

TOPICUS.COM INC.

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

The following discussion and analysis should be read in conjunction with the Annual Consolidated Financial Statements for the year ended December 31, 2023, 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 amounts are expressed in Euros. All references to "€" are to Euros. Due to rounding, certain totals and subtotals may not foot and certain percentages may not reconcile.

Additional information about Topicus.com Inc. (the "Company" or "Topicus") 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, February 13, 2024. 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 other facilities, credit facility transaction costs, repayments of lease obligations, dividends paid to redeemable preferred securities holders, 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, primarily located in Europe. Generally, these businesses provide mission critical software solutions that address the specific needs of our customers in particular vertical 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 license fees charged for the use of our software products generally licensed under multiple-year or perpetual arrangements. Maintenance and other recurring revenue primarily consists of fees charged for customer support on our software products post-delivery and also includes, to a lesser extent, recurring fees derived from software as a service, subscriptions, combined software/support contracts, transaction-related revenues, and hosted products. Maintenance and other recurring fee arrangements generally include rights to certain product updates “when and if available”. Professional service revenue consists of fees charged for implementation and integration services, customized programming, product training and consulting. Hardware sales include the resale of third party hardware that forms part of our customer solutions, as well as sales of customized hardware assembled internally. 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 euros, except percentages and per share amounts)

	Three months ended December 31,		Period-Over- Period Change			Year ended December 31,		Period-Over-Period Change	
	2023	2022	€	%		2023	2022	€	%
Revenue	309.7	263.7	45.9	17%		1,125.0	916.7	208.3	23%
Expenses	225.6	199.9	25.7	13%		838.7	696.1	142.5	20%
Amortization of intangible assets	31.3	29.2	2.1	7%		121.1	107.1	14.0	13%
Finance and other expense (income)	5.7	5.7	0.0	1%		20.4	9.1	11.4	125%
Income (loss) before income taxes	47.0	28.9	18.1	62%		144.8	104.4	40.3	39%
Income tax expense (recovery)									
Current income tax expense (recovery)	11.6	9.7	1.9	20%		53.1	43.9	9.2	21%
Deferred income tax expense (recovery)	(7.1)	(9.5)	2.4	-25%		(23.8)	(27.1)	3.3	-12%
Income tax expense (recovery)	4.5	0.2	4.3	NM		29.3	16.8	12.5	75%
Net income (loss)	42.5	28.7	13.8	48%		115.4	87.6	27.8	32%
Equity holders of Topicus	25.3	17.0	8.3	49%		71.8	52.9	18.8	36%
Non-controlling interests	17.2	11.7	5.5	47%		43.7	34.7	9.0	26%
Net cash flows from operating activities	62.4	48.1	14.3	30%		246.6	203.0	43.5	21%
Free cash flow available to shareholders	28.9	18.8	10.1	54%		123.4	54.5	68.8	126%
Weighted average shares outstanding									
Basic	81.9	81.4				81.9	80.5		
Diluted	129.8	129.8				129.8	129.8		
Net income (loss) per share									
Basic	€ 0.31	€ 0.21	€ 0.10	48%		€ 0.88	€ 0.66	€ 0.22	33%
Diluted	€ 0.31	€ 0.21	€ 0.11	51%		€ 0.88	€ 0.66	€ 0.22	33%
Net cash flows from operating activities per share									
Basic	€ 0.76	€ 0.59	€ 0.17	29%		€ 3.01	€ 2.52	€ 0.49	19%
Diluted	€ 0.48	€ 0.37	€ 0.11	30%		€ 1.90	€ 1.56	€ 0.34	21%
Free cash flow available to shareholders per share									
Basic	€ 0.35	€ 0.23	€ 0.12	54%		€ 1.51	€ 0.68	€ 0.83	126%
Diluted	€ 0.35	€ 0.23	€ 0.12	54%		€ 1.51	€ 0.68	€ 0.83	126%
Total assets						1,435.2	1,294.8	140.4	11%
Total long-term liabilities						276.6	256.9	19.8	8%

NM - Not meaningful

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

Diluted Free cash flow available to shareholders per share is calculated before deducting the amount attributable to non-controlling interests.

Comparison of the three and twelve month periods ended December 31, 2023 and 2022

Revenue:

Total revenue for the quarter ended December 31, 2023 was €309.7 million, an increase of 17%, or €45.9 million, compared to €263.7 million for the comparable period in 2022. For the twelve months ended December 31, 2023 total revenues were €1,125.0 million, an increase of 23%, or €208.3 million, compared to €916.7 million for the comparable period in 2022. The increase for both the three and twelve month periods compared to the same periods in the prior year is primarily attributable to growth from acquisitions as the Company experienced organic growth of 7% for both periods. 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 the Company. 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 December 31,		Period-Over- Period Change		Q422 Proforma Adj. (Note 1)	Organic Growth		Year ended December 31,		Period-Over- Period Change		Q422 Proforma Adj. (Note 2)	Organic Growth
	2023	2022	€	%	€	%		2023	2022	€	%	€	%
	(€ in millions, except percentages)							(€ in millions, except percentages)					
Licenses	13.1	13.5	(0.3)	-2%	0.9	-9%		35.5	31.7	3.7	12%	6.3	-7%
Professional services	84.3	73.5	10.7	15%	9.4	2%		297.7	239.7	58.0	24%	46.3	4%
Hardware and other	7.8	4.0	3.8	95%	3.0	11%		18.0	10.6	7.5	71%	9.6	-11%
Maintenance and other recurring	204.5	172.8	31.8	18%	13.6	10%		773.8	634.7	139.1	22%	70.8	10%
	309.7	263.7	45.9	17%	26.9	7%		1,125.0	916.7	208.3	23%	133.0	7%

€M - Millions of euros

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 December 31, 2022 from companies acquired after September 30, 2022. (Obtained from unaudited vendor financial information.)

Note 2: Estimated pre-acquisition revenues for the twelve months ended December 31, 2022 from companies acquired after December 31, 2021. (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 Q4 2021. Note that the estimated revenues achieved by acquired companies in the corresponding financial period preceding the date of acquisition by the Company may be updated in the quarter following the quarter they were acquired resulting in slight variances to previously reported figures.

	Quarter Ended									
	Dec. 31 2021	Mar. 31 2022	Jun. 30 2022	Sep. 30 2022	Dec. 31 2022	Mar. 31 2023	Jun. 30 2023	Sep. 30 2023	Dec. 31 2023	
Licenses	42%	-20%	-27%	-25%	-1%	-12%	-7%	3%	-9%	
Professional services	11%	-4%	3%	3%	8%	8%	4%	4%	2%	
Hardware and other	-22%	41%	8%	-18%	7%	-29%	-15%	-24%	11%	
Maintenance and other recurring	9%	6%	9%	5%	6%	9%	8%	11%	10%	
Revenue	10%	3%	6%	3%	6%	8%	6%	8%	7%	

Expenses:

The following table displays the breakdown of our expenses:

	Three months ended				Year ended			
	December 31,		Period-Over-Period		December 31,		Period-Over-Period	
	2023	2022	€	%	2023	2022	€	%
	(€ in millions, except percentages)				(€ in millions, except percentages)			
Expenses								
Staff	166.4	144.3	22.1	15%	625.2	508.7	116.5	23%
Hardware	5.0	2.0	2.9	145%	12.1	5.8	6.2	107%
Third party license, maintenance and professional services	23.9	21.9	2.0	9%	88.1	76.6	11.5	15%
Occupancy	2.6	2.3	0.4	17%	8.4	7.6	0.7	9%
Travel, telecommunications, supplies & software and equipment	12.2	9.9	2.4	24%	43.6	32.8	10.8	33%
Professional fees	2.7	4.7	(2.0)	-43%	15.3	16.2	(0.9)	-5%
Other, net	4.9	7.6	(2.6)	-35%	15.4	20.5	(5.0)	-25%
Depreciation	7.9	7.3	0.5	7%	30.6	27.9	2.7	10%
	225.6	199.9	25.7	13%	838.7	696.1	142.5	20%

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

Overall expenses for the quarter ended December 31, 2023 increased 13%, or €25.7 million to €225.6 million, compared to €199.9 million during the same period in 2022. As a percentage of total revenue, expenses equalled 73% for the quarter ended December 31, 2023 and 76% for the same period in 2022. During the twelve months ended December 31, 2023, expenses increased 20%, or €142.5 million to €838.7 million, compared to €696.1 million during the same period in 2022. As a percentage of total revenue, expenses were 75% for the twelve months ended December 31, 2023 and 76% for the same period in 2022.

Staff expense – Staff expenses increased 15% or €22.1 million for the quarter ended December 31, 2023 and 23% or €116.5 million for the twelve months ended December 31, 2023 over the same periods in 2022. 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				Year ended			
	December 31,		Period-Over-Period		December 31,		Period-Over-Period	
	2023	2022	€	%	2023	2022	€	%
	(€ in millions, except percentages)				(€ in millions, except percentages)			
Professional services	43.4	36.1	7.3	20%	160.7	129.5	31.2	24%
Maintenance	28.5	26.6	1.9	7%	113.7	97.7	16.1	16%
Research and development	42.8	36.3	6.5	18%	161.9	129.3	32.5	25%
Sales and marketing	16.3	15.5	0.7	5%	60.1	52.3	7.8	15%
General and administrative	35.5	29.8	5.6	19%	128.8	99.9	28.9	29%
	166.4	144.3	22.1	15%	625.2	508.7	116.5	23%

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

The increase in staff expenses for the three and twelve months ended December 31, 2023 compared to the same periods in 2022 was primarily due to the growth in the number of employees as a result of acquisitions.

Hardware expenses – Hardware expenses increased 145% or €2.9 million for the quarter ended December 31, 2023 and increased 107% or €6.2 million for the twelve months ended December 31, 2023 over the same periods in 2022 as compared with the 95% and 71% increases in hardware and other revenue for the three and twelve month periods ending December 31, 2023 respectively over the comparable periods in 2022. Hardware margins for the three and twelve months ended December 31, 2023 were 36% and 33% respectively as compared to 49% and 45% for the comparable periods in 2022.

Third party license, maintenance and professional services expenses – Third party license, maintenance and professional services expenses increased 9% or €2.0 million for the quarter ended December 31, 2023 and increased 15% or €11.5 million for the twelve months ended December 31, 2023 over the same periods in 2022. The increase is primarily due to third party license, maintenance and professional services expenses of acquired businesses.

Occupancy expenses – Occupancy expenses increased 17% or €0.4 million for the quarter ended December 31, 2023 and increased 9% or €0.7 million for the twelve months ended December 31, 2023 over the same periods in 2022. During Q3 2023 a €1.6 million eviction indemnity was received by one of the Company's business units. Excluding the indemnity credit, occupancy expenses increased 30% for the twelve months ended December 31, 2023 over the same period in 2022. The increase for the three and twelve month periods, excluding the indemnity credit, is primarily due to the occupancy expenses of acquired businesses.

Travel, telecommunications, supplies & software and equipment expenses – Travel, telecommunications, supplies & software and equipment expenses increased 24% or €2.4 million for the quarter ended December 31, 2023 and increased 33% or €10.8 million for the twelve months ended December 31, 2023 over the same periods in 2022. The increase is primarily due to expenses relating to acquired businesses.

Professional fees – Professional fees decreased 43% or €2.0 million for the quarter ended December 31, 2023 and decreased 5% or €0.9 million for the twelve months ended December 31, 2023 over the same periods in 2022. There are no individually material reasons contributing to these variances.

Other, net – Other expenses decreased 35% or €2.6 million for the quarter ended December 31, 2023 and decreased 25% or €5.0 million for the twelve months ended December 31, 2023 over the same periods in 2022. The following table provides a further breakdown of expenses within this category.

	Three months ended December 31,		Period-Over-Period Change			Year ended December 31,		Period-Over-Period Change	
	2023	2022	€	%		2023	2022	€	%
	(€ in millions, except percentages)					(€ in millions, except percentages)			
Advertising and promotion	2.7	2.8	(0.1)	-2%		9.7	8.6	1.1	12%
Recruitment and training	3.1	2.4	0.6	26%		10.6	8.6	1.9	22%
Bad debt expense	0.6	(0.1)	0.7	NM		0.6	0.6	0.0	5%
R&D tax credits	(2.7)	(2.2)	(0.5)	24%		(7.7)	(6.6)	(1.1)	17%
Contingent consideration	(0.3)	4.3	(4.5)	NM		(1.3)	7.0	(8.3)	NM
Other expense, net	1.5	0.4	1.1	321%		3.5	2.1	1.4	65%
	4.9	7.6	(2.6)	-35%		15.4	20.5	(5.0)	-25%

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 periods above relate 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 7% or €0.5 million for the quarter ended December 31, 2023 and 10% or €2.7 million for the twelve months ended December 31, 2023 over the same periods in 2022. 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 December 31,				Year ended December 31,			
	<u>2023</u>	<u>2022</u>	Period-Over-Period Change		<u>2023</u>	<u>2022</u>	Period-Over-Period Change	
	€	€	€	%	€	€	€	%
	(€ in millions, except percentages)							
Amortization of intangible assets	31.3	29.2	2.1	7%	121.1	107.1	14.0	13%
Finance and other expense (income)	5.7	5.7	0.0	1%	20.4	9.1	11.4	125%
Income tax expense (recovery)	4.5	0.2	4.3	NM	29.3	16.8	12.5	75%
	41.5	35.1	6.5	18%	170.9	133.0	37.9	29%

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 7% or €2.1 million for the quarter ended December 31, 2023 and 13% or €14.0 million for the twelve months ended December 31, 2023 over the same periods in 2022. The increase in amortization expense for the three and twelve months ended December 31, 2023 is primarily attributable to an increase in the carrying amount of our intangible asset balance over the twelve-month period ended December 31, 2023 as a result of acquisitions completed during this twelve-month period.

Finance and other expense (income) – Finance and other expense for the three and twelve months ended December 31, 2023 was €5.7 million and €20.4 million respectively, compared to €5.7 million and €9.1 million for the same periods in 2022. The interest expense on debt for the three and twelve months ended December 31, 2023 was €4.1 million and €15.2 million respectively compared to €4.6 million and €11.5 million for the same periods in 2022. The increases in interest expense on debt are primarily a result of an increase in the average debt outstanding in 2023 as compared to 2022, and an increase in interest rates. For the three and twelve months ended December 31, 2022 gains on an interest rate cap instrument were recorded for approximately €0.6 million and €6.0 million respectively. No similar gains were recorded in 2023.

Income taxes – We operate throughout Europe 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 December 31, 2023, income tax expense increased €4.3 million to €4.5 million compared to €0.2 million for the same period in 2022. During the twelve months ended December 31, 2023, income tax expense increased €12.5 million to €29.3 million compared to €16.8 million for the same period in 2022. Current tax expense has historically approximated our cash tax expense however the quarterly expense can sometimes fall outside of the annual range due to adjustments to prior period provisions. 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 condensed consolidated statements of income. The Company’s consolidated effective tax rate in respect of continuing operations for the three and twelve months ended December 31, 2023 was 10% and 20% (1% and 16% for the three and twelve months ended December 31, 2022).

The Company is subject to tax audits in the countries in which it carries on business. 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 judgement. If any of these tax authorities are successful with their challenges, the Company's income tax expense may be adversely affected and the Company could also be subject to interest and penalty charges.

Uncertainty over income tax treatments

As part of an ongoing tax audit by the Dutch Tax Authorities, the deductibility of the Company's employee bonus program is being challenged for financial years 2016 to date. The Company continues to believe in the merits of its tax filing position and, as such, has not recognized any provision in the consolidated financial statements. If the Company was ultimately unsuccessful, the additional tax expense including interest for the period from 2016 to 2023 would be up to approximately €7.6 million.

Pillar 2 – Global minimum top-up tax

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 the Company operates. The legislation will be effective for the Company's financial year beginning January 1, 2024. The Company is in the process of assessing the potential exposure arising from Pillar Two legislation, however based on a preliminary assessment, the Pillar Two effective tax rates in most of the jurisdictions in which the Company operates are above 15%, and as such the Company does not expect a material exposure to the Pillar Two legislation.

Net Income (Loss) per Share:

Net income for the quarter ended December 31, 2023 increased €13.8 million to €42.5 million compared to €28.7 million for the same period in 2022. On a per share basis, this translated into net income per basic and diluted share of €0.31 in the quarter ended December 31, 2023 compared to €0.21 for the same period in 2022. For the twelve months ended December 31, 2023 net income increased €27.8 million to €115.4 million compared to €87.6 million for the same period in 2022. On a per share basis, this translated into net income per basic and diluted share of €0.88 in the twelve months ended December 31, 2023 compared to €0.66 for the same period in 2022.

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

For the quarter ended December 31, 2023, CFO were €62.4 million compared to €48.1 million for the same period in 2022 representing an increase of 30%. For the twelve months ended December 31, 2023, CFO increased €43.5 million to €246.6 million compared to €203.0 million for the same period in 2022 representing an increase of 21%.

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

For the quarter ended December 31, 2023, FCFA2S increased €10.1 million to €28.9 million compared to €18.8 million for the same period in 2022 representing an increase of 54%. For the twelve months ended December 31, 2023, FCFA2S increased €68.8 million to €123.4 million compared to €54.5 million for the same period in 2022 representing an increase of 126%. The increase for the twelve month period is primarily as a result of the dividend paid to the Preferred Securities holders during the quarter ended March 31, 2022. Excluding the dividend, FCFA2S increased €28.4 million or 30% for the twelve months ended December 31, 2023.

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

	Three months ended December 31,		Year ended December 31,	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	(€ in millions)		(€ in millions)	
Net cash flows from operating activities	62.4	48.1	246.6	203.0
Adjusted for:				
Interest paid on lease obligations	(0.4)	(0.3)	(1.4)	(1.2)
Interest paid on other facilities	(4.4)	(4.4)	(15.8)	(11.8)
Proceeds from sale of interest rate cap	-	-	4.8	-
Credit facility transaction costs	(0.0)	(3.1)	(0.3)	(3.2)
Payments of lease obligations	(5.5)	(5.2)	(21.8)	(20.0)
Property and equipment purchased	(2.5)	(2.5)	(7.8)	(7.3)
Dividends paid to redeemable preferred securities holders	-	-	-	(66.6)
	<u>49.5</u>	<u>32.5</u>	<u>204.3</u>	<u>92.8</u>
Less amount attributable to non-controlling interests	(20.6)	(13.7)	(81.0)	(38.3)
Free cash flow available to shareholders	28.9	18.8	123.4	54.5

Due to rounding, certain totals may not foot.

Quarterly Results

	Quarter Ended								
	<u>Dec. 31</u> <u>2021</u>	<u>Mar. 31</u> <u>2022</u>	<u>Jun. 30</u> <u>2022</u>	<u>Sep. 30</u> <u>2022</u>	<u>Dec. 31</u> <u>2022</u>	<u>Mar. 31</u> <u>2023</u>	<u>Jun. 30</u> <u>2023</u>	<u>Sep. 30</u> <u>2023</u>	<u>Dec. 31</u> <u>2023</u>
Revenue	207.6	203.8	220.6	228.6	263.7	264.4	272.1	278.8	309.7
Net income	27.0	20.4	20.1	18.4	28.7	21.1	23.5	28.3	42.5
CFO	42.8	176.0	(32.0)	10.9	48.1	174.0	(15.4)	25.5	62.4
FCFA2S	21.3	61.4	(26.8)	(0.5)	18.6	101.1	(13.1)	6.5	28.9
Net income per share									
Basic	-€ 0.17	€ 0.14	€ 0.16	€ 0.15	€ 0.21	€ 0.17	€ 0.18	€ 0.22	€ 0.31
Diluted	-€ 0.17	€ 0.14	€ 0.16	€ 0.15	€ 0.21	€ 0.17	€ 0.18	€ 0.22	€ 0.31
CFO per share									
Basic	€ 0.54	€ 2.20	-€ 0.40	€ 0.14	€ 0.59	€ 2.12	-€ 0.19	€ 0.31	€ 0.76
Diluted	€ 0.33	€ 1.36	-€ 0.40	€ 0.08	€ 0.37	€ 1.34	-€ 0.19	€ 0.20	€ 0.48
FCFA2S per share									
Basic	€ 0.27	€ 0.77	-€ 0.34	-€ 0.01	€ 0.23	€ 1.23	-€ 0.16	€ 0.08	€ 0.35
Diluted	€ 0.26	€ 0.77	-€ 0.34	-€ 0.01	€ 0.23	€ 1.23	-€ 0.16	€ 0.08	€ 0.35
In millions of euros, except per share amounts									
Weighted average shares (in millions)									
Basic	79.5	79.9	80.1	80.5	81.4	81.9	81.9	81.9	81.9
Diluted	129.8	129.8	129.8	129.8	129.8	129.8	129.8	129.8	129.8

Many of the businesses invoice customers for annual software maintenance fees in Q1 each year resulting in a disproportionate amount of cash being received in the first quarter as compared to the remaining three quarters, otherwise we do not generally experience significant seasonality in our operating results from quarter to quarter. Our quarterly results may however 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, and gains or losses on the sale of financial and other assets.

Liquidity

	December 31, 2023	December 31, 2022	Variance
Cash	179.1	136.8	42.3
Topicus Revolving Credit Facility and current portion of term loans	161.1	201.3	(40.2)
Term and other loans	64.6	41.3	23.3
Loan from Constellation Software Inc. ("CSI") ¹	-	30.9	(30.9)
Debt	225.7	273.4	(47.7)
Cash less Debt	(46.6)	(136.7)	90.0

1. See "Related Parties" below.

Cash flows from operations exceeded the net capital deployed on acquisitions during the twelve months ended December 31, 2023. Cash increased by €42.3 million to €179.1 million at December 31, 2023 compared to €136.8 million at December 31, 2022 and debt decreased by €47.7 million to €225.7 million at December 31, 2023 compared to €273.4 million at December 31, 2022.

Total assets increased €140.4 million, from €1,294.8 million at December 31, 2022 to €1,435.2 million at December 31, 2023. The increase is primarily due to the €42.3 million increase in cash, €38.3 million increase in accounts receivable, €20.5 million increase in other assets, and €32.1 million increase in intangible assets.

Current liabilities decreased €4.1 million, from €570.1 million at December 31, 2022 to €566.0 million at December 31, 2023. The decrease is primarily due to the €40.2 million decrease in the revolving credit facility and current portion of term loans and the €30.9 million repayment of the loan from CSI offset by the €36.6 million increase in accounts payable and accrued liabilities and €21.9 million increase in deferred revenue.

Net Changes in Cash Flows

(€ in millions)

	Year ended December 31, 2023	Year ended December 31, 2022
Net cash provided by operating activities	246.6	203.0
Net cash from (used in) financing activities	(78.0)	(8.2)
Cash used in the acquisition of businesses	(131.5)	(167.3)
Cash obtained with acquired businesses	12.3	38.1
Net cash from (used in) other investing activities	(8.0)	(4.3)
Net cash from (used in) investing activities	(127.2)	(133.4)
Effect of foreign currency	0.9	0.0
Net increase (decrease) in cash and cash equivalents	42.3	61.4

The net cash flows from operating activities were €246.6 million for the twelve months ended December 31, 2023. The €246.6 million provided by operating activities resulted from net income of €115.4 million plus €201.5 million of adjustments to net income (primarily amortization of intangible assets, depreciation, finance and other expenses and income tax expense) offset by €20.1 million used towards non-cash operating working capital and €50.3 million in taxes paid.

The net cash flows used in financing activities for the twelve months ended December 31, 2023 were €78.0 million, which is mainly a result of the €22.2 million net decrease in bank indebtedness, the €30.0 repayment of the loan from CSI, €17.2 million of interest payments, and €21.8 million of lease payments.

The net cash flows used in investing activities for the twelve months ended December 31, 2023 were €127.2 million. The cash used in investing activities was primarily due to acquisitions for an aggregate of €131.5 million (including payments for holdbacks relating to prior acquisitions) offset by €12.2 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.

Related Parties

Transactions with related parties are assumed when a relationship exists between the Company and a natural person or entity that is affiliated with the Company. This includes, amongst others, the relationship between the Company and its subsidiaries, significant shareholders, directors, key management personnel, certain companies affiliated with key management personnel, and companies that are under common control of our controlling shareholder, CSI. Transactions are transfers of resources, services or obligations, regardless of whether anything has been charged. There have been no transactions with related parties that were not on a commercial basis, except for financing obtained from the shareholders of the Company, as explained below.

Transactions with CSI

The Company pays management fees to CSI (included within “Other, net” expenses) and reimburses CSI for certain expenses paid on behalf of the Company. The aggregate payments made by the Company to CSI for management fees and reimbursements of expenses during the three and twelve months ended December 31, 2023 was €0.6 million and €8.4 million respectively (€0.5 million and €9.3 million respectively for the three and twelve months ended December 31, 2022). The Company expensed management fees of €1.1 million and €2.6 million for the three and twelve months ended December 31, 2023 (€0.5 million and €2.0 million for the three and twelve months ended December 31, 2022).

The ending payable balance to CSI (included within “Accounts payable and accrued liabilities”) as at December 31, 2023 was €0.9 million (December 31, 2022 – €0.6 million).

Transactions with other entities under the control of CSI

The Company also provides professional services to other entities under the control of CSI. The total amount of revenue recognized during the three and twelve months ended December 31, 2023 (included within “Professional services revenue”) relating to such arrangements was €1.9 million and €7.7 million respectively (€1.8 million and €6.6 million respectively for the three and twelve months ended December 31, 2022). The ending receivable balance (included within “Accounts receivable”) as at December 31, 2023 relating to these arrangements was €0.6 million (December 31, 2022 – €0.8 million).

Transactions with Vela Software Group and CSI in conjunction with the acquisition of GeoSoftware and Geoactive

On October 1, 2021, the Company acquired the assets of GeoSoftware and at that time, CSI provided a non-interest bearing loan to the Company in the amount of US\$33.0 million (€30.4 million). The loan was provided in US dollars (the functional currency of GeoSoftware) and was temporary financing until permanent financing was arranged. The loan was originally due on December 31, 2022 and could be repaid by the Company at any time. During the period ended March 31, 2022, the loan agreement was amended to change the due date to July 1, 2023, with the loan becoming interest-bearing at an annual rate of 2% starting July 1, 2022. During the three and twelve months ended December 31, 2023, the Company recognized interest expense of nil and €0.3 million respectively relating to this loan. The loan was repaid in July 2023.

On July 1, 2022, the Company acquired the Subsurface business of Lloyd’s Register’s Industrial Digital Products division and its two interactive software solutions (“Geoactive”) for the oil and gas vertical. In conjunction with the acquisition of Geoactive, Vela contributed €7.9 million to acquire a 40% interest in Geoactive, the remaining 60% is owned by the Company.

During the twelve months ended December 31, 2023, the Company repaid, net of advancements, €0.5 million of the working capital loan which had previously been provided by the Vela Software Group (“Vela”), an operating group that is owned and controlled by CSI. The ending balance at December 31, 2023 was nil (included within “Accounts payable and accrued liabilities”) (December 31, 2022 - €0.4 million).

During the twelve months ended December 31, 2023, GeoSoftware and Geoactive reimbursed Vela and CSI for certain expenses primarily related to salaries and benefits incurred by Vela and CSI on behalf of GeoSoftware and Geoactive. The total expenses reimbursed for the twelve months ended December 31, 2023 was €3.5 million (€2.4 million for the twelve months ended December 31, 2022). The amount payable as at December 31, 2023 relating to these amounts was €0.5 million (included within “Accounts payable and accrued liabilities”) (December 31, 2022 - €1.8 million).

During the twelve months ended December 31, 2023, the Company paid a pro-rata dividend to the shareholders of Geoactive resulting in a dividend of €0.7 million being paid to Vela.

During the twelve months ended December 31, 2023, the Company paid a pro-rata dividend to the shareholders of Geosoftware resulting in a dividend of €1.1 million being paid to Vela.

During the twelve months ended December 31, 2023, Vela provided a loan to the Company in the amount of US\$2.0 million (€1.8 million). The loan is non-interest bearing, may be repaid by the Company at any time and matures in 2029. The Company is required to make annual principal payments in the amount of US\$0.3 million. The long-term portion of the loan is included within “Other Liabilities” and the short-term portion of the loan is included within “Accounts Payable and Accrued Liabilities”.

During the twelve months ended December 31, 2023, Vela contributed €8.8 million into GeoSoftware and €0.8 million into Geoactive. The contribution has been recorded as an increase to non-controlling interest by Topicus.

Transactions with companies associated with key management personnel

The Company has entered into certain rental agreements for office space with companies that are affiliated with Henk-Jan Knol, a Director of the Company. For the three months and year ended December 31, 2023, the Company paid €0.7 million and €2.7 million respectively relating to these agreements. The payable as at December 31, 2023 relating to these arrangements was €6.1 million (included within “Lease Obligations”).

The Company has entered into certain agreements with companies that are affiliated with Robin van Poelje, the CEO of the Company, primarily associated with hosting services. For the three months and year ended December 31, 2023, the Company expensed €0.4 million and €2.0 million respectively relating to these agreements, primarily included within “Third party license, maintenance and professional services” expenses. The payable as at December 31, 2023 relating to these amounts was €0.4 million (included within “Accounts payable and accrued liabilities”).

Non-controlling interests

The Company’s non-controlling interest at December 31, 2023 is associated with Topicus Coop, an entity domiciled in the Netherlands. Topicus Coop’s equity consists of Topicus Coop Ordinary Units. As at December 31, 2023 there were 129,841,818 Topicus Coop Ordinary Units outstanding, which were held by Topicus Coop’s unitholders as follows:

- Topicus: 81,889,763 Topicus Coop Ordinary Units, representing 63.07% equity ownership.
- Joday Group: 39,331,284 Topicus Coop Ordinary Units, representing 30.29% equity ownership.
- Ijssel Group: 8,620,771 Topicus Coop Ordinary Units, representing 6.64% equity ownership.

All of the Topicus Coop Ordinary Units held by the Joday Group and the Ijssel Group (collectively the “Topicus Coop Exchangeable Units”) are exchangeable, directly or indirectly, for Subordinate Voting Shares. The Topicus Coop Exchangeable Units comprise non-controlling interests in Topicus Coop.

Topicus Coop also has certain subsidiaries that are not owned 100% by Topicus Coop and have a non-controlling interest. In 2021, the Company acquired a 60% interest in GeoSoftware, the remaining 40% is owned by the Vela Software Group. GeoSoftware is domiciled primarily in Europe and North America. On May 16, 2022, the Company 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. On July 1, 2022, the Company acquired a controlling interest of 60% in Geoactive, the remaining 40% is owned by the Vela Software Group. Geoactive is domiciled in Scotland.

Summarized balance sheet and financial information relating to the non-controlling interest is included in Note 26 to the Company’s Annual Consolidated Financial Statements for the year ended December 31, 2023.

Capital Resources and Commitments

Credit Facility

On October 28, 2022, a subsidiary of the Company amended the existing credit facility (the “Credit Facility”) with a number of European financial institutions. Under the amended facility, the Company is able to borrow up to €550 million under a multicurrency revolving loan facility and up to €150 million under an additional uncommitted incremental facility. The Credit Facility matures on October 28, 2028 with an extension option for one year. The Credit Facility bears interest at a rate calculated at EURIBOR plus interest rate spreads based on a leverage table. The Credit Facility is collateralized by some of the more material assets owned by the Company and its subsidiaries, except for the entities securing amounts outstanding under the “Term Loans” defined below. The Credit 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, 2023, €155.0 million had been drawn from the Credit Facility. Transaction costs associated with the Credit Facility are being amortized through profit or loss using the effective interest rate method.

Term Loans

Certain of the Company’s subsidiaries have entered into term debt facilities (“Term Loans”) with various financial institutions. Topicus 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.

The Term Loans comprise the following:

(€ in millions)	
Principal outstanding at December 31, 2023 (and equal to fair value)	73.9
Deduct: Carrying value of transaction costs included in debt balance	(0.9)
Carrying value at December 31, 2023	73.1
Current portion	8.5
Non-current portion	64.6

The annual minimum repayment requirements for the Term Loans are as follows:

(€ in millions)

Year	Amount
2024	8.8
2025	41.2
2026	9.4
2027	4.2
2028	1.3
2029	9.0
	73.9

Other Commitments

Commitments include 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 €23.1 million at December 31, 2023. 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 December 31, 2023.

Off-Balance Sheet Arrangements

As a general practice, we have not entered into off-balance sheet financing arrangements. Except for short term leases, leases of low value assets, 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.

Members' Equity of Topicus Coop and Share Capital of Topicus

As at February 13, 2024, there were 129,841,818 ordinary units of Topicus Coop outstanding.

As at February 13, 2024, there were 81,889,763 subordinate voting shares and 1 super voting share of Topicus outstanding.

The super voting share is convertible into a subordinate voting share on a one-for- one basis. In addition, certain ordinary units of Topicus Coop are, directly or indirectly, exchangeable for subordinate voting shares of Topicus on a one-for-one basis. As a result, an additional 47,952,055 subordinate voting shares of Topicus would be issuable upon the exercise of these conversion/exchange rights. On a fully-diluted basis, there would be 129,841,819 subordinate voting shares issued and outstanding.

For more information on the capital structure of Topicus, including additional details regarding the terms and conditions relevant to the subordinate voting shares, the super voting share and the preferred shares of Topicus and the ordinary units and preference units of Topicus Coop, see Topicus' final long form prospectus dated December 18, 2020, which is available on SEDAR at www.sedarplus.ca.

Risks and Uncertainties

The Company's business is subject to a number of risk factors which are described in the final prospectus of Topicus dated December 18, 2020. 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.

Subsequent events

Subsequent to December 31, 2023 the Company completed or have entered into agreements to acquire a number of additional businesses for aggregate cash consideration of €30.7 million on closing plus cash holdbacks of €13.9 million and contingent consideration with an estimated fair value of €4.9 million for total consideration of €49.4 million. The business acquisitions include companies catering primarily to the facility management, library, education, finance and human capital verticals and are all software companies similar to the existing business of the Company.