9,2 million** at the end of 4Q22, with an **adjusted EBITDA margin** of -57.8%. In the year to date ended in December 2022, considering the same adjustment metrics, the Company reached a negative EBITDA of **R\$ 37,6 million**, with an EBITDA margin of -45.6%.

(R\$'000)	4Q22	3Q22	Chg %	2022	2021	Chg %
Net profit (loss)	-40,406	-18,089	123.4%	-81,973	1,201	n.a.
(+/-) Income tax/social contribution on net profit	-5,398	8,872	n.a.	12,398	18,413	-32.7%
(+/-) Finance income (costs)	-5,334	14	n.a.	-3,587	9,598	n.a.
(+/-) Depreciation/amortization	4,432	4,385	1.1%	17,334	8,537	103.0%
EBITDA	-25,242	-22,590	11.7%	-73,450	-18,273	302.0%
<i>EBITDA margin (%)</i>	<i>-158.8%</i>	<i>-130.5%</i>	<i>n.a.</i>	<i>-89.1%</i>	<i>-19.9%</i>	<i>n.a.</i>
(+/-) Non-recurring items ¹	16,051	10,510	52.7%	35,818	6,946	415.7%
(+/-) Growth adjustment ²	-	-	n.a.	-	9,623	n.a.
Adjusted EBITDA³	-9,191	-12,080	-23.9%	-37,632	-1,704	-95.5%
<i>Adjusted EBITDA margin (%)³</i>	<i>-57.8%</i>	<i>-69.8%</i>	<i>n.a.</i>	<i>-45.6%</i>	<i>-1.9%</i>	<i>n.a.</i>

1. Refers to non-recurring expenses related to M&As/lawsuits (legal advisory), impairment of goodwill and optimization of operating systems.

2. Refers to the exclusion of the effects of hires made in 2021 in order to accelerate product launches and help the integration of acquired companies.

3. Includes non-recurring and ex-growth item adjustments.

Events after the reporting period

END OF RAFAEL FERRI'S PARTICIPATION AT TC AND START OF NEGOTIATIONS FOR THE SALE OF HIS SHAREHOLDING POSITION

On February 9, 2023, TC informed the market, through a Material Fact, that the Company and Mr. Rafael Ferri terminated, by mutual agreement, the Service Provision Agreement ("Agreement") that they maintained in force.

With the termination of the Agreement, Rafael Ferri ceased to carry out any activity related to the Company, including as a contributor to the TC platform.

Furthermore, TC informed that negotiations are being initiated for the sale of shares issued by the Company held by Startups BR, a company controlled by Rafael Ferri, with strategic and/or financial investors. The operation is expected to be carried out through a private sale, outside the stock exchange environment.

ELECTION OF VICE PRESIDENT

On February 13, 2023, the Board of Directors approved the election of Mr. Pedro Henrique Feres ("Feres" or "PH") to the position of Executive Vice President ("Vice-President") of the Company.

With extensive experience in the financial market and with brokerage firms, Feres has worked for companies such as Santander, Link Investimentos (currently Banco UBS), Itaú BBA, and served as Managing Director at Terra Investimentos between 2015 and 2022, when he joined the Company as Executive Director to operate the TC brokerage firm.

The position was created at the Special Shareholders' Meeting held on December 23, 2022, aiming to improve the governance structure and management of the Company's businesses and activities, in addition to contributing to greater efficiency in decision-making. Moreover, as Vice President, PH will act - together with the CEO, Pedro Albuquerque Filho and other executives - in the mission of expanding and accelerating the transactional segment of TC.

UPDATES ON THE CRIMINAL VIDEO RELEASED AGAINST THE COMPANY

- On January 31, 2023, the conclusion of expert examinations ("Expert Examinations") issued by a Federal Criminal Expert linked to the Technical-Scientific Sector - Forensic Center ("SETEC"), the most important forensics body of the Brazilian Federal Police, that aim to identify the person involved in the criminal video released against TC, was disclosed to the media.

Such Expert Examinations - which compare the image and voice of the clownness in the anonymous video with those of a close friend of CEO of Empiricus, a BTG Pactual bank company, in a video of a personal



event available on YouTube – presented the “3+ level” result, one of the highest on the scale used, “strongly corroborating the hypothesis that she is the same person” in both cases, that is, both in the visual and voice comparison.

- On February 1, 2023, the Company held a press conference with the participation of Tomás Barros, the Company’s Legal Head, Roberto Podval, Criminal Lawyer, and Luciano Godoy, Civil Lawyer. In general terms, the event provided a brief update on the most recent events related to the case of the video used to manipulate the market and attack TC’s reputation.

The full video of the press conference can be accessed on TC’s YouTube channel (@tcinwestimentos) via the link <https://youtu.be/xq1urz9Plv8>, and on the TC platform itself, in the “Videos” function, whose apps are available on the App Store (iOS) and Play Store (Android).

- As of February 10, 2023, a Prosopography Report (“Report”) issued by an area subordinated to the Administrative Police Board of the Brazilian Federal Police was disclosed, with the analysis of the comparison of images only, without the voice analysis. This report was produced by fingerprint specialists, professionals mainly responsible for identification of fingerprints and sketches. This second report, made in just seven working days and requested after the positive conclusion of the official report made by the competent sector, indicated a different result, negative.

The technical and legal considerations regarding the Report are being duly addressed by the Company in the investigation records, and it remains confident in the work of the competent authorities so that those responsible are duly identified and held accountable.

CONVERSION OF THE INVESTMENT INSTRUMENT IN 2TM

In a Material Fact disclosed as of October 6, 2021, the Company disclosed the execution of the Investment Agreement through the acquisition of Convertible Notes issued by 2TM Holding Company Ltd. (“2TM”), in the total amount of US\$ 15 million. These Convertible Notes could be converted into shares issued by 2TM if certain liquidity events provided for in their indenture are verified, following usual market practices.

In view of the above, the Company informs that the Convertible Notes were fully converted, totaling 135,738 shares and accounting for a 1% interest in 2TM.

JUDGMENT OF THEMES 881 AND 885 BY THE SUPREME COURT

On February 08, 2023, the Federal Supreme Court unanimously decided that a final decision favorable to companies on taxes paid on a continuous basis will lose its effect if later judged contrary by the Federal Supreme Court.

The Company evaluated the matter judged in this decision, which covers Social Contribution on Net Profit and informs that it regularly pays the contribution. The Company also assessed other taxes that fit into the definition contained in the decision handed down and there are no cases with final and



unappealable decision in favor of the Company and that have an unfavorable decision in the Federal Supreme Court, therefore, no impact was observed in this individual and consolidated financial statement of the Company.

Additional information

RELATIONSHIP WITH AUDITORS

The Company's policy for engaging services not related to external audit with independent auditors is based on the principles that preserve its independence. These principles comprise internationally accepted standards, in which: (a) the auditor should not audit its own work; (b) the auditor must not exercise a management role in its customer; and (c) the auditor must not generate conflicts of interest with its customer.

During the period ended December 31, 2022, Grant Thornton Auditores Independientes was engaged to provide only services related to external audit.

Attachments

STATEMENT OF FINANCIAL POSITION (CONSOLIDATED)

(R\$'000)	2022	2021
ASSETS	583,780	646,582
Current assets	209,612	346,813
Cash and cash equivalents	147,613	318,433
Pledged short-term investment	37,945	-
Trade receivables	9,340	15,034
Advances	2,201	1,520
Recoverable taxes	6,081	6,183
Other receivables	6,432	5,643
Non-current assets	374,168	299,769
Other receivables	8,959	2,816
Deferred tax assets	35,302	20,241
Financial assets	80,300	87,459
Related parties	4,233	-
Investments	46,943	23,128
Property and equipment	16,527	23,338
Intangible assets	181,904	142,787
LIABILITIES AND SHAREHOLDERS' EQUITY	583,780	646,582
Current liabilities	49,558	28,914
Payroll and related taxes	4,548	6,041
Taxes payable	1,231	1,450
Contract liabilities	2,796	4,269
Leases	3,489	3,662
Other payables	14,234	13,435
Derivatives - Liabilities	22,549	-
Dividends payable	711	57
Non-current liabilities	731	4,457
Leases	506	4,363
Provision for contingencies	225	94
Shareholders' equity	532,365	613,211
Share capital	581,164	581,164
Capital reserve	25,975	36,640
Treasury shares	-1,223	-13,301
Earnings reserve	-	8,708
Retained earnings (losses)	-73,551	-
Non-controlling interests	1,127	-
Total shareholders' equity	533,491	613,211

STATEMENT OF PROFIT OR LOSS (CONSOLIDATED)

R\$ thousand – accumulated amounts)	2022	2021
Net revenue	82,437	91,603
Cost of services rendered (CSR)	-43,444	-35,618
Gross profit	38,993	55,985
Other operating income (expenses)	-129,777	-82,795
Sales / marketing expenses	-26,701	-18,425
General and administrative	-96,406	-66,431
Other operating income (expenses), net	-6,132	2,058
Share of profit (loss) of investees	-538	3
Operating profit (loss) before finance income (costs)	-90,784	-26,810
Finance income	87,805	12,277
Finance costs	-91,392	-2,679
Finance income (costs), net	-3,587	9,598
Profit (loss) before income tax and social contribution	-94,371	-17,212
Current income tax and social contribution	-2,663	-1,828
Deferred income tax and social contribution	15,061	20,241
Net profit (loss)	-81,973	1,201

STATEMENT OF CASH FLOWS (CONSOLIDATED)

(R\$ thousand – accumulated amounts)

	2022	2021
Operating activities		
Profit (loss) for the period	-81,973	1,201
Adjustments by:	-43,165	-7,664
Depreciation and amortization	17,334	8,537
Net write-off and adjustments of property and equipment and intangible assets	1,062	-
Write-off due to impairment	2,740	-
Net write-off of financial lease	79	-
Options granted recognized	576	1,957
Exchange-rate changes	8,159	-
Provision for contingencies	131	94
Share of profit (loss) of investees	538	-3
Deferred tax	-15,061	-20,241
Income (loss) with derivatives	22,549	-
Interest expenses	701	791
Decrease (increase) in assets		
Trade receivables	5,694	-8,110
Advances	-641	-1,396
Recoverable taxes	105	-6,096
Dividends received from investees	1,603	-
Other receivables	-7,736	-6,882
(Decrease) increase in liabilities		
Payroll and related taxes	-1,507	3,935
Taxes payable	-306	-1,605
Contract liabilities	-1,473	2,294
Other payables	-9,710	4,743
Net cash provided (consumed) in operating activities	-57,136	-20,781
Cash flow from investing activities		
Investment acquisition	-26,184	-113,847
Other assets	-	-87,459
Pledged short-term investment	-37,945	-
Business combination	-8,258	-
Acquisition of property and equipment	-1,165	-14,428
Acquisition of intangible assets	-31,855	-14,338
Net effect of the merger	-	2,892
Net cash generated (consumed) in investing activities	-105,407	-227,180
Cash flow from financing activities		
Lease payment	-4,698	-2,768
Related parties - assets	-4,233	-
Acquisition of treasury shares	-	-13,182
Dividends paid	654	-
Paid-up capital	-	576,164
Net cash generated (consumed) in financing activities	-8,277	560,214
Net increase (decrease) in cash and cash equivalents	-170,820	312,253
Cash and cash equivalents		
At the beginning of year	318,433	6,180
At the end of year	147,613	318,433
Net increase (decrease) in cash and cash equivalents	-170,820	312,253

Glossary

AMORTIZATION: It is the installment payment of a debt during a pre-established period. In other words, the payment of a loan, financing or something similar, by means of installments.

ASSETS: Goods, values or credits that form the assets of an individual or company.

AUM (ASSET UNDER MANAGEMENT): These refer to the total value of assets that an investment management company holds.

B2B (BUSINESS TO BUSINESS): “Business to business” model where the end customer is another business or organization.

B2C (BUSINESS TO CONSUMER): “Business to consumer” model where the final customer is an individual.

BR GAAP: Refers to the set of accounting standards in force in Brazil.

CASH AND CASH EQUIVALENTS: Cash is the amount of cash and bank deposits available to a company. Cash Equivalents are all short-term, highly liquid investments that are subject to an insignificant risk of change in value.

COHORT: Cohort is a concept intended to classify a group of users with similar behaviors.

COST OF SERVICES SOLD (CSV): Represents the costs incurred on the sale of a product or service provided by a company.

DEPRECIATION: Depreciation indicates how much of an asset's value has been used. It is used in accounting to try to match the cost of an asset to the income the asset helps the company earn.

DCM (DEBT CAPITAL MARKET): Financing for companies from the issuance of debt securities.

DOWNGRADE: Request by the end user of the service to switch from the current plan to another with a lower cost than that initially contracted.

EBITDA/ADJUSTED EBITDA: Financial indicator that informs the profit of a company before discounting what said company spent on interest and taxes, as well as what it lost in depreciation and amortization. When it is disclosed as “adjusted”, it means that the calculation was made in a customized way by a company, using its own rules.

EBITDA MARGIN: Difference between the EBITDA value by the revenue value, representing the portion of revenue that generated cash for the Company.

FINANCE INCOME (COSTS): Difference between total finance income (income not related to the company's activities, such as interest and discounts) and finance costs (expenses not related to the company's activities, such as loans, tax on financial operations and bank fees).

GOODWILL: Is the additional value between the amount paid for the purchase of a company and what the acquired company is actually worth.

GROSS PROFIT: Gross operating profit or sales profit is the difference between a company's revenue and its variable costs (raw materials, production costs, commissions and other productive inputs).

GROSS MARGIN: Result of dividing Gross Profit by Net Revenue. It presents the company's profitability, according to a percentage of profit that the company earns on its sales.

GROSS REVENUE: Represents the amount of revenue arising from a transaction between an entity and a buyer that must be measured at fair value. It can arise from both the sale of goods and the provision of services.

HEADCOUNT: The number of employees in a company.



IMPAIRMENT: Means "deterioration" and is the analysis, by the Company, about the devaluation of its assets.

INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS): International Financial Reporting Standards. It is the set of international accounting standards issued and reviewed by the International Accounting Standards Board (IASB).

INCOME TAX (IR): Federal income tax.

LIABILITIES: It is the balance of everything that is owed by an individual or a company.

MIDDLE MARKET: Market segment of companies classified as medium-sized.

M&A (MERGERS AND ACQUISITIONS): Merger is an operation by which two or more companies join together to form a new company. Acquisition is the purchase of one company by another.

NET PROFIT: Actual earning of a company, calculated by the difference between total revenue, total costs and expenses, finance income and costs, and taxes.

NET MARGIN: Result of dividing Net Profit by Net Revenue, which indicates the percentage of profit in relation to total revenues for the period.

NET REVENUE: Represents the result of sales and services rendered after deducting costs, discounts, rebates, returns and taxes levied on sales/services.

OPERATING EXPENSES: Selling, General and Administrative Expenses, or SG&A. Include all costs that are not directly related to production (employee salaries and marketing expenses, for example).

SHAREHOLDERS' EQUITY: Shareholders' equity represents the residual value of a company's assets after deducting all its liabilities.

STATEMENT OF FINANCIAL POSITION: It is a financial statement that presents a "picture" of the company's financial position.

SAAS (SOFTWARE AS A SERVICE): SaaS, or Software as a Service, is a way of making software and technology solutions available over the Internet as a service.

SOCIAL CONTRIBUTION (CSLL): Complement of Income Tax taxation.

UPGRADE: The term upgrade refers to a customer's request to switch from a service plan to a plan superior to the one initially contracted.

Independent auditor's report on the individual and consolidated financial statements

**Grant Thornton Auditores
Independentes Ltda.**

Av. Eng. Luís Carlos Berrini, 105 -
12º andar Itaim Bibi, São Paulo (SP)
Brazil

T. +55 (11) 3886-5100

To the Management and Shareholders of
TC S.A.
São Paulo – SP

Opinion

We have audited the accompanying individual and consolidated financial statements of TC S.A. ("Company"), identified as Parent and Consolidated, respectively, which comprise the statement of financial position as of December 31, 2022, and the statement of profit or loss, statement of comprehensive income, statement of changes in shareholders' equity, and statement of cash flows for the year then ended, as well as the corresponding notes, including the summary of significant accounting policies.

In our opinion, the aforementioned financial statements present fairly, in all material respects, the individual and consolidated financial position of TC S.A. as of December 31, 2022, the individual and consolidated performance of its operations and its cash flows for the year then ended, in accordance with the accounting practices adopted in Brazil and with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB).

Basis for opinion

We conducted our audit in accordance with Brazilian and International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the "Auditor's responsibilities for the audit of the individual and consolidated financial statements" section of our report. We are independent in relation to the Company, according to the relevant ethical principles established in the Accountants' Professional Code of Ethics and the professional standards issued by the Federal Accounting Council, and we comply with the other ethical responsibilities according to these standards. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those who, in our professional judgment, were the most significant in our audit of current year. These matters were addressed in the context of our audit of the individual and consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Revenue recognition (Note 6, item “e” and Note 23)

Reason why the matter was considered a key audit matter

Due to the industry in which it operates, the Company has a significant amount of revenue from services with subscriptions, courses and training conducted through its digital platform. Such revenues are recognized when the respective performance obligations are met and involve relevant, pulverized and decentralized amounts, which are mostly settled through installment payment operations via credit cards by users. Considering the volume transacted in installment sales and the determination of controls to identify and measure sales to be billed over time (when the Company fulfills its performance obligations), we consider again the recognition of service fee revenue with subscriptions, courses and training as one of the key audit matters in the current year.

How the matter was addressed in the audit of the individual and consolidated financial statements

Our audit procedures included, without limitation:

- Understanding the process and identifying internal controls related to the recognition of revenues with subscriptions and training, through the design of relevant internal controls related to the revenue measurement process, as well as analysis of the assumptions used by the Company’s management for revenue recognition, observing whether the policies for revenue recognition were in accordance with accounting practices adopted in Brazil and with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB);
- Conducting substantive procedures (tests of details) for sales of signatures, courses and training through statistically selected samples, with the purpose of analyzing and validating sales recognition and measurement according to the plan contracted by each user; and
- Evaluating the disclosures made by management in the individual and consolidated financial statements.

Based on the procedures performed, we consider that the assumptions, criteria and methodologies used by the Company to measure, record and disclose service revenues with subscriptions, courses and training are reasonable, and the information presented in the individual and consolidated financial statements is consistent with the information analyzed in our audit procedures in the context of those individual and consolidated financial statements taken as a whole.

2. Business combination and investments in subsidiaries (Note 6, item “b” and Note 11)

Reason why the matter was considered a key audit matter

During the year ended December 31, 2022, the Company acquired TC Sfoggia Tax Tech Consultoria Ltda. and Pandhora Investimento Ltda., as well as an equity interest in the affiliates Arko Advice and Arko Digital.

The acquisitions were accounted for as a business combination and investments in associated companies by the Company and represented significant amounts in the individual and consolidated financial statements, as disclosed in Notes 6, item “b” and Note 11.

This matter was considered again material for our audit due to the judgments involved in measuring the fair value of the assets acquired and liabilities assumed, as well as the consequent allocation of the acquisition price and determination of goodwill, in addition to the magnitude of the amounts involved.

How the matter was addressed in the audit of the individual and consolidated financial statements

Our audit procedures included, without limitation:

- The involvement of our internal corporate finance experts to evaluate the assumptions used and inquiries regarding projections of future cash flows;
- We analyzed the methodology and reasonableness of the main assumptions used by management, such as fees, terms, among other information; and
- Evaluate the disclosures made by management in the individual and consolidated financial statements.

Based on the audit procedures performed, we consider the methodologies and assumptions used by the Company to record the aforementioned business combinations as reasonable. Moreover, the information is consistent with the data analyzed in our audit procedures in the context of the individual and consolidated financial statements taken as a whole.

Other matters

Statements of value added

We have also examined the individual and consolidated statements of added value (SVA) for the year ended

December 31, 2022, prepared under responsibility of Company's management and presented as supplementary information for IFRS purposes, subject to audit procedures carried out with the audit of Company's financial statements.

To form our opinion, we evaluated whether the accompanying statements are reconciled with the financial statements and accounting records, as applicable, and whether their form and content are according to the criteria established in the NBC TG 09 – Statement of Value Added.

In our opinion, these statements of value added were prepared, in all material respects, in accordance with the criteria defined in this Standard and are consistent with the individual and consolidated financial statements taken as a whole.

Other information accompanying the individual and consolidated financial statements and the auditor's report

The Company's management is responsible for such other information that comprises the Management Report.

Our opinion on the individual and consolidated financial statements do not include the Management Report and we do not express any audit conclusion on such report.

In connection with the audit of individual and consolidated financial statements, our responsibility is to read the Management Report and, in doing so, consider whether this report is, in a material manner, inconsistent with the financial statements or with our knowledge gained in the audit, or otherwise appears to be materially distorted. If, based on the work performed, we conclude that there is material misstatement in the Management Report, we are required to report this fact. We have nothing to report on this matter.

Responsibility of management and those charged with governance for the individual and consolidated financial statements

Management is responsible for the preparation and adequate presentation of the individual and consolidated financial statements in accordance with the accounting practices adopted in Brazil and International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB), and the internal controls it deemed necessary to enable the preparation of these financial statements free from material misstatement, whether due to fraud or error.

In the preparation of individual and consolidated financial statements, Management is responsible for assessing the ability of the Company to continue as a going concern, disclosing, where applicable, the matters relating to its going concern and the use of this basis of accounting in preparing the financial statements, unless management intends to wind-up the Company or cease its operations, or has no realistic alternative to avoid the closure of operations.

Those charged with governance of the Company and its subsidiaries are responsible for overseeing the accounting reporting process of the Company and its subsidiaries.

Auditor's responsibility for the audit of the individual and consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the individual and consolidated financial statements taken 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 Brazilian and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of the audit performed according to the Brazilian and international auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. In addition, we:

- Identify and assess the risks of material misstatement of the individual and consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting material misstatement resulting from fraud is higher than that arising from error, once the fraud may involve the act of dodging the internal controls, collusion, falsification, omission or false intentional representations.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal controls of the Company and its subsidiaries.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management;
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the individual and consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the general presentation, structure and content of the financial statements, including disclosures and if the individual and consolidated financial statements represent the corresponding transactions and events in compliance with the purpose of fair presentation;
- Obtain appropriate and sufficient audit evidence regarding the financial information of the entities or business activities of the group to express an opinion on the individual and consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit and, consequently, for the audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements, including applicable requirements regarding independence, and communicate to them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.

Of the matters that were communicated to those charged with governance, we determined those that were considered as the most material significant in the audit of financial statements for current year and that, accordingly, comprise the key audit matters.

We describe these matters in our audit report, unless a law or regulation has prohibited the public disclosure of the issue, or when, under extremely rare circumstances, we determine that the issue shall not be reported in our report, because the adverse consequences from such report may, from a reasonable perspective, exceed the benefits from the report for public interest.

São Paulo, March 14, 2023

Grant Thornton Auditores Independentes Ltda.
CRC 2SP-025.583/O-1

Régis Eduardo Baptista dos Santos
Accountant CRC 1SP-255.954/O-0

TC S/A

Statements of financial position as of December 31, 2022 and 2021

(In thousands of reais)

ASSETS

		Parent		Consolidated	
	Note	12/31/2022	12/31/2021	12/31/2022	12/31/2021
Current assets					
Cash and cash equivalents	7	143.545	313.421	147.613	318.433
Pledged short-term investment	7	37.945	-	37.945	-
Trade receivables	8	6.618	14.348	9.340	15.034
Advances	-	562	1.524	2.202	1.520
Recoverable taxes	-	5.979	6.180	6.081	6.183
Other receivables	9	5.753	4.144	6.432	5.643
Total current assets		200.402	339.617	209.613	346.813
Noncurrent assets					
Other receivables	9	8.959	1.653	8.959	2.816
Deferred tax assets	15	35.302	20.241	35.302	20.241
Related parties	21	4.534	-	4.233	-
Financial assets	10	80.300	87.459	80.300	87.459
Investments	11	120.253	80.734	46.943	23.128
Property and equipment	12	16.065	23.045	16.527	23.338
Intangible assets	13	113.661	90.760	181.904	142.787
Total noncurrent assets		379.074	303.892	374.168	299.769
Total assets		579.476	643.509	583.781	646.582

The accompanying notes are an integral part of the individual and consolidated financial statements.

TC S/A

Statements of financial position as of December 31, 2022 and 2021

(In thousands of reais)

LIABILITIES AND SHAREHOLDERS' EQUITY

	Note	Parent		Consolidated	
		12/31/2022	12/31/2021	12/31/2022	12/31/2021
Current liabilities					
Payroll and social charges	14	3.347	3.912	4.548	6.041
Taxes payable	15	281	676	1.231	1.450
Contract liabilities	17	2.796	4.269	2.796	4.269
Leases	18	3.489	3.662	3.489	3.662
Other payables	19	13.918	13.265	14.234	13.435
Derivative financial instruments	27	22.549	-	22.549	-
Dividends payable	19	-	57	711	57
Total current liabilities		<u>46.380</u>	<u>25.841</u>	<u>49.558</u>	<u>28.914</u>
Noncurrent liabilities					
Leases	18	506	4.363	506	4.363
Provision for contingencies	20	225	94	225	94
Total noncurrent liabilities		<u>731</u>	<u>4.457</u>	<u>731</u>	<u>4.457</u>
Shareholders' equity	22				
Share capital		581.164	581.164	581.164	581.164
Capital reserve		25.975	36.640	25.975	36.640
Treasury shares		(1.223)	(13.301)	(1.223)	(13.301)
Earnings reserve		-	8.708	-	8.708
Accumulated losses		(73.551)	-	(73.551)	-
Total shareholders' equity		<u>532.365</u>	<u>613.211</u>	<u>532.365</u>	<u>613.211</u>
Non-controlling interest		-	-	1.127	-
Total shareholders' equity		<u>532.365</u>	<u>613.211</u>	<u>533.492</u>	<u>613.211</u>
Total liabilities and shareholders' equity		<u><u>579.476</u></u>	<u><u>643.509</u></u>	<u><u>583.781</u></u>	<u><u>646.582</u></u>

The accompanying notes are an integral part of the individual and consolidated financial statements.

TC S/A

Statements of profit or loss for the years ended December 31, 2022 and 2021

(In thousands of reais)

	Note	Parent		Consolidated	
		12/31/2022	12/31/2021	12/31/2022	12/31/2021
Net revenue	23	55.739	75.936	82.437	91.603
Cost of services rendered	24	(34.610)	(30.680)	(43.444)	(35.618)
Gross profit		21.129	45.256	38.993	55.985
Operating revenues (expenses)					
Sales / marketing expenses	24	(21.981)	(17.601)	(26.701)	(18.425)
General and administrative expenses	24	(82.907)	(56.695)	(96.406)	(66.431)
Other operating income (expenses), net	24	(5.443)	2.081	(6.132)	2.058
Share of profit (loss) of investees	11	(4.417)	(1.722)	(538)	3
		(114.748)	(73.937)	(129.777)	(82.795)
Operating profit (loss) before finance income (costs)		(93.619)	(28.681)	(90.784)	(26.810)
Finance income	25	87.564	12.275	87.805	12.277
Finance cost	25	(91.265)	(2.634)	(91.392)	(2.679)
Finance income (costs), net		(3.701)	9.641	(3.587)	9.598
Loss before income tax and social contribution		(97.320)	(19.040)	(94.371)	(17.212)
Current income tax and social contribution	16	-	-	(2.663)	(1.828)
Deferred income tax and social contribution	16	15.061	20.241	15.061	20.241
(Loss) profit for the year		(82.259)	1.201	(81.973)	1.201
Controlling shareholders' interest		-	-	(82.259)	-
Non-controlling interest		-	-	286	-
Basic (losses) earnings per share	26	(0,292461)	0,004938	(0,291444)	0,004938
Diluted (losses) earnings per share	26	(0,292461)	0,004815	(0,291444)	0,004815

notes are an integral part of the individual and consolidated financial statements.

The accompanying

TC S/A

Statements of comprehensive income for the years ended December 31, 2022 and 2021

(In thousands of reais)

	Parent		Consolidated	
	12/31/2022	12/31/2021	12/31/2022	12/31/2021
(Loss) profit for the year	(82.259)	1.201	(81.973)	1.201
Other comprehensive income	-	-	-	-
Comprehensive income for the year	<u>(82.259)</u>	<u>1.201</u>	<u>(81.973)</u>	<u>1.201</u>
Controlling interest	-	-	(82.259)	1.201
Non-controlling interest	-	-	286	-

as are an integral part of the individual and consolidated financial statements.

TC S/A

Statements of changes in shareholders' equity for the years ended December 31, 2022 and December 31, 2021 - Parent and Consolidated

(In thousands of reais)

Earnings reserve										
	Note	Share capital	Capital reserve	Treasury shares	Legal reserve	Earnings retention reserve	Accumulated (losses)	Shareholders' equity – controlling shareholders	Non-controlling interest	Total shareholders' equity
Balance at December 31, 2020		5.000	-	-	-	7.564	-	12.564	-	12.564
Capital increase	22 (a)	576.164	34.564	-	-	-	-	610.728	-	610.728
Treasury shares sold	22 (c)	-	119	-	-	-	-	119	-	119
Treasury shares purchased	22 (c)	-		(13.301)		-	-	(13.301)	-	(13.301)
Recognized option granted	22 (b)	-	1.957	-	-	-	-	1.957	-	1.957
Formation of legal reserve	22 (e)	-	-	-	60	-	(60)	-	-	-
Dividends payable	22 (e)	-	-	-	-	-	(57)	(57)	-	(57)
Earnings reserve						1.084	(1.084)	-	-	-
Profit for the year		-		-	-		1.201	1.201	-	1.201
Balance at December 30, 2021		581.164	36.640	(13.301)	60	8.648	-	613.211	-	613.211
Cancellation of shares	22.(b) (c)	-	(10.117)	10.117						
Treasury shares purchased		-	-	31	-	-	-	31	-	31
Acquisition of subsidiary - Pandhora	22.c	-	(802)	1.930	-	-	-	1.128	-	1.128
Loss for the year		-	-	-	-	-	(82.259)	(82.259)	287	(81.972)
Absorption of loss		-	-	-	(60)	(8.648)	8.708	-	-	-
Restricted shares granted	22 (f)	-	254	-	-	-	-	254	-	254
Surplus - subsidiaries		-	-	-	-	-	-	-	840	840
Balance at December 31, 2022		581.164	25.975	(1.223)	-	-	(73.551)	532.365	1.127	533.492

The accompanying notes are an integral part of the individual and consolidated financial statements

TC S/A

Statements of cash flows for the years ended December 31, 2022 and 2021 - Parent and Consolidated

(In thousands of reais)

	Parent		Consolidated	
	12/31/2022	12/31/2021	12/31/2022	12/31/2021
Operating activities				
Net profit (loss) for the year	(82.259)	1.201	(81.973)	1.201
Adjustments due to:				
Depreciation and amortization	16.081	4.798	17.334	8.537
Net write-off and adjustments of property and equipment and intangible asset	1.062	-	1.062	-
Write-off due to impairment	2.740	-	2.740	-
Net write-off of financial lease	79	-	79	-
Recognized option granted	576	1.957	576	1.957
Exchange rate changes	8.159	-	8.159	-
Provision for contingencies	131	94	131	94
Provision for chargeback	0		0	
Share of profit (loss) of investees	4.417	1.722	538	(3)
Deferred taxes	(15.061)	(20.241)	(15.061)	(20.241)
Income (loss) with derivatives	22.549	-	22.549	-
Interest expense	701	791	701	791
Capital transaction with partners	0	0	0	0
	(40.825)	(9.678)	(43.165)	(7.664)
Decrease (increase) in assets				
Trade receivables	7.730	(8.469)	5.694	(8.110)
Advances	989	(1.401)	(641)	(1.396)
Recoverable taxes	201	(6.132)	105	(6.096)
Dividends received from investees			1.603	
Other receivables	(11.435)	(4.466)	(7.736)	(6.882)
(Decrease) increase in liabilities				
Payroll and social charges	(565)	3.582	(1.507)	3.935
Taxes payable	(395)	(1.695)	(306)	(1.605)
Contract liabilities	(1.473)	2.294	(1.473)	2.294
Other payables	437	4.668	(9.710)	4.743
Net cash used in operating activities	(45.336)	(21.297)	(57.136)	(20.781)
Cash flow from investing activities				
Acquisition of investment	(53.453)	(119.310)	(26.184)	(113.847)
Dividends received from subsidiaries	6.803	2.000	-	-
Other assets	-	(87.459)	-	(87.459)
Pledged short-term investment	(37.945)	-	(37.945)	-
Business combination	-	-	(8.258)	-
Purchases of property and equipment	(1.148)	(14.087)	(1.165)	(14.428)
Purchase of intangible assets	(29.508)	(14.047)	(31.855)	(14.338)
Net effect of the merger	-	1.076	-	2.892
Net cash consumed in investing activities	(115.251)	(231.827)	(105.407)	(227.180)
Cash flow from financing activities				
Lease payments	(4.698)	(2.768)	(4.698)	(2.768)
Related parties - Assets	(4.534)	170	(4.233)	-
Acquisition of treasury shares	-	(13.182)	-	(13.182)
Dividends paid	(57)	-	654	-
Capital payment	-	576.164	-	576.164
Net cash provided (consumed) in financing activities	(9.289)	560.384	(8.277)	560.214
Net (decrease) increase in cash and cash equivalents	(169.876)	307.260	(170.820)	312.253
Cash and cash equivalents				
At the beginning of year	313.421	6.161	318.433	6.180
At the end of year	143.545	313.421	147.613	318.433
Net (decrease) increase in cash and cash equivalents	(169.876)	307.260	(170.820)	312.253

ng notes are an integral part of the individual and consolidated financial statements.



Notes to the individual and consolidated financial statements for the year ended December 31, 2022

(In thousands of reais (R\$), unless otherwise indicated)

1. General information

TC S/A (“TC” or “Company”), former TC Traders Club S/A, was incorporated on September 15, 2016, headquartered at Rua Leopoldo Couto de Magalhães Junior, 748 – 7º andar, São Paulo - SP. The financial statements of the Company include the Company and its subsidiaries (jointly referred as “Group”). The Group is mainly engaged in the following activities: i) professional and management training and development focused on the financial and business areas; ii) operation of internet pages and portals that periodically update their content, generating and maintaining information on the financial and corporate market and the Brazilian political system; iii) portals, content providers and other information services on the internet; iv) activities for the organization and promotion of trade fairs, congresses, conventions, conferences and commercial and/or professional exhibitions, whether through the internet or physically; v) development of custom computer programs; vi) development and licensing of customizable and non-customizable computer programs; vii) information technology advisory; and viii) technical support, maintenance and other information technology services.

TC is an investors' community and its platform offers market intelligence generated both by networking among thousands of these investors, who share their investment ideas and exchange experiences (crowd-sourced content), and by providing financial market-related information of Brazil and the world.

The Group also provides data analysis related to the macro scenario and companies listed on the stock exchange that help in better decision making. The third arm of the platform is the financial education, with the offer of several courses (some of them for free) for those who invest or want to start investing.

The revenue of the Company and its subsidiaries are obtained from the sale of subscription plans, services and courses.

On July 27, 2021, the Company became a publicly-held corporation with shares listed on the Novo Mercado (New Market) of B3 S.A. - Brasil, Bolsa, Balcão (“B3”) under the ticker “TRAD3”.

On December 23, 2022, the Company changed its corporate name from “TC Traders Club S.A.” to “TC S.A.”



Operating, financial and administrative management

For the year ended December 31, 2022, the Group incurred a loss of R\$ 81,973 (net income of R\$ 1,201 in the year 2021) and presented a negative operating cash flow of R\$ 57,136 (negative by R\$ 20,781 in the year 2021).

Management constantly assesses the operating indicators, the results achieved and the financial position of the Group based on the current strategic guidelines. The strategic guidelines consider the following: (i) expansion of services provided to platform users (ii) efficiency in services provided to the community, strengthening trust in the platform and user satisfaction, (iii) financial efficiency, to accelerate profitability through the effectiveness of investments in acquisition, cost and expense control, as well as the creation of new sources of income, (iv) operating excellence, with organizational maturity, through processes that guarantee execution excellence, mitigating risks. Based on the pillars described above, the Group aims to be the largest and best Brazilian investor community. Since its IPO, the Company has been investing to expand its offering of products and technologies, focusing on B2B operations and distribution of financial products. The Company expects that these new sources of monetization will contribute to the growth resumption.

The Group's management assessed the current position of assets and liabilities, as well as cash availability, and concluded that they are sufficient to guarantee its operations over the next 12 months and, consequently, management found no evidence related to the Group's inability to continue as a going concern and, therefore, these financial statements were prepared based on this assumption.

a) Subsidiaries

TC Mover & School Informação e Educação Ltda. ("TC Mover & School"): (former Tradersnews Informações e Educação Ltda.): TC Mover & School was incorporated in June 2018, with the purpose of providing professional and management training, development focused on the financial and business areas.

TC Matrix Ltda. ("TC Matrix"): TC Matrix was incorporated in September 2020, with the purpose of providing advisory services and analyses of securities.

TC Radio Ltda. ("TC Radio"): TC Radio was incorporated in December 2020 with the purpose of providing Web Radio services. The subsidiary's activities started in the 1st quarter of 2021.

CALC Sistemas de Gestão Ltda. ("Sencon"): As of April 1, 2021, through the first amendment to the Share Purchase and Sale Agreement and Other Covenants, the Company acquired all the shares of Sencon. The Company is mainly engaged in the calculation of withholding income tax (IRRF) on stock exchange operations. Sencon was merged on November 19, 2021.

TC Gestão Empresarial Ltda. ("TC Gestão"): TC Gestão was incorporated in June 2021, with the purpose of providing third-party asset management services.

Abalustre Tecnologia para Investidores Ltda. ("Abalustre"): Abalustre was acquired by the Company on September 9, 2021. It is engaged in offering platforms for the integration of data sources, allowing institutions to easily adopt or integrate with other organizations from investment ecosystems and exchanges.

TC Comércio Ltda. ("TC Comércio"): TC Comércio was incorporated in September 2021, being engaged in the retail trade of products related to the Company.

RI Prisma Ltd. (formerly RIWeb S.A.) ("RI Prisma"): On October 1, 2021, the Company acquired all the shares representing the RI Prisma's share capital, a company resulting from the partial spin-off of Grupo Comunique-se S.A. RI Prisma provides investor relations services for publicly-held companies and investment funds. On May 24, 2022, TC changed the company's name to **RI Prisma Ltda.**



Economatica Software de Apoio a Investidores Ltda. (“Economatica”): On October 1, 2021, TC announced the acquisition of all the shares of the Economatica’s share capital, which is engaged in providing data processing services related to software development aimed at the financial market for use by third parties.

SB Digital Serviços e Treinamentos Profissionais Ltda. (“TC Cripto”): TC Cripto was acquired by the Company on November 16, 2021. TC Cripto operates in the professional and management development training segment related to the cryptocurrency market.

TC Sfoggia Tax Tech Consultoria Ltda. (“TC Sfoggia”): (former Sfoggia Consultoria Ltda.): TC Sfoggia was acquired by the Company on February 26, 2022. TC Sfoggia operates in the segment of tax advisory services, focused on tax optimization and tax recovery based on a disruptive and innovative tool.

TC Advisory LTDA. (“TC Advisory”): On August 4, 2022, the Company incorporated TC Advisory Ltda, a wholly-owned subsidiary of TC S/A, which will provide advisory services in capital markets, including M&As and other fundraising operations.

TC Traders Club USA INC (“TC USA”): On June 30, 2022, the Company incorporated TC Trades Club USA INC, a wholly-owned subsidiary of TC S/A, which will operate with new businesses abroad. The company is currently in its pre-operational phase.

Pandhora Investimentos Ltda. (“Pandhora”): Pandhora was acquired by the Company on October 19, 2022, pursuant to the Material Fact disclosed on August 10, 2022

Founded in 2016, Pandhora is a manager of quantitative multi-strategy funds (“Quants”) that operates with an investment policy that combines various types of investments in liquid and global assets. Its main differential is the decision-making process of the investment portfolio, which is performed by algorithms and mathematical models that are constantly updated to improve the fund’s decision-making process. This is a diversification alternative for investors, since they present uncorrelated industry and market results, considerably reducing the risk of their customers’ portfolios. Pandhora is a quantitative multi-strategy fund manager with approximately R\$ 350 million of AuM (assets under management) and a current strategy with an allocation capacity of up to R\$ 10 billion.

The aforementioned subsidiaries, which were in operation or in the pre-operating phase until December 31, 2022, comprise the consolidated financial statements of the Group. The interest in each subsidiary is presented in the table below:

	12/31/2022	12/31/2021
TC Mover & School	99.99%	99.99%
TC Matrix	99.99%	99.99%
TC Radio	99.99%	99.99%
TC Gestão	99.99%	99.99%
Abalustre	100.00%	100.00%
TC Comércio	99.99%	99.99%
RI Prisma	100.00%	100.00%
Econômática	100.00%	100.00%
TC Cripto	100.00%	100.00%
TC Sfoggia	56.00%	-
TC Advisory	100%	-
TC USA	100%	-
Pandhora	100%	-

2. Basis for preparation and statement of conformity

The individual and consolidated financial statements were prepared in accordance with accounting practices adopted in Brazil (BR GAAP) and with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB), which include the provisions contained in



the Brazilian Corporate Law and accounting standards and procedures issued by the Brazilian Securities and Exchange Commission (CVM) and the Accounting Pronouncements Committee (CPC), which are in conformity with the international financial reporting standards issued by the IASB.

The issue of individual and consolidated financial statements was authorized by the Company's Management on March 14, 2023.

All relevant information of the financial statements, and only such information, is being highlighted and corresponds to the one used by Management when managing.

3. Functional and presentation currency

These individual and consolidated financial statements are presented in Reais (R\$), which is the Group's functional and reporting currency. All amounts have been rounded to the nearest thousand, unless otherwise indicated.

4. Use of estimates and judgments

During the preparation of these individual and consolidated financial statements, Management used judgments and estimates that affect the adoption of accounting policies of the Company and its subsidiaries, and the reported values of assets, liabilities, revenues and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are revised on an ongoing basis. Revisions of estimates are recognized prospectively.

Judgments

Information about judgment referring to the adoption of accounting policies which impact significantly the amounts recognized in the financial statements is described as follows:

- **Note 23** – Revenue recognition: whether revenue from subscription and training sales is recognized over time or at a specific point in time;
- **Note 13** – Recognition of intangible assets (CPC 4 (R1)): In view of the ongoing development and improvement of the software (platforms) used by the Group, only the expenses fully identified and controlled for the development and evolution of the platforms are recorded, as a result of their generation of future benefits;
- **Note 18** – Lease term: the Group determines the lease term as the non-cancellable contractual term, together with the periods included in any renewal option, to the extent that said renewal is assessed as reasonably certain and with periods covered by an option to terminate the agreement, to the extent that this is also assessed as reasonably certain;
- **Note 11** – Share of profit of investees: determining whether the Group has significant influence over an investee;
- **Note 6 (a) (ii)** – Consolidation: determination whether the Group actually controls an investee.

Uncertainties on assumptions and estimates

Information on uncertainties as to assumptions and estimates as of December 31, 2022 that poses a high risk of resulting in a material adjustment in carrying amounts of assets and liabilities in the next fiscal year is included in the following notes:

- **Note 16** – Recognition and measurement of deferred tax assets, mainly resulting from non-recurring tax losses, recoverable based on future taxable income projections estimated by Management;
- **Note 20** – Recognition and measurement of provisions and contingencies: key assumptions regarding the likelihood and magnitude of an outflow of funds;
- **Note 13** – Impairment test of intangible assets and goodwill: key assumptions regarding recoverable amounts, including the recoverability of development costs; and



- **Note 6 (b)** - Acquisition of subsidiary: fair value of consideration transferred (including contingent consideration) and the fair value of assets acquired and liabilities assumed, measured on an interim basis.

Fair value measurement

Several Group's accounting policies and disclosures requires the measurement of fair value for financial and non-financial assets and liabilities.

In measuring the fair value of an asset or liability, the Group uses observable market inputs as much as possible. Fair values are classified at different levels according to hierarchy based on inputs used in valuation techniques, as follows:

- **Level 1:** Prices quoted (not adjusted) in active markets for identical assets and liabilities;
- **Level 2:** Inputs, except for quoted prices, included in Level 1 which are observable for assets or liabilities, directly (prices) or indirectly (derived from prices);
- **Level 3:** Inputs for the asset or liability that are not based on observable market data (non-observable inputs).

The Group recognizes transfers between fair value hierarchic levels at the end of the reporting year of financial statements in which changes occurred.

5. Basis of measurement

The individual and consolidated financial statements were prepared based on the historical cost, except for the following material items, which are measured on each reporting date and recognized in the statements of financial position:

- Non-derivative financial instruments are stated at fair value through profit or loss are measured at fair value;
- Derivative financial instruments measured at fair value;
- Contingent payments assumed in a business combination measured at fair value;
- Cash-settled share-based payment liabilities measured at fair value.

6. Accounting policies

The Group applied the accounting policies described below consistently to all the years presented in these individual and consolidated financial statements, unless otherwise indicated.

a) Basis of consolidation

i) Business combination

Business combinations are recorded under the acquisition method when the set of activities and assets acquired meets the definition of a business and control is transferred to the Group. When determining whether a set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at least, an input and a substantive process that together significantly contribute to the ability to generate output.



The Group has the option of applying a “concentration test” that allows a simplified assessment if a set of acquired activities and assets is not a business. The optional concentration test is met if substantially all the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

The consideration transferred is generally measured at fair value, as well as the identifiable net assets acquired. Any goodwill arising on the transaction is tested annually for impairment. Gains on a bargain purchase are recognized immediately in profit or loss. Transaction costs are recorded in profit or loss as incurred, except for costs related to the issuance of debt or equity instruments.

The consideration transferred does not include amounts referring to the payment of pre-existing relationships. Such amounts are generally recognized in profit or loss for the year.

Any contingent consideration payable is measured at its fair value on the acquisition date. If the contingent consideration is classified as an equity instrument, then it is not remeasured and the settlement is recorded in shareholders' equity. Other contingent considerations are remeasured at fair value on each reporting date and subsequent changes to fair value are recorded in profit or loss for the year.

ii) Subsidiaries

The Group controls an entity when it is exposed to, or has a right over the variable returns arising from its involvement with the entity and has the ability to affect those returns exerting its power over the entity. The financial statements of the subsidiaries are included in the consolidated financial statements as of the date the Group obtains the control, until the date such control ceases.

The individual financial statements of the Parent, financial information of subsidiaries is recognized under the equity method.

iii) Non-controlling interest

The Group chose to initially measure any non-controlling interests in the acquiree at their proportion in identifiable net assets of the acquiree on the acquisition date.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

iv) Loss of control

When the Entity loses its control over a subsidiary, the Group derecognizes assets and liabilities of any non-controlling interest and other components recorded in shareholders' equity regarding this subsidiary. Any gain or loss arising from the loss of control is recognized in profit or loss. If the Group retains any interest in the former subsidiary, such interest is measured at its fair value on the date on which control is lost.

v) Investments in entities accounted under the equity method

The Group's investments in entities accounted for using the equity method comprise its interests in associates.

Associates are those entities in which the Group, directly or indirectly, has significant influence, but has no control or joint control, over the financial and operating policies. To be classified as a jointly controlled entity, there must be a contractual arrangement that allows the Group to have shared control of the entity and gives the Group rights to the net assets of the jointly controlled entity, and not rights to its specific assets and liabilities.

Such investments are initially recognized at cost, which includes transaction costs. After initial recognition, financial statements include the Group's interest in investees' income or net loss for the year and other comprehensive income up to the date in which significant influence or joint control no longer exists. In the Parent Company's individual financial statements, investments in subsidiaries are also accounted for using this method.



vi) Transactions eliminated on consolidation

Intragroup balances and transactions, and any unrealized revenues or expenses arising from intragroup transactions are eliminated. Unrealized gains originating from transactions with investees recorded using the equity method, are eliminated against the investment in the proportion of the Group's interest in the investee. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

b) Corporate changes

Business combination – Acquisition of subsidiary

i) Acquisition of CALC Sistemas de Gestão Ltda

According to “First Amendment to the Share Purchase and Sale Agreement and Other Covenants”, signed on April 1, 2021, between TC S/A and the shareholders of CALC Sistemas de Gestão Ltda. (CALC) (Software – Sencon), in which the Company acquired all the shares of the share capital of CALC Sistemas de Gestão Ltda. (Software – Sencon), which became a wholly-owned subsidiary of the Company. This acquired company owns a software that automates the calculation of the income tax due on investments, especially variable income, through the upload by the investor of the brokerage notes, in addition to simulating, classifying its operations and calculating the historical return of the portfolios. In short, an essential tool for simplifying the investor's life.

a. Consideration transferred

The transaction was acquired for an estimated amount of R\$ 77,032, of which R\$ 42,000 was paid in cash, according to the payment form presented below, and R\$ 35,032 were settled by granting 8,333,320 common shares of the Company (acquirer) to the sellers of the acquired company, representing approximately 3.9% of its share capital.

Payment method of the cash portion:

- R\$ 2,000, carried out during the 1st quarter of 2021, as a down payment;
- R\$ 18,000 held during the 2nd quarter of 2021; and
- R\$ 22,000 duly adjusted in the contractual terms, will be paid in twelve monthly, equal and consecutive installments. The first installment was paid in the 2nd quarter of 2021 and the remaining amount is payable in subsequent periods.

The transaction provided for a price adjustment after acquisition that resulted in an increase in the amount due by R\$ 536, totaling a final transferred consideration of R\$ 77,568.

b. Acquisition costs

The transaction cost involving the acquisition of this subsidiary in 2021 was R\$ 176, recognized in the profit or loss as general and administrative expenses.



c. Identifiable assets acquired and liabilities assumed

We present below information on the acquired assets identified and the liabilities assumed at their fair value, the cost of acquisition of equity interest, as well as the goodwill, which impacted the financial statements of December 31, 2021, as follows:

	CALC
Current assets	3,143
Cash and cash equivalents	2,053
Trade receivables	1,003
Other receivables	87
Non-current assets	22,477
Right of use	48
Property and equipment	92
Intangible assets	22,337
Current liabilities	3,371
Taxes payable	534
Payroll and related taxes	99
Lease liabilities	41
Advances to customers	807
Profits to be distributed	1,890
Non-current liabilities	8
Lease liabilities	8
Net assets and liabilities	22,241
Amount paid in cash	42,536
Amount paid in shares	35,032
Total consideration transferred	77,568
Goodwill	55,327

The fair values were obtained through fair value measurement techniques prepared by an independent specialized company engaged by the Company to support the Management's conclusion, resulting in the adjustment of the fair value of software's intangible assets in the amount of R\$ 22,225. This intangible asset was used for valuation at fair value using the income approach (Relief from Royalties).

The Company estimates that the amounts referring to the capital gain will be deductible for income tax and social contribution purposes. The amount represents the expectation of future profitability, based on the benefits expected from the synergy of the operations of the Company and its subsidiaries.

Merger

On November 19, 2021, at the Extraordinary General Meeting, Management approved the merger of the subsidiary CALC Sistemas de Gestão Ltda. by the Company. The Merger did not result in an increase in the Company's share capital, which will remain unchanged, considering that its investment in Sencon was canceled and replaced by the assets and liabilities absorbed as a result of the merger.

After the merger, the goodwill and capital gains arising from the business combination in the acquisition of Sencon were allocated as assets of the parent. The goodwill corresponding to the merged entity is presented under the specific item "Goodwill" in the intangible assets group, in the parent and consolidated statement of financial position.



(ii) Acquisition of Abalustre – Tecnologia Para Investimentos Ltda.

Pursuant to the terms of the Stock Option Agreement and Other Covenants (“Agreement”), signed on August 26, 2021, between TC S/A and the shareholders of Abalustre – Tecnologia Para Investimentos Ltda., the Company obtained the right to acquire all the shares of the share capital of Abalustre. As of September 9, 2021, the Company exercised its stock option and actually acquired all the shares of the share capital of Abalustre, which became a wholly owned subsidiary of TC S/A on that date.

Abalustre is engaged in offering platforms for the integration of data sources, allowing institutions to easily adopt or integrate with other organizations from investment ecosystems and exchanges. The company also provides a fast, reliable and ready-to-use cloud-based application, allowing its customers to start working with the latest investment technology solutions.

The acquisition marks the debut of TC in the B2B segment, with an API-first concept, seeking to bring the latest in technology to institutional investors, banks, fintechs, educational institutions, investment advisors, among others.

a. Consideration transferred

The operation was acquired for the total amount of R\$ 2,064, paid in cash. Furthermore, the agreement provides for an additional payment to sellers if certain circumstances are met by sellers, as described below:

If the sellers remain as TC employees for the contractually agreed anniversary periods, they will be entitled to receive the total amount in cash equivalent to 475,320 Company’s shares multiplied by the average value of the closing quotations in the last 10 trading sessions prior to the date of each calculation, as described below:

Anniversary	Calculation date	Number of shares
1 st	09/09/2022	118,830
2 nd	09/09/2023	118,830
3 rd	09/08/2024	118,830
4 th	09/08/2025	118,830
Total		475,320

Considering the prices quoted on the acquisition date, the estimated additional payment, if all conditions are met, would be R\$ 4,636.

The Company did not consider the estimated amounts to be paid, as a result of additional payment, as part of the consideration transferred. Such amounts were treated as service compensation, post-business combination, as provided for in item B55 (a) of NBC TG 15 (R4) (CVM Resolution 655/2011) – Business Combination.

b. Acquisition cost

The transaction cost involving the acquisition of this subsidiary in 2021 was R\$ 50, recognized in the profit or loss as general and administrative expenses.



c. Identifiable assets acquired and liabilities assumed

We present below information on the acquired assets identified and the liabilities assumed at their fair value, the cost of acquisition of equity interest, as well as the goodwill, which impacted the financial statements of December 31, 2021, as follows:

ABALUSTRE

Assets	137
Cash and cash equivalents	137
Liabilities	110
Taxes payable	44
Other payables	66
Net assets and liabilities	27
Amount paid in cash	2,064
Total consideration transferred	2,064
Goodwill	2,037

The fair values were obtained through fair value measurement techniques prepared by an independent specialized company engaged by the Company to support the Management's conclusion.

The Company estimates that the amounts referring to the capital gain will be deductible for income tax and social contribution purposes. The amount represents the expectation of future profitability, based on the benefits expected from the synergy of the operations of the Company and its subsidiaries.

(iii) Acquisition of RI Prisma Ltda. (formerly RIWeb S.A.)

On September 16, 2021, a Share Purchase and Sale Agreement and Other Covenants was signed between TC S/A and the shareholders of RIWeb S.A. On October 1, 2021, after complying with all formalities and precedent conditions for the closing of the transaction, the Company completed the acquisition of all the shares comprising the share capital of RIWeb, which became a wholly-owned subsidiary of TC on that date. On May 24, 2022, TC decided to change its corporate name to **RI Prisma Ltda.**

Founded in 2009, RI Prisma is recognized for its service excellence and for bringing together all the communication activities of the Investor Relations professional on the Workr, a platform maintained in the cloud that allows, among other resources, the management of websites, organization of contacts, emails, production of webcasts and management of the shareholder base.

a. Consideration transferred

The operation was acquired for the total amount of up to R\$ 6,500, to be paid in cash, of which R\$ 5,000 settled on the closing date of the transaction, and up to R\$ 1,500 within 12 months after the Transaction Closing Date, upon compliance with certain conditions set forth in the Agreement ("earn-out"). According to the contractual conditions, the earn-out was estimated at R\$ 671. Therefore, the final amount of the transferred consideration was R\$ 7,171.

b. Acquisition cost

The transaction cost involving the acquisition of this subsidiary in 2021 was R\$ 98, recognized in the profit or loss as general and administrative expenses.



c. Identifiable assets acquired and liabilities assumed

We present below information on the acquired assets identified and the liabilities assumed at their fair value, the cost of acquisition of equity interest, as well as the goodwill, which impacted the financial statements of December 31, 2021, as follows:

RI Prisma

Assets	1,056
Cash and cash equivalents	119
Trade receivables	392
Advance to employees	39
Recoverable taxes	3
Prepaid expenses	12
Customer portfolio	491
Liabilities	274
Trade payables	19
Payroll and social charges	39
Taxes payable	25
Provisions	191
Net assets and liabilities	782
Amount paid in cash	7,171
Total consideration transferred	7,171
Goodwill	6,389

The fair values were obtained through fair value measurement techniques prepared by an independent specialized company engaged by the Company to support the Management's conclusion, resulting in the adjustment of the fair value of client portfolio's intangible assets in the amount of R\$ 491. This intangible asset was used for valuation at fair value using the income approach (Multi-Period Excess Earning Method – MPEEM).

The Company estimates that the amounts referring to the capital gain will be deductible for income tax and social contribution purposes. The amount represents the expectation of future profitability, based on the benefits expected from the synergy of the operations of the Company and its subsidiaries.

(iv) Acquisition of Economatica Software de Apoio a Investidores Ltda.

Pursuant to the Share Purchase and Sale Agreement and Other Covenants, signed on October 1 2021 between the Company and the shareholders of Economatica, TC acquired 100% of the shares of Economatica's share capital, which became a wholly-owned subsidiary of the Company.

Founded in 1986, Economatica is a benchmark in the development of systems for investment analysis. The Platform is fed with information that allows the user to handle large volumes of data, create insights, perform advanced simulations and generate reports. Economatica offers its customers the most relevant data on investment funds and shares of companies in over 40 countries. Economatica analyzes data from over 250 sectors of the economy, covering approximately 5,000 companies and more than 27,000 investment funds.

a. Consideration transferred

The operation was acquired for the total amount of R\$ 41,486, paid in cash.

b. Acquisition cost

The transaction cost involving the acquisition of this subsidiary in 2021 was R\$ 32, recognized in the profit or loss as general and administrative expenses.



c. Identifiable assets acquired and liabilities assumed

We present below information on the acquired assets identified and the preliminary liabilities assumed at their fair value, the cost of acquisition of equity interest, as well as the goodwill, which impacted the financial statements of December 31, 2021, as follows:

ECONOMATICA

Assets	21,129
Cash and cash equivalents	1,554
Trade receivables	653
Recoverable taxes	39
Property and equipment	137
Customer portfolio	7,581
Software	1,057
Trademark	10,108
Liabilities	2,134
Payroll and social charges	281
Social security obligations	153
Taxes payable	521
Taxes payable	196
Provisions	972
Other payables	11
Net assets and liabilities	18,995
Amount paid in cash	41,579
Total consideration transferred	41,579
Goodwill	22,584

The fair values were obtained through fair value measurement techniques prepared by an independent specialized company engaged by the Company to support the Management's conclusion, resulting in the fair value adjustment of intangible assets "customer portfolio", "software" and "trademark", in the respective amounts of R\$ 7,581, R\$ 1,057 and R\$ 10,108, as well as, respectively, the valuation by the Discounted Cash Flow methods and Relief from Royalties, derived from the income approach.

The Company estimates that the amounts referring to the capital gain will be deductible for income tax and social contribution purposes. The amount represents the expectation of future profitability, based on the benefits expected from the synergy of the operations of the Company and its subsidiaries.

(v) Acquisition of SB Digital Serviços e Treinamentos Profissionais Ltda. ("TC Cripto")

Pursuant to the Share Purchase and Sale Agreement and Other Covenants, signed on November 15, 2021 between TC S/A and the shareholders of SB Digital Serviços e Treinamentos Profissionais Ltda. (TC Cripto), the Company acquired all the shares in the share capital of TC Cripto, which became a wholly-owned subsidiary of TC.

The Company believes that the crypto market has a huge potential, much of it still untapped. Currently, the Hub has approximately 2,000 customers and has one of the best NPS among all the products offered by TC. Until then, the Hub worked on a revenue share model, where 60% of net revenue was distributed to its partners. With the acquisition, the Hub is now called TC Cripto and is fully consolidated within the Company's profit (loss).



a. Consideration transferred

The operation was acquired for the total amount of R\$ 4,116, settled as follows: i) R\$ 937 paid to sellers on the acquisition date; ii) four additional and variable installments to be defined by the equivalent of the result of multiplying the Acquisition Price Calculation Basis by the average price of the shares issued by the Company calculated at the end of the last 10 trading sessions prior to the payment date of each installment, whose estimated value amounted to R\$ 1,129; and iii) Earn-out upon compliance with certain conditions set forth in the Agreement, whose estimated value totaled R\$ 2,050.

b. Acquisition cost

The transaction cost involving the acquisition of this subsidiary in 2021 was R\$ 35, recognized in the profit or loss as general and administrative expenses.

c. Identifiable assets acquired and liabilities assumed

We present below information on the acquired assets identified and the preliminary liabilities assumed at their fair value, the cost of acquisition of equity interest, as well as the goodwill, which impacted the financial statements of December 31, 2021, as follows:

TC Cripto	
Assets	408
Cash and cash equivalents	11
Other assets	192
Customer portfolio	205
Liabilities	18
Payroll and related taxes	14
Other payables	4
Net assets and liabilities	390
Amount paid in cash	2,066
Earn-out	2,050
Total consideration transferred	4,116
Goodwill	3,726

The fair values (closed during the first quarter of 2022) were obtained through fair value measurement techniques prepared by an independent specialized company engaged by the Company to support the Management's conclusion, resulting in the adjustment of the fair value of client portfolio's intangible assets in the amount of R\$ 205, evaluated by the Discounted Cash Flow.

(vi) TC Sfoggia Tax Tech Consultoria Ltda ("TC Sfoggia").

On February 22, 2022, the Company purchased 51% of the shares issued by TC Sfoggia.

TC Sfoggia was incorporated on January 20, 2022 and works with tax advisory services focused on tax optimization and tax recovery based on a disruptive and innovative tool, connected to applied legislation and parameterized to identify opportunities for tax credits arising from errors in entries and payments made by companies.

On May 31, 2022, the Company acquired an additional 5% of shares issued by TC Sfoggia.



a. Consideration transferred

The operation was acquired for the total amount of R\$ 3,005, settled in cash. Furthermore, the agreement provides for an additional payment to the seller if certain cumulative circumstances are met on its behalf, as follows:

If TC Sfoggia achieves a stipulated net revenue and the seller remains as CEO of TC Sfoggia until the date the future target has been met, limited to October 22, 2023, the seller will be entitled to an earn-out of up to R\$ 2,500.

b. Acquisition cost

The transaction cost involving the acquisition of this subsidiary in 2022 was R\$ 35, recognized in the profit or loss as general and administrative expenses.

c. Identifiable assets acquired and liabilities assumed

We present below information on the acquired assets identified and the liabilities assumed at their fair value, the cost of acquisition of equity interest, as well as the goodwill, which impacted the financial statements of December 31, 2022, as follows:

TC Sfoggia	
Assets	1,137
Cash and cash equivalents	62
No competition	1,075
Liabilities	-
Net assets and liabilities	1,137
Amount paid in cash	3,005
Total consideration transferred	3,005
Goodwill	1,868
Minority interests	56

The fair values (completed during the 3rd quarter of 2022) were obtained through fair value measurement techniques prepared by an independent specialized company engaged by TC to support the Management's conclusion, resulting in the adjustment of the fair value of the intangible asset "non-compete agreement", in the amount of R\$ 1,075, valued by the Discounted Cash Flow method.

(vi) Pandhora Investimentos Ltda. ("Pandhora").

On October 19, 2022, the Company purchased 100% of the shares issued by Pandhora.

Pandhora is a manager of quantitative multistrategy funds with approximately R\$ 350 million in Assets under Management (AuM) and with a current strategy with an allocation capacity of up to R\$ 10 billion.

The acquisition of the Manager represents another competitive advantage for the TC ecosystem, bringing new product opportunities to its customer base and an additional source of recurring revenue for the Company.

a. Consideration transferred

The operation was acquired for the total amount of R\$ 15,000, which may be adjusted upwards or downwards based on certain contract assumptions.

The price will be settled in four installments, and the first one paid at the closing of the transaction in the amount of R\$ 5,345 of this total, R\$ 4,216 will be paid in local currency and the remaining amount will be paid upon delivery of 299,998 common shares issued by the Company held in treasury, at a price per share of R\$ 3.766, defined based on the simple average between September 30, 2022 and October 14, 2022.



The remaining installments will be paid as follows: (i) R\$ 2,377 on the first anniversary of the closing; (ii) R\$ 2,377 on the second anniversary of the closing; and (iii) R\$ 4,901 on the third anniversary of the closing. The payment of the installments subsequent to the closing of the Transaction may be carried out through the delivery of common shares of TC and/or through the transfer of available funds, at the Company's discretion.

b. Acquisition cost

The transaction cost involving the acquisition of this subsidiary in 2022 was R\$ 38, recognized in the profit or loss as general and administrative expenses.

c. Identifiable assets acquired and liabilities assumed

We present below information on the acquired assets identified and the liabilities assumed at their fair value, the cost of acquisition of equity interest, as well as the goodwill, which impacted the financial statements of December 31, 2022, as follows:

Pandhora

Assets	7,913
Cash and cash equivalents	31
Advances	9
Recoverable taxes	3
Other receivables	1,720
Property and equipment, net	239
Net intangible assets	18
Software	5,658
No competition	237
Liabilities	987
Trade payables	43
Payroll and social charges	14
Taxes payable	87
Other payables	844
Net assets and liabilities	6,926
Amount paid in cash	13,871
Amount paid in treasury shares	1,129
Total consideration transferred	15,000
Goodwill	8,074

The fair values were obtained through fair value measurement techniques prepared by an independent specialized company engaged by TC to support the Management's conclusion, resulting in the adjustment of the fair value of the intangible asset "Software", "non-compete agreement" in the amount of R\$ 5,658, 237, valued by the Discounted Cash Flow method. The fair values presented referring to the purchase price allocation (PPA) are calculated on a provisional basis, and there may be changes in the allocation between goodwill and capital gains.

c) Foreign currency transactions

Foreign currency-denominated transactions are translated into Reais at the exchange rates on the dates of transactions.

Monetary assets and liabilities denominated and calculated in foreign currencies on the reporting date are retranslated into Reais at the exchange rate on that date. Non-monetary assets and liabilities denominated in foreign currency that are measured at fair value are retranslated into Reais at the foreign exchange rate on the date the fair value was determined. Non-monetary items that are measured at historical cost in a foreign currency are translated at the exchange rate on the transaction date. Foreign exchange differences arising from the translation are usually recorded in profit (loss).



d) Revenue from Contracts with Customers

Revenue from contracts with customers is recognized, based on the five-step model: (i) identify the contract with the customer; (ii) identification of performance obligations provided for in contracts; (iii) determination of transaction price; (iv) allocation of the transaction price to the performance obligation provided for in the contracts and (v) revenue recognition when the performance obligation is fulfilled.

There are no significant financing components in contracts entered into with customers (neither expressly stated in the contract nor implicitly stated in the payment terms agreed by the parties). There is also no consideration component payable to the customer in the contracts entered into by the Group. The consideration promised to the customer is expressly stated in a contract or agreement entered into, and there is no provision for variability on revenue transactions.

Identify the contract with the customer

The contracts entered into (terms and conditions) between the Group and the users contain commercial substance, since they are approved by the parties and the rights of each party, as well as the payment terms are clearly identified.

e) Employee benefits

- **Short-term employee benefits**

Obligations for short-term employee benefits are recognized as personnel expenses as the related service is rendered. The liability is recognized at the amount expected to be paid, if the Group has a legal or constructive obligation to pay this amount as a result of prior service rendered by the employee, and the obligation can be reliably estimated.

- **Post-employment benefits**

Termination benefits are recognized as an expense when the Group can no longer withdraw from offering such benefits and when it recognizes the costs of a restructuring. If payments are settled after 12 months as of the statement of financial position date, then they are discounted to their present values.

- **Transactions with share-based payments**

The fair value of share-based payment arrangements granted to employees on the grant date is recognized as personnel expenses, with a corresponding increase in shareholders' equity during the period in which employees unconditionally acquire the right to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which there is an expectation that the service and performance conditions will be met, so that the final amount recognized as an expense is based on the number of awards that effectively meet service and performance conditions on the vesting date. For share-based payment awards with non-vesting conditions, the fair value of share-based payment awards on the grant-date is measured to reflect such conditions and no further adjustments are made for differences between expected and actual results.

The fair value of the amount payable to employees and service providers in connection with share appreciation rights, which are settled in cash, is recognized as an expense with a corresponding increase in liabilities during the period in which service providers unconditionally acquire the right to payment. The liability is remeasured at each reporting date and on the settlement date, based on the fair value of the share appreciation rights. Any changes in the fair value of the liability are recognized in profit or loss as operating expenses.



f) Finance income and costs

The Group's finance income and costs comprise the following:

- Interest income;
- Interest expense;
- Intermediation fees with credit card operators.

Interest revenue and expenses are recognized in profit or loss at the effective interest method.

The "effective interest rate" is the rate that exactly discounts estimated future cash payments or receipts over the expected life of the financial instrument at:

- The gross carrying amount of financial assets; or
- The amortized cost of the financial liability.

In the calculation of interest revenue or expenses, the actual interest rate is levied on the gross carrying amount of the assets (when the assets have no recovery issues) or at amortized cost of liabilities. However, interest income is calculated adopting the effective interest rate to the amortized cost of the financial asset that is impaired after initial recognition. If the asset is no longer impaired, the calculation of interest income is again based on the gross value.

g) Income tax and social contribution

For 2021 and 2022, the income tax and social contribution were calculated on the taxable income basis at the rates of 15% plus a surcharge of 10% on the taxable income exceeding R\$ 240 thousand for income tax and 9% on the taxable income for social contribution on net profit, and consider the offsetting of tax loss and negative social contribution tax basis, limited to 30% of the taxable income for the year.

Income tax and social contribution expense comprise current and deferred income tax and social contribution. Current taxes and deferred taxes are recognized in profit or loss unless they are related to the business combination, or items directly recognized in equity or other comprehensive income.

The Group determined that interest and fines related to income tax and social contribution, including uncertain tax treatments, do not comply with the definition of income tax and, therefore, were recorded in accordance with NBC TG 25 (R1) (IAS 37) - Provisions, Contingent Liabilities and Contingent Assets.

Current income tax and social contribution

Current tax expense is the tax payable or receivable on the taxable income or loss for the year and any adjustments to taxes payable in relation to prior years. The amount of current tax payable or receivable is recognized in the statement of financial position as an asset or liability under the best estimate of the tax amount expected to be paid or received reflecting the uncertainty related to its calculation, if any. It is measured using tax rates enacted at the reporting date.

Current tax assets and liabilities are offset only if certain criteria are met.



Deferred income tax and social contribution

Deferred tax assets and liabilities are recognized in relation to the temporary differences between the carrying amounts of assets and liabilities for financial statement purpose and the related amounts used for taxation purposes. The changes in deferred tax assets and liabilities for the year are recognized as deferred income tax and social contribution expense.

Deferred taxes are not recognized for:

- Temporary differences on the initial recognition of assets and liabilities in a transaction that is not a business combination, and not affecting the taxable, accounting profit or loss;
- Temporary differences related to investments in subsidiaries, associated companies and joint venture to the extent that the Group is able to control the timing of the reversal of the temporary difference and it is probable that such temporary difference will not be reversed in the foreseeable future; and
- Temporary taxable differences arising from the initial recognition of goodwill.

A deferred tax asset is recognized for tax losses and unused deductible temporary differences, to the extent that it is probable that future taxable income will be available against which the unused tax losses and credits can be utilized. Future taxable income is determined based on the reversal of relevant taxable temporary differences. If the amount of the taxable temporary differences is insufficient to fully recognize a deferred tax asset, the future taxable income, adjusted for reversals of the existing temporary differences, will be considered, based on the business plans of the parent and its subsidiaries, individually.

Deferred tax assets are reviewed at each reporting date and impaired when their realization is no longer probable.

Deferred tax assets and liabilities are measured at tax rates expected to be applied to temporary differences when they are reversed, based on rates decreed up to the date of the statement of financial position and reflects the uncertainty related to the income tax, if any.

The measurement of deferred tax assets and liabilities reflects the tax consequences that follow the manner that the Group expects to recover or settle the assets and liabilities.

h) Property and equipment

Recognition and measurement

Property and equipment items are stated at historical acquisition or construction cost, which includes the capitalized borrowing costs, net of accumulated depreciation and impairment losses.

When significant parts of a property and equipment item have different useful lives, they are accounted for as separate items (major components) of property and equipment.

Any gains and losses on disposal a property and equipment item are recognized in profit or loss.

Subsequent costs

Subsequent costs are capitalized in accordance with the probability that associated future economic benefits may be earned by the Group.

Depreciation

Depreciation is calculated to amortize the cost of items of property and equipment, net of their estimated residual values, under the straight-line method based on estimated useful lives of such items. Depreciation is recognized in profit or loss.



The estimated useful lives of property and equipment are as follows:

	2022	2021
IT machinery and equipment	5 years	5 years
Furniture and fixtures	10 years	10 years
Leasehold improvements	3 years	3 years
Right of use	3 years	3 years

Depreciation methods, useful lives and residual values are reviewed on each reporting date and adjusted if appropriate.

i) Intangible assets

Recognition and measurement

Goodwill

Goodwill is measured at cost, less accumulated impairment losses.

Research and development (software)

Research costs are recognized in profit (loss) as incurred.

Development expenditures are capitalized only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and use or sell the asset.

Other development expenditures are recognized in profit or loss, as incurred. After the initial recognition, capitalized development expenditures are measured at cost, less accumulated amortization and any impairment losses.

Other intangible assets

Other intangible assets acquired by the Group and with finite useful lives are carried at cost, less accumulated amortization and any accumulated impairment losses.

Subsequent expenses

Subsequent expenses are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures, including expenditures on internally-generated goodwill and trademarks and patents, are recognized in profit (loss) as incurred.

Amortization

The amortization is calculated using the straight-line method based on estimated useful life of assets, net of estimated residual values. Amortization is generally recognized in profit or loss.



The estimated useful lives of intangible assets are as follows:

	2022	2021
TC Platform (i) (ii)	5 years	5 years
Economática customer portfolio	13 years	13 years
Software Economática	14 years	14 years
Client portfolio - RIWEB	13 years	13 years
Software RIWEB	13 years	13 years
Non-competition Sfoggia	8 years	-
Pandhora software	10 years	-
Non-competition Pandhora	4 years	-

- (i) Refers to the TC platform (software) (Application and Website), developed internally by the Company, in a process of continuous development of new solutions and improvement of existing ones;
- (ii) Refers to the TC Filial (income tax calculator) platform (software) developed in-house by the Company.

After initial recognition by applying the requirements of NBC TG 04 (R3) Intangible Assets (IAS 38), intangible assets are amortized over the expected useful life and economic benefit, and evaluated by impairment when and if there are impairment indications.

Amortization methods, useful lives and residual values are reviewed on each reporting date and adjusted if appropriate.

j) Financial instruments

Initial recognition and measurement

Trade receivables and issued debt securities are initially recognized on the date that they were originated. All other financial assets and liabilities are initially recognized when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is trade receivables without a material financing component) or a financial liability is initially measured at fair value, plus, for an item not measured at FVTPL, transaction costs that are directly attributable to its acquisition or issuance. Trade receivables without a significant financing component are initially measured at the transaction price.

Subsequent classification and measurement

Financial assets

Upon initial recognition, a financial asset is classified as measured: at amortized cost; at FVTOCI - debt instrument; at FVTOCI - equity instrument; or at FVTPL.

Financial assets are not reclassified after initial recognition, unless the Group changes the business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the subsequent reporting period to the change in the business model.

A financial asset is measured at amortized cost if it meets the following two conditions and is not designated as measured at fair value through profit or loss (FVTPL):

- It is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.



A debt instrument is measured at FVTOCI if it meets both of the following conditions and is not designated as measured at FVTPL.

- It is held within a business model whose objective is achieved both by receiving contractual cash flows and by selling financial assets; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Upon initial recognition of an investment in an equity instrument that is not held for trading, the Company may irrevocably choose to present subsequent changes in the fair value of the investment in OCI. This choice is made on an investment basis.

All financial assets not classified as measured at amortized cost or at FVTOCI, as described above, are classified at FVTPL. At initial recognition, the Group irrevocably designates a financial asset that otherwise meets the requirements to be measured at amortized cost or as FVTOCI, as FVTPL if it eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets – Business model assessment

The Group carries out an assessment of the objective of the business model in which a financial asset is kept in the portfolio since this better reflects the way in which the business is managed and the information is provided to Management. Considered information includes:

- The policies and objectives defined for the portfolio and the practical operation of those policies. They include the matter of knowing if the Management's strategy focuses on obtaining contractual interest revenue, maintaining a certain interest rate profile, matching the duration of financial assets with the duration of related liabilities or expected cash outflows, or the realization of cash flows through the sale of assets;
- How portfolio performance is assessed and reported to the Group's Management;
- The risks that affect the performance of the business model (and the financial assets held in that business model) and how those risks are managed;
- How business managers are remunerated – for example, whether compensation is based on the fair value of assets managed or contractual cash flows earned; and
- The frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and its expectations regarding future sales.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales, which is consistent with the ongoing recognition of the Group's assets.

Financial assets held for trading or managed with performance assessed based on the fair value are measured at fair value through profit or loss.



Financial assets – Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net profit (loss), plus interest or dividend revenue, is recognized in profit or loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost under the effective interest method. Amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and impairment losses are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Debt instruments at FVTOCI	These assets are subsequently measured at fair value. Interest revenue calculated using the effective interest method, foreign exchange gains and losses and impairment loss are recognized in the income (loss). Other net profit (loss) is recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity instruments at FVTOCI	These assets are subsequently measured at fair value. Dividends are recognized as gain in profit or loss unless the dividend clearly represents a recovery of part of the investment cost. Other net profit (loss) is recognized in OCI and are never reclassified to profit or loss.

Financial liabilities – classification, subsequent measurement and gains and losses

Financial liabilities were classified as measured as amortized cost or at FVTPL. A financial liability is classified as measured at fair value through profit or loss if it is held for trading, if it is a derivative or designated as such upon initial recognition. Financial liabilities measured at FVTPL are measured at fair value and net profit (loss), plus interest, is recognized in profit (loss). Other financial liabilities are subsequently measured at amortized cost under the effective interest method. Interest expense, foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit (loss).

Derecognition

Financial assets

The Group derecognizes a financial asset when the contractual rights to the cash flow of the asset expire, or when the Group transfers the contract rights to the reception of contractual cash flows over a financial asset in a transaction in which essentially all the risks and rewards of ownership of the financial asset are transferred or the Group neither transfers nor maintains substantially all risks and rewards of ownership of the financial asset and also does not retain the control over the financial asset.

The Group carries out transactions in which it transfers assets recognized in the statement of financial position, but retains all or substantially all risks and rewards of the assets transferred. In such cases, financial assets are not derecognized.

Financial liabilities

The Group derecognizes a financial liability when its contractual obligations are discharged or canceled or expires. The Group also derecognizes a financial liability when terms are modified, and the cash flows of the modified liability are substantially different if a new financial liability based on the terms changed is recognized at fair value.

In the derecognition of a financial liability, the difference between the extinct carrying amount and the consideration paid (including assets transferred that do not pass through the cash or assumed liabilities) is recognized in the profit or loss. The Group, as part of its cash flow policy, carries out the prepayment of receivables with the means of payment operator. Thus, it recognizes the anticipated liabilities and the financial expense earned in this operation, since, in essence, such prepayments have debt instrument characteristics, as a result of the non-fulfillment of the performance obligation and, consequently, revenue recognition.



Offsetting

Financial assets or liabilities are offset and the net value reported in the statement of financial position only when the Group currently has a legally enforceable right to offset and there is intention to settle on a net basis, or to realize the asset and settle the liability simultaneously.

k) Provisions

The provisions are determined by discounting expected future cash flows at a pretax rate that reflects current market valuations as to money value over time and risks specific for the related liability. The effects of the discount derecognition due to passage of time are recognized in the profit (loss) as finance cost.

l) Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease.

A contract is, or contains a lease, whether the contract transfers the right to control the use of an identified asset for a period of time in exchange for consideration. Aiming to assess whether an agreement transfers the right to control the use of an identified asset, the Group uses the lease definitions provided for in NBC TG 06 (R3)/IFRS 16.

As a lessee

At commencement or on modification of a contract that contains a lease component, the Company allocates the consideration of the contract to each lease component based on its relative stand-alone prices. However, for real estate leases, the Group has chosen to not separate non-lease components and lease and non-lease components are calculated as a single component.

The Group recognizes a right-of-use asset and a lease liability on the start date of the lease. The right-of-use asset is initially measured at cost, which comprises the value of initial measurement of the lease liability adjusted to any lease payments made to the initial date, plus any initial direct costs incurred by the lessee and an estimate of the costs to be incurred by the lessee to disassemble and remove the underlying asset, by returning it to the place where it is located or returning the underlying asset to the state required under the lease terms and conditions, less any lease incentives received accordingly.

The right-of-use asset is subsequently depreciated using the straight-line method from the start date to the end of the lease term, unless the lease transfers ownership of underlying asset to the lessee at the end of lease term, or if the cost of the right-of-use asset reflects that the lessee will exercise the call option. In this case, the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as that of property and equipment. Moreover, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the inception date, and discounted using the interest rate implied in the lease or, if that rate cannot be immediately determined, the incremental borrowing rate of the Group. Usually, the Group uses their incremental borrowing rate as discount rate.

The Group sets its incremental rate on borrowings by obtaining interest rates from a number of external funding sources and making some adjustments to reflect the contract terms and the type of leased asset.



Lease payments included in the measurement of lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that rely on an index or rate are initially measured using the index or rate on the commencement date;
- Amounts expected to be paid by the lessee, in accordance with the residual value guarantees; and
- The call option strike price if the lessee is reasonably certain to exercise such option, and payments of fines due to termination of the lease contract, if the term of the lease reflects the fact that the lessee is exercising their option to terminate the lease contract.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when a change occurs in future lease payments as a result of a change in an index or rate, if there is a change in the amounts expected to be paid in accordance with the residual value guarantee, if the Group changes its assessment to exercise a call option, extend or terminate it, or if there is a payment of an initially fixed revised lease.

When the lease liability is thus remeasured, an adjustment corresponding to the carrying amount of the right-of-use asset is made or recorded in profit or loss if the right-of-use asset is reduced to zero.

The Group presents right-of-use assets that fall outside the definition of investment property in “property and equipment” and lease liabilities” in “leases” in the balance sheet.

m) Fair value measurement

Fair value is the price that would be received upon the sale of an asset or paid for the transfer of a liability in an orderly transaction between market participants at the measurement date, on the primary market or, in the absence thereof, on the most advantageous market to which the Group has access on such date. The fair value of a liability reflects its risk of non-performance.

Several Group’s accounting policies and disclosures requires the measurement of fair values for financial and non-financial assets and liabilities.

When available, the Group measures the fair value of a security using the price quoted on an active market for this instrument. A market is considered as “active” if the transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If an asset or a liability measured at fair value has a purchase and a selling price, the Group measures the assets based on purchase prices and liabilities based on selling prices. The chosen valuation technique incorporates all the factors market participants would take into account when pricing a transaction.

If an asset or a liability measured at fair value has a purchase price and a selling price, the Group measures assets based on purchase prices and liabilities based on selling prices.

The best evidence of a financial instrument fair value at initial recognition is normally the transaction price, that is, fair value of given or received contra entry.

If the Group determines that fair value at initial recognition differs from transaction price and fair value is not evidenced, not even by price quoted in an active market for an identical asset or liability, neither based on evaluation technique for which non-observable data is judged as insignificant for measurement, then financial instrument is initially measured at adjusted fair value, to distinguish the difference between fair value at initial recognition and transaction price.



This difference is subsequently recognized in profit (loss) on an appropriate basis over the life of the instrument, or until such time when its valuation is fully supported by observable market data or the transaction is closed, whichever comes first.

n) Share capital

Common shares

Additional costs directly attributable to the issue of shares and stock options are recognized as reducers of equity. Tax effects related to the costs of said transactions are accounted for in accordance with NBC TG 32 (R3)/IAS 12.

Repurchase and reissue of shares (treasury shares)

When shares recognized as shareholders' equity are repurchased, the amount of consideration paid, which includes any directly attributable costs, is recognized as a deduction from shareholders' equity. Shares repurchased are classified as treasury shares and are presented as a deduction from shareholders' equity. When treasury shares are subsequently sold or reissued, the amount received is recognized as an increase in shareholders' equity, and the gain or loss resulting from the transaction is presented as a capital reserve.

o) Impairment

(i) Non-derivative financial assets

Financial instruments and contract assets

The Group recognizes the allowance for expected credit losses on:

- Financial assets measured at amortized cost; and
- Contract assets.

Provisions for losses on trade receivables and contract assets are measured at a value equal to the credit loss estimated for the instrument's entire life.

When determining if the credit risk of a financial asset has significantly increased since the initial recognition and when estimating expected credit losses, the Group considers reasonable and tolerable information that is relevant and available without excessive cost or effort. This includes quantitative and qualitative information and analysis, based on the Group's historical experience, credit assessment, and considering forward-looking information.

The Group assumes that the credit risk in a financial asset increased significantly if it is more than 30 days overdue.

(ii) Non-financial assets

Non-financial assets

On each reporting date, the Group reviews carrying amounts of its non-financial assets (except for contract assets and deferred taxes) to determine if there is an indication of impairment loss. If some indication exists, the asset's recoverable value is estimated. In the case of goodwill, the recoverable amount is tested annually.

For impairment tests, assets are grouped into the cash generating units (CGUs), that is, smallest identifiable group of assets that can generate cash inflows by continuous use, which are highly independent from cash inflows referring to other assets or CGUs. Goodwill from business combinations is allocated to the CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.



Recoverable value or CGU of an asset is the higher of value in use and fair value less disposal costs. Value in use is based on estimated future cash flows discounted to present value using a discount rate before taxes that reflects current market evaluations of times value of money and the specific risks of the assets or CGU.

An impairment loss is recognized when the carrying amount of an asset or its CGU exceeds its recoverable value.

Impairment losses are recognized in profit or loss. Recognized losses referring to CGUs are initially allocated to reduce any goodwill allocated to that CGU (or CGU group) and then to reduce the carrying amount of other assets of that CGU (or CGU group) on a pro rata basis.

An impairment loss related to goodwill is not reversed. Regarding other assets, impairment losses are reversed only when the new carrying amount of the asset does not exceed the carrying amount that would have been calculated, net of depreciation or amortization, if the value loss had not been recognized.

p) Statements of value added

The Group prepared the Statement of Value Added (DVA), pursuant to NBC TG 09 - Statement of Value Added, which are presented as an integral part of the financial statements in accordance with accounting practices adopted in Brazil, as applicable to publicly-held companies, while for IFRS purposes, they represent supplementary information, as part of the financial statements taken as a whole.

The aim of the "DVA" is to demonstrate the value of the wealth generated by the Group, its distribution among the elements that contributed to the generation of this wealth, such as employees, financiers, shareholders, the government, and others, and the portion of the wealth not distributed.

q) New standards and interpretations not yet effective

Several new standards will become effective for the years started after January 1, 2023. The Company has not adopted these standards in the preparation of these individual and consolidated financial statements.

(i) Classification of Liabilities as Current or Non-Current (amendments to CPC 26/IAS 1)

The amendments, issued in 2020, aim to clarify the requirements for determining whether a liability is current or non-current and apply to annual periods beginning on or after January 1, 2023.

However, the IASB subsequently proposed new amendments to IAS 1 and the postponement of the effective date of the 2020 amendments for annual periods beginning on or after January 1, 2024.

As this standard is subject to future developments, the Company cannot determine the impact of such changes on the financial statements in the period of first-time application.

The Company is closely monitoring future developments.



(ii) Deferred tax related to assets and liabilities arising from a single transaction (amendments to CPC 32/IAS 12)

The amendments limit the scope of the initial recognition exemption to exclude transactions that give rise to equal and offsetting temporary differences - for example, leases and dismantling cost liabilities. The changes apply for annual periods beginning on or after January 1, 2023. For leases and dismantling cost liabilities, the associated deferred tax assets and liabilities will need to be recognized from the beginning of the earliest comparative period presented, with any cumulative effect recognized as an adjustment to retained earnings or other component of shareholders' equity at that date. For all other transactions, the changes apply to transactions that occur after the beginning of the earliest period presented.

(iii) Other standards

New and amended standards are not expected to have a significant impact on the Company's financial statements:

- IFRS 17 - Insurance Contracts.
- Disclosure of accounting policies (Amendments to CPC 26/IAS 1 and IFRS Practice Statement 2).
- Definition of Accounting Estimates (Amendments to CPC 23/IAS 8).

7. Cash and cash equivalents and restricted short-term investment

	Parent		Consolidated	
	12/31/2022	12/31/2021	12/31/2022	12/31/2021
Banks	6,774	3,260	8,534	5,618
Short-term investments (i)	136,771	310,161	139,079	312,815
Cash and cash equivalents	143,545	313,421	147,613	318,433
Restricted short-term investment (ii)	37,945	-	37,945	-
Total	181,490	313,421	185,558	318,433

(i) Short-term investments are comprised of highly liquid Bank Certificates of Deposits (CDBs) and repurchase agreements contracted with prime financial institutions whose yield is pegged to the variation of the Interbank Deposit Certificates (CDI) rate. The average yield on short-term investments for the year ended December 31, 2022 was around 105.12% (around 119% of the CDI in 2021).

(ii) The amount of R\$ 37,945 refers to short-term investments linked as collateral for derivative financial instruments (TRS - Total Return Swaps), presented in Note 27 – Financial Instruments

8. Trade receivables

	Parent		Consolidated	
	12/31/2022	12/31/2021	12/31/2022	12/31/2021
Trade receivables	6,618	14,348	9,340	15,034
Total	6,618	14,348	9,340	15,034

The balances receivable from customers are realizable within 30 days, for which the Company and its subsidiaries assessed that there is no risk of default, as they are mainly credit card receivables.



9. Other receivables

	Parent		Consolidated	
	12/31/2022	12/31/2021	12/31/2022	12/31/2021
Restricted cash	-	850	-	850
Advance of rental	300	300	300	300
Prepaid expenses (i)	14,412	4,647	15,091	7,309
Total	14,712	5,797	15,391	8,459
Current assets	5,753	4,144	6,432	5,643
Non-current assets	8,959	1,653	8,959	2,816

- (i) Of the balance of prepaid expenses presented in the consolidated, in the amount of R\$ 11,531, it refers to advances made to a specialized consulting firm for the process of implementing the brokerage firm, whose investment is an important part of the Company's plan to accelerate the start of the TC Investimentos project, which will bring trading into the TC environment. This is a major milestone for TC and a Company's platform natural evolution, with the verticalization of new areas for the sale of financial products and expansion of investment opportunities. Of said amount, R\$ 1,050 refers to a retention bonus for strategic employees for the operation of the Company and its subsidiaries, to be amortized according to the contractual period, minimum of 2 years for the acquisition of the full bonus, R\$ 1,150 refers to prepaid expenses to service providers and the remaining balance of R\$ 1,360 refers to expenses with insurance and meal vouchers and prepayment of licenses. Review

10. Financial assets (parent and consolidated)

	Parent and consolidated	
	12/30/2022	12/31/2021
Mercado Bitcoin (i)	78,257	86,325
Qooore (ii)	1,043	1,134
Dibran (iii)	1,000	-
Total	80,300	87,459

- (i) The Company entered into an Investment Agreement through the acquisition of Convertible Notes issued by 2TM Holding Company Ltd. ("2TM"), in the total amount of US\$ 15,000.

Convertible Notes may be converted into shares issued by 2TM if certain liquidity events provided for in their indenture are verified, following usual market practices. 2TM is a holding company with a portfolio focused on services based on digital assets. Mercado Bitcoin, the largest platform for digital assets in Latin America, is the group's main company.

The investment in Convertibles Notes is made in a strategic context for the Company, considering the partnership negotiations maintained so far between TC and 2TM, to expand the offer of services aimed at the crypto assets market, through the platforms Mercado Bitcoin and other subsidiaries of 2TM. The Company understands that the industry of crypto assets is extremely important for its activities, with a high penetration in the Brazilian population. Only in Mercado Bitcoin, there are more than 3 million registered users. Thus, possible partnerships with 2TM would allow the Company to expand revenues through cross-selling to its own customers, as well as reaching new customers native to the crypto asset market, expanding its addressable audience.



- (ii) As of October 21, 2021, the Company entered into a future agreement for the acquisition of equity interest ("Agreement") in Qooore Corporation ("Qooore"). The Agreement provides the Company with the right to receive Qooore's shares upon the occurrence of certain events, such as the raising of an investment round, in accordance with common market practices. Qooore is an American investment app focused mainly on Generation Y and Z users. The app's mission is to change the way young people invest, offering insights and financial education with an emphasis on social connections and providing intuitive interface support.

The Company sees a huge potential in the Agreement for synergy gains between the two companies, in addition to an exchange of intelligence, which is important for both parties.

Investments in 2TM and Qooore were entered into in US dollars which are updated by the central bank exchange rate at each closing period. The Company contracted derivative financial instruments to hedge against the exchange rate change of the investment in 2TM, as presented in Note 27.

The Company sees a huge potential in the Agreement for synergy gains between the two companies, in addition to an exchange of intelligence, which is important for both parties.

- (iii) On June 9, 2022, the Company signed the Share Purchase and Sale Agreement and Other Covenants for the direct acquisition of 100% of the shares of Dibran Holding Financeira Ltda. and indirect acquisition of all the shares of Dibran Distribuidora de Títulos e Valores Mobiliários Ltda. The conclusion and closing of the transaction are subject to the verification of certain precedent conditions, including obtaining all necessary regulatory approvals for the consolidation of shareholding control, including the Central Bank of Brazil. The aggregate total value of the acquisition transaction of Dibran Holding Financeira Ltda. and Dibran Distribuidora de Títulos e Valores Mobiliários is R\$ 8,500, subject to possible adjustments usual in this type of business, with a down payment in the amount of R\$ 1,000 already made.



11. Investments

Changes in TC's investments in subsidiaries and associated companies in the operating or pre-operating phase up to December 31, 2022 are as follows:

i) Parent

	Interest %	Balance at 12/31/2021	Paid-up capital	Business combination (*)	Share of profit (loss) of investees	Dividends received	Balance at 12/31/2022
TC Radio	99.99%	252	-	-	(61)	-	191
TC Matrix	99.99%	2,491	6,511	-	(8,302)	-	700
TC Mover & School	99.99%	107	150	-	(209)	-	48
TC Gestão	99.99%	299	303	-	(579)	-	23
Abalustre	100.00%	2,103	-	-	3	-	2,106
TC Comércio	99.99%	96	-	-	(21)	-	75
RIWeb	100.00%	7,062	240	-	155	-	7,457
Economática	100.00%	43,174	-	145	5,240	(5,200)	43,359
TC Cripto	100.00%	2,022	-	2,207	(34)	-	4,195
TC Sfoggia	56.00%	-	14	2,943	344	-	3,301
TC Advisory	100.00%	-	10	-	54	-	64
Pandhora	100.00%	-	-	15,000	(469)	-	14,531
DXA (*)	20.10%	20,000	-	-	(2,033)	-	17,967
InvestAI (*)	20.00%	3,128	-	-	(242)	-	2,886
Arko Advice (*)	34.00%	-	-	18,763	1,585	(1,603)	18,745
Arko Digital (*)	15.00%	-	-	5,193	152	-	5,345
Galia (*)	5.00%	-	-	2,000	-	-	2,000
Impairment (**)	-	-	-	(2,740)	-	-	(2,740)
Total		80,734	7,228	43,511	(4,417)	(6,803)	120,253

(*) Investments in associated companies.

(**) Impairment related to the write-off of goodwill on investments (Sencon - R\$ 679 and Abalustre - R\$ 2,061) – Note 13.



Summary of the accounting information of the subsidiaries as of December 31, 2022:

	Interest %	Current assets	Non-current assets	Current liabilities	Non-current liabilities	Shareholders' equity
TC Radio	99.99%	192	-	1	-	191
TC Matrix	99.99%	1,141	89	529	-	700
TC Mover & School	99.99%	27	22	1	-	48
TC Gestão	99.99%	27	-	4	-	23
Abalustre	100.00%	44	-	1	-	43
TC Comércio	99.99%	99	-	24	-	75
RIWeb	100.00%	900	13	286	-	627
Economática	100.00%	3,992	108	1,344	-	2,756
TC Sfoggia	56.00%	875	4,200	4,315	-	760
TC Cripto	100.00%	255	-	1	-	254
TC Advisory	100.00%	68	-	4	-	64
Pandhora	100.00%	1,588	247	1,169	-	666

ii) Consolidated

	Interest %	Balance at 12/31/2021	Additions	Share of profit (loss) of investees	Dividend distribution	Balance at 12/31/2022
DXA (a)	20.00%	20,000	-	(2,033)	-	17,967
InvestAI (b)	20.00%	3,128	-	(242)	-	2,886
Arko Advice (c)	20.00%	-	18,763	1,585	(1,603)	18,745
Arko Digital (d)	15.00%	-	5,193	152	-	5,345
Galicia (e)	5.00%	-	2,000	-	-	2,000
Total		23,128	25,956	(538)	(1,603)	46,943

- (a) The Company entered into an investment agreement with DXA Investments Holding Ltda. in the amount of R\$ 20,000 for the purchase of a 20% interest in DXA Gestão de Investimentos Ltda. The investment agreement allows the Company to increase its interest in the Platform through the acquisition of new users from TC, which could potentially lead it to assume a majority equity position at DXA.
- (b) The Company acquired a 20% equity interest in InvestAI, in the amount of R\$ 3,128. With the acquisition, TC advances in other asset classes, further diversifying its platform and offering fixed income, variable income, derivatives, real estate investment funds, crypto assets, among others.
- (c) The Company acquired a 20.34% interest in Arko Advice to have synergy with group companies with market analysis.
- (d) The Company acquired a 15% interest in Arko Digital to have synergy with Group companies with market analysis. The investment agreement provides for an additional payment of up to R\$ 3,000 if certain revenue targets are reached and the partners remain as managers until the 36th month from the signing of the agreement. The additional payment will not change the total interest.
- (e) The Company acquired a 5% interest in Galícia Educação S.A. to have synergy with the group's businesses and the opportunity to expand into the educational segment, exploring new niches such as certifications, professional courses, undergraduate courses, digital MBAs, in addition to providing a expansion of the customer base. The agreement provides for the option for the Company to increase its equity interest until the end of 2023 at an additional amount of up to R\$ 2,500.



Summary of the Accounting information of the associated companies as of December 31, 2022:

	Interest %	Current assets	Non-current assets	Current liabilities	Non-current liabilities	Shareholders' equity
DXA	20.00%	10,474	3,946	854	-	13,566
InvestAi	20.00%	1,780	13	150	-	1,643
Arko Advice	20.00%	12,296	3,883	8,778	3,776	3,625
Arko Digital	15.00%	7,542	4,956	5,747	-	6,751
Galicia	5.00%	1,587	-	1,077	-	510

12. Property and equipment

a) Reconciliation of carrying amount

i) Parent

	Furniture and fixtures	IT machinery and equipment	Leasehold improvements	Right of use	Total
Acquisition cost					
As of January 1, 2021	569	1,511	667	3,353	6,100
Additions	1,228	8,758	4,101	6,737	20,824
Merger	157	157	852	341	1,507
December 31, 2021	1,954	10,426	5,620	10,431	28,431
Additions (IFRS 16)	-	-	-	1,034	1,034
Additions	72	467	609	-	1,148
Write-offs	-	(63)	(13)	(1,720)	(1,796)
December 31, 2022	2,026	10,830	6,216	9,745	28,817
Accumulated depreciation					
As of January 1, 2021	(47)	(165)	(55)	(362)	(629)
Depreciation	(120)	(1,003)	(776)	(2,584)	(4,483)
Depreciation and amortization	(7)	(15)	(97)	(155)	(274)
December 31, 2021	(174)	(1,183)	(928)	(3,101)	(5,386)
Depreciation	(204)	(2,064)	(1,789)	(3,883)	(7,940)
Write-offs	-	-	-	574	574
December 31, 2022	(378)	(3,247)	(2,717)	(6,410)	(12,752)
Net carrying amount					
December 31, 2021	1,780	9,243	4,692	7,330	23,045
December 31, 2022	1,648	7,583	3,499	3,335	16,065



ii) Consolidated

	Furniture and fixtures	IT machinery and equipment	Leasehold improvements	Right of use	Total
Acquisition cost					
As of January 1, 2021	569	1,667	667	3,353	6,256
Additions	1,356	7,846	4,976	6,752	20,930
Business combination	29	1,239	11	326	1,605
December 31, 2021	1,954	10,752	5,654	10,431	28,791
Additions (IFRS 16)	-	-	-	1,034	1,034
Additions	72	484	609	-	1,165
Acquisition of subsidiary	43	219	108	-	370
Write-offs	-	(61)	(14)	(1,720)	(1,795)
December 31, 2022	2,069	11,394	6,357	9,745	29,565
Accumulated depreciation					
As of January 1, 2021	(47)	(168)	(55)	(362)	(632)
Depreciation	(128)	(1,057)	(872)	(2,697)	(4,754)
Business combination	-	(24)	(1)	(42)	(67)
December 31, 2021	(175)	(1,249)	(928)	(3,101)	(5,453)
Depreciation	(203)	(2,141)	(1,801)	(3,883)	(8,028)
Business combination	(14)	(105)	(12)	-	(131)
Write-offs	-	-	-	574	574
December 31, 2022	(392)	(3,495)	(2,741)	(6,410)	(13,038)
Net carrying amount					
December 31, 2021	1,779	9,503	4,726	7,330	23,338
December 31, 2022	1,677	7,899	3,616	3,335	16,527



13. Intangible assets

a. Reconciliation of carrying amount

i) Parent

	Software	Software under development	Trademarks and patents	Goodwill	Intangible assets - courses	Use Licenses	Total
Acquisition cost							
As of January 1, 2021	478	1,888	250	-	-	-	2,616
Additions	-	14,047	-	-	-	-	14,047
Transfers	8,492	(8,492)	-	-	-	-	-
Merger	22,313	203	-	55,327	-	-	77,843
December 31, 2021	31,283	7,646	250	55,327	-	-	94,506
Additions	-	29,450	15	-	-	43	29,508
Transfers	2,880	(3,616)	-	-	2,520	736	2,520
Write-offs	(598)	(388)	-	-	-	-	(986)
December 31, 2022	33,565	33,092	265	55,327	2,520	779	125,548
Accumulated amortization							
As of January 1, 2021	(29)	-	-	-	-	-	(29)
Amortization	(315)	-	-	-	-	-	(315)
Merger	(3,402)	-	-	-	-	-	(3,402)
December 31, 2021	(3,746)	-	-	-	-	-	(3,746)
Amortization	(6,577)	-	-	-	(1,470)	(94)	(8,141)
December 31, 2022	(10,323)	-	-	-	(1,470)	(94)	(11,887)
Net carrying amount							
December 31, 2021	27,537	7,646	250	55,327	-	-	90,760
December 31, 2022	23,242	33,092	265	55,327	1,050	685	113,661



ii) Consolidated

	Software	Software under development	Trademarks and patents	Client portfolio	Trademark	Intangible assets - courses	Use Licenses	No competition	Goodwill	Total
Acquisition cost										
As of January 1, 2021	478	1,888	250	-	-	-	-	-	-	2,616
Additions	-	14,338	-	-	-	-	-	-	-	14,338
Transfers	8,580	(8,580)	-	-	-	-	-	-	-	-
Business combination	23,282	-	-	8,072	10,108	-	-	-	88,116	129,578
December 31, 2021	32,340	7,646	250	8,072	10,108	-	-	-	88,116	146,532
Additions	1	29,450	15	205	-	-	42	-	2,142	31,855
Business combination	5,678	-	-	-	-	-	-	2,156	9,941	17,775
Transfers	2,880	(3,616)	-	-	-	2,520	736	-	-	2,520
Write-offs	(598)	(388)	-	-	-	-	-	-	-	(986)
Impairment (impairment)									(2,740)	(2,740)
December 31, 2022	40,301	33,092	265	8,277	10,108	2,520	778	2,156	97,459	194,956
Accumulated amortization										
As of January 1, 2021	(29)	-	-	-	-	-	-	-	-	(29)
Amortization	(314)	-	-	-	-	-	-	-	-	(314)
Business combination	(3,402)	-	-	-	-	-	-	-	-	(3,402)
December 31, 2021	(3,745)	-	-	-	-	-	-	-	-	(3,745)
Amortization	(6,772)	-	-	(841)	-	(1,470)	(93)	(130)	-	(9,306)
Acquisition of subsidiary	(1)	-	-	-	-	-	-	-	-	(1)
December 31, 2022	(10,518)	-	-	(841)	-	(1,470)	(93)	(130)	-	(13,052)
Net carrying amount										
December 31, 2021	28,595	7,646	250	8,072	10,108	-	-	-	88,116	142,787
December 31, 2022	29,783	33,092	265	7,436	10,108	1,050	685	2,026	97,459	181,904



Impairment test for CGU's that contain goodwill

For the purposes of the impairment test, goodwill was allocated to the Group's cash generating units (CGU) as follows:

	Sencon	Económica	RI Prisma	TC Cripto
Goodwill	55,327	22,729	6,389	3,752
Other assets	17,154	20,570	870	449
Total *	72,481	43,299	7,259	4,201

* the table above does not include the goodwill of the acquirees (Pandhora, TC Sfoggia, Abalustre) totaling R\$ 9,262.

The recoverable amount of this CGU was based on fair value less selling costs, estimated based on discounted cash flows. The fair value measurement was classified as Level 3 based on the inputs used in the valuation technique

The main assumptions used to estimate the recoverable amount are defined below. The values assigned to key assumptions represent management's assessment of future trends in relevant industries and were based on historical data from internal and external sources. Assets acquired in 2021 were tested and those acquired in 2022 will be tested in the next year.

The Company annually tests possible goodwill impairment, in accordance with the accounting policy presented in Note 6, item h (i). The recoverable amounts of Cash Generating Units (CGU's) were determined based on value in use calculations made based on estimates and budgetary projections approved by management.

i) CGU SENCON:

An impairment loss of R\$ 679 was recognized in relation to CGU Sencon during the year 2022, resulting in the write-off of the CGU's carrying amount to its recoverable amount.

To determine the fair value of the CGU, the discounted cash flow methodology was used based on the main assumptions, average revenue growth (CAGR) of 14% pa, discount rate of 16%. In perpetuity, an inflation of 3.2% was considered, plus actual growth of 2%.

ii) CGU ECONOMÁTICA

No loss related to this CGU was recognized during the year 2022. The fair value of the CGU exceeded the carrying amount, with the carrying amount of the CGU already representing its recoverable value.

To determine the fair value of the CGU, the discounted cash flow methodology was used based on the main assumptions, average revenue growth (CAGR) of 5% pa, discount rate of 16%. In perpetuity, an inflation of 3.2% was considered, plus actual growth of 2%.

iii) CGU TC CRIPTO

No loss related to this CGU was recognized during the year 2022. The fair value of the CGU exceeded the carrying amount, with the carrying amount of the CGU already representing its recoverable value.

To determine the fair value of the CGU, the discounted cash flow methodology was used based on the main assumptions, average revenue growth (CAGR) of 14% pa, discount rate of 20.2%. In perpetuity, an inflation of 3.2% was considered, plus actual growth of 2%.



iv) CGU RI PRISMA

No loss related to this CGU was recognized during the year 2022. The fair value of the CGU exceeded the carrying amount, with the carrying amount of the CGU already representing its recoverable value.

To determine the fair value of the CGU, the discounted cash flow methodology was used based on the main assumptions, average revenue growth (CAGR) of 9% pa, discount rate of 20.2%. In perpetuity, an inflation of 3.2% was considered, plus actual growth of 2%.

v) CGU ABALLUSTRE

A write-off of the total amount of goodwill during the year 2022, in the amount of R\$ 2,061, was recognized in relation to CGU Aballustre, as there is no expectation of recoverability for the CGU.

14. Payroll and social charges

	Parent		Consolidated	
	12/31/2022	12/31/2021	12/31/2022	12/31/2021
Salaries payable	973	1,298	1,271	1,799
Provision for vacation pay and 13th salary	1,244	754	1,683	1,564
Withholding income tax (IRRF) on payroll payable	447	832	701	1,171
INSS payable	548	818	719	1,169
Other	135	210	174	338
Total (i)	3,347	3,912	4,548	6,041

(i) The decrease in social and labor obligations was driven by the decrease in the Company's workforce.

15. Taxes payable

	Parent		Consolidated	
	12/31/2022	12/31/2021	12/31/2022	12/31/2021
Service tax (ISS) payable	94	260	192	322
PIS and COFINS payable	4	116	98	193
Income tax and social contribution payable	-	214	739	840
ICMS – DIFAL	-	55	-	55
Taxes withheld	183	31	202	40
Total	281	676	1,231	1,450



16. Income tax and social contribution

The reconciliation of income tax and social contribution expenses is presented below:

	Parent	
	12/31/2022	12/31/2021
Calculation based on taxable income		
Loss before income tax and social contribution	(II) (97,320)	(II) (19,040)
(+) Additions (i)	135,908	16,176
(-) Exclusions (ii)	(90,829)	(53,278)
Income tax and social contribution calculation basis	(52,241)	(56,142)
Deferred corporate income tax (IRPJ) and social contribution (CSLL)	15,061	20,241
Total – Income tax and social contribution expense	(I) 15,061	(I) 20,241
Effective rate (I)/(II)	(-)	(-)

- (i) Additions are mainly composed of exchange rate change of R\$ 22,703, resulting from derivatives in the amount of R\$ 77,322, surplus of R\$ 5,807, Provision for suppliers of R\$ 5,948 and permanent additions of R\$ 24,128.
- (ii) The exclusions are mainly composed of exchange rate change of R\$ 14,544, derivatives of R\$ 54,774, provisions for trade payables of R\$ 5,948 and permanent exclusions of R\$ 15,563.
- (ii) In 2022 and 2021, there is no effective tax rate since the tax base is negative.

	Consolidated	
	12/31/2022	12/31/2021
Calculation based on taxable income		
Loss before income tax and social contribution	(94,371)	(17,212)
(+) Additions (i)	135,908	16,176
(-) Exclusions (ii)	(90,829)	(53,291)
Income tax and social contribution calculation basis	(49,292)	(54,327)
IRPJ (corporate income tax) and CSLL (social contribution on net income) expense	(2,663)	(1,828)
Deferred corporate income tax (IRPJ) and social contribution (CSLL)	15,061	20,241
Total – Income tax and social contribution expense	12,398	(I) 18,413
Effective rate (I)/(II)	(-)	(-)

- (i) Additions are mainly composed of exchange rate change of R\$ 22,703, resulting from derivatives in the amount of R\$ 77,322, surplus of R\$ 5,807, Provision for suppliers of R\$ 5,948 and permanent additions of R\$ 24,128.
- (ii) The exclusions are mainly composed of exchange rate change of R\$ 14,544, derivatives of R\$ 54,774, provisions for trade payables of R\$ 5,948 and permanent exclusions of R\$ 15,563.
- (ii) In 2022 and 2021, there is no effective tax rate since the tax base is negative.

Deferred tax assets

	Parent and Consolidated	
	12/31/2022	12/31/2021
Tax losses and negative basis of social contribution	29,625	19,088
Amortization of intangible assets – business combination	3,107	1,153
Unrealized exchange rate changes	2,502	-
Other provisions	68	-
Deferred income tax and social contribution, net	35,302	20,241



Changes in profit or loss arising from deferred income tax and social contribution are as follows:

	Parent and Consolidated	
	12/31/2022	12/31/2021
Beginning of year	20,241	-
Tax losses and negative basis of social contribution	1,249	19,088
Amortization of intangible assets – business combination	3,107	1,153
Unrealized exchange rate changes	2,774	-
Hedge changes	(272)	-
Other provisions	68	-
Restricted stock payment	196	-
SWAP changes	7,939	-
End of year	35,302	20,241

The Company, based on projections of taxable profit for future years, estimates to recover deferred tax assets, including the tax credits arising from tax losses and negative basis of social contribution in the following years:

	Parent and Consolidated	
	12/31/2022	12/31/2021
2023	-	1,879
2024	-	5,590
2025	-	9,853
2026	178	2,919
2027	2,211	-
2028	5,099	-
2029	5,710	-
2030	6,466	-
2031	7,327	-
2032	8,311	-
Total deferred tax assets	35,302	20,241

Furthermore, the Company has deferred income tax and social contribution arising from unrecorded tax loss, in the accumulated amount of R\$ 16,591 for the year ended December 31, 2022.

Income tax and social contribution on income were calculated in conformity with the Law 12973/2014.

17. Contract liabilities

	Parent and Consolidated	
	12/31/2022	12/31/2021
Advances from customers (services to be provided) (i)	2,796	4,269
Total	2,796	4,269

- (i) The balances of advances from customers (services to be provided) refer to service contracts signed until the base date of these financial statements, with the obligation to provide such services (next period), as provided for in the contractual terms, since the financial receipt occurred in advance of revenue recognition.



18. Leases

	Parent and Consolidated	
	12/31/2022	12/31/2021
Leases (Current)	3,489	3,662
Leases (Noncurrent)	506	4,363
Total	3,995	8,025

The Group leases administrative real estate ("real estate lease") to perform its operating activities. Said leases typically last 3 years, with no option of automatic lease renewal after this period.

Lease payments are adjusted based on contractual agreements to reflect market values.

Previously, these leases were classified as operating leases, pursuant to NBC TG 06 (R2).

Information on leases for which the Group is the lessee is presented below:

(i) Right-of-use assets

	Parent and Consolidated
Balance at 12/31/2020	2,991
Addition – new lease	6,737
Amortization expense in the year	(2,584)
Merger	341
Amortization - Merger	(155)
Balance at 12/31/2021	7,330
Addition	1,034
Depreciation expense for the year	(3,883)
Write-offs of lease	(1,146)
Balance at 12/31/2022	3,335

(ii) Amounts recognized in profit (loss)

	Parent and Consolidated	
	12/31/2022	12/31/2021
Leases		
Interest on leases	701	791

The Group does not have short-term or low-value leases recognized as expenses.



(iii) Lease liabilities

Lease liabilities refer to the expected amount transferred for the use of the asset (right of use), recorded at present value. The financial flow of lease liabilities was discounted at the average interest rate of 12.8% p.a. (13.21% p.a. as of December 31, 2021), a rate that best reflects the Group's economic environment for the acquisition of an asset under similar conditions. The amounts of undiscounted installments and respective future financial charges on leases are presented below:

	Parent and Consolidated	
	12/31/2022	12/31/2021
Real estate leases	4,264	9,171
(-) Future financial charges	(269)	(1,146)
Present value of real estate leases	3,995	8,025
Short-term	3,489	3,662
Long-term	506	4,363

Changes in leases are as follows:

	Parent and Consolidated	
	12/31/2022	12/31/2021
Opening balance	8,025	3,051
Additions – new property lease	1,034	6,737
Merger	-	214
Interest incurred	701	791
Write-offs	(1,067)	-
Principal and interest payment	(4,698)	(2,768)
Closing balance	3,995	8,025

The maturity schedule of lease liabilities is as follows:

	Parent and Consolidated	
	12/31/2022	12/31/2021
2022	-	3,662
2023	3,489	3,582
2024	506	781
Current and noncurrent liabilities	3,995	8,025

(iv) Potential PIS and COFINS right

The indication of the potential PIS and COFINS right recoverable, not measured in the cash flows of leases, is as follows:

	Parent and Consolidated			
	12/31/2022		12/31/2021	
	Nominal value	Present value	Nominal value	Present value
Lease consideration	(4,698)	(3,998)	(2,768)	(2,366)
Potential PIS/COFINS (9.25%)	435	370	256	219



(v) Inflationary effects

The inflation effects in the year of comparison with the effective flow, using the average future IGP-M rate for 3 years, of 7.74% p.a., represent the following amounts:

Parent and Consolidated					
Right of use			Lease liabilities		
Actual flow	12/31/2022	12/31/2021	Actual flow	12/31/2022	12/31/2021
Right of use	3,335	7,330	Lease liabilities	3,995	8,025
Depreciation	(3,883)	(2,739)	Finance cost	(701)	(791)
Inflationary flow	12/31/2022	12/31/2021	Inflationary flow	12/31/2022	12/31/2021
Right of use	3,594	7,899	Lease liabilities	5,008	8,539
Depreciation	(4,180)	(2,577)	Finance cost	(832)	(856)

19. Other payables and dividends payable

	Parent		Consolidated	
	12/31/2022	12/31/2021	12/31/2022	12/31/2021
Accounts payable Business combination (i)	10,680	8,055	10,680	8,055
Other payables (ii)	2,916	5,210	3,237	5,380
Restricted shares (iv)	322	-	317	-
Subtotal	13,918	13,265	14,234	13,435
Dividends payable (iii)	-	57	711	57
Total	13,918	13,322	14,945	13,492

- (i) Of the outstanding balance, the amount of R\$ 9,655 refers to accounts payable for the acquisition of Pandhora. The remaining balance is earn-out due to the acquisition of TC Cripto and Arko Advice.
- (ii) Refer to trade payables to service providers and other payables.
- (iii) Refers to the allocation of subsidiaries' dividends pursuant to Article 202 of Law 6.404.
- (iv) This is the balance of restricted shares granted, as a form of compensation for legal entity service providers, to be settled in cash after the eligibility period has been completed, as disclosed in Note 22.

20. Provisions for contingencies

The Group is a party to lawsuits and administrative proceedings arising from the normal course of its operations.

Based on information from its legal advisors and analysis of lawsuits, the Group provisioned the amount of R\$ 225 as of December 31, 2022 referring to lawsuits whose expectation of loss was classified as probable by its legal advisors (R\$ 94 as of December 31, 2021).

There are lawsuits assessed by the Group's legal advisors and classified as having a risk of possible loss, in the amount of R\$ 436 (R\$ 94 as of December 31, 2021) for which no provision was recorded, since that the accounting practices adopted in Brazil do not require their accounting.



21. Related parties

	Parent		Consolidated	
	Assets		Assets	
	12/31/2022	12/31/2021	12/31/2022	12/31/2021
Sfoggia Tax Tech Consultoria Ltda (i)	4,180	-	-	-
Arko Advice (ii)	33	-	33	-
Matrix	25	-	-	-
Pandhora	296	-	-	-
Partners			4,200	
Total	4,534	-	4,233	-

(i) The Company, aiming at the full integration of its operations with its investees, carries out cash transfer transactions as part of its business plan, always seeking to minimize the cost of its funding.

(ii) Dividends receivable.

a) Operations with key management personnel

Key management personnel compensation

Key management personnel compensation includes:

	12/31/2022	12/31/2021
Managing Partners Short-term benefits	2,250	2,462
Total	2,250	2,462

22. Shareholders' equity

a. Share capital

During the 1st quarter of 2021, through the 8th Amendment to the Articles of Association, the partners approved the transformation of TC Traders Club Ltda (limited liability company) into TC Traders Club S/A (privately-held corporation). As a result of the transformation, the partners approved the conversion of the total of five million (5,000,000) shares, with a nominal value of R\$ 1.00 each, fully subscribed and paid-up, in five million (5,000,000) common and nominative shares with no par value.

On March 31, 2021, through the Extraordinary General Meeting (EGM), the split of common shares, nominative and with no par value of the Company was approved, in the ratio of one (1) to forty (40) shares, without changing the share amount. The share capital is currently represented by two hundred million (200,000,000) common and nominative shares with no par value.

On March 31, 2021, based on the Extraordinary General Meeting (EGM), the Company decided to increase its capital in the amount of R\$ 242, through the issue of three million, eight hundred and eleven thousand, nine hundred and sixty (3,811,960) new common shares, nominative and with no par value, with an issue price of R\$ 0.0634 each, provided for in accordance with Article 170, § 1, item II of the Brazilian Corporate Law. Said capital increase was carried out between April 1 and 7, 2021, increasing the Company's share capital to R\$ 5,242, divided into 203,811,960 common shares, all nominative and with no par value.



On April 1, 2021, based on the Extraordinary General Meeting (EGM), the Company decided to increase its capital in the amount of R\$ 468, through the issue of eight million, three hundred thirty-three thousand, three hundred twenty (8,333,320) new common shares, nominative and with no par value, with an issue price of R\$ 0.05615161 each, provided for in accordance with Article 170,

§ 1, item II of the Brazilian Corporate Law. This capital increase was carried out on this date through the transfer of 9,554 shares issued by the acquired company CALC Sistemas de Gestão Ltda. to the Company's shareholders' equity, increasing the Company's share capital to R\$ 5,710, divided into 212,145,280 common shares, all nominative and with no par value.

As of July 05, 2021, based on the Special Shareholders' Meeting (SSM), the conversion of the 728 Debentures into 12,140,769 common shares of the Company was approved, pursuant to Clause 4.5.1 (iv) of the Indenture and Clause 7.2 of the Shareholders' Agreement filed at the Company's headquarters. The Company's share capital increase in 12,140,769 common shares, at the issue price of approximately R\$ 5.99632527 per share was also approved, determined in accordance with item I, paragraph 1 of article 170 of the Brazilian Corporate Law.

As of July 26, 2021, based on the Board of Directors' Meeting, the Company decided to increase, within the limit of its authorized capital, its share capital, in the amount of R\$ 527,778, through the issuance of 55,555,556 (fifty-five million, five hundred and fifty-five thousand, five hundred and fifty-six) new common shares, at the pair value of R\$9.50 each, all registered, nominative and with no par value, with the exclusion of the preemptive right of the Company's shareholders in the subscription, pursuant to the provisions of article 172, item I, of the Brazilian Corporate Law, and pursuant to article 7 of the Company's Bylaws.

As of August 31, 2021, based on the Board of Directors' Meeting, the Company decided to increase, within the limit of its authorized capital, its share capital, in the amount of R\$ 17,153, through the issuance of 1,805,533 (one million, eight hundred and five thousand, five hundred and thirty-three cents) new common shares, at the nominal value of R\$ 9.50 (nine reais and fifty cents) each, all registered, nominative and with no par value. The Company's share capital increased to 281,647,138 (two hundred and eighty-one million, six hundred and forty-seven thousand, one hundred and thirty-eight) common shares, with the exclusion of the preemptive right of the current shareholders of the Company in the subscription, pursuant to the provisions of article 172, item I, of the Brazilian Corporate Law, and pursuant to article 7 of the Company's Bylaws.

The Company's share capital as of December 31, 2022 and 2021 is broken down as follows:

	12/31/2022		12/31/2021	
	Number of shares	% Interest	Number of shares	% Interest
Common shares				
Controlling shareholders	185,062,960	66.06	185,062,960	65.71
Management	13,360,867	4.77	13,360,867	4.74
Total	198,423,827	70.83	198,423,827	70.45
Treasury shares	189,202	0.07	1,989,200	0.71
Outstanding shares (free float)	81,534,109	29.1	81,234,111	28.84
Total	81,723,311	29.17	83,223,311	29.55
Number of shares	280,147,138	100.00	281,647,138	100.00
Total nominal capital (R\$'000)	623,440		623,440	
Expenses with issuances of shares	(42,276)		(42,276)	
Total share capital	581,164		581,164	

The Company is authorized to increase its share capital up to the limit of 600,000,000 common and nominative shares with no par value, by resolution of the Company's Board of Directors and regardless of statutory amendment. Moreover, the Board of Directors is responsible for



establishing the issue conditions, including price, term and form of subscription and payment of shares issued.

b. Capital reserve

The capital reserve represents the fair value of shares issued by the Company that exceeded the issue value registered as share capital. During the year ended in 2021, this reserve was made of: (i) R\$ 34,564 referring to the consideration transferred for the acquisition of CALC Sistemas de Gestão Ltda.; (ii) R\$ 119 referring to goodwill on the sale of treasury shares made on March 31, 2021; and (iii) R\$ 1,957 arising from the effects of recognizing the cancellation of the share-based compensation plan. During the year ended in 2022, it presented the following changes: (i) cancellation of 1,500,000 shares in the amount of R\$ (10,117); (ii) R\$ (802) referring to the difference between the write-off of the cost of treasury shares offered as part of the consideration for the acquisition of Pandhora and the fair value of TC shares, priced at R\$ 3.766, defined according to the simple average of the trading sessions performed between the dates of September 30, 2022 and October 14, 2022; and (iii) R\$ 254 referring to the effects of recognizing share-based compensation, pursuant to item (f) of this note. At December 31, 2022, the balance of this reserve was R\$ 25,975.

c. Treasury shares

- i) As of September 21, 2021, the Board of Directors approved the common share buyback program to apply available funds to maximize the generation of value for shareholders, since, in the view of the Company's Management, the current value of its shares does not reflect the true value of its assets, combined with the perspective of profitability and generation of future results.

For this share buyback program, the Company may, at its sole discretion and under the terms of the program, acquire up to 2,000,000 (two million) common, nominative, book-entry shares with no par value issued by the Company. The maximum deadline for carrying out the operations is November 15, 2022.

- ii) For the year ended December 31, 2021, 1,989,200 common shares were repurchased, totaling R\$ 13,301, with a maximum unit cost of R\$ 7.00, a minimum unit cost of R\$ 6.50 and an average unit cost of R\$ 6.74. These shares represent 0.71% of the common shares issued by the Company and outstanding.
- iii) On September 29, 2022, the Company's board of directors ratified the early cancellation of the Company's share buyback program, approved on September 21, 2021 and amended on November 15, 2021, as well as the early termination, effective as of September 29, 2022, of the Company's share disposal program, approved on May 16, 2022. Furthermore, the cancellation of 1,500,000 common, nominative and book-entry shares with no par value issued by the Company held in treasury, against the Company's capital reserve, was approved;
- iv) On October 19, 2022, in the transaction involving the acquisition of 100% of Pandhora's shares, part of the consideration was made through TC S.A.'s treasury shares, totaling 299,998 shares. The fair value assigned to such shares was obtained by the simple average of quotations on B3 and resulted in the amount of R\$ 3.76 per share, totaling R\$ 1,128, recorded under capital reserve. 189,202 shares remain in treasury, backed by capital reserve. There was no reduction or change in the share capital.



d. Legal reserve

The Legal Reserve is recorded at the percentage of 5% on the Company's net profit, limited to 20% of its capital, as defined in its Bylaws and in the current legislation.

In the year ended December 31, 2022, said reserve was fully consumed by the loss for the year (R\$ 60 in 2021).

e. Earnings reserve

As approved in the Company's Bylaws on December 3, 2021, the net profit calculated for the year will be deducted, before any allocation, by: **(a)** 5% (five percent) intended to formation of legal reserve which shall not exceed the limit of 20% (twenty percent) as Brazilian Corporate Law; **(b)** 5% (five percent) for payment of the mandatory dividend referred to in article 202 of the Brazilian Corporate Law; and **(c)** the remaining balance will have the destination provided for by the Annual Meeting and may be applied in the formation of the statutory earnings reserve, which aims to strengthen the Company's working capital and finance the maintenance, expansion and development of new projects and other activities comprising the corporate purpose of the Company and/or its subsidiaries, including through capital increase subscription or creation of new projects. This statutory reserve cannot exceed the total share capital.

In the year ended December 31, 2022, this reserve was fully consumed by the loss for the year (R\$ 8,648 in 2021).

f. Profit sharing

The Company's bylaws determine the distribution of a compulsory minimum dividend of 5% of net income for the year, adjusted lawfully. Accumulated losses and the provision for Income Tax will be deducted from the profit or loss for the year, before any interest.

The loss for the year will be mandatorily absorbed by accumulated earnings, earnings reserves and legal reserve, in this order.

g. Share-based compensation

Approval of Stock Option Plan

At the Extraordinary General Meeting held on May 19, 2021, the Stock Option Plan for Stocks Issued by TC S.A. ("Plan") was approved, with its effectiveness subject to the registration as a publicly-held company with the Brazilian Securities Exchange Commission ("CVM") and upon trading of the Company's shares in the special listing segment of Brasil, Bolsa e Balcão – B3, the New Market. Only after these conditions are met, programs that will discipline the granting of stock options to the Company's management may be prepared. Until December 31, 2022, there was no program in effect.

Main characteristics of the Plan – Stock options

According to the Plan, individuals who act as executives, members of the Board of Directors, statutory and non-statutory officers, managers, supervisors, collaborators and employees of the Company and of its subsidiaries and that, as they are considered key resources in the development of the business of the Company and its subsidiaries, as they may be chosen by the Company's Board of Directors or a special committee created to manage the Plan to receive the options.

The Company's Board of Directors or the Committee, as the case may be, may create Stock Option Programs, which will contain the specific conditions regarding the Participants, the total number of Company's shares subject to the grant, the division of the grant into lots and the respective specific rules for each lot, including the strike price and the terms for exercising the option.

The Plan's objectives are as follows: (a) providing incentives for the expansion, success and achievement of the Company's social goals; (b) aligning the interests of the Company's shareholders with those of the Company's and its subsidiaries' managers, collaborators and employees, through the participation, together with the other shareholders, in the appreciation of the shares, as well as in the risks to which the Company is exposed; and (c) enable the Company or subsidiaries to attract and retain managers, collaborators and employees who are considered



key professionals linked to them, offering them the possibility, under the terms and conditions provided for in the Plan, to become shareholders of the Company.

The Options granted under the terms of the Plan, considering all the Programs, may grant Participants acquisition rights over a number of Shares that does not exceed 5% of the Company's share capital and the limit of the Company's authorized capital, subject to the limit of 1% of the share capital per year. In order to meet the exercise of stock options granted under the Plan, the Company may, at Board of Directors' discretion, as the case may be: (a) issue new shares within the authorized share capital limit; or (b) privately sell shares held in treasury to the Participant.

The Board of Directors or the Committee, as applicable, will approve the granting of options through the Programs. When launching each Program, the Company will enter into an Option Agreement with each Participant, which will define at least the following conditions: (i) the number of shares that the Participant will be entitled to acquire or subscribe upon exercising the option and the strike price, in accordance with the terms of the Program; (ii) the initial vesting period during which the option cannot be exercised and the deadlines for the total or partial exercise of the option and in which the rights arising from the option will expire; (iii) any rules on any restrictions on the transfer of shares received by exercising the option and the provisions on penalties for non-compliance with these restrictions; and (iv) any other terms and conditions, consistent with the Plan and the respective Program.

The strike price of each of the Options granted, to be expressly included in each Option Agreement, will correspond to the average of the Company's share quotations, weighted by volume, in the 30 trading sessions of B3 prior to the date of execution of the Option Agreement, with the application, on this amount, of a discount of at most 20%, without any type of restatement or update ("Strike Price"). The exercise of the options must be carried out within a period of 90 days from the end of the grace period established under the terms of the Plan. In the case of options granted without a grace period, the exercise period will be counted as of the date of execution of the Option Agreement.

The Option Programs and Agreements must also provide for that, in the event of the Participant's termination during the vesting period, the Company may, at its sole discretion, repurchase all shares held by the Participant subject to the restriction period, for an amount equivalent to the Strike Price, updated by the SELIC rate, with a discount of 20% or the value of the share price on the date of exercise of the repurchase by the Company, whichever is lower, under the terms of the Plan.

In the event of the participant's dismissal, except due to death or permanent disability, all unexercised options, even those whose grace period has been elapsed, will lawfully remain extinct automatically, regardless of prior notice or notification, and without any right to any indemnity.

Approval of the Restricted Stock Unit (RSU) Plan

The Special Shareholders' Meeting held on November 19, 2021 approved the RSU Plan issued by TC S.A.

Main characteristics of the Plan – RSU's restricted stock

The Plan aims to allow the granting of the right to receive Shares to the Beneficiaries selected by the Board of Directors, subject to certain conditions, to: (i) encourage expansion, value creation, success and achievement of the Company's corporate objectives and those of the companies it controls; (ii) aligning the interests of the Beneficiaries with the interests of the Company and its shareholders; and (iii) encourage the permanence of employees in the Company or its Subsidiaries.

Under this Plan, Shares representing a maximum of 5% of the Company's share capital on the date of approval of the Plan may be delivered to the Beneficiaries. The strike price of each of the Options granted, to be expressly included in each Option Agreement, will correspond to the average of the Company's share quotations, weighted by volume, in the 30 trading sessions of B3 prior to the date of execution of the Agreement.



The shares granted to the beneficiaries will be divided into four (4) lots, (individually, a “Lot”), and may be exercised provided that the conditions set forth are met (i) At the end of the eligibility period, it varies between 4 and 12 months, 25% of the shares can be exercised by the beneficiary (ii) In the twelfth month after eligibility (first vesting period), 50% of the shares can be exercised by the beneficiary (iii) In the twenty-fourth month after eligibility 75% of the shares may be exercised by the beneficiary and (iv) In the thirty-sixth month after eligibility, 100% of the shares may be exercised by the beneficiary.

If the Beneficiary has not complied with its Eligibility Period, all his/her shares will be lawfully terminated automatically, without any right to indemnity or liens for the Company.

In the event of the participant’s dismissal, the right to receive the Target Shares under the terms of the Plan will be automatically terminated, without the right to any indemnity, terminating all its full effects, regardless of prior notice or notification, in the following cases: (a) upon termination of the Agreement by mutual agreement; (b) if the Company is dissolved, liquidated or declared bankrupt; or (c) in the event of Termination of the Beneficiary, under the terms if the Beneficiary is removed from the position held in the Company at the Company’s will, without Just Cause, the following criteria will be adopted: (i) Acquired Shares and Not Acquired Advanced Shares existing on the date of Termination, as applicable, will be Transferred within forty-five (45) days from the date of Termination; and (ii) Not Acquired Shares on the date of Termination will be lawfully terminated automatically, regardless of prior notice or notification, and without any right to any indemnity.

	12/31/2022		
	Number of shares	Weighted average price	Total
Outstanding in the beginning of the year	-		
Granted during the year (1)	252,000	4.62	1,164,240
Outstanding at the end of the year	252,000		1,164,240

- (1)** Number of shares granted, with their settlement being made through the Company’s shares, with a corresponding entry to shareholders’ equity in capital reserve. On December 31, 2022, the total amount of expense and capital reserve recognized in the year was R\$ 254.

Restricted share grants have the following maturity dates:

Number of shares	Maturity date
50,000	2025
202,000	2026
252,000	

Criteria for fair value measurement

The average value of shares was calculated based on the weighted average price of shares issued by the company calculated at the end of the last 30 trading sessions prior to the end of the vesting period.

Service Provision with compensation linked to the Company’s shares.

At a meeting of the board of directors held on November 9, 2022, the Plan for compensation for the provision of services with remuneration linked to the Company’s Shares was approved.

Main characteristics of the Plan - Granting of compensation for providing services with compensation linked to Shares.

The Plan aims to allow the granting of the right to receive Shares to the Beneficiaries selected by the Board of Directors, subject to certain conditions, to: (i) encourage expansion, value creation,



success and achievement of the Company's corporate objectives and those of the companies it controls; (ii) aligning the interests of the Beneficiaries with the interests of the Company and its shareholders; and (iii) encourage the permanence of third parties in the Company or its Subsidiaries.

Under this Plan, Shares representing a maximum of 5% of the Company's share capital on the date of approval of the Plan may be delivered to the Beneficiaries. The strike price of each of the Options granted, to be expressly included in each Option Agreement, will correspond to the average of the Company's share quotations, weighted by volume, in the 30 trading sessions of B3 prior to the date of execution of the Agreement.

The shares granted to the beneficiaries will be divided into four (4) lots, (individually, a "Lot"), and may be exercised provided that the conditions set forth are met (i) At the end of the eligibility period, it varies between 4 and 12 months, 25% of the shares can be exercised by the beneficiary (ii) In the twelfth month after eligibility (first vesting period), 50% of the shares can be exercised by the beneficiary (iii) In the twenty-fourth month after eligibility 75% of the shares may be exercised by the beneficiary and (iv) In the thirty-sixth month after eligibility, 100% of the shares may be exercised by the beneficiary.

If the Beneficiary has not complied with its Eligibility Period, all his/her shares will be lawfully terminated automatically, without any right to indemnity or liens for the Company.

In the event of the participant's dismissal, the right to receive the Target Shares under the terms of the Plan will be automatically terminated, without the right to any indemnity, terminating all its full effects, regardless of prior notice or notification, in the following cases: (a) upon termination of the Agreement by mutual agreement; (b) if the Company is dissolved, liquidated or declared bankrupt; or (c) in the event of Termination of the Beneficiary, under the terms if the Beneficiary is removed from the position held in the Company at the Company's will, without Just Cause, the following criteria will be adopted: (i) Acquired Shares and Not Acquired Advanced Shares existing on the date of Termination, as applicable, will be Transferred within forty-five (45) days from the date of Termination; and (ii) Not Acquired Shares on the date of Termination will be lawfully terminated automatically, regardless of prior notice or notification, and without any right to any indemnity.

The plan may be paid, in whole or in part, in one of the two ways below, whose discretionary option will be the Company's sole and exclusive responsibility: (i) upon delivery of TRAD3 shares, the total number of which will be calculated by dividing the Performance Price by the average quotation of the last 10 trading sessions prior to the date of execution of the Agreement, weighted by the traded volume; and/or (ii) in local currency, in an amount equivalent to the multiplication of the number of TRAD3 shares that would be delivered on the corresponding payment date by the average of quotations in the last 10 trading sessions prior to the respective Eligibility Date.

	12/31/2022		
	Number of shares	Weighted average price	Total
Outstanding in the beginning of the year	-		
Granted during the year (1)	912,163	2.22	2,025,002
Outstanding at the end of the year	912,163		2,025,002

- (1)** Number of shares granted, being accounted for under other accounts payable, due to the payment of these beneficiaries being made in cash, despite the plan providing for the possibility of share-based payment. The parties agreed to settle the amounts in cash, accordingly, the amounts were initially brought to their fair value and are updated to their fair value at each closing date. On the base date, they are recorded under other accounts payable and general and administrative expenses in the amount of R\$ 322.



The compensation grants issued have the following maturity dates:

Number of shares	Maturity date
109,827	2025
802,336	2026
912,163	

Criteria for fair value measurement

The average value of shares was calculated based on the weighted average price of shares issued by the company calculated at the end of the last 30 trading sessions prior to the end of the vesting period.

23. Revenue

The Group generates revenue through the sale of subscriptions and training for professional and management development focused on the financial and business areas, carried out through TC's platform (Web and App) and by means of the operating activities of its subsidiaries

The reconciliation between gross revenue for tax purposes and the revenue presented in the statement of profit or loss for the years:

	Parent	
	12/31/2022	12/31/2021
Revenue from services rendered – B2C	60,503	82,774
Revenue from services rendered – B2B	3,053	3,785
Income taxes	(7,817)	(10,623)
Total	55,739	75,936

	Consolidated	
	12/31/2022	12/31/2021
Revenue from services rendered – B2C	61,572	92,025
Revenue from services rendered – B2B	30,602	11,262
Income taxes	(9,737)	(11,684)
Total	82,437	91,603

Performance obligations and revenue recognition policies

Revenue is measured based on the consideration specified in the contract with the customer. The Group recognizes revenue when the control over the service is transferred to the customer.



The table below provides information about the nature and time of the compliance with performance obligations under contracts with customers, including significant payment conditions and the related revenue recognition policies.

Type of service	Nature and timing of fulfillment of performance obligations, including significant payment terms	Revenue recognition policy
Subscriptions	Invoices for the sale of subscriptions are issued monthly and customers normally pay via credit card in 12 monthly installments or make a single cash payment.	Revenue is recognized over time using under the straight-line method from the access release date until the subscription expiration date. For customers who make cash payments, the surplus received is recorded as a contractual liability in current liabilities.
Courses and training	Customers obtain control of courses and training when their access is made available on the platform, with the customer being able to carry out training at any time and for an indefinite period. Customers divide their credit card payment in 12 monthly installments or make a single cash payment. All courses offer the possibility for the customer to request the return of his or her payment within 7 days after purchase if the customer does not adapt to the methodology adopted in the training.	Revenue is recognized 7 days after the customer has been granted access to the training acquired.
Income tax calculator	Customers obtain control of the calculator when their access is made available on the platform, and can perform the calculation for the month and the CPF (SSN)/CNPJ (EIN) contracted at any time and for an indefinite period. Customers divide their credit card payment in 12 monthly installments or make a single cash payment.	Revenue is recognized after customers have been granted access to the calculator.



24. Costs and expenses by nature

	Parent	
	12/31/2022	12/31/2021
Outsourced services	(46,988)	(30,179)
Marketing services	(5,956)	(17,600)
System maintenance (platform)	(7,073)	(8,912)
Maintenance expenses	(8,599)	(3,812)
Personnel (i)	(43,217)	(28,494)
Depreciation and amortization	(16,081)	(5,136)
Courses and training	(958)	(650)
Cancellation of stock option plan	-	(1,957)
Restricted shares (ii)	(576)	
Impairment	(2,740)	
Other	(12,753)	(6,155)
Total (i)	(144,941)	(102,895)
Cost of services rendered	(34,610)	(30,680)
Sales and marketing expenses	(21,981)	(17,601)
General and administrative expenses	(82,907)	(56,695)
Other net operating (expenses) revenues	(5,443)	2,081
Total	(144,941)	(102,895)

(i) The increase was driven by the growth in the Company's operations and staff.

(ii) Stock option plan expense.

	Consolidated	
	12/31/2022	12/31/2021
Outsourced services	(49,408)	(33,233)
Marketing services	(6,625)	(18,421)
System maintenance (platform)	(10,514)	(8,940)
Maintenance expenses	(8,599)	(4,327)
Personnel (i)	(61,313)	(34,957)
Depreciation and amortization	(17,334)	(8,740)
Courses and training	(1,087)	(753)
Cancellation of stock option plan	-	(1,957)
Restricted shares (ii)	(576)	-
Impairment	(2,740)	-
Other	(14,487)	(7,088)
Total (i)	(172,683)	(118,416)
Cost of services rendered	(43,444)	(35,618)
Sales and marketing expenses	(26,701)	(18,425)
General and administrative expenses	(96,406)	(66,431)
Other operating income (expenses), net	(6,132)	2,058
Total	(172,683)	(118,416)

(i) The increase was driven by the growth in the operations and staff of the Company and its subsidiaries.

(ii) Stock option plan expense.



25. Finance income (costs)

	Parent	
	12/31/2022	12/31/2021
Finance income		
Yield from short-term investments	27,867	12,127
Discounts obtained	1,415	23
Other finance income	296	125
Exchange rate changes	14,530	-
Gains with derivatives	43,456	-
Total finance income	87,564	12,275
Finance cost		
Tax on financial transactions (IOF)	(161)	(483)
Bank fees	(47)	(82)
Interest expense	(502)	(608)
Exchange rate changes	(22,753)	(161)
Interest on leases	(701)	(791)
PIS/COFINS on finance income	(1,096)	(509)
(-) Loss with derivatives	(66,005)	-
Total finance cost	(91,265)	(2,634)
Finance income (costs), net (i)	(3,701)	9,641

- (i) The increase in the yield on short-term investments results from the amounts raised in the Initial Public Offering (IPO). Finance income and costs also increased due to the recognition of the effects of derivatives, pursuant to Note 27, as well as due to the registration of foreign exchange under the accrual basis, of the Company's financial assets.

	Consolidated	
	12/31/2022	12/31/2021
Finance income		
Yield from short-term investments	28,103	12,127
Discounts obtained	1,416	23
Other finance income	300	127
Gains with derivatives	43,456	-
Exchange rate changes	14,530	-
Total finance income	87,805	12,277
Finance cost		
IOF	(166)	(491)
Bank fees	(95)	(108)
Interest expense	(581)	(615)
Exchange rate changes	(22,749)	(162)
Interest on leases	(701)	(791)
PIS/COFINS on finance income	(1,094)	(510)
(-) Loss with derivatives	(66,005)	-
Other finance costs	(1)	(2)
Total finance cost	(91,392)	(2,679)
Finance income (costs) (i)	(3,587)	9,598



- (i) The increase in the yield on short-term investments results from the amounts raised in the Initial Public Offering (IPO). Finance income and costs also increased due to the recognition of the effects of derivatives, pursuant to Note 27, as well as due to the registration of foreign exchange under the accrual basis, of the Company's financial assets.

26. Earnings per share

	Parent and Consolidated	
	12/31/2022	12/31/2021
(Loss) profit for the year - Parent	(82,259)	1,201
Weighted average of the number of shares in the year (in units)	281,264,946	243,228,953
Basic (losses) earnings per common share	(0.292461)	0.004938
(Loss) profit for the year - Consolidated	(81,973)	1,201
Weighted average of the number of shares in the year (in units)	281,264,946	249,413,256
Diluted earnings (losses) per common share	(0.291444)	0.004815

The basic earnings per share are calculated by dividing the profit (loss) for the period and/or year attributed to the Company's shareholders by the weighted average quantity of outstanding shares. The diluted earnings per share are calculated by adjusting the profit (loss) and the weighted average of the number of shares, considering the conversion of all potential shares with dilution effect (equity instruments or contracts capable of resulting in the issuance of shares).

In the years ended December 31, 2022 and 2021, there were no instruments with a dilutive effect and the restricted share payment plan was not included in the calculation of diluted earnings per share, as they are antidilutive due to the loss recorded for the year.

27. Financial instruments

The estimated realization fair values of financial assets and liabilities of the Group were determined by means of information available in the market and appropriate valuation methodologies. However, considerable judgment was required in the interpretation of the market data to estimate the most adequate realization value. Consequently, the estimates below do not necessarily indicate the values that could be realized in the current exchange market. The use of different market methodologies may generate changes in estimated realizable values.

The management of these instruments is performed following the operating strategies, aimed at providing liquidity, security and profitability. The control policy consists of permanent follow-up of the rates engaged versus those in force in the market, as well as in the evaluation of financial and economic situation of institutions involved.

After approval by the Board of Directors, the Company contracted derivative financial instruments to exchange the results of future financial flows with exclusively financial settlement (Total Return Swap).

The purpose of the operation is to use available funds to maximize the generation of value for shareholders, since, based on the Company's Management view, the current value of its shares does not reflect the actual value of its assets combined with the profitability outlook and generation of future results.

Short-term financial investments were pledged as a guarantee for the operation (see Note 7).



The position of these SWAP contracts as of December 31, 2022 is as follows:

Type	Currency	Number of shares	Assets / Liabilities	Maturity	Domestic – R\$	Finance income (costs), net
EQUITY SWAP-EXCHANGE	R\$	382,400	TRAD3 shares / CDI + 3%	Apr 06, 2023	1,472	(798)
EQUITY SWAP-EXCHANGE	R\$	500,000	TRAD3 shares / CDI + 3%	Apr 26, 2023	2,501	(1,671)
EQUITY SWAP-EXCHANGE	R\$	192,700	TRAD3 shares / CDI + 3%	Apr 24, 2023	771	(431)
EQUITY SWAP-EXCHANGE	R\$	887,000	TRAD3 shares / CDI + 3%	Apr 17, 2023	3,550	(1,991)
EQUITY SWAP-EXCHANGE	R\$	300,000	TRAD3 shares / CDI + 3%	Apr 10, 2023	1,140	(608)
EQUITY SWAP-EXCHANGE	R\$	500,000	TRAD3 shares / CDI + 3%	Apr 25, 2023	2,351	(1,505)
EQUITY SWAP-EXCHANGE	R\$	308,500	TRAD3 shares / CDI + 3%	May 17, 2023	1,410	(870)
EQUITY SWAP-EXCHANGE	R\$	500,000	TRAD3 shares / CDI + 3%	May 18, 2023	2,271	(1,393)
EQUITY SWAP-EXCHANGE	R\$	287,000	TRAD3 shares / CDI + 3%	May 19, 2023	1,364	(865)
EQUITY SWAP-EXCHANGE	R\$	100,000	TRAD3 shares / CDI + 3%	June 23, 2023	700	(538)
EQUITY SWAP-EXCHANGE	R\$	11,000	TRAD3 shares / CDI + 3%	June 12, 2023	64	(45)
EQUITY SWAP-EXCHANGE	R\$	550,000	TRAD3 shares / CDI + 3%	June 05, 2023	3,769	(2,892)
EQUITY SWAP-EXCHANGE	R\$	1,335,800	TRAD3 shares / CDI + 3%	June 07, 2023	8,684	(6,506)
EQUITY SWAP-EXCHANGE	R\$	520,000	TRAD3 shares / CDI + 3%	June 27, 2023	3,482	(2,619)
EQUITY SWAP-EXCHANGE	R\$	57,300	TRAD3 shares / CDI + 3%	June 26, 2023	407	(314)
EQUITY SWAP-EXCHANGE	R\$	250,000	TRAD3 shares / CDI + 3%	Oct 25, 2023	747	(215)
EQUITY SWAP-EXCHANGE	R\$	300,000	TRAD3 shares / CDI + 3%	Nov 10, 2023	716	(66)
EQUITY SWAP-EXCHANGE	R\$	600,000	TRAD3 shares / CDI + 3%	Nov 10, 2023	1,324	(22)
Net total		7,581,700			36,723	(23,349)



Sensitivity analysis

The Company presents below the sensitivity analysis of derivative financial assets, linked to the change in the price of TRAD3 shares as an asset and liability position (100% of CDI + 3% p.a.).

The sensitivity analysis aims to measure the impact to changes in market variables on each financial instrument of the Company. However, settling these transactions involving said estimates may result in values different from those estimated, owing to the subjectivity in the process used in the preparation of said analyses. The information presented in the table contextually measures the impact on the Company's profit or loss based on the change of each risk highlighted.

The table below considers the scenario of the indexes used by the Company in the SWAP transaction, with the applicable exposure to the change in the price of the TRAD3 share and the fluctuation of the CDI rate. The reasonably possible scenario was calculated for the SWAP asset position using the Value-at-Risk Methodology (VaR), with a confidence interval (CI) of 95%, based on the Company's historical quotations, assuming that this change may occur by means of the appreciation or depreciation of the TRAD3 share, considering that for the liability position the expectation of the CDI rate was considered based on the disclosure of the future Selic rate by the Focus Bulletin of the Central Bank of Brazil (Bacen):

Financial instrument	Index	Opening amount	Position as of 12/31/2022 – number of shares	Scenario		
				Base	Reasonably possible scenario -50.78%	Likely
				12/31/2022	2023	Effect on profit or loss
SWAP - Asset position	VaR TRAD3 Shares	36,723	7,581,700	2.22	1.15	(7,843)
SWAP - Liability position	CDI + 3%	100.00%	(36,723)	13.15%	12.00%	(1,708)
SWAP – Short-term investment	Fixed rate 13.5%	100.00%	36,723	13.50%	13.50%	1,537
Total						(8,014)

TRAD3 share appreciation scenario

Financial instrument	Index	Opening amount	Position as of 12/31/2022 – number of shares	Scenario		
				Base	Reasonably possible scenario +50.78%	Likely
				12/31/2022	2023	Effect on profit or loss
SWAP - Asset position	VaR TRAD3 Shares	36,723	7,581,700	2.22	3.29	7,843
SWAP - Liability position	CDI + 3%	100.00%	(36,723)	13.15%	12.00%	(1,708)



SWAP - Short-term						
investment	Fixed rate 13.5%	100.00%	36,723	13.50%	13.50%	1,537
Total						7,672



Assets and liabilities values, as financial instruments, are updated as contracted up to December 31, 2022 and December 31, 2021 and approximate their fair value. Said amounts are represented mainly by cash and cash equivalents, pledged short-term investments, trade receivables, financial assets, lease, derivatives and other payables.

Financial instruments	Parent		
	12/31/2022		
	Fair value	Amortized cost	Total
Assets			
Banks	6,774	-	6,774
Short-term investments	136,771	-	136,771
Restricted short-term investments	37,945	-	37,945
Trade receivables	-	6,618	6,618
Financial assets	-	80,300	80,300
Total	181,490	86,918	268,408
Liabilities			
Other payables	-	13,918	13,918
Leases	-	3,995	3,995
Derivatives	22,549	-	22,549
Total	22,549	17,913	40,462

Financial instruments	Consolidated		
	12/31/2022		
	Fair value	Amortized cost	Total
Assets			
Banks	8,534	-	8,534
Short-term investments	139,079	-	139,079
Restricted short-term investments	37,945	-	37,945
Trade receivables	-	9,340	9,340
Financial assets	-	80,300	80,300
Total	185,558	89,640	275,198
Liabilities			
Other payables	-	14,234	14,234
Leases	-	3,995	3,995
Derivatives	22,549	-	22,549
Total	22,549	18,229	40,778



Financial instruments	Parent		
	12/31/2021		
	Fair value	Amortized cost	Total
Assets			
Banks	3,260	-	3,260
Short-term investments	310,161	-	310,161
Trade receivables	-	14,348	14,348
Total	313,421	14,348	327,769
Liabilities			
Other payables	-	13,265	13,265
Leases	-	8,025	8,025
Total	-	21,290	21,290

Financial instruments	Consolidated		
	12/31/2021		
	Fair value	Amortized cost	Total
Assets			
Banks	5,618	-	5,618
Short-term investments	312,815	-	312,815
Trade receivables	-	15,034	15,034
Total	318,433	15,034	333,467
Liabilities			
Other payables	-	13,435	13,435
Leases	-	57	57
Total	-	8,025	8,025
	-	21,517	21,517

The values of financial instruments measured at amortized cost and presented above approximate their fair values.

a. Criteria, assumptions and limitations used in the calculation of fair values

The fair values informed do not reflect subsequent changes in the economy, such as interest rates and rates of taxes, and other variables that could have an impact on their determination. The following methods and assumptions have been adopted in determining fair value:

Fair value hierarchy

The Group uses the following hierarchy to determine the fair value of financial instruments:

Level 1: prices quoted in active markets for identical assets and liabilities.

Level 2: other techniques for which all inputs that have a significant effect on the fair value recorded are directly or indirectly observable.

Level 3: techniques that use data that have significant effect on the recorded value, and that are not based on data observable in the market.



Financial instruments	Parent	
	12/31/2022	12/31/2021
Assets – Level 2		
Banks	6,774	3,260
Short-term investments	136,771	310,161
Restricted short-term investments	37,945	-
Total	181,490	313,421
Liabilities – Level 2		
Derivatives	22,549	-
Total	22,549	-

Financial instruments	Consolidated	
	12/31/2022	12/31/2021
Assets – Level 2		
Banks	8,534	5,618
Short-term investments	139,079	312,815
Restricted short-term investments	37,945	-
Total	185,558	318,433
Liabilities – Level 2		
Derivatives	22,549	-
Total	22,549	-

Cash and cash equivalents, short-term investments and restricted short-term investments

Current accounts balances held at banks have market values similar to the carrying amounts. For short-term investments, the carrying amounts reported in the statement of financial position approximate the fair value.

b. Risk factors

The Group is exposed to the following risks resulting from financial instruments:

- Credit risk;
- Liquidity risk;
- Market risk; and
- Currency risk.

Risk management structure

The Group maintains operations with financial instruments, where it manages market and credit risks through operational strategies and internal controls aimed at ensuring liquidity, profitability and security. The internal control policy consists of a permanent monitoring of contracted terms and conditions compared to market terms and conditions. The Grupo does not make speculative investments in derivatives or in any other risky assets, nor operates with exotic derivatives. Gains and losses on these transactions are consistent with the policies and strategies designed by the Group's Management.



i. Credit risk

The Group is subject to the risk of default by its customers, both for non-payment of services provided or products made available, and for non-compliance with contractual provisions. Any events that may negatively impact customers' ability to honor their obligations to the Group may result in losses, and affect its operating profit (loss).

ii. Liquidity risk

The liquidity risk represents the possibility of mismatches between the maturity dates of Group's assets and liabilities, which could result in the inability to comply with financial obligations on the dates established. The Group has credit facilities with financial institutions, as well as access to the capital market, with the purpose of obtaining working capital for its operating activities. Difficulties in making these discounts, accessing financial institutions and the capital market can cause maturity mismatches in the Group's assets and liabilities or volume mismatches between expected receipts and payments and can limit or restrict the level of operational activity for its commitments and adversely affect the finance and operating income (costs) and, consequently, the Group's growth.

iii. Market risk

The Group's businesses mainly rely on users who purchase subscriptions and training on its online platform. A reduction in demand for the products offered by the Group may affect the Group's earnings.

iv. Exchange rate risk

The Company is exposed to the currency risk of its US dollar investments in 2TM Holding Company Ltda., as described in Note 10. Aiming to hedge this risk, the Company contracted foreign exchange derivatives in the approximate amount of 60% of the exposure, as shown below.

Type	Currency	Number of Mini-dollar	Assets / Liabilities	Maturity	Restated notional value	Unrealized net financial
FUTURE WDO /						
WDO	USD	900	USD vs R\$	Jan 02, 2023	44,267	800

v. Sensitivity Analysis

As mentioned in item iv above, the Company has investments in US dollars in 2TM Holding Company Ltda. The sensitivity analysis of the aforementioned investments, whose values are exposed to the change of the US dollar is presented below.

The sensitivity analysis aims to measure the impact to changes in market variables on each financial instrument of the Company. However, settling these transactions involving said estimates may result in values different from those estimated, owing to the subjectivity in the process used in the preparation of said analyses.



The table below considers the scenario of the indexes used by the Company in the hedging operation, with the applicable exposure to the change of the US Dollar, based on an analysis of the index. The reasonably possible scenario was calculated considering the expected future exchange rate of the US Dollar, disclosed, on the base date, by the Focus Bulletin of the Central Bank of Brazil (Bacen):

Financial instrument	Index	Position as of 09/30/2022	Scenario		
			Reasonably possible scenario		Likely Effect on profit or loss
			Base	2023	
WDO - Futuro	USD	USD 9,000	4.92	5.27	(3,164)
Financial asset in dollars		USD 15,000	4.92	5.27	5,273
Net effect					2,109

28. Operating segments

The Group's Management bases its business decisions on financial reports prepared based on the same criteria used in the preparation and disclosure of these individual and consolidated financial statements. The accounting statements are regularly reviewed by the Group's Management to make decisions about fund allocations and performance evaluation.

Thus, Management concluded that it operates a single operating segment, which is the provision of training and professional and management development services focused on the financial and business area, and therefore considers that additional segment reporting is not necessary.

29. Non-cash transactions

As required by technical pronouncement NBC TG 03 (R3) - Statement of Cash Flows (IAS 7), item 43, the investment and financing transactions that do not involve the use of cash or cash equivalents and, therefore, were excluded from the statement of cash flows, are presented below:

	Parent		Consolidated	
	12/31/2022	12/30/2021	12/31/2022	12/30/2021
Investment transactions				
Earn-out	(1,026)	-	(1,026)	-
Addition of right-of-use	1,034	6,737	1,034	6,737
Right-of-use write-off	(1,146)		(1,146)	
Acquisition of CALC	-	42,619	-	42,619
Surplus of subsidiaries	-	-	-	-
Acquisition of Pandhora	(9,654)	-	(9,654)	-
Total	(10,792)	49,356	(10,792)	49,356
Financing transactions				
Other payables – Earn-out	(1,026)	-	(1,026)	-
Write-offs of lease	1,034		1,034	
Addition of lease agreement	1,067	6,737	1,067	6,737
Total	1,075	6,737	1,075	6,737



30. Insurance

As of December 31, 2022, the Group had insurance coverage for: i) the leased property, whose total amount of insurance coverage contracted was R\$ 56,490; ii) data protection, whose total amount of insurance coverage contracted was R\$ 6,770. As of December 31, 2021, the total coverage for the leased property was R\$ 56,779.

The assessment on the need for contracting, as well as the adequacy of insurance coverage and its assumptions, are out of the scope of the independent auditor's work.

31. Events after the reporting period

End of Rafael Ferri's participation at TC and start of negotiations for the sale of his shareholding position

On February 9, 2023, TC informed the market, through a Material Fact, that the Company and Mr. Rafael Ferri terminated, by mutual agreement, the Service Provision Agreement ("Agreement") that they maintained in force.

With the termination of the Agreement, Rafael Ferri ceased to carry out any activity related to the Company, including as a contributor to the TC platform.

Furthermore, TC informed that negotiations are being initiated for the sale of shares issued by the Company held by Startups BR, a company controlled by Rafael Ferri, with strategic and/or financial investors. The operation is expected to be carried out through a private sale, outside the stock exchange environment.

Election of Vice-president

On February 13, 2023, the Board of Directors approved the election of Mr. Pedro Henrique Feres ("Feres" or "PH") to the position of Executive Vice-President ("Vice-President") of the Company.

With extensive experience in the financial market and with brokerage firms, Feres has worked for companies such as Santander, Link Investimentos (currently Banco UBS), Itaú BBA, and served as Managing Director at Terra Investimentos between 2015 and 2022, when he joined the Company as Executive Director to operate the TC brokerage firm.

The position was created at the Special Shareholders' Meeting held on December 23, 2022, aiming to improve the governance structure and management of the Company's businesses and activities, in addition to contributing to greater efficiency in decision-making. Moreover, as Vice-President, PH will act - together with the CEO, Pedro Albuquerque Filho and other executives - in the mission of expanding and accelerating the transactional segment of TC.

Updates on the criminal video released against the Company

- On January 31, 2023, the conclusion of expert examinations ("Expert Examinations") issued by a Federal Criminal Expert linked to the Technical-Scientific Sector - Forensic Center ("SETEC"), the most important forensics body of the Brazilian Federal Police, that aim to identify the person involved in the criminal video released against TC, was disclosed to the media.

Such Expert Examinations - which compare the image and voice of the clownness in the anonymous video with those of a close friend of the CEO of Empiricus, a BTG Pactual bank company, in a video of a personal event available on YouTube - presented the "3+ level" result, one of the highest on the scale used, "strongly corroborating the hypothesis that she is the same person" in both cases, that is, both in the visual and voice comparison.



- On February 1, 2023, the Company held a press conference with the participation of Tomás Barros, the Company's Legal Head, Roberto Podval, Criminal Lawyer, and Luciano Godoy, Civil Lawyer. In general terms, the event provided a brief update on the most recent events related to the case of the video used to manipulate the market and attack TC's reputation.

The full video of the press conference can be accessed on TC's YouTube channel (@tcinwestimentos) via the link <https://youtu.be/xq1urz9Plv8>, and on the TC platform itself, in the "Videos" function, whose apps are available on the App Store (iOS) and Play Store (Android).

- As of February 10, 2023, a Prosopography Report ("Report") issued by an area subordinated to the Administrative Police Board of the Brazilian Federal Police was disclosed, with the analysis of the comparison of images only, without the voice analysis. This report was produced by fingerprint specialists, professionals mainly responsible for identification of fingerprints and sketches. This second report, made in just seven working days and requested after the positive conclusion of the official report made by the competent sector, indicated a different result, negative.

The technical and legal considerations regarding the Report are being duly addressed by the Company in the investigation records, and it remains confident in the work of the competent authorities so that those responsible are duly identified and held accountable.

Conversion of the investment instrument in 2TM

In a Material Fact disclosed as of October 6, 2021, the Company disclosed the execution of the Investment Agreement through the acquisition of Convertible Notes issued by 2TM Holding Company Ltd. ("2TM"), in the total amount of US\$ 15 million. These Convertible Notes could be converted into shares issued by 2TM if certain liquidity events provided for in their indenture are verified, following usual market practices.

In view of the above, the Company informs that the Convertible Notes were fully converted, totaling 135,738 shares and accounting for a 1% interest in 2TM.

Judgment (topics 881 and 885) by the Federal Supreme Court

On February 8, 2023, the Federal Supreme Court ("STF") handed down a favorable final and unappealable decision to companies, defining that taxes collected on an ongoing basis will lose its effect if the STF subsequently decides otherwise.

The Company assessed the matter judged in this decision, which covers Social Contribution on Net Income, and informs that it regularly collects the contribution. The Company also evaluated other taxes that fit the definition contained in the decision handed down and there are no cases with a final and unappealable decision favorable to the Company and which have an unfavorable decision in the Federal Supreme Court (STF). Therefore, no impact was observed in the present individual and consolidated financial statements of the Company.

* * *



DECLARATION OF THE MANAGEMENT ON THE FINANCIAL STATEMENTS

In compliance with the provisions set forth in article 27, paragraph 1 of CVM Resolution No. 80 of March 29, 2022, as amended, the Executive Board declares that it has reviewed discussed and agreed with the Company's financial statements for the fiscal year ending December 31, 2022.

São Paulo, March 14, 2022.

Pedro Machado
Chief Investor Relations Officer



DECLARATION OF THE MANAGEMENT ON THE INDEPENDENT AUDITOR'S REPORT

In compliance with the provisions set forth in article 27, paragraph 1 of CVM Resolution No. 80 of March 29, 2022, as amended, the Executive Board declares that it has reviewed discussed and agreed with the opinions expressed in the report of the Company's independent auditors the Company's independent auditors, relating to the Company's financial statements for the fiscal year ending December 31, 2022.

São Paulo, March 14, 2022.

Pedro Machado
Chief Investor Relations Officer