

## Constellation Software Inc. Announces Results for the Fourth Quarter and Year Ended December 31, 2025 and Declares Quarterly Dividend

**TORONTO, ONTARIO (March 9, 2026)** -- Constellation Software Inc. (TSX:CSU) (“Constellation” or the “Company”) today announced its financial results for the fourth quarter and year ended December 31, 2025 and declared a \$1.00 per share dividend payable on April 15, 2026 to all common shareholders of record at close of business on March 27, 2026. This dividend has been designated as an eligible dividend for the purposes of the Income Tax Act (Canada). Please note that all dollar amounts referred to in this press release are in U.S. Dollars unless otherwise stated.

The following press release should be read in conjunction with the Company’s annual Consolidated Financial Statements, prepared in accordance with IFRS Accounting Standards (“IFRS”) and our annual Management’s Discussion and Analysis for the year ended December 31, 2025, which can be found on SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com) and on the Company’s website [www.csisoftware.com](http://www.csisoftware.com). Additional information about the Company is also available on SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com).

### Q4 2025 Headlines:

- Revenue grew 18% (6% organic growth, 2% after adjusting for changes in foreign exchange rates) to \$3,177 million compared to \$2,703 million in Q4 2024.
- Net income attributable to common shareholders decreased 61% to \$110 million (\$5.19 on a diluted per share basis) from \$285 million (\$13.44 on a diluted per share basis) in Q4 2024.
- A number of acquisitions were completed for aggregate cash consideration of \$472 million (which includes acquired cash). Deferred payments associated with these acquisitions have an estimated value of \$99 million resulting in total consideration of \$571 million. Other net investments of \$321 million were completed, including the Company’s net investment in Asseco Poland S.A.
- Cash flows from operations (“CFO”) was \$788 million, an increase of 16%, or \$110 million, compared to \$678 million for the comparable period in 2024.
- Free cash flow available to shareholders<sup>1</sup> (“FCFA2S”) was \$423 million, a decrease of 12%, or \$59 million compared to \$482 million for the comparable period in 2024.
- Subsequent to December 31, 2025, the Company completed or has open commitments to acquire a number of businesses for aggregate cash consideration of \$707 million on closing plus total estimated deferred payments of \$95 million for total consideration of \$802 million.

### 2025 Headlines:

- Revenue grew 15% (4% organic growth, 3% after adjusting for changes in foreign exchange rates) to \$11,623 million compared to \$10,066 million in 2024.
- Net income attributable to common shareholders decreased 30% to \$512 million (\$24.15 on a diluted per share basis) from \$731 million (\$34.48 on a diluted per share basis) in 2024.
- A number of acquisitions were completed for total consideration of \$1,579 million including holdbacks and contingent consideration. Other net investments of \$530 million were completed, including the Company’s net investments in Asseco Poland S.A.
- Cash flows from operations (“CFO”) was \$2,732 million, an increase of 24%, or \$536 million, compared to \$2,196 million for the comparable period in 2024.
- Free cash flow available to shareholders (“FCFA2S”) was \$1,683 million, an increase of 14%, or \$210 million, compared to \$1,472 million for the comparable period in 2024.

Total revenue for the quarter ended December 31, 2025 was \$3,177 million, an increase of 18%, or \$474 million, compared to \$2,703 million for the comparable period in 2024. For the year ended December 31, 2025 total revenues were \$11,623 million, an increase of 15%, or \$1,557 million, compared to \$10,066 million for the comparable period in 2024. The increase for both the three and twelve month periods compared to the same periods in the prior year is primarily attributable to growth from acquisitions as the Company experienced organic growth of 6% and 4% respectively, 2% and 3% after adjusting for the impact of changes in the valuation of the US dollar

1. See Non-IFRS measures.

against most major currencies in which the Company transacts business. Organic growth is not a standardized financial measure and might not be comparable to measures disclosed by other issuers.

Net income attributable to common shareholders of CSI for the quarter ended December 31, 2025 was \$110 million compared to \$285 million for the same period in 2024. On a per share basis this translated into a net income per diluted share of \$5.19 in the quarter ended December 31, 2025 compared to net income per diluted share of \$13.44 for the same period in 2024. For the year ended December 31, 2025, net income attributable to common shareholders of CSI was \$512 million or \$24.15 per diluted share compared to \$731 million or \$34.48 per diluted share for the same period in 2024. The increase in the fair value of Topicus' investment in the equity securities of Asseco increases the value of the IRGA / TSS membership liability. The fair value is determined by Asseco's share price at the end of each reporting period. The liability increase and related expense for the three and twelve month periods relating to the increased share price of Asseco was \$155 million and \$225 million respectively. Subsequent to September 25, 2025 the Company has accounted for the investment in Asseco under the equity method which does not require the Company to record the asset at fair value at the end of each reporting period under IFRS.

For the quarter ended December 31, 2025, CFO increased \$110 million to \$788 million compared to \$678 million for the same period in 2024 representing an increase of 16%. For the year ended December 31, 2025, CFO increased \$536 million to \$2,732 million compared to \$2,196 million during the same period in 2024, representing an increase of 24%.

For the quarter ended December 31, 2025, FCFA2S decreased \$59 million to \$423 million compared to \$482 million for the same period in 2024 representing a decrease of 12%. For the year ended December 31, 2025, FCFA2S increased \$210 million to \$1,683 million compared to \$1,472 million for the same period in 2024 representing an increase of 14%. The IRGA / TSS membership liability revaluation charge relating to the investment in equity securities of Sygnity and Asseco was \$144 million and \$252 million for the three and twelve month periods respectively. The fair value of these investments for purposes of calculating the revaluation charge is determined by their respective share prices at the end of each reporting period.

### **Forward Looking Statements**

Certain statements herein may be "forward looking" statements that involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of Constellation or the industry to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to vary significantly from the results discussed in the forward looking statements. These forward looking statements reflect current assumptions and expectations regarding future events and operating performance and are made as of the date hereof and Constellation assumes no obligation, except as required by law, to update any forward looking statements to reflect new events or circumstances.

### **Non-IFRS Measures**

Free cash flow available to shareholders "FCFA2S" refers to net cash flows from operating activities less interest paid on lease obligations, interest paid on debt, debt transaction costs, payments of lease obligations, the IRGA / TSS membership liability revaluation charge, and property and equipment purchased, and includes interest and dividends received, and the proceeds from sale of interest rate caps. The portion of this amount applicable to non-controlling interests is then deducted. We believe that FCFA2S is useful supplemental information as it provides an indication of the uncommitted cash flow that is available to shareholders if we do not make any acquisitions, or investments, and do not repay any debts. While we could use the FCFA2S to pay dividends or repurchase shares, our objective is to invest all of our FCFA2S in acquisitions which meet our hurdle rate.

FCFA2S is not a recognized measure under IFRS and, accordingly, readers are cautioned that FCFA2S should not be construed as an alternative to net cash flows from operating activities.

The following table reconciles FCFA2S to net cash flows from operating activities:

	Three months ended		Year ended	
	December 31,		December 31,	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
	(\$ in millions)		(\$ in millions)	
<b>Net cash flows from operating activities</b>	788	678	2,732	2,196
<b>Adjusted for:</b>				
Interest paid on lease obligations	(4)	(4)	(16)	(14)
Interest paid on debt	(43)	(37)	(196)	(178)
Debt transaction costs	(4)	(3)	(13)	(16)
Payments of lease obligations	(34)	(29)	(131)	(118)
IRGA / TSS membership liability revaluation charge	(204)	(61)	(440)	(183)
Property and equipment purchased	(20)	(25)	(68)	(67)
Interest and dividends received	12	9	56	33
	<hr/>	<hr/>	<hr/>	<hr/>
	490	527	1,926	1,653
Less amount attributable to Non-controlling interests	(67)	(45)	(243)	(180)
Free cash flow available to shareholders	423	482	1,683	1,472

Due to rounding, certain totals may not foot.

### About Constellation Software Inc.

Constellation's common shares are listed on the Toronto Stock Exchange under the symbol "CSU". Constellation acquires, manages and builds vertical market software businesses.

### For further information:

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**SOURCE: CONSTELLATION SOFTWARE INC.**

# CONSTELLATION SOFTWARE INC.

Consolidated Statements of Financial Position

(In millions of U.S. dollars, except per share amounts. Due to rounding, numbers presented may not foot.)

	December 31, 2025	December 31, 2024
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 3,089	\$ 1,980
Accounts receivable	1,470	1,291
Unbilled revenue	450	369
Inventories	68	56
Other assets	727	596
	<u>5,803</u>	<u>4,291</u>
Non-current assets:		
Property and equipment	241	222
Right of use assets	384	329
Deferred income taxes	355	222
Investments accounted for using the equity method	655	13
Other assets	345	316
Intangible assets	8,388	7,455
	<u>10,368</u>	<u>8,557</u>
<b>Total assets</b>	<b>\$ 16,171</b>	<b>\$ 12,848</b>
<b>Liabilities and Shareholders' Equity</b>		
Current liabilities:		
Debt with recourse to Constellation Software Inc.	\$ -	\$ -
Liability of CSI under the IRGA	775	303
Debt without recourse to Constellation Software Inc.	591	319
Accounts payable and accrued liabilities	1,941	1,591
Dividends payable	21	21
Deferred revenue	2,214	1,966
Provisions	17	22
Acquisition holdback payables	224	215
Lease obligations	141	115
Income taxes payable	150	110
	<u>6,074</u>	<u>4,661</u>
Non-current liabilities:		
Debt with recourse to Constellation Software Inc.	1,489	1,466
Liability of CSI under the IRGA	458	389
Debt without recourse to Constellation Software Inc.	2,051	1,689
Deferred income taxes	890	671
Acquisition holdback payables	208	133
Lease obligations	282	252
Other liabilities	451	298
	<u>5,830</u>	<u>4,899</u>
<b>Total liabilities</b>	<b>11,904</b>	<b>9,560</b>
Shareholders' equity:		
Capital stock	99	99
Accumulated other comprehensive income (loss)	130	(224)
Retained earnings	3,347	2,919
Non-controlling interests	692	493
	<u>4,267</u>	<u>3,288</u>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 16,171</b>	<b>\$ 12,848</b>

# CONSTELLATION SOFTWARE INC.

Consolidated Statements of Income (loss)

(In millions of U.S. dollars, except per share amounts. Due to rounding, numbers presented may not foot.)

	Year ended December 31,	
	2025	2024
Revenue		
License	\$ 415	\$ 393
Professional services	2,126	1,975
Hardware and other	382	302
Maintenance and other recurring	8,700	7,396
	<u>11,623</u>	<u>10,066</u>
Expenses		
Staff	5,924	5,322
Hardware	217	169
Third party license, maintenance and professional services	1,114	960
Occupancy	71	64
Travel, telecommunications, supplies, software and equipment	587	502
Professional fees	219	178
Other, net	215	182
Depreciation	201	182
Amortization of intangible assets	1,182	1,044
	<u>9,728</u>	<u>8,602</u>
Foreign exchange loss (gain)	154	(26)
IRGA/TSS Membership liability revaluation charge	440	183
Finance and other expense (income)	(228)	(60)
Bargain purchase gain	(10)	(10)
Impairment of intangible and other non-financial assets	43	28
Redeemable preferred securities expense (income)	-	58
Revaluation of investment accounted for using the equity method to cost	260	-
Finance costs	297	280
	<u>955</u>	<u>452</u>
Income (loss) before income taxes	939	1,011
Current income tax expense (recovery)	606	525
Deferred income tax expense (recovery)	(252)	(281)
Income tax expense (recovery)	<u>353</u>	<u>244</u>
Net income (loss)	<u>586</u>	<u>767</u>
Net income (loss) attributable to:		
Common shareholders of Constellation Software Inc.	512	731
Non-controlling interests	74	37
Net income (loss)	<u>586</u>	<u>767</u>
Earnings per common share of Constellation Software Inc.		
Basic and diluted	\$ 24.15	\$ 34.48

# CONSTELLATION SOFTWARE INC.

Consolidated Statements of Comprehensive Income (loss)

(In millions of U.S. dollars, except per share amounts. Due to rounding, numbers presented may not foot.)

	Year ended December 31,	
	2025	2024
Net income (loss)	\$ 586	\$ 767
Items that are or may be reclassified subsequently to net income (loss):		
Foreign currency translation differences from foreign operations and other, net of tax	271	(135)
Items that will not be reclassified to net income (loss):		
Changes in the fair value of equity investments at FVOCI	209	-
Other comprehensive income (loss), net of income tax	481	(135)
<b>Total comprehensive income (loss)</b>	<b>\$ 1,067</b>	<b>\$ 633</b>
Total other comprehensive income (loss) attributable to:		
Common shareholders of Constellation Software Inc.	353	(119)
Non-controlling interests	127	(16)
<b>Total other comprehensive income (loss)</b>	<b>\$ 481</b>	<b>\$ (135)</b>
Total comprehensive income (loss) attributable to:		
Common shareholders of Constellation Software Inc.	865	612
Non-controlling interests	202	21
<b>Total comprehensive income (loss)</b>	<b>\$ 1,067</b>	<b>\$ 633</b>

# CONSTELLATION SOFTWARE INC.

Consolidated Statement of Changes in Equity

(In millions of U.S. dollars, except per share amounts. Due to rounding, numbers presented may not foot.)

Year ended December 31, 2025

	Equity Attributable to Common Shareholders of CSI			Total	Non-controlling interests	Total equity
	Capital stock	Accumulated other comprehensive income (loss)	Retained earnings			
<b>Balance at January 1, 2025</b>	\$ 99	\$ (224)	\$ 2,919	\$ 2,795	\$ 493	\$ 3,288
<i>Total comprehensive income (loss):</i>						
Net income (loss)	-	-	512	512	74	586
<i>Other comprehensive income (loss)</i>						
Foreign currency translation differences from foreign operations and other, net of tax and changes in the fair value of equity investments at FVOCI	-	353	-	353	127	481
<b>Total other comprehensive income (loss)</b>	-	<b>353</b>	-	<b>353</b>	<b>127</b>	<b>481</b>
<b>Total comprehensive income (loss)</b>	-	<b>353</b>	<b>512</b>	<b>865</b>	<b>202</b>	<b>1,067</b>
Transactions with owners, recorded directly in equity						
Other movements in non-controlling interests	-	0	0	0	(1)	(0)
Dividends paid to non-controlling interests	-	-	-	-	(3)	(3)
Dividends to shareholders of the Company	-	-	(85)	(85)	-	(85)
<b>Balance at December 31, 2025</b>	\$ 99	\$ 130	\$ 3,347	\$ 3,576	\$ 692	\$ 4,267

# CONSTELLATION SOFTWARE INC.

Consolidated Statement of Changes in Equity

(In millions of U.S. dollars, except per share amounts. Due to rounding, numbers presented may not foot.)

Year ended December 31, 2024

	Equity Attributable to Common Shareholders of CSI			Total	Non-controlling interests	Total equity
	Capital stock	Accumulated other comprehensive income (loss)	Retained earnings			
<b>Balance at January 1, 2024</b>	\$ 99	\$ (99)	\$ 1,876	\$ 1,877	\$ 85	\$ 1,961
<i>Total comprehensive income (loss):</i>						
Net income (loss)	-	-	731	731	37	767
<i>Other comprehensive income (loss)</i>						
Foreign currency translation differences from foreign operations and other, net of tax	-	(119)	-	(119)	(16)	(135)
<b>Total other comprehensive income (loss)</b>	-	<b>(119)</b>	-	<b>(119)</b>	<b>(16)</b>	<b>(135)</b>
<b>Total comprehensive income (loss)</b>	-	<b>(119)</b>	<b>731</b>	<b>612</b>	<b>21</b>	<b>633</b>
Transactions with owners, recorded directly in equity						
Non-controlling interests arising from business combinations	-	-	-	-	(0)	(0)
Conversion of Lumine Special Shares to subordinate voting shares of Lumine and settlement of accrued dividend on Lumine Special Shares through the issuance of subordinate voting shares of Lumine	-	-	-	-	872	872
Conversion of Lumine Preferred Shares to subordinate voting shares of Lumine and settlement of accrued dividend on Lumine Preferred Shares through the issuance of subordinate voting shares of Lumine	-	(6)	400	394	(394)	-
Other movements in non-controlling interests	-	-	(2)	(2)	(2)	(4)
Dividends paid to non-controlling interests	-	-	-	-	(89)	(89)
Dividends to shareholders of the Company	-	-	(85)	(85)	-	(85)
<b>Balance at December 31, 2024</b>	\$ 99	\$ (224)	\$ 2,919	\$ 2,795	\$ 493	\$ 3,288

# CONSTELLATION SOFTWARE INC.

Consolidated Statements of Cash Flows

(In millions of U.S. dollars, except per share amounts. Due to rounding, numbers presented may not foot.)

	Year ended December 31,	
	2025	2024
Cash flows from (used in) operating activities:		
Net income (loss)	586	767
Adjustments for:		
Depreciation	201	182
Amortization of intangible assets	1,182	1,044
IRGA/TSS Membership liability revaluation charge	440	183
Finance and other expense (income)	(228)	(60)
Bargain purchase (gain)	(10)	(10)
Impairment of intangible and other non-financial assets	43	28
Redeemable preferred securities expense (income)	-	58
Revaluation of investment accounted for using the equity method to cost	260	-
Finance costs	297	280
Income tax expense (recovery)	353	244
Foreign exchange loss (gain)	154	(26)
Depreciation of third party costs	17	12
Change in non-cash operating assets and liabilities exclusive of effects of business combinations	(6)	(45)
Income taxes paid	(556)	(460)
Net cash flows from (used in) operating activities	2,732	2,196
Cash flows from (used in) financing activities:		
Interest paid on lease obligations	(16)	(14)
Interest paid on debt	(196)	(178)
Increase (decrease) in CSI facility	-	(578)
Increase (decrease) in Topicus revolving credit debt facility without recourse to CSI	130	73
Proceeds from issuance of Senior Notes	-	1,000
Proceeds from issuance of debt facilities without recourse to CSI	686	381
Repayments of debt facilities without recourse to CSI	(246)	(149)
Other financing activities	28	(25)
Dividends paid to non-controlling interests	(3)	(89)
Debt transaction costs	(13)	(16)
Payments of lease obligations, net of sublease receipts	(131)	(118)
Distribution to the Joday Group	-	(64)
Principal repayments to the Joday Group pursuant to the Call Notice	-	(22)
Dividends paid to common shareholders of the Company	(85)	(85)
Net cash flows from (used in) in financing activities	156	114
Cash flows from (used in) investing activities:		
Acquisition of businesses	(1,227)	(1,347)
Cash obtained with acquired businesses	173	164
Post-acquisition settlement payments, net of receipts	(286)	(336)
Purchases of investments and other assets	(580)	(8)
Proceeds from sales of other investments and other assets	50	7
Decrease (increase) in restricted cash	1	(14)
Interest, dividends and other proceeds received	56	33
Property and equipment purchased	(68)	(67)
Net cash flows from (used in) investing activities	(1,881)	(1,567)
Effect of foreign currency on cash	102	(48)
Increase (decrease) in cash	1,109	696
Cash, beginning of period	\$ 1,980	\$ 1,284
Cash, end of period	\$ 3,089	\$ 1,980