Consolidated Financial Statements
(In euros)

Topicus.com Inc.

For the years ended December 31, 2025 and 2024

KPMG LLP
100 New Park Place, Suite 1400
Vaughan, ON L4K 0J3
Canada
Tel 905 265 5900
Fax 905 265 6390

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Topicus.com Inc.

Opinion

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

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

(Hereinafter referred to as the "financial statements").

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

Basis for Opinion

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

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

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

Key Audit Matters

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

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

Valuation of derivative asset on acquisition of 14.84% interest in Asseco Poland S.A. ("Asseco")

Description of the matter

We draw attention to Notes 2(d) and 5 to the financial statements. On February 4, 2025, the Entity entered into a binding agreement in respect of the acquisition of 12,318,863 treasury shares of Asseco for PLN 85/share. These shares represent 14.84% of Asseco's issued share capital (the "conditional purchase agreement"). The conditional purchase agreement was a derivative financial instrument and had been recorded at fair value. The acquisition of the 14.84% interest in Asseco's share capital was completed on October 1, 2025. The fair value of the derivative asset reclassified to investments accounted for using the equity method was EUR 101,686. The valuation of the derivative asset associated with the Asseco transaction involved estimation uncertainty with the blockage discount applied which includes the unobservable inputs of the percentage of the block of shares that can be sold relative to the daily trading volume of the underlying shares and the discount rate.

Why the matter is a key audit matter

We identified the valuation of derivative asset on acquisition of 14.84% interest in Asseco as a key audit matter. This matter represented an area of significant risk of material misstatement due to the high degree of estimation uncertainty in determining the fair value of the derivative asset. Significant auditor judgment, and specialized skills and knowledge were required in evaluating the results of our procedures due to the sensitivity of the derivative asset fair value to minor changes to the blockage discount and discount rate assumptions.

How the matter was addressed in the audit

The following were the primary procedures we performed, with the involvement of valuation professionals with specialized skills and knowledge, to address this key audit matter:

We assessed the appropriateness of the blockage discount assumption used to estimate the fair value of the derivative asset by comparing the estimated time period required to dispose of the shares subject to the conditional purchase agreement to the historical trading volume of Asseco's shares.

We evaluated the appropriateness of the discount rate assumption used in the valuation of the derivative asset by comparing it against a discount rate range that was independently developed using publicly available market data for comparable entities.

Valuation of Acquired Intangible Assets – Cipal Schaubroeck NV

Description of the matter

We draw attention to Note 2(d), Note 3(d) and Note 4(a) to the financial statements. On June 2, 2025, the Entity completed the acquisition of the shares of CS. The total consideration resulting from the acquisition of CS is EUR 223,629. In connection with this transaction, the Entity recorded the acquisition date fair value of technology assets and customer assets (collectively, the "intangible assets") totaling EUR 179,000. The Entity uses the income approach to value acquired technology and customer relationship intangible assets. The income approach is a valuation technique that calculates the estimated fair value of an intangible asset based on the estimated future cash flows that the asset can be expected to generate over its remaining useful life. Significant estimates and judgements used to estimate the fair value of the acquired intangible assets include future net cash flows, royalty rates, and discount rates.

Why the matter is a key audit matter

We identified the evaluation of acquisition-date fair value of intangible assets acquired in the CS business combination as a key audit matter. This matter represented a significant risk of material misstatement due to the magnitude of the balances and the high degree of estimation uncertainty in determining the fair value of intangible assets. In addition, significant auditor judgment and involvement of those with specialized skills and knowledge were required in performing and evaluating the results of our procedures due to the sensitivity of the fair value of the intangible assets to minor changes in future net cash flows, royalty rates, and discount rates.

How the matter was addressed in the audit

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

We evaluated the appropriateness of the future net cash flows by considering past performance, industry data and publicly available market data for comparable entities. We took into account changes in conditions and events affecting the technology and customer assets to assess the adjustments, or lack of adjustments, made by the Entity to historical results in arriving at the forecasted amounts.

We involved valuations professionals with specialized skills and knowledge, who assisted in assessing the discount rates embedded in the valuation models by comparing inputs into the discount rates to publicly available data for comparable entities. In addition, royalty rates used by management were compared to rates in observable market transactions. We assessed the IRR and compared it to an independently determined weighted-average cost of capital based on market inputs.

Other Information

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

- the information included in Management's Discussion and Analysis.

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

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

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

We have nothing to report in this regard.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

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

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

  The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

- Provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

KPMG

- Determine, from the matters communicated with those charged with governance, those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our auditor’s report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

KPMG LLP

Chartered Professional Accountants, Licensed Public Accountants

The engagement partner on the audit resulting in this auditor’s report is Samir Kabbani.

Vaughan, Canada

February 25, 2026

Topicus.com Inc.

Consolidated Statements of Financial Position

(In thousands of euros, except per share amounts. Due to rounding, numbers presented may not foot.)

	December 31, 2025	December 31, 2024
Assets		
Current assets:		
Cash	326,686	206,157
Accounts receivable (note 20)	175,613	142,791
Unbilled revenue (note 21)	53,909	45,415
Inventories	7,057	4,930
Other assets (note 6)	67,969	55,107
	631,234	454,400
Non-current assets:		
Property and equipment (note 7)	27,343	23,245
Right of use assets (note 8)	96,656	75,666
Deferred income taxes (note 15)	23,494	19,905
Investments accounted for using the equity method (note 5)	515,368	2,549
Other assets (note 6)	17,790	9,433
Intangible assets (note 9)	1,201,287	950,670
	1,881,939	1,081,470
Total assets	2,513,173	1,535,870
Liabilities and Shareholders' Equity		
Current liabilities:		
Topicus Revolving Credit Facility and current portion of Term and other loans (note 10 and 11)	345,324	225,718
Accounts payable and accrued liabilities	365,229	250,361
Deferred revenue (note 21)	207,140	166,593
Provisions (note 12)	3,548	2,582
Acquisition holdback payables	23,740	13,073
Lease obligations (note 13)	30,915	23,629
Income taxes payable (note 14)	39,201	18,233
	1,015,098	700,189
Non-current liabilities:		
Term and other loans (notes 10 and 11)	347,218	49,300
Deferred income taxes (note 15)	188,313	145,911
Acquisition holdback payables	40,133	10,061
Lease obligations (note 13)	67,436	53,188
Other liabilities (note 6)	73,166	45,825
	716,266	304,285
Total liabilities	1,731,363	1,004,474
Shareholders' Equity:		
Capital stock (note 16)	39,412	39,412
Accumulated other comprehensive income (loss)	124,611	5,584
Retained earnings	309,801	266,281
Non-controlling interests (note 27)	307,985	220,119
	781,810	531,396
Subsequent events (note 28)		
Total liabilities and shareholders' equity	2,513,173	1,535,870

See accompanying notes to the consolidated financial statements.

Topicus.com Inc.

Consolidated Statements of Income (Loss)
(In thousands of euros, except per share amounts. Due to rounding, numbers presented may not foot.)

	Year ended December 31, 2025	2024
Revenue		
License	43,891	43,507
Professional services	371,935	326,877
Hardware and other	39,410	24,819
Maintenance and other recurring	1,097,066	899,659
	1,552,302	1,294,862
Expenses		
Staff	835,097	706,579
Hardware	23,994	16,851
Third party license, maintenance and professional services	133,306	100,085
Occupancy	11,807	10,951
Travel, telecommunications, supplies, software and equipment	64,187	50,382
Professional fees	23,667	20,722
Other, net	22,373	13,427
Depreciation (note 7 and 8)	41,726	34,088
Amortization of intangible assets (note 9)	162,554	135,499
	1,318,710	1,088,584
Impairment of intangible and other non-financial assets (note 9)	533	617
Bargain purchase (gain) (note 4)	(154)	(517)
Finance and other (income) expenses (note 17)	(98,021)	(4,193)
(Increase) decrease in the fair value of equity securities (note 5)	(32,789)	-
Revaluation of investment accounted for using the equity method to cost (note 5)	221,748	-
Finance costs (note 17)	34,046	26,897
	125,364	22,804
Income (loss) before income taxes	108,229	183,474
Current income tax expense (recovery) (note 14)	74,724	62,413
Deferred income tax expense (recovery) (note 14 and 15)	(36,555)	(28,410)
Income tax expense (recovery)	38,169	34,004
Net income (loss)	70,060	149,470
Net income (loss) attributable to:		
Equity holders of Topicus (note 27)	41,760	91,994
Non-controlling interests (note 27)	28,300	57,476
Net income (loss)	70,060	149,470
Weighted average shares (note 18)		
Basic shares outstanding	83,212,381	82,766,336
Diluted shares outstanding	129,841,819	129,841,819
Earnings (loss) per common share of Topicus (note 18)		
Basic	0.50	1.11
Diluted	0.50	1.11

See accompanying notes to the consolidated financial statements.

Topicus.com Inc.

Consolidated Statements of Comprehensive Income (Loss)

(In thousands of euros, except per share amounts. Due to rounding, numbers presented may not foot.)

	Year ended December 31,	
	2025	2024
Net income (loss)	70,060	149,470
Items that are or may be reclassified subsequently to net income (loss):		
Foreign currency translation differences from foreign operations and other	(5,140)	7,241
Items that will not be reclassified to net income (loss):		
Changes in the fair value of equity investments at FVOCI (note 5)	188,959	-
Other comprehensive (loss) income for the period, net of income tax	183,819	7,241
Total comprehensive income (loss) for the period	253,879	156,711
Total other comprehensive income (loss) attributable to:		
Equity holders of Topicus	118,994	3,193
Non-controlling interests	64,825	4,048
Total other comprehensive income (loss)	183,819	7,241
Total comprehensive income (loss) attributable to:		
Equity holders of Topicus	160,754	95,187
Non-controlling interests	93,125	61,524
Total comprehensive income (loss)	253,879	156,711

See accompanying notes to the consolidated financial statements.

Topicus.com Inc.

Consolidated Statement of Changes in Shareholders' Equity (Deficiency)
(In thousands of euros, except per share amounts. Due to rounding, numbers presented may not foot.)

Year ended December 31, 2025

	Capital Stock	Accumulated other comprehensive (loss) income	Retained earnings	Total	Non-controlling interests	Total equity
Balance at January 1, 2025	**39,412**	**5,584**	**266,281**	**311,277**	**220,119**	**531,396**
Total comprehensive income (loss) for the period:						
Net income (loss)	-	-	41,760	41,760	28,300	70,060
Foreign currency translation differences from foreign operations and other, net of income tax and changes in the fair value of equity investments at FVOCI	-	118,994	-	118,994	64,825	183,819
Total other comprehensive income (loss) for the period	**-**	**118,994**	**-**	**118,994**	**64,825**	**183,819**
Total comprehensive income (loss) for the period	**-**	**118,994**	**41,760**	**160,754**	**93,125**	**253,879**
Transactions with owners, recorded directly in equity						
Other movements in non-controlling interests and equity	-	34	128	161	65	226
Exchange of Topicus Coop ordinary units held by non-controlling interests to subordinate voting shares of Topicus	-	-	1,633	1,633	(1,633)	-
Dividends paid to non-controlling interests	-	-	-	-	(3,692)	(3,692)
Balance at December 31, 2025	**39,412**	**124,611**	**309,801**	**473,825**	**307,985**	**781,810**

See accompanying notes to the consolidated financial statements.

Topicus.com Inc.

Consolidated Statement of Changes in Shareholders' Equity (Deficiency)
(In thousands of euros, except per share amounts. Due to rounding, numbers presented may not foot.)

Year ended December 31, 2024

	Capital Stock	Accumulated other comprehensive (loss) income	Retained earnings	Total	Non-controlling interests	Total equity
Balance at January 1, 2024	**39,412**	**2,390**	**297,382**	**339,185**	**253,299**	**592,483**
Total comprehensive income (loss) for the period:						
Net income (loss)	-	-	91,994	91,994	57,476	149,470
Other comprehensive income (loss)						
Foreign currency translation differences from foreign operations and other, net of income tax	-	3,193	-	3,193	4,048	7,241
Total other comprehensive income (loss) for the period	**-**	**3,193**	**-**	**3,193**	**4,048**	**7,241**
Total comprehensive income (loss) for the period	**-**	**3,193**	**91,994**	**95,187**	**61,524**	**156,711**
Transactions with owners, recorded directly in equity						
Other movements in non-controlling interests and equity	-	-	(251)	(251)	(369)	(620)
Exchange of Topicus Coop ordinary units held by non-controlling interests to subordinate voting shares of Topicus	-	-	4,797	4,797	(4,797)	-
Dividends paid to shareholders of the Company	-	-	(127,641)	(127,641)	-	(127,641)
Return of capital to non-controlling interests	-	-	-	-	(9,048)	(9,048)
Dividends paid to non-controlling interests	-	-	-	-	(80,489)	(80,489)
Balance at December 31, 2024	**39,412**	**5,584**	**266,281**	**311,277**	**220,119**	**531,396**

See accompanying notes to the consolidated financial statements.

Topicus.com Inc.

Consolidated Statements of Cash Flows

(In thousands of euros, except per share amounts. Due to rounding, numbers presented may not foot.)

	Year ended December 31, 2025	2024
Cash flows from (used in) operating activities:		
Net income (loss)	70,060	149,470
Adjustments for:		
Depreciation	41,726	34,088
Amortization of intangible assets	162,554	135,499
Impairment of intangible and other non-financial assets	533	617
Bargain purchase (gain)	(154)	(517)
Finance and other expenses (income) (note 17)	(98,021)	(4,193)
(Increase) decrease in the fair value of equity securities (note 5)	(32,789)	-
Finance costs (note 17)	34,046	26,897
Revaluation of investments accounted for using the equity method to cost (note 5)	221,748	-
Income tax expense (recovery)	38,169	34,004
Change in non-cash operating assets and liabilities exclusive of effects of business combinations (note 25)	28,402	27,106
Income taxes (paid) received	(53,598)	(55,344)
Net cash flows from (used in) operating activities	412,676	347,627
Cash flows from (used in) financing activities:		
Interest paid on lease obligations	(3,056)	(2,054)
Interest paid on other facilities	(24,861)	(21,124)
Net increase (decrease) in Topicus Revolving Credit Facility	115,000	65,000
Proceeds from issuance of Loan (note 10)	200,000	-
Proceeds from issuance of term and other loans	127,691	30,238
Increase (decrease) in bank indebtedness	22,518	7,873
Increase (decrease) in loan from Vela Software Group (note 26)	(287)	(300)
Return of capital to non-controlling interests	-	(9,048)
Repayments of term and other loans	(18,639)	(47,786)
Credit facility transaction costs	(3,468)	(1,321)
Payments of lease obligations	(30,139)	(24,594)
Other financing activities	-	(356)
Dividends paid to non-controlling interests	(3,692)	(80,489)
Dividends paid to shareholders of the Company	-	(127,641)
Net cash flows from (used in) in financing activities	381,069	(211,602)
Cash flows from (used in) investing activities:		
Acquisition of businesses (note 4)	(311,003)	(112,952)
Cash obtained with acquired businesses (note 4)	62,707	35,532
Post-acquisition settlement payments, net of receipts	(25,550)	(22,385)
Purchase of equity securities of Asseco Poland S.A. (note 5)	(413,246)	-
Transaction fees associated with the acquition of Asseco Poland S.A. (note 5)	(8,618)	-
Proceeds from sale of equity securities of Asseco Poland S.A. (note 5)	28,368	-
(Increase) decrease in restricted cash	(1,555)	(2,128)
Interest, dividends and other proceeds received, net of income taxes paid	9,545	-
Property and equipment purchased	(10,653)	(8,283)
Net cash flows from (used in) investing activities	(670,005)	(110,217)
Effect of foreign currency on cash and cash equivalents	(3,211)	1,291
Increase (decrease) in cash	120,529	27,099
Cash, beginning of period	206,157	179,059
Cash, end of period	326,686	206,157

See accompanying notes to the consolidated financial statements.

Notes to the consolidated financial statements

1. Reporting entity

Topicus.com Inc. ("Topicus") was incorporated pursuant to the Business Corporations Act (Ontario) on September 10, 2020. The address of its registered office is 66 Wellington Street West, Suite 5300, TD Bank Tower, Toronto, Ontario, Canada.

The consolidated financial statements of Topicus as at and for the years ended December 31, 2025 and December 31, 2024 comprise Topicus, Topicus.com Cooperatief U.A. ("Topicus Coop") and its subsidiaries and the Company's interest in associates (together referred to as the "Company"). Topicus' principal subsidiary is Topicus Coop and Topicus has a common equity interest of 64.18% (December 31, 2024 – 63.98%) in Topicus Coop with 35.82% (December 31, 2024 – 36.02%) being owned by the non-controlling interests.

The Company is engaged principally in the development, installation and customization of software and the provision of related professional services and support for customers across several diverse markets primarily in Europe.

2. Basis of presentation

(a) Statement of compliance

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS), issued and outstanding as of February 25, 2026, the date the board of directors approved such financial statements.

(b) Basis of measurement

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

(c) Functional and presentation currency

The consolidated financial statements are presented in euros, which is Topicus.com Inc.'s functional currency.

(d) Use of estimates and judgements

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

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

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

Note 3(k) - Revenue recognition
Note 3(a)(i) - Business combinations
Note 3(m) - Income taxes
Note 3(d) and Note 8 - Intangible assets
Note 22 - Contingencies

Critical judgements that the Company has made in the process of applying accounting policies disclosed herein and that have a significant effect on the amounts recognized in the consolidated financial statements relate to (i) Revenue recognition; (ii) Business combinations; (iii) recognition of deferred tax assets; (iv) valuation of derivatives and (v) contingent consideration liabilities.

- Business Combinations - Estimates and judgments are used when allocating the purchase price to the fair value of acquired net assets (specifically to the acquired technology assets and customer assets) in business combinations. The Company estimates the fair value of technology and customer assets acquired in a business combination based on the income approach. The income approach is a valuation technique that calculates the fair value of an intangible asset based on the present value of future net cash flows that the asset can be expected to generate over its remaining useful life. For significant business combinations, significant estimates and judgments including future net cash flows, royalty rates, and discount rates are used to estimate the fair value of the acquired intangible assets. Changes in these estimates and judgments could result in significant changes to the valuation of the intangible assets.
- Revenue Recognition - The Company applies significant judgment to determine the estimated hours to completion which affects the timing of revenue recognized for professional services and non-distinct license and hardware. Estimated hours to completion are continually and routinely revised based on changes in the progress of customer contracts.
- Deferred tax assets - the recognition of deferred tax assets is based on forecasts of future taxable profit. The measurement of future taxable profit for the purposes of determining whether or not to recognize deferred tax assets depends on many factors, including the Company's ability to generate such profits and the implementation of effective tax planning strategies. The occurrence or non-occurrence of such events in the future may lead to significant changes in the measurement of deferred tax assets.
- Derivatives – the valuation of derivatives associated with certain contract obligations are recorded at fair value at the end of each reporting period. The valuation of the derivative asset associated with the Asseco transaction involved estimation uncertainity including the blockage discount which includes the unobservable inputs of the percentage of the block of shares that can be sold relative to the daily trading volume of the underlying shares and the discount rate (note 5).
- Contingent consideration liabilities - contingent consideration liabilities are initially recorded on the date of a business combination and are payable on the achievement of certain financial targets in the post-acquisition periods. The obligation for contingent consideration is recorded at its estimated fair value at the various acquisition dates and the fair value is re-assessed at the end of each reporting period. The estimated fair value of the applicable contingent consideration is calculated using the estimated financial outcome and resulting expected contingent consideration to be paid and inclusion of a discount rate as appropriate.

3. Material accounting policies

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

The material accounting policies have been applied consistently by the Company‘s subsidiaries.

(a) Basis of consolidation

(i) Business combinations

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

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

(ii) Consolidation methods

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

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

(iii) Transactions eliminated on consolidation

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

(b) Foreign currency translation

(i) Foreign currency transactions

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

(ii) Foreign operations

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

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

(c) Financial Instruments

The Company's financial instruments comprise cash, accounts receivable, Topicus Revolving Credit Facility, Schuldschein Loan, Term and Other Loans, accounts payable and accrued liabilities, income taxes payable and acquisition holdback assets or payables.

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

Financial liabilities include the Topicus Revolving Credit Facility, Schuldschein Loan, Term and Other Loans, accounts payable and accrued liabilities, income taxes payable and acquisition holdback payables. Financial liabilities are generally recognized initially at fair value, typically being transaction price, plus any directly attributable transaction costs and subsequently measured at amortized cost using the effective interest method. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled, or expired.

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

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

(d) Intangible assets

(i) Goodwill

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

The impairment test methodology is based on a comparison between the higher of fair value less costs to sell and value-in-use of each of the Company's cash generating units ("CGU") and the net asset carrying values (including goodwill). Within the Company's reporting structure, business units generally reflect the CGU. In determining the recoverable amount, the Company applies an estimated market valuation multiple to the business unit's estimated annual revenues. Valuation multiples applied by the Company for this purpose reflect current market conditions specific to the business unit and are assessed for reasonability by comparison to the Company's current and past acquisition experience involving ranges of revenue-based multiples required to acquire representative software companies and the parent company's (Constellation Software Inc.) overall revenue based-trading multiple. In addition, in certain instances, the recoverable amount is determined using a value-in-use approach which follows the same valuation process that is undertaken for the Company's business acquisitions. An impairment is recognized if the carrying amount of a CGU exceeds its estimated recoverable amount. The recoverable amount for CGU's containing goodwill is estimated annually on October 1 of each year or whenever events or changes in circumstances indicate that the carrying value may be impaired.

(ii) Acquired intangible assets

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

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

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

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

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

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

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

Technology assets	2 to 10 years
Customer assets	2 to 20 years
Trademarks	2 to 20 years

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

(iii) Research and development

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

(In thousands of euros, except per share amounts and as otherwise indicated.)

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

For the year ended December 31, 2025, EUR 205,964 (2024 – EUR 171,050) of research and development costs have been expensed in profit or loss. These costs are net of estimated investment tax credits, recognized as part of other, net expenses through profit or loss of EUR 10,163 for the year ended December 31, 2025 (2024 – EUR 9,797).

(e) Property and equipment

(i) Recognition and measurement

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

(ii) Depreciation

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

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

Asset	Estimated Useful Life
Computer hardware	3-5 years
Computer software	3-5 years
Furniture and equipment	3-10 years
Leasehold improvements	5-10 years
Buildings	40 years

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

(f) Inventories

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

(g) Unbilled revenue

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

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

(h) Other non-current liabilities

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

(i) Impairment

(i) Financial assets (including receivables)

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

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

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

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

(ii) Non-financial assets

The carrying amounts of the Company's non-financial assets, other than inventories (which are addressed in note 3(f)) and deferred tax assets (which are addressed in note 3(m)), are reviewed at each reporting date (or more frequently if required) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, the recoverable amount is estimated annually on October 1 of each fiscal year or whenever required.

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

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

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

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

(j) Provisions

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

(k) Revenue recognition

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

Contracts with multiple products or services

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

Where a contract consists of more than one performance obligation, revenue is allocated to each based on their estimated stand-alone selling price ("SSP").

Nature of products and services

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

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

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

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

Maintenance and other recurring revenue primarily consists of fees charged for customer support on software products post-delivery and also includes, to a lesser extent, recurring fees derived from software licenses that are not distinct from maintenance, transaction revenues, managed services, and hosted products.

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

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

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

Costs to Obtain a Contract

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

(l) Finance income and finance costs

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

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

(m) Income taxes

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

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

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

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

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

(n) Investment tax credits

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

(o) Segment Reporting

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

Following the guidance set out by IFRS 8, Operating Segments, the Company has determined that it has three operating segments. Each of the Company's operating segments operate essentially as "mini Topicus companies", conglomerates of small vertical market software companies with similar economic characteristics. Each operating segment CEO is focused on investing capital that generates returns at or above the investment hurdle rates set by the Company's head office and the board of directors. The Company aggregates operating segments into one reportable segment, consistent with the objective and basic principles of IFRS 8.

(p) Earnings per share

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

(q) Short-term employee benefits

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

(r) Leases

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

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

(s) Recent accounting pronouncements not yet adopted

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

4. Business acquisitions

(a) On June 2, 2025, the Company completed the acquisition of 100% of the shares of Cipal Schaubroeck NV ("CS"). The Company paid cash of EUR 197,607 plus issued an estimated cash holdback payable of EUR 20,000 and contingent consideration with an estimated acquisition date fair value of EUR 6,022. The total consideration resulting from acquisition of CS is EUR 223,629.

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

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

The gross contractual amounts of acquired receivables was EUR 26,960; however, the Company has recorded an allowance of EUR 287 as part of the acquisition accounting to reflect contractual cash flows that are not expected to be collected.

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

(In thousands of euros, except per share amounts and as otherwise indicated.)

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

Assets acquired:	
Cash	17,681
Accounts receivable	26,673
Other current assets	11,294
Property and equipment	2,136
Right of use assets	13,356
Investments accounted for using the equity method	23,247
Other non-current assets	11,275
Deferred income taxes	2,091
Technology assets	64,000
Customer assets	112,000
	283,753
Liabilities assumed:	
Current liabilities	29,491
Deferred revenue	17,484
Deferred income taxes	44,000
Long-term lease obligations	8,904
Other non-current liabilities	1,180
	101,058
Goodwill	40,935
Total consideration	**223,629**

The acquisition of CS contributed revenue of EUR 62,562 and a net loss of EUR 5,223 for the year ended December 31, 2025. If this acquisition had occurred on January 1, 2025, the Company estimates that pro-forma consolidated revenue and pro-forma consolidated net income would have been EUR 1,597,454 and EUR 68,650 compared to the actual amounts reported in the consolidated statement of income (loss) for year ending December 31, 2025.

(b) During the year ended December 31, 2025, the Company completed a number of additional acquisitions for aggregate cash consideration of EUR 113,396, plus cash holdbacks of EUR 38,991 and contingent consideration with an estimated acquisition date fair value of EUR 14,369 resulting in total consideration of EUR 166,756. The obligation for contingent consideration for acquisitions during the year ended December 31, 2025 has been recorded at its estimated fair value at the various acquisition dates. The estimated fair value of the applicable contingent consideration is calculated using the estimated financial outcome and resulting expected contingent consideration to be paid and inclusion of a discount rate as appropriate. For these arrangements, the estimated increase to the initial consideration is not expected to exceed EUR 28,025.

The aggregate contingent consideration liability at December 31, 2025 is EUR 38,553 (December 31, 2024 – EUR 23,028) and has been reported in the consolidated statement of financial position at its estimated fair value relating to applicable acquisitions completed in the current and prior periods. Changes made to the estimated fair value of contingent consideration are included in “Other, net” in the consolidated statements of income. An expense of EUR 2,310 has been recorded for the year ended December 31, 2025, as a result of such changes (income of EUR 1,266 for the year ended December 31, 2024).

None of the additional acquisitions completed during the year ended December 31, 2025 were deemed to be individually significant. All of the businesses acquired during the period were acquisitions of shares. The cash holdbacks are generally payable within a two-year period and are adjusted, as necessary, for such items as working capital or net tangible asset assessments, as defined in the purchase and sale agreements, and claims under the respective representations and warranties of the purchase and sale agreements.

The additional acquisitions during the year ended December 31, 2025 include software companies catering to information technology, fashion, technical service providers, digital marketing, forestry, lighting design, healthcare, telecommunications, craftsman, retail management and distribution, manufacturing, document management, real estate, logistics hospitality, aviation, transit, asset management, social media, insurance, enterprise resource management, local government and financial services, all of which are software businesses similar to existing businesses operated by the Company. The acquisitions have been accounted for using the acquisition method with the results of operations included in these condensed consolidated financial statements from the date of each acquisition.

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

The gross contractual amounts of acquired receivables from the additional acquisitions was EUR 16,122 however, the Company has recorded an allowance of EUR 293 as part of the acquisition accounting to reflect contractual cash flows that are not expected to be collected.

Due to the complexity and timing of certain acquisitions made, the Company is in the process of determining and finalizing the estimated fair value of the net assets acquired as part of the acquisitions closed during 2025. The amounts determined on a provisional basis generally relate to net asset assessments and measurement of the assumed liabilities, including acquired contract liabilities. The provisional purchase price allocations may differ from the final purchase price allocations, and these differences may be material. Revisions to the allocations will occur as additional information about the fair value of assets and liabilities becomes available. The cash consideration associated with these provisional estimates (including individually significant acquisitions) totals EUR 311,002.

(In thousands of euros, except per share amounts and as otherwise indicated.)

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

Assets acquired:	
Cash	45,026
Accounts receivable	15,829
Other current assets	5,810
Property and equipment	3,164
Right of use assets	6,811
Other non-current assets	370
Deferred income taxes	8,197
Technology assets	91,173
Customer assets	98,118
	274,498
Liabilities assumed:	
Current liabilities	55,567
Deferred revenue	17,664
Deferred income taxes	43,798
Long-term lease obligations	4,503
Other non-current liabilities	6,032
	127,564
Bargain purchase gain	(154)
Goodwill	19,976
Total consideration	**166,756**

The 2025 additional business acquisitions did not have a material impact to either the consolidated revenue or the consolidated net income (loss) for the year ended December 31, 2025. The materiality threshold is reviewed on a regular basis taking into account the quantitative (contribution to revenue and net income) and qualitative (size and comparability with other Topicus businesses) factors of current period acquisitions on both an individual and aggregate basis.

5. Investments accounted for using the equity method

Investment in Asseco:

On January 31, 2025, the Company purchased 8,300,029 shares in Asseco Poland S.A. ("Asseco") representing approximately 9.99% of the issued shares in Asseco. The Asseco shares were acquired at a price of 85 PLN per share for total consideration of EUR 167,977. Asseco offers comprehensive, proprietary IT solutions for certain sectors of the economy and is listed on the Polish Warsaw Stock Exchange (the "WSE"). The Company has made an irrevocable election at the time of initial recognition to present subsequent changes in fair value in other comprehensive income ("FVOCI"). The Company designated the Asseco investment as equity securities at FVOCI because the investment in Asseco represents an investment that the Company intends to hold for the long term. At the time the Company purchased shares of Asseco, the trading price per Asseco share on the WSE was in excess of the purchase price of 85 PLN per share. The Company recorded a gain of EUR 32,789 in the statement of income (loss) at the time of purchase. During year ended December 31, 2025, the Company recorded a gain of EUR 190,618 based on the Asseco share price as at September 25, 2025, the date at which the Company received the last outstanding regulatory approval for the acquisition of the treasury shares and commenced the equity method of accounting, within other comprehensive income reduced by transaction costs of EUR 1,659. During the three months ended June 30, 2025, the Company received a dividend of EUR 7,710 from Asseco. The dividend has been included in net income and included in the line item "Finance and other (income) expenses".

On February 4, 2025, the Company entered into a binding agreement in respect of the acquisition of 12,318,863 treasury shares of Asseco for 85 PLN/share. These shares represent 14.84% of Asseco's issued share capital. The contract to acquire the additional shares of Asseco was a derivative under IFRS Accounting Standards and had been recorded at fair value. The significant assumption associated with the valuation of derivative is the blockage discount which includes the unobservable inputs of the percentage of the block of shares that can be sold relative to the daily trading volume of Asseco shares and the discount rate. The estimated fair value of the derivative asset decreases as the discount increases. The estimated fair value of the asset increases as the discount decreases. The key observable input is the share price of Asseco. As the Asseco share price increases, the fair value of the derivative increases. As the Asseco share price decreases, the fair value of the derivative decreases. During the year ended December 31, 2025, income of EUR 101,686 was recorded within Finance and other (income) expenses (note 17). The acquisition of the 14.84% interest in Asseco's share capital was completed on October 1, 2025, increasing the Company's total shareholding to 24.84% and the derivative is no longer presented on the balance sheet. The fair value of the derivative has been included as part of the carrying value of the total investment in Asseco.

On September 25, 2025 and subsequent to this date, the Company applied the equity method of accounting to its existing 9.99% investment in Asseco as a result of its ability to exercise significant influence over Asseco. The Company elected to record the investment in Asseco at cost under the equity method of accounting which comprised of the initial investment of EUR 167,977 and transaction fees of EUR 1,659 for a total cost of EUR 169,636. As a result, Topicus reversed previous fair value adjustments and recorded a loss in the consolidated statement of income of EUR 221,748 for the year ended December 31, 2025.

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

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

- Cash paid to acquire initial 8,300,029 shares at 85 PLN/share – EUR 167,977
- Cash paid to acquire 12,318,863 shares at 85 PLN/share – EUR 245,269
- Fair value of derivative asset reclassified to investment in affiliate – EUR 101,686
- Transaction fees – EUR 8,618

The initial cost of the investment in Asseco is EUR 523,550.

On February 3, 2025, Topicus announced the signing of a shareholders' agreement which was entered into with the Adam Góral Family Foundation governing their cooperation as shareholders in Asseco. Under the terms of the agreement, certain parties had the right to buy up to 1.7% (1,411,006 shares) of Asseco's shares from the Company at a purchase price of PLN 85. The contract was a derivative under IFRS Accounting Standards and had been recorded at fair value. The key observable input is the share price of Asseco. As the Asseco share price increases, the fair value of the derivative liability increases. As the Asseco share price decreases, the fair value of the derivative liability decreases. During the year ended December 31, 2025, an expense of EUR 37,712 was recorded. On December 4, 2025, the agreement was exercised for 1.7% (1,411,006 shares) of Asseco and the company received total proceeds of EUR 28,368 and the derivative is no longer presented on the balance sheet. As a result, Topicus' shareholding decreased to 23.14% as at December 31, 2025. The Company recorded a dilution gain of EUR 30,106 as a result of this disposition and has been included in "Finance and other (income) expenses".

(In thousands of euros, except per share amounts and as otherwise indicated.)

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

Current assets	3,041,485
Non-current assets	1,921,425
Current liabilities	1,442,875
Non-current liabilities	1,061,224
Net Assets	2,458,811
Non-controlling interest	(1,503,988)
Net assets attributable to the shareholders of Asseco	954,823
Topicus' share of net assets	227,821
Goodwill	262,030
Investment in Asseco	489,851

The fair value of the Company's investment in Asseco based on the share price of Asseco at December 31, 2025 is EUR 1,038,894.

(In thousands of euros, except per share amounts and as otherwise indicated.)

Investment in Remmicom:

As a result of the acquisition of Cipal (note 4), the Company acquired a 50% interest in Remmicom JV NV. Remmicom, a Belgium based entity, owns the intellectual property and is responsible for the development of certain products resold by Cipal. The Company has applied the equity method of accounting to its investment in Remmicom because its 50% ownership interest entitles the Company to significant influence, not control, over Remmicom. The tables below provide summarised financial information for the investment in Remmicom as at December 31, 2025. The information disclosed reflects the amounts presented in the financial statements of Remmicom and not the Company's share of those amounts. The amounts have been amended to reflect adjustments made by the Company when using the equity method, including fair value adjustments.

Current assets	3,888
Non-current assets	52,248
Current liabilities	2,581
Non-current liabilities	12,222
Net Assets	41,332
Topicus' share of net assets	20,666
Goodwill	2,716
Investment in Remmicom	23,382

During the period, the Company received dividends of EUR 552 and recorded a loss from the application of the equity method of accounting of EUR 1,313.

6. Other assets and liabilities

(a) Other assets

	December 31, 2025	December 31, 2024
Prepaid expenses and other current assets	47,684	40,915
Sales tax receivable	3,566	1,541
Equity securities held for trading	1	0
Other receivables	16,718	12,650
Total other current assets	67,969	55,107
Costs to obtain a contract	141	161
Non-current trade and other receivables and other assets	17,649	9,273
Total other non-current assets	17,790	9,433

(In thousands of euros, except per share amounts and as otherwise indicated.)

(b) Other liabilities

	December 31, 2025	December 31, 2024
Contingent consideration	29,755	16,896
Deferred revenue	9,175	6,632
Other non-current liabilities	34,236	22,297
Total other non-current liabilities	73,166	45,825

7. Property and equipment

	Computer hardware	Computer software	Furniture and equipment	Leasehold improvements	Buildings	Total
Cost						
Balance at January 1, 2024	33,239	12,622	9,522	7,046	1,427	63,856
Additions	4,624	852	1,559	1,247	-	8,283
Acquisitions through business combinations	2,513	126	1,526	652	-	4,818
Disposals / retirements / reclassifications / other	(3,738)	45	(1,488)	(1,255)	42	(6,393)
Balance at December 31, 2024	36,640	13,646	11,119	7,691	1,470	70,564
Balance at January 1, 2025	36,640	13,646	11,119	7,691	1,470	70,564
Additions	6,351	1,069	2,004	1,228	-	10,653
Acquisitions through business combinations	2,735	281	1,320	893	8	5,238
Disposals / retirements / reclassifications / other	(6,330)	29	(3,074)	(903)	5	(10,273)
Balance at December 31, 2025	39,396	15,026	11,369	8,910	1,482	76,183
Depreciation and impairment losses						
Balance at January 1, 2024	23,050	11,290	4,921	4,437	129	43,827
Depreciation charge for the year	5,392	880	1,935	939	44	9,190
Disposals / retirements / reclassifications / other	(3,445)	133	(1,177)	(1,229)	20	(5,698)
Balance at December 31, 2024	24,997	12,303	5,678	4,148	193	47,319
Balance at January 1, 2025	24,997	12,303	5,678	4,148	193	47,319
Depreciation charge for the year	6,534	1,018	2,235	1,053	46	10,885
Disposals / retirements / reclassifications / other	(6,419)	105	(2,182)	(866)	(2)	(9,364)
Balance at December 31, 2025	25,112	13,426	5,730	4,335	236	48,839
Carrying amounts:						
At January 1, 2024	10,189	1,333	4,601	2,609	1,298	20,030
At December 31, 2024	11,642	1,343	5,440	3,543	1,277	23,245
At January 1, 2025	11,642	1,343	5,440	3,543	1,277	23,245
At December 31, 2025	14,285	1,599	5,638	4,575	1,246	27,343

(In thousands of euros, except per share amounts and as otherwise indicated.)

8. Right-of-use assets

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

	Computer hardware	Vehicles	Furniture and equipment	Building	Other	Total
Cost						
Balance at January 1, 2024	9,248	19,768	311	75,230	111	104,667
Additions	1,155	13,386	48	20,328	1	34,918
Acquisitions through business combinations	562	1,162	39	8,621	-	10,385
Disposals / retirements / reclassifications / other	(1,377)	(6,852)	(239)	(11,561)	(42)	(20,070)
Balance at December 31, 2024	9,588	27,464	159	92,618	70	129,899
Balance at January 1, 2025	9,588	27,464	159	92,618	70	129,899
Additions	2,844	11,276	13	21,480	-	35,614
Acquisitions through business combinations	127	8,644	4	11,391	-	20,165
Disposals / retirements / reclassifications / other	(1,137)	(7,743)	(62)	(12,882)	-	(21,823)
Balance at December 31, 2025	11,421	39,641	114	112,608	70	163,855
Depreciation and impairment losses						
Balance at January 1, 2024	3,487	9,620	253	30,193	47	43,601
Depreciation charge for the year	2,267	6,407	57	16,132	36	24,898
Disposals / retirements / reclassifications / other	(1,020)	(5,771)	(239)	(7,194)	(42)	(14,266)
Balance at December 31, 2024	4,733	10,257	71	39,131	41	54,233
Balance at January 1, 2025	4,733	10,257	71	39,131	41	54,233
Depreciation charge for the year	2,588	9,502	38	18,698	15	30,842
Disposals / retirements / reclassifications / other	(956)	(6,199)	(62)	(10,659)	-	(17,876)
Balance at December 31, 2025	6,366	13,559	47	47,170	57	67,199
Carrying amounts:						
At January 1, 2024	5,761	10,148	58	45,037	64	61,066
At December 31, 2024	4,854	17,207	89	53,488	28	75,666
At January 1, 2025	4,854	17,207	89	53,488	28	75,666
At December 31, 2025	5,056	26,082	67	65,438	13	96,656

(In thousands of euros, except per share amounts and as otherwise indicated.)

9. Intangible assets and goodwill

	Technology Assets	Customer Assets	Trademarks	Goodwill	Total
Cost					
Balance at January 1, 2024	561,703	668,688	25,406	235,734	1,491,531
Acquisitions through business combinations	65,523	96,046	-	13,931	175,499
Effect of movements in foreign exchange and other	4,156	4,464	-	1,452	10,073
Balance at December 31, 2024	631,382	769,198	25,406	251,117	1,677,103
Balance at January 1, 2025	631,382	769,198	25,406	251,117	1,677,103
Acquisitions through business combinations	154,773	208,618	-	60,868	424,259
Effect of movements in foreign exchange and other	(7,043)	(5,470)	-	(1,803)	(14,316)
Balance at December 31, 2025	779,112	972,346	25,406	310,183	2,087,046
Accumulated amortization and impairment losses					
Balance at January 1, 2024	334,244	247,528	6,032	18	587,822
Amortization for the period	65,796	68,434	1,269	-	135,499
Impairment charge	-	-	-	629	629
Effect of movements in foreign exchange and other	1,586	897	-	-	2,483
Balance at December 31, 2024	401,625	316,860	7,301	647	726,433
Balance at January 1, 2025	401,625	316,860	7,301	647	726,433
Amortization for the period	80,064	81,221	1,269	-	162,554
Impairment charge	-	-	-	528	528
Effect of movements in foreign exchange and other	(2,728)	(1,027)	-	-	(3,755)
Balance at December 31, 2025	478,961	397,053	8,570	1,175	885,759
Carrying amounts					
At January 1, 2024	227,458	421,160	19,374	235,716	903,709
At December 31, 2024	229,756	452,339	18,105	250,470	950,670
At January 1, 2025	229,756	452,339	18,105	250,470	950,670
At December 31, 2025	300,151	575,293	16,836	309,008	1,201,287

Impairment testing for cash-generating units containing goodwill

The annual impairment test of goodwill was performed as of October 1, 2025 and did not result in any significant impairment loss. For the purpose of impairment testing, goodwill is allocated to the Company's business units included in each operating segment, which represent the lowest level within the Company at which goodwill is monitored for internal purposes. There was no goodwill reallocated to the Company's CGUs that was deemed to be significant in comparison to the carrying amount of goodwill.

The Company has 8 CGUs whereby the total goodwill allocated is significant in comparison to the Company's total carrying amount of goodwill. The total goodwill allocated to each of these CGUs as at

December 31, 2025 is EUR 40,935, EUR 10,341, EUR 22,079, EUR 19,214, EUR 23,040, EUR 21,955, EUR 20,397 and EUR 16,822. In determining the recoverable amount, the Company applied an estimated market valuation multiple to the business unit's estimated annual revenues. Valuation multiples, which are Level 3 inputs, applied by the Company for this purpose reflect current market conditions specific to the business unit and are assessed for reasonability by comparison to the Company's current and past acquisition experience involving ranges of revenue-based multiples required to acquire representative software companies. During 2025, the estimated market valuation multiple ranged from 1.5X to 7.9X of total revenue.

10. Topicus Coop Debt Facilities

Schuldschein Loan

On June 30, 2025, Topicus Coop obtained a EUR 200,000 senior unsecured Schuldschein Loan (the “Loan”). The Loan bears interest at a rate calculated at EURIBOR plus interest rate spreads based on tenure. EUR 79,500 of the Loan is due on June 30, 2028, EUR 105,500 of the Loan is due on June 30, 2030 and EUR 15,000 of the Loan is due on June 30, 2032. The Loan is guaranteed by certain subsidiaries of the Company on the same basis as such subsidiaries have guaranteed the Topicus Revolving Credit Facilities. The Loan contains standard events of default which, if not remedied within a cure period, would trigger the repayment of any outstanding balance. Transaction costs associated with the Loan have been included as part of the carrying amount of the liability and are being amortized through profit or loss using the effective interest rate method. As at December 31, 2025, the carrying value of the Loan is EUR 199,404 and has been classified as a non-current liability in the consolidated statement of financial position and the carrying amount of costs relating to the Loan totaled EUR 596.

Revolving Credit Facility

On May 13, 2025, Topicus Coop amended the existing revolving credit facility (the “Topicus Revolving Credit Facility”) with a number of European financial institutions. Under the amended credit facility, the Company will be able to borrow up to EUR 700,000 under a multicurrency revolving loan facility. The Topicus Revolving Credit Facility matures on October 28, 2029. The Topicus Revolving Credit Facility bears interest at a rate calculated at EURIBOR plus interest rate spreads based on a leverage table. The Topicus Revolving Credit Facility is guaranteed by the Company and some of its material subsidiaries, except for the entities securing amounts outstanding under the Term and Other Loans within subsidiaries of Topicus Coop (note 11). The Topicus Revolving Credit Facility contains standard events of default which, if not remedied within a cure period, would trigger the repayment of any outstanding balance. As of December 31, 2025, EUR 335,000 (December 31, 2024 – EUR 220,000) had been drawn from this credit facility. Transaction costs associated with the Topicus Revolving Credit Facility have been included as part of the carrying amount of the liability and are being amortized through profit or loss using the effective interest rate method. The carrying value of the debt amounts to EUR 332,890 (December 31, 2024 – EUR 217,501). As at December 31, 2025, the carrying amount of costs relating to this Topicus Revolving Credit Facility totaled EUR 2,110 (December 31, 2024 – EUR 2,499). The Company has classified the revolver as a current liability.

11. Term and Other Loans within subsidiaries of Topicus Coop

Certain of the Company’s subsidiaries have entered into term and other debt facilities (“Term and Other 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.

(In thousands of euros, except per share amounts and as otherwise indicated.)

The term and other loans comprise the following:

	Term and Other Debt Facilities	
	December 31, 2025	December 31, 2024
Principal outstanding (and equal to fair value)	162,851	58,070
Deduct: Carrying value of transaction costs included in debt balance	(2,603)	(553)
Carrying value	160,248	57,517
Current portion	12,434	8,217
Non-current portion	147,814	49,300

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

Year	Term and Other Debt Facilities
2026	12,580
2027	7,954
2028	16,143
2029	29,723
2030	1,050
2031	-
2032	95,402
	162,851

(In thousands of euros, except per share amounts and as otherwise indicated.)

12. Provisions

At January 1, 2025	2,582
Reversal	(418)
Provisions recorded during the period	5,138
Provisions used during the period	(3,728)
Effect of movements in foreign exchange and other	(27)
At December 31, 2025	3,548
Provisions classified as current liabilities	3,548
Provisions classified as other non-current liabilities	-

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

13. Lease obligations

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

	December 31, 2025
Less than 1 year	33,921
Between 1 and 5 years	66,609
More than 5 years	7,873
Total	108,403
Less: Impact of discounting	(10,052)
Leases obligation recorded on balance sheet	98,351

The expense relating to variable lease payments not included in the measurement of lease obligations was EUR 41 (2024 – EUR 21). Expenses relating to short-term leases were EUR 1,568 (2024 – EUR 1,988), expenses relating to leases of low value assets were EUR 662 (2024 – EUR 545) and sublease income was EUR nil (2024 – EUR nil). Total cash outflow for leases was EUR 35,466 (2024 – EUR 29,201).

(In thousands of euros, except per share amounts and as otherwise indicated.)

14. Income taxes

(a) Tax recognized in profit or loss

	2025	2024
Tax recognized in profit or loss		
Current tax expense (recovery)		
Current year	75,893	63,901
Change in estimate for prior years	(1,169)	(1,487)
	74,724	62,413
Deferred tax expense (recovery)		
Origination and reversal of temporary differences	(31,201)	(26,613)
Effect of change in future tax rates	(224)	-
Change in recognized temporary differences and unrecognized tax losses	(744)	-
Change in estimate for prior years	(4,386)	(1,797)
	(36,555)	(28,410)
Income tax expense (recovery)	**38,169**	**34,004**

(b) Reconciliation of effective tax rate

		2025	2024
Net income (loss) for the year		70,060	149,470
Income tax expense		38,169	34,004
Income (loss) before income taxes		108,229	183,474
Income tax expense using the Company's statutory tax rate of 25.8% (2024 - 25.8%)		27,923	47,336
Impact on taxes from:			
	Foreign tax rate differential	(3,174)	(2,271)
	Other, including non deductible expenses and non taxable income	4,411	(1,089)
	Investment in Asseco income and valuation effects	24,218	-
	Research and development and other allowances	(8,685)	(6,688)
	Change in recognized temporary differences and unrecognized tax losses	(744)	-
	Effect of change in future tax rates	(224)	-
	Change in estimate for prior years	(5,556)	(3,284)
		38,169	**34,004**

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

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

(In thousands of euros, except per share amounts and as otherwise indicated.)

Uncertainty over income tax treatments

The deductibility of the Company's employee bonus program is being challenged by the Dutch Tax Authorities for financial years 2016 and 2018 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 is ultimately unsuccessful, the additional tax expense including interest for 2016 and for the period from 2018 to December 31, 2025 would be up to approximately EUR 8,000.

15. Deferred tax assets and liabilities

(a) Unrecognized deferred tax liabilities

The aggregate amount of temporary differences associated with investments in subsidiaries for which the Company has not recognized deferred tax liabilities is EUR 389,927 (2024 - EUR 227,428) as the Company ultimately controls whether the liability will be incurred and it is satisfied that it will not be incurred in the foreseeable future. The temporary differences relate to undistributed earnings of the Company's subsidiaries. Dividends declared would be subject to withholding tax in the range of 0-15% depending on the jurisdiction of the subsidiary.

(b) Unrecognized deferred tax assets

	2025	2024
Non capital tax losses	24,434	19,529

Non-capital tax losses of EUR 24,434 (2024 – EUR 19,529) can be carried forward indefinitely. Deferred tax assets have not been recognized in respect of this item because it is not probable that future taxable profit will be available in those jurisdictions against which the Company can utilize these benefits.

(c) Recognized deferred tax assets and liabilities

	Assets		Liabilities		Net	
	2025	2024	2025	2024	2025	2024
Property, plant and equipment	536	576	(309)	(408)	227	169
Intangible assets	2,985	1,754	(211,901)	(163,947)	(208,916)	(162,193)
Non-capital loss carryforwards	29,205	25,547	-	-	29,205	25,547
Scientific research and development expenditure pool	4,640	2,592	(1,438)	(48)	3,203	2,544
Right-of-use assets and lease obligations, contract assets and deferred revenue adjustments	3,017	1,239	(476)	(253)	2,541	986
Other	9,117	7,057	(195)	(116)	8,922	6,941
Tax assets (liabilities)	49,500	38,765	(214,319)	(164,771)	(164,818)	(126,006)
Reclassification	(26,006)	(18,860)	26,006	18,860	-	-
Net tax assets (liabilities)	23,494	19,905	(188,313)	(145,911)	(164,818)	(126,006)

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

(In thousands of euros, except per share amounts and as otherwise indicated.)

(d) Movement in deferred tax balances during the year

	Balance January 1, 2025	Recognized in profit or loss	Acquired in business combinations	Other	Balance December 31, 2025
Property, plant and equipment	169	76	(19)	-	227
Intangible assets	(162,193)	40,167	(86,888)	-	(208,916)
Non-capital loss carryforwards	25,547	(7,168)	10,826	-	29,205
Scientific research and development expenditure pool	2,544	80	579	-	3,203
Right-of-use assets and lease obligations, contract assets and deferred revenue adjustments	986	1,554			2,541
Other	6,941	1,845	119	16	8,922
	(126,006)	36,555	(75,384)	16	(164,818)

	Balance January 1, 2024	Recognized in profit or loss	Acquired in business combinations	Other	Balance December 31, 2024
Property, plant and equipment	289	(41)	(80)	-	169
Intangible assets	(154,669)	27,900	(35,423)	-	(162,193)
Non-capital loss carryforwards	26,412	(2,104)	1,239	-	25,547
Scientific research and development expenditure pool	966	1,308	271	-	2,544
Right-of-use assets and lease obligations, contract assets and deferred revenue adjustments	1,079	(93)	-	-	986
Other	5,180	1,439	787	(465)	6,941
	(120,743)	28,410	(33,207)	(465)	(126,006)

16. Shareholders' equity

	Common Stock	
	Number	Amount
December 31, 2025	83,338,874	39,412
December 31, 2024	83,068,874	39,412

Capital Stock:

The Company's authorized share capital consists of an unlimited number of Subordinate Voting Shares and 1 Super Voting Share. As at December 31, 2025, there are 83,338,873 Subordinate Voting Shares and 1 Super Voting Share outstanding. The Super Voting Share is held by Constellation Software Inc. ("CSI"). The 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 Super Voting Shares and Subordinate Voting Shares.

Accumulated other comprehensive income (loss)

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

(In thousands of euros, except per share amounts and as otherwise indicated.)

Cumulative translation account

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

Changes in the fair value of equity investments at FVOCI

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

17. Finance costs and Finance other expenses (income)

	Year ended December 31,	
	2025	2024
Share in net (income) loss of equity investee	1,081	(209)
Foreign exchange loss (gain)	(227)	1,252
(Increase) decrease in the fair value of derivatives (note 5)	(56,775)	-
Dilution (gain) loss on change in ownership percentage of affiliates (note 5)	(30,106)	-
Other finance costs (income)	(11,993)	(5,235)
Finance and other expenses (income)	(98,021)	(4,193)
Interest expense on debt	25,615	21,179
Interest expense on lease obligations	3,062	2,055
Amortization of debt related transaction costs	1,280	1,434
Other finance costs	4,089	2,230
Finance costs	34,046	26,897

(In thousands of euros, except per share amounts and as otherwise indicated.)

18. Earnings per share

Basic and diluted earnings (loss) per share

	Year ended December 31, 2025	2024
Basic earnings (loss) per share:		
Numerator:		
Net income (loss) attributable to equity holders of Topicus	41,760	91,994
Denominator:		
Weighted average basic shares outstanding	83,212,381	82,766,336
Earnings (loss) per share		
Basic	0.50	1.11
Diluted earnings (loss) per share:		
Numerator:		
Net income (loss) attributable to the ordinary equity holders of Topicus	41,760	91,994
Add: Net income (loss) attributable to the non-controlling interest holders of Topicus Coop	23,952	52,148
Net income (loss) to be used for diluted earnings per share	65,712	144,142
Denominator:		
Weighted average basic shares outstanding	83,212,381	82,766,336
Add: Effect of dilutive shares	46,629,438	47,075,483
Weighted average diluted shares outstanding	129,841,819	129,841,819
Earnings (loss) per share		
Diluted	0.50	1.11

19. Capital risk management

The Company's objectives in managing capital are to ensure sufficient liquidity to pursue its strategy of organic growth combined with strategic acquisitions and to provide returns to its shareholders. The Company manages its capital with the objective of ensuring that there are adequate capital resources while maximizing the return to shareholders through the optimization of the debt and equity balance. The capital structure of the Company consists of cash, Topicus Revolving Credit Facility, Schuldschein Loan, Term and Other Loans, loans from shareholders, and components of shareholders' equity including retained earnings, non-controlling interest and share equity.

The Company is subject to certain covenants on its Topicus Revolving Credit Facility and the Schuldschein Loan. The covenants include a leverage ratio and an interest coverage ratio. The Term and Other Loans are also subject to certain covenants. The Company monitors the ratios on a quarterly basis. As at December 31, 2025, the Company is in compliance with its debt covenants associated with the Topicus Revolving Credit Facility, the Schuldschein Loan and the Term and Other Loans. Other than the covenants required for the Topicus Revolving Credit Facility, the Schuldschein Loan and the Term and Other Loans, the Company is not subject to any externally imposed capital requirements.

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

20. Financial risk management and financial instruments

Overview

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

Market risk

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

The Company is exposed to interest rate risk on the utilized portion of the Topicus Revolving Credit Facility and does not currently hold any financial instruments that mitigate this risk. If there was a 1% increase in the interest rate on the Topicus Revolving Credit Facility, there would be a corresponding decrease in income before tax of EUR 3,350. There would be an equal and opposite impact if there was a 1% decrease in the interest rate.

The Company is also exposed to interest rate risk on the utilized portion of the Schuldschein Loan and the Term and Other Loans. If there was a 1% increase in the interest rate on the Schuldschein Loan and the Term and Other Loans, there would be a corresponding decrease in income before tax of EUR 3,629. There would be an equal and opposite impact if there was a 1% decrease in the interest rate.

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

Liquidity risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due or can do so only at excessive cost. The Company manages liquidity risk through the management of its capital structure and financial leverage, as outlined in note 19 to the consolidated financial statements. The Company's growth is financed through a combination of cash flows from operations and borrowing under the Topicus Revolving Credit Facility, Schuldschein Loan and the Term and Other Loans. One of the Company’s primary goals is to maintain an optimal level of liquidity through the active management of its assets and liabilities as well as its cash flows from operations. The details of the Topicus Coop Debt

Facilities and the Term and Other Loans within subsidiaries of Topicus Coop are disclosed in note 10 and note 11 to the consolidated financial statements. As at December 31, 2025, available credit in respect of the Topicus Revolving Credit facility was EUR 315,000.

The majority of the Company's financial liabilities recorded in accounts payable and accrued liabilities are due within 60 days. Holdbacks payable related to business acquisitions are generally due within six months to two years.

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

Credit risk

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

The majority of the accounts receivable balance relates to maintenance invoices to customers that have a history of payment. In addition, a large proportion of the Company's accounts receivable are with public sector government agencies where the credit risk has historically been assessed to be low. Furthermore, the Company generally does not provide significant financing arrangements to our customers and many of the Company’s invoices are paid in advance of providing services. During the year ended December 31, 2025, the Company recognized a bad debt expense (recovery) arising from credit loss of EUR 563 (December 31, 2024 – recovery of EUR (283)).

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

The Company’s accounts receivable is primarily from customers in the Netherlands and surrounding European countries.

(In thousands of euros, except per share amounts and as otherwise indicated.)

The aging of accounts receivables at the reporting date was:

	December 31, 2025	December 31, 2024
Current		
Gross	158,305	127,887
Impairment	(78)	(150)
Net	158,227	127,737
90-180 days		
Gross	9,205	8,918
Impairment	(200)	(145)
Net	9,004	8,773
More than 180 days		
Gross	17,984	15,033
Impairment	(9,601)	(8,751)
Net	8,382	6,282
Total accounts receivable		
Gross	185,493	151,838
Impairment	(9,880)	(9,046)
Net	175,613	142,791

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

	2025	2024
Aggregate balance at January 1	9,047	7,475
Increase from business acquisitions	936	692
Impairment loss recognized	5,385	4,127
Impairment loss reversed	(4,618)	(2,787)
Amounts written off	(843)	(530)
Other movements	(27)	70
Aggregate balance at December 31	9,880	9,047
Allowance for doubtful accounts arising from business combinations	3,216	2,095

(In thousands of euros, except per share amounts and as otherwise indicated.)

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

The Company manages credit risk related to cash by maintaining the majority of the Company's bank accounts with large, international, well-capitalized financial institutions.

Fair values versus carrying amounts

The carrying values of cash, accounts receivable, accounts payable and accrued liabilities and the majority of acquisition holdbacks, approximate their fair values due to the short-term nature of these instruments. The carrying value of the Revolving Credit Facility, the Schuldschein Loan and the Term and Other Loans approximate their fair value as the bank debt is subject to market interest rates.

Reconciliation of cash flows from financing activities

The following table reconciles the changes in cash flows from financing activities for the Topicus Revolving Credit Facility, Schuldschein Loan, lease liability, and Term and Other Loans that are outstanding as at December 31:

	Topicus Revolving Credit Facility	Schuldschein Loan	Term and other loans	Lease liability
Balance at January 1, 2025	217,501	-	57,517	76,817
Proceeds from issuance of term and other loans	-	-	127,691	-
Proceeds from issuance of the Schuldschein Loan	-	200,000	-	-
Repayments of term and other loans	-	-	(18,639)	-
Increase (decrease) in revolving credit facility	115,000	-	-	-
Credit facility transaction costs	(426)	(660)	(2,383)	-
Payments of lease obligations	-	-	-	(30,139)
Total financing cash flow activities	114,574	199,340	106,669	(30,139)
Amortization of debt related transaction costs	815	64	417	-
Increase arising from business combinations	-	-		20,111
New leases, net of terminations and modifications	-	-	-	31,557
Foreign exchange and other movements	-	-	(4,355)	6
Total financing non-cash activities	815	64	(3,937)	51,673
Balance at December 31, 2025	332,890	199,404	160,248	98,351

(In thousands of euros, except per share amounts and as otherwise indicated.)

	Topicus Revolving Credit Facility	Term and other loans	Lease liability
Balance at January 1, 2024	152,621	73,073	62,138
Proceeds from issuance of term and other loans	-	30,238	-
Repayments of term and other loans	-	(47,786)	-
Increase (decrease) in revolving credit facility	65,000	-	-
Credit facility transaction costs	(789)	(532)	-
Payments of lease obligations	-	-	(24,594)
Total financing cash flow activities	64,211	(18,080)	(24,594)
Amortization of debt related transaction costs	669	765	-
Increase arising from business combinations	-	1,479	10,209
New leases, net of terminations and modifications	-	-	29,063
Foreign exchange and other movements	-	281	1
Total financing non-cash activities	669	2,524	39,273
Balance at December 31, 2024	217,501	57,517	76,817

Fair value hierarchy

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

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

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

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

	December 31, 2025				**December 31, 2024**			
	Level 1	**Level 2**	**Level 3**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets:								
Equity securities	747	-	-	747	1	-	-	1
Derivatives	-	-	8,000	8,000	-	-	-	-
	747	**-**	**8,000**	**8,747**	**1**	**-**	**-**	**1**
Liabilities:								
Contingent consideration	-	-	38,553	38,553	-	-	23,028	23,028
Derivatives	-	-	6,698	6,698	-	-	-	-
	-	**-**	**45,251**	**45,251**	**-**	**-**	**23,028**	**23,028**

(In thousands of euros, except per share amounts and as otherwise indicated.)

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

Derivative assets and derivative liabilities

Derivative assets and liabilities relate to contractual arrangements of the Company which have uncertain outcomes. If the probability of the outcomes associated with the contractual arrangements increases, the underlying value of the derivative will increase. If the probability of the outcomes decreases, the underlying value of the derivative will decrease. Assuming a probability of 100% and utilizing the observable inputs as of December 31, 2025, the maximum exposure of the Company's derivative liabilities is approximately EUR 67,000 as of December 31, 2025.

Contingent Consideration

Balance at January 1, 2025	23,028
Increase from business acquisitions	20,391
Cash recoveries (payments)	(6,573)
Charges (recoveries) through profit or loss	2,287
Foreign exchange and other movements	(580)
Balance at December 31, 2025	38,553
Contingent consideration classified as current liabilities	8,799
Contingent consideration classified as other non-current liabilities	29,755

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

(In thousands of euros, except per share amounts and as otherwise indicated.)

21. Revenue

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

Unbilled Revenue:

	2025	2024
At January 1	51,455	53,016
Increase from business acquisitions	7,596	2,742
Decrease from transfers to accounts receivable	(102,270)	(91,840)
Increase from changes as a result of the measure of progress	101,974	87,081
Foreign exchange and other movements	(733)	456
At December 31	58,023	51,455
Unbilled revenue classified as a current asset	53,909	45,415
Unbilled revenue classified as an other non-current asset	4,113	6,040

Deferred Revenue:

	2025	2024
At January 1	173,226	141,304
Increase from business acquisitions	35,925	19,900
Decrease from revenue recognized that was included in the deferred revenue balance at the beginning of the period	(148,140)	(119,670)
Decrease from revenue recognized that arose from acquired deferred revenue balances in the current year	(24,579)	(14,490)
Increase due to cash received, excluding amounts recognized as revenue during the period	182,260	145,387
Foreign exchange and other movements	(2,376)	795
At December 31	216,315	173,226
Deferred revenue classified as a current liability	207,140	166,593
Deferred revenue classified as an other non-current liability	9,175	6,632

The amount of revenue recognized in the year ended December 31, 2025 from performance obligations satisfied in previous periods was EUR 237 (December 31, 2024 – EUR 240).

(In thousands of euros, except per share amounts and as otherwise indicated.)

Revenue allocated to remaining performance obligations represents contracted revenue that has not yet been recognized ("contracted not yet recognized") and includes unearned revenue and amounts that will be invoiced and recognized as revenue in future periods. Contracted not yet recognized revenue was approximately EUR 1,303,000 as of December 31, 2025, of which the Company expects to recognize an estimated 59% of the revenue over the next 12 months and the remainder thereafter.

Costs to obtain a contract with a customer:

The Company has capitalized and amortized incremental commission costs on a systematic basis, consistent with the pattern of transfer of the good(s) or service(s) to which the commission relates as the Company believes these costs are recoverable. The total capitalized commission costs as of December 31, 2025 is EUR 301 (December 31, 2024 – EUR 312). The amount of amortization expense for the year ended December 31, 2025 was EUR 39 (December 31, 2024 – EUR 65) and there was no impairment loss in relation to the costs capitalized.

22. Operating segments

Each of the Company's operating segments operate essentially as "mini Topicus companies", conglomerates of small vertical market software companies with similar economic characteristics. Each operating segment CEO is focused on investing capital that generates returns at or above the investment hurdle rates set by the Company's head office and the board of directors. The Company aggregates operating segments into one reportable segment, consistent with the objective and basic principles of IFRS 8.

Geographical information

The Company operates primarily in Europe.

In presenting the geographical information, revenue is based on the location of the customer. Assets are based on the geographic locations of the assets.

Year ended December 31, 2025	The Netherlands	Rest of World	Total
Revenue	689,253	863,049	1,552,302
Non-current assets	469,892	1,412,047	1,881,939

Year ended December 31, 2024	The Netherlands	Rest of World	Total
Revenue	632,116	662,746	1,294,862
Non-current assets	509,560	571,910	1,081,470

Major customers

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

23. Contingencies

In the normal course of operations, the Company is subject to litigation and claims from time to time. The Company may also be subject to lawsuits, investigations and other claims, including environmental, labour, income and sales tax, product, customer disputes and other matters. The Company believes that adequate provisions have been recorded in the accounts where required. Although it is not always possible to estimate the extent of potential costs, if any, the Company believes that the ultimate resolution of such contingencies will not have a material adverse impact on the results of operations, financial position or liquidity of the Company.

24. Guarantees

(a) In the normal course of business, some of the Company's subsidiaries entered into lease agreements for facilities. As the joint lessees, the subsidiaries agree to indemnify the lessor for liabilities that may arise from the use of the leased facility. The maximum amount potentially payable under the foregoing indemnity cannot be reasonably estimated. The subsidiaries have liability insurance that relates to the indemnifications.

(b) The Company and its subsidiaries have provided routine indemnifications to some of its customers against liability if the Company's product infringes on a third party's intellectual property rights. The maximum exposure from the indemnifications cannot be reasonably estimated.

(In thousands of euros, except per share amounts and as otherwise indicated.)

25. Changes in non-cash operating working capital

	Year ended December 31,	
	2025	2024
Decrease (increase) in current accounts receivable	17,977	8,810
Decrease (increase) in current unbilled revenue	(1,584)	2,591
Decrease (increase) in other current assets	(6,423)	(2,933)
Decrease (increase) in inventories	(417)	292
Decrease (increase) in other non-current assets	(6,198)	7,268
Increase (decrease) in other non-current liabilities	(5,585)	(4,536)
Increase (decrease) in current accounts payable and accrued liabilities, excluding holdbacks from acquisitions	22,227	7,807
Increase (decrease) in current deferred revenue	7,644	7,157
Increase (decrease) in current provisions	760	651
Change in non-cash operating working capital	28,402	27,106

26. 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 the Company's controlling shareholder, CSI. Transactions are transfers of resources, services or obligations, regardless whether anything has been charged. There have been no transactions with related parties that were not on a commercial basis, except from financing obtained from CSI, 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. Furthermore, CSI reimburses the Company for certain salary expenses incurred by the Company on behalf of CSI. The net payments made by the Company to CSI for management fees and reimbursements of expenses during the year ended December 31, 2025 was EUR 11,999 (December 31, 2024 - EUR 9,627). During the year ended December 31, 2025, the Company expensed management fees of EUR 2,977 (December 31, 2024 – EUR 2,884).

The ending payable balance to CSI (included within "Accounts payable and accrued liabilities") as at December 31, 2025 was EUR 841 (December 31, 2024 – EUR 1,050).

Transactions with 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 year ended December 31, 2025 (included within "Professional services revenue") relating to such arrangements was EUR 10,391 (December 31, 2024 – EUR 8,127). The ending receivable balance (included within "Accounts receivable") as at December 31, 2025 relating to these arrangements was EUR 1,432 (December 31, 2024 – EUR 1,187).

During the period, CSI provided insurance related services to the Company. The total insurance expense recognized in 2025 was EUR 25 (included within "Professional Fees") (December 31, 2024 – EUR 8) and the associated prepaid expense balance at December 31, 2025 was EUR 162 (included within "Other Assets") (December 31, 2024 – EUR 118).

Transactions with Vela Software Group and CSI in conjunction with GeoSoftware and Geoactive:

During the year ended December 31, 2025, 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 year ended December 31, 2025 was EUR 1,983 (December 31, 2024 – EUR 2,519). The amount payable as at December 31, 2025 relating to these amounts was EUR 845 (included within "Accounts payable and accrued liabilities") (December 31, 2024 – EUR 420). During the year ended December 31, 2025, the Company earned revenue from Vela in the amount of EUR 53 and the receivable as of December 31, 2025 was EUR 12.

During 2023, Vela provided a loan to the Company in the amount of USD $2,000. 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 USD $335 and the final payment is USD $325. As at December 31, 2025, the long-term portion of the loan of USD $995 (December 31, 2024 – USD $1,330) is included within "Other Liabilities" and the short-term portion of the loan USD $335 (December 31, 2024 – USD $335) is included within "Accounts Payable and Accrued Liabilities".

During the year ended December 31, 2025, the Company paid a pro-rata dividend to the shareholders of GeoSoftware. A dividend of EUR 2,245 was paid to Vela.

During the year ended December 31, 2025, the Company paid a pro-rata dividend to the shareholders of Geoactive. A dividend of EUR 1,410 was paid to Vela

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 Topicus.com Coöperatief U.A., a subsidiary of Topicus.com Inc. For the year ending December 31, 2025, the Company paid EUR 2,318 relating to these agreements (December 31, 2024 – EUR 1,942). The payable as at December 31, 2025 relating to these arrangements was EUR 8,005 (included within "Lease Obligations") (December 31, 2024 – EUR 10,943).

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 year ending December 31, 2025, the Company expensed EUR 2,470 relating to these agreements, primarily included within "Third party license, maintenance and professional services" expenses (December 31, 2024 – EUR 2,491). The payable as at December 31, 2025 relating to these amounts was EUR 182 (included within "Accounts payable and accrued liabilities") (December 31, 2024 – EUR 553).

(In thousands of euros, except per share amounts and as otherwise indicated.)

Key management personnel compensation

The key management personnel of the Company are the members of the Company's executive management team and the board of directors.

	Years ended December 31,	
	2025	2024
Salaries, bonus and employee benefits	7,293	6,044
Total	7,293	6,044

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

27. Non-controlling interests

The Company's non-controlling interest at December 31, 2025 is associated with Topicus Coop, an entity domiciled in the Netherlands and certain subsidiaries of Topicus Coop. Topicus Coop's common equity consists of Topicus Coop Ordinary Units. As at December 31, 2025, there were 129,841,818 Topicus Coop Ordinary Units outstanding, which are held by Topicus Coop's unitholders, as follows:

- Topicus: 83,338,873 Topicus Coop Ordinary Units, representing 64.18% equity ownership.
- CSI: 188,953 Topicus Coop Ordinary Units, representing 0.15% equity ownership.
- Joday Group: 38,148,221 Topicus Coop Ordinary Units, representing 29.38% equity ownership.
- Ijssel Group: 8,165,771 Topicus Coop Ordinary Units, representing 6.29% equity ownership

All of the Topicus Coop Ordinary Units held by CSI, the Joday Group and 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

(In thousands of euros, except per share amounts and as otherwise indicated.)

The following tables summarize the information relating to the Company's non-controlling interests in Topicus Coop.

	As at December 31, 2025				
	Topicus Coop (excluding GeoSoftware, Geoactive and Sygnity)	GeoSoftware	Geoactive	Sygnity	Topicus Coop
Current assets	539,287	24,400	8,550	58,995	631,232
Non-current assets	1,743,346	52,002	12,466	74,125	1,881,939
Total assets	2,282,633	76,402	21,016	133,120	2,513,171
Current liabilities	964,756	13,459	6,795	29,563	1,014,572
Non-current liabilities	672,623	28,839	2,587	12,217	716,265
Total liabilities	1,637,379	42,298	9,381	41,779	1,730,838
Less: Non-controlling interest of Topicus Coop subsidaries	53	13,642	4,654	24,954	43,302
Net assets	645,201	20,462	6,982	66,386	739,031
Net assets allocated to the Ordinary Units of Topicus Coop classified as non-controlling interest					264,683
Add: Non-controlling interest of Topicus Coop subsidaries					43,302
Total non-controlling interest					307,985

	As at December 31, 2024				
	Topicus Coop (excluding GeoSoftware, Geoactive and Sygnity)	GeoSoftware	Geoactive	Sygnity	Topicus Coop
Current assets	380,463	21,871	9,747	42,316	454,396
Non-current assets	921,754	68,943	17,454	73,319	1,081,470
Total assets	1,302,217	90,814	27,201	115,635	1,535,866
Current liabilities	649,499	16,243	8,469	25,737	699,947
Non-current liabilities	257,571	30,692	3,642	12,379	304,285
Total liabilities	907,070	46,935	12,111	38,116	1,004,232
Less: Non-controlling interest of Topicus Coop subsidaries	172	17,553	6,036	21,085	44,846
Net assets	394,975	26,326	9,054	56,434	486,788
Net assets allocated to the Ordinary Units of Topicus Coop classified as non-controlling interest					175,273
Add: Non-controlling interest of Topicus Coop subsidaries					44,846
Total non-controlling interest					220,119

(In thousands of euros, except per share amounts and as otherwise indicated.)

The following tables summarize the information on the consolidated statement of income (loss) relating to the Company's non-controlling interests in Topicus Coop.

	Year Ended December 31, 2025				
	Topicus Coop (excluding GeoSoftware, Geoactive and Sygnity)	GeoSoftware	Geoactive	Sygnity	Topicus Coop
Revenue	1,418,786	35,967	15,146	82,403	1,552,302
Expenses	1,329,165	33,936	12,559	68,411	1,444,071
Income (loss) before income taxes	89,621	2,031	2,587	13,992	108,231
Income tax expense	33,775	1,322	844	1,707	37,649
Net income (loss) prior to non-controlling interest allocation	55,846	709	1,743	12,284	70,582
Less: Non-controlling interest of Topicus Coop subsidaries	11	284	697	3,356	4,348
Net income (loss) after allocation of non-controlling interest of Topicus Coop subsidaries	55,834	425	1,046	8,929	66,234
Net income (loss) allocated to Ordinary Units of Topicus Coop classified as non-controlling interest					23,953
Add: Non-controlling interest of Topicus Coop subsidaries					4,348
Total non-controlling interest					28,300

	Year ended December 31, 2024				
	Topicus Coop (excluding GeoSoftware, Geoactive and Sygnity)	GeoSoftware	Geoactive	Sygnity	Topicus Coop
Revenue	1,174,266	36,801	15,678	68,117	1,294,862
Expenses	1,005,698	34,389	12,905	58,404	1,111,396
Income (loss) before income taxes	168,568	2,412	2,773	9,713	183,466
Income tax expense	35,273	(1,990)	143	578	34,004
Net income (loss) prior to non-controlling interest allocation	133,295	4,402	2,630	9,135	149,462
Less: Non-controlling interest of Topicus Coop subsidaries	19	1,761	1,052	2,496	5,328
Net income (loss) after allocation of non-controlling interest of Topicus Coop subsidaries	133,276	2,641	1,578	6,639	144,134
Net income (loss) allocated to Ordinary Units of Topicus Coop classified as non-controlling interest					52,148
Add: Non-controlling interest of Topicus Coop subsidaries					5,328
Total non-controlling interest					57,476

(In thousands of euros, except per share amounts and as otherwise indicated.)

Financial information on the statement of cash flows for Topicus Coop is as follows:

	Year Ended December 31, 2025				
	Topicus Coop (excluding GeoSoftware, Geoactive and Sygnity)	GeoSoftware	Geoactive	Sygnity	Topicus Coop
Cash flows from (used in) operating activities	379,790	5,363	2,288	25,235	412,676
Cash flows from (used in) in financing activities	394,895	(5,425)	(3,739)	(4,662)	381,069
Cash flows from (used in) investing activities	(662,961)	(192)	-	(6,852)	(670,005)

	Year ended December 31, 2024				
	Topicus Coop (excluding GeoSoftware, Geoactive and Sygnity)	GeoSoftware	Geoactive	Sygnity	Topicus Coop
Cash flows from (used in) operating activities	309,506	11,534	6,090	20,497	347,627
Cash flows from (used in) in financing activities	(191,395)	(6,669)	(9,161)	(4,376)	(211,602)
Cash flows from (used in) investing activities	(99,644)	(1,428)	(28)	(9,118)	(110,217)

28. Subsequent events

Subsequent to December 31, 2025 the Company completed or have entered into agreements to acquire a number of additional businesses for aggregate cash consideration of EUR 13,299 on closing plus cash holdbacks of EUR 3,878 and contingent consideration with an estimated fair value of EUR 3,107 for total consideration of EUR 20,284. The additional business acquisitions include companies catering primarily to the automotive, planning, government, chemicals, healthcare and legal verticals and are all software companies similar to the existing business of the Company.