opentext™

Computershare

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Security Class

Holder Account Number

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Form of Proxy - Annual General and Special Meeting of Shareholders to be held on September 14, 2020

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. **Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse). If you would like to attend the meeting and vote in person, please submit your Form of Proxy by 10:00 am, Eastern Daylight Time, on September 10, 2020. The Chair of the Meeting may waive or extend the proxy cut-off at his or her discretion without notice.**
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder. The latest dated proxy submitted supersedes any previously given proxy.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 10:00 am, Eastern Daylight Time, on September 10, 2020.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!

To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free

To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- **Smartphone?** Scan the QR code to vote now.

To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com and clicking at the bottom of the page.

To Vote by Fax

- Complete, sign and date the reverse hereof.
- Forward it by fax to 1-866-249-7775 for calls within Canada and the U.S. There is **NO CHARGE** for this call.
- Forward it by fax to 416-263-9524 for calls outside Canada and the U.S.

If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.
Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER

01MZOA

Appointment of Proxyholder

The undersigned shareholder of Open Text Corporation (the "Company") hereby appoints any one of P. Thomas Jenkins, Mark Barrenechea, and Michael F. Acedo

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of Shareholders of the Company (the "Meeting") to be held on September 14, 2020 at 10:00 am (Eastern Daylight Time) to be held virtually at https://web.lumiagm.com/245779000 and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

1. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. P. Thomas Jenkins	☐	☐	02. Mark J. Barrenechea	☐	☐	03. Randy Fowlie	☐	☐
04. David Fraser	☐	☐	05. Gail E. Hamilton	☐	☐	06. Robert Hau	☐	☐
07. Stephen J. Sadler	☐	☐	08. Harmit Singh	☐	☐	09. Michael Slaunwhite	☐	☐
10. Katharine B. Stevenson	☐	☐	11. Deborah Weinstein	☐	☐			

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	For	Withhold
2. Re-appointment of Independent Auditors Re-appoint KPMG LLP, Chartered Accountants, as independent auditors for the Company.	☐	☐

	For	Against
3. Shareholder Advisory Vote on Executive Compensation (Say-on-Pay Vote) The non-binding Say-on-Pay Resolution, the full text of which is attached as Schedule "A" to the Circular, with or without variation, on the Company's approach to executive compensation, as more particularly described in the management proxy circular (the "Circular").	☐	☐
4. Amendment of 2004 Employee Stock Purchase Plan The 2004 Stock Purchase Plan Resolution, the full text is attached as Schedule "B" to the Circular, with or without variation, to approve the amendment of the Company's 2004 Stock Purchase Plan to reserve for issuance an additional 4,000,000 Common Shares under such Plan, as more particularly described in the Circular.	☐	☐
5. Amendment to the Company's 2004 Stock Option Plan The 2004 Stock Option Plan Resolution, the full text of which is attached as Schedule "D" to the Circular, with or without variation, to approve the amendment to the Company's 2004 Stock Option Plan to reserve for issuance an additional 6,000,000 Common Shares under such Plan, as more particularly described in the Circular.	☐	☐

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Authorized Signature(s) – This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

Signature(s)

Date

MM / DD / YY

Interim Financial Statements – Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail. ☐

Annual Financial Statements – Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail. ☐

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/mailinglist.