

Consolidated Financial Statements  
(In U.S. dollars)

# **CONSTELLATION SOFTWARE INC.**

For the years ended December 31, 2025 and 2024



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## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Constellation Software Inc.

### ***Opinion***

We have audited the consolidated financial statements of Constellation Software Inc. (the Entity), which comprise:

- the consolidated statements of financial position as at December 31, 2025 and December 31, 2024
- the consolidated statements of income (loss) for the years then ended
- the consolidated statements of comprehensive income (loss) for the years then ended
- the consolidated statements of changes in equity for the years then ended
- the consolidated statements of cash flows for the years then ended
- and notes to the consolidated financial statements, including a summary of material accounting policy information

(Hereinafter referred to as the “financial statements”).

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of the Entity as at December 31, 2025 and December 31, 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

### ***Basis for Opinion***

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the “***Auditor’s Responsibilities for the Audit of the Financial Statements***” section of our auditor’s report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.



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

### ***Key Audit Matters***

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2025. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our auditor's report.

#### ***Determination of distinct professional services performance obligation in customer contracts containing multiple performance obligations and estimation of hours to complete for certain percentage-of-completion ("POC") arrangements***

##### ***Description of the matter***

We draw attention to Notes 2(d) and 3(k) to the financial statements. The Entity has recognized revenue of \$11,623 million. A portion of revenue is associated with customer contracts that contain multiple products and services such as software licenses, maintenance and other recurring services, professional services, and hardware. The Entity uses significant judgment to assess whether professional services sold in a customer contract are considered distinct and should be accounted for as separate performance obligations. Revenue from the license of software that involves complex implementation or customization that is not distinct, and/or includes sales of hardware that is not distinct, is recognized as a combined performance obligation using the percentage-of-completion (POC) method based primarily on labour hours. The Entity applies significant judgment to determine the estimated hours to completion which affect the timing of recognition of revenue for professional services and non-distinct license and/or hardware.

##### ***Why the matter is a key audit matter***

We identified the determination of distinct professional services performance obligations in customer contracts containing multiple performance obligations and the estimation of hours to complete for certain POC arrangements, being contracts where revenue recognition is based on estimated hours to completion, as a key audit matter. Significant auditor judgment was required to evaluate the Entity's significant judgments of whether professional services are distinct or non-distinct and the estimated hours to completion for arrangements that are completed over an extended period. There was significant auditor effort, involving more senior professionals, required to address this matter.

##### ***How the matter was addressed in the audit***

The primary procedures we performed to address this key audit matter included the following:



We evaluated the design, and tested the operating effectiveness of certain controls over revenue recognition including controls related to the Entity's process to identify distinct professional services performance obligations in certain customer contracts and controls over the estimation of hours to completion for POC arrangements, inclusive of executed contract amendments and change orders.

For a selection of new customer contracts, we assessed the Entity's determination of distinct/non-distinct professional services performance obligations, if any, by examining the contract source documents, comparing to the Entity's past assessments for similar contracts, and practices observed in the Entity's industry.

For a selection of POC arrangements where revenue recognition is based on the estimated hours to completion, we interviewed operational personnel responsible for the contract. We obtained an understanding of the original estimated hours to completion and any increase or decrease to the estimated hours to completion as the contract progresses and inspected correspondence such as project planning documents and change requests, if any, between the Entity and its customers.

In addition, we assessed the Entity's historical ability to accurately estimate hours to completion by performing an analysis of a selection of completed contracts to compare actual hours incurred upon completion to the initial estimated hours to completion.

### ***Other Information***

Management is responsible for the other information. Other information comprises:

- the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions as at the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditor's report.

We have nothing to report in this regard.



## ***Responsibilities of Management and Those Charged with Governance for the Financial Statements***

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Entity's financial reporting process.

## ***Auditor's Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards 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 the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the 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 a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control 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 Entity's internal control.



- 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 Entity'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 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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 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 control that we identify during our audit.
- Provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.
- Determine, from the matters communicated with those charged with governance, those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our auditor's report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



*KPMG LLP*

Chartered Professional Accountants, Licensed Public Accountants

The engagement partner on the audit resulting in this auditor's report is Anuj Madan.

Vaughan, Canada

March 9, 2026

# 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 (note 21)	1,470	1,291
Unbilled revenue (note 22)	450	369
Inventories (note 5)	68	56
Other assets (note 7)	727	596
	5,803	4,291
Non-current assets:		
Property and equipment (note 8)	241	222
Right of use assets (note 9)	384	329
Deferred income taxes (note 16)	355	222
Investments accounted for using the equity method (note 6)	655	13
Other assets (note 7)	345	316
Intangible assets (note 10)	8,388	7,455
	10,368	8,557
<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. (note 11)	\$ -	\$ -
Liability of CSI under the IRGA (note 11)	775	303
Debt without recourse to Constellation Software Inc. (note 12)	591	319
Accounts payable and accrued liabilities	1,941	1,591
Dividends payable (note 17)	21	21
Deferred revenue (note 22)	2,214	1,966
Provisions (note 13)	17	22
Acquisition holdback payables	224	215
Lease obligations (note 14)	141	115
Income taxes payable	150	110
	6,074	4,661
Non-current liabilities:		
Debt with recourse to Constellation Software Inc. (note 11)	1,489	1,466
Liability of CSI under the IRGA (note 11)	458	389
Debt without recourse to Constellation Software Inc. (note 12)	2,051	1,689
Deferred income taxes (note 16)	890	671
Acquisition holdback payables	208	133
Lease obligations (note 14)	282	252
Other liabilities (note 7)	451	298
	5,830	4,899
<b>Total liabilities</b>	<b>11,904</b>	<b>9,560</b>
Shareholders' equity (note 17):		
Capital stock	99	99
Accumulated other comprehensive income (loss)	130	(224)
Retained earnings	3,347	2,919
Non-controlling interests (note 28)	692	493
	4,267	3,288
Subsequent events (notes 29)		
<b>Total liabilities and shareholders' equity</b>	<b>\$ 16,171</b>	<b>\$ 12,848</b>

See accompanying notes to the consolidated financial statements.

# 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 (note 10)	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) (note 18)	(228)	(60)
Bargain purchase gain (note 4)	(10)	(10)
Impairment of intangible and other non-financial assets (note 10)	43	28
Redeemable preferred securities expense (income)	-	58
Revaluation of investment accounted for using the equity method to cost (note 6)	260	-
Finance costs (note 18)	297	280
	<u>955</u>	<u>452</u>
Income (loss) before income taxes	939	1,011
Current income tax expense (recovery) (note 15)	606	525
Deferred income tax expense (recovery) (note 15 and 16)	(252)	(281)
Income tax expense (recovery)	353	244
	<u>586</u>	<u>767</u>
Net income (loss)	586	767
Net income (loss) attributable to:		
Common shareholders of Constellation Software Inc.	512	731
Non-controlling interests (note 28)	74	37
Net income (loss)	<u>586</u>	<u>767</u>
Earnings per common share of Constellation Software Inc.		
Basic and diluted (note 19)	\$ 24.15	\$ 34.48

See accompanying notes to the consolidated financial statements.

# 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 (note 6)	209	-
Other comprehensive income (loss), net of income tax	481	(135)
Total comprehensive income (loss)	\$ 1,067	\$ 633
Total other comprehensive income (loss) attributable to:		
Common shareholders of Constellation Software Inc.	353	(119)
Non-controlling interests	127	(16)
Total other comprehensive income (loss)	\$ 481	\$ (135)
Total comprehensive income (loss) attributable to:		
Common shareholders of Constellation Software Inc.	865	612
Non-controlling interests (note 28)	202	21
Total comprehensive income (loss)	\$ 1,067	\$ 633

See accompanying notes to the consolidated financial statements.

## 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				Non-controlling interests	Total equity
	Capital stock	Accumulated other comprehensive income (loss)	Retained earnings	Total		
<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 (note 6)	-	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 (note 17)	-	-	(85)	(85)	-	(85)
<b>Balance at December 31, 2025</b>	\$ 99	\$ 130	\$ 3,347	\$ 3,576	\$ 692	\$ 4,267

See accompanying notes to the consolidated financial statements.

## 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				Non-controlling interests	Total equity
	Capital stock	Accumulated other comprehensive income (loss)	Retained earnings	Total		
<b>Balance at January 1, 2024</b>	<b>\$ 99</b>	<b>\$ (99)</b>	<b>\$ 1,876</b>	<b>\$ 1,877</b>	<b>\$ 85</b>	<b>\$ 1,961</b>
<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>-</b>	<b>(119)</b>	<b>-</b>	<b>(119)</b>	<b>(16)</b>	<b>(135)</b>
<b>Total comprehensive income (loss)</b>	<b>-</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>	<b>\$ 99</b>	<b>\$ (224)</b>	<b>\$ 2,919</b>	<b>\$ 2,795</b>	<b>\$ 493</b>	<b>\$ 3,288</b>

See accompanying notes to the consolidated financial statements.

# 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 (note 10)	1,182	1,044
IRGA/TSS Membership liability revaluation charge (note 11)	440	183
Finance and other expense (income) (note 18)	(228)	(60)
Bargain purchase (gain) (note 4)	(10)	(10)
Impairment of intangible and other non-financial assets (note 10)	43	28
Redeemable preferred securities expense (income)	-	58
Revaluation of investment accounted for using the equity method to cost (note 6)	260	-
Finance costs (note 18)	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 (note 26)	(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 (note 17)	(85)	(85)
Net cash flows from (used in) financing activities	156	114
Cash flows from (used in) investing activities:		
Acquisition of businesses (note 4)	(1,227)	(1,347)
Cash obtained with acquired businesses (note 4)	173	164
Post-acquisition settlement payments, net of receipts	(286)	(336)
Purchases of investments and other assets (note 6)	(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 and cash equivalents	102	(48)
Increase (decrease) in cash and cash equivalents	1,109	696
Cash and cash equivalents, beginning of period	\$ 1,980	\$ 1,284
Cash and cash equivalents, end of period	\$ 3,089	\$ 1,980

See accompanying notes to the consolidated financial statements.

# CONSTELLATION SOFTWARE INC.

Notes to Consolidated Financial Statements

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

(Due to rounding, numbers presented may not foot.)

Years ended December 31, 2025 and 2024

## Notes to the consolidated financial statements

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# CONSTELLATION SOFTWARE INC.

Notes to Consolidated Financial Statements

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

(Due to rounding, numbers presented may not foot.)

Years ended December 31, 2025 and 2024

## 1. Reporting entity

Constellation Software Inc. is a company domiciled in Canada. The address of Constellation Software Inc.'s registered office is 66 Wellington Street West, Suite 5300, Toronto, Ontario, Canada. The consolidated financial statements of Constellation Software Inc. as at and for the year ended December 31, 2025 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.

## 2. Basis of presentation

### (a) Statement of compliance

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board, issued and outstanding as of March 9, 2026, the date the Board of Directors approved such financial statements.

### (b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for certain assets and liabilities initially recognized in connection with business combinations, and certain financial instruments and derivative financial instruments, which are measured at fair value.

### (c) Functional and presentation currency

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

### (d) Use of estimates and judgements

The preparation of the consolidated 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. 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.

Information about assumptions and estimation uncertainties that have a risk of resulting in a material adjustment within the next financial year are included in the following notes:

Note 3(k) - Revenue recognition

Note 3(a)(i) - Business combinations

Note 3(m) - Income taxes

Note 3(d) - Intangible assets

Note 24 - Contingencies

# CONSTELLATION SOFTWARE INC.

Notes to Consolidated Financial Statements

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

(Due to rounding, numbers presented may not foot.)

Years ended December 31, 2025 and 2024

Critical judgements that the Company has made in the process of applying accounting policies disclosed herein and that have a significant effect on the amounts recognized in the consolidated financial statements relate to the (i) determination of functional currencies for Constellation's subsidiaries and, most notably, in respect of businesses acquired during the period; (ii) allocating the purchase price to the fair value of acquired net assets (iii) assessment as to whether professional services in multiple-performance obligation arrangements are distinct of other performance obligations and determination of the estimated hours to complete customer contracts accounted for using the percentage of completion method; (iv) recognition of deferred tax assets; and (v) recognition of contingent consideration liabilities.

- Functional currency – the Company applies judgement in situations where primary and secondary indicators are mixed. Primary indicators such as the currency that mainly influence sales prices are given priority before considering secondary indicators.
- Business Combinations - Estimates and judgments are used when allocating the purchase price to the fair value of acquired net assets (specifically to the acquired technology assets and customer assets) in business combinations. The Company estimates the fair value of technology and customer assets acquired in a business combination based on the income approach. The income approach is a valuation technique that calculates the fair value of an intangible asset based on the present value of future net cash flows that the asset can be expected to generate over its remaining useful life. For significant business combinations, significant estimates and judgments include forecasted cashflows and the discount rates used to estimate the fair value of the acquired intangible assets. Changes in these estimates and judgments could result in significant changes to the valuation of the intangible assets. Other estimates include forecasted annual customer attrition rate, royalty rates, and migration rate.
- Revenue Recognition - The Company uses significant judgment to assess whether professional services sold in a customer contract are considered distinct and should be accounted for as separate performance obligations. Non-distinct professional services are combined with other goods or services to form a single performance obligation. The Company also applies significant judgment to determine the estimated hours to completion which affects the timing of revenue recognized for professional services and non-distinct license and hardware. Estimated hours to completion are continually and routinely revised based on changes in the progress of customer contracts.
- Deferred tax assets - the recognition of deferred tax assets is based on forecasts of future taxable profit. The measurement of future taxable profit for the purposes of determining whether or not to recognize deferred tax assets depends on many factors, including the Company's ability to generate such profits and the implementation of effective tax planning strategies. The occurrence or non-occurrence of such events in the future may lead to significant changes in the measurement of deferred tax assets.
- Contingent consideration liabilities - contingent consideration liabilities are initially recorded on the date of a business combination and are payable on the achievement of certain financial targets in the post-acquisition periods. The obligation for contingent consideration is recorded at its estimated fair value at the various acquisition dates and is recorded at fair value at the end of each reporting period. 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.

### 3. Material accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements unless otherwise indicated.

# CONSTELLATION SOFTWARE INC.

Notes to Consolidated Financial Statements

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

(Due to rounding, numbers presented may not foot.)

Years ended December 31, 2025 and 2024

The significant accounting policies have been applied consistently by the Company's subsidiaries.

## **(a) Basis of consolidation**

### **(i) Business combinations**

Acquisitions have been accounted for using the acquisition method required by IFRS 3 Business Combinations. Goodwill arising on acquisitions is measured as the fair value of the consideration transferred including the recognized amount of any non-controlling interest in the acquiree, if any, less the net recognized amount of the estimated fair value of identifiable assets acquired and liabilities assumed (subject to certain exemptions to fair value measurement principles such as deferred tax assets or liabilities), all measured as of the acquisition date. When the consideration transferred is less than the estimated fair value of assets acquired and liabilities assumed, a bargain purchase gain is recognized immediately in the consolidated statements of income (loss). Transaction costs that the Company incurs in connection with a business combination are expensed as incurred.

The Company uses its best estimates and assumptions to reasonably value assets and liabilities assumed at the acquisition date as well as contingent consideration, where applicable, and these estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed with a corresponding offset to goodwill. Upon conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to profit or loss. For a given acquisition, the Company may identify certain pre-acquisition contingencies as of the acquisition date and may extend its review and evaluation of these pre-acquisition contingencies throughout the measurement period in order to obtain sufficient information to assess these contingencies as part of acquisition accounting, as applicable.

### **(ii) Consolidation methods**

Entities over which the Company has control are consolidated from the date that control commences until the date that control ceases. Entities over which the Company has significant influence (investments in "associates") are accounted for under the equity method. Significant influence is assumed when the Company's interests are 20% or more, unless qualitative factors overcome this assumption. The Company has elected to use "lag reporting" in relation to its investment in Asseco Poland S.A. ("Asseco"). The Company will record its share of profit or loss and other comprehensive income on a "three-month lag" because the concurrent financial information is impracticable to obtain from Asseco.

Associates are those entities in which the Company has significant influence, but not control, over the financial and operating policies. Investments in associates are recognized initially at cost, inclusive of transaction costs. The Company's investment includes goodwill identified on acquisition, net of any accumulated impairment losses. The consolidated financial statements include the Company's share of the income and expenses and equity changes of equity accounted investees, from the date that significant influence commences until the date that significant influence ceases.

### **(iii) Transactions eliminated on consolidation**

Intra-company balances and transactions, and any unrealized income and expenses arising from intra-company transactions, are eliminated in preparing the consolidated financial statements.

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## **(b) Foreign currency translation**

### **(i) Foreign currency transactions**

Transactions in foreign currencies are translated to the respective functional currencies of subsidiaries of the Company at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are re-measured to the functional currency at the exchange rate at that date. Foreign currency differences arising on re-measurement are recognized through profit or loss, except for differences arising on the retranslation of available-for-sale equity instruments, which are recognized in other comprehensive income (loss). Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Foreign currency gains and losses are reported in profit and loss on a net basis. The effect of currency translation adjustments on cash and cash equivalents is presented separately in the statements of cash flows and separated from operating, investing and financing activities when deemed significant.

### **(ii) Foreign operations**

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to U.S. dollars at exchange rates at the reporting date. The income and expenses of foreign operations are translated to U.S. dollars using average exchange rates for the month during which the transactions occurred. Foreign currency differences are recognized in other comprehensive income (loss) in the cumulative translation account; however, if the operation is a non-wholly owned subsidiary, then the relevant proportionate share of the translation difference is allocated to the non-controlling interest when applicable.

Foreign exchange gains or losses arising from a monetary item receivable from or payable to a foreign operation, the settlement of which is neither planned nor likely to occur in the foreseeable future and which its substance is considered to form part of the net investment in the foreign operation, are recognized in other comprehensive income (loss) in the cumulative amount of foreign currency translation differences. If, and when, settlement plans change or deemed likely to occur, then the accounting process in (b)(i) above is applied. When a foreign operation payable or receivable classified as a net investment is partially or fully disposed, the proportionate share of the cumulative amount in the translation reserve related to that foreign operation is transferred to profit or loss as part of the profit or loss on disposal. The Company has elected not to treat repayments of monetary items receivable or payable to a foreign operation as a disposition.

## **(c) Financial Instruments**

The Company's financial instruments primarily comprise cash and cash equivalents, accounts receivable, equity securities held for trading, derivatives, Debt with recourse to CSI, Debt without recourse to CSI, accounts payable and accrued liabilities, dividends payable, and holdback assets or liabilities on acquisitions.

Financial assets are recognized in the consolidated statement of financial position if we have a contractual right to receive cash or other financial assets from another entity. Financial assets, including accounts receivable, are derecognized when the rights to receive cash flows from the investments have expired or were transferred to another party and the Company has transferred substantially all risks and rewards of ownership. Equity securities held for trading are recorded at fair value.

Financial liabilities include the Liability of CSI under the IRGA, Debt with recourse to CSI, Debt without recourse to CSI, accounts payable and accrued liabilities, dividends payable, and holdbacks on acquisitions. Financial liabilities are generally recognized initially at fair value, typically being transaction price, plus any directly attributable

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transaction costs and subsequently measured at amortized cost using the effective interest method. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled, or expired.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of tax.

The Company's derivatives are carried at fair value and are reported as assets when they have a positive fair value and as liabilities when they have a negative fair value.

Changes in the fair values of derivative financial instruments are reported in the consolidated statements of income (loss), except for cash flow hedges that meet the conditions for hedge accounting. The portion of the gain or loss on the hedging instruments that are determined to be an effective hedge is recognized directly in other comprehensive income (loss), and the ineffective portion in the consolidated statements of income (loss). The gains or losses deferred in other comprehensive income (loss) in this way are subsequently recognized in the consolidated statements of income (loss) in the same period in which the hedged underlying transaction or firm commitment is recognized in the statement of income (loss). In order to qualify for hedge accounting, the Company is required to document in advance the relationship between the item being hedged and the hedging instrument. The Company is also required to document and demonstrate an assessment of the relationship between the hedged item and the hedging instrument, which shows that the hedge will be highly effective on an ongoing basis. This effectiveness testing is re-performed at the end of each reporting period to ensure that the hedge remains highly effective.

## **(d) Intangible assets**

### **(i) Goodwill**

Goodwill that arises upon the acquisition of subsidiaries is included in intangible assets. After initial recognition, goodwill is measured at cost less any accumulated impairment losses, with the carrying value being reviewed for impairment at least annually and whenever events or changes in circumstances indicate that the carrying value may be impaired. In respect of equity accounted investees, the carrying amount of goodwill is included in the carrying amount of the investment.

The impairment test methodology is based on a comparison between the higher of fair value less costs to sell and value-in-use of each of the Company's cash generating units ("CGU") and the net asset carrying values (including goodwill). Within the Company's reporting structure, business units generally reflect the CGU and are one level below the six operating segments (Volaris, Harris, Topicus, Jonas, Perseus, and Vela Operating Groups). In determining the recoverable amount, the Company applies an estimated market valuation multiple to the business unit's most recent annual recurring revenues, which are generally derived from post-contract customer support revenues, transactional revenues, and hosted products revenues. Valuation multiples applied by the Company for this purpose reflect current market conditions specific to the business unit and are assessed for reasonability by comparison to the Company's current and past acquisition experience involving ranges of revenue-based multiples required to acquire representative software companies and the Company's overall revenue based-trading multiple. In addition, in certain instances, the recoverable amount is determined using a value-in-use approach which follows the same valuation process that is undertaken for the Company's business acquisitions. An impairment is recognized if the carrying amount of a CGU exceeds its estimated recoverable amount. The recoverable amount

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of goodwill is estimated annually on December 31 of each year or whenever events or changes in circumstances indicate that the carrying value may be impaired.

## (ii) Acquired intangible assets

The Company uses the income approach to value acquired technology and customer intangible assets. The income approach is a valuation technique that calculates the estimated fair value of an intangible asset based on the estimated future cash flows that the asset can be expected to generate over its remaining useful life.

The Company utilizes the discounted cash flow ("DCF") methodology which is a form of the income approach that begins with forecasted annual net cash flows that a market participant would expect the subject intangible asset to generate over a discrete projection period. The forecasted annual net cash flows for each of the years in the discrete projection period are then converted to their present value equivalent using a discount rate of return appropriate for the risk of achieving the intangible assets' projected cash flows, again, from a market participant perspective. The present value of the forecasted net annual cash flows are then added to the present value of the residual value of the intangible asset (if any) at the end of the discrete projection period to arrive at a conclusion with respect to the estimated fair value of the subject intangible assets.

Specifically, the Company relies on the relief-from-royalty method to value the acquired technology and the multiple-period excess earnings ("MEEM") method to value customer assets.

The underlying premise of the relief-from-royalty method is that the fair value of the technology is equal to the cost savings (or the "royalty avoided") resulting from the ownership of the asset by the avoidance of paying royalties to license the use of the technology from another owner. Accordingly the forecasted net annual cash flows reflects an estimate of a fair royalty rate that a licensee would pay, on a percentage of revenue basis, to obtain a license to utilize the technology.

The MEEM method isolates the cash flows attributable to the subject asset by utilizing forecasted net annual cash flows less the returns attributable to other enabling assets, both tangible and intangible.

Other intangible assets that are acquired by the Company and have finite useful lives are measured at cost, being reflective of fair value, less accumulated amortization and impairment losses. Subsequent expenditures are capitalized only when it increases the future economic benefits that form part of the specific asset to which it relates and other criteria have been met. Otherwise all other expenditures are recognized in profit or loss as incurred.

Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are acquired and available for use, since this most closely reflects the expected usage and pattern of consumption of the future economic benefits embodied in the asset. To determine the useful life of the intangible assets, the Company considers the length of time over which it expects to earn or recover the majority of the present value of the forecasted net annual cash flows of the related intangible assets. The estimated useful lives for the current and comparative periods are as follows:

Technology assets	2 to 12 years
Customer assets	5 to 20 years
Trademarks	20 years

Amortization methods, useful lives and the residual values are reviewed at least annually (or when there has been an indication of impairment) and are adjusted as appropriate.

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## (iii) Research and development

Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognized in profit or loss as an expense as incurred.

Expenditure on development activities, whereby research findings are applied to a plan or design for the production of new or substantially improved products and processes, is capitalized only if the product or process is technically and commercially feasible, if development costs can be measured reliably, if future economic benefits are probable, if the Company intends to use or sell the asset and the Company intends and has sufficient resources to complete development. To date, no material development expenditures have been capitalized.

For the year ended December 31, 2025, \$1,668 (2024 – \$1,489) of research and development costs have been expensed in profit or loss. These costs are net of estimated investment tax credits, recognized as part of other, net expenses through profit or loss of \$56 for the year ended December 31, 2025 (2024 – \$63).

## (e) Property and equipment

### (i) Recognition and measurement

Property and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Cost includes initial and subsequent expenditures that are directly attributable to the acquisition of the related asset. When component parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment, where applicable.

### (ii) Depreciation

Depreciation is recognized in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property and equipment.

The estimated useful lives for the current and comparative periods are as follows:

<b>Asset</b>	<b>Rate</b>
Computer hardware	3-5 years
Computer software	1 year
Furniture and equipment	3 – 7 years
Leasehold improvements	Shorter of the estimated useful life and the term of the lease
Building	50 years

Depreciation methods, useful lives and residual values are reviewed at each financial year end or more frequently as deemed relevant, and adjusted where appropriate.

## (f) Inventories

Inventories are measured at the lower of cost and net realizable value. The cost of inventories is based on the first-in first-out principle, and includes expenditures incurred in acquiring the inventories, production and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity. Net

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realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

## **(g) Unbilled revenue**

Unbilled revenue represents the gross unbilled amount expected to be collected from customers for contract work performed to date. It is measured at cost plus profit recognized to date less progress billings and recognized losses, if any.

Unbilled revenue is presented in the statement of financial position for all contracts in which costs incurred plus recognized profits exceed progress billings. If progress billings exceed costs incurred plus recognized profits, then the excess is presented as deferred revenue in the statement of financial position.

## **(h) Other non-current liabilities**

Other non-current liabilities consists principally of certain acquired contract liabilities, deferred revenue, provisions and contingent consideration recognized in connection with business acquisitions to be settled in cash, which are discounted for measurement purposes.

## **(i) Impairment**

### **(i) Financial assets (including receivables)**

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Company on terms that the Company would not consider otherwise, or indications that a debtor or issuer will enter bankruptcy.

The Company considers evidence of impairment for receivables at both a specific and collective level. All individually significant receivables are assessed for specific impairment. All individually significant receivables found not to be specifically impaired, together with receivables that are not individually significant are collectively assessed for impairment by grouping together receivables with similar risk characteristics.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in profit or loss and reflected in an allowance account against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

### **(ii) Non-financial assets**

The carrying amounts of the Company's non-financial assets, other than inventories (which is addressed in note 3(f)) and deferred tax assets (which is addressed in note 3(m)), are reviewed at each reporting date (or more frequently if required) to determine whether there is any indication of impairment. If any such indication exists, then

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the asset's recoverable amount is estimated. For goodwill, the recoverable amount is estimated annually on December 31 of each fiscal year or whenever required.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing the value in use, the Company uses discounted cash flows which are determined using a pre-tax discount rate specific to the asset or CGU. The discount rate used reflects current market conditions including risks specific to the assets. Estimates within the cash flows include recurring revenue growth rates and operating expenses. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets, which for the Company's purposes is typically representative of the business unit level within the corporate and management structure. For the purposes of goodwill impairment testing, goodwill acquired in a business combination is allocated to the CGU, or the group of CGUs, that is expected to benefit from the synergies of the combination.

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets (such as intangible assets and property and equipment) in the CGU on a pro rata basis.

Goodwill that forms part of the carrying amount of an investment in an associate is not recognized separately and, therefore, is not tested for impairment separately. Instead, the entire amount of the investment in an associate is tested for impairment as a single asset when there is objective evidence that the investment in an associate may be impaired.

An impairment loss in respect of goodwill is not reversed. In respect of other non-financial assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been previously recognized.

## **(j) Provisions**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are measured at the estimated future cash flows required to settle the present obligation, based on the most reliable evidence available at the reporting date. The estimated cash flows are discounted at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The amortization of the discount is recognized as part of finance costs.

## **(k) Revenue recognition**

Revenue represents the amount the Company expects to receive for products and services in its contracts with customers, net of discounts and sales taxes. The Company reports revenue under four revenue categories being, License, Hardware and other, Professional services, and Maintenance and other recurring revenue. Software license revenue is comprised of non-recurring license fees charged for the use of software products licensed under multiple-year or perpetual arrangements. Professional service revenue consists of fees charged for implementation services, custom programming, product training, certain managed services, and consulting. Hardware and other revenue includes the resale of third party hardware as part of customized solutions, as well as sales of hardware

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assembled internally and the reimbursement of travel costs. Maintenance and other recurring revenue primarily consists of fees charged for customer support on software products post-delivery and also includes recurring fees derived from combined software/support contracts, transaction revenues, managed services associated with CSI software that has been sold to the customer, and hosted software-as-a-service products.

## *Contracts with multiple products or services*

Typically, the Company enters into contracts that contain multiple products and services such as software licenses, hosted software-as-a-service, maintenance, professional services, and hardware. The Company evaluates these arrangements to determine the appropriate unit of accounting (performance obligation) for revenue recognition purposes based on whether the product or service is distinct from some or all of the other products or services in the arrangement. A product or service is distinct if the customer can benefit from it on its own or together with other readily available resources and Constellation's promise to transfer the good or service is separately identifiable from other promises in the contractual arrangement with the customer. Non-distinct products and services are combined with other goods or services until they are distinct as a bundle and therefore form a single performance obligation.

Where a contract consists of more than one performance obligation, revenue is allocated to each based on their estimated standalone selling price.

## *Nature of products and services*

The Company sells on-premise software licenses on both a perpetual and specified-term basis. Revenue from the license of distinct software is recognized at the time that both the right-to-use the software has commenced and the software has been made available to the customer. Certain of the Company's contracts with customers contain provisions that require the customer to renew optional support and maintenance in order to maintain the active right to use a perpetual or term license. The renewal payments after the initial bundled support and maintenance term in these cases apply to both the continued right-to-use the license and the support and maintenance renewal. Where the fees payable for the initial term are incremental to the fees for the renewal terms, the excess is treated as a prepayment for expected renewals and allocated (amortized) evenly over the expected customer renewals, up to the estimated life of the software that is typically 4-6 years.

Revenue from the license of software that involves complex implementation or customization that is not distinct, and/or includes sales of hardware that is not distinct, is recognized as a combined performance obligation using the percentage-of-completion method based primarily on labour hours. The percentage-of-completion method based on labour hours requires the Company to make significant judgments to determine the estimated hours to completion which affects the timing of revenue recognized.

A portion of the Company's sales, categorized as hardware and other revenue, are accounted for as product revenue. Product revenue is recognized when control of the product has transferred under the terms of an enforceable contract.

Revenue related to the customer reimbursement of travel related expenses incurred during a project implementation where the Company is the principal in the arrangement is included in the hardware and other revenue category. Revenue is recognized as costs are incurred which is consistent with the period in which the costs are invoiced. Reimbursable travel expenses incurred for which an invoice has not been issued, are recorded as part of unbilled revenue on the statement of financial position.

Maintenance and other recurring revenue primarily consists of fees charged for customer support on software products post-delivery and also includes, to a lesser extent, recurring fees derived from software licenses that are

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both distinct and not distinct from maintenance, transaction revenues, managed services associated with CSI software, and hosted products.

Revenue from software-as-a-service (SaaS) arrangements, which allows customers to use hosted software over a term without taking possession of the software, are provided on a subscription basis. Revenue from the SaaS subscription, which includes the hosted software and maintenance is recognized rateably over the term of the subscription. Significant incremental payments for SaaS in an initial term are recognized rateably over the expected renewal periods, up to the estimated life of the software.

Professional services revenue including installation, implementation, training and customization of software is recognized by the stage of completion of the performance obligation determined using the percentage of completion method noted above or as such services are performed as appropriate in the circumstances. Professional services revenue also includes managed services not associated with CSI software. The revenue and profit of fixed price contracts is recognized on a percentage of completion basis when the outcome of a contract can be estimated reliably. When the outcome of the contract cannot be estimated reliably but the Company expects to recover its costs, the amount of expected costs is treated as variable consideration and the transaction price is updated as more information becomes known.

The timing of revenue recognition often differs from contract payment schedules, resulting in revenue that has been earned but not billed. These amounts are included in unbilled revenue. Amounts billed in accordance with customer contracts, but not yet earned, are recorded and presented as part of deferred revenue.

## **Costs to Obtain a Contract**

The Company allocates incremental costs to obtain a contract (which principally consists of commissions) to the various performance obligations to which they relate using the expected-based allocation (relative expected margins) for bundled costs. For those performance obligations that are expected to be renewed at the end of the initial period without a further commission (such as post-contract customer support), the Company has considered expected renewals over the life of the intellectual property when determining the expected margins from the arrangement. For performance obligations not delivered upfront, the allocated commissions are deferred and amortized over the pattern of transfer of the related performance obligation. For commissions allocated to term-based license arrangements and post-contract customer support, the amortization period is expected to be approximately 4-6 years. Capitalized costs to obtain a contract are included in other non-current assets on the consolidated balance sheet.

## **(I) Finance income and finance costs**

Finance income comprises interest income, gains/losses on the disposal of available-for-sale financial assets, and changes in the fair value of financial assets carried at fair value through profit or loss. Interest income is recognized as it accrues through profit or loss, using the effective interest method.

Finance costs comprise interest expense on borrowings, interest expense associated with lease obligations, amortization of the discount on provisions, and impairment losses recognized on financial assets other than trade receivables. Transaction costs attributable to the Company's bank indebtedness are recognized in finance costs using the effective interest method.

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## **(m) Income taxes**

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income (loss).

Current tax is the expected taxes payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for temporary differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax is measured at tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but we intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits, difference in tax bases in the purchaser's tax jurisdiction and its cost as reported in the consolidated financial statements as a result of an intra-group transfer of assets and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

## **(n) Investment tax credits**

The Company is entitled to both non-refundable and refundable investment tax credits for qualifying research and development activities. Investment tax credits are included within "Other, net" for items of a period expense nature or as a reduction of property and equipment for items of a capital nature when the amount is reliably estimable and the Company has reasonable assurance regarding compliance with the relevant objective conditions and that the credit will be realized.

## **(o) Segment reporting**

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components. The operating results of all operating segments are reviewed regularly by the Company's President to make decisions about resources to be allocated to the segment and assessing their performance.

The Company consists of six operating segments being, Volaris, Harris, Topicus, Vela, Jonas and Perseus. Each of the Company's operating segments operate essentially as mini Constellations, conglomerates of small vertical market software companies with similar economic characteristics. Each operating segment CEO is focused on investing capital that generates returns at or above the investment hurdle rates set by CSI's head office (primarily

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the President) and the Board of Directors, irrespective of whether the acquired business operates primarily in the public or private sector. The Company aggregates the six operating segments into one reportable segment, consistent with the objective and basic principles of IFRS 8.

## **(p) Earnings per share**

The Company presents basic and diluted earnings per share data for its ordinary shares, being common shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period, adjusted for treasury shares held. Diluted earnings per share is determined by dividing the profit or loss attributable to shareholders of ordinary shares by the weighted average number of shares outstanding, adjusted for the effects of all dilutive potential ordinary shares.

## **(q) Short-term employee benefits**

Short-term employee benefit obligations, including wages, benefits, incentive compensation, and compensated absences are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid and settled under the Company's employee incentive compensation plan if the Company has legal or constructive obligation to pay this amount at the time bonuses are paid as a result of past service provided by the employee, and the obligation can be estimated reliably.

## **(r) Leases**

At inception of a contract, the Company assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured based on the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The assets are depreciated to the earlier of the end of the useful life of the right-of-use asset or the lease term using the straight-line method as this most closely reflects the expected pattern of consumption of the future economic benefits. The lease term includes periods covered by an option to extend if the Company is reasonably certain to exercise that option. In addition, the right-of-use asset can be 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 commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero. The Company has elected to apply the practical expedient not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low value assets. The lease payments associated with these leases is recognized as an expense on a straight-line basis over the lease term.

# CONSTELLATION SOFTWARE INC.

Notes to Consolidated Financial Statements

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

(Due to rounding, numbers presented may not foot.)

Years ended December 31, 2025 and 2024

## Recent accounting pronouncements not yet adopted:

The IASB has issued IFRS 18, Presentation and Disclosure in Financial Statements (replacing IAS 1, Presentation of Financial Statements), with an aim to improve how information is communicated in the financial statements, with a focus on information in the statement of income that will become effective on January 1, 2027. The Company is assessing the impacts IFRS 18 will have on the consolidated financial statements.

## 4. Business acquisitions

(a) On June 2, 2025, the Company completed the acquisition of 100% of the shares of Ciral Schaubroeck NV ("CS"). The Company paid cash of \$228 plus issued an estimated cash holdback payable of \$23 and contingent consideration with an estimated acquisition date fair value of \$7. The total consideration resulting from acquisition of CS is \$258.

CS is a Belgium-based vertical market software provider active in the local government vertical. The acquisition has been accounted for using the acquisition method with the results of operations included in the consolidated financial statements for year ended December 31, 2025 from the date of the acquisition.

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. The goodwill is not expected to be deductible for income tax purposes.

The gross contractual amounts of acquired receivables was \$31; however, the Company has recorded an allowance of \$0 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.

# CONSTELLATION SOFTWARE INC.

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Years ended December 31, 2025 and 2024

The impact of acquisition accounting applied on a provisional basis in connection with the acquisition of CS is as follows:

Assets acquired:	
Cash	\$ 20
Accounts receivable	31
Other current assets	13
Property and equipment	2
Right of use assets	15
Investments accounted for using the equity method	27
Other non-current assets	13
Deferred income taxes	2
Technology assets	74
Customer assets	129
	<hr/>
	327
Liabilities assumed:	
Current liabilities	34
Deferred revenue	20
Deferred income taxes	51
Long-term lease obligations	10
Other non-current liabilities	1
	<hr/>
	116
Goodwill	47
	<hr/>
<b>Total consideration</b>	<b>\$ 258</b>

The acquisition of CS contributed revenue of \$73 and a net loss of \$6 for the year ended December 31, 2025. If this acquisition had occurred on January 1, 2025, the Company estimates that pro-forma consolidated revenue and pro-forma consolidated net income would have been \$11,672 and \$584 compared to the actual amounts reported in the consolidated statement of income (loss) for year ended December 31, 2025.

(b) During the year ended December 31, 2025, the Company completed a number of additional acquisitions for aggregate cash consideration of \$1,000 plus cash holdbacks of \$253 and contingent consideration with an estimated acquisition date fair value of \$68. The total consideration resulting from the additional acquisitions in the year ended December 31, 2025 was \$1,321. 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 year ended December 31, 2025 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.

# CONSTELLATION SOFTWARE INC.

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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 \$110.

Aggregate contingent consideration of \$215 (December 31, 2024 - \$174) has been reported in the consolidated 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 consolidated statements of income (loss). An expense of \$35 has been recorded year ended December 31, 2025, as a result of such changes (an expense of \$8 for the year ended December 31, 2024).

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 year ended December 31, 2025 include software companies catering to the following markets: automotive, digital marketing, fashion, financial services, forestry, hospitality, human capital, information technology, lighting design, maintenance management, manufacturing, software infrastructure, supply chain management, technical service providers, travel, telecommunications, oil and gas, transport, enterprise and resource planning, law enforcement, local government, fleet, utilities, asset management, production and visualization, content management, craftsman, retail management and distribution, creative agencies, pharmacy, sports, leisure, transit, education, real estate, publishing, disability, data collection, document management, professional services, aviation, social media, agrifood, call centers, content management, insurance, mining, driver education, construction, elevator, webcasting, manufacturing, accounting, schools, logistics, 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 \$8 is expected to be deductible for income tax purposes.

The gross contractual amounts of acquired receivables was \$144; however, the Company has recorded an allowance of \$15 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 additional 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 2025. 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 \$1,227.

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Notes to Consolidated Financial Statements

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(Due to rounding, numbers presented may not foot.)

Years ended December 31, 2025 and 2024

The aggregate impact of acquisition accounting applied in connection with the aggregate of business acquisitions that are not individually significant in the period ended December 31, 2025 is as follows:

Assets acquired:		
Cash	\$	152
Accounts receivable		129
Other current assets		92
Property and equipment		27
Right of use assets		41
Other non-current assets		6
Deferred income taxes		28
Technology assets		711
Customer assets		621
		<hr/>
		1,807
Liabilities assumed:		
Current liabilities		206
Deferred revenue		129
Deferred income taxes		277
Long-term debt		8
Long-term lease obligations		29
Other non-current liabilities		47
		<hr/>
		696
Goodwill		219
Bargain purchase gain		(8)
		<hr/>
<b>Total consideration</b>	<b>\$</b>	<b>1,321</b>

(c) The 2025 additional business acquisitions did not have a material impact to either the consolidated revenue or the consolidated net income (loss) for the year ended December 31, 2025. 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 Consolidated Financial Statements

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

(Due to rounding, numbers presented may not foot.)

Years ended December 31, 2025 and 2024

(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 consolidated statement of financial position as of December 31, 2024.

December 31, 2024

Current Assets:	
Accounts receivable	(1)
Unbilled revenue	(1)
Inventories	(0)
Acquisition holdback receivables	0
Other assets	(1)
	<u>(3)</u>
Non-current Assets:	
Property and equipment	(1)
Right of use assets	1
Deferred income taxes	3
Equity securities	-
Other assets	(0)
Intangible assets	(15)
	<u>(12)</u>
<b>Total assets</b>	<b><u>(15)</u></b>
Current liabilities:	
Accounts payable and accrued liabilities	2
Deferred revenue	(2)
Acquisition holdback payables	(10)
Lease obligations	0
Income taxes payable	(1)
	<u>(11)</u>
Non-current liabilities:	
Deferred income taxes	(3)
Acquisition holdback payables	(0)
Lease obligations	0
Other liabilities	(1)
	<u>(4)</u>
<b>Total liabilities</b>	<b><u>(15)</u></b>

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Notes to Consolidated Financial Statements

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

(Due to rounding, numbers presented may not foot.)

Years ended December 31, 2025 and 2024

## 5. Inventories

	December 31, 2025	December 31, 2024
Raw materials	\$ 15	\$ 13
Work in progress	6	5
Finished goods	47	38
Total	\$ 68	\$ 56

No inventories were carried at fair value less cost to sell, and the carrying amount of inventories subject to retention of title clauses was \$nil as at December 31, 2025 and 2024.

Raw materials (which consists primarily of hardware components) and changes in finished goods and work in progress recognized as hardware expenses in the consolidated statements of income (loss) amounted to \$201 (2024: \$153). The write-downs of inventories to net realizable value amounted to \$3 (2024: \$1). The reversals of write-downs amounted to \$1 (2024: \$1). Write-downs and reversals of write-downs are based on the Company's projected sales. The write-downs and reversals are included in hardware expenses.

## 6. Investments accounted for using the equity method

### *Investment in Asseco:*

On January 31, 2025, the Company purchased 8,300,029 shares in Asseco Poland S.A. ("Asseco") representing approximately 9.99% of the issued shares in Asseco. The Asseco shares were acquired at a price of 85 PLN per share for total consideration of \$174. Asseco offers comprehensive, proprietary IT solutions for certain sectors of the economy and is listed on the Polish Warsaw Stock Exchange (the "WSE"). The Company has made an irrevocable election at the time of initial recognition to present subsequent changes in fair value in other comprehensive income ("FVOCI"). The Company designated the Asseco investment as equity securities at FVOCI because the investment in Asseco represents an investment that the Company intends to hold for the long term. At the time the Company purchased shares of Asseco, the trading price per Asseco share on the WSE was in excess of the purchase price of 85 PLN per share. The Company recorded a gain of \$35 in the statement of income (loss) at the time of purchase. During year ended December 31, 2025, the Company recorded a gain of \$211 based on the Asseco share price as at September 25, 2025, the date at which the Company received the last outstanding regulatory approval for the acquisition of the treasury shares and commenced the equity method of accounting, within other comprehensive income (loss) reduced by transaction costs of \$2. During the three months ended June 30, 2025, the Company received a dividend of \$9 from Asseco. The dividend has been included in net income (loss) and included in the line item "Finance and other (income) expenses".

On February 4, 2025, the Company entered into a binding agreement in respect of the acquisition of 12,318,863 treasury shares of Asseco for 85 PLN/share. These shares represent 14.84% of Asseco's issued share capital. The contract to acquire the additional shares of Asseco was a derivative under IFRS Accounting Standards and had been recorded at fair value. The significant assumption associated with the valuation of derivative is the blockage discount which includes the unobservable inputs of the percentage of the block of shares that can be sold relative to the daily trading volume of Asseco shares and the discount rate. The estimated fair value of the derivative asset decreases as the blockage discount increases. The estimated fair value of the asset increases as the discount

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Notes to Consolidated Financial Statements

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

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Years ended December 31, 2025 and 2024

decreases. The key observable input is the share price of Asseco. As the Asseco share price increases, the fair value of the derivative increases. As the Asseco share price decreases, the fair value of the derivative decreases. During the year ended December 31, 2025, income of \$119 was recorded within Finance and other (income) expenses. The acquisition of the 14.84% interest in Asseco's share capital was completed on October 1, 2025, increasing the Company's total shareholding to 24.84% and the derivative is no longer presented on the balance sheet as at December 31, 2025. The fair value of the derivative has been included as part of the carrying value of the total investment in Asseco.

On September 25, 2025 and subsequent to this date, the Company applied the equity method of accounting to its existing 9.99% investment in Asseco as a result of its ability to exercise significant influence over Asseco. The Company elected to record the investment in Asseco at cost under the equity method of accounting which comprised of the initial investment of \$174 (EUR 168) and transaction fees of \$2 (EUR 2) for a total cost of \$176 (EUR 170). As a result, Topicus reversed previous fair value adjustments and recorded a loss in the consolidated statement of income of \$260 for the year ended December 31, 2025.

Under the equity method of accounting, the investment is initially recognized at cost and is subsequently adjusted to reflect Topicus' share of profit or loss and other comprehensive income of Asseco. The Company has elected to use "lag reporting" in relation to its investment in Asseco. The Company will record its share of profit or loss and other comprehensive income on a "three-month lag" because the concurrent financial information is impracticable to obtain from Asseco. Due to the complexity and timing of the investment, the Company is in the process of determining and finalizing the estimated fair value of the net assets acquired. The provisional purchase price allocation may differ from the final purchase price allocation, and these differences may be material. Revisions to the allocation will occur as additional information about the fair value of assets and liabilities becomes available.

The aggregate cost of the investment in Asseco is comprised of the following:

- Cash paid to acquire initial 8,300,029 shares at 85 PLN/share – \$174
- Cash paid to acquire 12,318,863 shares at 85 PLN/share – \$286
- Fair value of derivative asset reclassified to investment in affiliate – \$119
- Transaction fees – \$10

The initial cost of the investment in Asseco is \$588.

On February 3, 2025, Topicus announced the signing of a shareholders' agreement which was entered into with the Adam Góral Family Foundation governing their cooperation as shareholders in Asseco. Under the terms of the agreement, certain parties had the right to buy up to 1.7% (1,411,006 shares) of Asseco's shares from the Company at a purchase price of PLN 85. The contract was a derivative under IFRS Accounting Standards and had been recorded at fair value. The key observable input is the share price of Asseco. As the Asseco share price increases, the fair value of the derivative liability increases. As the Asseco share price decreases, the fair value of the derivative liability decreases. During the year ended December 31, 2025, an expense of \$43 was recorded. On December 4, 2025, the agreement was exercised for 1.7% (1,411,006 shares) of Asseco and the Company received total proceeds of \$33 and the derivative is no longer presented on the balance sheet. As a result, Topicus' shareholding decreased to 23.14% as at December 31, 2025. The Company recorded a dilution gain of \$35 as a result of this disposition and has been included in "Finance and other (income) expenses".

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Years ended December 31, 2025 and 2024

The tables below provide summarised financial information for the investment in Asseco as at September 30, 2025, due to the application of applying lag reporting. The information disclosed reflects the amounts presented in the financial statements of Asseco and not the Company's share of those amounts. The amounts have been amended to reflect adjustments made by the Company when using the equity method, including fair value adjustments and significant events during the lag reporting period.

Current assets	3,569
Non-current assets	2,255
Current liabilities	1,693
Non-current liabilities	1,245
<hr/>	
Net Assets	2,886
<hr/>	
Non-controlling interest	(1,765)
<hr/>	
Net assets attributable to the shareholders of Asseco	1,121
<hr/>	
Share of net assets attributable to CSI	267
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Goodwill	308
<hr/>	
Investment in Asseco	575

The fair value of the Company's investment in Asseco based on the share price of Asseco at December 31, 2025 is \$1,220.

# CONSTELLATION SOFTWARE INC.

Notes to Consolidated Financial Statements

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(Due to rounding, numbers presented may not foot.)

Years ended December 31, 2025 and 2024

## 7. Other assets and liabilities

### (a) Other assets

	December 31, 2025	December 31, 2024
Prepaid expenses and other current assets	\$ 376	\$ 318
Holdback receivable	1	6
Investment tax credits recoverable	53	45
Sales tax receivable	56	62
Equity securities held for trading	52	14
Income tax and other receivables	188	151
<b>Total other current assets</b>	<b>\$ 727</b>	<b>\$ 596</b>
Investment tax credits recoverable	\$ 19	\$ 21
Costs to obtain a contract	110	91
Non-current trade and other receivables and other assets	217	204
<b>Total other non-current assets</b>	<b>\$ 345</b>	<b>\$ 316</b>

### (b) Other liabilities

	December 31, 2025	December 31, 2024
Contingent consideration	\$ 122	\$ 97
Deferred revenue	119	89
Other non-current liabilities	210	111
<b>Total other non-current liabilities</b>	<b>\$ 451</b>	<b>\$ 298</b>

# CONSTELLATION SOFTWARE INC.

## Notes to Consolidated Financial Statements

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

(Due to rounding, numbers presented may not foot.)

Years ended December 31, 2025 and 2024

### 8. Property and equipment

	Computer hardware	Computer software	Furniture and equipment	Leasehold improvements	Building and land	Total
<b>Cost</b>						
Balance at January 1, 2024	\$ 198	\$ 55	\$ 63	\$ 63	\$ 8	\$ 387
Additions	32	4	24	6	0	67
Acquisitions through business combinations	14	0	79	4	0	97
Disposals / retirements	(9)	(4)	(6)	(5)	(1)	(24)
Effect of movements in foreign exchange and other	(8)	(2)	(7)	2	(0)	(16)
Balance at December 31, 2024	\$ 227	\$ 53	\$ 153	\$ 70	\$ 7	\$ 511
Balance at January 1, 2025	\$ 227	\$ 53	\$ 153	\$ 70	\$ 7	\$ 511
Additions	39	5	19	4	(0)	68
Acquisitions through business combinations	10	1	13	2	5	30
Disposals / retirements	(21)	(5)	(12)	(8)	(0)	(46)
Effect of movements in foreign exchange and other	18	3	8	4	1	34
Balance at December 31, 2025	\$ 273	\$ 58	\$ 181	\$ 72	\$ 13	\$ 596
<b>Depreciation and impairment losses</b>						
Balance at January 1, 2024	\$ 121	\$ 46	\$ 40	\$ 36	\$ 2	\$ 245
Depreciation charge for the year	40	6	20	9	0	75
Disposals / retirements	(9)	(4)	(5)	(5)	(0)	(23)
Effect of movements in foreign exchange and other	(4)	(1)	(3)	(0)	(0)	(9)
Balance at December 31, 2024	\$ 148	\$ 46	\$ 52	\$ 41	\$ 2	\$ 289
Balance at January 1, 2025	\$ 148	\$ 46	\$ 52	\$ 41	\$ 2	\$ 289
Depreciation charge for the year	43	5	26	8	0	83
Disposals / retirements	(18)	(5)	(9)	(7)	0	(39)
Effect of movements in foreign exchange and other	10	3	7	3	0	23
Balance at December 31, 2025	\$ 182	\$ 49	\$ 76	\$ 45	\$ 3	\$ 355
<b>Carrying amounts:</b>						
At January 1, 2024	\$ 77	\$ 9	\$ 23	\$ 27	\$ 6	\$ 142
At December 31, 2024	\$ 80	\$ 7	\$ 101	\$ 30	\$ 5	\$ 222
At January 1, 2025	\$ 80	\$ 7	\$ 101	\$ 30	\$ 5	\$ 222
At December 31, 2025	\$ 91	\$ 8	\$ 104	\$ 27	\$ 10	\$ 241

# CONSTELLATION SOFTWARE INC.

Notes to Consolidated Financial Statements

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

(Due to rounding, numbers presented may not foot.)

Years ended December 31, 2025 and 2024

## 9. Right of use assets

The following table presents the right-of-use assets for the Company:

	Computer hardware	Vehicles	Furniture and equipment	Building	Other	Total
<b>Cost</b>						
Balance at January 1, 2024	\$ 33	\$ 40	\$ 4	\$ 511	\$ 4	\$ 592
Additions	3	21	3	70	1	100
Acquisitions through business combinations	3	4	5	56	0	68
Disposals / retirements	(3)	(10)	(2)	(58)	(1)	(74)
Effect of movements in foreign exchange and other	(2)	(3)	(0)	(20)	(0)	(25)
Balance at December 31, 2024	\$ 34	\$ 53	\$ 11	\$ 558	\$ 5	\$ 661
Balance at January 1, 2025	\$ 34	\$ 53	\$ 11	\$ 558	\$ 5	\$ 661
Additions	16	19	1	81	3	119
Acquisitions through business combinations	4	12	0	39	0	56
Disposals / retirements	(3)	(11)	(1)	(71)	(2)	(88)
Effect of movements in foreign exchange and other	5	6	(7)	30	1	35
Balance at December 31, 2025	\$ 56	\$ 78	\$ 4	\$ 637	\$ 6	\$ 782
<b>Depreciation and impairment losses</b>						
Balance at January 1, 2024	\$ 15	\$ 21	\$ 3	\$ 239	\$ 3	\$ 280
Depreciation charge for the year	9	12	1	96	1	119
Disposals / retirements	(4)	(9)	(1)	(42)	(1)	(56)
Effect of movements in foreign exchange and other	(1)	(1)	(0)	(9)	(0)	(12)
Balance at December 31, 2024	20	23	3	283	3	332
Balance at January 1, 2025	20	23	3	283	3	332
Depreciation charge for the year	14	17	1	100	1	133
Disposals / retirements	(3)	(9)	(0)	(62)	(2)	(75)
Effect of movements in foreign exchange and other	(1)	2	(2)	9	0	9
Balance at December 31, 2025	29	34	2	331	3	399
<b>Carrying amounts:</b>						
At January 1, 2024	\$ 17	\$ 19	\$ 1	\$ 272	\$ 1	\$ 312
At December 31, 2024	\$ 15	\$ 30	\$ 8	\$ 275	\$ 2	\$ 329
At January 1, 2025	\$ 15	\$ 30	\$ 8	\$ 275	\$ 2	\$ 329
At December 31, 2025	\$ 27	\$ 45	\$ 2	\$ 306	\$ 4	\$ 384

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(Due to rounding, numbers presented may not foot.)

Years ended December 31, 2025 and 2024

## 10. Intangible assets and goodwill

	Technology Assets	Customer Assets	Backlog	Non-compet agreements	Trademarks	Goodwill	Total
<b>Cost</b>							
Balance at January 1, 2024	\$ 5,004	\$ 4,705	\$ 17	\$ 2	\$ 29	\$ 1,279	\$ 11,037
Acquisitions through business combinations	903	924	0	-	-	243	2,069
Effect of movements in foreign exchange	(173)	(144)	(0)	0	(1)	(47)	(366)
<b>Balance at December 31, 2024</b>	<b>\$ 5,733</b>	<b>\$ 5,485</b>	<b>\$ 17</b>	<b>\$ 2</b>	<b>\$ 28</b>	<b>\$ 1,474</b>	<b>\$ 12,739</b>
Balance at January 1, 2025	\$ 5,733	\$ 5,485	\$ 17	\$ 2	\$ 28	\$ 1,474	\$ 12,739
Acquisitions through business combinations	784	749	0	-	-	267	1,801
Effect of movements in foreign exchange and other	282	258	0	(0)	3	74	616
<b>Balance at December 31, 2025</b>	<b>\$ 6,799</b>	<b>\$ 6,492</b>	<b>\$ 17</b>	<b>\$ 2</b>	<b>\$ 31</b>	<b>\$ 1,815</b>	<b>\$ 15,157</b>
<b>Accumulated amortization and impairment losses</b>							
Balance at January 1, 2024	\$ 2,822	\$ 1,497	\$ 17	\$ 2	\$ 7	\$ 16	\$ 4,361
Amortization for the period	600	442	0	0	1	-	1,044
Impairment charge	10	9	-	-	-	7	26
Effect of movements in foreign exchange	(92)	(54)	(0)	0	-	-	(146)
<b>Balance at December 31, 2024</b>	<b>\$ 3,340</b>	<b>\$ 1,894</b>	<b>\$ 17</b>	<b>\$ 2</b>	<b>\$ 9</b>	<b>\$ 23</b>	<b>\$ 5,284</b>
Balance at January 1, 2025	\$ 3,340	\$ 1,894	\$ 17	\$ 2	\$ 9	\$ 23	\$ 5,284
Amortization for the period	677	504	0	(0)	2	-	1,182
Impairment charge	14	13	-	-	-	11	38
Effect of movements in foreign exchange	163	101	0	(0)	-	-	264
<b>Balance at December 31, 2025</b>	<b>\$ 4,193</b>	<b>\$ 2,512</b>	<b>\$ 17</b>	<b>\$ 2</b>	<b>\$ 10</b>	<b>\$ 34</b>	<b>\$ 6,769</b>
<b>Carrying amounts</b>							
At January 1, 2024	\$ 2,182	\$ 3,209	\$ 0	\$ (0)	\$ 22	\$ 1,262	\$ 6,675
At December 31, 2024	\$ 2,393	\$ 3,591	\$ 0	\$ -	\$ 20	\$ 1,451	\$ 7,455
At January 1, 2025	\$ 2,393	\$ 3,591	\$ 0	\$ -	\$ 20	\$ 1,451	\$ 7,455
At December 31, 2025	\$ 2,606	\$ 3,980	\$ 0	\$ (0)	\$ 21	\$ 1,781	\$ 8,388

### Impairment testing for cash-generating units containing goodwill

The annual impairment test of goodwill was performed as of December 31, 2025 and 2024. During the year ended December 31, 2025, goodwill in the amount of \$11 was impaired and expensed in the consolidated statement of income (loss) (2024 - \$7). For the purpose of impairment testing, goodwill is allocated to the Company's business units included in each operating segment, which represent the lowest level within the Company at which goodwill is monitored for internal purposes. There was no goodwill reallocated to the Company's CGUs that was deemed to be significant in comparison to the carrying amount of goodwill as at December 31, 2025.

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In determining the recoverable amount, the Company applied an estimated market valuation multiple to the business unit's most recent annual recurring revenues, which are derived primarily from post-contract customer support contracts, transaction revenues, and hosted products. Valuation multiples, which are Level 3 inputs, applied by the Company for this purpose reflect current market conditions specific to the business unit and are assessed for reasonability by comparison to the Company's current and past acquisition experience involving ranges of revenue-based multiples required to acquire representative software companies. During 2025, the estimated market valuation multiple ranged from 1.5X to 5.0X of "Maintenance and other recurring revenue". The Company has six CGUs whereby the total goodwill allocated is significant in comparison to the Company's total carrying amount of goodwill. The total goodwill allocated to each of these CGUs as at December 31, 2025 is \$64, \$36, \$235, \$54, \$47, and \$79.

## 11. Debt with recourse to CSI and Liability of CSI under the IRGA

	CSI Facility	Senior Notes	Liability of CSI under the IRGA	Debentures	Term Loan	Total
Principal outstanding (and, except for debentures, equal to fair value)	\$ -	\$ 1,000	\$ 1,234	\$ 361	\$ 87	\$ 2,682
Deduct: Unamortized transaction costs included in debt balance	-	(6)	-	-	(0)	(6)
Add: Unamortized debt premium	-	-	-	47	-	47
Carrying value at December 31, 2025	-	994	1,234	408	87	2,723
Current portion	-	-	775	-	-	775
Non-current portion	-	994	458	408	87	1,948

### 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 was 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 December 31, 2025, \$nil (December 31, 2024 - \$nil) had been drawn from this credit facility, and letters of credit totaling \$13 (December 31, 2024 - \$13) were issued, which limits the borrowing capacity on a dollar-for-dollar basis.

### 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.

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## *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.

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 with the exception of certain items including the Company’s obligations under the IRGA associated with the investment in Sygnity and Assecoc which have been classified as a current liability and are expected to be settled through providing Joday their prorated share of the investments. 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

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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 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, excluding Sygnity. The valuation of the Company's obligations under the IRGA associated with the Company's investment in Sygnity and Asseco are based on the fair value of these investments as determined by their respective share prices at the end of each reporting period and the aggregate liability under the IRGA associated with these two investments has been classified as a current liability. The valuation of CSI's obligations under the IRGA is also impacted by the change in the net tangible assets of Topicus (as defined under the IRGA). As the net tangible assets increase (which is typically the result of net profits in the applicable period), the valuation of CSI's obligations under the IRGA increases. Any increase or decrease in the value of such liability is recorded as an expense or income in the consolidated statements of income (loss) for the period.

## *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, 2023 but excluding March 31, 2024 is 13.3%
- March 31, 2024 but excluding March 31, 2025 is 10.4%
- March 31, 2025 but excluding March 31, 2026 is 8.9%
- March 31, 2026 but excluding March 31, 2027 is 8.6%

Subsequent from and including March 31, 2027 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

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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, 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.

The fair value of the debentures as at December 31, 2025 was \$426 (December 31, 2024 - \$410).

## *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.

## **12. 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.

During 2025, the Company breached a debt covenant associated with a Term loan in one of its subsidiaries. The aggregate value of the loan at December 31, 2025 is \$51 and the loan has been classified as a current liability. The breach related to administrative requirements relating to holding a certain amount of cash in the ring-fenced entity

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and was unrelated to the financial performance of the entity. CSI subsequently transferred the required cash, which amounted to \$2, to the entity in the ring-fence and is now expecting to receive a formal waiver from the lender in 2026.

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 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)	\$	393	\$	1,770	\$	500	\$	2,663
Deduct: Carrying value of transaction costs included in debt balance		(2)		(18)		-		(21)
Carrying value at December 31, 2025		391		1,751		500		2,642
Current portion		391		200		-		591
Non-current portion		-		1,551		500		2,051

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

Year	Debt Facilities
2026	199
2027	500
2028	401
2029	164
2030	372
2031	3
2032	131
2033 and subsequent years	-
	1,770

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

Year	December 31, 2025	
2026 - 2029	\$	7
2030- 2063		493
Total	\$	500

## 13. Provisions

At January 1, 2025	\$	32
Reversal		(11)
Provisions recorded during the period		30
Provisions used during the period		(22)
Effect of movements in foreign exchange and other		2
At December 31, 2025	\$	30
Provisions classified as current liabilities		17
Provisions classified as other non-current liabilities		13

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

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## 14. Lease obligations

The following table presents the expected maturity of the undiscounted cash flows for lease obligations as at December 31, 2025:

	December 31, 2025
Less than 1 year	\$ 149
Between 1 and 5 years	276
More than 5 years	36
<b>Total</b>	<b>\$ 462</b>
Less: Impact of discounting	(39)
<b>Leases obligation recorded on balance sheet</b>	<b>\$ 423</b>

The expense relating to variable lease payments not included in the measurement of lease obligations was \$8 (2024 - \$8). This consists primarily of variable lease payments for property taxes. Expenses relating to short-term leases were \$12 (2024 - \$11), expenses relating to leases of low value assets were \$2 (2024 - \$2) and sublease income was \$4 (2024 - \$3). Total cash outflow for leases was \$169 (2024 - \$153).

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## 15. Income taxes

(a) Tax recognized in profit or loss

	2025	2024
<b>Income tax recognized in profit or loss</b>		
<b>Current income tax expense (recovery)</b>		
Current year	600	537
Pillar 2 Top-Up Tax	9	5
Change in estimates related to prior years	(4)	(17)
	606	525
<b>Deferred income tax expense (recovery)</b>		
Origination and reversal of temporary differences	(191)	(281)
Effect of change in future tax rates	(4)	(1)
Change in recognized temporary differences and unrecognized tax losses	(41)	20
Change in estimates related to prior years	(17)	(19)
	(252)	(281)
<b>Income tax expense (recovery)</b>	<b>353</b>	<b>244</b>

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## (b) Reconciliation of effective tax rate

	2025	2024
Net income for the year	586	767
Income tax expense	353	244
<b>Income before income taxes</b>	<b>939</b>	<b>1,011</b>
Income tax expense using the Company's statutory tax rate of 26.5% (2024 - 26.5%)	249	268
Impact on taxes from:		
Foreign tax rate differential	(37)	(36)
Other, including non-deductible expenses and non-taxable income	171	8
Pillar 2 Top-Up Tax	9	5
Equity-accounted investment income and valuation effects	27	-
Redeemable preferred securities expense which is not deductible for tax purposes	-	15
Change in recognized temporary differences and unrecognized tax losses	(41)	20
Effect of change in future tax rates	(4)	(1)
Change in estimates related to prior years	(21)	(36)
	353	244

The investment in Asseco Poland S.A. primarily relates to the Company's investment in Asseco Poland S.A. The reconciling item reflects the difference between accounting income and taxable income arising from: (i) dividends received prior to the acquisition of significant influence, which are exempt from tax under the participation exemption; and (ii) valuation-related accounting effects recognised in profit or loss in connection with the transition to equity-method accounting and related investment instruments following the acquisition of significant influence during the year. This amount gives rise to significant movements in accounting profit without a corresponding current tax charge, resulting in a material impact on the effective tax rate for the period. The quantum of this reconciling item may fluctuate significantly between periods depending on changes in the underlying performance and valuation of the investment.

On July 4, 2025, the U.S. government enacted comprehensive tax legislation, the One Big Beautiful Bill Act (the "Act"). The Act repeals the requirement to capitalize and amortize domestic research and experimental ("R&E") expenditures under Internal Revenue Code Section 174 for tax years beginning after December 31, 2021.

During the year-ended 2025, the Company recognized a current income tax benefit of approximately \$61. This is comprised of \$15 relating to U.S. operations of Lumine, and \$46 relating to the Company's other U.S. operations, and primarily reflects the immediate deductibility of current-year domestic R&E expenditures and the decision to accelerate deductions of previously capitalized domestic R&E expenditures within Lumine. An offsetting deferred income tax expense was recorded to reverse the associated deferred tax assets established in prior periods, resulting in no net impact on total income tax expense or the effective tax rate for the year. Consistent with management's interpretation of the enacted rules, the Company's other US operating members do not expect to elect accelerated amortization of previously capitalized domestic R&E expenditures for the 2022 through 2024 tax years, as such an election would be expected to increase exposure to the Base Erosion and Anti-Abuse Tax ("BEAT"). As part of its tax planning strategy to mitigate potential BEAT liability, the Company expects to make an election under Section 59(e) of the Internal Revenue Code to capitalize and amortize approximately \$93 of R&E expenditures over ten years. In connection with this expected election, the Company recognized a current income tax expense of \$24 during the year, offset by a deferred income tax benefit of an equal amount, resulting in no net

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impact on total income tax expense or the Company's effective tax rate. Management continues to evaluate the potential impacts of this election on future periods.

The Base Erosion and Profit Shifting (BEPS) 2.0 initiative is a significant reform of the international tax system led by the Inclusive Framework and the Organisation for Economic Co-operation and Development (OECD). This initiative includes a substantial change for large multinational groups with the "Pillar Two" proposal of a global minimum tax of 15%. Pillar Two legislation has been enacted or substantively enacted in certain jurisdictions in which the Company operates. The impact as a result of the Pillar Two legislation was an increase to current income tax expense of \$9. In accordance with the amendments to IAS 12 Income Taxes, the Company has applied the mandatory temporary exception to recognizing and disclosing information about deferred tax assets and liabilities related to Pillar 2 income taxes. Consequently, no deferred tax liabilities or assets associated with these top-up taxes have been recognized in these financial statements.

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 inter-company 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.

## 16. Deferred tax assets and liabilities

### (a) Unrecognized deferred tax liabilities

The aggregate amount of temporary differences associated with investments in subsidiaries for which we have not recognized deferred tax liabilities is \$2,568 (2024: \$1,992) as the Company ultimately controls whether the liability will be incurred and it is satisfied that it will not be incurred in the foreseeable future. The temporary differences relate to undistributed earnings of the Company's subsidiaries. Dividends declared would be subject to withholding tax in the range of 0-15% depending on the jurisdiction of the subsidiary.

### (b) Unrecognized deferred tax assets

	2025	2024
Deductible temporary differences, including capital losses	\$ 216	\$ 178
Non-capital tax losses	\$ 627	\$ 620
Foreign Tax Credits	\$ 5	\$ 3

Non-capital tax losses of \$317 expire between 2026 and 2045 and \$310 can be carried forward indefinitely. Included in the non-capital tax losses expiring between 2026 and 2045 is \$141 of losses that are not expected to be used to offset future taxable profit as a result of legislative restrictions in the jurisdiction where those losses exist. The deductible temporary differences and capital losses do not expire under current tax legislation. Deferred tax assets have not been recognized in respect of those items because it is not probable that future taxable profit will be available in those jurisdictions against which the Company can utilize these benefits.

As of December 31, 2025 we had a \$5 in unused Foreign Tax Credits. We are unlikely to use these unless there are significant tax rate changes in the UK and the US..

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### (c) Recognized deferred tax assets and liabilities

	Assets		Liabilities		Net	
	2025	2024	2025	2024	2025	2024
Property, plant and equipment	13	10	(14)	(17)	(1)	(7)
Intangible assets	189	172	(1,260)	(1,020)	(1,071)	(848)
Reserves	119	72	(5)	(6)	114	66
Non-capital loss carryforwards	196	122	-	-	196	122
Research and development expenditures	179	214	(2)	-	177	214
Deferred revenue	35	29	(1)	(1)	35	28
Foreign and other tax credits	1	-	(5)	(6)	(4)	(6)
Other, including capital losses, withholding tax and foreign exchange	56	27	(36)	(51)	20	(24)
<b>Tax assets (liabilities)</b>	<b>788</b>	<b>646</b>	<b>(1,322)</b>	<b>(1,101)</b>	<b>(534)</b>	<b>(455)</b>
Reclassification	(433)	(428)	433	428	-	-
<b>Net tax assets (liabilities)</b>	<b>355</b>	<b>219</b>	<b>(890)</b>	<b>(673)</b>	<b>(534)</b>	<b>(455)</b>

This reclassification relates to the offsetting of deferred tax assets and deferred tax liabilities to the extent that they relate to the same taxing authorities and there is a legally enforceable right to do so.

As of December 31, 2025, the Company has recognized deferred tax assets of \$47 in respect of a group of UK entities as well as deferred tax assets of \$6 in respect of a Brazilian entity that have incurred tax losses in the current and/or preceding periods. The recognition of these deferred tax assets is supported by management's assessment that it is probable that sufficient future taxable profits will be available against which the deductible temporary differences and unused tax losses can be utilized. In making this assessment, management has considered the entities' forecasted taxable profits. These deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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### (d) Movement in deferred tax balances during the year

	Balance January 1, 2025	Recognized in profit or loss	Recognized in other comprehensive income	Acquired in business combinations	Other	Balance December 31, 2025
Property, plant and equipment	(7)	5	-	-	-	(1)
Intangible assets	(848)	164	-	(339)	(48)	(1,071)
Reserves	66	40	-	8	-	114
Non-capital loss carryforwards	122	36	-	38	-	196
Research and development expenditures	214	(41)	-	4	-	177
Deferred revenue	28	5	-	2	-	35
Tax credits	(6)	-	-	2	-	(4)
Other, including capital losses and withholding tax	(24)	43	-	(2)	3	20
	(455)	252	-	(287)	(45)	(534)

	Balance January 1, 2024	Recognized in profit or loss	Recognized in other comprehensive income	Acquired in business combinations	Other	Balance December 31, 2024
Property, plant and equipment	(3)	3	-	(6)	-	(7)
Intangible assets	(808)	279	-	(341)	22	(848)
Reserves	56	6	-	4	-	66
Non-capital loss carryforwards	106	(12)	-	27	-	122
Research and development expenditures	145	56	-	13	-	214
Deferred revenue	29	(4)	-	3	-	28
Tax credits	(7)	1	-	-	-	(6)
Other, including capital losses and withholding tax	(36)	(49)	-	60	1	(24)
	(518)	281	-	(241)	23	(455)

## 17. Capital and other components of equity

### Capital Stock

At December 31, 2025 and December 31, 2024, the authorized share capital of Constellation consisted of an unlimited number of voting common shares and a limited number of non-voting preferred shares (there are no preferred shares outstanding).

	Common Shares	
	Number	Amount
December 31, 2025	21,191,530	\$ 99
December 31, 2024	21,191,530	\$ 99

### Accumulated other comprehensive income (loss)

Accumulated other comprehensive income (loss) is comprised of the following separate components of equity:

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## *Cumulative translation account*

The cumulative translation account comprises all foreign currency differences arising from the translation of the financial statements of foreign operations, as well as foreign exchange gains and losses arising from monetary items that form part of the net investment in the foreign operation.

## *Amounts related to derivatives designated as hedges*

The portion of the gain or loss on derivatives designated as hedges that are determined to be an effective hedge is recognized directly in other comprehensive income (loss), and the ineffective portion in the statement of income (loss). The gains or losses deferred in other comprehensive income (loss) in this way are subsequently recognized in the statement of income (loss) in the same period in which the hedged underlying transaction or firm commitment is recognized in the statement of income (loss).

## *Changes in the fair value of equity investments at FVOCI*

For certain securities, the Company has made an irrevocable election at the time of initial recognition to present subsequent changes in fair value in other comprehensive income ("FVOCI").

## *Dividends*

During the three months ended December 31, 2025, the Company declared a \$1.00 per share dividend to all common shareholders of record at close of business on December 19, 2025. The dividend declared in the quarter ended December 31, 2025 representing \$21 was paid and settled on January 12, 2026.

During the three months ended September 30, 2025, the Company declared a \$1.00 per share dividend to all common shareholders of record at close of business on September 19, 2025. The dividend declared in the quarter ended September 30, 2025 representing \$21 was paid and settled on October 10, 2025.

During the three months ended June 30, 2025, the Company declared a \$1.00 per share dividend to all common shareholders of record at close of business on June 20, 2025. The dividend declared in the quarter ended June 30, 2025 representing \$21 was paid and settled on July 11, 2025.

During the three months ended March 31, 2025, the Company declared a \$1.00 per share dividend to all common shareholders of record at close of business on March 28, 2025. The dividend declared in the quarter ended March 31, 2025 representing \$21 was paid and settled on April 15, 2025.

The dividend declared in the quarter ended December 31, 2024 representing \$21 was paid and settled on January 10, 2025.

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## 18. Finance and other expense (income) and finance costs

	Year ended December 31,	
	2025	2024
Interest income on cash	\$ (46)	\$ (33)
(Increase) decrease in the fair value of equity securities	(13)	0
Share in net (income) loss of equity investee	1	0
(Increase) decrease in the fair value of derivative and other finance income	(67)	-
Finance and other income	(103)	(27)
<b>Finance and other expense (income)</b>	<b>\$ (228)</b>	<b>\$ (60)</b>
Interest expense on debt and debentures	\$ 240	\$ 234
Interest expense on lease obligations	16	14
Amortization of debt related transaction costs	7	7
Amortization of debenture discount (premium)	(3)	(3)
Other finance costs	36	28
<b>Finance costs</b>	<b>\$ 297</b>	<b>\$ 280</b>

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## 19. Earnings per share

### *Basic and diluted earnings per share*

	Year ended December 31,	
	2025	2024
<b>Numerator:</b>		
Net income (loss) attributable to common shareholders of CSI	\$ 512	\$ 731
<b>Denominator:</b>		
Basic and diluted shares outstanding	21,191,530	21,191,530
<b>Earnings per share</b>		
Basic and diluted	\$ 24.15	\$ 34.48

## 20. Capital risk management

The Company's objectives in managing capital are to ensure sufficient liquidity to pursue its strategy of organic growth combined with strategic acquisitions and to provide returns to its shareholders. The Company manages its capital with the objective of ensuring that there are adequate capital resources while maximizing the return to shareholders through the optimization of the debt and equity balance. The capital structure of the Company consists of cash, Debt with recourse to CSI, Liability of CSI under the IRGA, Debt without recourse to CSI, and components of shareholders' equity including retained earnings and capital stock.

The Company is subject to certain covenants on its CSI facility and Senior Notes. The covenants primarily include a leverage ratio and an interest coverage ratio. The Debt without recourse to CSI is also subject to certain covenants. The Company monitors the ratios on a quarterly basis. As at December 31, 2025, other than disclosed in note 12, the Company is in compliance with its debt covenants. Other than the covenants required for the CSI facility, Senior Notes, and the Debt without recourse to CSI, the Company is not subject to any externally imposed capital requirements.

The Board of Directors determine if and when dividends should be declared and paid based on all relevant circumstances, including the desirability of financing further growth of the Company and its financial position at the relevant time. The Board of Directors has adopted a policy to pay quarterly dividends, which commenced in 2012. Constellation intends to declare a regular quarterly dividend to allow shareholders to participate in its free cash flow, while retaining sufficient capital to invest in acquisitions and organic growth. There is no guarantee that dividends will continue to be declared and paid in the future.

The Company makes adjustments to its capital structure in light of general economic conditions, the risk characteristics of the underlying assets and the Company's working capital requirements. In order to maintain or adjust its capital structure, the Company, upon approval from its Board of Directors, may increase or decrease dividends, increase or decrease the line of credit or undertake other activities as deemed appropriate under the specific circumstances. The Board of Directors reviews and approves any material transactions not in the ordinary course of business, as well as significant acquisitions and other major investments above pre-determined quantitative thresholds.

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## 21. Financial risk management and financial instruments

### *Overview*

The Company is exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives for growth. The main objectives of the Company's risk management process are to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. The principal financial risks to which the Company is exposed are described below.

### *Market risk*

Market risk is the risk that changes in market prices, such as fluctuations in foreign exchange rates and interest rates, will affect the Company's income or the value of its financial instruments.

The Company is exposed to interest rate risk on the utilized portion of its CSI facility and its Debentures and does not currently hold any financial instruments that mitigate this risk. If there was a 1% increase in the interest rate on the Debentures, there would be a corresponding decrease in income before tax of \$4. There would be an equal and opposite impact if there was a 1% decrease in the interest rate.

The Company is also exposed to interest rate risk on the utilized portion of the Debt without recourse to CSI with variable interest rates. If there was a 1% increase in the interest rate on the Debt without recourse to CSI with variable interest rates, there would be a corresponding decrease in income before tax of \$21. There would be an equal and opposite impact if there was a 1% decrease in the interest rate.

The Company operates internationally, giving rise to exposure to market risks from changes in foreign exchange rates which impact sales and purchases that are denominated in a currency other than the respective functional currencies of certain of its subsidiaries. The Company currently does not typically use derivative instruments to hedge its exposure to those risks. Most of the Company's businesses are organized geographically so that many of its expenses are incurred in the same currency as its revenues thus mitigating some of its exposure to currency fluctuations.

### *Foreign currency risk:*

Foreign currency risk arises on financial instruments that are denominated in a currency other than the functional currency in which they are measured. The Company's primary exposure with respect to foreign currencies is through the Canadian dollar denominated Debentures (note 11) and the Euro denominated IRGA Liability (note 11). The principal outstanding on the Debentures at December 31, 2025 is \$361 (C\$495). If there was a 1% strengthening of the Canadian dollar against the U.S. dollar, there would be a corresponding decrease in income before income taxes of \$4. There would be an equal and opposite impact if there was a 1% weakening of the Canadian dollar against the U.S. dollar. The carrying value of the IRGA Liability as at December 31, 2025 is \$1,234 (EUR 1,050). If there was a 1% strengthening of the EUR against the U.S. dollar, there would be a corresponding decrease in income before income taxes of \$12. There would be an equal and opposite impact if there was a 1% weakening of the EUR dollar against the U.S. dollar.

### *Liquidity risk*

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due or can do so only at excessive cost. The Company manages liquidity risk through the management of its capital structure and

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financial leverage, as outlined in note 20 to the consolidated financial statements. The Company's growth is financed through a combination of cash flows from operations and borrowing under the Debt with recourse to CSI and Debt without recourse to CSI. One of the Company's primary goals is to maintain an optimal level of liquidity through the active management of the assets and liabilities as well as the cash flows from operations. The details of the Company's Debt with recourse to CSI, liability of CSI under the IRGA, and Debt without recourse to CSI are disclosed in note 11 and note 12 to the consolidated financial statements. As at December 31, 2025, available credit in respect of the Company's CSI facility was \$1,072.

Included in cash and cash equivalents is an overnight deposit account whereby the funds are invested at the close of business each day and returned at the opening of business the following day. The balance of this account as of December 31, 2025 was \$469 (December 31, 2024 - \$272).

The majority of the Company's financial liabilities recorded in accounts payable and accrued liabilities are due within 60 days. The Company also has payment processing liabilities which are settled within a few days of year-end. Included in cash is an equivalent cash balance of \$106 (December 31, 2024 - \$56) that is held to settle these payment processing liabilities as they become due. Holdbacks payable related to business acquisitions are generally payable within six months to two years.

Given the Company's available liquid resources and credit capacity as compared to the timing of the payments of liabilities, the Company assesses its liquidity risk to be low.

## *Credit risk*

Credit risk represents the financial loss that the Company would experience if a counterparty to a financial instrument, in which the Company has an amount owing from the counterparty failed to meet its obligations in accordance with the terms and conditions of its contracts with the Company. The carrying amount of the Company's financial assets, including receivables from customers, represents the Company's maximum credit exposure.

The majority of the accounts receivable balance relates to maintenance invoices to customers that have a history of payment. In addition, a large proportion of the Company's accounts receivable are with public sector government agencies where the credit risk has historically been assessed to be low. Furthermore, the Company generally does not provide significant financing arrangements to our customers and many of the Company's invoices are paid in advance of providing services. During the year ended December 31, 2025, the Company recognized a bad debt expense arising from credit loss of \$6 (December 31, 2024 - \$14).

An allowance account for accounts receivable is used to record impairment losses arising from credit risk unless the Company is satisfied that no recovery of the amount owing is possible; at which point the amounts are considered to be uncollectible and are written off against the specific accounts receivable amount attributable to a customer. The number of days outstanding of an individual receivable balance is the key indicator for determining whether an account is at risk of being impaired. If an accounts receivable balance has aged more than 365 days, a provision of 100% of the outstanding balance is normally applied. If an accounts receivable balance has aged more than 270 days, a minimum provision of 50% for non-government customers is normally applied. The Company would also record a provision for any known or estimated amounts that are not collectible over and above the minimum provision requirements regardless of aging.

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The maximum exposure to credit risk for accounts receivable at the reporting date by geographic region was:

	December 31, 2025	December 31, 2024
United States	\$ 650	\$ 669
Canada	68	54
United Kingdom	130	114
Europe	445	320
Other	175	134
	<u>\$ 1,470</u>	<u>\$ 1,291</u>

The aging of accounts receivables at the reporting date was:

	December 31, 2025	December 31, 2024
Current		
Gross	\$ 1,237	\$ 1,083
Impairment	(3)	(5)
Net	1,234	1,078
90-180 days		
Gross	152	147
Impairment	(4)	(4)
Net	147	143
More than 180 days		
Gross	192	172
Impairment	(104)	(102)
Net	89	70
Total accounts receivable		
Gross	\$ 1,581	\$ 1,402
Impairment	(111)	(111)
Net	<u>1,470</u>	<u>1,291</u>

An allowance account for accounts receivable is used to record impairment losses unless the Company is satisfied that no recovery of the amount owing is possible; at which point the amounts are considered to be uncollectible and

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are written off against the specific accounts receivable amount attributable to a customer. The number of days outstanding of an individual receivable balance is the key indicator for determining whether an account is at risk of being impaired.

The movement in the allowance for impairment in respect of accounts receivable during the year ended:

	2025	2024
Aggregate balance at January 1	\$ 111	\$ 110
Increase (decrease) from business acquisitions	18	5
Impairment loss recognized	68	73
Impairment loss reversed	(49)	(42)
Amounts written off	(41)	(34)
Other movements	4	(1)
Aggregate balance at December 31	\$ 111	\$ 111
Allowance for doubtful accounts arising from business combinations	\$ 27	\$ 21

There is no concentration of credit risk because of the Company's diverse and disparate number of customers with individual receivables that are not significant to the Company on a consolidated basis. In addition, the Company typically requires up front deposits from customers to protect against credit risk.

The Company manages credit risk related to cash by maintaining the majority of the Company's bank accounts with Schedule 1 banks.

In the ordinary course of business, the Company and its subsidiaries have provided performance bonds and other guarantees for the completion of certain customer contracts. The Company has not experienced a loss to date and future losses are not anticipated; therefore, no liability has been recorded in the consolidated statements of financial position related to these types of indemnifications or guarantees at December 31, 2025.

## *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 Senior Notes, IRGA liability and the Term Loan with recourse to CSI approximates fair value.

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### Reconciliation of cash flows from financing activities

The following table reconciles the changes in cash flows from financing activities for certain liabilities that are outstanding as at December 31:

	Debt with recourse to CSI and Liability of CSI under the IRGA		Debt without recourse to CSI		Lease liability	Dividends
Balance at January 1, 2025	\$	2,159	\$	2,009	\$ 367	\$ 21
Increase (decrease) in Topicus revolving credit debt facility without recourse to CSI		-		130	-	-
Proceeds from issuance of debt under facilities without recourse to CSI		-		686	-	-
Repayments of debt under facilities without recourse to CSI		-		(246)	-	-
Increase (decrease) in the CSI facility		-		-	-	-
Issuance of senior notes		-		-	-	-
Payments of lease obligations		-		-	(136)	-
Other financing activities		-		2	-	-
Dividends paid		-		-	-	(85)
Distribution to the Joday Group		-		-	-	-
Principal repayments to the Joday Group pursuant to the Call Notice		-		-	-	-
Credit facility transaction costs		-		(13)	-	-
<b>Total financing cash flow activities</b>		<b>-</b>		<b>561</b>	<b>(136)</b>	<b>(85)</b>
Liabilities assumed in conjunction with acquisitions		-		14	-	-
Amortization of debt related transaction costs		2		6	-	-
Amortization of debenture premium		(3)		-	-	-
IRGA liability revaluation charge		440		-	-	-
New and assumed leases, net of terminations and modifications		-		-	166	-
Dividends declared		-		-	-	85
Foreign exchange loss (gain) and other movements		120		(2)	(3)	0
Foreign currency translation differences from foreign operations		6		55	28	-
<b>Total financing non-cash activities</b>		<b>564</b>		<b>73</b>	<b>191</b>	<b>85</b>
Balance at December 31, 2025	\$	2,723	\$	2,642	\$ 423	\$ 21

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	Debt with recourse to CSI and Liability of CSI under the IRGA	Debt without recourse to CSI	Lease liability	Dividends
Balance at January 1, 2024	\$ 1,723	\$ 1,610	\$ 348	\$ 21
Increase (decrease) in Topicus revolving credit debt facility without recourse to CSI	-	73	-	-
Proceeds from issuance of debt under facilities without recourse to CSI	-	381	-	-
Repayments of debt under facilities without recourse to CSI	-	(149)	-	-
Increase (decrease) in the CSI facility	(578)	-	-	-
Issuance of senior notes	1,000	-	-	-
Payments of lease obligations	-	-	(122)	-
Other financing activities	-	(2)	-	-
Dividends paid	-	-	-	(85)
Distribution to the Joday Group	(64)	-	-	-
Principal repayments to the Joday Group pursuant to the Call Notice	(22)	-	-	-
Credit facility transaction costs	(9)	(6)	-	-
<b>Total financing cash flow activities</b>	<b>328</b>	<b>296</b>	<b>(122)</b>	<b>(85)</b>
Liabilities assumed in conjunction with acquisitions	-	125	-	-
Amortization of debt related transaction costs	2	5	-	-
Amortization of debenture premium	(3)	-	-	-
IRGA liability revaluation charge	183	-	-	-
New and assumed leases, net of terminations and modifications	-	-	157	-
Dividends declared	-	-	-	85
Foreign exchange loss (gain) and other movements	(73)	(0)	(3)	(0)
Foreign currency translation differences from foreign operations	(1)	(27)	(13)	-
<b>Total financing non-cash activities</b>	<b>107</b>	<b>103</b>	<b>141</b>	<b>85</b>
Balance at December 31, 2024	\$ 2,159	\$ 2,009	\$ 367	\$ 21

### *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.

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Financial assets and financial liabilities measured at fair value as at December 31, 2025 and December 31, 2024 in the financial statements are summarized below.

	December 31, 2025				December 31, 2024			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Assets:</b>								
Equity securities	\$ 64	\$ -	\$ -	\$ 64	\$ 27	\$ -	\$ -	\$ 27
Derivatives	-	-	9	9	-	-	-	-
	<u>64</u>	<u>-</u>	<u>9</u>	<u>73</u>	<u>27</u>	<u>-</u>	<u>-</u>	<u>27</u>
<b>Liabilities:</b>								
Contingent consideration	-	-	215	215	-	-	174	174
Derivatives	-	-	8	8	-	-	-	-
	<u>-</u>	<u>-</u>	<u>223</u>	<u>223</u>	<u>-</u>	<u>-</u>	<u>174</u>	<u>174</u>

There were no transfers of fair value measurements between level 1, 2 and level 3 of the fair value hierarchy in the years ended December 31, 2025 and 2024.

## *Derivative assets and derivative liabilities*

Derivative assets and liabilities relate to contractual arrangements of the Company which have uncertain outcomes. If the probability of the outcomes associated with the contractual arrangements increases, the underlying value of the derivative will increase. If the probability of the outcomes decreases, the underlying value of the derivative will decrease. Assuming a probability of 100% and utilizing the observable inputs as of December 31, 2025, the maximum exposure of the Company's derivative liabilities is approximately \$79 as of December 31, 2025.

## *Contingent Consideration*

Balance at January 1, 2025	\$ 174
Increase from business acquisitions	75
Cash payments	(83)
Charges (recoveries) through profit or loss	43
Foreign exchange and other movements	7
<b>Balance at December 31, 2025</b>	<b>215</b>
Contingent consideration classified as current liabilities	93
Contingent consideration classified as other non-current liabilities	122

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

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## 22. Revenue

The following tables provide information about unbilled revenue (contract asset) and deferred revenue (contract liability).

### Unbilled Revenue:

	2025	2024
At January 1	\$ 503	\$ 449
Increase from business acquisitions	39	56
Decrease from transfers to accounts receivable	(1,765)	(1,736)
Increase from changes as a result of the measure of progress	1,772	1,743
Foreign exchange and other movements	21	(9)
At December 31	\$ 570	\$ 503
Unbilled revenue classified as a current asset	\$ 450	\$ 369
Unbilled revenue classified as a other non-current asset	121	133

### Deferred Revenue:

	2025	2024
At January 1	\$ 2,055	\$ 1,845
Increase from business acquisitions	154	194
Decrease from revenue recognized that was included in the deferred revenue balance at the beginning of the period	(1,987)	(1,737)
Decrease from revenue recognized that arose from acquired deferred revenue balances in the current year	(77)	(182)
Increase due to cash received (or billed), excluding amounts recognized as revenue during the period	2,115	1,971
Foreign exchange and other movements	73	(36)
At December 31	\$ 2,333	\$ 2,055
Deferred revenue classified as a current liability	2,214	1,966
Deferred revenue classified as a other non-current liability	119	89

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The amount of revenue recognized in the year ended December 31, 2025 from performance obligations satisfied in previous periods was \$14 (December 31, 2024 - \$5).

Revenue allocated to remaining performance obligations represents contracted revenue that has not yet been recognized (“contracted not yet recognized”) and includes unearned revenue and amounts that will be invoiced and recognized as revenue in future periods. Contracted not yet recognized revenue was approximately \$7,700 as of December 31, 2025, of which we expect to recognize an estimated 61% of the revenue over the next 12 months and the remainder thereafter.

Costs to obtain a contract with a customer:

The Company has capitalized and amortized incremental commission costs on a systematic basis, consistent with the pattern of transfer of the good(s) or service(s) to which the commission relates as the Company believes these costs are recoverable. The total capitalized commission costs as of December 31, 2025 is \$237 (December 31, 2024 - \$197). The amount of amortization expense for the year ended December 31, 2025 was \$36 (December 31, 2024 - \$31) and there was no impairment loss in relation to the costs capitalized.

## 23. Operating segments

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company’s other components. The operating results of all operating segments are reviewed regularly by the Company’s President to make decisions about resources to be allocated to the segment and assessing their performance.

The Company consists of six operating segments being, Volaris, Harris, Topicus, Vela, Jonas and Perseus. Each of the Company’s operating segments operate essentially as mini Constellations, conglomerates of small vertical market software companies with similar economic characteristics. Each operating segment CEO is focused on investing capital that generates returns at or above the investment hurdle rates set by CSI’s head office (primarily the President) and the Board of Directors, irrespective of whether the acquired business operates primarily in the public or private sector. The Company aggregates the six operating segments into one reportable segment, consistent with the objective and basic principles of IFRS 8.

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## Geographical information

The Company is managed on a worldwide basis, but operates in three principal geographical areas, Canada, USA, and UK/Europe.

In presenting the geographical information, revenue is based on the region in which the revenue is transacted, and intellectual property is located. Assets are based on the geographic locations of the assets.

Year ended December 31, 2025	Canada	USA	UK/Europe	Other	Total
Revenue	\$ 1,052	\$ 4,837	\$ 4,069	\$ 1,665	\$ 11,623
Non-current assets	705	3,900	4,349	1,414	10,368

Year ended December 31, 2024	Canada	USA	UK/Europe	Other	Total
Revenue	\$ 929	\$ 4,504	\$ 3,293	\$ 1,341	\$ 10,066
Non-current assets	764	4,086	2,654	1,053	8,557

## Major customers

No customer represents revenue in excess of 5% of total revenue in both the years ended December 31, 2025 and 2024.

## 24. 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. The Company 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, if any, the Company 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.

## 25. Guarantees

- In the ordinary course of business the Company and its subsidiaries have provided performance bonds, letters of credit issued that do not limit the borrowing capacity of the CSI Facility, and other guarantees for the completion of certain customer contracts and other contracts in the normal course of operations. The total obligations of the Company pursuant to such bonds and related contingencies total \$104 (2024 - \$82). No liability has been recorded in the consolidated financial statements.
- As at December 31, 2025, in the normal course of business, the Company has outstanding letters of credit under the CSI Facility totalling \$13 (2024 - \$13) which limits the borrowing capacity of the CSI Facility on a dollar-for-dollar basis.

# CONSTELLATION SOFTWARE INC.

Notes to Consolidated Financial Statements

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

(Due to rounding, numbers presented may not foot.)

Years ended December 31, 2025 and 2024

- (c) In the normal course of business, some of the Company's subsidiaries entered into lease agreements for facilities. As the joint lessees, the subsidiaries agree to indemnify the lessor for liabilities that may arise from the use of the leased facility. The maximum amount potentially payable under the foregoing indemnity cannot be reasonably estimated. The subsidiaries have liability insurance that relates to the indemnifications.
- (d) The Company and its subsidiaries have provided routine indemnifications to some of its customers against liability if the Company's product infringes on a third party's intellectual property rights. The maximum exposure from the indemnifications cannot be reasonably estimated.

## 26. Changes in non-cash operating working capital

	Year ended December 31,	
	2025	2024
Decrease (increase) in current accounts receivable	\$ 56	\$ (67)
Decrease (increase) in current unbilled revenue	(24)	0
Decrease (increase) in other current assets	(56)	(70)
Decrease (increase) in inventories	8	6
Decrease (increase) in other non-current assets	(16)	(36)
Increase (decrease) in other non-current liabilities	(23)	(64)
Increase (decrease) in current accounts payable and accrued liabilities, excluding holdbacks from acquisitions	80	109
Increase (decrease) in current deferred revenue	(25)	66
Increase (decrease) in current provisions	(6)	11
<b>Change in non-cash operating working capital</b>	<b>\$ (6)</b>	<b>\$ (45)</b>

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## 27. Related parties

### *Transactions with companies associated with key management personnel*

The Company has entered into certain agreements primarily for the provision of hosting services with companies that are affiliated with Robin van Poelje, the CEO of the Topicus Operating Group. For the year ended December 31, 2025, the Company expensed \$3 (December 31, 2024 - \$3) relating to these agreements, included primarily included within “Third party license, maintenance and professional services” expenses. The payable as at December 31, 2025 relating to these amounts was \$0 (included within “Accounts payable and accrued liabilities”) (December 31, 2024 - \$1).

### *Key management personnel compensation*

The key management personnel of the Company, inclusive of the operating segments, are the members of the Company’s executive management team at the Company’s operating segments and head office and Board of Directors.

	Years ended December 31,	
	2025	2024
Salaries, bonus and employee benefits	\$ 17	\$ 20
Total	\$ 17	\$ 20

There were no significant post-employment benefits, other long-term benefits, or share-based payments attributed to the key management personnel in 2025 and 2024.

## 28. 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 December 31, 2025. 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.

### *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 December 31, 2024, the Company has an interest of 73.93% in Adapt IT (the remaining 26.07% represents non-controlling interest).

### *Lumine:*

The Company reflects an equity interest of 61.40% in Lumine, a company based in Canada, and a non-controlling interest in Lumine of 38.60%.



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

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Years ended December 31, 2025 and 2024

The following tables summarizes the information on the consolidated statement of income (loss) relating to Topicus, Adapt-IT and Lumine for the year ended December 31, 2025 and 2024:

	Year ended December 31, 2025			
	Topicus Coop	Adapt-IT	Lumine	
Revenue	1,758	108		766
Expenses	1,642	98		615
Income (loss) before income taxes	116	11		151
Income tax expense	43	4		32
Net income (loss) prior to non-controlling interest allocation	73	7		119
Less: Non-controlling interest of subsidiaries, including interests held by CSI	5	-		-
Net income (loss) after allocation of non-controlling interest	67	7		119
Inter-group eliminations	(8)	-		3
Total	59	7		122
Net income (loss) attributable to non-controlling interests	23	2		47
Add: Non-controlling interest of subsidiaries not owned by CSI	4	-		-
Total non-controlling interest	27	2		47

	Year ended December 31, 2024			
	Topicus Coop	Adapt-IT	Lumine	
Revenue	1,400	101		668
Expenses	1,202	96		589
Redeemable preferred securities expense (income)	-	-		317
Income (loss) before income taxes	198	4		(238)
Income tax expense	37	2		20
Net income (loss) prior to non-controlling interest allocation	161	3		(258)
Less: Non-controlling interest of subsidiaries, including interests held by CSI	6	-		-
Net income (loss) after allocation of non-controlling interest	155	3		(258)
Inter-group eliminations	(6)	-		262
Total	150	3		4
Net income (loss) attributable to non-controlling interests	59	1		(25)
Add: Non-controlling interest of subsidiaries not owned by CSI	3	-		-
Total non-controlling interest	62	1		(25)

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Notes to Consolidated Financial Statements

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

(Due to rounding, numbers presented may not foot.)

Years ended December 31, 2025 and 2024

Financial information on the statement of cash flows for Topicus, Adapt-IT and Lumine for the year ended December 31, 2025:

	Year ended December 31, 2025		
	Topicus Coop	Adapt-IT	Lumine
Cash flows from (used in) operating activities	448	19	236
Cash flows from (used in) financing activities	438	(14)	(90)
Cash flows from (used in) investing activities	(754)	(8)	(12)

  

	Year ended December 31, 2024		
	Topicus Coop	Adapt-IT	Lumine
Cash flows from (used in) operating activities	375	19	116
Cash flows from (used in) financing activities	(228)	(16)	100
Cash flows from (used in) investing activities	(119)	0	(149)

## 29. Subsequent events

On March 6, 2026, the Company 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.

Subsequent to December 31, 2025, the Company completed or has open commitments to acquire a number of businesses for aggregate cash consideration of \$707 on closing plus cash holdbacks of \$80 and contingent consideration with an estimated fair value of \$16 for total consideration of \$802. The business acquisitions include companies catering primarily to the accounting, asset management, automotive, aviation, financial services, chemicals, communications and media, enterprise resource planning, gas monitoring, local government, healthcare, education, hospitality, insurance, legal, manufacturing, mining, policy and procedure management, planning, procurement, retail, social compliance, real estate, gaming and telematics verticals and are all software companies similar to the existing business of the Company.