OPEN TEXT CORPORATION

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

	June 30, 2021	June 30, 2020
ASSETS		
Cash and cash equivalents	$ 1,607,306	$ 1,692,850
Accounts receivable trade, net of allowance for credit losses of $22,151 as of June 30, 2021 and $20,906 as of June 30, 2020	438,547	466,357
Contract assets	25,344	29,570
Income taxes recoverable	32,312	61,186
Prepaid expenses and other current assets	98,551	136,436
Total current assets	2,202,060	2,386,399
Property and equipment	233,595	244,555
Operating lease right of use assets	234,532	207,869
Long-term contract assets	19,222	15,427
Goodwill	4,691,673	4,672,356
Acquired intangible assets	1,187,260	1,612,564
Deferred tax assets	796,738	911,565
Other assets	208,894	154,467
Long-term income taxes recoverable	35,362	29,620
Total assets	$ 9,609,336	$ 10,234,822
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	$ 423,592	$ 373,314
Current portion of long-term debt	10,000	610,000
Operating lease liabilities	58,315	64,071
Deferred revenues	852,629	812,218
Income taxes payable	17,368	44,630
Total current liabilities	1,361,904	1,904,233
Long-term liabilities:		
Accrued liabilities	28,830	34,955
Pension liability	74,511	73,129
Long-term debt	3,578,859	3,584,311
Long-term operating lease liabilities	224,453	217,165
Long-term deferred revenues	98,989	94,382
Long-term income taxes payable	34,113	171,200
Deferred tax liabilities	108,224	148,738
Total long-term liabilities	4,147,979	4,323,880
Shareholders' equity:		
Share capital and additional paid-in capital		
271,540,755 and 271,863,354 Common Shares issued and outstanding at June 30, 2021 and June 30, 2020, respectively; authorized Common Shares: unlimited	1,947,764	1,851,777
Accumulated other comprehensive income	66,238	17,825
Retained earnings	2,153,326	2,159,396
Treasury stock, at cost (1,567,664 and 622,297 shares at June 30, 2021 and June 30, 2020, respectively)	(69,386)	(23,608)
Total OpenText shareholders' equity	4,097,942	4,005,390
Non-controlling interests	1,511	1,319
Total shareholders' equity	4,099,453	4,006,709
Total liabilities and shareholders' equity	$ 9,609,336	$ 10,234,822

OPEN TEXT CORPORATION

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

	Three Months Ended June 30,	
	2021	2020
Revenues:		
Cloud services and subscriptions	$ 360,160	$ 332,618
Customer support	334,256	324,915
License	132,541	105,803
Professional service and other	66,570	63,276
Total revenues	893,527	826,612
Cost of revenues:		
Cloud services and subscriptions	127,583	116,569
Customer support	32,938	32,568
License	4,315	3,404
Professional service and other	53,662	48,435
Amortization of acquired technology-based intangible assets	53,215	59,719
Total cost of revenues	271,713	260,695
Gross profit	621,814	565,917
Operating expenses:		
Research and development	117,235	100,766
Sales and marketing	183,237	152,882
General and administrative	73,019	62,574
Depreciation	21,021	23,649
Amortization of acquired customer-based intangible assets	52,469	58,998
Special charges (recoveries)	3,152	75,849
Total operating expenses	450,133	474,718
Income from operations	171,681	91,199
Other income (expense), net	45,017	7,790
Interest and other related expense, net	(37,550)	(40,529)
Income before income taxes	179,148	58,460
Provision for (recovery of) income taxes	(2,215)	32,037
Net income for the period	$ 181,363	$ 26,423
Net (income) loss attributable to non-controlling interests	(80)	(31)
Net income attributable to OpenText	$ 181,283	$ 26,392
Earnings per share—basic attributable to OpenText	$ 0.66	$ 0.10
Earnings per share—diluted attributable to OpenText	$ 0.66	$ 0.10
Weighted average number of Common Shares outstanding—basic (in '000's)	272,892	271,717
Weighted average number of Common Shares outstanding—diluted (in '000's)	273,981	272,367

OPEN TEXT CORPORATION

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

	Year Ended June 30,		
	2021	2020	2019
Revenues:			
Cloud services and subscriptions	$ 1,407,445	$ 1,157,686	$ 907,812
Customer support	1,334,062	1,275,586	1,247,915
License	384,711	402,851	428,092
Professional service and other	259,897	273,613	284,936
Total revenues	3,386,115	3,109,736	2,868,755
Cost of revenues:			
Cloud services and subscriptions	481,818	449,940	383,993
Customer support	122,753	123,894	124,343
License	13,916	11,321	14,347
Professional service and other	197,183	212,903	224,635
Amortization of acquired technology-based intangible assets	218,796	205,717	183,385
Total cost of revenues	1,034,466	1,003,775	930,703
Gross profit	2,351,649	2,105,961	1,938,052
Operating expenses:			
Research and development	421,447	370,411	321,836
Sales and marketing	622,221	585,044	518,035
General and administrative	263,521	237,532	207,909
Depreciation	85,265	89,458	97,716
Amortization of acquired customer-based intangible assets	216,544	219,559	189,827
Special charges (recoveries)	1,748	100,428	35,719
Total operating expenses	1,610,746	1,602,432	1,371,042
Income from operations	740,903	503,529	567,010
Other income (expense), net	61,434	(11,946)	10,156
Interest and other related expense, net	(151,567)	(146,378)	(136,592)
Income before income taxes	650,770	345,205	440,574
Provision for (recovery of) income taxes	339,906	110,837	154,937
Net income	$ 310,864	$ 234,368	$ 285,637
Net (income) loss attributable to non-controlling interests	(192)	(143)	(136)
Net income attributable to OpenText	$ 310,672	$ 234,225	$ 285,501
Earnings per share—basic attributable to OpenText	$ 1.14	$ 0.86	$ 1.06
Earnings per share—diluted attributable to OpenText	$ 1.14	$ 0.86	$ 1.06
Weighted average number of Common Shares outstanding—basic (in '000's)	272,533	270,847	268,784
Weighted average number of Common Shares outstanding—diluted (in '000's)	273,479	271,817	269,908

OPEN TEXT CORPORATION

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

	Year Ended June 30,		
	2021	**2020**	**2019**
Net income	$ 310,864	$ 234,368	$ 285,637
Other comprehensive income (loss)—net of tax:			
Net foreign currency translation adjustments	42,440	(7,784)	(3,882)
Unrealized gain (loss) on cash flow hedges:			
Unrealized gain (loss) - net of tax expense (recovery) effect of $1,532, ($599) and $6 for the year ended June 30, 2021, 2020 and 2019, respectively	4,246	(1,662)	16
(Gain) loss reclassified into net income - net of tax (expense) recovery effect of ($1,182), $355 and $539 for the year ended June 30, 2021, 2020 and 2019, respectively	(3,280)	985	1,494
Actuarial gain (loss) relating to defined benefit pension plans:			
Actuarial gain (loss) - net of tax expense (recovery) effect of $990, $1,219 and ($2,004) for the year ended June 30, 2021, 2020 and 2019, respectively	3,987	1,245	(7,421)
Amortization of actuarial (gain) loss into net income - net of tax (expense) recovery effect of $379, $520 and $292 for the year ended June 30, 2021, 2020 and 2019, respectively	1,020	917	272
Total other comprehensive income (loss) net	48,413	(6,299)	(9,521)
Total comprehensive income	359,277	228,069	276,116
Comprehensive (income) loss attributable to non-controlling interests	(192)	(143)	(136)
Total comprehensive income attributable to OpenText	$ 359,085	$ 227,926	$ 275,980

OPEN TEXT CORPORATION

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

	Common Shares and Additional Paid in Capital		Treasury Stock					
	Shares	Amount	Shares	Amount	Retained Earnings	Accumulated Other Comprehensive Income	Non-Controlling Interests	Total
Balance as of June 30, 2018	**267,651**	**$1,707,073**	**(691)**	**$ (18,732)**	**$1,994,235**	**$ 33,645**	**$ 1,037**	**$3,717,258**
Issuance of Common Shares								
Under employee stock option plans	1,472	35,626	—	—	—	—	—	35,626
Under employee stock purchase plans	711	21,835	—	—	—	—	—	21,835
Share-based compensation	—	26,770	—	—	—	—	—	26,770
Purchase of treasury stock	—	—	(726)	(26,499)	—	—	—	(26,499)
Issuance of treasury stock	—	(16,465)	614	16,465	—	—	—	—
Dividends declared ($0.6300 per Common Share)	—	—	—	—	(168,859)	—	—	(168,859)
Cumulative effect of ASU 2016-16	—	—	—	—	(26,780)	—	—	(26,780)
Cumulative effect of Topic 606	—	—	—	—	29,786	—	—	29,786
Other comprehensive income (loss) - net	—	—	—	—	—	(9,521)	—	(9,521)
Non-controlling interest	—	(625)	—	—	—	—	42	(583)
Net income	—	—	—	—	285,501	—	136	285,637
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	1,530	41,282	—	—	—	—	—	41,282
Under employee stock purchase plans	499	17,757	—	—	—	—	—	17,757
Share-based compensation	—	29,532	—	—	—	—	—	29,532
Purchase of treasury stock	—	—	(300)	(12,424)	—	—	—	(12,424)
Issuance of treasury stock	—	(11,008)	481	17,582	—	—	—	6,574
Dividends declared ($0.6984 per Common Share)	—	—	—	—	(188,712)	—	—	(188,712)
Other comprehensive income (loss) - net	—	—	—	—	—	(6,299)	—	(6,299)
Non-controlling interest	—	—	—	—	—	—	(39)	(39)
Net income	—	—	—	—	234,225	—	143	234,368
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	1,605	49,565	—	—	—	—	—	49,565
Under employee stock purchase plans	573	22,307	193	6,690	—	—	—	28,997
Share-based compensation	—	51,969	—	—	—	—	—	51,969
Purchase of treasury stock	—	—	(1,455)	(64,847)	—	—	—	(64,847)
Issuance of treasury stock	—	(12,379)	316	12,379	—	—	—	—
Repurchase of Common Shares	(2,500)	(15,475)	—	—	(103,630)	—	—	(119,105)
Dividends declared ($0.7770 per Common Share)	—	—	—	—	(210,662)	—	—	(210,662)
Other comprehensive income (loss) - net	—	—	—	—	—	48,413	—	48,413
Net income	—	—	—	—	310,672	—	192	310,864
Balance as of June 30, 2021	**271,541**	**$1,947,764**	**(1,568)**	**$ (69,386)**	**$2,153,326**	**$ 66,238**	**$ 1,511**	**$4,099,453**

OPEN TEXT CORPORATION

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

	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020
Cash flows from operating activities:		
Net income for the period	$ 181,363	$ 26,423
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of intangible assets	126,705	142,366
Share-based compensation expense	13,350	8,002
Pension expense	1,946	1,479
Amortization of debt issuance costs	1,153	1,130
Accelerated amortization of right of use assets	—	36,864
Loss on sale and write down of property and equipment	792	9,714
Deferred taxes	(7,805)	14,677
Share in net (income) loss of equity investees	(42,877)	(2,225)
Changes in operating assets and liabilities:		
Accounts receivable	(26,118)	(1,689)
Contract assets	(10,298)	(13,636)
Prepaid expenses and other current assets	40,261	458
Income taxes	(23,169)	(478)
Accounts payable and accrued liabilities	53,415	72,876
Deferred revenue	(23,305)	(12,974)
Other assets	11,149	(6,309)
Operating lease assets and liabilities, net	(373)	3,572
Net cash provided by operating activities	296,189	280,250
Cash flows from investing activities:		
Additions of property and equipment	(27,408)	(17,704)
Purchase of Dynamic Solutions Group Inc.	(600)	—
Other investing activities	(2,550)	(2,783)
Net cash used in investing activities	(30,558)	(20,487)
Cash flows from financing activities:		
Proceeds from issuance of Common Shares from exercise of stock options and ESPP	34,287	13,493
Repayment of long-term debt and Revolver	(2,500)	(2,500)
Debt issuance costs	—	(3,636)
Repurchase of Common Shares	(119,105)	—
Payments of dividends to shareholders	(54,374)	(47,335)
Net cash provided by (used in) financing activities	(141,692)	(39,978)
Foreign exchange gain (loss) on cash held in foreign currencies	7,181	19,882
Increase (decrease) in cash, cash equivalents and restricted cash during the period	131,120	239,667
Cash, cash equivalents and restricted cash at beginning of the period	1,478,680	1,457,596
Cash, cash equivalents and restricted cash at end of the period	$ 1,609,800	$ 1,697,263

Reconciliation of cash, cash equivalents and restricted cash:	June 30, 2021	June 30, 2020
Cash and cash equivalents	$ 1,607,306	$ 1,692,850
Restricted cash [1]	2,494	4,413
Total cash, cash equivalents and restricted cash	$ 1,609,800	$ 1,697,263

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

OPEN TEXT CORPORATION

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

	Year Ended June 30, 2021	2020	2019
Cash flows from operating activities:			
Net income	$ 310,864	$ 234,368	$ 285,637
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization of intangible assets	520,605	514,734	470,928
Share-based compensation expense	51,969	29,532	26,770
Pension expense	6,616	5,802	4,624
Amortization of debt issuance costs	4,548	4,633	4,330
Accelerated amortization of right of use assets	—	36,864	—
Loss on extinguishment of debt	—	17,854	—
Loss on sale and write down of property and equipment	2,771	9,714	9,438
Deferred taxes	73,039	51,388	47,425
Share in net (income) loss of equity investees	(62,897)	(8,700)	(13,668)
Changes in operating assets and liabilities:			
Accounts receivable	60,954	84,499	75,508
Contract assets	(39,333)	(40,301)	(37,623)
Prepaid expenses and other current assets	37,733	(6,897)	(819)
Income taxes	(140,763)	(35,086)	27,291
Accounts payable and accrued liabilities	26,088	30,613	(21,732)
Deferred revenue	39,295	25,306	(1,827)
Other assets	11,914	1,127	(4)
Operating lease assets and liabilities, net	(27,283)	(914)	—
Net cash provided by operating activities	876,120	954,536	876,278
Cash flows from investing activities:			
Additions of property and equipment	(63,675)	(72,709)	(63,837)
Purchase of XMedius	444	(73,335)	—
Purchase of Carbonite, Inc., net of cash and restricted cash acquired	—	(1,305,097)	—
Purchase of Dynamic Solutions Group Inc.	(971)	(4,149)	—
Purchase of Catalyst Repository Systems Inc.	—	—	(70,800)
Purchase of Liaison Technologies, Inc.	—	—	(310,644)
Purchase of Guidance Software, Inc., net of cash acquired	—	—	(2,279)
Other investing activities	(4,568)	(14,127)	(16,966)
Net cash used in investing activities	(68,770)	(1,469,417)	(464,526)
Cash flows from financing activities:			
Proceeds from issuance of Common Shares from exercise of stock options and ESPP	80,067	66,600	57,889
Proceeds from long-term debt and Revolver	—	3,150,000	—
Repayment of long-term debt and Revolver	(610,000)	(1,713,631)	(10,000)
Debt extinguishment costs	—	(11,248)	—
Debt issuance costs	—	(21,806)	(322)
Repurchase of Common Shares	(119,105)	—	—
Purchase of treasury stock	(64,847)	(12,424)	(26,499)
Purchase of non-controlling interest	—	—	(583)
Payments of dividends to shareholders	(210,662)	(188,712)	(168,859)
Net cash provided by (used in) financing activities	(924,547)	1,268,779	(148,374)
Foreign exchange gain (loss) on cash held in foreign currencies	29,734	(178)	(3,826)
Increase (decrease) in cash, cash equivalents and restricted cash during the period	(87,463)	753,720	259,552
Cash, cash equivalents and restricted cash at beginning of the period	1,697,263	943,543	683,991
Cash, cash equivalents and restricted cash at end of the period	$ 1,609,800	$ 1,697,263	$ 943,543

OPEN TEXT CORPORATION

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

Reconciliation of cash, cash equivalents and restricted cash:	**June 30, 2021**	**June 30, 2020**	**June 30, 2019**
Cash and cash equivalents	$ 1,607,306	$ 1,692,850	$ 941,009
Restricted cash [1]	2,494	4,413	2,534
Total cash, cash equivalents and restricted cash	$ 1,609,800	$ 1,697,263	$ 943,543

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