OPEN TEXT CORPORATION

CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands of U.S. dollars, except share data)

	March 31, 2021 (unaudited)	June 30, 2020
ASSETS		
Cash and cash equivalents	$ 1,475,626	$ 1,692,850
Accounts receivable trade, net of allowance for credit losses of $22,931 as of March 31, 2021 and $20,906 as of June 30, 2020	402,672	466,357
Contract assets	26,276	29,570
Income taxes recoverable	17,026	61,186
Prepaid expenses and other current assets	140,576	136,436
Total current assets	2,062,176	2,386,399
Property and equipment	230,517	244,555
Operating lease right of use assets	226,021	207,869
Long-term contract assets	18,594	15,427
Goodwill	4,688,449	4,672,356
Acquired intangible assets	1,291,796	1,612,564
Deferred tax assets	833,369	911,565
Other assets	174,965	154,467
Long-term income taxes recoverable	30,734	29,620
Total assets	$ 9,556,621	$ 10,234,822
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	$ 372,819	$ 373,314
Current portion of long-term debt	10,000	610,000
Operating lease liabilities	56,143	64,071
Deferred revenues	873,581	812,218
Income taxes payable	26,481	44,630
Total current liabilities	1,339,024	1,904,233
Long-term liabilities:		
Accrued liabilities	27,849	34,955
Pension liability	80,649	73,129
Long-term debt	3,580,206	3,584,311
Long-term operating lease liabilities	217,584	217,165
Long-term deferred revenues	99,679	94,382
Long-term income taxes payable	31,974	171,200
Deferred tax liabilities	147,731	148,738
Total long-term liabilities	4,185,672	4,323,880
Shareholders' equity:		
Share capital and additional paid-in capital		
272,973,445 and 271,863,354 Common Shares issued and outstanding at March 31, 2021 and June 30, 2020, respectively; authorized Common Shares: unlimited	1,915,759	1,851,777
Accumulated other comprehensive income	54,074	17,825
Retained earnings	2,130,047	2,159,396
Treasury stock, at cost (1,567,664 and 622,297 shares at March 31, 2021 and June 30, 2020, respectively)	(69,386)	(23,608)
Total OpenText shareholders' equity	4,030,494	4,005,390
Non-controlling interests	1,431	1,319
Total shareholders' equity	4,031,925	4,006,709
Total liabilities and shareholders' equity	$ 9,556,621	$ 10,234,822

OPEN TEXT CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In thousands of U.S. dollars, except share and per share data)
(unaudited)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2021	2020	2021	2020
Revenues:				
Cloud services and subscriptions	$ 355,845	$ 339,463	$ 1,047,285	$ 825,068
Customer support	335,915	322,865	999,806	950,671
License	76,299	81,055	252,170	297,048
Professional service and other	64,872	71,296	193,327	210,337
Total revenues	832,931	814,679	2,492,588	2,283,124
Cost of revenues:				
Cloud services and subscriptions	123,729	127,565	354,235	333,371
Customer support	30,953	32,151	89,815	91,326
License	2,810	2,544	9,601	7,917
Professional service and other	50,321	56,526	143,521	164,468
Amortization of acquired technology-based intangible assets	53,453	63,401	165,581	145,998
Total cost of revenues	261,266	282,187	762,753	743,080
Gross profit	571,665	532,492	1,729,835	1,540,044
Operating expenses:				
Research and development	110,071	108,184	304,212	269,645
Sales and marketing	158,687	166,234	438,984	432,162
General and administrative	71,548	68,828	190,502	174,958
Depreciation	21,961	24,820	64,244	65,809
Amortization of acquired customer-based intangible assets	54,156	59,943	164,075	160,561
Special charges (recoveries)	2,846	9,406	(1,404)	24,579
Total operating expenses	419,269	437,415	1,160,613	1,127,714
Income from operations	152,396	95,077	569,222	412,330
Other income (expense), net	8,283	(18,923)	16,417	(19,736)
Interest and other related expense, net	(37,333)	(41,263)	(114,017)	(105,849)
Income before income taxes	123,346	34,891	471,622	286,745
Provision for (recovery of) income taxes	31,818	8,891	342,121	78,800
Net income for the period	$ 91,528	$ 26,000	$ 129,501	$ 207,945
Net (income) loss attributable to non-controlling interests	(38)	(35)	(112)	(112)
Net income attributable to OpenText	$ 91,490	$ 25,965	$ 129,389	$ 207,833
Earnings per share—basic attributable to OpenText	$ 0.34	$ 0.10	$ 0.47	$ 0.77
Earnings per share—diluted attributable to OpenText	$ 0.33	$ 0.10	$ 0.47	$ 0.77
Weighted average number of Common Shares outstanding—basic (in '000's)	272,832	271,221	272,414	270,559
Weighted average number of Common Shares outstanding—diluted (in '000's)	273,924	272,202	273,312	271,643

OPEN TEXT CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands of U.S. dollars)
(unaudited)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2021	2020	2021	2020
Net income for the period	$ 91,528	$ 26,000	$ 129,501	$ 207,945
Other comprehensive income (loss)—net of tax:				
Net foreign currency translation adjustments	(12,568)	(15,484)	36,142	(16,220)
Unrealized gain (loss) on cash flow hedges:				
Unrealized gain (loss) - net of tax expense (recovery) effect of $246 and ($1,276) for the three months ended March 31, 2021 and 2020, respectively; $1,302 and ($1,181) for the nine months ended March 31, 2021 and 2020, respectively	681	(3,539)	3,608	(3,278)
(Gain) loss reclassified into net income - net of tax (expense) recovery effect of ($399) and $121 for the three months ended March 31, 2021 and 2020, respectively; ($682) and $98 for the nine months ended March 31, 2021 and 2020, respectively	(1,108)	337	(1,892)	273
Actuarial gain (loss) relating to defined benefit pension plans:				
Actuarial gain (loss) - net of tax expense (recovery) effect of $944 and $1,495 for the three months ended March 31, 2021 and 2020, respectively; ($413) and $1,554 for the nine months ended March 31, 2021 and 2020, respectively	344	3,309	(2,342)	3,923
Amortization of actuarial (gain) loss into net income - net of tax (expense) recovery effect of $95 and $203 for the three months ended March 31, 2021 and 2020, respectively; $275 and $446 for the nine months ended March 31, 2021 and 2020, respectively	249	153	733	644
Total other comprehensive income (loss) net, for the period	(12,402)	(15,224)	36,249	(14,658)
Total comprehensive income	79,126	10,776	165,750	193,287
Comprehensive (income) loss attributable to non-controlling interests	(38)	(35)	(112)	(112)
Total comprehensive income attributable to OpenText	$ 79,088	$ 10,741	$ 165,638	$ 193,175

OPEN TEXT CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(In thousands of U.S. dollars and shares)
(unaudited)

	Three Months Ended March 31, 2021							
	Common Shares and Additional Paid in Capital		Treasury Stock		Retained Earnings	Accumulated Other Comprehensive Income	Non-Controlling Interests	Total
	Shares	Amount	Shares	Amount				
Balance as of December 31, 2020	**272,589**	**$1,889,857**	**(1,101)**	**$ (47,555)**	**$2,093,076**	**$ 66,476**	**$ 1,393**	**$4,003,247**
Issuance of Common Shares								
Under employee stock option plans	219	8,270	—	—	—	—	—	8,270
Under employee stock purchase plans	165	6,421	—	—	—	—	—	6,421
Share-based compensation	—	12,357	—	—	—	—	—	12,357
Purchase of treasury stock	—	—	(490)	(22,977)	—	—	—	(22,977)
Issuance of treasury stock	—	(1,146)	23	1,146	—	—	—	—
Dividends declared ($0.2008 per Common Share)	—	—	—	—	(54,519)	—	—	(54,519)
Other comprehensive income (loss) - net	—	—	—	—	—	(12,402)	—	(12,402)
Net income for the quarter	—	—	—	—	91,490	—	38	91,528
Balance as of March 31, 2021	**272,973**	**$1,915,759**	**(1,568)**	**$ (69,386)**	**$2,130,047**	**$ 54,074**	**$ 1,431**	**$4,031,925**

	Three Months Ended March 31, 2020							
	Common Shares and Additional Paid in Capital		Treasury Stock		Retained Earnings	Accumulated Other Comprehensive Income	Non-Controlling Interests	Total
	Shares	Amount	Shares	Amount				
Balance as of December 31, 2019	**270,609**	**$1,803,663**	**(847)**	**$ (32,066)**	**$2,201,653**	**$ 24,690**	**$ 1,292**	**$3,999,232**
Issuance of Common Shares								
Under employee stock option plans	886	23,414	—	—	—	—	—	23,414
Under employee stock purchase plans	139	5,217	—	—	—	—	—	5,217
Share-based compensation	—	6,856	—	—	—	—	—	6,856
Dividends declared ($0.1746 per Common Share)	—	—	—	—	(47,279)	—	—	(47,279)
Other comprehensive income (loss) - net	—	—	—	—	—	(15,224)	—	(15,224)
Non-controlling interest	—	—	—	—	—	—	(39)	(39)
Net income for the quarter	—	—	—	—	25,965	—	35	26,000
Balance as of March 31, 2020	**271,634**	**$1,839,150**	**(847)**	**$ (32,066)**	**$2,180,339**	**$ 9,466**	**$ 1,288**	**$3,998,177**

	Nine Months Ended March 31, 2021							
	Common Shares and Additional Paid in Capital		Treasury Stock		Retained Earnings	Accumulated Other Comprehensive Income	Non-Controlling Interests	Total
	Shares	Amount	Shares	Amount				
Balance as of June 30, 2020	**271,863**	**$1,851,777**	**(622)**	**$ (23,608)**	**$2,159,396**	**$ 17,825**	**$ 1,319**	**$4,006,709**
Adoption of ASU 2016-13 - cumulative effect, net	—	—	—	—	(2,450)	—	—	(2,450)
Issuance of Common Shares								
Under employee stock option plans	743	23,768	—	—	—	—	—	23,768
Under employee stock purchase plans	367	13,974	193	6,690	—	—	—	20,664
Share-based compensation	—	38,619	—	—	—	—	—	38,619
Purchase of treasury stock	—	—	(1,455)	(64,847)	—	—	—	(64,847)
Issuance of treasury stock	—	(12,379)	316	12,379	—	—	—	—
Dividends declared ($0.5762 per Common Share)	—	—	—	—	(156,288)	—	—	(156,288)
Other comprehensive income (loss) - net	—	—	—	—	—	36,249	—	36,249
Net income for the period	—	—	—	—	129,389	—	112	129,501
Balance as of March 31, 2021	**272,973**	**$1,915,759**	**(1,568)**	**$ (69,386)**	**$2,130,047**	**$ 54,074**	**$ 1,431**	**$4,031,925**

	Nine Months Ended March 31, 2020							
	Common Shares and Additional Paid in Capital		Treasury Stock		Retained Earnings	Accumulated Other Comprehensive Income	Non-Controlling Interests	Total
	Shares	Amount	Shares	Amount				
Balance as of June 30, 2019	**269,834**	**$1,774,214**	**(803)**	**$ (28,766)**	**$2,113,883**	**$ 24,124**	**$ 1,215**	**$3,884,670**
Issuance of Common Shares								
Under employee stock option plans	1,301	34,773	—	—	—	—	—	34,773
Under employee stock purchase plans	499	17,757	—	—	—	—	—	17,757
Share-based compensation	—	21,530	—	—	—	—	—	21,530
Purchase of treasury stock	—	—	(300)	(12,424)	—	—	—	(12,424)
Issuance of treasury stock	—	(9,124)	256	9,124	—	—	—	—
Dividends declared ($0.5238 per Common Share)	—	—	—	—	(141,377)	—	—	(141,377)
Other comprehensive income (loss) - net	—	—	—	—	—	(14,658)	—	(14,658)
Non-controlling interest	—	—	—	—	—	—	(39)	(39)
Net income for the period	—	—	—	—	207,833	—	112	207,945
Balance as of March 31, 2020	**271,634**	**$1,839,150**	**(847)**	**$ (32,066)**	**$2,180,339**	**$ 9,466**	**$ 1,288**	**$3,998,177**

OPEN TEXT CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands of U.S. dollars)
(unaudited)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2021	2020	2021	2020
Cash flows from operating activities:				
Net income for the period	$ 91,528	$ 26,000	$ 129,501	$ 207,945
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization of intangible assets	129,570	148,164	393,900	372,368
Share-based compensation expense	12,357	6,856	38,619	21,530
Pension expense	1,550	1,428	4,670	4,323
Amortization of debt issuance costs	1,141	1,227	3,395	3,503
Loss on extinguishment of debt	—	17,854	—	17,854
Loss on sale and write down of property and equipment	1,026	—	1,979	—
Deferred taxes	447	2,543	80,844	36,711
Share in net (income) loss of equity investees	(11,765)	(4,527)	(20,020)	(6,475)
Changes in operating assets and liabilities:				
Accounts receivable	54,345	83,590	87,072	86,188
Contract assets	(8,842)	(9,006)	(29,035)	(26,665)
Prepaid expenses and other current assets	(10,494)	(6,854)	(2,528)	(7,355)
Income taxes	(286,435)	(33,717)	(117,594)	(34,608)
Accounts payable and accrued liabilities	9,211	(9,028)	(27,327)	(42,263)
Deferred revenue	81,247	102,373	62,600	38,280
Other assets	2,232	5,079	765	7,436
Operating lease assets and liabilities, net	(3,546)	(2,381)	(26,910)	(4,486)
Net cash provided by operating activities	63,572	329,601	579,931	674,286
Cash flows from investing activities:				
Additions of property and equipment	(13,311)	(16,793)	(36,267)	(55,005)
Purchase of XMedius	—	(73,335)	444	(73,335)
Purchase of Carbonite, Inc., net of cash and restricted cash acquired	—	(88,458)	—	(1,305,097)
Purchase of Dynamic Solutions Group Inc.	—	—	(371)	(4,149)
Other investing activities	(648)	(5,803)	(2,018)	(11,344)
Net cash used in investing activities	(13,959)	(184,389)	(38,212)	(1,448,930)
Cash flows from financing activities:				
Proceeds from issuance of Common Shares from exercise of stock options and ESPP	16,603	29,990	45,780	53,107
Proceeds from long-term debt and Revolver	—	2,400,000	—	3,150,000
Repayment of long-term debt and Revolver	(2,500)	(1,706,131)	(607,500)	(1,711,131)
Debt extinguishment costs	—	(11,248)	—	(11,248)
Debt issuance costs	—	(17,191)	—	(18,170)
Purchase of treasury stock	(22,977)	—	(64,847)	(12,424)
Payments of dividends to shareholders	(54,519)	(47,279)	(156,288)	(141,377)
Net cash provided by (used in) financing activities	(63,393)	648,141	(782,855)	1,308,757
Foreign exchange gain (loss) on cash held in foreign currencies	(11,218)	(15,989)	22,553	(20,060)
Increase (decrease) in cash, cash equivalents and restricted cash during the period	(24,998)	777,364	(218,583)	514,053
Cash, cash equivalents and restricted cash at beginning of the period	1,503,678	680,232	1,697,263	943,543
Cash, cash equivalents and restricted cash at end of the period	$ 1,478,680	$ 1,457,596	$ 1,478,680	$ 1,457,596

Reconciliation of cash, cash equivalents and restricted cash:	March 31, 2021	March 31, 2020
Cash and cash equivalents	$ 1,475,626	$ 1,452,570
Restricted cash [1]	3,054	5,026
Total cash, cash equivalents and restricted cash	$ 1,478,680	$ 1,457,596

[1] Restricted cash is classified under the Prepaid expenses and other current assets and Other assets line items on the Condensed Consolidated Balance Sheets.