

## **Subordinate Voting Shares of Topicus.com Inc. to begin trading on the TSX Venture Exchange on February 1, 2021**

TORONTO, Jan. 28, 2021 --

Topicus.com Inc. (the "Company") (TSXV:TOI) announced today that it has fulfilled the final listing requirements of the TSX Venture Exchange, and that trading of the Company's subordinate voting shares (the "Subordinate Voting Shares") on the TSX Venture Exchange under the symbol "TOI" is expected to begin on February 1, 2021.

The Company also announced today that Jane Holden and Alex Macdonald have been appointed to serve on the Company's board of directors, and that each will also serve, along with Jamal Baksh, as members of the Company's audit committee.

### **Spin-Out Transactions and Dividend-in-Kind**

As previously announced, on January 5, 2021, Constellation Software Inc. ("CSI"), acting through its Total Specific Solutions ("TSS") operating group and its subsidiary TPCS Holding B.V., completed the purchase of 100% of the shares of Topicus.com B.V. ("Topicus"), a Netherlands-based diversified vertical market software provider, from IJssel B.V. In connection with the closing of the acquisition, TSS was spun out of CSI and now operates, together with Topicus, as a separate public company (the "Spin-Out Transactions").

In connection with the completion of the Spin-Out Transactions, on January 4, 2021, all of CSI's common shareholders of record on December 28, 2020 received, by way of a dividend-in-kind, 1.859817814 Subordinate Voting Shares for each common share of CSI held.

In connection with these transactions, the Company filed, and obtained a receipt for, a final long form prospectus dated December 18, 2020, a copy of which is available on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Capital Structure of the Company**

The Company's authorized share capital consists of an unlimited number of Subordinate Voting Shares, 1 super voting share (the "Super Voting Share") and an unlimited number of preferred shares (the "Preferred Shares"). In addition, the Company's subsidiary, Topicus.com Coöperatief U.A. (the "Coop"), is authorized to issue an unlimited number of ordinary units and an unlimited number of preference units (together, the "Coop Units"). The Coop Units which are held by holders other than the Company are directly or indirectly, exchangeable for Subordinate Voting Shares.

There are (i) 39,412,385 Subordinate Voting Shares issued and outstanding, of which 39,412,367 Subordinate Voting Shares are held by public shareholders and 18 are held by CSI (as fractional shares were not distributed as part of the dividend-in-kind), (ii) 39,412,385 Preferred Shares issued and outstanding that are held by CSI, and (iii) 1 Super Voting Share issued and outstanding that is held by CSI.

On a fully-diluted basis, there are 129,841,818 Subordinate Voting Shares issued and outstanding, of which (i) 39,412,367 are held by public shareholders, (ii) 18 are held by CSI, (iii) an additional 39,412,385 would be held by CSI (upon the conversion of the Preferred Shares), (iv) 39,331,284 would be held by Joday Investments II B.V and certain other investors (collectively, the "Joday Group") (upon the exchange of the Coop Units held by the Joday Group), and (v) 11,685,764 would be held by IJssel B.V. (upon the exchange of the Coop Units held by IJssel B.V.). In addition, CSI would hold one additional Subordinate Voting Share upon the conversion of the Super Voting Share.

Holders of Subordinate Voting Shares are entitled to one vote per share, and CSI as the holder of the Super Voting Share is entitled to that number of votes that equals 50.1% of the aggregate number of votes attached to all of the outstanding Super Voting Shares and Subordinate Voting Shares at such time. Other than in respect of voting rights, the Subordinate Voting Shares and the Super Voting Share have the same

rights, are equal in all respects and are treated as if they were one class of shares. The Super Voting Share may be converted into one Subordinate Voting Share.

For more information on the Company's capital structure, including additional details regarding the terms and conditions relevant to the Subordinate Voting Shares, the Super Voting Share, the Preferred Shares and the Exchangeable Units, see the Company's final long form prospectus dated December 18, 2020, which is available on SEDAR at [www.sedar.com](http://www.sedar.com).

#### Forward Looking Statements

Certain statements herein may be "forward looking" statements that involve known and unknown risks, uncertainties and other factors that may cause the actual events to be materially different from any future events expressed or implied by such forward -looking statements. Words such as "may", "will", "expect", "believe", "plan", "intend", "should", "anticipate" and other similar terminology are intended to identify forward looking statements. Forward looking statements in this press release include, but are not limited to, the intention to have the Company's subordinate voting shares begin trading on the TSX Venture Exchange on or about February 1, 2021. Such forward looking statements involve significant risks and uncertainties, should not be read as guarantees of future results, and will not necessarily be accurate indications of whether or not such results will be achieved, or when such results will be achieved. A number of factors could cause actual results to vary significantly from the results discussed in the forward looking statements. These forward looking statements reflect current assumptions and expectations regarding future events and are made as of the date hereof and the Company assumes no obligation, except as required by law, to update any forward looking statements to reflect new events or circumstances.

#### About Topicus.com Inc.

Topicus.com Inc. is a leading pan-European provider of vertical market software and vertical market platforms to clients in public and private sector markets. Operating and investing in countries and markets across Europe with long-term growth potential, Topicus.com Inc. acquires, builds and manages leading software companies providing specialized, mission-critical and high-impact software solutions that address the particular needs of customers.

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