

OPENTEXT

Investor Briefing New York City, Palace Hotel

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FY13 External Target Model*

Revenue Type	Fiscal 2012 Actual	Fiscal 2012 Target Model	Fiscal 2013 Target Model
As a % of revenue			
Product License	24.3%	25-30%	20 - 25%
Cloud Services	0.6%	0%	11 - 14%
Product Maintenance	53.8%	52-57%	44 - 48%
Professional Services	21.3%	18-23%	17 - 22%
Non-GAAP Gross Margin			
Product License	93.9%	na	92 - 94%
Cloud Services	na	na	58 - 60%
Product Maintenance	83.2%	na	83 - 85%
Professional Services	20.4%	na	19 - 21%
Non-GAAP Gross Margin	72.5%	73-75%	71 - 74%
Non-GAAP Operating Expenses			
Development	13.7%	14-16%	13 - 14%
Sales & Marketing	22.0%	21-23%	21 - 23%
General & Admin	7.7%	8-10%	8 - 9%
Depreciation	1.8%	2%	2%
Non-GAAP Ops Margin	27.3%	25-30%	26 - 30%

*This target model is not guidance.

License Revenue Seasonality

(guideline – not guidance)

- Q4 to Q1 – down 10-20%
- Q1 to Q2 – up 20-30%
- Q2 to Q3 – down 5-10%
- Q3 to Q4 – up 20-30%

Support Revenue – historical metrics

- Renewal rate 91 – 93% inclusive of Price increase
- First year maintenance mandatory 20%
- Deferred customer support revenue June 30, 2012
\$287m, \$274m recognizable in fiscal 2013

Sample Support Revenue Calculation

– using FY '11 as a base for FY '12 - example

		Calculation	Revenue
Q4 F11 support revenue		\$ 151	
Annualized revenue (4 x Q4)	(a)	604	
Current deferred revenue 6/30/11	(b)		\$ 255
Support to be renewed	(a) - (b) = (c)	349	
Renewal rate	(d)	92%	
Renewed support	(c) x (d) = (e)		322
price increase	(f)	1%	
	(e) x (f) = (g)		3
Total renewed	(b) + (e) + (g) = (h)		580
F12 license revenue	(i)	295	
First year maintenance	(j)	20%	
Revenue recognized	(i) x (j) x 50% = (k)		30
Total renewed	(h) + (k) = (l)		610
Global360			40
Estimate of total revenue			\$ 650

Tax rate – Cash taxes

2011

Effective Rate on Adjusted Earnings – 14%

Cash Taxes on Operations – 5%-7%

2012

Effective Rate on Adjusted Earnings – 14%

Cash Taxes on Operations – 5%-7%

2013

Effective Rate on Adjusted Earnings – 14%

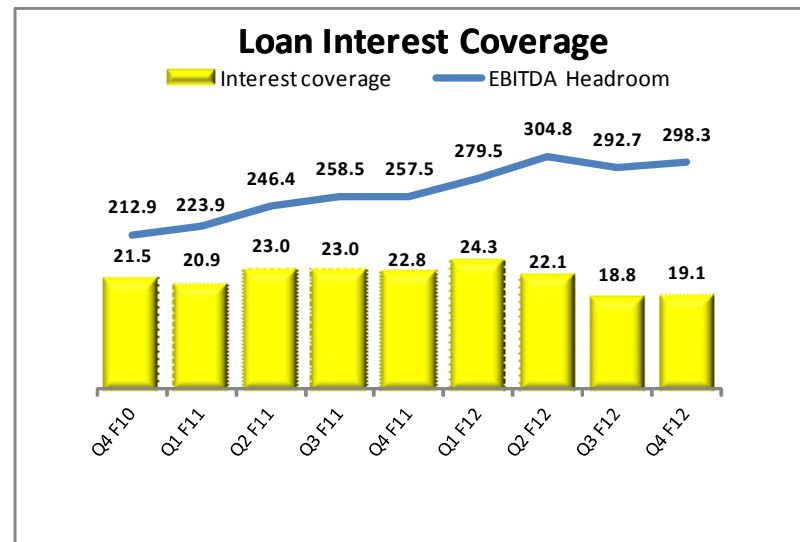
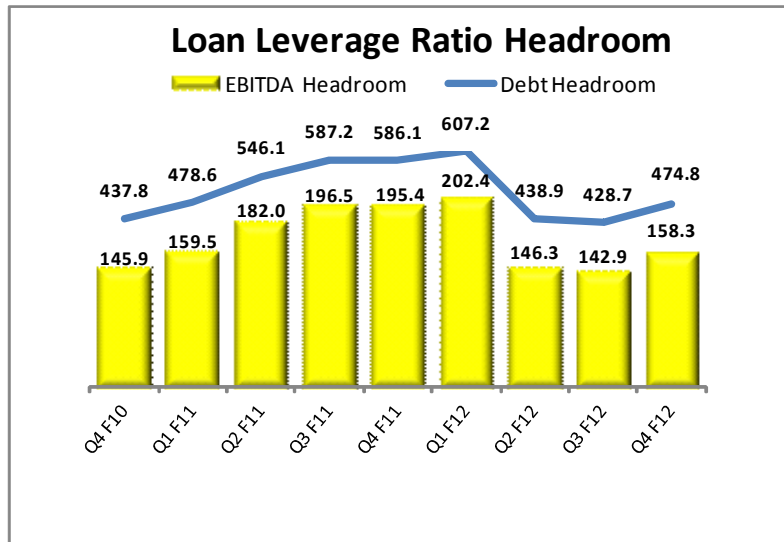
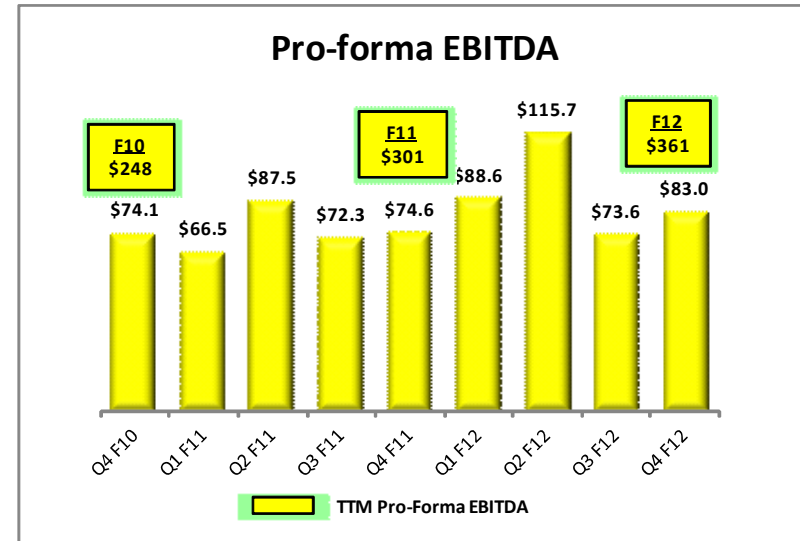
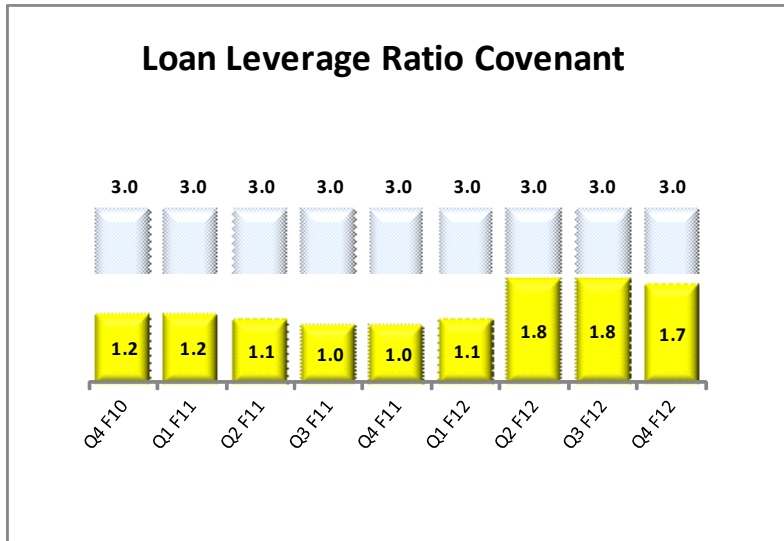
Cash Taxes on Operations – 5%-7%

Taxes on Business Reorganization and Acquisition Transfers of IP

Open Text also expects to pay cash taxes based on continuing to align ownership and management of our Intellectual Property in Luxembourg.

The amount depends on the fair value and tax attributes (cost basis) of the acquired assets and tax attributes (losses) of the acquired entity from which any property is transferred or sold.

Debt Capacity



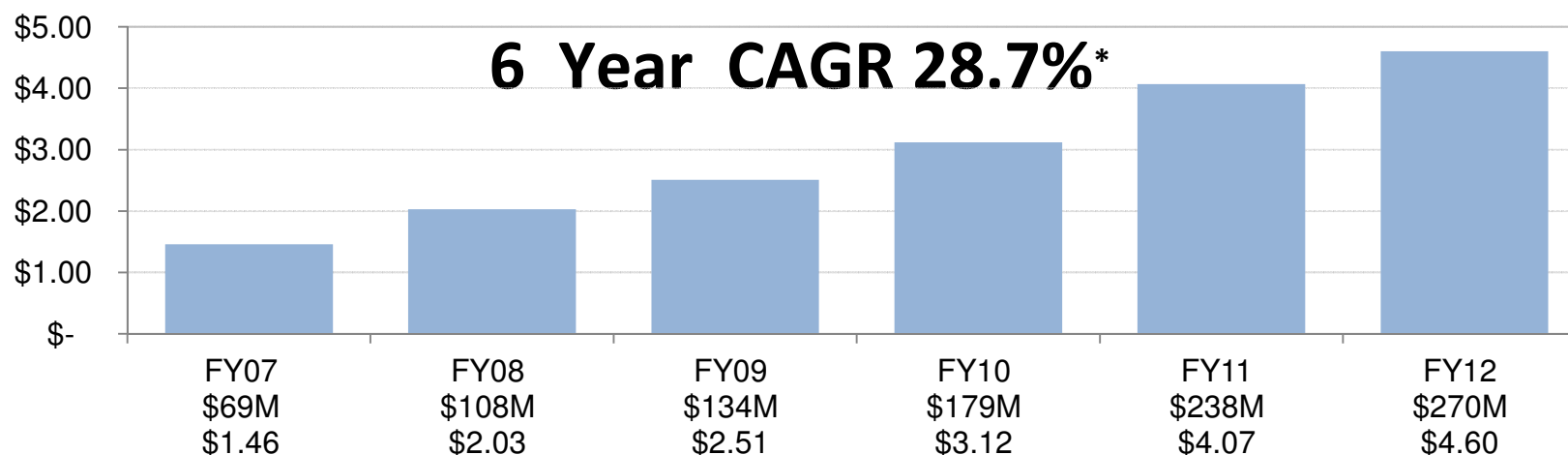
Debt Capacity

- F12 EBITDA \$361m
- Loan Covenants - 3 X Debt/EBITDA & 3 X Interest
- June 2012 cash balance \$560m, EasyLink cash cost \$315m
- Debt capacity:

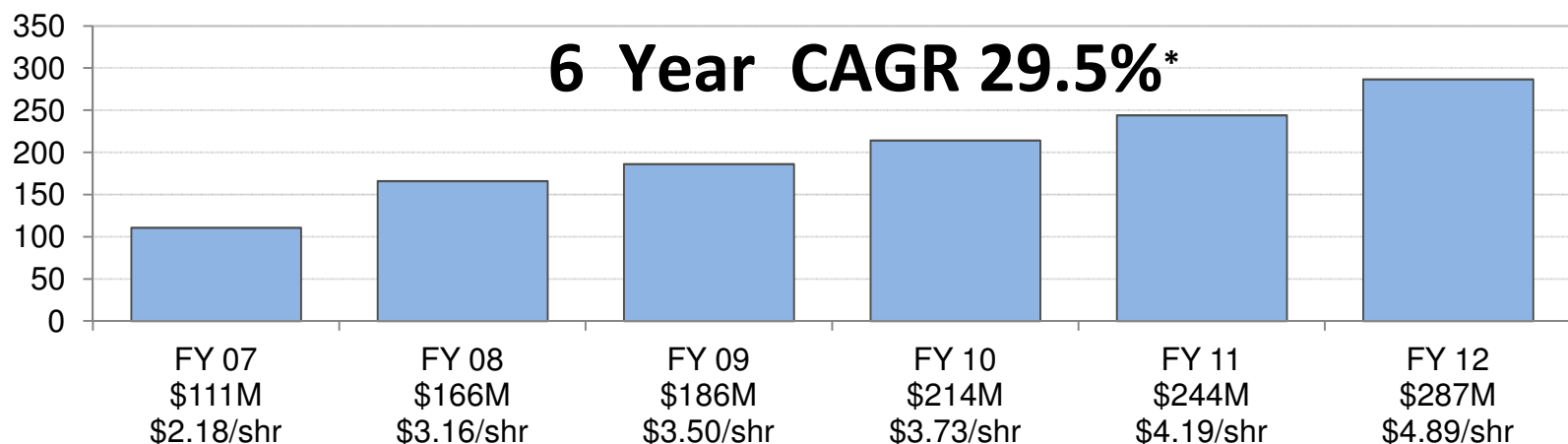
TTM EBITDA	\$ 361
Loan covenant	<u>3.0</u>
	1,083
Current debt	608
Additional capacity	\$ 475

History of Growing Non-GAAP EPS and Adjusted Operating Cash Flow**

Non-GAAP EPS



Operating Cash Flow **



* FY06 non-GAAP EPS \$1.01, OCF \$61M

** Before the impact of special charges

OpenText – Key Financial Metrics

- Predictability of Results
- Strong Earnings & Cash Flow
- Acquisition capacity



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