

**OPEN TEXT CORPORATION**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In thousands of U.S. dollars, except share data)

	<u>March 31, 2014</u>	<u>June 30, 2013</u>
	(Unaudited)	
<b>ASSETS</b>		
Cash and cash equivalents	\$ 336,071	\$ 470,445
Accounts receivable trade, net of allowance for doubtful accounts of \$3,800 as of March 31, 2014 and \$4,871 as of June 30, 2013	257,292	174,927
Income taxes recoverable	23,405	17,173
Prepaid expenses and other current assets	71,157	43,464
Deferred tax assets	10,844	11,082
Total current assets	<u>698,769</u>	<u>717,091</u>
Property and equipment	129,571	88,364
Goodwill	2,105,596	1,246,872
Acquired intangible assets	770,160	363,615
Deferred tax assets	133,170	135,695
Other assets	50,071	25,082
Deferred charges	56,190	67,633
Long-term income taxes recoverable	10,994	10,465
<b>Total assets</b>	<u><u>\$ 3,954,521</u></u>	<u><u>\$ 2,654,817</u></u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 230,162	\$ 188,443
Current portion of long-term debt	62,384	51,742
Deferred revenues	334,665	282,387
Income taxes payable	9,118	4,184
Deferred tax liabilities	1,441	1,127
Total current liabilities	<u>637,770</u>	<u>527,883</u>
Long-term liabilities:		
Accrued liabilities	41,486	17,849
Deferred credits	18,675	11,608
Pension liability	55,917	24,509
Long-term debt	1,270,000	513,750
Deferred revenues	17,726	11,830
Long-term income taxes payable	158,856	140,508
Deferred tax liabilities	187,917	69,672
Total long-term liabilities	<u>1,750,577</u>	<u>789,726</u>
Shareholders' equity:		
Share capital		
121,592,348 and 118,057,772 Common Shares issued and outstanding at March 31, 2014 and June 30, 2013, respectively; Authorized Common Shares: unlimited	788,316	651,642
Additional paid-in capital	109,769	101,865
Accumulated other comprehensive income	39,489	39,890
Retained earnings	649,207	572,885
Treasury stock, at cost (836,952 shares at March 31, 2014 and 1,221,756 at June 30, 2013, respectively)	(20,871)	(29,074)
Total OpenText shareholders' equity	<u>1,565,910</u>	<u>1,337,208</u>
Non-controlling interests	264	—
Total shareholders' equity	<u>1,566,174</u>	<u>1,337,208</u>
<b>Total liabilities and shareholders' equity</b>	<u><u>\$ 3,954,521</u></u>	<u><u>\$ 2,654,817</u></u>

**OPEN TEXT CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
(In thousands of U.S. dollars, except share and per share data)  
**(unaudited)**

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2014	2013	2014	2013
<b>Revenues:</b>				
License	\$ 73,083	\$ 69,035	\$ 209,553	\$ 200,816
Cloud services	128,400	43,194	212,178	131,909
Customer support	180,290	166,573	523,155	493,327
Professional service and other	60,981	58,893	185,835	190,017
Total revenues	<u>442,754</u>	<u>337,695</u>	<u>1,130,721</u>	<u>1,016,069</u>
<b>Cost of revenues:</b>				
License	3,527	3,079	9,867	12,578
Cloud services	49,464	18,741	79,692	54,669
Customer support	25,206	27,497	71,785	81,597
Professional service and other	49,218	49,701	145,898	148,995
Amortization of acquired technology-based intangible assets	17,147	23,058	51,712	70,031
Total cost of revenues	<u>144,562</u>	<u>122,076</u>	<u>358,954</u>	<u>367,870</u>
Gross profit	<u>298,192</u>	<u>215,619</u>	<u>771,767</u>	<u>648,199</u>
<b>Operating expenses:</b>				
Research and development	47,199	43,003	129,332	121,627
Sales and marketing	93,700	77,327	244,403	209,819
General and administrative	39,336	25,762	101,037	81,468
Depreciation	10,527	6,064	23,883	18,278
Amortization of acquired customer-based intangible assets	24,679	17,149	54,388	51,548
Special charges	15,902	5,444	25,901	17,267
Total operating expenses	<u>231,343</u>	<u>174,749</u>	<u>578,944</u>	<u>500,007</u>
Income from operations	<u>66,849</u>	<u>40,870</u>	<u>192,823</u>	<u>148,192</u>
Other income (expense), net	1,652	237	2,838	1,707
Interest and other related expense, net	(9,734)	(4,109)	(17,159)	(12,992)
Income before income taxes	58,767	36,998	178,502	136,907
Provision for income taxes	12,971	11,187	48,576	30,559
Net income for the period	<u>\$ 45,796</u>	<u>\$ 25,811</u>	<u>\$ 129,926</u>	<u>\$ 106,348</u>
Add: net loss attributable to non-controlling interests	88	—	88	—
Net income attributable to OpenText	<u>\$ 45,884</u>	<u>\$ 25,811</u>	<u>\$ 130,014</u>	<u>\$ 106,348</u>
Earnings per share—basic attributable to OpenText	<u>\$ 0.38</u>	<u>\$ 0.22</u>	<u>\$ 1.09</u>	<u>\$ 0.91</u>
Earnings per share—diluted attributable to OpenText	<u>\$ 0.38</u>	<u>\$ 0.22</u>	<u>\$ 1.08</u>	<u>\$ 0.90</u>
Weighted average number of Common Shares outstanding—basic	<u>120,873</u>	<u>117,192</u>	<u>119,048</u>	<u>117,028</u>
Weighted average number of Common Shares outstanding—diluted	<u>122,100</u>	<u>118,154</u>	<u>120,031</u>	<u>118,002</u>
Dividends declared per Common Share	<u>\$ 0.15</u>	<u>\$ —</u>	<u>\$ 0.45</u>	<u>\$ —</u>

**OPEN TEXT CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(In thousands of U.S. dollars)  
(unaudited)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2014	2013	2014	2013
Net income for the period	\$ 45,796	\$ 25,811	\$ 129,926	\$ 106,348
Other comprehensive income—net of tax:				
Net foreign currency translation adjustments	(1,087)	(3,325)	(733)	(4,790)
Unrealized gain (loss) on cash flow hedges				
Unrealized gain (loss)	(1,604)	(908)	(1,517)	1,097
(Gain) loss reclassified into net income	1,237	75	2,410	(1,439)
Actuarial gain (loss) relating to defined benefit pension plans				
Actuarial gain (loss)	(1,808)	124	(781)	(752)
Amortization of actuarial loss into net income	74	72	220	219
Total other comprehensive income (loss), net, for the period	(3,188)	(3,962)	(401)	(5,665)
Total comprehensive income	42,608	21,849	129,525	100,683
Add: comprehensive loss attributable to non-controlling interests	88	—	88	—
Total comprehensive income attributable to OpenText	\$ 42,696	\$ 21,849	\$ 129,613	\$ 100,683

**OPEN TEXT CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands of U.S. dollars)  
(unaudited)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2014	2013	2014	2013
<b>Cash flows from operating activities:</b>				
Net income for the period	\$ 45,796	\$ 25,811	\$ 129,926	\$ 106,348
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization of intangible assets	52,353	46,271	129,983	139,857
Share-based compensation expense	4,418	3,877	15,707	10,153
Excess tax benefits on share-based compensation expense	(594)	(1)	(1,675)	(612)
Pension expense	759	222	1,298	692
Amortization of debt issuance costs	1,016	519	2,060	1,591
Amortization of deferred charges and credits	2,706	2,762	8,640	8,620
Loss on sale and write down of property and equipment	—	—	15	24
Deferred taxes	(1,005)	(6,210)	(4,203)	(7,362)
<b>Changes in operating assets and liabilities:</b>				
Accounts receivable	9,953	(5,019)	19,129	15,387
Prepaid expenses and other current assets	(14,464)	(3,445)	(18,625)	(2,061)
Income taxes	3,169	(1,019)	5,578	(14,907)
Deferred charges and credits	1,382	4,016	9,870	3,580
Accounts payable and accrued liabilities	(21,617)	(6,556)	(32,212)	(27,176)
Deferred revenue	60,156	54,930	20,022	18,192
Other assets	(2,614)	670	(3,300)	959
Net cash provided by operating activities	<u>141,414</u>	<u>116,828</u>	<u>282,213</u>	<u>253,285</u>
<b>Cash flows from investing activities:</b>				
Additions of property and equipment	(8,215)	(5,875)	(28,443)	(15,792)
Purchase of patents	—	—	(192)	—
Purchase of GXS Group, Inc., net of cash acquired	(1,077,671)	—	(1,077,671)	—
Purchase of Cordys Holding B.V., net of cash acquired	—	—	(30,588)	—
Purchase of EasyLink Services International Corporation, net of cash acquired	—	—	—	(315,331)
Purchase of Resonate KT Limited, net of cash acquired	—	(19,366)	—	(19,366)
Purchase of System Solutions Australia Pty Limited (MessageManager), net of cash acquired	—	—	—	(516)
Purchase consideration for prior period acquisitions	(222)	(222)	(665)	(653)
Other investing activities	(1,573)	—	(2,547)	—
Net cash used in investing activities	<u>(1,087,681)</u>	<u>(25,463)</u>	<u>(1,140,106)</u>	<u>(351,658)</u>
<b>Cash flows from financing activities:</b>				
Excess tax benefits on share-based compensation expense	594	1	1,675	612
Proceeds from issuance of Common Shares	14,289	1,128	19,718	7,530
Equity issuance costs	(144)	—	(144)	—
Purchase of Treasury Stock	(1,275)	—	(1,275)	—
Proceeds from long-term debt and revolver	800,000	—	800,000	—
Repayment of long-term debt	(13,412)	(7,670)	(32,499)	(23,008)
Debt issuance costs	(15,759)	—	(16,032)	—
Payments of dividends to shareholders	(18,224)	—	(53,692)	—
Net cash provided by (used in) financing activities	<u>766,069</u>	<u>(6,541)</u>	<u>717,751</u>	<u>(14,866)</u>
Foreign exchange gain (loss) on cash held in foreign currencies	915	(5,171)	5,768	403
Increase (decrease) in cash and cash equivalents during the period	(179,283)	79,653	(134,374)	(112,836)
Cash and cash equivalents at beginning of the period	515,354	367,258	470,445	559,747
Cash and cash equivalents at end of the period	<u>\$ 336,071</u>	<u>\$ 446,911</u>	<u>\$ 336,071</u>	<u>\$ 446,911</u>