

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

	September 30, 2014 (unaudited)	June 30, 2014
<b>ASSETS</b>		
Cash and cash equivalents	\$ 492,486	\$ 427,890
Accounts receivable trade, net of allowance for doubtful accounts of \$4,535 as of September 30, 2014 and \$4,499 as of June 30, 2014 (note 3)	239,762	292,929
Income taxes recoverable (note 14)	12,372	24,648
Prepaid expenses and other current assets	47,498	42,053
Deferred tax assets (note 14)	30,336	28,215
Total current assets	822,454	815,735
Property and equipment (note 4)	151,573	142,261
Goodwill (note 5)	1,940,082	1,963,557
Acquired intangible assets (note 6)	681,229	725,318
Deferred tax assets (note 14)	159,424	156,712
Other assets (note 7)	54,819	52,041
Deferred charges (note 8)	48,598	52,376
Long-term income taxes recoverable (note 14)	10,701	10,638
<b>Total assets</b>	<b>\$ 3,868,880</b>	<b>\$ 3,918,638</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued liabilities (note 9)	\$ 193,720	\$ 231,954
Current portion of long-term debt (note 10)	62,105	62,582
Deferred revenues	301,341	332,664
Income taxes payable (note 14)	15,341	31,630
Deferred tax liabilities (note 14)	944	1,053
Total current liabilities	573,451	659,883
Long-term liabilities:		
Accrued liabilities (note 9)	39,126	41,999
Deferred credits (note 8)	16,382	17,529
Pension liability (note 11)	61,682	60,300
Long-term debt (note 10)	1,243,500	1,256,750
Deferred revenues	18,646	17,248
Long-term income taxes payable (note 14)	163,749	162,131
Deferred tax liabilities (note 14)	57,371	60,631
Total long-term liabilities	1,600,456	1,616,588
Shareholders' equity:		
Share capital (note 12)		
122,034,461 and 121,758,432 Common Shares issued and outstanding at September 30, 2014 and June 30, 2014, respectively; Authorized Common Shares: unlimited	800,422	792,834
Additional paid-in capital	117,242	112,398
Accumulated other comprehensive income	36,216	39,449
Retained earnings	759,898	716,317
Treasury stock, at cost (763,278 shares at September 30, 2014 and June 30, 2014, respectively)	(19,132)	(19,132)
Total OpenText shareholders' equity	1,694,646	1,641,866
Non-controlling interests	327	301
Total shareholders' equity	1,694,973	1,642,167
<b>Total liabilities and shareholders' equity</b>	<b>\$ 3,868,880</b>	<b>\$ 3,918,638</b>

Guarantees and contingencies (note 13)  
Related party transactions (note 21)  
Subsequent event (note 22)

See accompanying Notes to Condensed Consolidated Financial Statements

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

	Three Months Ended September 30,	
	2014	2013
<b>Revenues:</b>		
License	\$ 58,615	\$ 55,306
Cloud services	150,006	41,647
Customer support	183,906	168,440
Professional service and other	61,260	59,067
Total revenues	453,787	324,460
<b>Cost of revenues:</b>		
License	3,088	3,036
Cloud services	57,996	14,265
Customer support	23,218	22,170
Professional service and other	45,361	45,435
Amortization of acquired technology-based intangible assets (note 6)	18,206	21,530
Total cost of revenues	147,869	106,436
Gross profit	305,918	218,024
<b>Operating expenses:</b>		
Research and development	44,742	40,216
Sales and marketing	80,099	69,413
General and administrative	35,756	28,886
Depreciation	12,242	6,458
Amortization of acquired customer-based intangible assets (note 6)	25,884	17,277
Special charges (note 17)	4,169	3,731
Total operating expenses	202,892	165,981
Income from operations	103,026	52,043
Other income (expense), net	(9,873)	1,926
Interest and other related expense, net	(11,099)	(4,385)
Income before income taxes	82,054	49,584
Provision for income taxes (note 14)	17,402	18,954
Net income for the period	\$ 64,652	\$ 30,630
Net (income) loss attributable to non-controlling interests	(26)	—
Net income attributable to OpenText	\$ 64,626	\$ 30,630
Earnings per share—basic attributable to OpenText (note 20)	\$ 0.53	\$ 0.26
Earnings per share—diluted attributable to OpenText (note 20)	\$ 0.53	\$ 0.26
Weighted average number of Common Shares outstanding—basic	121,918	118,126
Weighted average number of Common Shares outstanding—diluted	122,861	118,756
Dividends declared per Common Share	\$ 0.1725	\$ 0.15

As a result of the two-for-one stock-split, effected February 18, 2014 by way of a stock dividend, all historical per share data and number of Common Shares outstanding in these Condensed Consolidated Financial Statements and Notes to the Condensed Consolidated Financial Statements are presented on a post stock-split basis.

See accompanying Notes to Condensed Consolidated Financial Statements

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

	Three Months Ended September 30,	
	2014	2013
<b>Cash flows from operating activities:</b>		
Net income for the period	\$ 64,652	\$ 30,630
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>		
Depreciation and amortization of intangible assets	56,332	45,265
Share-based compensation expense	4,449	4,612
Excess tax benefits on share-based compensation expense	(395)	(73)
Pension expense	1,220	353
Amortization of debt issuance costs	1,143	525
Amortization of deferred charges and credits	2,631	2,967
Loss on sale and write down of property and equipment	—	21
Deferred taxes	(1,545)	(1,869)
<b>Changes in operating assets and liabilities:</b>		
Accounts receivable	55,543	28,778
Prepaid expenses and other current assets	(149)	(3,432)
Income taxes	17,806	7,502
Deferred charges and credits	—	2,700
Accounts payable and accrued liabilities	(34,139)	(18,093)
Deferred revenue	(26,755)	(18,560)
Other assets	(2,262)	(1,402)
Net cash provided by operating activities	<u>138,531</u>	<u>79,924</u>
<b>Cash flows from investing activities:</b>		
Additions of property and equipment	(30,235)	(8,315)
Purchase of Cordys Holding B.V., net of cash acquired	—	(30,588)
Purchase consideration for prior period acquisitions	(222)	(222)
Other investing activities	(7,374)	(1,500)
Net cash used in investing activities	<u>(37,831)</u>	<u>(40,625)</u>
<b>Cash flows from financing activities:</b>		
Excess tax benefits on share-based compensation expense	395	73
Proceeds from issuance of Common Shares	7,099	1,823
Repayment of long-term debt	(13,417)	(7,668)
Debt issuance costs	(183)	—
Payments of dividends to shareholders	(21,045)	(17,721)
Net cash used in financing activities	<u>(27,151)</u>	<u>(23,493)</u>
Foreign exchange gain (loss) on cash held in foreign currencies	(8,953)	4,896
Increase in cash and cash equivalents during the period	64,596	20,702
Cash and cash equivalents at beginning of the period	427,890	470,445
Cash and cash equivalents at end of the period	<u>\$ 492,486</u>	<u>\$ 491,147</u>

Supplementary cash flow disclosures (note 19)

See accompanying Notes to Condensed Consolidated Financial Statements