

Condensed Consolidated Interim Financial Statements
(In U.S. dollars)

CONSTELLATION SOFTWARE INC.

For the three and six months ended June 30, 2024 and 2023
Unaudited

CONSTELLATION SOFTWARE INC.

Condensed Consolidated Interim Statements of Financial Position

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

Unaudited

	June 30, 2024	December 31, 2023	June 30, 2023
Assets			
Current assets:			
Cash	\$ 1,873	\$ 1,284	\$ 970
Accounts receivable	1,117	1,144	976
Unbilled revenue	429	326	308
Inventories	60	51	57
Other assets (note 5)	618	544	460
	4,097	3,349	2,770
Non-current assets:			
Property and equipment	210	142	129
Right of use assets	315	312	286
Deferred income taxes	191	107	91
Other assets (note 5)	312	286	189
Intangible assets (note 6)	6,992	6,675	5,703
	8,019	7,523	6,399
Total assets	\$ 12,116	\$ 10,873	\$ 9,169
Liabilities and Shareholders' Equity			
Current liabilities:			
Debt with recourse to Constellation Software Inc. (note 7)	\$ 274	\$ 861	\$ 734
Debt without recourse to Constellation Software Inc. (note 8)	342	225	283
Redeemable preferred securities (note 9)	-	814	500
Accounts payable and accrued liabilities	1,308	1,433	1,083
Dividends payable (note 12)	21	21	21
Deferred revenue	2,079	1,757	1,869
Provisions (note 10)	11	9	11
Acquisition holdback payables	277	172	148
Lease obligations	113	112	98
Income taxes payable (note 11)	104	88	79
	4,528	5,492	4,827
Non-current liabilities:			
Debt with recourse to Constellation Software Inc. (note 7)	1,834	863	614
Debt without recourse to Constellation Software Inc. (note 8)	1,604	1,385	795
Deferred income taxes	622	603	503
Acquisition holdback payables	112	86	104
Lease obligations	240	236	217
Other liabilities (note 5)	272	246	240
	4,685	3,420	2,474
Total liabilities	9,213	8,911	7,300
Shareholders' equity (note 12):			
Capital stock	99	99	99
Accumulated other comprehensive income (loss)	(158)	(99)	(112)
Retained earnings	2,517	1,876	1,547
Non-controlling interests (notes 1, 9 and 18)	445	85	335
	2,903	1,961	1,868
Total liabilities and shareholders' equity	\$ 12,116	\$ 10,873	\$ 9,169
Subsequent events (notes 12 and 19)			
Total liabilities and shareholders' equity	\$ 12,116	\$ 10,873	\$ 9,169

See accompanying notes to the condensed consolidated interim financial statements.

CONSTELLATION SOFTWARE INC.

Condensed Consolidated Interim Statements of Income (loss)

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

Unaudited

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Revenue				
License	\$ 87	\$ 89	\$ 175	\$ 170
Professional services	495	428	964	840
Hardware and other	68	63	127	121
Maintenance and other recurring	1,819	1,459	3,556	2,828
	2,468	2,039	4,822	3,958
Expenses				
Staff	1,328	1,112	2,620	2,179
Hardware	37	36	72	71
Third party license, maintenance and professional services	243	199	458	384
Occupancy	16	13	30	26
Travel, telecommunications, supplies, software and equipment	133	97	245	185
Professional fees	44	36	83	71
Other, net	51	29	101	67
Depreciation	45	40	89	79
Amortization of intangible assets (note 6)	258	213	500	406
	2,155	1,774	4,197	3,469
Foreign exchange loss (gain)	4	16	(15)	26
IRGA/TSS Membership liability revaluation charge (note 7)	8	31	89	69
Finance and other expense (income) (note 13)	(23)	(2)	(32)	(9)
Bargain purchase gain (note 4)	(2)	0	(5)	(1)
Impairment of intangible and other non-financial assets (note 6)	6	1	16	3
Redeemable preferred securities expense (income) (note 9)	-	94	58	282
Finance costs (note 13)	69	46	136	82
	61	186	247	453
Income (loss) before income taxes	252	79	378	36
Current income tax expense (recovery) (note 11)	143	114	270	217
Deferred income tax expense (recovery) (note 11)	(78)	(61)	(153)	(123)
Income tax expense (recovery)	65	53	117	93
Net income (loss)	187	26	261	(57)
Net income (loss) attributable to:				
Common shareholders of Constellation Software Inc. (notes 1, 9 and 18)	177	103	282	198
Non-controlling interests (notes 1, 9, and 18)	10	(78)	(21)	(255)
Net income (loss)	187	26	261	(57)
Earnings per common share of Constellation Software Inc.				
Basic and diluted (note 14)	\$ 8.35	\$ 4.88	\$ 13.31	\$ 9.32

See accompanying notes to the condensed consolidated interim financial statements.

CONSTELLATION SOFTWARE INC.

Condensed Consolidated Interim Statements of Comprehensive Income (loss)

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

Unaudited

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Net income (loss)	\$ 187	\$ 26	\$ 261	\$ (57)
Items that are or may be reclassified subsequently to net income (loss):				
Foreign currency translation differences from foreign operations and other, net of tax	(14)	15	(62)	31
Other comprehensive income (loss), net of income tax	(14)	15	(62)	31
Total comprehensive income (loss)	\$ 173	\$ 41	\$ 198	\$ (26)
Total other comprehensive income (loss) attributable to				
Common shareholders of Constellation Software Inc. (notes 1, 9 and 18)	(13)	15	(53)	26
Non-controlling interests (notes 1, 9 and 18)	(1)	0	(9)	6
Total other comprehensive income (loss)	\$ (14)	\$ 15	\$ (62)	\$ 31
Total comprehensive income (loss) attributable to				
Common shareholders of Constellation Software Inc. (notes 1, 9 and 18)	164	118	229	223
Non-controlling interests (notes 1, 9 and 18)	9	(77)	(30)	(249)
Total comprehensive income (loss)	\$ 173	\$ 41	\$ 198	\$ (26)

See accompanying notes to the condensed consolidated interim financial statements.

CONSTELLATION SOFTWARE INC.

Condensed Consolidated Interim Statement of Changes in Equity
(In millions of U.S. dollars, except per share amounts. Due to rounding, numbers presented may not foot.)

Unaudited

Six months ended June 30, 2024

	Equity Attributable to Common Shareholders of CSI				Non-controlling interests	Total equity
	Capital stock	Accumulated other comprehensive income (loss)	Retained earnings	Total		
Balance at January 1, 2024	\$ 99	\$ (99)	\$ 1,876	\$ 1,877	85	\$ 1,961
<i>Total comprehensive income (loss):</i>						
Net income (loss)	-	-	282	282	(21)	261
<i>Other comprehensive income (loss)</i>						
Foreign currency translation differences from foreign operations and other, net of tax	-	(53)	-	(53)	(9)	(62)
Total other comprehensive income (loss)	-	(53)	-	(53)	(9)	(62)
Total comprehensive income (loss)	-	(53)	282	229	(30)	198
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 (note 9)	-	-	-	-	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 (note 1)		(6)	400	394	(394)	-
Other movements in non-controlling interests	-	-	1	1	(1)	(0)
Dividends paid to non-controlling interests (note 18)	-	-	-	-	(86)	(86)
Dividends to shareholders of the Company (note 12)	-	-	(42)	(42)	-	(42)
Balance at June 30, 2024	\$ 99	\$ (158)	\$ 2,517	\$ 2,458	445	\$ 2,903

See accompanying notes to the condensed consolidated interim financial statements.

CONSTELLATION SOFTWARE INC.

Condensed Consolidated Interim Statement of Changes in Equity
(In millions of U.S. dollars, except per share amounts. Due to rounding, numbers presented may not foot.)

Unaudited

Six months ended June 30, 2023

	Equity Attributable to Common Shareholders of CSI				Non-controlling interests	Total equity
	Capital stock	Accumulated other comprehensive income (loss)	Retained earnings	Total		
Balance at January 1, 2023	\$ 99	\$ (150)	\$ 1,763	\$ 1,713	\$ 221	\$ 1,933
<i>Total comprehensive income (loss):</i>						
Net income (loss)	-	-	198	198	(255)	(57)
<i>Other comprehensive income (loss)</i>						
Foreign currency translation differences from foreign operations and other, net of tax	-	26	-	26	6	31
Total other comprehensive income (loss)	-	26	-	26	6	31
Total comprehensive income (loss)	-	26	198	223	(249)	(26)
Transactions with owners, recorded directly in equity						
Special dividend of Lumine Subordinate Voting Shares (note 1 and 12)	-	12	(378)	(366)	366	-
Acquisition of non-controlling interests	-	-	-	-	(1)	(1)
Conversion of Lumine Special Shares to subordinate voting shares of Lumine	-	-	-	-	4	4
Other movements in non-controlling interests	-	0	6	6	(6)	0
Dividends to shareholders of the Company (note 12)	-	-	(42)	(42)	-	(42)
Balance at June 30, 2023	\$ 99	\$ (112)	\$ 1,547	\$ 1,533	\$ 335	\$ 1,868

See accompanying notes to the condensed consolidated interim financial statements.

CONSTELLATION SOFTWARE INC.

Condensed Consolidated Interim Statements of Cash Flows

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

Unaudited

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Cash flows from (used in) operating activities:				
Net income (loss)	\$ 187	\$ 26	\$ 261	\$ (57)
Adjustments for:				
Depreciation	45	40	89	79
Amortization of intangible assets (note 6)	258	213	500	406
IRGA/TSS Membership liability revaluation charge (note 7)	8	31	89	69
Finance and other expense (income) (note 13)	(23)	(2)	(32)	(9)
Bargain purchase (gain) (note 4)	(2)	0	(5)	(1)
Impairment of intangible and other non-financial assets (note 6)	6	1	16	3
Redeemable preferred securities expense (income) (note 9)	-	94	58	282
Finance costs (note 13)	69	46	136	82
Income tax expense (recovery)	65	53	117	93
Foreign exchange loss (gain)	4	16	(15)	26
Change in non-cash operating assets and liabilities exclusive of effects of business combinations (note 17)	(174)	(238)	34	30
Income taxes paid	(177)	(158)	(245)	(249)
Net cash flows from (used in) operating activities	265	123	1,002	755
Cash flows from (used in) financing activities:				
Interest paid on lease obligations	(3)	(3)	(7)	(5)
Interest paid on debt	(37)	(36)	(78)	(62)
Proceeds from sale of interest rate cap	-	6	-	6
Increase (decrease) in CSI facility (note 7)	-	240	(578)	189
Increase (decrease) in Topicus revolving credit debt facility without recourse to CSI	(21)	49	92	38
Proceeds from issuance of Senior Notes (note 7)	-	-	1,000	-
Proceeds from issuance of debt facilities without recourse to CSI	164	75	276	254
Repayments of debt facilities without recourse to CSI	(14)	(42)	(32)	(128)
Other financing activities	(24)	(2)	(27)	1
Dividends paid to non-controlling interests (note 18)	(0)	-	(86)	-
Debt transaction costs	(2)	(1)	(13)	(3)
Payments of lease obligations	(29)	(28)	(58)	(53)
Distribution to the Joday Group (note 7)	-	-	(64)	-
Principal repayments to the Joday Group pursuant to the Call Notice (note 7)	-	-	(22)	-
Dividends paid to common shareholders of the Company (note 12)	(21)	(21)	(42)	(42)
Net cash flows from (used in) in financing activities	12	238	363	195
Cash flows from (used in) investing activities:				
Acquisition of businesses (note 4)	(452)	(393)	(675)	(845)
Cash obtained with acquired businesses (note 4)	31	48	66	93
Post-acquisition settlement payments, net of receipts	(54)	(61)	(130)	(133)
Purchases of investments and other assets	(0)	(16)	(1)	(18)
Proceeds from sales of other investments and other assets	2	-	5	119
Decrease (increase) in restricted cash	2	29	(9)	(0)
Interest, dividends and other proceeds received	8	0	13	3
Property and equipment purchased	(13)	(9)	(23)	(19)
Net cash flows from (used in) investing activities	(476)	(402)	(753)	(800)
Effect of foreign currency on cash	(5)	1	(22)	8
Increase (decrease) in cash	(205)	(40)	590	159
Cash, beginning of period	\$ 2,078	\$ 1,010	\$ 1,284	\$ 811
Cash, end of period	\$ 1,873	\$ 970	\$ 1,873	\$ 970

See accompanying notes to the condensed consolidated interim financial statements.

CONSTELLATION SOFTWARE INC.

Notes to Condensed Consolidated Interim Financial Statements

(In millions of U.S. dollars, except per share amounts and as otherwise indicated)

(Due to rounding, numbers presented may not foot)

Three and six months ended June 30, 2024 and 2023

(Unaudited)

Notes to the condensed consolidated interim financial statements

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CONSTELLATION SOFTWARE INC.

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(In millions of U.S. dollars, except per share amounts and as otherwise indicated)

(Due to rounding, numbers presented may not foot)

Three and six months ended June 30, 2024 and 2023

(Unaudited)

1. Reporting entity

Constellation Software Inc. is a company domiciled in Canada. The address of Constellation Software Inc.'s registered office is 20 Adelaide Street East, Suite 1200, Toronto, Ontario, Canada. The condensed consolidated interim financial statements of Constellation Software Inc. as at and for the three and six month period ended June 30, 2024 comprise Constellation Software Inc. and its subsidiaries (together referred to as "Constellation", "CSI", or the "Company") and the Company's interest in associates. The Company is engaged principally in the development, installation and customization of software as well as in the provisioning of related professional services and support for customers globally across over 100 diverse markets.

Preferred Share Investment in Lumine Group Inc. ("Lumine")

At the beginning of the fiscal year, the Company owned 63,582,712 preferred shares ("Lumine Preferred Shares") in the capital of the Company's subsidiary, Lumine. The Lumine Preferred Shares were non-voting and under certain conditions were redeemable at the option of CSI for a redemption price of \$21.74 (the "Initial Face Value") per share. The redemption price was to either be settled in cash or through the issuance of a variable number of subordinate voting shares of Lumine ("Lumine Subordinate Voting Shares") based on the terms of the Lumine Preferred Shares, or any combination thereof. The Lumine Preferred Shares were also convertible into Lumine Subordinate Voting Shares at a conversion ratio of 1:2.4302106 at any time. The Lumine Preferred Shares entitled CSI to a fixed annual cumulative dividend of 5% per annum on the Initial Face Value.

On March 25, 2024, all of the Lumine Preferred Shares were converted into Lumine Subordinate Voting Shares, and additional Lumine Subordinate Voting Shares were issued in satisfaction of the amounts owing in connection with the accrued dividends on the Lumine Preferred Shares. As of June 30, 2024, CSI holds 157,553,539 Lumine Subordinate Voting Shares.

Subsequent to the conversion, CSI continues to consolidate Lumine and now reflects an equity interest of 61.40% (December 31, 2023 – 0%) in Lumine and a non-controlling interest of 38.60% (December 31, 2023 – 100%).

2. Basis of presentation

(a) Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB") and using the accounting policies disclosed in Note 3 of the Company's 2023 annual consolidated financial statements, available on the System for Electronic Document Analysis and Retrieval ("SEDAR+") at www.sedarplus.com, except as disclosed herein.

These condensed consolidated interim financial statements were approved and authorized for issuance by the Board of Directors of the Company on August 9, 2024.

These condensed consolidated interim financial statements should be read in conjunction with the Company's 2023 annual consolidated financial statements.

CONSTELLATION SOFTWARE INC.

Notes to Condensed Consolidated Interim Financial Statements

(In millions of U.S. dollars, except per share amounts and as otherwise indicated)

(Due to rounding, numbers presented may not foot)

Three and six months ended June 30, 2024 and 2023

(Unaudited)

(b) Basis of measurement

The condensed consolidated interim financial statements have been prepared on the historical cost basis except for certain assets and liabilities initially recognized in connection with business combinations, derivative financial instruments and contingent consideration related to business acquisitions, which are measured at their estimated fair value.

(c) Functional and presentation of currency

The condensed consolidated interim financial statements are presented in U.S. dollars, which is Constellation's functional currency.

(d) Use of estimates and judgements

The preparation of the condensed consolidated interim financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses, consistent with those disclosed in the 2023 annual consolidated financial statements and described in these condensed consolidated interim financial statements. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Estimates are based on historical experience and other assumptions that are considered reasonable in the circumstances. The actual amount or values may vary in certain instances from the assumptions and estimates made. Changes will be recorded, with corresponding effect in profit or loss, when, and if, better information is obtained.

3. Material accounting policies

Unless otherwise noted in the condensed consolidated interim financial statements, the material accounting policies used in preparing these condensed consolidated interim financial statements are unchanged from those disclosed in the Company's 2023 annual consolidated financial statements and have been applied consistently to all periods presented in these condensed consolidated interim financial statements.

The accounting policies have been applied consistently by Constellation's subsidiaries.

4. Business acquisitions

(a) On April 30, 2024, the Company completed the acquisition of the Public Safety Businesses from Conduent Incorporated ("Conduent"). The Company paid cash of \$174 plus issued an estimated cash holdback payable of \$109. The total consideration resulting from acquisition of the Public Safety Business from Conduent is \$283.

The Curbside Management business, now doing business as Trellint, provides parking management systems to the public sector, while the Public Safety business, now doing business as Elovate, provides traffic management solutions such as automated photo enforcement for speed and red-light violations processing to its government clients. The acquisition has been accounted for using the acquisition method with the results of operations included in the condensed consolidated interim financial statements for the period ended June 30, 2024 from the date of the acquisition.

CONSTELLATION SOFTWARE INC.

Notes to Condensed Consolidated Interim Financial Statements

(In millions of U.S. dollars, except per share amounts and as otherwise indicated)

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(Unaudited)

The goodwill recognized in connection with this acquisition is primarily attributable to the application of the Company's best practices to improve the operations of the company acquired, synergies with existing businesses of the Company, and other intangible assets that do not qualify for separate recognition including assembled workforce. Goodwill in the amount of \$17 is expected to be deductible for income tax purposes.

The gross contractual amounts of acquired receivables was \$24; however, the Company has recorded an allowance of \$1 as part of the acquisition accounting to reflect contractual cash flows that are not expected to be collected.

Due to the complexity and timing of this acquisition, the Company is in the process of determining and finalizing the estimated fair value of the net assets acquired. The amounts determined on a provisional basis generally relate to net asset assessments and measurement of the assumed liabilities. The provisional purchase price allocations may differ from the final purchase price allocations, and these differences may be material. Revisions to the allocations will occur as additional information about the fair value of assets and liabilities becomes available.

The impact of acquisition accounting applied on a provisional basis in connection with the acquisition of Public Safety Business from Conduent is as follows:

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Assets acquired:		
Cash	\$	1
Accounts receivable		23
Other current assets		34
Property and equipment		66
Right of use assets		2
Other non-current assets		0
Technology assets		39
Customer assets		131
		<hr/>
		297
Liabilities assumed:		
Current liabilities		21
Deferred revenue		4
Long-term lease obligations		1
Other non-current liabilities		4
		<hr/>
		31
Goodwill		17
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Total consideration	\$	283
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(b) During the six-month period ended June 30, 2024, the Company completed a number of additional acquisitions for aggregate cash consideration of \$501 plus cash holdbacks of \$95 and contingent consideration with an

CONSTELLATION SOFTWARE INC.

Notes to Condensed Consolidated Interim Financial Statements

(In millions of U.S. dollars, except per share amounts and as otherwise indicated)

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(Unaudited)

estimated acquisition date fair value of \$35. The total consideration resulting from the additional acquisitions in the six-month period ended June 30, 2024 was \$630. The contingent consideration is payable on the achievement of certain financial targets in the post-acquisition periods. The obligation for contingent consideration for acquisitions during the six-month period ended June 30, 2024 has been recorded at its estimated fair value at the various acquisition dates. The estimated fair value of the applicable contingent consideration is calculated using the estimated financial outcome and resulting expected contingent consideration to be paid and inclusion of a discount rate as appropriate. For these arrangements, which include both maximum, or capped, and unlimited contingent consideration amounts, the estimated increase to the initial consideration is not expected to exceed \$53. Aggregate contingent consideration of \$170 (December 31, 2023 - \$192) has been reported in the condensed consolidated interim statement of financial position at its estimated fair value relating to applicable acquisitions completed in the current and prior periods. Changes made to the estimated fair value of contingent consideration are included in other, net in the condensed consolidated interim statements of income (loss). An expense of \$5 and \$16 has been recorded for the three and six months ended June 30, 2024, as a result of such changes (income of \$11 and \$11 for the three and six months ended June 30, 2023).

No additional acquisitions were deemed to be individually significant. The majority of the businesses acquired during the period were acquisitions of shares and the remainder were asset acquisitions. The cash holdbacks are generally payable over a two-year period and are adjusted, as necessary, for such items as working capital or net tangible asset assessments, as defined in the agreements, and claims under the respective representations and warranties of the purchase and sale agreements.

The additional acquisitions during the six-month period ended June 30, 2024 include software companies catering to the following markets: agribusiness, communications, dealer, education, enterprise resource planning, facility management, data management, financial services, hospitality, human capital, information technology, insurance, language, library, mining, public safety, performance management, language, retail management and distribution, revenue cycle management, travel, data imaging, event management, publishing, local government, food and beverage, advertising and marketing, software development, third party logistics warehouse management systems and healthcare all of which are software businesses similar to existing businesses operated by the Company. The acquisitions have been accounted for using the acquisition method with the results of operations included in these consolidated financial statements from the date of each acquisition.

The goodwill recognized in connection with these additional acquisitions is primarily attributable to the application of Constellation's best practices to improve the operations of the companies acquired, synergies with existing businesses of Constellation, and other intangible assets that do not qualify for separate recognition including assembled workforce. Goodwill in the amount of \$2 is expected to be deductible for income tax purposes for the additional acquisitions.

The gross contractual amounts of acquired receivables from the additional acquisitions was \$46; however, the Company has recorded an allowance of \$1 as part of the acquisition accounting to reflect contractual cash flows that are not expected to be collected.

Due to the complexity and timing of certain acquisitions made, the Company is in the process of determining and finalizing the estimated fair value of the net assets acquired as part of the acquisitions closed during 2024 and the last two quarters of 2023. The amounts determined on a provisional basis generally relate to net asset assessments and measurement of the assumed liabilities, including acquired contract liabilities. The provisional purchase price allocations may differ from the final purchase price allocations, and these differences may be material. Revisions to the allocations will occur as additional information about the fair value of assets and liabilities becomes available. The cash consideration associated with these provisional estimates (including individually significant acquisitions) totals \$1,439.

CONSTELLATION SOFTWARE INC.

Notes to Condensed Consolidated Interim Financial Statements

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Three and six months ended June 30, 2024 and 2023

(Unaudited)

The aggregate impact of acquisition accounting applied in connection with the aggregate of business acquisitions that are not individually significant in the period ended June 30, 2024 is as follows:

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Assets acquired:		
Cash	\$	66
Accounts receivable		44
Other current assets		51
Property and equipment		13
Right of use assets		28
Other non-current assets		3
Deferred income taxes		5
Technology assets		333
Customer assets		333
		<hr/>
		877
Liabilities assumed:		
Current liabilities		109
Deferred revenue		74
Deferred income taxes		103
Long-term debt		1
Long-term lease obligations		23
Other non-current liabilities		7
		<hr/>
		318
Non-controlling interest		(0)
Goodwill		75
Bargain purchase gain		(3)
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Total consideration	\$	630
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(c) The 2024 business acquisitions did not have a material impact to either the consolidated revenue or the consolidated net income (loss) for the six months ended June 30, 2024. The materiality threshold is reviewed on a regular basis taking into account the quantitative (contribution to revenue and net income (loss)) and qualitative (size and comparability with other Constellation businesses) factors of current period acquisitions on both an individual and aggregate basis.

CONSTELLATION SOFTWARE INC.

Notes to Condensed Consolidated Interim Financial Statements

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Three and six months ended June 30, 2024 and 2023

(Unaudited)

(d) The chart below outlines the significant measurement period adjustments and adjustments to estimated holdback payables on prior year acquisitions which have been reflected on the condensed consolidated interim statement of financial position as of December 31, 2023 and June 30, 2023.

	December 31, 2023	June 30, 2023
Current Assets:		
Accounts receivable	(2)	0
Unbilled revenue	0	3
Inventories	-	0
Acquisition holdback receivables	8	-
Other assets	(2)	0
	<u>4</u>	<u>3</u>
Non-current Assets:		
Property and equipment	0	1
Right of use assets	0	1
Deferred income taxes	1	3
Other assets	0	0
Intangible assets	(31)	(28)
	<u>(31)</u>	<u>(23)</u>
Total assets	<u>(26)</u>	<u>(20)</u>
Current liabilities:		
Accounts payable and accrued liabilities	1	(1)
Deferred revenue	0	2
Acquisition holdback payables	(3)	(0)
Lease obligations	-	0
Income taxes payable	(2)	2
	<u>(4)</u>	<u>3</u>
Non-current liabilities:		
Deferred income taxes	(22)	(26)
Acquisition holdback payables	(1)	-
Lease obligations	(0)	1
Other liabilities	(0)	3
	<u>(23)</u>	<u>(23)</u>
Total liabilities	<u>(26)</u>	<u>(20)</u>

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(Due to rounding, numbers presented may not foot)

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(Unaudited)

5. Other assets and other non-current liabilities

(a) Other assets

	June 30, 2024	December 31, 2023
Prepaid expenses and other current assets	\$ 328	\$ 281
Holdback receivable	10	15
Investment tax credits recoverable	60	53
Sales tax receivable	51	40
Equity securities held for trading	13	14
Income tax and other receivables	156	141
Total other current assets	\$ 618	\$ 544
Investment tax credits recoverable	\$ 16	\$ 13
Costs to obtain a contract	77	71
Non-current trade and other receivables and other assets	213	191
Equity accounted investees	5	10
Total other non-current assets	\$ 312	\$ 286

(b) Other non-current liabilities

	June 30, 2024	December 31, 2023
Contingent consideration	\$ 96	\$ 93
Deferred revenue	87	88
Other non-current liabilities	89	65
Total other non-current liabilities	\$ 272	\$ 246

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6. Intangible Assets

	Technology Assets	Customer Assets	Backlog	Non-compete agreements	Trademarks	Goodwill	Total
Cost							
Balance at January 1, 2023	\$ 3,934	\$ 3,296	\$ 17	\$ 2	\$ 29	\$ 801	\$ 8,078
Acquisitions through business combinations	1,003	1,348	(0)	-	-	459	2,810
Effect of movements in foreign exchange	67	61	0	0	1	20	149
Balance at December 31, 2023	\$ 5,003	\$ 4,705	\$ 17	\$ 2	\$ 29	\$ 1,279	\$ 11,037
Balance at January 1, 2024	\$ 5,003	\$ 4,705	\$ 17	\$ 2	\$ 29	\$ 1,279	\$ 11,037
Acquisitions through business combinations	373	465	-	0	-	95	932
Effect of movements in foreign exchange and other	(78)	(63)	(0)	(0)	(1)	(22)	(164)
Balance at June 30, 2024	\$ 5,298	\$ 5,106	\$ 17	\$ 2	\$ 29	\$ 1,352	\$ 11,805
Accumulated amortization and impairment losses							
Balance at January 1, 2023	\$ 2,280	\$ 1,103	\$ 17	\$ 2	\$ 6	\$ 9	\$ 3,416
Amortization for the period	494	364	0	0	2	-	859
Impairment charge	10	8	-	-	-	8	26
Effect of movements in foreign exchange	38	22	0	0	-	-	60
Balance at December 31, 2023	\$ 2,822	\$ 1,497	\$ 17	\$ 2	\$ 7	\$ 16	\$ 4,361
Balance at January 1, 2024	\$ 2,822	\$ 1,497	\$ 17	\$ 2	\$ 7	\$ 16	\$ 4,361
Amortization for the period	287	212	0	(0)	1	-	500
Impairment charge	5	5	-	-	-	3	14
Effect of movements in foreign exchange	(40)	(23)	(0)	(0)	-	-	(62)
Balance at June 30, 2024	\$ 3,074	\$ 1,691	\$ 17	\$ 2	\$ 8	\$ 20	\$ 4,812
Carrying amounts							
At January 1, 2023	\$ 1,654	\$ 2,192	\$ 0	\$ (0)	\$ 23	\$ 792	\$ 4,662
At December 31, 2023	\$ 2,182	\$ 3,208	\$ 0	\$ -	\$ 22	\$ 1,263	\$ 6,675
At January 1, 2024	\$ 2,182	\$ 3,208	\$ 0	\$ -	\$ 22	\$ 1,263	\$ 6,675
At June 30, 2024	\$ 2,223	\$ 3,415	\$ 0	\$ (0)	\$ 21	\$ 1,333	\$ 6,992

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7. Debt with recourse to CSI

	CSI Facility	Senior Notes	Liability of CSI under the IRGA	Debentures	Term Loan	Total
Principal outstanding at (and, except for debentures, equal to fair value)	\$ -	\$ 1,000	\$ 620	\$ 362	\$ 82	\$ 2,064
Deduct: Unamortized transaction costs included in debt balance	-	(8)	-	-	(0)	(9)
Add: Unamortized debt premium	-	-	-	52	-	52
Carrying value at June 30, 2024	-	992	620	414	82	2,107
Current portion	-	-	274	-	-	274
Non-current portion	-	992	346	414	82	1,834

CSI Facility

On January 31, 2024, the Company completed an amendment and restatement of its existing credit facility agreement (the “CSI Facility”). The facility limit has been increased from \$840 to \$1,085, with a syndicate of existing and new institutions. The agreement has also moved from a secured to an unsecured facility structure, which continues to be available for general corporate purposes including acquisitions and working capital. The CSI Facility is guaranteed by certain subsidiaries of the Company. The CSI Facility bears a variable interest rate with no fixed repayments required over the term to maturity. Interest rates are calculated at standard U.S. and Canadian reference rates plus interest rate spreads based on a leverage table. The CSI Facility contains standard events of default which if not remedied within a cure period would trigger the repayment of any outstanding balance. As at June 30, 2024, \$nil (December 31, 2023 – \$578) had been drawn from this credit facility, and letters of credit totaling \$13 (December 31, 2023 - \$13) were issued, which limits the borrowing capacity on a dollar-for-dollar basis. CSI accounted for the January 31, 2024 amendment as an extinguishment under IFRS and as a result, all previously capitalized transactions costs were written-off during the three months ended March 31, 2024.

Senior Notes

On February 16, 2024, the Company completed a private offering of \$500 aggregate principal amount of 5.158% senior notes due 2029 and \$500 aggregate principal amount of 5.461% senior notes due 2034 (collectively, the “Senior Notes”). The Senior Notes are senior unsecured obligations of the Company and rank equally in right of payment to all of the Company’s existing and future senior unsecured indebtedness, including the CSI Facility. The Senior Notes are guaranteed by certain subsidiaries of the Company on the same basis as such subsidiaries have guaranteed the CSI Facility. Transaction costs associated with the Senior Notes are being amortized through profit or loss using the effective interest rate method.

Liability of CSI under the terms of the IRGA/TSS Members Agreement

On December 23, 2014, in accordance with the terms of the purchase and sale agreement for the initial acquisition of Total Specific Solutions (“TSS”) by CSI, and on the basis of the term sheets attached thereto, Constellation and the sellers of TSS along with certain members of TSS’ executive management team (collectively, the “Joday Group”) among others, entered into a Members Agreement (the “TSS Members Agreement”) pursuant to which the Joday Group acquired 33.29% of the voting interests in Constellation Software Netherlands Holding Coöperatief U.A. (which was renamed to Topicus.com Coöperatief U.A., (“Topicus Coop”)), a subsidiary of Constellation and the indirect owner of 100% of TSS at the time of the acquisition. Total proceeds from this transaction was EUR 39.

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On January 5, 2021, the TSS Members Agreement was terminated in conjunction with the acquisition of Topicus.com B.V., the reorganization of Topicus Coop and the execution of the Investors Rights and Governance Agreement ("IRGA"). The IRGA was established to create certain contractual obligations of the parties in respect of the governance of Topicus and Topicus Coop. The IRGA provides for transfer restrictions in respect of the ordinary units of Topicus Coop ("Topicus Coop Ordinary Units" or the "Topicus Coop Units").

Any time after January 5, 2021, any member of the Joday Group has the right, at their option, to sell any number of its Topicus Coop Units to CSI at a cash price per Topicus Coop Unit determined in accordance with the IRGA. Upon the exercise of such option by a member of the Joday Group, CSI will be obligated to purchase 33.33% of such Topicus Coop Units within 30 days, and an additional 33.33% on each of the first and the second anniversary of such initial purchase. Notwithstanding the foregoing, CSI can offer Topicus the right to purchase such Topicus Coop Units in lieu of CSI.

In the event of a change of control of CSI, any member of the Joday Group has the right, at their option, to sell all of its Topicus Coop Units to CSI at a cash price per Topicus Coop Unit determined in accordance with the IRGA. Upon the exercise of such option by a member of the Joday Group, CSI will be obligated to purchase all such Topicus Coop Units. Notwithstanding the foregoing, CSI can offer Topicus the right to purchase such Topicus Coop Units in lieu of CSI.

If CSI reduces its economic interest in Topicus by a sale or transfer of its economic interest (and not due to any additional issuance of any shares or equity by Topicus) by more than one-third (calculated on a fully converted basis in accordance with the IRGA), any member of the Joday Group has the right, at their option, to sell to CSI one-third of its Topicus Coop Units at a cash price per Topicus Coop Unit determined in accordance with the IRGA. Upon the exercise of such put option by a member of the Joday Group, CSI will be obligated to purchase all such put Topicus Coop Units. Notwithstanding the foregoing, CSI can offer Topicus the right to purchase such Topicus Coop Units in lieu of CSI. Any member of the Joday Group has a similar right to sell one-half or all of its remaining Topicus Coop Units, respectively, at its option, if CSI further reduces its remaining fully-diluted economic interest in Topicus by a sale or transfer of its economic interest by one-half and again if CSI sells its entire remaining economic interest in Topicus.

All of the Topicus Coop Ordinary Units held by the Joday Group and Ijssel B.V. (collectively, the "Topicus Coop Exchangeable Units") are exchangeable, directly or indirectly, for Topicus Subordinate Voting Shares. All of the above rights of members of the Joday Group apply to any Topicus Subordinate Voting Shares issued on an exchange of Topicus Coop Exchangeable Units.

At any time after December 31, 2023, CSI has the right, at its option, to buy all of the Topicus Coop Units and shares of Topicus held by certain members of the Joday Group (excluding Joday Investments VI B.V. ("Joday")) at a cash price per Topicus Coop Unit (or share of Topicus, as applicable) determined in accordance with the IRGA. After December 31, 2043, CSI has the same right to buy all of the Topicus Coop Units and shares of Topicus held by the remaining members of the Joday Group, including Joday.

In addition, if certain individuals affiliated with Joday are terminated from their employment with Topicus Coop or an affiliate thereof for urgent cause (as defined in the Dutch Civil Code), CSI has the right, at its option, to buy all of Topicus Coop Units held by such individuals at a cash price per Topicus Coop Unit determined in accordance with the IRGA.

The Company has continued to classify the above obligations of CSI under the terms of the IRGA as a liability. The main valuation driver in such calculation is the maintenance and other recurring revenue of Topicus. Maintenance

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and recurring revenue of Topicus for the trailing twelve months on a pro-forma basis determined at the end of the current reporting period was used as the basis for valuing the interests at each redemption date. Any increase or decrease in the value of such liability is recorded as an expense or income in the condensed consolidated interim statements of income (loss) for the period.

During the three months ended March 31, 2024, the Company exercised its call option ("Call Notice") to buy certain Topicus Coop Units from certain members of the Joday Group. The Company exercised its call option to purchase 1,773,030 Topicus Coop Units for a total purchase price of EUR 30. The Company subsequently sold 589,967 of the purchased Topicus Coop Units back to certain remaining members of the Joday Group for total proceeds of EUR 10. The Joday Group's interest in Topicus Coop now comprises 38,148,221 Topicus Coop Ordinary Units resulting in an interest of 29.38% in Topicus Coop. CSI subsequently exchanged 994,110 Topicus Coop Ordinary Units for 994,110 Topicus Subordinate Voting Shares and as of June 30, 2024, CSI holds 188,953 Topicus Coop Ordinary Units and 40,406,513 Topicus Subordinate Voting Shares.

During the three months ended March 31, 2024, a distribution in the amount of EUR 59 was paid to the Joday Group.

Debentures

On October 1, 2014 and November 19, 2014, the Company issued debentures with a total principal value of C\$96 for total proceeds of C\$91. On September 30, 2015, the Company issued another tranche of debentures (collectively with the 2014 issuances called the "Debentures") with a total principal value of C\$186 for total proceeds of C\$214.

On October 6, 2023, a total of C\$213 principal amount of debentures ("2023 Debentures") were issued at a price of C\$133.00 per C\$100.00 principal amount of 2023 Debentures purchased representing proceeds to the Company of C\$283 which was used by the Company to pay down indebtedness under its existing credit facility. The 2023 Debentures were issued as an additional tranche of, and will form a single series with, the outstanding C\$282 aggregate principal amount of Debentures.

The Debentures have a maturity date of March 31, 2040 (the "Maturity Date").

The interest rate from and including:

- March 31, 2021 but excluding March 31, 2022 was 7.2%
- March 31, 2022 but excluding March 31, 2023 was 9.9%
- March 31, 2023 but excluding March 31, 2024 is 13.3%
- March 31, 2024 but excluding March 31, 2025 is 10.4%

Subsequent from and including March 31, 2025 to but excluding the Maturity Date, the interest rate applicable to the Debentures will be reset on an annual basis on March 31 of each year, at a rate equal to the annual average percentage change in the All-items Consumer Price Index during the 12-month period ending on December 31 in the prior year (which amount may be positive or negative) plus 6.5%. Notwithstanding the foregoing, the interest rate applicable to the debentures will not be less than 0%. The Company may, subject to certain approvals, elect the Payment in Kind election ("PIK Election"), in lieu of paying interest in cash, to satisfy all or any portion of its interest obligation payable on an interest payment date by issuing to each Debenture holder PIK Debentures equal to the amount of the interest obligation to be satisfied. The PIK Debentures will have the same terms and conditions as the Debentures and will form part of the principal amount of the Debentures. If, on any interest payment date,

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the Company fails to pay the amount of interest owing on the Debentures in full in cash, the Company will not (A) declare or pay dividends of any kind on the Common Shares, nor (B) participate in any share buyback or redemption involving the Common Shares, until the date on which the Company pays such interest (or the unpaid portion thereof) in cash to holders of the Debentures; however, where the Company has issued PIK Debentures in respect of all or a portion of the amount of interest owing on the Debentures on an interest payment date, the Company may resume declaring or paying dividends of any kind on the Common Shares and participating in any share buyback or redemption involving the Common Shares beginning on the next earlier of (i) the interest payment date of which the Company pays the amount of interest owing on the Debentures in full in cash and (ii) the date on which the Company repays all amounts owing under the PIK Debenture. All payments in respect of the Debentures will be subordinated in right of payment to the prior payment in full of all senior indebtedness of the Company.

The Debentures will be redeemable in certain circumstances at the option of the Company or the holder. During the period beginning on March 16 and ending on March 31 of each year, the Company will have the right, at its option, to give notice to holders of Debentures of its intention to redeem the Debentures, in whole or in part, on March 31 in the year that is five years following the year in which notice is given, at a price equal to the principal amount thereof plus accrued and unpaid interest up to but excluding the date fixed for redemption. During the period beginning on March 1 and ending on March 15 of each year, holders of Debentures will also have the right, at their option, to give notice to the Company of their intention to require the Company to repurchase (or to “put”) the Debentures, in whole or in part, on March 31 in the year that is five years following the year in which notice is given, at a price equal to the principal amount thereof plus accrued and unpaid interest up to but excluding the date fixed for repurchase.

During the periods ended June 30, 2024 and December 31, 2023, no notices for redemption of the Debentures were received or given by the Company.

The fair value of the debentures as at June 30, 2024 was \$461 (December 31, 2023 - \$480).

Term Loan

One of CSI's subsidiaries has entered into a GBP 65 term debt facility with a financial institution for which CSI has guaranteed the debt. The facility bears a fixed rate of interest. The term loan contains events of default that, if not remedied, allow the loan note holder to require repayment of the loan principal and interest. The loan is due in 2028.

8. Debt without recourse to CSI

Certain of CSI's subsidiaries have entered into term debt facilities and revolving credit facilities with various financial institutions. CSI does not guarantee the debt of these subsidiaries, nor are there any cross-guarantees between subsidiaries. The credit facilities are collateralized by substantially all of the assets of the borrowing entity and its subsidiaries. The credit facilities typically bear interest at a rate calculated using an interest rate index plus a margin. The financing arrangements for each subsidiary typically contain certain restrictive covenants, which may include limitations or prohibitions on additional indebtedness, payment of cash dividends, redemption of capital, capital spending, making of acquisitions and sales of assets. In addition, certain financial covenants must be met by those subsidiaries that have outstanding debt.

In conjunction with the acquisition of Optimal Blue, the Company had entered into a promissory note agreement (“Promissory Note”). The Promissory Note accrues interest at a rate of 7% per annum, is compounded annually and is payable in arrears. The first cash interest and principal payment under the Promissory Note is due on the

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day prior to the fifth anniversary and thereafter interest and principal payments will be due annually on the subsequent anniversaries of that date. The Promissory Note matures in 2063, subject to earlier optional prepayment.

Debt without recourse to CSI comprises the following:

	Topicus Revolving Credit Facility	Debt Facilities	Promissory Note	Total
Principal outstanding (and equal to fair value)	257 \$	1,203 \$	500	1,960
Deduct: Carrying value of transaction costs included in debt balance	(2)	(11)	-	(13)
Carrying value at June 30, 2024	255	1,191	500	1,946
Current portion	255	87	-	342
Non-current portion	-	1,104	500	1,604

The annual minimum repayment requirements for the debt facilities without recourse to CSI (excluding the Topicus Revolving Credit Facility) are as follows:

Year	Debt Facilities
2024	49
2025	117
2026	278
2027	438
2028	286
2029	35
2030	-
	1,203

The annual minimum repayment requirements for the Promissory Note are as follows:

Year	June 30, 2024
2025 - 2029	\$ 7
2030- 2063	493
Total	\$ 500

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9. Redeemable Preferred Securities

On February 22, 2023, the Company completed the acquisition of 100% of the shares of WideOrbit Inc. ("WideOrbit"). In conjunction with the acquisition of WideOrbit, Lumine issued 10,204,294 Lumine Special Shares to the sellers of WideOrbit for an initial subscription price of approximately \$222 which was included in the purchase consideration. Under certain conditions, the Lumine Special Shares were retractable at the option of the holder for a retraction price of the Initial Face Value per Lumine Special Share plus one Lumine Subordinate Voting Share for each Lumine Special Share held and had been classified as a liability on the balance sheet of the Company. The Lumine Special Shares were also convertible into Lumine Subordinate Voting Shares at a conversion ratio of 1:3.4302106 at any time. The holders of the Lumine Special Shares were also entitled to a fixed annual cumulative dividend of 5% per annum.

On March 25, 2024, all of the Lumine Special Shares were converted into Lumine Subordinate Voting Shares, and additional Lumine Subordinate Voting Shares were issued in satisfaction of the amounts owing in connection with the accrued dividends on Lumine Special Shares. Specifically, a total of 35,076,193 Lumine Subordinate Voting Shares were issued.

10. Provisions

At January 1, 2024	\$	20
Reversal		(2)
Provisions recorded during the period		10
Provisions used during the period		(7)
Effect of movements in foreign exchange and other		(1)
At June 30, 2024	\$	21
<hr/>		
Provisions classified as current liabilities		11
Provisions classified as other non-current liabilities		11

The provisions balance is comprised of various individual provisions for onerous contracts and other estimated liabilities of the Company of uncertain timing or amount.

11. Income taxes

Income tax expense is recognized based on management's best estimate of the actual income tax rate for the interim period applied to the pre-tax income of the interim period for each entity in the consolidated group. As a result of foreign exchange fluctuations, acquisitions and ongoing changes due to intercompany transactions amongst entities operating in different jurisdictions, the Company has determined that a reasonable estimate of a weighted average annual tax rate cannot be determined on a consolidated basis. The Company's consolidated effective tax rate in respect of continuing operations for the three and six months ended June 30, 2024 was 26% and 31% (67% and 258% for the three and six months ended June 30, 2023). The 2024 year to date and 2023 effective tax rates were impacted by the redeemable preferred securities expense, which is not deductible for tax purposes.

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Constellation is subject to tax audits in the countries in which the Company does business globally. These tax audits could result in additional tax expense in future periods relating to historical filings. Reviews by tax authorities generally focus on, but are not limited to, the validity of the Company's intercompany transactions, including financing and transfer pricing policies which generally involve subjective areas of taxation and a significant degree of judgment. If any of these tax authorities are successful with their challenges, the Company's income tax expense may be adversely affected and Constellation could also be subject to interest and penalty charges.

12. Capital and other components of equity

	Common Shares	
	Number	Amount
June 30, 2024	21,191,530	\$ 99
December 31, 2023	21,191,530	\$ 99

Dividends and other distributions to shareholders

During the three months ended June 30, 2024, the Company declared a \$1.00 per share dividend to all common shareholders of record at close of business on June 20, 2024. The dividend declared in the quarter ended June 30, 2024 representing \$21 was paid and settled on July 11, 2024.

During the three months ended March 31, 2024, the Company declared a \$1.00 per share dividend to all common shareholders of record at close of business on March 28, 2024. The dividend declared in the quarter ended March 31, 2024 representing \$21 was paid and settled on April 15, 2024.

The dividend declared in the quarter ended December 31, 2023 representing \$21 was paid and settled on January 11, 2024.

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13. Finance and other expense (income) and finance costs

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Interest income on cash	\$ (9)	\$ (0)	\$ (15)	\$ (1)
(Increase) decrease in the fair value of equity securities held for trading	(2)	(1)	0	(5)
Share in net (income) loss of equity investee	(0)	0	0	0
Finance and other income	(12)	(1)	(17)	(4)
Finance and other expense (income)	\$ (23)	\$ (2)	\$ (32)	\$ (9)
Interest expense on debt and debentures	\$ 57	\$ 37	\$ 113	\$ 64
Interest expense on lease obligations	3	3	7	5
Amortization of debt related transaction costs	1	1	3	2
Amortization of debenture discount (premium)	(1)	-	(2)	-
Other finance costs	8	5	15	11
Finance costs	\$ 69	\$ 46	\$ 136	\$ 82

14. Earnings per share

Basic and diluted earnings per share

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Numerator:				
Net income (loss) attributable to common shareholders of CSI	\$ 177	\$ 103	\$ 282	\$ 198
Denominator:				
Basic and diluted shares outstanding	21,191,530	21,191,530	21,191,530	21,191,530
Earnings per share				
Basic and diluted	\$ 8.35	\$ 4.88	\$ 13.31	\$ 9.32

15. Financial instruments

Fair values versus carrying amounts

The carrying values of cash, accounts receivable, accounts payable, accrued liabilities, dividends payable, the majority of the acquisition holdbacks, and the CSI Facility, approximate their fair values due to the short-term nature of these instruments. The carrying value of the debt without recourse to CSI approximate their fair values as the debt is subject to market interest rates. The carrying value of the IRGA liability and the Term Loan with recourse to CSI approximates fair value.

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Fair value hierarchy

The table below analyzes financial instruments carried at fair value, by valuation method.

- level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities;
- level 2 inputs are inputs other than quoted prices included in level 1 that are observable for the asset or liability either directly (i.e. prices) or indirectly (i.e. derived from prices); and
- level 3 inputs are inputs for the asset or liability that are not based on observable market data (i.e. unobservable inputs).

In the table below, the Company has segregated all financial assets and liabilities that are measured at fair value into the most appropriate level within the fair value hierarchy based on the inputs used to determine the fair value at the measurement date.

Financial assets and financial liabilities measured at fair value as at June 30, 2024 and December 31, 2023 in the condensed consolidated interim financial statements are summarized below. The Company has no additional financial liabilities measured at fair value after initial recognition other than those recognized in connection with business combinations and the redeemable preferred securities.

	June 30, 2024				December 31, 2023			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets:								
Equity securities held for trading	\$ 13	\$ -	\$ -	\$ 13	\$ 14	\$ -	\$ -	\$ 14
	13	-	-	13	14	-	-	14
Liabilities:								
Redeemable preferred securities	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 814	\$ 814
Contingent consideration	-	-	170	170	-	-	192	192
	-	-	170	170	-	-	1,006	1,006

There were no transfers of fair value measurement between level 1, 2 and 3 of the fair value hierarchy in the periods ended June 30, 2024 and December 31, 2023.

The following tables shows a reconciliation from the beginning balances to the ending balances for fair value measurements in level 3 of the fair value hierarchy.

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Contingent Consideration

Balance at January 1, 2024	\$	192
Increase from business acquisitions		35
Cash payments		(71)
Charges (recoveries) through profit or loss		22
Foreign exchange and other movements		(7)
Balance at June 30, 2024		170
Contingent consideration classified as current liabilities		74
Contingent consideration classified as other non-current liabilities		96

Estimates of the fair value of contingent consideration are performed by the Company on a quarterly basis. Key unobservable inputs include revenue/profitability growth rates and the discount rates applied (7% to 11%). The estimated fair value increases as the annual revenue/profitability growth rate increases and as the discount rate decreases and vice versa.

Redeemable Preferred Securities

Balance at January 1, 2024	\$	814
Redeemable preferred securities expense (income)		58
Conversions to subordinate voting shares of Lumine		(860)
Issuance of Subordinate Voting Shares of Lumine in consideration for accrued dividend		(12)
Payments and other movements		(0)
Balance at June 30, 2024		-

Estimates of the fair value of the Redeemable Preferred Securities are performed by the Company on a quarterly basis. Key unobservable inputs include expected volatility and credit spread of the Lumine Special Shares. The estimated fair value increases as the expected volatility increases. The estimated fair value decreases as the credit spread increases. The key observable input is the subordinated voting share price of Lumine. As the Lumine subordinate voting share price increases, the fair value of the Redeemable Preferred Securities increases.

16. Contingencies

In the normal course of operations, the Company is subject to litigation and claims from time to time. The Company may also be subject to lawsuits, investigations and other claims, including environmental, labour, income and sales tax, product, customer disputes and other matters. Management believes that adequate provisions have been recorded in the accounts where required. Although it is not always possible to estimate the extent of potential costs,

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if any, management believes that the ultimate resolution of such contingencies will not have a material adverse impact on the results of operations, financial position or liquidity of the Company.

17. Changes in non-cash operating assets and liabilities

	Three months ended		Six months ended	
	June 30,		June 30,	
	2024	2023	2024	2023
Decrease (increase) in current accounts receivable	\$ 127	\$ 79	\$ 74	\$ (7)
Decrease (increase) in current unbilled revenue	(24)	(32)	(57)	(64)
Decrease (increase) in other current assets	(39)	(8)	(64)	(21)
Decrease (increase) in inventories	0	(2)	(5)	(3)
Decrease (increase) in other non-current assets	(8)	(10)	(29)	(8)
Increase (decrease) in other non-current liabilities	(18)	(29)	(30)	(63)
Increase (decrease) in current accounts payable and accrued liabilities, excluding holdbacks from acquisitions	5	(71)	(128)	(79)
Increase (decrease) in current deferred revenue	(220)	(167)	269	276
Increase (decrease) in current provisions	3	2	2	(0)
Change in non-cash operating working capital	\$ (174)	\$ (238)	\$ 34	\$ 30

18. Non-controlling interests

Topicus:

Constellation's equity interest in Topicus, a company based in the Netherlands, is 60.65% (39.35% being non-controlling interest) as at June 30, 2024. On May 16, 2022, Topicus also acquired a controlling interest of 72.68% in Sygnity S.A. ("Sygnity"), a Company based in Poland. The remaining 27.32% represents non-controlling interest.

During the three months ended March 31, 2024, the Company paid a dividend of \$85 to the non-controlling shareholders of Topicus.

Adapt IT:

On January 3, 2022, the Company acquired a controlling interest in Adapt IT Holdings Limited ("Adapt IT"), a Company based in South Africa. As of June 30, 2024, the Company has an interest of 72.04% in Adapt IT (the remaining 27.96% represents non-controlling interest).

Lumine:

On March 25, 2024, the Lumine Preferred Shares and Lumine Special Shares were converted to Lumine Subordinate Voting Shares and the accrued dividend associated with the Lumine Preferred Shares and Lumine Special Shares was settled through the issuance of Lumine Subordinate Voting Shares. The Company now reflects an equity interest of 61.40% (December 31, 2023 – 0%) in Lumine, a Company based in Canada, and a non-controlling interest in Lumine of 38.60% (December 31, 2023 – 100%).

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The following tables summarize the information relating to the Company's non-controlling interests in Topicus, Adapt-IT and Lumine as at June 30, 2024 and December 31, 2023:

	As at June 30, 2024		
	Topicus Coop 39.35%	Adapt-IT 27.96%	Lumine 38.60%
Non-controlling interest			
Current assets	505	46	392
Non-current assets	1,126	66	880
Total assets	1,631	112	1,272
Current liabilities	817	30	220
Non-current liabilities	346	25	418
Total liabilities	1,163	55	638
Less: Non-controlling interest of subsidiaries, including interests held by CSI	45	-	-
Net assets after allocation of non-controlling interests (including interests held by CSI)	423	57	634
Inter-group eliminations	(12)	-	5
Total	411	57	639
Net assets allocated to the non-controlling interests of subsidiary	162	16	247
Add: Non-controlling interest of subsidiaries not owned by CSI	20	-	-
Total non-controlling interest	182	16	247

	As at December 31, 2023		
	Topicus Coop 39.35%	Adapt-IT 27.96%	Lumine 100.00%
Non-controlling interest			
Current assets	461	37	332
Non-current assets	1,123	73	816
Total assets	1,584	110	1,148
Current liabilities	625	27	4,684
Non-current liabilities	305	26	306
Total liabilities	930	53	4,991
Less: Non-controlling interest of subsidiaries, including interests held by CSI	60	-	-
Net assets after allocation of non-controlling interests (including interests held by CSI)	594	57	(3,843)
Inter-group eliminations	(9)	-	3,661
Total	585	57	(182)
Net assets allocated to the non-controlling interests of subsidiary	230	16	(182)
Add: Non-controlling interest of subsidiaries not owned by CSI	20	-	-
Total non-controlling interest	250	16	(182)

The following tables summarizes the information on the condensed consolidated interim statement of income (loss) relating to Topicus, Adapt-IT and Lumine for the three and six months ended June 30 2024 and 2023.

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	Three months ended June 30, 2024		
	Topicus Coop	Adapt-IT	Lumine
Revenue	337	25	163
Expenses	301	25	161
Redeemable preferred securities expense (income)	-	-	-
Income (loss) before income taxes	36	(1)	2
Income tax expense	7	0	4
Net income (loss) prior to non-controlling interest allocation	29	(1)	(2)
Less: Non-controlling interest of subsidiaries, including interests held by CSI	0	-	-
Net income (loss) after allocation of non-controlling interest	29	(1)	(2)
Inter-group eliminations	(1)	-	1
Total	27	(1)	(2)
Net income (loss) attributable to non-controlling interests	11	(0)	(1)
Add: Non-controlling interest of subsidiaries not owned by CSI	0	-	-
Total non-controlling interest	11	(0)	(1)

	Six months ended June 30, 2024		
	Topicus Coop	Adapt-IT	Lumine
Revenue	668	49	304
Expenses	592	48	284
Redeemable preferred securities expense (income)	-	-	317
Income (loss) before income taxes	75	1	(297)
Income tax expense	16	1	8
Net income (loss) prior to non-controlling interest allocation	60	0	(305)
Less: Non-controlling interest of subsidiaries, including interests held by CSI	0	-	-
Net income (loss) after allocation of non-controlling interest	60	0	(305)
Inter-group eliminations	(3)	-	261
Total	57	0	(45)
Net income (loss) attributable to non-controlling interests	22	0	(44)
Add: Non-controlling interest of subsidiaries not owned by CSI	0	-	-
Total non-controlling interest	23	0	(44)

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	Three months ended June 30, 2023		
	Topicus Coop	Adapt-IT	Lumine
Revenue	296	23	130
Expenses	263	23	120
Redeemable preferred securities expense (income)	-	-	497
Income (loss) before income taxes	33	0	(486)
Income tax expense	9	0	3
Net income (loss) prior to non-controlling interest allocation	24	(0)	(490)
Less: Non-controlling interest of subsidiaries, including interests held by CSI	(0)	-	-
Net income (loss) after allocation of non-controlling interest	24	(0)	(490)
Inter-group eliminations	(1)	-	403
Total	23	(0)	(87)
Net income (loss) attributable to non-controlling interests	9	(0)	(87)
Add: Non-controlling interest of subsidiaries not owned by CSI	(0)	-	-
Total non-controlling interest	9	(0)	(87)

	Six months ended June 30, 2023		
	Topicus Coop	Adapt-IT	Lumine
Revenue	580	50	225
Expenses	514	48	210
Redeemable preferred securities expense (income)	-	-	1,151
Income (loss) before income taxes	66	2	(1,136)
Income tax expense	18	0	5
Net income (loss) prior to non-controlling interest allocation	48	1	(1,141)
Less: Non-controlling interest of subsidiaries, including interests held by CSI	(1)	-	-
Net income (loss) after allocation of non-controlling interest	49	1	(1,141)
Inter-group eliminations	(3)	-	870
Total	46	1	(271)
Net income (loss) attributable to non-controlling interests	18	0	(273)
Add: Non-controlling interest of subsidiaries not owned by CSI	(0)	-	-
Total non-controlling interest	18	0	(273)

Financial information on the statement of cash flows for Topicus, Adapt-IT and Lumine for the three and six months ended June 30, 2024 and 2023:

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	Three months ended June 30, 2024		
	Topicus Coop	Adapt-IT	Lumine
Cash flows from (used in) operating activities	9	3	10
Cash flows from (used in) financing activities	(20)	(1)	43
Cash flows from (used in) investing activities	(13)	0	(145)

	Six months ended June 30, 2024		
	Topicus Coop	Adapt-IT	Lumine
Cash flows from (used in) operating activities	256	10	45
Cash flows from (used in) financing activities	(139)	(2)	125
Cash flows from (used in) investing activities	(59)	0	(146)

	Three months ended June 30, 2023		
	Topicus Coop	Adapt-IT	Lumine
Cash flows from (used in) operating activities	(17)	5	22
Cash flows from (used in) financing activities	62	(1)	(13)
Cash flows from (used in) investing activities	(73)	(0)	(3)

	Six months ended June 30, 2023		
	Topicus Coop	Adapt-IT	Lumine
Cash flows from (used in) operating activities	170	13	37
Cash flows from (used in) financing activities	(27)	(5)	336
Cash flows from (used in) investing activities	(106)	(0)	(285)

19. Subsequent events

On August 9, 2024 the Company declared a \$1.00 per share dividend that is payable on October 10, 2024 to all common shareholders of record at close of business on September 20, 2024.

Subsequent to June 30, 2024, the Company completed or has open commitments to acquire a number of businesses for aggregate cash consideration of \$165 on closing plus total estimated deferred payments of \$74 for total consideration of \$239. The business acquisitions operate in the creative agencies, sales automation, education, data asset management, food services, municipalities, enterprise resource planning, software development, transit, pharmaceutical, real estate, retail management and distribution, data security, gaming, contact centres, logistics, leisure, fitness, point of sale, loyalty, mining, oil and gas, travel, manufacturing and healthcare verticals and are all software companies similar to the existing business of the Company.