OPEN TEXT CORPORATION

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

September 12, 2024

Date and Time

September 12, 2024 at 10:00 a.m. (Eastern Daylight time)

Virtual Annual Meeting Site

Live audio webcast at https://meetnow.global/MU6JRQM.

Business of the Meeting

1. To receive the financial statements of Open Text Corporation (the Company) for the year ended June 30, 2024, together with the report of the auditors thereon;
2. To elect directors;
3. To re-appoint auditors;
4. To consider and, if thought advisable, approve, a resolution to amend the Company's 2004 Employee Stock Purchase Plan to reserve for issuance an additional 6,000,000 common shares under such plan;
5. To consider and, if thought advisable, pass the non-binding say-on-pay resolution on executive compensation, as more particularly set forth in the accompanying management information circular (the Circular); and
6. To transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

Who Can Vote

Holders of common shares of the Company as of the close of business on August 1, 2024.

Participating in the Virtual Annual Meeting

We will be holding our 2024 Annual Meeting of Shareholders (the Meeting) in a virtual only format, which will be conducted via live audio webcast online at https://meetnow.global/MU6JRQM. At this website, shareholders will be able to participate in the Meeting, submit questions and vote their common shares while the Meeting is being held. We hope that hosting a virtual meeting helps enable greater participation by our shareholders by allowing shareholders that might not otherwise be able to travel to a physical meeting to attend online.

Registered shareholders and duly appointed proxyholders will be able to attend, submit questions and vote at the Meeting online at https://meetnow.global/MU6JRQM or any adjournment or postponement thereof, or they may appoint another person (who need not be a shareholder) as their proxy to attend, submit questions and vote in their place. If you appoint a non-management proxyholder, please ensure that they attend the Meeting online for your vote to count.

In connection with the Meeting, the Company will be using the Canadian Securities Administrators' "notice-and-access" delivery model which allows the Company to furnish the Circular, the accompanying proxy-related materials, the financial statements for the year ended June 30, 2024 and associated management's discussion and analysis (collectively, the Meeting Materials) to shareholders over the Internet resulting in lower costs and a reduction in the environmental impact of the Meeting. Under notice-and-access, shareholders will continue to receive a form of proxy or voting instruction form (VIF) enabling them to vote at the Meeting online. However, instead of a paper copy of the Meeting Materials, including the Circular, shareholders will receive a notice with information on how they may

access the Meeting Materials, including the Circular, electronically. On or about August 13, 2024, the Company intends to mail shareholders of record as of August 1, 2024 a notice with information about the notice-and-access process and voting instructions, as well as a proxy or VIF containing instructions on how to access the Meeting Materials.

SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR PRIOR TO VOTING. Shareholders with questions about notice-and-access can contact the Company's transfer agent, Computershare Investor Services Inc. (Computershare).

Registered shareholders who are unable to attend the Meeting online are urged to vote: (i) by mail by sending the form of proxy to Computershare at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 in the envelope enclosed with the form of proxy; (ii) by facsimile to (416) 263-9524 or toll free (within North America) at (866) 249-7775; (iii) toll free by telephone at 1-866-732-VOTE (8683); or (iv) over the Internet at www.investorvote.com. To be effective, the completed form of proxy must be received by Computershare before 10:00 a.m. (Eastern Daylight time) on September 10, 2024 or in the case of any adjournment or postponement of the Meeting, not less than 48 hours (Saturdays, Sundays and holidays excepted) prior to the time of the adjournment or postponement. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting at his or her discretion without notice. The return of the form of proxy will not affect your right to vote at the Meeting online.

Non-registered shareholders who receive these materials through their broker or other intermediary should complete and send the form of proxy or VIF, as applicable, in accordance with the instructions provided by their broker or intermediary. These instructions include the additional step of registering non-management proxyholders with Computershare after submitting their form of proxy or VIF. Failure to register a non-management proxyholder with Computershare will result in the proxyholder not receiving an invitation code to participate in the Meeting online and only being able to attend as a guest. Non-registered shareholders who have not duly appointed themselves as proxyholders will only be able to attend the Meeting online as a guest but will not be able to vote or submit questions at the Meeting.

If you have any questions or need assistance voting, please contact Kingsdale Advisors, our strategic shareholder advisor and proxy solicitation agent at 1-866-229-8651 (toll-free in North America) or 1-437-561-5025 (text and call enabled outside North America) or by e-mail at contactus@kingsdaleadvisors.com.

The Circular is deemed to form part of this notice.

August 1, 2024

By order of the Board of Directors

Michael F. Acedo (signed)
Corporate Secretary