opentext™

NOTICE TO SHAREHOLDERS OF OPEN TEXT CORPORATION REGARDING NOTICE-AND-ACCESS

August 5, 2020

Dear Shareholder,

In connection with the annual general and special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of Open Text Corporation (the "**Company**"), notice is hereby given that the Company will use the Canadian Securities Administrators' "notice-and-access" delivery model to deliver proxy-related materials, including the Company's management information circular (the "**Circular**") and the Company's annual report on Form 10-K for the year ended June 30, 2020 containing the financial statements of the Company for the year ended June 30, 2020 and the auditors' report thereon and management's discussion and analysis of such financial results (the "**Annual Report**" and, together with the Circular, the "**Meeting Materials**") to Shareholders. Under notice-and-access, the Company is permitted, as an alternative to sending paper copies of the Meeting Materials to Shareholders, to provide to Shareholders of record as of August 5, 2020, the record date for the Meeting, this notice containing, among other things, information regarding how to access the Meeting Materials online as well as how to obtain paper copies of the Meeting Materials free of charge. The Company anticipates that notice-and-access will directly benefit the Company through a substantial reduction in both postage and printing costs and will also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. A form of proxy (if you are a registered Shareholder) or a voting instruction form (if you are a non-registered Shareholder) is included with this notice along with instructions on how to vote.

In dealing with the unprecedented public health and safety issues of COVID-19 affecting all our families, businesses, communities, shareholders, and employees, we will hold the Annual General and Special Meeting of Shareholders virtually via live audio webcast and Shareholders will not be able to physically attend the Meeting.

The Meeting will be held on September 14, 2020, commencing at 10:00 a.m. (Eastern Daylight Time) via live audio webcast online at **https://web.lumiagm.com/245779000**, password: **open2020** (case sensitive) for the following purposes:

1. to receive the financial statements of the Company for the year ended June 30, 2020, together with the report of the auditors thereon;
2. to elect directors;
3. to re-appoint auditors;
4. to consider and, if thought advisable, pass the non-binding say-on-pay resolution on executive compensation;
5. to consider and, if thought advisable, approve, a resolution reserving for issuance an additional 4,000,000 Common Shares under the Company's 2004 Employee Stock Purchase Plan;
6. to consider and, if thought advisable, approve a resolution reserving for issuance an additional 6,000,000 Common Shares under the Company's 2004 Stock Option Plan; and
7. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The Circular provides additional information relating to the matters to be dealt with at the Meeting. In particular, for information concerning the items listed above, please see the section of the Circular entitled *"Matters to be Acted Upon at the Meeting"*.

How to Access the Meeting Materials Online

The Meeting Materials are available to be viewed online at https://investors.opentext.com/financials/default.aspx#annual and on the Company's profiles on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com and the Securities and Exchange Commission's Electronic Document Gathering and Retrieval System at www.sec.gov.

How to Request Paper Copies of the Meeting Materials

You can request paper copies of the Meeting Materials by mail free of charge by calling toll-free, within North America, 1-866-962-0498 or direct, from outside of North America, (514) 982-8716, and entering your control number as indicated on your voting instruction form or form of proxy.

To obtain paper copies of the materials after the date of the Meeting, please contact Assistant to the Corporate Secretary at 519-888-7111 ext 82278.

If a request for paper copies of the Meeting Materials is made prior to the date of the Meeting, the Meeting Materials will be sent to you within three (3) business days of receiving your request. If a request for paper copies is made on or after the date of the Meeting, and within one year of the Circular being filed on SEDAR, the Meeting Materials will be sent to you within ten (10) calendar days of receiving the request.

In order for a Shareholder to receive paper copies of the Meeting Materials in advance of the deadline for submission of voting instructions (currently scheduled for September 10, 2020) and the date of the Meeting, Shareholders should take into account the three (3) business day period for processing requests, as well as typical mailing times. It is estimated that the request for paper copies of the Meeting Materials must be received by Computershare by September 1, 2020 in order to allow sufficient time for processing and mailing prior to the deadline for submission of voting instructions and the date of the Meeting. **Please note that if you request paper copies of the Meeting Materials, you will not receive a new form of proxy or voting instruction form.**

Voting

Shareholders are reminded to review the Circular prior to voting. You cannot vote by returning this notice. To vote your shares, you must vote using the method set out in the enclosed voting instruction form or form of proxy.

Registered Shareholders are receiving a form of proxy with this notice and, if it is not their intention to attend the Meeting, are asked to mark their vote, sign, date and follow the return instructions provided in the enclosed form of proxy. In order to be voted at the Meeting, or at any adjournment thereof, a completed form of proxy must be received by Computershare not later than 10:00 a.m. (Eastern Daylight time) on September 10, 2020 or not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time any adjourned meeting is reconvened or any postponed meeting is convened. Executed forms of proxy may be deposited with Computershare in any one of the following ways: (i) over the Internet at www.investorvote.com, (ii) toll free by telephone at 1-866-732-VOTE (8683), (iii) by facsimile toll free (within North America) at 1-866-249-7775 or (416) 263-9524 (outside North America), or (iv) by mail to Computershare Investor Services Inc. at 100 University Avenue, 8th FIoor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department of Computershare Investor Services Inc.

Non-registered Shareholders may direct the voting of shares that they beneficially own through the intermediary ("**Intermediary**") with which the non-registered Shareholder deals in respect of the shares. Non-registered Shareholders should carefully follow the instructions in the voting instruction form that they receive from their Intermediary in order to vote the shares that are held through that Intermediary. Non-registered Shareholders who wish to attend and vote at the Meeting should follow the corresponding instructions on the voting instruction form and the Circular. **Non-registered Shareholders should carefully follow the instructions of their Intermediaries and their service companies.**

For more information on how to attend the Meeting online, the appointment of proxies and voting procedures, please refer to the sections of the Circular entitled *"Attending the Meeting*", *"Appointment of Proxyholder"*, *"Revocation of Proxies"* and *"Voting of Proxies".*

Questions

Shareholders with questions regarding notice-and-access can call Computershare toll free at 1-800-564-6253.

If you have any questions or need assistance completing your voting instruction form or form of proxy, please contact Kingsdale Advisors, our strategic shareholder advisor and proxy solicitation agent for the Meeting, by toll-free telephone at 1-888-327-0819 (within North America) or at 1-416-867-2272 (outside North America) or by e-mail at contactus@kingsdaleadvisors.com.