

Constellation Software Inc.
Notice of Annual and Special Meeting of Shareholders
To Be Held On May 2, 2019

Notice is hereby given that the annual and special meeting (the “Meeting”) of the holders of common shares (“Common Shares”) of Constellation Software Inc. (“CSI” or the “Corporation”) will be held at The Carlu, 444 Yonge Street, Toronto, ON M5B 2H4 on May 2, 2019 at 8:30 a.m. (Eastern Time) for the following purposes:

- (a) to receive the financial statements for the year ended December 31, 2018 and the auditors’ report thereon;
- (b) to elect directors;
- (c) to re-appoint KPMG LLP as auditors for the ensuing year and to authorize the directors to fix their remuneration;
- (d) to consider, and if thought advisable, to pass a special resolution (the full text of which is reproduced in Schedule “A”) authorizing the Corporation to amend its articles to increase the maximum number of directors from ten to fifteen;
- (e) to consider and vote on an advisory resolution on CSI’s approach to executive compensation, and;
- (f) to transact such other business as may properly come before the meeting or any adjournment thereof.

Accompanying this Notice is a copy of a Management Information Circular, a form of proxy, and a financial statement request form.

Shareholders are invited to attend the Meeting. A holder of Common Shares of record at the close of business on March 25, 2019 will be entitled to vote at the Meeting.

If unable to attend the Meeting in person, a registered shareholder may submit his or her proxy by mail, by facsimile, by telephone or over the Internet in accordance with the instructions below.

A non-registered shareholder should follow the instructions included on the voting instruction form provided by his or her Intermediary.

Voting by Mail. A registered shareholder may submit his or her proxy by mail by completing, dating and signing the enclosed form of proxy and returning it using the envelope provided or otherwise to the attention of the Proxy Department of Computershare Investor Services Inc. at 100 University Avenue, 8th Floor, North Tower, Toronto, Ontario, M5J 2Y1.

Voting by Facsimile. A registered shareholder may submit his or her proxy by facsimile by completing, dating and signing the enclosed form of proxy and returning it by facsimile to Computershare Investor Services Inc. at (416) 263-9524 or toll free (within North America) at (866) 249-7775.

Voting by Telephone. A registered shareholder may vote by telephone by calling toll free 1-866-732-VOTE (8683) or from outside of North America by calling (312) 588-4290 and following the

instructions provided. Shareholders will require a control number (located on the front of the proxy) to identify themselves to the system.

Voting by Internet. A registered shareholder may vote over the Internet by going to www.investorvote.com and following the instructions. Such shareholder will require a control number (located on the front of the proxy) to identify themselves to the system.

To be effective, a proxy must be received by Computershare Investor Services Inc. no later than 8:30 a.m. (Eastern Time) on April 30, 2019 or, if the Meeting is adjourned, 48 hours (Saturdays, Sundays and holidays excepted) prior to the time of holding the Meeting or delivered to the Chairman on the day of the Meeting, prior to the commencement of the Meeting or any adjournment thereof.

DATED March 25, 2019

By Order of the Board

A handwritten signature in black ink, appearing to read 'M. Leonard', written in a cursive style.

Mark Leonard
Chairman and President