

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

	<u>June 30, 2014</u>	<u>June 30, 2013</u>
<b>ASSETS</b>		
Cash and cash equivalents	\$ 427,890	\$ 470,445
Accounts receivable trade, net of allowance for doubtful accounts of \$4,499 as of June 30, 2014 and \$4,871 as of June 30, 2013	292,929	174,927
Income taxes recoverable	24,648	17,173
Prepaid expenses and other current assets	42,053	43,464
Deferred tax assets	28,215	11,082
Total current assets	<u>815,735</u>	<u>717,091</u>
Property and equipment	142,261	88,364
Goodwill	1,963,557	1,246,872
Acquired intangible assets	725,318	363,615
Deferred tax assets	156,712	135,695
Other assets	52,041	25,082
Deferred charges	52,376	67,633
Long-term income taxes recoverable	10,638	10,465
<b>Total assets</b>	<u><u>\$ 3,918,638</u></u>	<u><u>\$ 2,654,817</u></u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 231,954	\$ 188,443
Current portion of long-term debt	62,582	51,742
Deferred revenues	332,664	282,387
Income taxes payable	31,630	4,184
Deferred tax liabilities	1,053	1,127
Total current liabilities	<u>659,883</u>	<u>527,883</u>
Long-term liabilities:		
Accrued liabilities	41,999	17,849
Deferred credits	17,529	11,608
Pension liability	60,300	24,509
Long-term debt	1,256,750	513,750
Deferred revenues	17,248	11,830
Long-term income taxes payable	162,131	140,508
Deferred tax liabilities	60,631	69,672
Total long-term liabilities	<u>1,616,588</u>	<u>789,726</u>
Shareholders' equity:		
Share capital		
121,758,432 and 118,057,772 Common Shares issued and outstanding at June 30, 2014 and June 30, 2013, respectively; Authorized Common Shares: unlimited	792,834	651,642
Additional paid-in capital	112,398	101,865
Accumulated other comprehensive income	39,449	39,890
Retained earnings	716,317	572,885
Treasury stock, at cost (763,278 shares at June 30, 2014 and 1,221,756 at June 30, 2013, respectively)	(19,132)	(29,074)
Total OpenText shareholders' equity	<u>1,642,167</u>	<u>1,337,208</u>
Non-controlling interests	301	—
Total shareholders' equity	<u>1,642,167</u>	<u>1,337,208</u>
<b>Total liabilities and shareholders' equity</b>	<u><u>\$ 3,918,638</u></u>	<u><u>\$ 2,654,817</u></u>

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

	Year Ended June 30,		
	2014	2013	2012
<b>Revenues:</b>			
License	\$ 309,217	\$ 279,598	293,719
Cloud services	361,069	173,799	—
Customer support	707,024	658,216	656,568
Professional service and other	247,389	251,723	257,186
Total revenues	<u>1,624,699</u>	<u>1,363,336</u>	<u>1,207,473</u>
<b>Cost of revenues:</b>			
License	13,362	16,107	18,033
Cloud services	135,472	72,365	—
Customer support	95,980	106,948	110,504
Professional service and other	196,939	196,874	204,909
Amortization of acquired technology-based intangible assets	69,917	93,610	84,572
Total cost of revenues	<u>511,670</u>	<u>485,904</u>	<u>418,018</u>
Gross profit	<u>1,113,029</u>	<u>877,432</u>	<u>789,455</u>
<b>Operating expenses:</b>			
Research and development	176,834	164,010	169,043
Sales and marketing	345,643	289,157	274,544
General and administrative	142,450	109,325	97,072
Depreciation	35,237	24,496	21,587
Amortization of acquired customer-based intangible assets	81,023	68,745	53,326
Special charges	31,314	24,034	24,523
Total operating expenses	<u>812,501</u>	<u>679,767</u>	<u>640,095</u>
Income from operations	<u>300,528</u>	<u>197,665</u>	<u>149,360</u>
Other income (expense), net	3,941	(2,473)	3,549
Interest and other related expense, net	(27,934)	(16,982)	(15,564)
Income before income taxes	276,535	178,210	137,345
Provision for income taxes	58,461	29,690	12,171
Net income for the period	<u>\$ 218,074</u>	<u>\$ 148,520</u>	<u>\$ 125,174</u>
Net loss attributable to non-controlling interests	51	—	\$ —
Net income attributable to OpenText	<u>\$ 218,125</u>	<u>\$ 148,520</u>	<u>\$ 125,174</u>
Earnings per share—basic attributable to OpenText	<u>\$ 1.82</u>	<u>\$ 1.27</u>	<u>\$ 1.08</u>
Earnings per share—diluted attributable to OpenText	<u>\$ 1.81</u>	<u>\$ 1.26</u>	<u>\$ 1.07</u>
Weighted average number of Common Shares outstanding—basic	<u>119,674</u>	<u>117,208</u>	<u>115,780</u>
Weighted average number of Common Shares outstanding—diluted	<u>120,576</u>	<u>118,124</u>	<u>117,468</u>
Dividends declared per Common Share	<u>\$ 0.6225</u>	<u>\$ 0.15</u>	<u>\$ —</u>

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

	Three Months Ended June 30,	
	2014	2013
Revenues:		
License	\$ 99,664	\$ 78,782
Cloud services	148,891	41,890
Customer support	183,869	164,889
Professional service and other	61,554	61,706
Total revenues	<u>493,978</u>	<u>347,267</u>
Cost of revenues:		
License	3,495	3,529
Cloud services	55,780	17,696
Customer support	24,195	25,351
Professional service and other	51,041	47,879
Amortization of acquired technology-based intangible assets	18,205	23,579
Total cost of revenues	<u>152,716</u>	<u>118,034</u>
Gross profit	<u>341,262</u>	<u>229,233</u>
Operating expenses:		
Research and development	47,502	42,383
Sales and marketing	101,240	79,338
General and administrative	41,413	27,857
Depreciation	11,354	6,218
Amortization of acquired customer-based intangible assets	26,635	17,197
Special charges	5,413	6,767
Total operating expenses	<u>233,557</u>	<u>179,760</u>
Income from operations	<u>107,705</u>	<u>49,473</u>
Other income (expense), net	1,103	(4,180)
Interest and other related expense, net	(10,775)	(3,990)
Income before income taxes	98,033	41,303
Provision for (recovery of) income taxes	9,885	(869)
Net income for the period	<u>\$ 88,148</u>	<u>\$ 42,172</u>
Net gain attributable to non-controlling interests	(37)	—
Net income attributable to OpenText	<u>\$ 88,111</u>	<u>\$ 42,172</u>
Earnings per share—basic attributable to OpenText	<u>\$ 0.72</u>	<u>\$ 0.36</u>
Earnings per share—diluted attributable to OpenText	<u>\$ 0.72</u>	<u>\$ 0.36</u>
Weighted average number of Common Shares outstanding—basic	<u>121,692</u>	<u>117,750</u>
Weighted average number of Common Shares outstanding—diluted	<u>122,511</u>	<u>118,476</u>
Dividends declared per Common Share	<u>\$ 0.1725</u>	<u>\$ 0.15</u>

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

	Year Ended June 30,		
	2014	2013	2012
Net income for the period	\$ 218,074	\$ 148,520	\$ 125,174
Other comprehensive income—net of tax:			
Net foreign currency translation adjustments	(2,779)	(1,879)	(9,197)
Unrealized gain (loss) on cash flow hedges			
Unrealized loss	(357)	(1,054)	(1,403)
(Gain) loss reclassified into net income	3,242	(1,482)	334
Actuarial gain (loss) relating to defined benefit pension plans, net of tax			
Actuarial loss	(841)	(351)	(5,840)
Amortization of actuarial loss into net income	294	292	—
Total other comprehensive loss, net, for the period	(441)	(4,474)	(16,106)
Total comprehensive income	217,633	144,046	109,068
Comprehensive loss attributable to non-controlling interests	51	—	—
Total comprehensive income attributable to OpenText	\$ 217,684	\$ 144,046	\$ 109,068

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

	Three Months Ended June 30,	
	2014	2013
Net income for the period	\$ 88,148	\$ 42,172
Other comprehensive income—net of tax:		
Net foreign currency translation adjustments	(2,046)	2,911
Unrealized gain (loss) on cash flow hedges		
Unrealized loss	1,160	(2,151)
(Gain) loss reclassified into net income	832	(43)
Actuarial gain (loss) relating to defined benefit pension plans, net of tax		
Actuarial loss	(60)	401
Amortization of actuarial loss into net income	74	73
Total other comprehensive loss, net, for the period	(40)	1,191
Total comprehensive income	88,108	43,363
Comprehensive gain attributable to non-controlling interests	(37)	—
Total comprehensive income attributable to OpenText	\$ 88,071	\$ 43,363

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

	Year Ended June 30,		
	2014	2013	2012
Cash flows from operating activities:			
Net income for the period	\$ 218,074	\$ 148,520	\$ 125,174
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization of intangible assets	186,177	186,851	159,485
Share-based compensation expense	19,906	15,575	18,097
Excess tax benefits on share-based compensation expense	(1,844)	(915)	(2,723)
Pension expense	3,232	1,448	1,125
Amortization of debt issuance costs	3,191	2,123	1,703
Amortization of deferred charges and credits	11,307	11,815	11,579
Loss on sale and write down of property and equipment	15	24	203
Deferred taxes	(31,016)	(5,796)	(78,792)
Impairment and other non cash charges	—	—	1,389
Changes in operating assets and liabilities:			
Accounts receivable	(17,186)	17,965	5,319
Prepaid expenses and other current assets	11,146	4,242	(2,079)
Income taxes	29,990	(17,053)	68,601
Deferred charges and credits	9,870	(9,274)	(22,035)
Accounts payable and accrued liabilities	(36,478)	(41,947)	(18,394)
Deferred revenue	16,601	5,418	(4,581)
Other assets	(5,858)	(494)	2,419
Net cash provided by operating activities	<u>417,127</u>	<u>318,502</u>	<u>266,490</u>
Cash flows from investing activities:			
Additions of property and equipment	(42,268)	(23,107)	(25,828)
Purchase of patents	(192)	(192)	(193)
Purchase of GXS Group, Inc., net of cash acquired	(1,076,886)	—	—
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)	—
Purchase of ICCM Professional Services Limited, net of cash acquired	—	(11,257)	—
Purchase of System Solutions Australia Pty Limited (MessageManager), net of cash acquired	—	(516)	(1,738)
Purchase of Global 360 Holding Corp., net of cash acquired	—	—	(245,653)
Purchase of Operitel Corporation, net of cash acquired	—	—	(7,014)
Purchase consideration for prior period acquisitions	(887)	(875)	(1,113)
Other investing activities	(2,547)	(3,750)	—
Net cash used in investing activities	<u>(1,153,368)</u>	<u>(374,394)</u>	<u>(281,539)</u>
Cash flows from financing activities:			
Excess tax benefits on share-based compensation expense	1,844	915	2,723
Proceeds from issuance of Common Shares	24,808	16,347	21,270
Equity issuance costs	(144)	—	—
Purchase of Treasury Stock	(1,275)	—	(10,888)
Proceeds from long-term debt and revolver	800,000	—	648,500
Repayment of long-term debt	(45,911)	(30,677)	(349,187)
Debt issuance costs	(16,685)	—	(9,834)
Payments of dividends to shareholders	(74,693)	(17,703)	—
Net cash provided by (used in) financing activities	<u>687,944</u>	<u>(31,118)</u>	<u>302,584</u>
Foreign exchange gain (loss) on cash held in foreign currencies	5,742	(2,292)	(11,928)
Increase (decrease) in cash and cash equivalents during the period	(42,555)	(89,302)	275,607
Cash and cash equivalents at beginning of the period	470,445	559,747	284,140
Cash and cash equivalents at end of the period	<u>\$ 427,890</u>	<u>\$ 470,445</u>	<u>\$ 559,747</u>

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

	Three Months Ended June 30,	
	2014	2013
Cash flows from operating activities:		
Net income for the period	\$ 88,148	\$ 42,172
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of intangible assets	56,194	46,994
Share-based compensation expense	4,199	5,422
Excess tax benefits on share-based compensation expense	(169)	(303)
Pension expense	1,268	339
Amortization of debt issuance costs	1,131	532
Amortization of deferred charges and credits	2,667	3,195
Loss on sale and write down of property and equipment	—	—
Deferred taxes	(26,813)	1,566
Changes in operating assets and liabilities:		
Accounts receivable	(36,315)	2,578
Prepaid expenses and other current assets	29,771	6,303
Income taxes	24,412	(2,146)
Deferred charges and credits	—	(12,854)
Accounts payable and accrued liabilities	(3,600)	(14,354)
Deferred revenue	(3,421)	(12,774)
Other assets	(2,558)	(1,453)
Net cash provided by operating activities	<u>134,914</u>	<u>65,217</u>
Cash flows from investing activities:		
Additions of property and equipment	(13,825)	(7,315)
Purchase of patents	—	(192)
Purchase of GXS Group, Inc., net of cash acquired	785	—
Purchase of Cordys Holding B.V., net of cash acquired	—	—
Purchase of EasyLink Services International Corporation, net of cash acquired	—	—
Purchase of Resonate KT Limited, net of cash acquired	—	—
Purchase of ICCM Professional Services Limited, net of cash acquired	—	(11,257)
Purchase of System Solutions Australia Pty Limited (MessageManager), net of cash acquired	—	—
Purchase consideration for prior period acquisitions	(222)	(222)
Other investing activities	—	(3,750)
Net cash used in investing activities	<u>(13,262)</u>	<u>(22,736)</u>
Cash flows from financing activities:		
Excess tax benefits on share-based compensation expense	169	303
Proceeds from issuance of Common Shares	5,090	8,817
Equity issuance costs	—	—
Purchase of Treasury Stock	—	—
Proceeds from long-term debt and revolver	—	—
Repayment of long-term debt	(13,412)	(7,669)
Debt issuance costs	(653)	—
Payments of dividends to shareholders	(21,001)	(17,703)
Net cash provided by (used in) financing activities	<u>(29,807)</u>	<u>(16,252)</u>
Foreign exchange gain (loss) on cash held in foreign currencies	(26)	(2,695)
Increase (decrease) in cash and cash equivalents during the period	91,819	23,534
Cash and cash equivalents at beginning of the period	336,071	446,911
Cash and cash equivalents at end of the period	<u>\$ 427,890</u>	<u>\$ 470,445</u>