CONSTELLATION SOFTWARE INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A")

The following discussion and analysis should be read in conjunction with the Unaudited Condensed Consolidated Interim Financial Statements for the three and nine month periods ended September 30, 2026, which we prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS). Certain information included herein is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See "Forward-Looking Statements" and "Risks and Uncertainties".

Unless otherwise indicated, all dollar amounts are expressed in U.S. dollars. All references to "$" are to U.S. dollars and all references to "C$" are to Canadian dollars. Due to rounding, certain totals and subtotals may not foot and certain percentages may not reconcile.

Additional information about Constellation Software Inc. (the "Company", "Constellation" or "CSI"), including our most recently filed Annual Information Form ("AIF"), is available on SEDAR+ at www.sedarplus.ca.

Forward Looking Statements

Certain statements in this report may contain "forward looking" statements that involve risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company or industry to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Words such as "may", "will", "expect", "believe", "plan", "intend", "should", "anticipate" and other similar terminology are intended to identify forward looking statements. These statements reflect current assumptions and expectations regarding future events and operating performance as of the date of this MD&A November 6, 2026. Forward looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to vary significantly from the results discussed in the forward looking statements, including, but not limited to, the factors discussed under "Risks and Uncertainties". Although the forward looking statements contained in this MD&A are based upon what management of the Company believes are reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward looking statements. These forward looking statements are made as of the date of this MD&A and the Company assumes no obligation, except as required by law, to update any forward looking statements to reflect new events or circumstances. This report should be viewed in conjunction with the Company's other publicly available filings, copies of which can be obtained electronically on SEDAR+ at www.sedarplus.ca.

Non-IFRS Measures

This MD&A includes certain measures which have not been prepared in accordance with IFRS such as Free cash flow available to shareholders.

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

FCFA2S is not a recognized measure under IFRS and may not be comparable to similar financial measures disclosed by other issuers. Accordingly, readers are cautioned that FCFA2S should not be construed as an alternative to net cash flows from operating activities. See "Results of Operations —Free cash flow available to shareholders" for a reconciliation of FCFA2S to net cash flows from operating activities.

Overview

We acquire, manage and build vertical market software ("VMS") businesses. Generally, these businesses provide mission critical software solutions that address the specific needs of our customers in particular markets. Our focus on acquiring businesses with growth potential, managing them well and then building them, has allowed us to generate significant cash flows and revenue growth during the past several years.

Our revenue consists primarily of software license fees, maintenance and other recurring fees, professional service fees and hardware sales. Software license revenue is comprised of non-recurring license fees charged for the use of software products licensed under multiple-year or perpetual arrangements. 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. 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 assembled internally and the reimbursement of travel costs. Our customers typically purchase a combination of software, maintenance, professional services and hardware, although the type, mix and quantity of each vary by customer and by product.

Expenses consist primarily of staff costs, the cost of hardware, third party licenses, maintenance and professional services to fulfill our customer arrangements, travel and occupancy costs, depreciation, and other general operating expenses.

Results of Operations

(In millions of dollars, except percentages and per share amounts)

Unaudited

	Three months ended September 30,		Period-Over-Period Change		Nine months ended September 30,		Period-Over-Period Change	
	2026	2025	$	%	2026	2025	$	%
Revenue	**3,512**	**2,948**	**564**	**19%**	**10,027**	**8,446**	**1,582**	**19%**
Expenses	2,572	2,141	431	20%	7,488	6,230	1,258	20%
Amortization of intangible assets	376	307	69	23%	1,049	865	184	21%
Foreign exchange (gain) loss	(7)	(17)	11	-61%	(65)	132	(197)	NM
IRGA / TSS membership liability revaluation charge	117	16	101	650%	105	236	(131)	-56%
Finance and other expense (income)	(4)	(83)	79	-96%	(64)	(191)	127	-66%
Share in net (income) loss of equity investee	(5)	0	(6)	NM	(27)	0	(27)	NM
Bargain purchase gain	(7)	(1)	(6)	791%	(17)	(6)	(12)	201%
Impairment of intangible and other non-financial assets	6	12	(6)	-50%	22	23	(1)	-4%
Revaluation of investment accounted for using the equity method to cost	-	260	(260)	-100%	-	260	(260)	-100%
Finance costs	84	74	10	13%	248	216	31	14%
Income before income taxes	380	239	141	59%	1,290	681	610	90%
Income tax expense (recovery)								
Current income tax expense (recovery)	194	153	40	26%	529	445	84	19%
Deferred income tax expense (recovery)	(57)	(76)	19	-25%	(185)	(185)	(0)	0%
Income tax expense (recovery)	137	77	59	76%	344	261	83	32%
Net income (loss) attributable to:								
Common shareholders of CSI	212	210	3	1%	853	402	451	112%
Non-controlling interests	31	(48)	79	NM	93	18	75	410%
Net income (loss)	**243**	**162**	**82**	**50%**	**946**	**420**	**526**	**125%**
Net cash flows from operating activities	**717**	**685**	**33**	**5%**	**2,092**	**1,944**	**148**	**8%**
Free cash flow available to shareholders	**443**	**529**	**(86)**	**-16%**	**1,522**	**1,259**	**262**	**21%**
Weighted average number of shares outstanding								
Basic and diluted	21.2	21.2			21.2	21.2		
Net income (loss) per share								
Basic and diluted	$ 10.01	$ 9.89	$ 0.12	1%	$ 40.26	$ 18.96	$ 21.30	112%
Net cash flows from operating activities per share								
Basic and diluted	$ 33.85	$ 32.31	$ 1.55	5%	$ 98.71	$ 91.75	$ 6.96	8%
Free cash flow available to shareholders per share								
Basic and diluted	$ 20.92	$ 24.96	$ (4.04)	-16%	$ 71.80	$ 59.42	$ 12.38	21%
Cash dividends declared per share								
Basic and diluted	$ 1.00	$ 1.00	$ -	0%	$ 3.00	$ 3.00	$ -	0%

NM - Not meaningful

Due to rounding, certain totals may not foot and certain percentages may not reconcile.

Comparison of the three and nine month periods ended September 30, 2026 and 2025

Revenue:

Total revenue for the quarter ended September 30, 2026 was $3,512 million, an increase of 19%, or $564 million, compared to $2,948 million for the comparable period in 2025. For the first nine months of 2026 total revenues were $10,027 million, an increase of 19%, or $1,582 million, compared to $8,446 million for the comparable period in 2025. The increase for both the three and nine month periods compared to the same periods in the prior year is primarily attributable to growth from acquisitions as the Company experienced organic growth of 2% and 4% respectively, 2% and 1% respectively after adjusting for the impact of changes in the valuation of the US dollar against most major currencies in which the Company transacts business. For acquired companies, organic growth is calculated as the difference between actual revenues achieved by each company in the financial period following acquisition compared to the estimated revenues they achieved in the corresponding financial period preceding the date of acquisition by Constellation. Organic growth is not a standardized financial measure and might not be comparable to measures disclosed by other issuers.

The following table displays the breakdown of our revenue according to revenue type:

	Three months ended September 30,		Period-Over-Period Change		Q325 Proforma Adj. (Note 1)	Organic Growth	Nine months ended September 30,		Period-Over-Period Change		Q325 Proforma Adj. (Note 2)	Organic Growth
	2026	2025	$	%	$	%	2026	2025	$	%	$	%
	($ in millions, except percentages)						($ in millions, except percentages)					
Licenses	97	107	(10)	-9%	11	-18%	280	290	(10)	-3%	22	-10%
Professional services	569	538	30	6%	57	-5%	1,688	1,558	130	8%	176	-3%
Hardware and other	131	89	42	47%	35	6%	347	244	103	42%	89	4%
Maintenance and other recurring	2,715	2,213	501	23%	398	4%	7,712	6,354	1,358	21%	955	6%
	3,512	2,948	564	19%	501	2%	10,027	8,446	1,582	19%	1,242	4%

$M - Millions of dollars

Due to rounding, certain totals may not foot and certain percentages may not reconcile.

Note 1: Estimated pre-acquisition revenues for the three months ended September 30, 2025 from companies acquired after June 30, 2025. (Obtained from unaudited vendor financial information.)

Note 2: Estimated pre-acquisition revenues for the nine months ended September 30, 2025 from companies acquired after December 31, 2024. (Obtained from unaudited vendor financial information.)

For comparative purposes the table below shows the quarterly organic growth as compared to the same period in the prior year by revenue type since Q3 2024. Note that the estimated revenues achieved by acquired companies in the corresponding financial period preceding the date of acquisition by Constellation may be updated in the quarter following the quarter they were acquired resulting in slight variances to previously reported figures.

	Quarter Ended								
	Sep. 30 2024	Dec. 31 2024	Mar. 31 2025	Jun. 30 2025	Sep. 30 2025	Dec. 31 2025	Mar. 31 2026	Jun. 30 2026	Sep. 30 2026
Licenses	-20%	-19%	-9%	-7%	19%	-19%	-9%	-2%	-18%
Professional services	-6%	-4%	-6%	0%	-1%	-1%	0%	-3%	-4%
Hardware and other	-7%	4%	4%	2%	-4%	17%	-1%	7%	6%
Maintenance and other recurring	6%	5%	2%	7%	6%	9%	9%	4%	4%
Revenue	**2%**	**1%**	**0%**	**5%**	**5%**	**6%**	**6%**	**3%**	**2%**

The following table shows the same information adjusting for the impact of foreign exchange movements.

	Quarter Ended								
	Sep. 30 2024	Dec. 31 2024	Mar. 31 2025	Jun. 30 2025	Sep. 30 2025	Dec. 31 2025	Mar. 31 2026	Jun. 30 2026	Sep. 30 2026
Licenses	-20%	-19%	-7%	-9%	17%	-22%	-13%	-4%	-17%
Professional services	-7%	-3%	-4%	-2%	-3%	-5%	-5%	-5%	-5%
Hardware and other	-8%	4%	6%	0%	-6%	12%	-7%	4%	6%
Maintenance and other recurring	6%	5%	4%	6%	4%	6%	4%	2%	4%
Revenue	**1%**	**2%**	**2%**	**4%**	**3%**	**2%**	**1%**	**1%**	**2%**

Maintenance and other recurring organic growth is viewed by management as a key metric that indicates the overall stability of the customer base. Constellation is comprised of over 1,600 businesses providing solutions to over 100 vertical markets, with a very wide range of organic growth rates being experienced by the individual businesses. Providing the details for that number of businesses or verticals is not feasible, however management believes providing supplemental information for business unit groups that have consistently had a sizable negative impact on organic growth is useful.

	MAINTENANCE AND RECURRING REVENUE ORGANIC GROWTH ADJUSTED FOR FX													
	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	Q126	Q226	Q326	Q326 YTD
CSI CONSOLIDATED	**4%**	**4%**	**4%**	**4%**	**1%**	**5%**	**6%**	**6%**	**6%**	**5%**	**4%**	**2%**	**4%**	**3%**
US healthcare group of businesses excluding Altera	-3%	-6%	-6%	-6%	-6%	-1%	0%	2%	-2%	-2%	-1%	-1%	-10%	-5%
Altera							-5%	-2%	0%	-3%	-6%	-19%	-8%	-11%
CSI Excluding US healthcare group and Altera	**5%**	**5%**	**5%**	**5%**	**1%**	**6%**	**7%**	**7%**	**7%**	**6%**	**5%**	**4%**	**5%**	**4%**

Maintenance and recurring revenue organic growth for our businesses providing solutions to the US healthcare market have been negatively impacted by a combination of hospitals consolidating onto larger vendor end-to-end solutions along with the consolidation inside hospital and physician practices and the subsequent adoption of incumbent systems. We anticipate this trend to continue for the foreseeable future. Historically we have been successful with mitigating the impact by managing the pace of attrition via active product management and strong customer relationships. We have seen success with delaying known attrition in businesses that we have owned for more than a decade. The organic growth decline in the current quarter is largely due to the acquisition of two businesses made in the period that are experiencing very high customer attrition rates. The attrition was known and modeled as part of the respective investment theses and the investments are expected to achieve acceptable returns on the invested capital. Excluding these two businesses the organic decline for the US healthcare group of businesses excluding Altera would have been negative 3% for Q326.

On May 2, 2022, Constellation, through its wholly-owned subsidiary, N. Harris Computer Corporation, completed the purchase from Allscripts Healthcare Solutions ("Allscripts") of Allscripts' Hospitals and Large Physician Practices business segment. This business segment now operates under the name Altera. Altera's maintenance and recurring revenue organic growth has been negatively impacted by customer attrition, some of which was anticipated as part of CSI's acquisition thesis at the time the business was acquired in 2022. A significant portion of the decline is directly attributed to the departure of several sizable clients, which we expect will run its course by the end of 2027, as these are multi-year transitions. As these customer transitions are completed, we expect the core recurring revenue base to become more stable. The business continues to focus on customer retention

initiatives, new customer acquisition opportunities, product enhancements and operational improvements designed to strengthen long-term recurring revenue performance.

Expenses:

The following table displays the breakdown of our expenses:

	Three months ended September 30,		Period-Over-Period Change		Nine months ended September 30,		Period-Over-Period Change	
	2026	2025	$	%	2026	2025	$	%
	($ in millions, except percentages)				($ in millions, except percentages)			
Expenses								
Staff	1,735	1,487	248	17%	5,118	4,356	762	17%
Hardware	77	51	26	50%	200	134	66	50%
Third party license, maintenance and professional services	361	285	76	27%	1,004	807	197	24%
Travel, Telecommunications, Supplies & Software and equipment	192	149	42	28%	531	424	107	25%
Professional fees	74	55	19	35%	207	157	50	32%
Other, net	77	62	15	24%	261	205	56	28%
Depreciation	57	52	5	10%	167	148	19	13%
	2,572	2,141	431	20%	7,488	6,230	1,258	20%

Due to rounding, certain totals may not foot and certain percentages may not reconcile.

Overall expenses for the quarter ended September 30, 2026 increased 20%, or $431 million to $2,572 million, compared to $2,141 million during the same period in 2025. As a percentage of total revenue, expenses equalled 73% for the quarter ended September 30, 2026 and 73% for the same period in 2025. During the nine months ended September 30, 2026, expenses increased 20%, or $1,258 million to $7,488 million, compared to $6,230 million during the same period in 2025. As a percentage of total revenue, expenses equalled 75% for the nine months ended September 30, 2026 and 74% for the same period in 2025. For the three and nine months ended September 30, 2026 the change in valuation of the US dollar against most major currencies in which the Company transacts business resulted in an approximate 0.2% and 2% increase in expenses respectively compared to the comparable periods of 2025.

Staff expenses – Staff expenses increased 17% or $248 million for the quarter ended September 30, 2026 and 17% or $762 million for the nine months ended September 30, 2026 over the same periods in 2025. Staff expense can be broken down into five key operating departments: Professional Services, Maintenance, Research and Development, Sales and Marketing, and General and Administrative. Included within staff expenses for each of the above five departments are personnel and related costs associated with providing the necessary services. The table below compares the period over period variances.

	Three months ended September 30,		Period-Over-Period Change		Nine months ended September 30,		Period-Over-Period Change	
	2026	2025	$	%	2026	2025	$	%
	($ in millions, except percentages)				($ in millions, except percentages)			
Professional services	311	301	10	3%	938	894	44	5%
Maintenance	361	305	56	18%	1,064	902	162	18%
Research and development	484	408	76	19%	1,407	1,201	206	17%
Sales and marketing	216	173	43	25%	638	511	126	25%
General and administrative	364	301	63	21%	1,070	847	223	26%
	1,735	1,487	248	17%	5,118	4,356	762	17%

Due to rounding, certain totals may not foot and certain percentages may not reconcile.

The increase in staff expenses for the three and nine months ended September 30, 2026 was primarily due to the growth in the number of employees compared to the same periods in 2025 primarily due to acquisitions. Staff expenses in the first quarter of every year are typically higher as a percentage of revenue as compared to other quarters, largely attributable to increased payroll tax costs associated with our annual bonus payments that are made in the month of March.

Hardware expenses – Hardware expenses increased 50% or $26 million for the quarter ended September 30, 2026 and 50% or $66 million for the nine months ended September 30, 2026 over the same periods in 2025 as compared with the 47% and 42% increases in hardware and other revenue for the three and nine month periods ending September 30, 2026 respectively over the comparable periods in 2025. Hardware margins for the three and nine months ended September 30, 2026 were 41% and 42% respectively, as compared to 42% and 45% respectively for the comparable periods in 2025.

Third party license, maintenance and professional services expenses – Third party license, maintenance and professional services expenses increased 27% or $76 million for the quarter ended September 30, 2026 and 24% or $197 million for the nine months ended September 30, 2026 over the same periods in 2025. The increase is primarily due to third party license, maintenance and professional services expenses of acquired businesses.

Travel, Telecommunications, Supplies & Software and equipment expenses – Travel, Telecommunications, Supplies & Software and equipment expenses increased 28% or $42 million for the quarter ended September 30, 2026 and 25% or $107 million for the nine months ended September 30, 2026 over the same periods in 2025. The increase in these expenses is primarily due to expenses incurred by acquired businesses.

Professional fees – Professional fees increased 35% or $19 million for the quarter ended September 30, 2026 and 32% or $50 million for the nine months ended September 30, 2026 over the same periods in 2025. The increase in these expenses is primarily due to expenses incurred by acquired businesses, as well as fees paid to advisors in relation to certain larger more complex acquisitions.

Other, net – Other expenses increased 24% or $15 million for the quarter ended September 30, 2026 and 28% or $56 million for the nine months ended September 30, 2026 over the same periods in 2025. The following table provides a further breakdown of expenses within this category.

	Three months ended September 30,		Period-Over-Period Change		Nine months ended September 30,		Period-Over-Period Change	
	2026	2025	$	%	2026	2025	$	%
	($ in millions, except percentages)				($ in millions, except percentages)			
Occupancy	19	17	2	11%	55	51	4	9%
Advertising and promotion	44	37	8	21%	139	114	25	22%
Recruitment and training	13	13	1	6%	43	36	7	20%
Bad debt expense	2	1	1	68%	9	4	5	122%
R&D tax credits	(18)	(20)	2	-10%	(49)	(44)	(5)	11%
Contingent consideration	(2)	6	(7)	NM	15	17	(2)	-12%
Other taxes	9	4	5	139%	20	11	9	86%
Other expense, net	8	4	4	92%	30	17	13	77%
	77	62	15	24%	261	205	56	28%

NM - Not meaningful

Due to rounding, certain totals may not foot and certain percentages may not reconcile.

The contingent consideration expense amounts recorded for the three and nine months ended September 30, 2025 related to an increase (decrease) in anticipated acquisition earnout payment accruals primarily as a result

of increases (decreases) to revenue forecasts for the associated acquisitions. Revenue forecasts are updated on a quarterly basis and the related anticipated acquisition earnout payment accruals are updated accordingly.

There are no individually material reasons contributing to the remaining variances.

Depreciation – Depreciation of property and equipment increased 10% or $5 million for the quarter ended September 30, 2026 and 13% or $19 million for the nine months ended September 30, 2026 over the same periods in 2025. The increases are primarily due to the depreciation expense associated with acquired businesses.

Other Income and Expenses:

The following table displays the breakdown of our other income and expenses:

	Three months ended September 30,		Period-Over-Period Change		Nine months ended September 30,		Period-Over-Period Change	
	2026	2025	$	%	2026	2025	$	%
	($ in millions, except percentages)				($ in millions, except percentages)			
Amortization of intangible assets	376	307	69	23%	1,049	865	184	21%
Foreign exchange (gain) loss	(7)	(17)	11	-61%	(65)	132	(197)	NM
IRGA / TSS membership liability revaluation charge	117	16	101	650%	105	236	(131)	-56%
Finance and other expense (income)	(4)	(83)	79	-96%	(64)	(191)	127	-66%
Share in net (income) loss of equity investee	(5)	0	(6)	NM	(27)	0	(27)	NM
Bargain purchase gain	(7)	(1)	(6)	791%	(17)	(6)	(12)	201%
Impairment of intangible and other non-financial assets	6	12	(6)	-50%	22	23	(1)	-4%
Revaluation of investment accounted for using the equity method to cost	-	260	(260)	-100%	-	260	(260)	-100%
Finance costs	84	74	10	13%	248	216	31	14%
Income tax expense (recovery)	137	77	59	76%	344	261	83	32%
	696	645	52	8%	1,593	1,796	(202)	-11%

NM - Not meaningful

Due to rounding, certain totals may not foot and certain percentages may not reconcile.

Amortization of intangible assets – Amortization of intangible assets increased 23% or $69 million for the quarter ended September 30, 2026 and 21% or $184 million for the nine months ended September 30, 2026 over the same periods in 2025. The increase in amortization expense for the three and nine months ended September 30, 2026 is primarily attributable to an increase in the carrying amount of our intangible asset balance over the twelve-month period ended September 30, 2026 as a result of acquisitions completed during this twelve-month period.

Foreign exchange – Most of our businesses are organized geographically so many of our expenses are incurred in the same currency as our revenues, which mitigates some of our exposure to currency fluctuations. For the three and nine months ended September 30, 2026, we realized foreign exchange gains of $7 million and $65 million respectively compared to a gain of $17 million and a loss of $132 million for the same periods in 2025. The following table provides a breakdown of these amounts.

	Three months ended September 30,		Period-Over-Period Change		Nine months ended September 30,		Period-Over-Period Change	
	2026	2025	$	%	2026	2025	$	%
	($ in millions, except percentages)				($ in millions, except percentages)			
Unrealized foreign exchange (gain) loss related to:								
- revaluation of intercompany loans between entities with differing functional currencies [(1)]	(2)	(10)	8	-83%	(18)	(11)	(7)	68%
- revaulation of the Company's unsecured subordinated floating rate debentures as a result of the appreciation (depreciation) of the Canadian dollar against the US dollar.	0	(8)	8	NM	(14)	13	(27)	NM
- revaluation of the liability associated with the IRGA (Euro denominated liability)	(8)	(1)	(8)	NM	(43)	101	(144)	NM
Remaining foreign exchange (gain) loss	3	1	2	383%	10	30	(20)	-66%
	(7)	(17)	11	-61%	(65)	132	(197)	NM

NM - Not meaningful

Due to rounding, certain totals may not foot and certain percentages may not reconcile.

(1) Offsetting amounts recorded in other comprehensive income. Net impact to Total comprehensive income for each period is nil.

The remaining foreign exchange gains and losses per the table above are primarily related to the unrealized foreign exchange translation gains and losses of certain non-US dollar denominated working capital balances to US dollars as a result of the depreciation or appreciation of the US dollar.

IRGA / TSS membership liability revaluation charge – On December 23, 2014, in accordance with the terms of the purchase and sale agreement for the initial acquisition of TSS (as defined below) by CSI, and on the basis of the term sheets attached thereto, Constellation and the Joday Group, among others, entered into a Members Agreement (the "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.), a subsidiary of Constellation and the indirect owner of 100% of TSS at the time of the acquisition. Total proceeds from this transaction was €39 million ($49 million).

On January 5, 2021, the Members Agreement was terminated in conjunction with the acquisition of Topicus.com B.V., the reorganization of Topicus Coop and the execution of the IRGA. The IRGA was established to create certain contractual obligations of the parties in respect of the governance of Topicus and Topicus Coop. As of September 30, 2026 the Joday Group's interest in Topicus Coop comprised 38,148,221 Topicus Coop Ordinary Units ("Topicus Coop Units") resulting in an interest of 29.38% in Topicus Coop. The IRGA provides for transfer restrictions in respect of the Topicus Coop Units. See "Liability of CSI under the terms of the IRGA" below for further details.

The valuation of the IRGA liability (previously the TSS membership liability) increased by approximately 10% or $117 million from Q2 2026 and increased by approximately 8% or $104 million from Q4 2025. The increases are primarily the result of the growth in TSS' trailing twelve month maintenance revenue on a pro-forma basis (primarily due to acquisitions). Maintenance revenue and net tangible assets (as defined under the IRGA) are two of the main drivers in the calculation of the liability. The other main driver in calculating the liability is the fair value of Topicus' investment in the equity securities of Sygnity S.A. ("Sygnity") and Asseco Poland S.A. ("Asseco") as determined by their respective share prices at the end of each reporting period. The table below summarizes the changes.

€ in millions	December 31, 2025	March 31, 2026	June 30, 2026	September 30, 2026	Change for the Quarter ending September 30, 2026	Change for the Nine Months ending September 30, 2026
Liability of CSI under the IRGA excluding equity security investments	643	684	731	766	35	122
Fair Value of Equity securities of Sygnity	103	78	89	93	4	(9)
Fair Value of Equity securities of Asseco	305	223	220	283	63	(22)
Liability of CSI under the IRGA	**1,051**	**985**	**1,040**	**1,142**	**102**	**91**
$ in millions						
Liability of CSI under the IRGA	**1,234**	**1,133**	**1,186**	**1,295**	**117**	**104**

The liability recorded on the balance sheet increased by 5% or $61 million over the nine month period ended September 30, 2026 from $1,234 million to $1,295 million as a result of the revaluation charge of $104 million offset by a $43 million foreign exchange gain. The IRGA / TSS membership liability is denominated in Euros and the Euro depreciated 3% versus the US dollar during the nine months ended September 30, 2026.

Finance and other expense (income) – Finance and other income for the three and nine months ended September 30, 2026 was $4 million and $64 million respectively compared to $83 million and $191 million for the same periods in 2025. The following table provides a further breakdown of expenses (income) within this category.

	Three months ended September 30,		Nine months ended September 30,	
	2026	2025	2026	2025
Interest income on cash and cash equivalents	$ (14)	$ (13)	$ (38)	$ (35)
(Increase) decrease in the fair value of equity securities	(1)	3	(38)	(33)
(Increase) decrease in the fair value of derivatives	10	(71)	15	(76)
Finance and other income	2	(2)	(3)	(47)
Finance and other expense (income)	$ (4)	$ (83)	$ (64)	$ (191)

The increase in the fair value of equity securities for the nine months ended September 30, 2025 included $35 million relating to the Company's investment in Asseco. On January 31, 2025, the Company purchased 8,300,029 shares in 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 million. At the time of initial recognition the Company made an irrevocable election 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 million in the statement of income (loss). On September 25, 2025, the Company received the last outstanding regulatory approval for the acquisition of 12,318,863 treasury shares representing 14.84% of Asseco's share capital and subsequent to this date, applied the equity method of accounting to the investment in Asseco.

The increase in the fair value of equity securities for the nine months ended September 30, 2026 is primarily caused by the Company's investment in Sabre Corporation ("Sabre"). The Company is the beneficial owner of approximately 12.7% of Sabre's outstanding shares.

The increase in the fair value of derivatives for the three and nine months ended September 30, 2025 relates to the increase in the fair value of the derivative assets associated with the Company's binding agreement in respect of the acquisition of 12,318,863 treasury shares of Asseco at a price of PLN 85 per share, offset by the increase in

the derivative liability associated with a binding agreement allowing certain parties to buy up to 1.7% (1,411,006 shares) of issued shares in Asseco from the Company at a purchase price of PLN 85 per share.

Finance and other income for the nine months ended September 30, 2025 includes a $29 million settlement payment related to the fair value of the net tangible assets acquired as part of an acquisition that closed in 2024.

There are no individually material reasons contributing to the remaining variances.

Share in net (income) loss of equity investee – The Company owns 19,207,886 shares in Asseco representing an ownership interest of approximately 23.14%. 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 applies the equity method of accounting to its investment in Asseco as a result of its ability to exercise significant influence over Asseco. 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. The share of net income recorded for the three and nine months ended September 30, 2026 was $6 million and $30 million respectively, compared to nil for the same periods in 2025. The investment in Asseco has been classified as a non-current asset as at September 30, 2026 within "Investments in associates". A net loss of $1 million and $2 million relating to other investments in associates was recorded for the three and nine months ended September 30, 2026 respectively, compared to nil for the same periods in 2025.

Bargain purchase gain – Bargain purchase gains totalling $7 million and $17 million were recorded in the three and nine months ended September 30, 2026 respectively, compared to $1 million and $6 million for the same periods in 2025, relating to acquisitions made in the respective periods. The gains resulted from the fact that the fair value of the separately identifiable assets and liabilities acquired exceeded the total consideration paid, principally due to the acquisition of certain assets that will benefit the Company that had limited value to the sellers.

Impairment of intangible and other non-financial assets – Impairment expenses of $6 million and $22 million were recorded in the three and nine month periods ended September 30, 2026 compared to $12 million and $23 million for the same periods in 2025. The expenses relate to businesses that have been unable to achieve the goals established in their respective investment theses.

Revaluation of investment accounted for using the equity method to cost – On February 4, 2025, the Company entered into a binding agreement in respect of the acquisition of 12,318,863 treasury shares of Asseco. These shares represent 14.84% of Asseco's share capital. On September 25, 2025, the Company received the last outstanding regulatory approval for the acquisition of the treasury shares and subsequent to this date, applied the equity method of accounting to its existing 9.99% investment in 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 million and transaction fees of $2 million for a total cost of $176 million. As a result, the Company reversed previous fair value adjustments and recorded a loss in the condensed consolidated interim statement of income of $260 million for the three and nine months ended September 30, 2025.

Finance costs – Finance costs for the quarter ended September 30, 2026 increased $10 million to $84 million, compared to $74 million for the same period in 2025. During the nine months ended September 30, 2026, finance costs increased $31 million to $248 million, from $216 million for the same period in 2025. The following table provides a further breakdown of expenses within this category.

	Three months ended September 30,		Nine months ended September 30,	
	2026	2025	2026	2025
Interest expense on debt and debentures	$ 66	$ 60	$ 195	$ 176
Interest expense on lease obligations	5	4	14	12
Amortization of debt related transaction costs	3	2	7	5
Amortization of debenture discount (premium)	(1)	(1)	(2)	(2)
Other finance costs	11	9	34	25
Finance costs	$ 84	$ 74	$ 248	$ 216

The increase in interest expense on debt and debentures is primarily a result of an increase in the average debt outstanding in 2026 as compared to 2025.

Income taxes – We operate globally and we calculate our tax provision in each of the jurisdictions in which we conduct business. Our effective tax rate on a consolidated basis is, therefore, affected by the realization and anticipated relative profitability of our operations in those various jurisdictions, as well as different tax rates that apply and our ability to utilize tax losses and other credits. For the quarter ended September 30, 2026, income tax expense increased $59 million to $137 million compared to $77 million for the same period in 2025. During the nine months ended September 30, 2026, income tax expense increased $83 million to $344 million compared to $261 million for the same period in 2025. Current tax expense has historically approximated our cash tax rate however the quarterly expense can sometimes fall outside of the annual range due to out of period adjustments. Current tax expense reflects gross taxes before the application of R&D tax credits which are classified as part of "other, net" expenses in the statement of income (loss). The Company's consolidated effective tax rate in respect of continuing operations for the three and nine months ended September 30, 2026 was 36% and 27% respectively (32% and 38% for the three and nine months ended September 30, 2025 respectively).

Constellation is subject to tax audits in the countries in which the Company carries on 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.

Net Income and Earnings per Share:

Net income attributable to common shareholders of CSI for the quarter ended September 30, 2026 was $212 million compared to $210 million for the same period in 2025. On a per share basis this translated into net income per diluted share of $10.01 in the quarter ended September 30, 2026 compared to net income per diluted share of $9.89 for the same period in 2025. For the nine months ended September 30, 2026, net income attributable to common shareholders of CSI was $853 million or $40.26 per diluted share compared to $402 million or $18.96 per diluted share for the same period in 2025. There was no change in the number of shares outstanding.

Net cash flows from operating activities ("CFO"):

For the quarter ended September 30, 2026, CFO increased $33 million to $717 million compared to $685 million for the same period in 2025 representing an increase of 5%. For the nine months ended September 30, 2026, CFO increased $148 million to $2,092 million compared to $1,944 million for the same period in 2025 representing an increase of 8%.

Free cash flow available to shareholders ("FCFA2S"):

For the quarter ended September 30, 2026, FCFA2S decreased $86 million to $443 million compared to $529 million for the same period in 2025 representing a decrease of 16%. For the nine months ended September 30, 2026, FCFA2S increased $262 million to $1,522 million compared to $1,259 million for the same period in 2025 representing an increase of 21%.

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

	Three months ended September 30,		Nine months ended September 30,	
	2026	2025	2026	2025
	($ in millions)		($ in millions)	
Net cash flows from operating activities	717	685	2,092	1,944
Adjusted for:				
Interest paid on lease obligations	(5)	(4)	(14)	(12)
Interest paid on debt	(66)	(59)	(170)	(153)
Debt transaction costs	(2)	(4)	(7)	(8)
Payments of lease obligations	(39)	(34)	(115)	(97)
IRGA / TSS membership liability revaluation charge	(117)	(16)	(105)	(236)
Property and equipment purchased	(20)	(16)	(60)	(47)
Interest and dividends received	16	13	108	44
	484	565	1,729	1,435
Less amount attributable to Non-controlling interests	(40)	(36)	(208)	(176)
Free cash flow available to shareholders	443	529	1,522	1,259

Due to rounding, certain totals may not foot.

The IRGA / TSS membership liability revaluation charge relating to the investment in equity securities of Sygnity and Asseco was $77 million for the three months ended September 30, 2026 as compared to negative $25 million for the same period in 2025. The charge for the nine months ended September 30, 2026 was negative $36 million as compared to $169 million for the same period in 2025. The fair value of these investments for purposes of calculating the revaluation charge is determined by their respective share prices at the end of each reporting period.

Quarterly Results

	Quarter Ended								
	Sep. 30 2024	Dec. 31 2024	Mar. 31 2025 Note 1	Jun. 30 2025	Sep. 30 2025	Dec. 31 2025	Mar. 31 2026	Jun. 30 2026	Sep. 30 2026
Revenue	2,541	2,703	2,654	2,844	2,948	3,177	3,181	3,335	3,512
Net income (loss) *	164	285	136	56	210	110	367	274	212
CFO	517	678	827	433	685	788	897	477	717
FCFA2S	362	482	510	220	529	423	733	345	443
Net income per share *									
Basic & diluted	7.74	13.44	6.41	2.66	9.89	5.19	17.32	12.93	10.01
CFO per share									
Basic & diluted	24.37	31.99	39.00	20.44	32.31	37.19	42.33	22.53	33.85
FCFA2S per share									
Basic & diluted	17.06	22.76	24.09	10.37	24.96	19.97	34.60	16.28	20.92

* Attributable to common shareholders of CSI

Note 1: The Company made an adjustment to the financial information for the three months ending March 31, 2025. This resulted in an increase in finance and other income of $35 million, an increase in current income tax expense of $2 million and an increase in net income of $34 for the three months ended March 31, 2025. The Company has recast the comparative interim period in its Q1 2026 filings. See Note 5 to the Company's Unaudited Condensed Consolidated Interim Financial Statements for the three and six months ended June 30, 2025 for additional information.

We experience seasonality in our operating results in that CFO and FCFA2S in the first quarter of every year is typically the highest and CFO and FCFA2S in the second quarter of every year is typically the lowest. The key driver impacting this seasonality is the timing of annual maintenance contract renewals. Our quarterly results may also fluctuate as a result of the various acquisitions which may be completed by the Company in any given quarter. We may experience variations in our net income on a quarterly basis depending upon the timing of certain expenses or gains, which may include changes in provisions, acquired contract liabilities, foreign exchange gains and losses, bargain purchase gains, and gains or losses on the sale of financial and other assets.

Spin-Outs

Topicus.com Inc.

Constellation (TSX:CSU) and Topicus (TSXV:TOI) announced on January 5, 2021 that Constellation, acting through its Total Specific Solutions ("TSS") operating group and its subsidiary TPCS Holding B.V., completed the purchase of 100% of the shares of Topicus.com B.V., a Netherlands-based diversified vertical market software provider, from IJssel B.V. and that in connection with the closing of the acquisition, TSS has been spun out of Constellation and now operates, together with Topicus.com B.V., as a separate public company, Topicus.com Inc. (collectively, the "Spin-Out Transactions").

In connection with the completion of the Spin-Out Transactions, on January 4, 2021, all of Constellation's common shareholders of record on December 28, 2020 received, by way of a dividend-in-kind, 1.859817814 subordinate voting shares of Topicus.com (the "Spin-Out Shares") for each common share of Constellation held.

Constellation's equity interest in TSS prior to the Spin-Out Transactions was 66.7%. Constellation's equity interest in Topicus after completion of the Spin-Out Transactions on a fully diluted basis was approximately 30.4%. Constellation's equity interest on a fully diluted basis as at September 30, 2026 is approximately 31.3%. In addition, Constellation as the holder of the Topicus Super Voting Share is entitled to that number of votes that equals 50.1%

of the aggregate number of votes attached to all of the outstanding voting shares at such time. As a result of the Topicus Super Voting Share Constellation consolidated the financial results of Topicus with its financial results.

Lumine Group Inc.

On February 22 and 23, 2023 (as part of a series of transactions relating to the acquisition of WideOrbit Inc. ("WideOrbit")), the Company's subsidiary, Lumine Group Inc. ("Lumine"), completed a corporate reorganization. See "Preferred Share Investment in Lumine" on page 2.

The Company holds 1 super voting share of Lumine (the "Lumine Super Voting Share"). The Lumine Super Voting Share entitles CSI to that number of votes that equals 50.1% of the aggregate number of votes attached to all the outstanding Lumine Super Voting Shares, Lumine Subordinate Voting Shares and Lumine Special Shares. As a result, the Company controls Lumine and has consolidated Lumine's financial position and results of operations. As at September 30, 2026, the Company holds 157,553,539 Lumine Subordinate Voting Shares and now reflects an equity interest of 61.40% in Lumine and a non-controlling interest of 38.60%.

The tables below provide certain supplemental balance sheet, statement of income, and net operating cash flow information of Topicus and Lumine for the three and nine months ended September 30, 2026. Neither Topicus or Lumine are considered a reportable operating segment of Constellation, however, management has chosen to provide certain supplemental financial information to provide greater clarity into the operating performance and cash flow from operations of Topicus and Lumine considering Constellation's equity ownership. The financial information includes the adjustments discussed in the "Finance and other expense (income)" section above.

Selected Balance Sheet Information
As at September 30, 2026

(Unaudited)	Constellation Software Inc. (excluding Topicus & Lumine)	Topicus	Lumine	Consolidated
Cash	2,102	388	202	2,693
Bank debt, loans, bonds and debentures	3,032	544	423	3,999

Statement of Income
(Excluding intercompany activity)

(Unaudited)	For the three months ended September 30, 2026				For the nine months ended September 30, 2026			
	Constellation Software Inc. (excluding Topicus & Lumine)	**Topicus**	**Lumine**	**Consolidated**	**Constellation Software Inc. (excluding Topicus & Lumine)**	**Topicus**	**Lumine**	**Consolidated**
Revenue	**2,713**	**509**	**290**	**3,512**	**7,774**	**1,520**	**733**	**10,027**
Expenses	1,998	370	204	2,572	5,842	1,134	513	7,488
Amortization of intangible assets	276	55	44	376	776	161	112	1,049
Foreign exchange (gain) loss	(8)	(1)	2	(7)	(69)	(2)	6	(65)
IRGA / Membership liability revaluation charge	117	-	-	117	105	-	-	105
Finance and other income	(13)	10	(1)	(4)	(74)	12	(2)	(64)
Share in net (income) loss of equity investee	0	(6)	-	(5)	1	(28)	-	(27)
Bargain purchase gain	(2)	(0)	(5)	(7)	(13)	(0)	(4)	(17)
Impairment of intangible and other non-financial assets	6	(0)	-	6	22	0	-	22
Finance costs	63	13	8	84	192	35	20	248
Income (loss) before income taxes	276	67	38	380	993	208	89	1,290
Income tax expense (recovery)								
Current income tax expense (recovery)	153	23	18	194	411	73	46	529
Deferred income tax expense (recovery)	(42)	(8)	(7)	(57)	(134)	(32)	(18)	(185)
Income tax expense (recovery)	111	15	11	137	276	41	27	344
Net income (loss)	**165**	**52**	**26**	**243**	**716**	**168**	**62**	**946**
Net cash flows from operating activities	**596**	**55**	**67**	**717**	**1,568**	**368**	**155**	**2,092**

Foreign Exchange Adjusted Organic Revenue Growth
(Excluding intercompany activity)

	For the three months ended September 30, 2026				For the nine months ended September 30, 2026			
	Constellation Software Inc. (excluding Topicus & Lumine)	**Topicus**	**Lumine**	**Consolidated**	**Constellation Software Inc. (excluding Topicus & Lumine)**	**Topicus**	**Lumine**	**Consolidated**
Licenses	-23%	22%	-14%	-17%	-15%	9%	-10%	-12%
Professional services	-4%	-6%	-10%	-5%	-5%	-3%	-10%	-5%
Hardware and other	-1%	40%	29%	6%	-2%	24%	13%	1%
Maintenance and other recurring	3%	7%	6%	4%	3%	7%	4%	3%
Revenue	1%	5%	3%	2%	1%	5%	1%	1%

Acquisition of business segment from Allscripts Healthcare Solutions

On May 2, 2022, Constellation, through its wholly-owned subsidiary, N. Harris Computer Corporation, completed the purchase from Allscripts of Allscripts' Hospitals and Large Physician Practices business segment. This business segment now operates under the name Altera.

The tables below provide certain supplemental balance sheet, statement of income, and net operating cash flow information of Altera for the three and nine months ended September 30, 2026. Altera is not considered a reportable operating segment of Constellation, however, management has chosen to provide certain supplemental financial information to provide greater clarity into the operating performance and cash flow from operations of

Altera considering the size of the business and its impact on the results of Constellation. The financial information includes the adjustments discussed in the "Finance and other expense (income)" section above.

Selected Balance Sheet Information
As at September 30, 2026

(Unaudited)	Constellation Software Inc. (excluding Altera)	Altera	Consolidated
Cash	2,518	175	2,693
Bank debt, loans, bonds and debentures	3,999	-	3,999

Statement of Income
(Excluding intercompany activity)

	For the three months ended September 30, 2026			For the nine months ended September 30, 2026		
(Unaudited)	Constellation Software Inc. (excluding Altera)	Altera	Consolidated	Constellation Software Inc. (excluding Altera)	Altera	Consolidated
Revenue	**3,368**	**144**	**3,512**	**9,582**	**445**	**10,027**
Expenses	2,461	111	2,572	7,145	343	7,488
Amortization of intangible assets	358	18	376	995	53	1,049
Foreign exchange (gain) loss	(5)	(2)	(7)	(65)	0	(65)
IRGA / Membership liability revaluation charge	117	-	117	105	-	105
Finance and other income	(3)	(1)	(4)	(61)	(3)	(64)
Share in net (income) loss of equity investee	(5)	-	(5)	(27)	-	(27)
Bargain purchase gain	(7)	-	(7)	(17)	-	(17)
Impairment of intangible and other non-financial assets	6	-	6	22	-	22
Finance costs	82	2	84	239	8	248
Income (loss) before income taxes	364	16	380	1,247	43	1,290
Income tax expense (recovery)						
Current income tax expense (recovery)	185	8	194	508	21	529
Deferred income tax expense (recovery)	(51)	(7)	(57)	(173)	(13)	(185)
Income tax expense (recovery)	135	2	137	336	8	344
Net income (loss)	**229**	**14**	**243**	**912**	**34**	**946**
Net cash flows from operating activities	**695**	**22**	**717**	**2,006**	**86**	**2,092**
Free cash flow available to shareholders	**427**	**17**	**443**	**1,450**	**72**	**1,522**

Foreign Exchange Adjusted Organic Revenue Growth
(Excluding intercompany activity)

	For the three months ended September 30, 2026			For the nine months ended September 30, 2026		
	Constellation Software Inc. (excluding Altera)	Altera	Consolidated	Constellation Software Inc. (excluding Altera)	Altera	Consolidated
Licenses	-16%	-52%	-17%	-11%	-23%	-12%
Professional services	-2%	-30%	-5%	-2%	-28%	-5%
Hardware and other	6%	-114%	6%	2%	-99%	1%
Maintenance and other recurring	4%	-8%	4%	4%	-11%	3%
Revenue	3%	-17%	2%	2%	-18%	1%

Permanent Engaged Minority Shareholder "PEMS" Investments

PEMS is a capital allocation strategy that complements CSI's traditional approach of acquiring and permanently owning software businesses. The strategy focuses on selective, long-term, and engaged minority investments rather than full acquisitions.

The Company currently has two active PEMS investments: Asseco, a Poland-based enterprise and banking software provider, and Sabre, a U.S.-based travel distribution and airline software provider. A summary of the investments is as follows:

				($ in millions)		
Investment	Year First purchased	Shares Owned (M's)	Ownership %	Cost Basis	Market Value	Unrealized Gain (Loss)
SABRE (NASDAQ: SABR)	2025	50.2	13%	86	106	21
Asseco (WSE: ACP)	2025	19.2	23%	436	1,093	657

Asseco is accounted for under the equity method and therefore the carrying value in the consolidated statement of financial position is not equal to the market value.

Liquidity

	September 30, 2026	December 31, 2025	Variance
Cash	**2,693**	**3,089**	**(396)**
Debt with recourse to Constellation Software Inc.	1,472	1,489	(17)
Debt without recourse to Constellation Software Inc.	2,527	2,642	(115)
Debt	**3,999**	**4,131**	**(132)**
Cash less Debt	**(1,306)**	**(1,043)**	**(264)**

The net capital deployed on acquisitions plus dividends exceeded cash flows from operations during the nine months ended September 30, 2026. Cash decreased by $396 million to $2,693 million at September 30, 2026 compared to $3,089 million at December 31, 2025 and debt decreased by $132 million to $3,999 million at September 30, 2026 compared to $4,131 million at December 31, 2025.

Total assets increased $1,770 million, from $16,173 million at December 31, 2025 to $17,944 million at September 30, 2026. The increase is primarily due to the $233 million increase in accounts receivable, the $309 million increase in other assets, and the $1,361 million increase in intangible assets, offset by the $395 million decrease in cash. At September 30, 2026 Topicus, Lumine and other subsidiaries with non-recourse debt facilities hold approximately $1,025 million of cash. As explained in the "Capital Resources and Commitments" section below, there are limitations on the ability of these subsidiaries to distribute funds to Constellation.

Current liabilities increased $443 million, from $6,074 million at December 31, 2025 to $6,517 million at September 30, 2026. The increase is primarily due to an increase in deferred revenue of $323 million mainly due to acquisitions made since December 31, 2025 and the timing of maintenance and other billings versus performance and delivery under those customer arrangements, the $123 million increase in accounts payable and accrued liabilities, the $98 million increase in acquisition holdback payables, and the $78 million increase in income taxes payable, offset by the $158 million decrease in debt without recourse to Constellation Software Inc.

Net Changes in Cash Flows

($ in millions)	Nine months ended September 30, 2026	Nine months ended September 30, 2025
Net cash provided by operating activities	2,092	1,944
Net cash from (used in) financing activities	(431)	100
Cash used in the acquisition of businesses	(2,175)	(955)
Cash obtained with acquired businesses	189	100
Net cash from (used in) other investing activities	(51)	(496)
Net cash from (used in) investing activities	(2,037)	(1,351)
Effect of foreign currency	(20)	97
Net increase (decrease) in cash and cash equivalents	**(395)**	**790**

The net cash flows from operating activities were $2,092 million for the nine months ended September 30, 2026. The $2,092 million provided by operating activities resulted from net income of $946 million plus $1,772 million of adjustments to net income (primarily amortization of intangible assets, depreciation, IRGA/TSS Membership liability revaluation charge, finance and other income, finance costs, and income tax expense), offset by $451 million in taxes paid and $175 million of cash used in non-cash working capital.

The net cash flows used in financing activities for the nine months ended September 30, 2026 were $431 million, which is mainly a result of interest payments of $184 million, lease obligation payments of $115 million, dividends paid to common shareholders of $64 million, and a net decrease in debt facilities of $86 million.

The net cash flows used in investing activities for the nine months ended September 30, 2026 were $2,037 million. The cash used in investing activities was primarily due to acquisitions for an aggregate of $2,175 million (including payments for holdbacks relating to prior acquisitions) offset by $189 million of acquired cash.

We believe we have sufficient cash and available credit capacity to continue to operate for the foreseeable future. Generally our VMS businesses operate with negative working capital as a result of the collection of maintenance payments and other revenues in advance of the performance of the related services. As such, management anticipates that it can continue to grow the business organically without any additional funding. If we continue to acquire VMS businesses we may need additional external funding depending upon the size and timing of the potential acquisitions (see “Subsequent Events” below).

Capital Resources and Commitments

Debt with recourse to CSI comprises the following ($ in millions):

	CSI Facility	Senior Notes	Debentures	Term Loan	Total
Principal outstanding at September 30, 2026 (and, except for debentures, equal to fair value)	$ -	$ 1,000	$ 349	$ 86	1,435
Deduct: Unamortized transaction costs included in debt balance	-	(5)	-	(0)	(5)
Add: Unamortized debt premium	-	-	43	-	43
Carrying value at September 30, 2026	$ -	995	391	86	1,472
Current portion	-	-	-	-	-
Non-current portion	-	995	391	86	1,472

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 million to $1,085 million, 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 September 30, 2026, nil had been drawn from this credit facility, and letters of credit totaling $13 million 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 million aggregate principal amount of 5.158% senior notes due 2029 and $500 million 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.

Debentures

On October 1, 2014 and November 19, 2014, the Company issued unsecured subordinated debentures (the "Debentures") with a total principal value of C$96 million for total proceeds of C$91 million. On September 30, 2015, the Company issued an additional tranche of Debentures with a total principal value of C$186 million for total proceeds of C$214 million. On October 6, 2023, a total of C$213 million principal amount of Debentures were issued at a price of C$133.00 per C$100.00 principal amount of Debentures purchased representing proceeds to the Company of C$283 million which was used by the Company to pay down indebtedness under its existing credit facility. The Debentures were issued as an additional tranche of, and formed a single series with, the outstanding C$282 million aggregate principal amount of Debentures.

The total principal value of Debentures outstanding at September 30, 2026 was $349 million (C$495 million).

Guarantees

One of CSI's subsidiaries has entered into a $86 million (£65 million) 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.

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

On December 23, 2014, in accordance with the terms of the purchase and sale agreement for the initial acquisition of TSS by CSI, and on the basis of the term sheets attached thereto, Constellation and the Joday Group, among others, entered into a Members Agreement (the "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.), a subsidiary of Constellation and the indirect owner of 100% of TSS at the time of the acquisition. Total proceeds from this transaction was €39 million ($49 million).

On January 5, 2021, the Members Agreement was terminated in conjunction with the acquisition of Topicus.com B.V., the reorganization of Topicus Coop and the execution of the IRGA. The IRGA was established to create certain contractual obligations of the parties in respect of the governance of Topicus and Topicus Coop. As of September 30, 2026 the Joday Group's interest in Topicus Coop comprised 38,148,221 Topicus Coop Ordinary Units resulting in an interest of 29.38% in Topicus Coop. The IRGA provides for transfer restrictions in respect of the Topicus Coop Units.

Any time after January 5, 2021, any member of the Joday Group has the right, at his or its 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 which have been classified as a current liability. 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 his or its 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 his or its 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 and Topicus Coop Preference 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) at a cash price per Topicus Coop Unit (or share of Topicus, as applicable) determined in accordance with the IRGA. After December 31, 2043, CSI has the same right to buy all of the Topicus Coop Units and shares of Topicus held by the remaining members of the Joday Group, including Joday.

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

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

In addition, the liability of CSI under the terms of the IRGA is impacted by changes in the fair value of Topicus' investment in the equity securities of Sygnity and Asseco as determined by their respective share prices at the end of each reporting period.

The liability recorded on the balance sheet at September 30, 2026 was $1,295 million.

Debt without recourse to CSI

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

In conjunction with the acquisition of Optimal Blue, the Company entered into a promissory note agreement ("Promissory Note") with the seller, Intercontinental Exchange, Inc. for $500 million. 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 ($ in millions):

	Topicus Revolving Credit Facility	Debt Facilities	Promissory Note	Total
Principal outstanding at September 30, 2026 (and equal to fair value)	$ 136	$ 1,912	$ 500	2,548
Deduct: Carrying value of transaction costs included in debt balance	(2)	(20)	-	(22)
Carrying value at September 30, 2026	$ 134	1,892	500	2,527
Current portion	134	298	-	432
Non-current portion	-	1,594	500	2,094

Other commitments

Commitments include operating leases for office equipment and facilities, letters of credit and performance bonds issued on our behalf by financial institutions in connection with facility leases and contracts with public sector customers. Also, occasionally we structure some of our acquisitions with contingent consideration based on the future performance of the acquired business. The fair value of contingent consideration recorded in our statement of financial position was $221 million at September 30, 2026. 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 September 30, 2026, the maximum exposure of the Company's derivative liabilities is approximately $70 million as of September 30, 2026. Aside from the aforementioned, we do not have any other business arrangements, derivative financial instruments, or any equity interests in non-consolidated entities that would have a significant effect on our assets and liabilities as at September 30, 2026.

Contractual obligations at September 30, 2026 are summarized below.

(in millions of dollars)

	Total	< 1 yr	1-5 yrs	> 5 yrs
Lease obligations	493	160	295	38
Accounts payable and accrued liabilities	2,064	2,064	-	-
Dividends payable	21	21	-	-
Holdbacks	590	314	277	-
Liability of CSI under the terms of the IRGA/TSS Members Agreement	1,295	741	554	-
Debentures	349	-	-	349
Term Loan	86	-	86	-
CSI revolving credit facility	-	-	-	-
Senior Notes	1,000	-	500	500
Topicus revolving credit facility without recourse to Constellation Software Inc.	136	136	-	-
Promissory note	500	-	11	489
Other debt facilities without recourse to Constellation Software Inc.	1,912	298	1,439	175
Total outstanding commitments	8,446	3,733	3,162	1,551

The IRGA liability commitment assumes that the Joday Group has exercised their put option to sell 100% of their interests back to Constellation. This option however has not been exercised as at November 6, 2026. See note 8 to the Unaudited Condensed Consolidated Interim Financial Statements for the three and nine month periods ended September 30, 2026 for a discussion on the valuation methodology utilized.

Financial Instruments

The carrying values of cash, accounts receivable, accounts payable, accrued liabilities, dividends payable, the majority of acquisition holdbacks, and the CSI Facility, approximates fair value due to the short-term nature of these instruments. The carrying value of the debt without recourse to CSI approximate their fair values as the debt

is subject to market interest rates. The carrying value of the IRGA liability and the term loan with recourse to CSI approximates fair value.

Financial assets and financial liabilities measured at fair value as at September 30, 2026 and December 31, 2025 in the Unaudited Condensed Consolidated Interim Financial Statements for the three and nine month periods ended September 30, 2026 are summarized below. The Company has no additional financial liabilities measured at fair value after initial recognition other than those recognized in connection with business combinations and the redeemable preferred securities.

	September 30, 2026				December 31, 2025			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets:								
Equity securities	$ 141	$ -	$ -	$ 141	$ 64	$ -	$ -	$ 64
Investments in associates	-	-	73	73	-	-	40	40
Derivatives	-	-	10	10	-	-	9	9
	141	-	**82**	**223**	**64**	-	**50**	**114**
Liabilities:								
Contingent consideration	-	-	221	221	-	-	215	215
Derivatives	-	-	26	26	-	-	8	8
	-	-	**247**	**247**	-	-	**223**	**223**

- 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).

Foreign Currency Exposure

We operate internationally and have foreign currency risks related to our revenue, operating expenses, assets and liabilities denominated in currencies other than the U.S. dollar. Consequently, we believe movements in the foreign currencies in which we transact will impact future revenue and net income. The impact to organic revenue growth for the three and nine months ended September 30, 2026 was approximately positive 0.3% and 2% respectively. We cannot predict the effect of foreign exchange gains or losses in the future; however, if significant foreign exchange losses are experienced, they could have a material adverse effect on our business, revenues, results of operations, and financial condition. The Company enters into forward foreign exchange contracts from time to time with the objective of mitigating volatility in profit or loss in respect of financial liabilities. In entering into these forward exchange contracts, the Company is exposed to the credit risk of the counterparties to such contracts and the possibility that the counterparties will default on their payment obligations under these contracts. However, given that the counterparties are Schedule 1 banks or affiliates thereof, the Company believes these risks are not material. During the nine months ended September 30, 2026, the Company did not purchase any contracts of this nature.

The following table provides an approximate breakdown of our revenue and expenses by currency, expressed as a percentage of total revenue and expenses, as applicable, for the three and nine months ended September 30, 2026:

	Three Months Ended September 30, 2026		Nine Months Ended September 30, 2026	
Currencies	% of Revenue	% of Expenses	% of Revenue	% of Expenses
USD	47%	42%	47%	41%
EUR	20%	20%	21%	21%
GBP	9%	10%	9%	9%
CAD	5%	7%	5%	7%
AUD	5%	4%	5%	4%
BRL	4%	4%	3%	4%
CHF	1%	2%	1%	2%
SEK	1%	0%	1%	1%
Others	9%	11%	9%	11%
Total	100%	100%	100%	100%

Due to rounding, certain totals may not foot.

Off-Balance Sheet Arrangements

As a general practice, we have not entered into off-balance sheet financing arrangements. Except for insignificant and short-term operating leases and letters of credit, all of our liabilities and commitments are reflected as part of our statement of financial position.

Proposed Transactions

We seek potential acquisition targets on an ongoing basis and may complete several acquisitions in any given fiscal year.

Share Capital

As at November 6, 2026, there were 21,191,530 common shares outstanding.

Risks and Uncertainties

The Company's business is subject to a number of risk factors which are described in our most recently filed AIF. Additional risks and uncertainties not presently known to us or that we currently consider immaterial also may impair our business and operations and cause the price of the common shares to decline. If any of the noted risks actually occur, our business may be harmed and the financial condition and results of operations may suffer significantly. In that event, the trading price of the common shares could decline, and shareholders may lose all or part of their investment.

Controls and Procedures

Disclosure controls and procedures:

Management is responsible for establishing and maintaining disclosure controls and procedures as defined under National Instrument 52-109. The President and Chief Financial Officer have designed or caused to be designed by those under their supervision, disclosure controls and procedures which provide reasonable assurance that material information regarding the Company is accumulated and communicated to the Company's management, including its President and Chief Financial Officer in a timely manner.

Internal controls over financial reporting:

The President and Chief Financial Officer have designed or caused it to be designed under their supervision internal controls over financial reporting ("ICFR") to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. The President and Chief Financial Officer have been advised that the control framework the President and the Chief Financial Officer used to design the Company's ICFR is recognized by the Committee of Sponsoring Organizations of the Treadway Commission.

The President and the Chief Financial Officer have evaluated, or caused to be evaluated by those under their supervision, whether or not there were changes to its ICFR during the period ended September 30, 2026 that have materially affected, or are reasonably likely to materially affect the Company's ICFR. No such changes were identified through their evaluation.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that its objectives are met. Due to inherent limitations in all such systems, no evaluations of controls can provide absolute assurance that all control issues, if any, within a company have been detected. Accordingly, our disclosure controls and procedures and our internal controls over financial reporting are effective in providing reasonable, not absolute, assurance that the objectives of our control systems have been met.

Subsequent Events

On November 6, 2026 the Company declared a $1.00 per share dividend that is payable on January 12, 2027 to all common shareholders of record at close of business on December 18, 2026.

Subsequent to September 30, 2026, the Company completed or has open commitments to acquire a number of businesses for aggregate cash consideration of $526 million on closing plus total estimated deferred payments of $148 million for total consideration of $673 million. The business acquisitions operate in the financial services, gaming, transportation, insurance, auto, local government, healthcare, education, real estate, leisure, construction, governance, enterprise resource management, mining, human resources, and information technology verticals and are all software companies similar to the existing business of the Company.