Investor Presentation

August 4, 2022

NASDAQ: OTEX | TSX: OTEX

Safe Harbor and IP Statement

This presentation contains forward-looking statements. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and other applicable securities laws of the United States and Canada. All statements other than statements of historical facts are statements that could be deemed forward-looking statements. When we use words such as “anticipates,” “expects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “may,” “could,” “would,” “might,” “will” and variations of these words or similar expressions, we do so to identify forward-looking statements or information under applicable securities laws. In addition, any statements or information that refer to expectations, beliefs, plans, projections, objectives, performance or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements, and are based on our current estimates, beliefs and assumptions, including management’s perception of historical trends, current conditions and expected future developments, as well as its expectations, forecasts and projections about the operating environment, economies and markets in which we operate. Management's estimates, beliefs and assumptions are inherently subject to significant business, economic, competitive and other uncertainties and contingencies regarding future events and, as such, are subject to change. We can give no assurance that such estimates, beliefs and assumptions will prove to be correct. These forward-looking statements involve known and unknown risks and uncertainties, such as those relating to the duration and severity of the COVID-19 pandemic, including any new strains or resurgences, as well as our ability to develop, protect and maintain our intellectual property and proprietary technology and to operate without infringing on the proprietary rights of others. We rely on a combination of copyright, patent, trademark and trade secret laws, non-disclosure agreements and other contractual provisions to establish and maintain our proprietary rights, which are important to our success. From time to time, we may also enforce our intellectual property rights through litigation in line with our strategic and business objectives.

The actual results that we achieve may differ materially from any forward-looking statements, which speak only as of the date made. We undertake no obligation to revise or publicly release the results of any revisions to these forward-looking statements. For additional information with respect to risks and other factors which could materially affect our business, financial condition, operating results and prospects, including these forward-looking statements, see our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and other securities filings we make with the Securities and Exchange Commission and other securities regulators. For these reasons, we caution you not to place undue reliance upon any forward-looking statements.

Q4 Fiscal 2022 Financial Results

Q4 Fiscal 2022 Financial Highlights

with Y/Y comparisons

Reflects continued investments in talent, innovation and go-to-market to drive organic growth

	Q4 FY'22		FY'22	
Total Revenues	**$902.5M** **$935.4M** in CC	▲ **1.0%** ▲ **4.7%** in CC[1]	**$3.49B** **$3.53B** in CC	▲ **3.2%** ▲ **4.3%** in CC
ARR[2] **82%** of total revenues	**$739.9M** **$762.2** in CC	▲ **6.6%** ▲ **9.8%** in CC	**$2.87B** **$2.89B** in CC	▲ **4.5%** ▲ **5.5%** in CC
Cloud Revenues	**$411.6M** **$420.0M** in CC	▲ **14.3%** ▲ **16.6%** in CC	**$1.54B** **$1.54B** in CC	▲ **9.1%** ▲ **9.8%** in CC
A-EBITDA[3] **34.8%** (margin)	**$313.6M** **$326.7M** in CC	▼ **(0.4)%** ▲ **3.8%** in CC	**$1.26B** **$1.29B** in CC	▼ **(3.8)%** ▼ **(2.1)%** in CC
Non-GAAP Earnings Per Share[3]	**$0.80**	**0%** ▲ **11.3%** in CC	**$3.22**	▼ **(5.0)%** ▼ **(1.2)%** in CC
Free Cash Flows[3]	**$213.8M** **23.7%** of total revenues	▼ **(20.5)%**	**$888.7M** **25.4%** of total revenues	▲ **9.4%**

1. CC: Constant currency for this purpose is defined as the current period reported revenues/expenses/earnings represented at the prior comparative period's foreign exchange rate.
2. Annual recurring revenue (ARR) is defined as the sum of cloud services and subscriptions revenue and customer support revenue.
3. Please refer to "Use of Non-GAAP Financial Measures" at the end of this presentation and "Reconciliation of selected GAAP-based measures to Non-GAAP-based measures" included within our current and historical filings on Forms 10-Q, 10-K and 8-K.

Strong Cash Flows and Balance Sheet

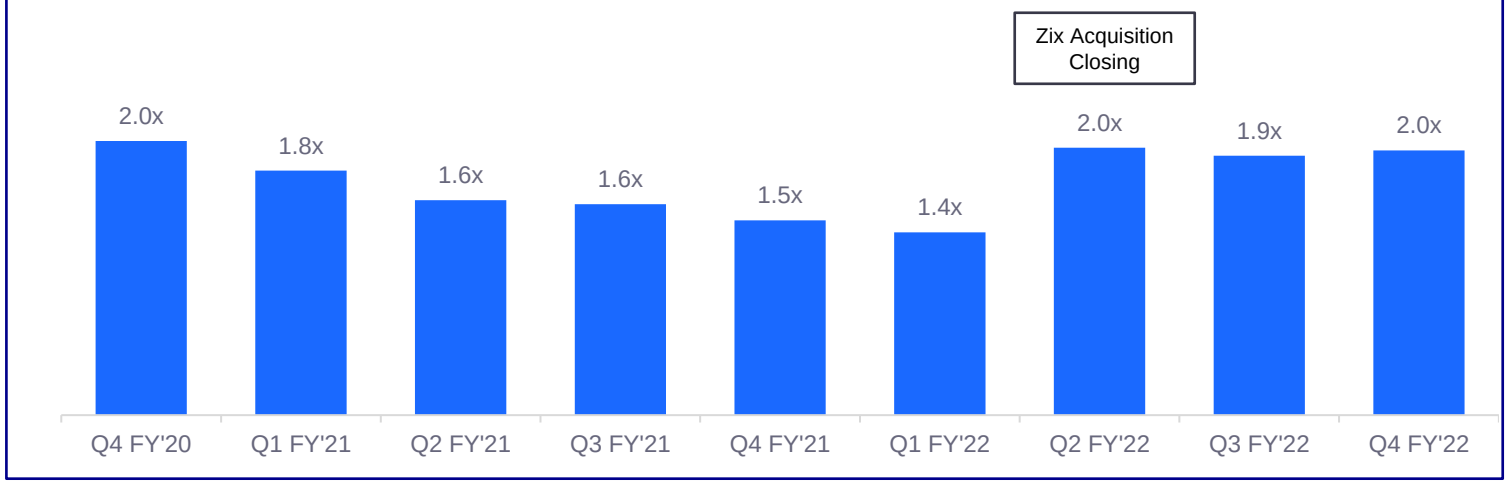
Current Liquidity (US$)

Total Cash & Committed Liquidity[1]	$2.44B

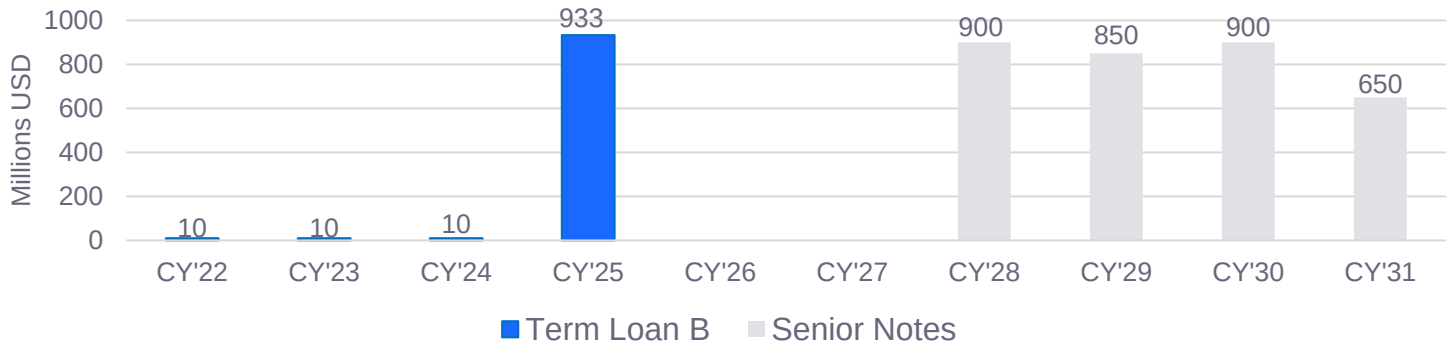
FY'22 (US$M)

Operating Cash Flows	$982
Less: CapEx	$93
Free Cash Flows[3]	$889
Less: Principal[4]	$10
Less: Dividends	$238
Less: Share Buyback	$177
Cash Generated for Corporate Purposes[5]	$464

Trended Consolidated Net Leverage Ratio[2]



Debt Maturity Profile[6]



1. Excludes restricted cash. Includes Cash and the Undrawn Revolver of $750m as of June 30, 2022.
2. Consolidated Net Leverage Ratio (pro forma) is calculated using bank covenant methodology.
3. Please refer to "Use of Non-GAAP Financial Measures" at the end of this presentation and "Reconciliation of selected GAAP-based measures to Non-GAAP-based measures" included within our current and historical filings on Forms 10-Q, 10-K and 8-K.
4. Excludes redemption of $850m Snr. Notes 2026 in Q2F22. As of June 30, 2022, we had no outstanding balance under the Revolver.
5. Corporate purposes may include acquisitions, debt repayment, share repurchases, or other initiatives.
6. Undrawn Revolving Credit Facility of $750m matures in October 2024

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World's Largest Customers Trust OpenText[(1)]

97

of the **100** largest companies in the world are

OpenText Customers

20 out of top **20**	Manufacturing Companies
20 out of top **20**	Oil & Gas Companies
20 out of top **20**	Telecom Companies
18 out of top **20**	Utilities Companies
20 out of top **20**	Federal Governments
19 out of top **20**	Financial Services Companies
20 out of top **20**	Retail Companies
18 out of top **20**	High Tech Companies
20 out of top **20**	Automotive Companies
19 out of top **20**	Life Sciences Companies
20 out of top **20**	Healthcare Companies
20 out of top **20**	Transportation Companies



1. Customer logos represent selected FY'22 wins.

Q1 FY'23 Quarterly Factors

Externalities

Inflation, supply chain and macroeconomic

Strength of US dollar

Geopolitical (Russia)

Continued pandemic effects

Company Specific

Expect Q1 Y/Y Revenue in constant currency:

- Cloud revenues up 13% to 15%
- ARR up 6% to 8%
- Total revenues up 4% to 6%

FX revenue headwind of $40M to $45M

A-EBITDA dollars constant in constant currency:

- While making key investments in cloud, security and edge
- Continued integration of Zix acquisition

FX A-EBITDA headwind of approximately $20M

Our business is annual, and quarters will vary

FY'23 OpenText Total Growth Strategy (Constant Currency)[1]

F'22 Actual[2]		Y-Y Expected Growth[4] in Constant Currency
$465.8	Enterprise Cloud Bookings[3]	15%+
$1,535.0	Cloud Revenue[1]	6% to 8%
$1,331.0	Customer Support Revenue	Constant to 2%
$2,866.0	ARR[1]	3% to 4%
$358.4	License Revenue	3% to 5%
$269.5	Professional Services Revenue	2% to 4%
$3,493.8	Total Revenue[1]	3% to 4%
	New M&A	Additive

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1. Total Growth Strategy includes Zix contribution and revenue FX headwind of approximately $100 million.
2. All dollars in USD million. Revenues may not add up exactly to Total Revenue due to rounding.
3. Enterprise cloud bookings is defined as the total value from cloud services and subscription contracts, entered into in the fiscal year that are new, committed and incremental to our existing contracts, excluding the impact of Carbonite and Zix.
4. Projected as of August 4, 2022.

FY’23 Target Model

	Fiscal 2022 Actuals	Fiscal 2023 Model[3,4]
Revenue Type:		
Cloud Services and Subscriptions	43.9%	44% - 46%
Customer Support	38.1%	36% - 38%
Annual Recurring Revenue (ARR)	82.0%	81% - 83%
License	10.3%	9% - 11%
Professional Services and Other	7.7%	7% - 9%
Non-GAAP Gross Margin[1]:		
Cloud Services and Subscriptions	67.0%	Constant
Customer Support	91.1%	
License	96.2%	
Professional Services and Other	20.9%	
Non-GAAP Gross Margin[1]	**75.6%**	**75% - 77%**
Non-GAAP Operating Expenses:		
Research & Development	12.1%	12% - 14%
Sales & Marketing	18.7%	18% - 20%
General & Admin	8.5%	7% - 9%
Depreciation	2.5%	2% - 4%
Total Operating Expenses	41.9%	42% - 44%
A-EBITDA Margin[1]	36.2%	36.0% - 36.5%
Interest and Other Related Expense (USD millions)	$157.9	$170 - $180
Adjusted Tax Rate[2]	14.0%	14.0%
Capital Expenditures (USD millions)	**$93.1**	**$80 - $90**

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1. Please refer to “Use of Non-GAAP Financial Measures” at the end of this presentation and “Reconciliation of selected GAAP-based measures to Non-GAAP-based measures" included within our current and historical filings on Forms 10-Q, 10-K and 8-K.
2. Please refer to historical filings, including our Forms 10-K and 10-Q, regarding the company’s adjusted tax rate.
3. This model is not guidance.
4. Reflects the acquisition of Zix Corporation. Bricata acquisition impact is immaterial and not included.

FY'25 Medium-Term Aspirations Constant Currency[1]

Enterprise Cloud Bookings Growth[2]	15%+	Cloud Editions (CE), private cloud expertise, APIs, Titanium
Organic Revenue Growth[3]	2% to 4%	Strategic GROW with OpenText programs
Cloud Organic Revenue Growth[3]	6% to 8%	Efficient conversion of cloud bookings to revenue
ARR (% of Total Revenue)	85%	Cloud revenue and Customer Support renewals
A-EBITDA Margin[4] (%)	37% to 39%	Upper quartile profitability while investing in cloud, security and edge
Free Cash Flows[4] (FCF)	$1.1B	Continued high conversion from A-EBITDA and working capital efficiency
Capital Allocation to Dividends & Buybacks	33% of FCF	67% for M&A and corporate purposes[5]
Non-GAAP Effective Tax Rate[6]	Low 20%'s	Utilization of tax attributes while enhancing current structure

1. Revenue and Cloud Bookings % are year-over-year comparisons.
2. Enterprise cloud bookings is defined as the total value from cloud services and subscription contracts, entered into in the fiscal year that are new, committed and incremental to our existing contracts, excluding the impact of Carbonite and Zix.
3. Organic revenue growth is calculated by removing the revenue contribution from newly acquired companies for the first year post acquisition.
4. Please refer to "Use of Non-GAAP Financial Measures" at the end of this presentation and "Reconciliation of selected GAAP-based measures to Non-GAAP-based measures" included within our current and historical filings on Forms 10-Q, 10-K and 8-K.
5. Strategy subject to change based on acquisition opportunities or other corporate purposes. Corporate purposes may include acquisitions, debt repayment, share repurchases, or other initiatives.
6. Please refer to historical filings, including our Forms 10-K and 10-Q, regarding the company's adjusted tax rate.

FY'22 → FY'25 Free Cash Flows[1]



1. Please refer to "Safe Harbor and IP Statement" at the beginning of this presentation regarding assumptions and risks related to the company's objectives. Please refer to the "Use of Non-GAAP Financial Measures" at the end of this presentation, and "Reconciliation of selected GAAP-based measures to Non-GAAP-based measures" included within our current and historical filings on Forms 10-Q, 10-K and 8-K.

Our Longer-Term Aspirations In Information Management[1]

To be the leading cloud-based Information Management company, enabling intelligent, secure and connected businesses for customers of all sizes

Longer-Term Aspirations

#1	Double the Company	$6B+
in Every Cloud	Up to 4% Organic Growth Plus M&A	in Free Cash Flows[2]

1. Base year F'21.
2. Represents estimated cumulative FCF. Please refer to "Use of Non-GAAP Financial Measures" at the end of this presentation and "Reconciliation of selected GAAP-based measures to Non-GAAP-based measures" included within our current and historical filings on Forms 10-Q, 10-K and 8-K.

Our Business

OpenText Snapshot

FY'13-FY'22 Revenue growth $1.4B to $3.5B

11% CAGR

Upper quartile profitability %

36.2% A-EBITDA Margin

Returned to shareholders since F'13

~$1.7 Billion

97 of top 100 largest companies

40 of top 50 supply chains

OpenText customers

World's Largest Customers Trust OpenText

Manufacturing	20 out of 20	Retail	20 out of 20
Oil & Gas	20 out of 20	High-Tech	18 out of 20
Telecom	20 out of 20	Automotive	20 out of 20
Utilities	18 out of 20	Life Sciences	19 out of 20
Federal	20 out of 20	Healthcare	20 out of 20
Financial	19 out of 20	Transportation	20 out of 20

Public Cloud	11 million subscribers	Private Cloud	3,000+ customers
Off-Cloud	75,000+ customers	API Cloud	1 trillion calls/year

Market Coverage

SAP · Google Cloud · aws · Azure

3,000+ Field facing professionals

22,000+ MSPs

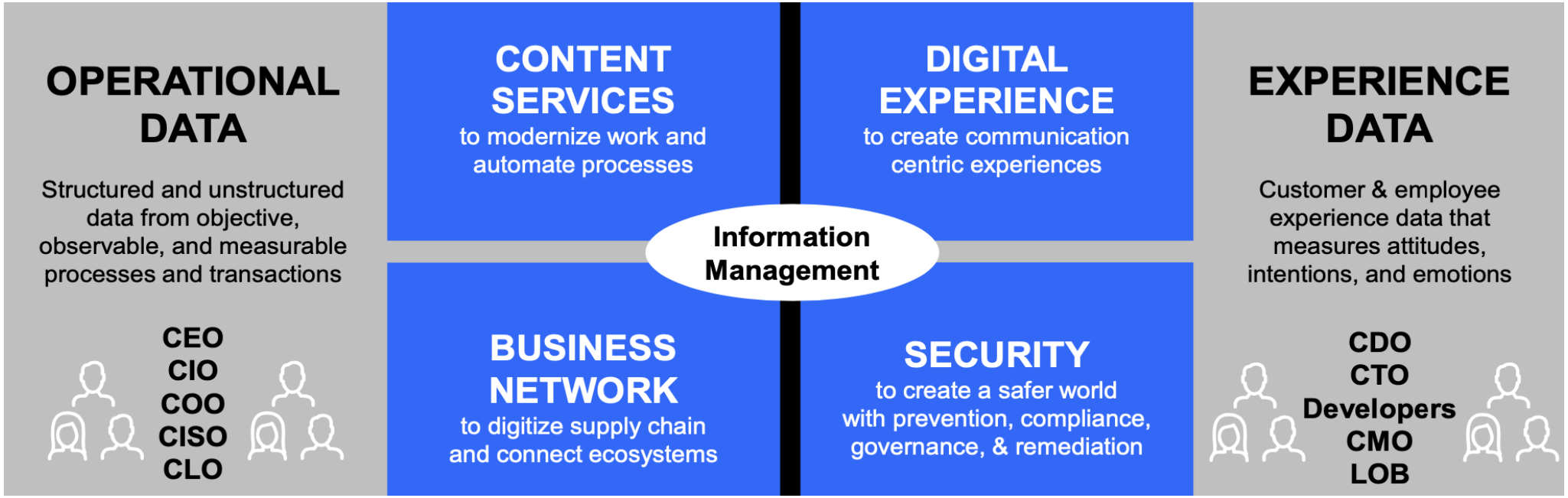
Sources: Dun & Bradstreet G10K list and internal estimates.

Who We Are

OpenText: The information Company

Our Mission:	We power and protect information
Our Purpose:	To elevate every person and every organization to gain the information advantage

Why Customers Need OpenText



Shift to Cloud

80%+ of our investments in cloud technologies

Information Management Addressable Market

CY'22 Market Size $B CY'22-25 CAGR %	Small Business *<100 employees*	Medium Business *100-499 employees*	Mid-Market Enterprise *500-999 employees*	Large Enterprise *1000+ employees*	TAM[1]
Content Services	$4.3B 10%	$4.1B 11%	$2.6B 11%	$13.0B 11%	**$24.0B** 11%
Business Network	$2.6B 7%	$4.6B 10%	$2.1B 9%	$12.8B 9%	**$22.1B** 9%
Digital Experience	$4.5B 7%	$4.2B 7%	$2.7B 7%	$14.0B 8%	**$25.4B** 7%
Security & Protection	$8.7B 5%	$2.7B 11%	$1.4B 11%	$7.8 11%	**$20.6B** 9%
Total	**$20.1B** 7%	**$15.6B** 10%	**$8.8B** 10%	**$47.6B** 9%	**$92B** 9%

OpenText Total Revenue



$1.4B to **$3.5B**
FY'13 to FY'22

11% CAGR

1. Source: Estimates based on individual market reports from International Data Corporation (IDC). As disclosed at OpenText Investor Day on March 1, 2022.

OpenText Information Management Market Leadership

opentext™ | Cloud Content

Master Modern Work

Market Leader

Forrester Wave™: Content Platforms, Q2 2021

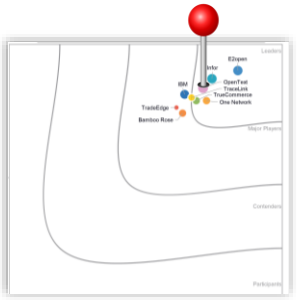


opentext™ | Cloud Business Network

Digitize the Supply Chain

Market Leader

IDC MarketScape: Worldwide Multi-Enterprise Supply Chain Commerce Networks, 2021



opentext™ | Cloud Experience

Power Modern Experiences

Market Leader

IDC MarketScape: Worldwide Customer Communications Management, 2020



opentext™ | Cloud Security & Protection

Be Cyber Resilient

Market Leader

PC Editors' Choice PCMag: The Best Antivirus Protection for 2022

PC EDITORS' CHOICE PCMAG.COM 22 TIME WINNER

CYBER SECURITY EXCELLENCE AWARDS WINNER 2021

SE Labs AAA JAN-MAR 2021 SMALL BUSINESS ENDPOINT PROTECTION

opentext™ | Cloud Developer

Market Innovator

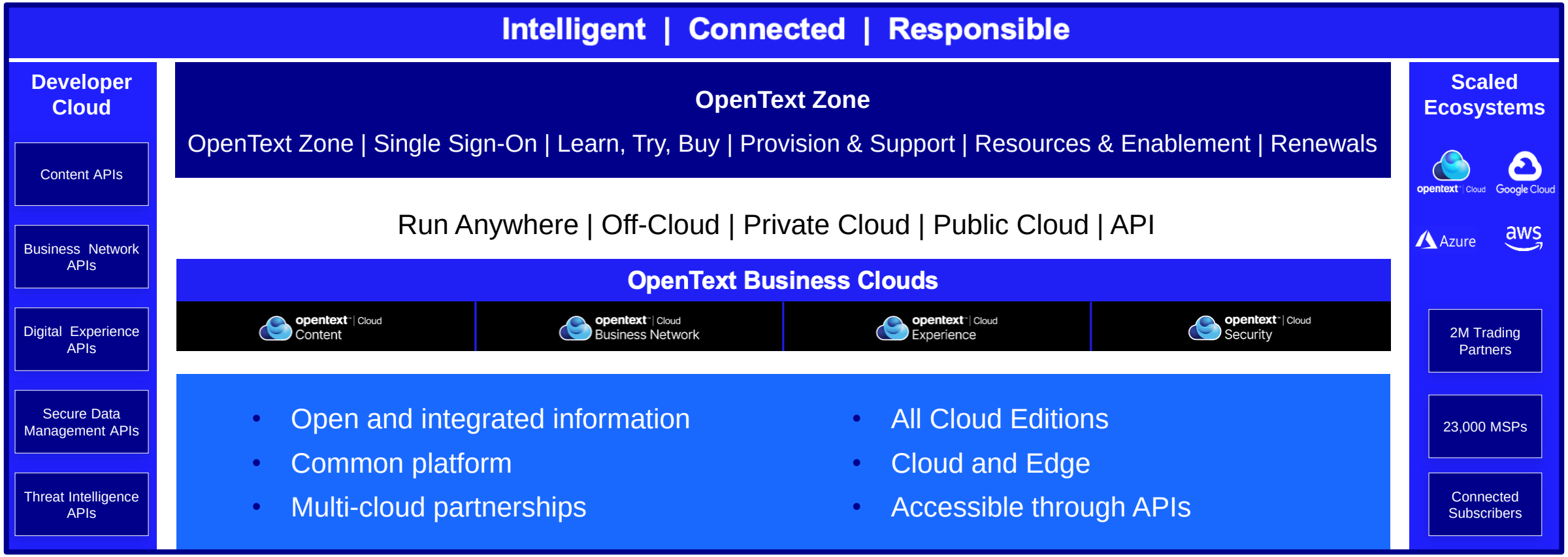
Build the API Economy

Customers using APIs

Zero to 25 APIs over last two years

Information-Led Transformations

Titanium: The OpenText Cloud Platform



80%+ of our investments in cloud technologies

GROW with OpenText

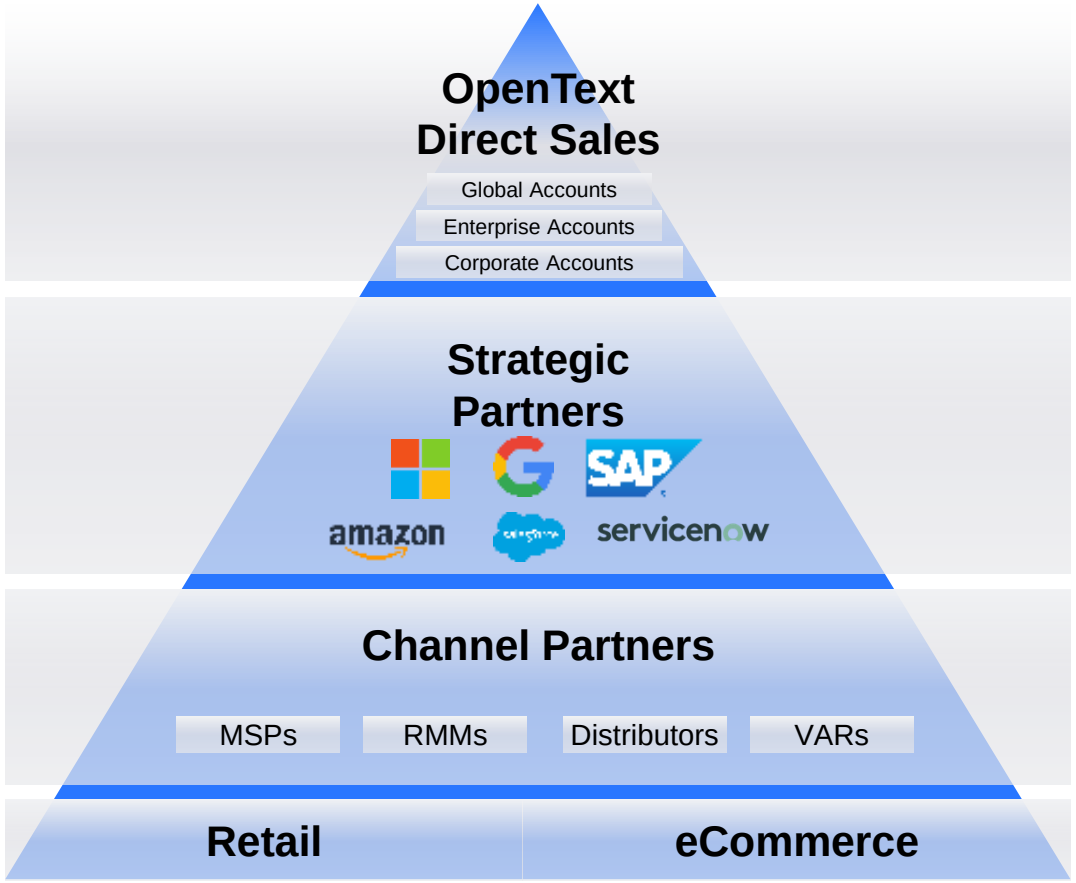
GROW top customers and top supply chain accounts	Full Global 10K coverage (80%) by end of CY'23	Cross-sell / upsell across product portfolios
Technology investments (internal) & automation	Ultimate Cloud: 4 ways to consume cloud by companies of all sizes	Best-in-class operational support to accelerate organic growth
Strong capital deployment strategy – M&A, dividends & buyback	World-class integration of acquisitions – growth synergies, ROIC, FCF returns	Optimal debt structure

See "Safe Harbor and IP Statement" regarding assumptions and risks related to the company's objectives.

How we Go-to-Market

$92B TAM[1]	Target Organizations
$56B	**Large Enterprise** 1000+ employees
	Mid-Market Enterprise 500-999 employees
$36B	**SMB/C** <499 employees

Go-to-Market Motions



1. Source: Estimates based on individual market reports from International Data Corporation (IDC).

Partners and the OpenText Cloud Zone: Our Force Multiplier

- Top cloud & off-cloud partner
- Highest growth cloud

- Public cloud partnership
- Joint GTM with Workspace

- Leading partnership with SMB/C

- OpenText's largest cloud platform

- Deepen relationship with joint GTM planning

New Partnerships

- ServiceNow
- Infor
- AT&T
- Cerner

22,000+
MSPs

opentext™ | Cloud Zone

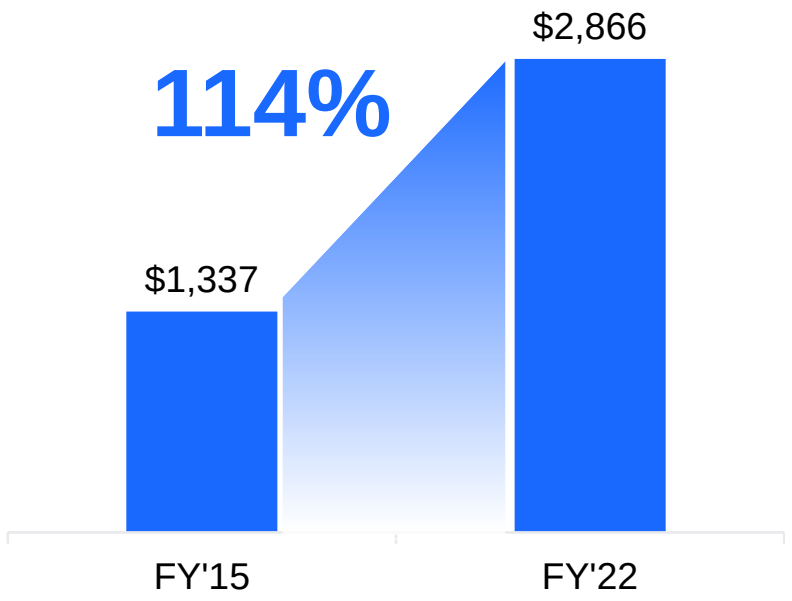
A new digital resource zone for OpenText customers

Evaluate > Use > Procure > Support > Renew > Administrate

Single Sign-On	Learn, Try, Buy
Provision & Support	Resources & Enablement
Renewals	

Sustainable Growth Through Retention and Upgrades

Annual Recurring Revenue
(ARR) (US$M)



Renewal Rate(1)





Cloud

94%

Customer Support

94%

Customer satisfaction is a foundation for growth

1. For the quarter ended June 30, 2022. Excludes Carbonite and Zix.

$20B+ M&A Opportunity Aligned with TAM Segmentation[1]

Large fragmented market[1] with no scarcity of assets

		CY'22-'25 CAGR %	
Content Services	**$24B** 11%	>200	**>$5B**
Business Network	**$22B** 9%	>400	**>$3B**
Digital Experience	**$25B** 7%	>200	**>$5B**
Security & Protection	**$21B** 9%	>200	**>$5B**
Total	**$92B** 9%	**>1,200 companies**	**>$20B**

M&A Approach and Criteria

✓	Lead with market segmentation
✓	High adjacency within Information Management
✓	Expands market presence, customer base, technology position
✓	Contributes to organic growth
✓	On operating model in 12 months
✓	Free cash flows, returns-based, 5-7 year payback

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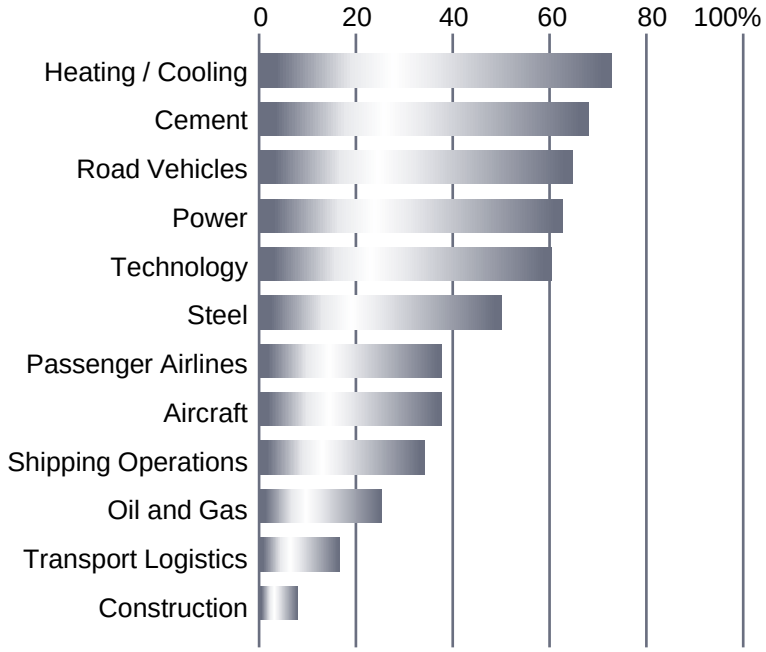
1. Source: Estimates based on individual market reports from International Data Corporation (IDC).

The OpenText Cloud will help Global Organizations deliver a new Green Ledger and Green Bottom Line

Net-zero Commitments per Sector

Share of large companies with announced pledges to reach net-zero emissions by 2050



Source: Fortune

2030 Sustainability Pledges from the Global 10,000

L'ORÉAL
"We are empowering our business ecosystem, helping them transition to a more sustainable world"

Nestlé
"We will halve our greenhouse gas emissions by 2030 and reach net-zero by 2050"

BANK OF AMERICA
"Dedicating 1 Trillion to aid sustainability and low carbon activities"

HONDA
"100% Electrification"

Shell
"Carbon Neutral by 2050"

Apple
"Apple will become entirely carbon neutral across business and manufacturing by 2030"

Google
"The company now hopes to reach 24/7 carbon-free energy by 2030"

VOLVO
"From 2030, Volvo Cars will only sell electric vehicles"

amazon
"Amazon plans to have 100,000 electric vans on the road by 2030"

Source: Sustainability Magazine

Corporate Citizenship Reflects our Culture

Progress We've Made:

- Introduced Zero-In Initiative
- Established science-based net-zero emissions targets
- Established new ED&I targets

Where We're Going:

- Continue to implement reporting best practices
- Invest in initiatives to increase disclosures
- Establish additional relevant goals and targets

3rd Corporate Citizenship Report Published



OpenText Global Gender Profile[1]
Women make up:

30% of OpenText's **global workforce**

26% of OpenText's **management roles**

33% of OpenText's **board members**

Waterstone CANADA'S MOST ADMIRED CORPORATE CULTURES 2021

Canada's Most Admired Corporate Cultures

CANADA'S TOP EMPLOYERS FOR YOUNG PEOPLE 2022

Canada's Top Employers for Young People

WATERLOO AREA'S TOP EMPLOYERS 2022

Waterloo Area's Top Employers

THE CAREER DIRECTORY 2022 CANADA'S BEST EMPLOYERS FOR RECENT GRADUATES

Canada's Best Employers for Recent Graduates

1. As of June 30, 2022.

Deeply Talented and Experienced Leadership Team



Mark J. Barrenechea

CEO & CTO
Menlo Park, CA



Madhu Ranganathan

EVP, CFO
Menlo Park, CA



Muhi Majzoub

EVP,
Chief Product Officer
Menlo Park, CA



Ted Harrison

EVP,
Enterprise Sales
Menlo Park, CA



James McGourlay

EVP,
International Sales
Waterloo, ON



Prentiss Donohue

EVP,
SMB/C Sales
Boulder, CO



Kristina Lengyel

EVP,
Customer Solutions
Boston, MA



Paul Duggan

EVP, Renewals
Menlo Park, CA



Sandy Ono

EVP, CMO
Menlo Park, CA



Doug Parker

EVP,
Corporate Development
Richmond Hill, ON



Brian Sweeney

EVP, CHRO
Menlo Park, CA



Renee McKenzie

SVP, CIO
Waterloo, ON



Michael Acedo

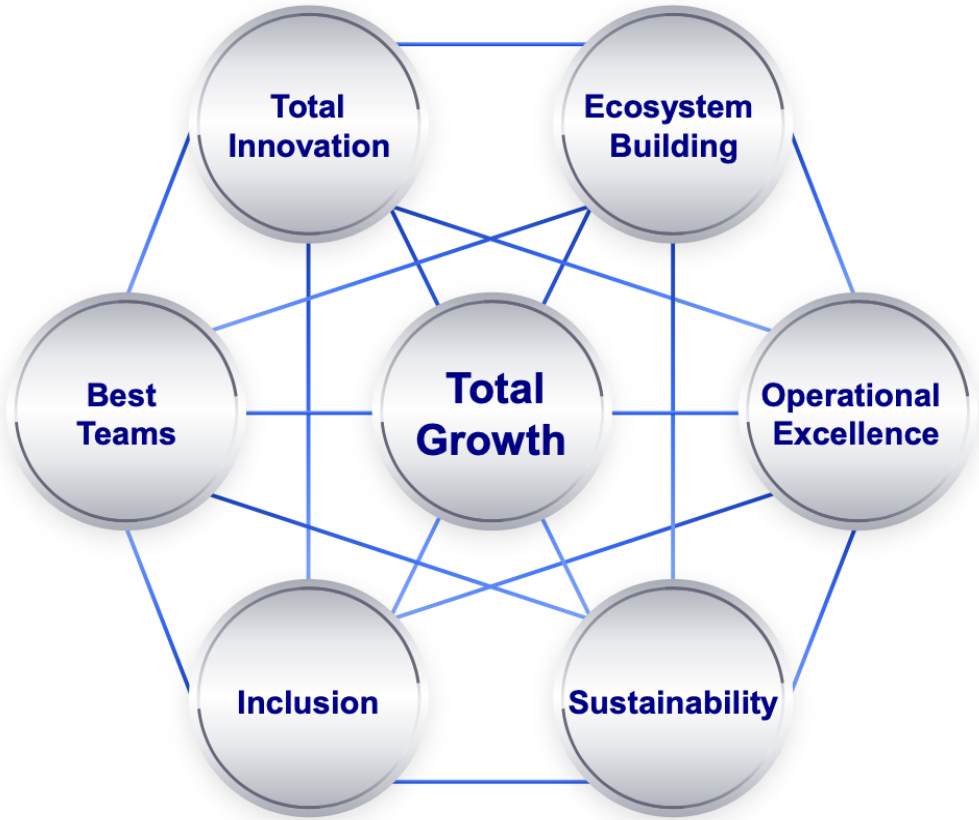
SVP,
CLO & Corporate Secretary
Richmond Hill, ON

Proven Value Creation Track Record

The OpenText Business System

How We Create Value

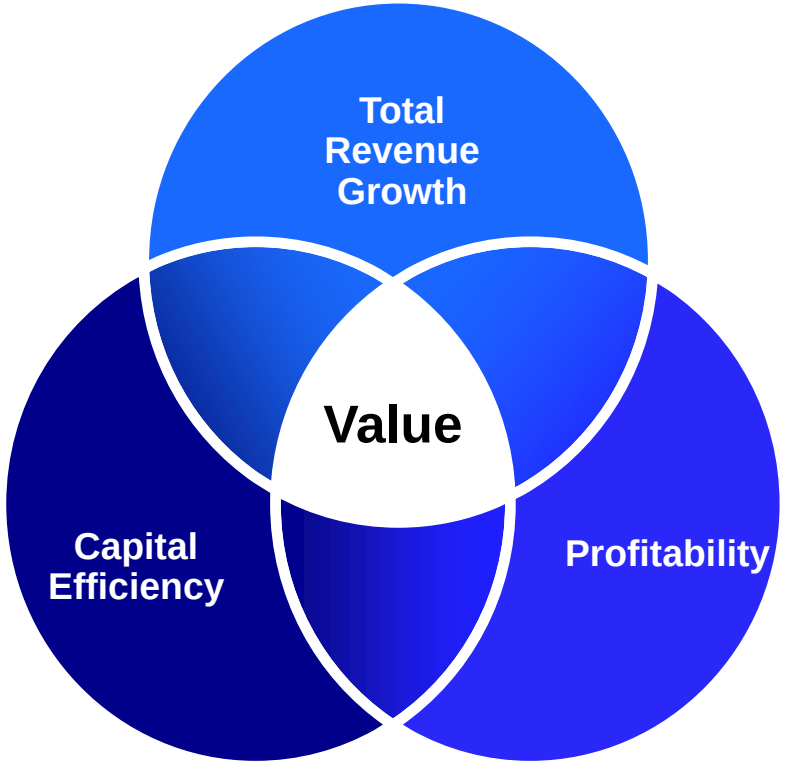
Our Operating Model



Our Shareholder Value Creation Model

- **Operating model profitability**
- **Disciplined strategic acquisitions**
- **Capital efficiency & returns**
- **Cash based returns & ROIC**

How We Create Value



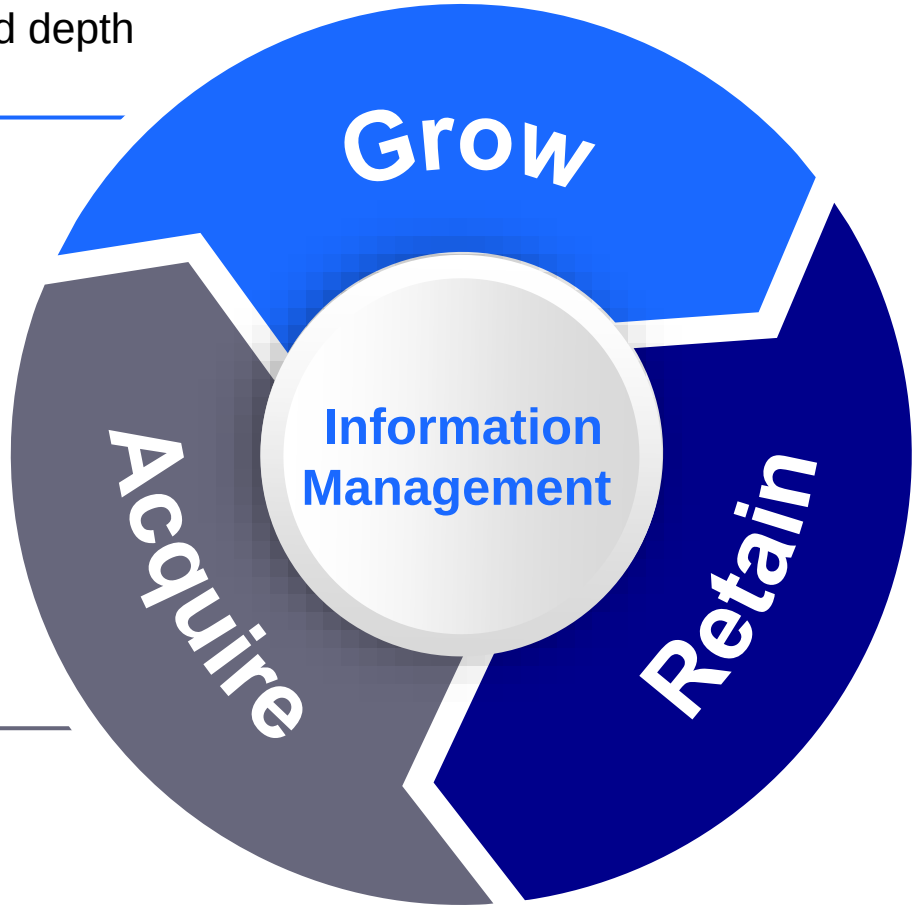
	Model	Value Creation
Total Revenue Growth	• Organic growth • Acquired growth • High recurring revenues	11% Total Revenue 10-yr CAGR (FY'13-FY'22)
Profitability	• Targeting upper quartile A-EBITDA margin • Growing free cash flows	36.2% A-EBITDA margin (FY'22)(1)
Capital Efficiency	• Free cash flows return greater than cost of capital • 33% of TTM FCF towards dividends and anti-dilutive share buyback	11.7% FCF/Avg Invested Capital(1),(2)

1. Please refer to "Use of Non-GAAP Financial Measures" at the end of this presentation and "Reconciliation of selected GAAP-based measures to Non-GAAP-based measures" included within our current and historical filings on Forms 10-Q, 10-K and 8-K.
2. For the year ended June 30, 2022. FCF/Average Invested Capital is calculated as FCF expressed as percent of average invested capital for the two most recent comparative fiscal year ends. Invested Capital is defined by and sourced by Bloomberg. Please refer to Bloomberg definition code RX215.

Total Growth Strategy

- Growing sales breadth and depth
- Product innovation

- Drives organic growth
- Gain market share
- High free cash flow returns



- 82% ARR(1)
- 94% Customer support renewals(2)
- 94% Cloud renewals(2)

1. ARR as a percentage of Total Revenues for the quarter ended June 30, 2022.
2. For the quarter ended June 30, 2022. Excludes Carbonite and Zix.

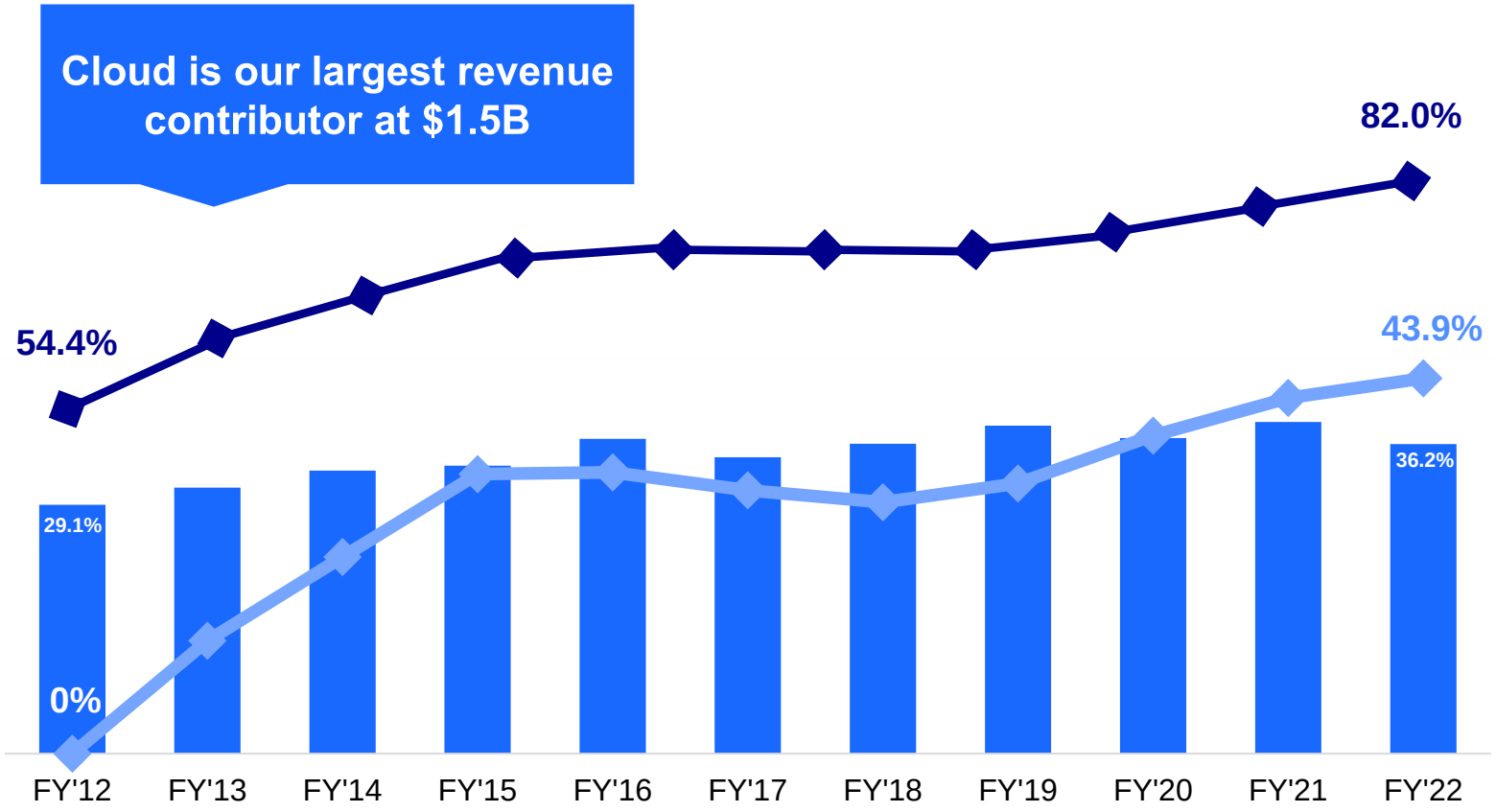
Cloud Acceleration in a Proven Durable Business Model

Growing Cloud and ARR While Delivering Upper Quartile Margin[1],[2]

ARR
% of Total Revenues

Cloud
% of Total Revenues

A-EBITDA[1]
Margin



FY'23 Model
(% of Total Revenues)

ARR
81% - 83%

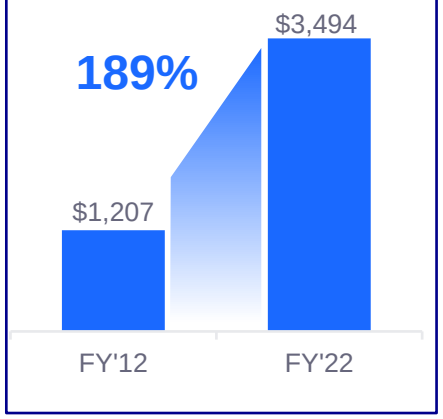
Cloud
44% - 46%

A-EBITDA
Margin
36% - 36.5%

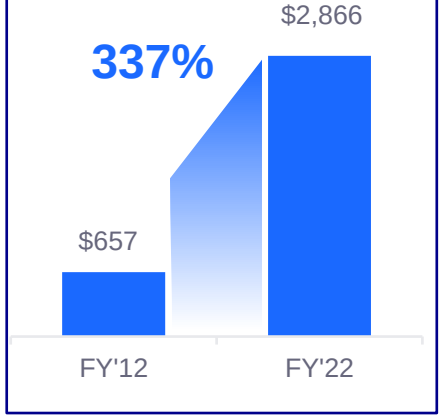
1. Please refer to "Use of Non-GAAP Financial Measures" at the end of this presentation and "Reconciliation of selected GAAP-based measures to Non-GAAP-based measures" included within our current and historical filings on Forms 10-Q, 10-K and 8-K.
2. Refer to note 1 of our Fiscal 2019 10-K for details on the impact of recently adopted accounting standards on prior period results.

Strong Track Record of Financial Performance

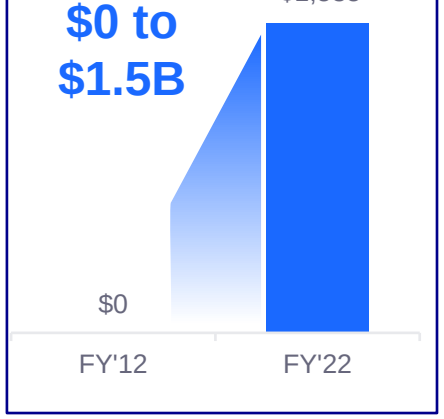
Total Revenues (US$M)



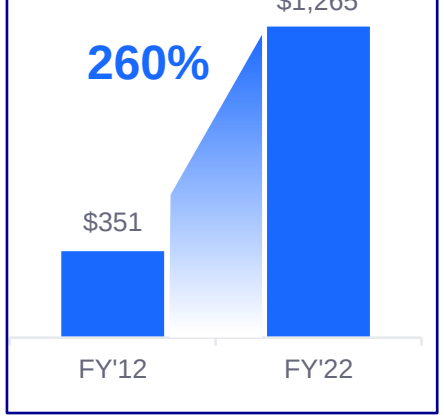
Annual Recurring Revenue (US$M)



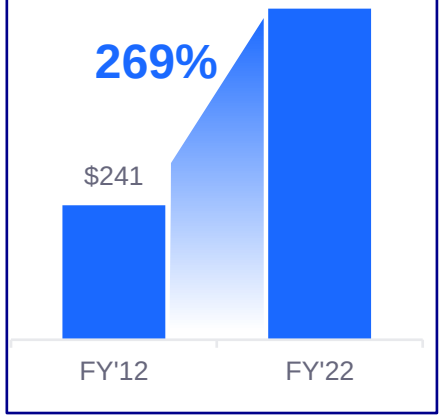
Cloud Revenue (US$M)



A-EBITDA[1] (US$M)



Free Cash Flows[1] (US$M)



Upper Quartile A-EBITDA Margin

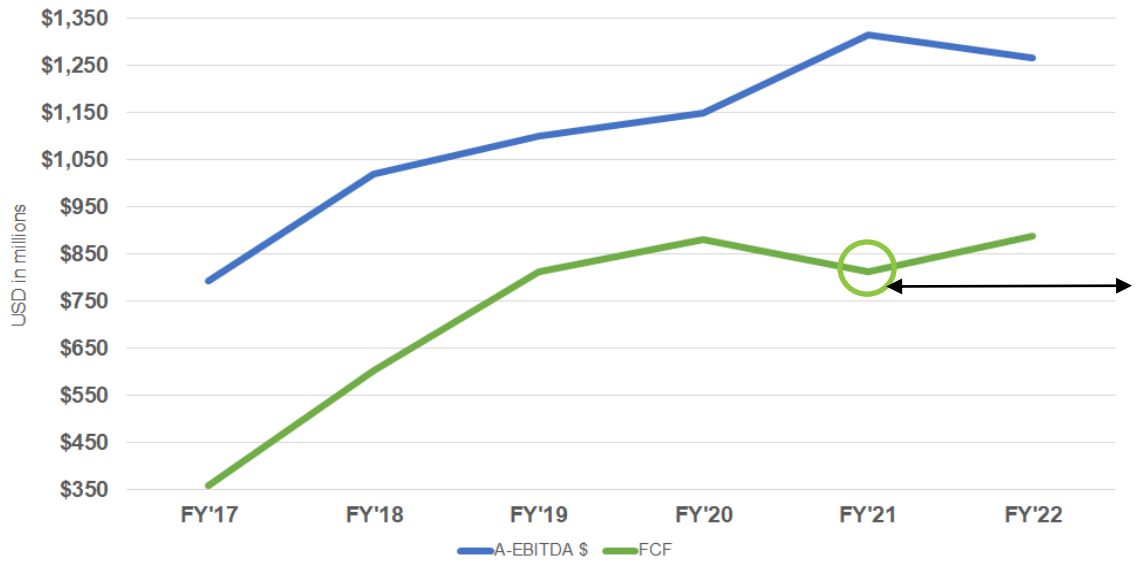
1. Please refer to “Use of Non-GAAP Financial Measures” at the end of this presentation and “Reconciliation of selected GAAP-based measures to Non-GAAP-based measures" included within our current and historical filings on Forms 10-Q, 10-K and 8-K.

Proven Track Record of Value Creation

We run a disciplined Free Cash Flows[1] return business

	FY'20	FY'21	FY'22
FCF/Revenue[2]	28.4%	24.0%	25.4%
FCF/Avg Total Assets[3]	9.7%	8.2%	9.0%
FCF/Avg Invested Capital[4]	13.2%	10.8%	11.7%
WACC[5]	6.0%	7.4%	8.2%

A-EBITDA and FCF Trends[1]



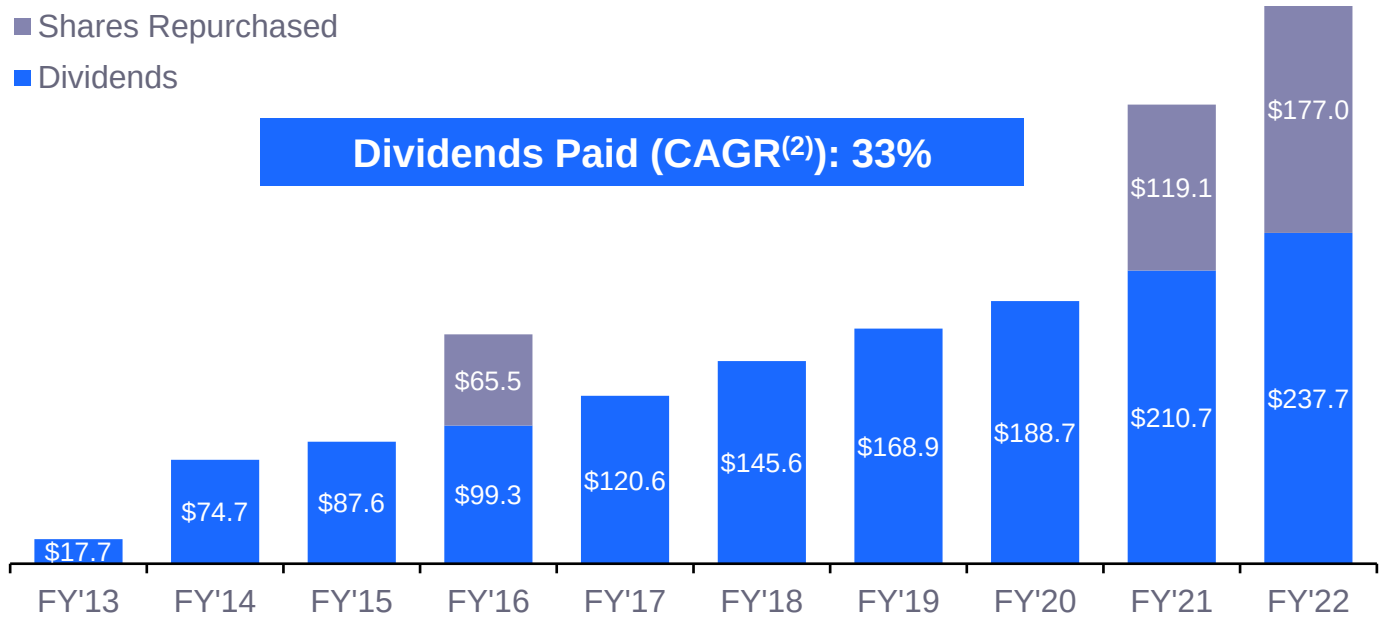
FY'21 FCF includes $299.6M IRS settlement

1. Please refer to "Use of Non-GAAP Financial Measures" at the end of this presentation and "Reconciliation of selected GAAP-based measures to Non-GAAP-based measures" included within our current and historical filings on Forms 10-Q, 10-K and 8-K.
2. FCF/Revenue is calculated as FCF expressed as percentage of total revenue.
3. FCF/Average Total Assets is calculated as FCF expressed as percent of average assets for the two most recent comparative fiscal year ends.
4. FCF/Average Invested Capital is calculated as FCF expressed as percent of average invested capital for the two most recent comparative fiscal year ends. Invested Capital is defined by and sourced by Bloomberg. Please refer to Bloomberg definition code RX215.
5. Weighted Average Cost of Capital (WACC) is defined by and sourced from Bloomberg. Please refer to Bloomberg definition code VM011.

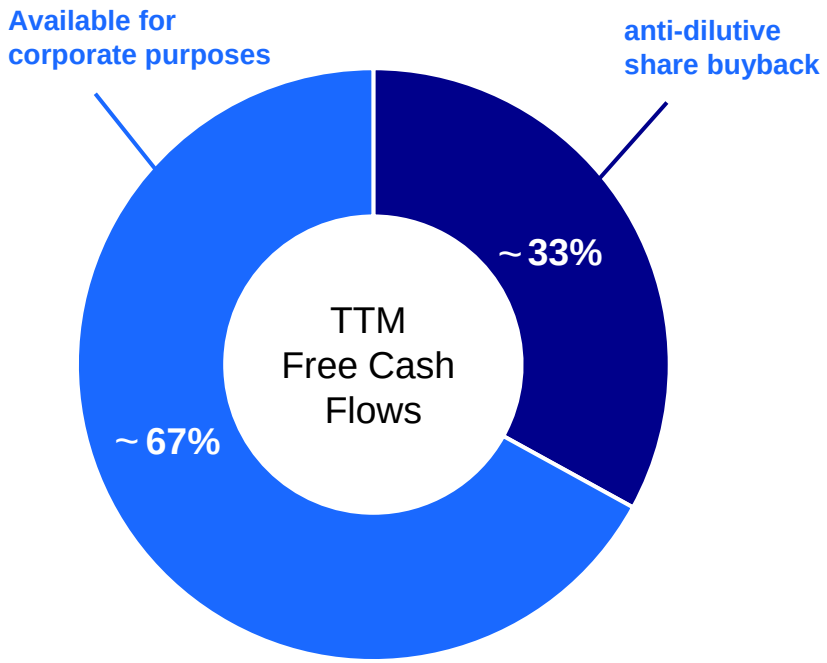
Strong Track Record of Shareholder Returns

Approximately $1.7B returned to shareholders since FY'13

Dividends Paid and Shares Repurchased (US$M)



Target Capital Allocation Strategy(1)



1. Strategy subject to change based on acquisition opportunities or other corporate purposes. Corporate purposes may include acquisitions, debt repayment, share repurchases, or other initiatives.
2. Since Fiscal 2013.

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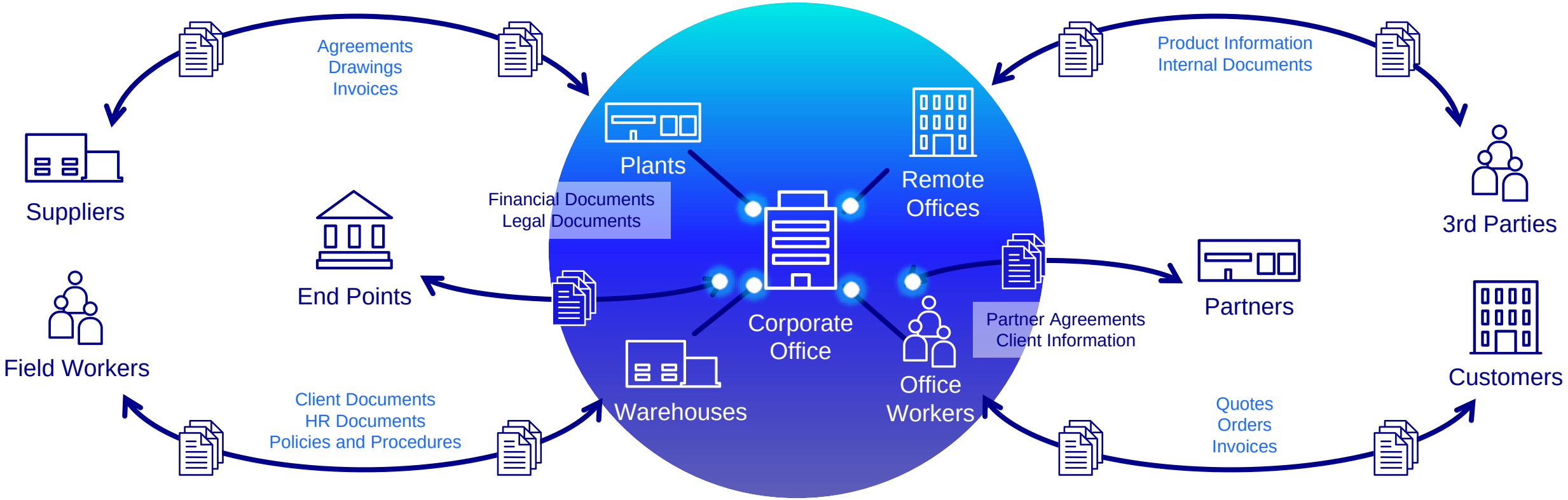
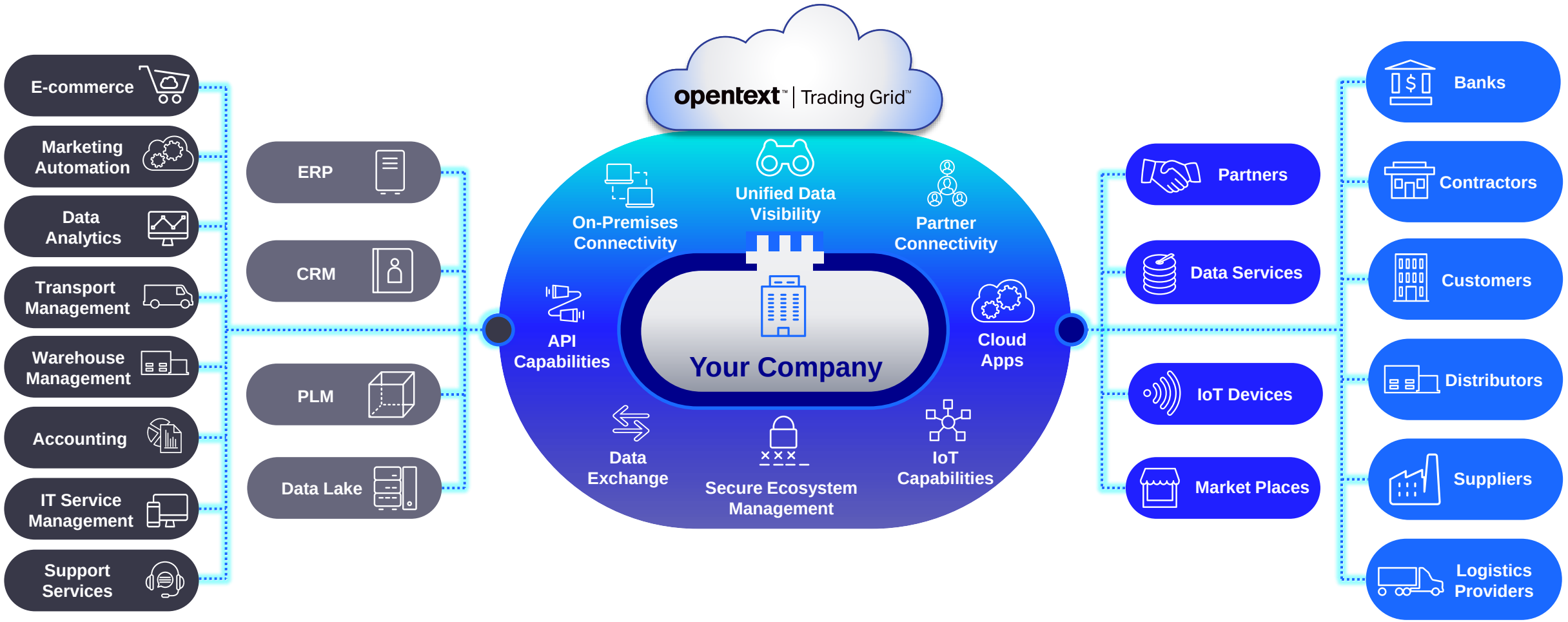
Appendix

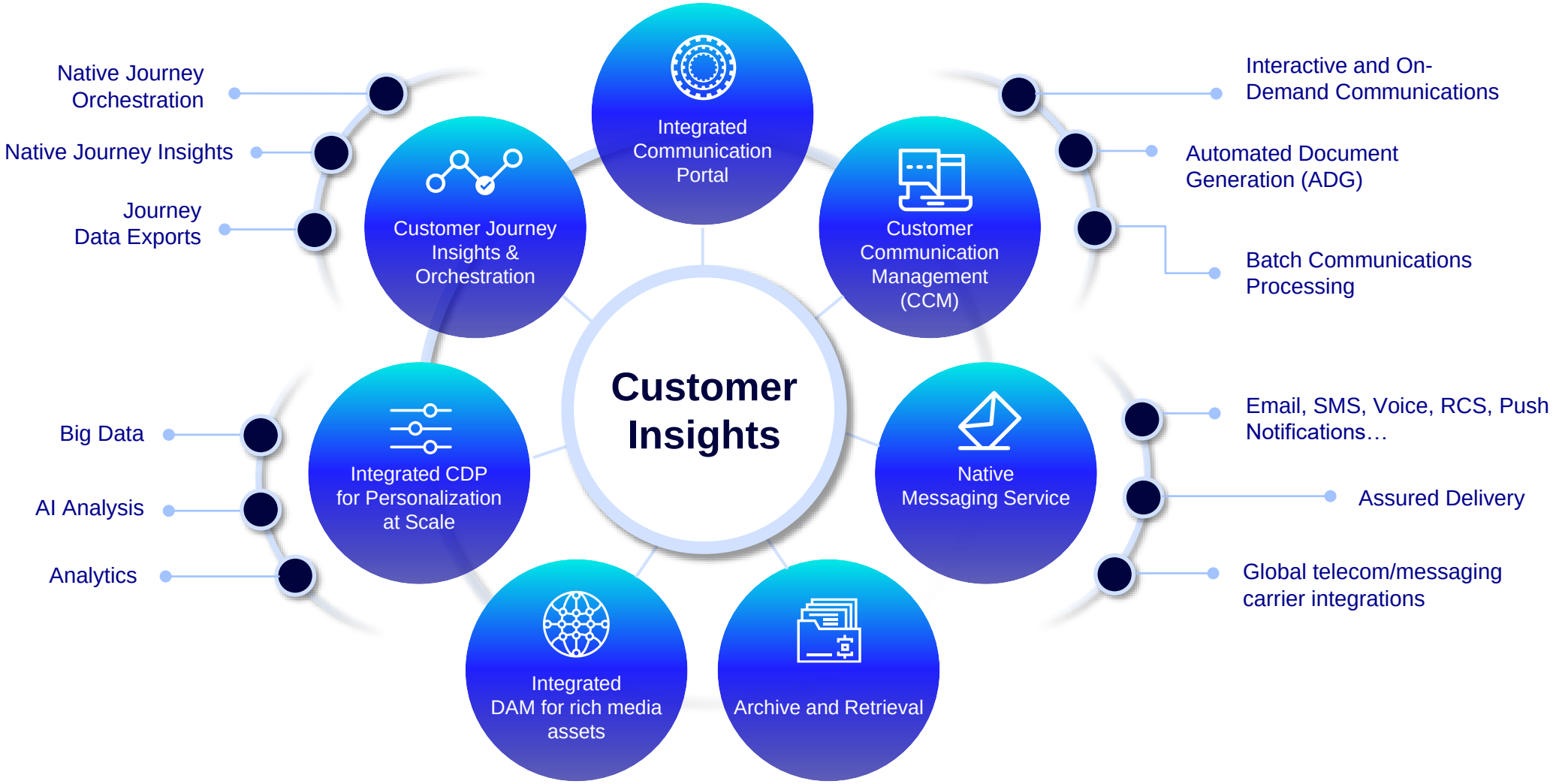
OpenText Content Cloud: Master Modern Work



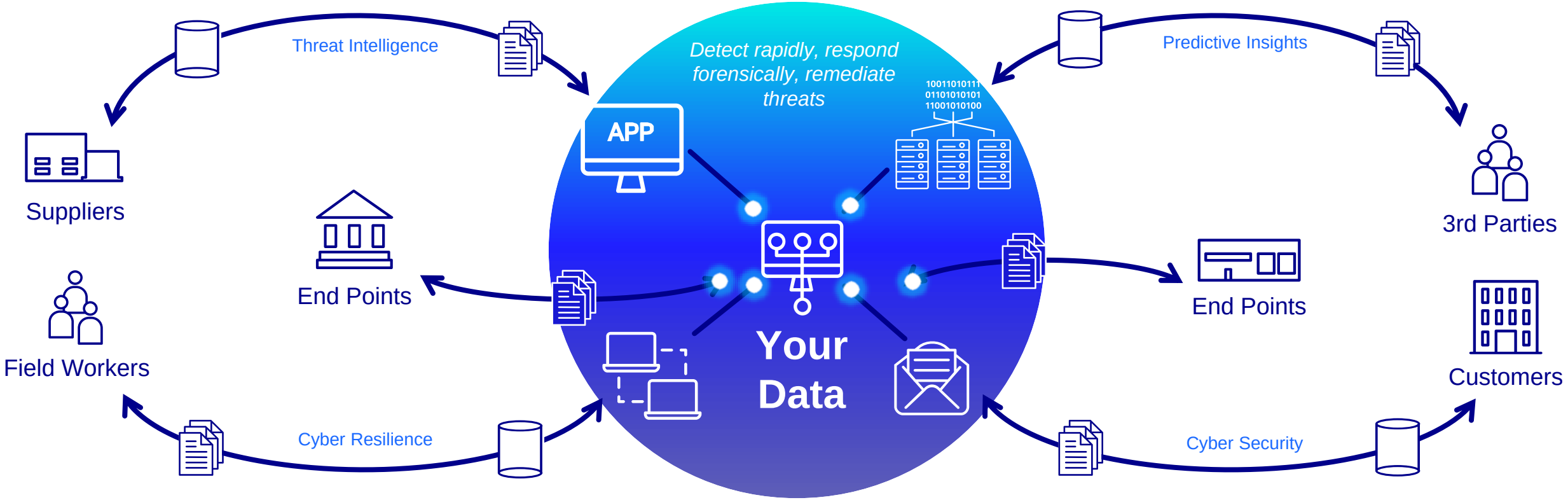
OpenText Business Network Cloud: Digitize Supply Chains



OpenText Experience Cloud: Create Customer Centric Experiences



OpenText Security Cloud: Build a Resilient and Safer World



Appendix A

Use of Non-GAAP Financial Measures

In addition to reporting financial results in accordance with U.S. GAAP, the Company provides certain financial measures that are not in accordance with U.S. GAAP (Non-GAAP).These Non-GAAP financial measures have certain limitations in that they do not have a standardized meaning and thus the Company's definition may be different from similar Non-GAAP financial measures used by other companies and/or analysts and may differ from period to period. Thus it may be more difficult to compare the Company's financial performance to that of other companies. However, the Company's management compensates for these limitations by providing the relevant disclosure of the items excluded in the calculation of these Non-GAAP financial measures both in its reconciliation to the U.S. GAAP financial measures and its consolidated financial statements, all of which should be considered when evaluating the Company's results. Reconciliations of Non-GAAP financial measures for future periods are not provided as the Company does not currently have sufficient data to accurately estimate the variables and individual adjustments for such reconciliations.

The Company uses these Non-GAAP financial measures to supplement the information provided in its consolidated financial statements, which are presented in accordance with U.S. GAAP. The presentation of Non-GAAP financial measures is not meant to be a substitute for financial measures presented in accordance with U.S. GAAP, but rather should be evaluated in conjunction with and as a supplement to such U.S. GAAP measures. OpenText strongly encourages investors to review its financial information in its entirety and not to rely on a single financial measure. The Company therefore believes that despite these limitations, it is appropriate to supplement the disclosure of the U.S. GAAP measures with certain Non-GAAP measures defined below.

Non-GAAP-based net income and Non-GAAP-based EPS, attributable to OpenText, are consistently calculated as GAAP-based net income or earnings per share, attributable to OpenText, on a diluted basis, excluding the effects of the amortization of acquired intangible assets, other income (expense), share-based compensation, and special charges (recoveries), all net of tax and any tax benefits/expense items unrelated to current period income, as further described in the tables below. Non-GAAP-based gross profit is the arithmetical sum of GAAP-based gross profit and the amortization of acquired technology-based intangible assets and share-based compensation within cost of sales. Non-GAAP-based gross margin is calculated as Non-GAAP-based gross profit expressed as a percentage of total revenue. Non-GAAP-based income from operations is calculated as GAAP-based income from operations, excluding the amortization of acquired intangible assets, special charges (recoveries), and share-based compensation expense.

Adjusted earnings before interest, taxes, depreciation and amortization (Adjusted EBITDA) is consistently calculated as GAAP-based net income, attributable to OpenText, excluding interest income (expense), provision for income taxes, depreciation and amortization of acquired intangible assets, other income (expense), share-based compensation and special charges (recoveries). Adjusted EBITDA margin is calculated as adjusted EBITDA expressed as a percentage of total revenue.

The Company's management believes that the presentation of the above defined Non-GAAP financial measures provides useful information to investors because they portray the financial results of the Company before the impact of certain non-operational charges. The use of the term “non-operational charge” is defined for this purpose as an expense that does not impact the ongoing operating decisions taken by the Company's management. These items are excluded based upon the way the Company's management evaluates the performance of the Company's business for use in the Company's internal reports and are not excluded in the sense that they may be used under U.S. GAAP.

The Company does not acquire businesses on a predictable cycle, and therefore believes that the presentation of Non-GAAP measures, which in certain cases adjust for the impact of amortization of intangible assets and the related tax effects that are primarily related to acquisitions, will provide readers of financial statements with a more consistent basis for comparison across accounting periods and be more useful in helping readers understand the Company’s operating results and underlying operational trends. Additionally, the Company has engaged in various restructuring activities over the past several years, primarily due to acquisitions and most recently in response to our return to office planning, that have resulted in costs associated with reductions in headcount, consolidation of leased facilities and related costs, all which are recorded under the Company’s “Special charges (recoveries)” caption on the Consolidated Statements of Income. Each restructuring activity is a discrete event based on a unique set of business objectives or circumstances, and each differs in terms of its operational implementation, business impact and scope, and the size of each restructuring plan can vary significantly from period to period. Therefore, the Company believes that the exclusion of these special charges (recoveries) will also better aid readers of financial statements in the understanding and comparability of the Company's operating results and underlying operational trends.

In summary, the Company believes the provision of supplemental Non-GAAP measures allow investors to evaluate the operational and financial performance of the Company's core business using the same evaluation measures that management uses, and is therefore a useful indication of OpenText's performance or expected performance of future operations and facilitates period-to-period comparison of operating performance (although prior performance is not necessarily indicative of future performance). As a result, the Company considers it appropriate and reasonable to provide, in addition to U.S. GAAP measures, supplementary Non-GAAP financial measures that exclude certain items from the presentation of its financial results.

See historical filings, including the Company’s Annual Reports on Form 10-K, for reconciliations of certain Non-GAAP measures to GAAP measures. The following charts provide unaudited reconciliations of U.S. GAAP-based financial measures to Non-GAAP-based financial measures for the following periods presented.

Organic Growth

In US$ billions (unless indicated otherwise)	Fiscal 2022		
	Reported	**FX Headwind / (Tailwind)**	**CC[1]**
Total Revenues	$3.49	$0.04	$3.53
Less: Revenues from acquisitions[2]	$0.09		$0.09
Organic revenues	$3.40		$3.44
Growth (decline) in organic revenues over prior year[3]	0.5%		1.7%
Annual Recurring Revenues	$2.87	$0.03	$2.89
Less: Revenues from acquisitions[2]	$0.09		$0.09
Organic revenues	$2.78		$2.80
Growth (decline) in organic revenues over prior year[3]	1.3%		2.3%
Cloud Revenues	$1.54	$0.01	$1.54
Less: Revenues from acquisitions[2]	$0.09		$0.09
Organic revenues	$1.45		$1.46
Growth (decline) in organic revenues over prior year[3]	2.9%		3.6%
Customer Support Revenues	$1.33	$0.02	$1.35
Less: Revenues from acquisitions[2]	$0.00		$0.00
Organic revenues	$1.33		$1.35
Growth (decline) in organic revenues over prior year[3]	(0.3%)		0.9%

1. Constant currency is defined as the current period reported revenues represented at the prior comparative period's foreign exchange rate.
2. Revenues from acquisitions refers to those revenues recognized during Fiscal 2022 from acquired businesses within one year of acquisition date.
3. Organic revenue growth is calculated by removing the revenue contribution from newly acquired companies for the first year post acquisition.

Return on Invested Capital (ROIC)

ROIC (OTEX Calculation) = $\dfrac{\text{Adj. Operating Income (after-tax)}}{\text{(Debt + Equity – Cash – Deferred Tax)}}$

- We measure our ROIC annually. It is defined as our non-GAAP net operating profit after tax, divided by our average invested capital
- Non-GAAP net operating profit after tax is our non-GAAP based income from operations (as previously defined), net of our non-GAAP tax rate
- Invested capital is defined as our total debt, plus total equity, less the sum of total cash and total net deferred tax assets (liabilities), as they each appear on our Consolidated Balance Sheets

	FY'20	FY'21	FY'22
ROIC	**17.6%**	**19.0%**	**18.1%**
(in US$M)			
Non-GAAP based income from operations[1]	$1,059	$1,230	$1,177
Adjusted Tax Rate (%)[2]	14%	14%	14%
Non-GAAP based operating income after non-GAAP tax	$911	$1,058	$1,012
Total Debt (incl. Current Portion of LT Debt)	$4,194	$3,589	$4,220
+ Total Shareholders' Equity	$4,007	$4,099	$4,032
- Cash & Cash Equivalents	$1,693	$1,607	$1,694
- Net Deferred Tax Assets (Liabilities)	$763	$689	$744
= Invested Capital	$5,745	$5,392	$5,814
Average Invested Capital (Avg. Current Yr. & Prior Yr.)	$5,178	$5,569	$5,603

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1. Estimated. To be confirmed.
2. Please refer to historical filings, including our Forms 10-K and 10-Q, regarding the company's adjusted tax rate.

Summary of Quarterly Results with Constant Currency

(In millions U.S. dollars, except per share data)	Q4 FY'22	Q4 FY'21	$ Change	% Change	Q4 FY'22 in CC*	% Change in CC*
Revenues:						
Cloud services and subscriptions	$411.6	$360.2	$51.4	14.3 %	$420.0	16.6 %
Customer support	328.3	334.3	(5.9)	(1.8) %	342.3	2.4 %
Total annual recurring revenues**	**$739.9**	**$694.4**	**$45.5**	**6.6 %**	**$762.2**	**9.8 %**
License	94.7	132.5	(37.9)	(28.6) %	101.3	(23.6) %
Professional service and other	67.8	66.6	1.3	1.9 %	71.9	7.9 %
Total revenues	**$902.5**	**$893.5**	**$8.9**	**1.0 %**	**$935.4**	**4.7 %**
GAAP-based operating income	$137.6	$171.7	($34.1)	(19.9) %	N/A	N/A
Non-GAAP-based operating income (1)	$291.0	$293.9	($2.9)	(1.0) %	$303.9	3.4 %
GAAP-based net income, attributable to OpenText	$102.2	$181.3	($79.1)	(43.6) %	N/A	N/A
GAAP-based EPS, diluted	$0.38	$0.66	($0.28)	(42.4) %	N/A	N/A
Non-GAAP-based EPS, diluted (1)(2)	$0.80	$0.80	$—	— %	$0.89	11.3 %
Adjusted EBITDA (1)	$313.6	$314.8	($1.2)	(0.4) %	$326.7	3.8 %
Operating cash flows	$251.9	$296.2	($44.2)	(14.9) %	N/A	N/A
Free cash flows (1)	$213.8	$268.8	($55.0)	(20.5) %	N/A	N/A

(1) See reconciliation of GAAP-based measures to Non-GAAP-based measures at the end of this presentation.
(2) Please also see Note 14 to the Company's Fiscal 2018 Consolidated Financial Statements on Form 10-K. Reflective of the amount of net tax benefit arising from the internal reorganization assumed to be allocable to the current period based on the forecasted utilization period.

Note: Individual line items in table may be adjusted by non-material amounts to enable totals to align to published financial statements.
*CC: Constant currency for this purpose is defined as the current period reported revenues/expenses/earnings represented at the prior comparative period's foreign exchange rate.
** Annual recurring revenue is defined as the sum of Cloud services and subscriptions revenue and Customer support revenue.

Summary of Annual Results with Constant Currency

(In millions U.S. dollars, except per share data)	FY'22	FY'21	$ Change	% Change	FY'22 in CC*	% Change in CC*
Revenues:						
Cloud services and subscriptions	$1,535.0	$1,407.4	$127.6	9.1 %	$1,544.7	9.8 %
Customer support	1,331.0	1,334.1	(3.1)	(0.2) %	1,347.3	1.0 %
Total annual recurring revenues**	**$2,866.0**	**$2,741.5**	**$124.5**	**4.5 %**	**$2,892.0**	**5.5 %**
License	358.4	384.7	(26.4)	(6.9) %	367.0	(4.6) %
Professional service and other	269.5	259.9	$9.6	3.7 %	274.3	5.5 %
Total revenues	**$3,493.9**	**$3,386.1**	**$107.7**	**3.2 %**	**$3,533.3**	**4.3 %**
GAAP-based operating income	$644.8	$740.9	($96.1)	(13.0) %	N/A	N/A
Non-GAAP-based operating income (1)	$1,176.9	$1,230.0	($53.0)	(4.3) %	$1,199.9	(2.4) %
GAAP-based net income, attributable to OpenText	$397.1	$310.7	$86.4	27.8 %	N/A	N/A
GAAP-based EPS, diluted	$1.46	$1.14	$0.32	28.1 %	N/A	N/A
Non-GAAP-based EPS, diluted (1)(2)	$3.22	$3.39	($0.17)	(5.0) %	$3.35	(1.2) %
Adjusted EBITDA (1)	$1,265.0	$1,315.0	($50.0)	(3.8) %	$1,288.1	(2.1) %
Operating cash flows	$981.8	$876.1	$105.7	12.1 %	N/A	N/A
Free cash flows (1)	$888.7	$812.4	$76.3	9.4 %	N/A	N/A

(1) See reconciliation of GAAP-based measures to Non-GAAP-based measures at the end of this presentation.
(2) Please also see Note 14 to the Company's Fiscal 2018 Consolidated Financial Statements on Form 10-K. Reflective of the amount of net tax benefit arising from the internal reorganization assumed to be allocable to the current period based on the forecasted utilization period.

Note: Individual line items in table may be adjusted by non-material amounts to enable totals to align to published financial statements.
*CC: Constant currency for this purpose is defined as the current period reported revenues/expenses/earnings represented at the prior comparative period's foreign exchange rate.
** Annual recurring revenue is defined as the sum of Cloud services and subscriptions revenue and Customer support revenue.

Reconciliation of Selected Non-GAAP Measures | Q4 FY'22

(In '000's U.S. dollars, except per share data)	Three Months Ended June 30, 2022							
		GAAP	GAAP % of Total Revenue		Adjustments	FN		Non-GAAP	Non-GAAP % of Total Revenue
COST OF REVENUES									
Cloud services and subscriptions	$	133,785		$	(2,213)	(1)	$	131,572	
Customer support		30,571			(768)	(1)		29,803	
Professional service and other		55,436			(1,465)	(1)		53,971	
Amortization of acquired technology-based intangible assets		46,274			(46,274)	(2)		—	
GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%)		633,793	70.2%		50,720	(3)		684,513	75.9%
Operating expenses									
Research and development		118,931			(7,186)	(1)		111,745	
Sales and marketing		185,985			(7,251)	(1)		178,734	
General and administrative		85,958			(5,582)	(1)		80,376	
Amortization of acquired customer-based intangible assets		56,341			(56,341)	(2)		—	
Special charges (recoveries)		26,281			(26,281)	(4)		—	
GAAP-based income from operations / Non-GAAP-based income from operations		137,591			153,361	(5)		290,952	
Other income (expense), net		(19)			19	(6)		—	
Provision for income taxes		(5,005)			40,090	(7)		35,085	
GAAP-based net income / Non-GAAP-based net income, attributable to OpenText		102,196			113,290	(8)		215,486	
GAAP-based earnings per share / Non-GAAP-based earnings per share-diluted, attributable to OpenText	$	0.38		$	0.42	(8)	$	0.80	

Reconciliation of Selected Non-GAAP Measures | Q4 FY'22

FOOTNOTES

1	Adjustment relates to the exclusion of share-based compensation expense from our Non-GAAP-based operating expenses as this expense is excluded from our internal analysis of operating results.
2	Adjustment relates to the exclusion of amortization expense from our Non-GAAP-based operating expenses as the timing and frequency of amortization expense is dependent on our acquisitions and is hence excluded from our internal analysis of operating results.
3	GAAP-based and Non-GAAP-based gross profit stated in dollars and gross margin stated as a percentage of total revenue.
4	Adjustment relates to the exclusion of special charges (recoveries) from our Non-GAAP-based operating expenses as special charges (recoveries) are generally incurred in the periods relevant to an acquisition and include certain charges or recoveries that are not indicative or related to continuing operations and are therefore excluded from our internal analysis of operating results.
5	GAAP-based and Non-GAAP-based income from operations stated in dollars.
6	Adjustment relates to the exclusion of other income (expense) from our Non-GAAP-based operating expenses as other income (expense) generally relates to the transactional impact of foreign exchange and is generally not indicative or related to continuing operations and is therefore excluded from our internal analysis of operating results. Other income (expense) also includes our share of income (losses) from our holdings in investments as a limited partner. We do not actively trade equity securities in these privately held companies nor do we plan our ongoing operations based around any anticipated fundings or distributions from these investments. We exclude gains and losses on these investments as we do not believe they are reflective of our ongoing business and operating results.
7	Adjustment relates to differences between the GAAP-based tax provision rate of approximately 5% and a Non-GAAP-based tax rate of approximately 14%; these rate differences are due to the income tax effects of items that are excluded for the purpose of calculating Non-GAAP-based adjusted net income. Such excluded items include amortization, share-based compensation, special charges (recoveries) and other income (expense), net. Also excluded are tax benefits/expense items unrelated to current period income such as changes in reserves for tax uncertainties and valuation allowance reserves, and “book to return” adjustments for tax return filings and tax assessments. Included is the amount of net tax benefits arising from the internal reorganization that occurred in Fiscal 2017 assumed to be allocable to the current period based on the forecasted utilization period. In arriving at our Non-GAAP-based tax rate of approximately 14%, we analyzed the individual adjusted expenses and took into consideration the impact of statutory tax rates from local jurisdictions incurring the expense.
8	Reconciliation of GAAP-based net income to Non-GAAP-based net income:

	Three Months Ended June 30, 2022	
		Per share diluted
GAAP-based net income, attributable to OpenText	$ 102,196	$ 0.38
Add:		
Amortization	102,615	0.38
Share-based compensation	24,465	0.09
Special charges (recoveries)	26,281	0.10
Other (income) expense, net	19	—
GAAP-based provision for income taxes	(5,005)	(0.02)
Non-GAAP-based provision for income taxes	(35,085)	(0.13)
Non-GAAP-based net income, attributable to OpenText	$ 215,486	$ 0.80

Reconciliation of Selected Non-GAAP Measures | FY'22

(In '000's U.S. dollars, except per share data)	Year ended June 30, 2022					
	GAAP	GAAP % of Total Revenue	Adjustments	FN	Non-GAAP	Non-GAAP % of Total Revenue
COST OF REVENUES						
Cloud services and subscriptions	$ 511,713		$ (5,285)	(1)	$ 506,428	
Customer support	121,485		(2,399)	(1)	119,086	
Professional service and other	216,895		(3,740)	(1)	213,155	
Amortization of acquired technology-based intangible assets	198,607		(198,607)	(2)	—	
GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%)	2,431,643	69.6%	210,031	(3)	2,641,674	75.6%
Operating expenses						
Research and development	440,448		(17,122)	(1)	423,326	
Sales and marketing	677,118		(22,628)	(1)	654,490	
General and administrative	317,085		(18,382)	(1)	298,703	
Amortization of acquired customer-based intangible assets	217,105		(217,105)	(2)	—	
Special charges (recoveries)	46,873		(46,873)	(4)	—	
GAAP-based income from operations / Non-GAAP-based income from operations	644,773		532,141	(5)	1,176,914	
Other income (expense), net	29,118		(29,118)	(6)	—	
Provision for income taxes	118,752		23,913	(7)	142,665	
GAAP-based net income / Non-GAAP-based net income, attributable to OpenText	397,090		479,110	(8)	876,200	
GAAP-based earnings per share / Non-GAAP-based earnings per share-diluted, attributable to OpenText	$ 1.46		$ 1.76	(8)	$ 3.22	

Reconciliation of Selected Non-GAAP Measures | FY'22

FOOTNOTES

1	Adjustment relates to the exclusion of share-based compensation expense from our Non-GAAP-based operating expenses as this expense is excluded from our internal analysis of operating results.
2	Adjustment relates to the exclusion of amortization expense from our Non-GAAP-based operating expenses as the timing and frequency of amortization expense is dependent on our acquisitions and is hence excluded from our internal analysis of operating results.
3	GAAP-based and Non-GAAP-based gross profit stated in dollars and gross margin stated as a percentage of total revenue.
4	Adjustment relates to the exclusion of special charges (recoveries) from our Non-GAAP-based operating expenses as special charges (recoveries) are generally incurred in the periods relevant to an acquisition and include certain charges or recoveries that are not indicative or related to continuing operations and are therefore excluded from our internal analysis of operating results.
5	GAAP-based and Non-GAAP-based income from operations stated in dollars.
6	Adjustment relates to the exclusion of other income (expense) from our Non-GAAP-based operating expenses as other income (expense) generally relates to the transactional impact of foreign exchange and is generally not indicative or related to continuing operations and is therefore excluded from our internal analysis of operating results. Other income (expense) also includes our share of income (losses) from our holdings in investments as a limited partner. We do not actively trade equity securities in these privately held companies nor do we plan our ongoing operations based around any anticipated fundings or distributions from these investments. We exclude gains and losses on these investments as we do not believe they are reflective of our ongoing business and operating results.
7	Adjustment relates to differences between the GAAP-based tax provision rate of approximately 23% and a Non-GAAP-based tax rate of approximately 14%; these rate differences are due to the income tax effects of items that are excluded for the purpose of calculating Non-GAAP-based adjusted net income. Such excluded items include amortization, share-based compensation, special charges (recoveries) and other income (expense), net. Also excluded are tax benefits/expense items unrelated to current period income such as changes in reserves for tax uncertainties and valuation allowance reserves, and “book to return” adjustments for tax return filings and tax assessments. Included is the amount of net tax benefits arising from the internal reorganization that occurred in Fiscal 2017 assumed to be allocable to the current period based on the forecasted utilization period. In arriving at our Non-GAAP-based tax rate of approximately 14%, we analyzed the individual adjusted expenses and took into consideration the impact of statutory tax rates from local jurisdictions incurring the expense.
8	Reconciliation of GAAP-based net income to Non-GAAP-based net income:

	Year ended June 30, 2022	Per share diluted
GAAP-based net income, attributable to OpenText	$ 397,090	$ 1.46
Add:		
Amortization	415,712	1.52
Share-based compensation	69,556	0.26
Special charges (recoveries)	46,873	0.17
Other (income) expense, net	(29,118)	(0.11)
GAAP-based provision for income taxes	118,752	0.44
Non-GAAP-based provision for income taxes	(142,665)	(0.52)
Non-GAAP-based net income, attributable to OpenText	$ 876,200	$ 3.22

Reconciliation of Selected Non-GAAP Measures | Q4 FY'21

(In '000's U.S. dollars, except per share data)	Three Months Ended June 30, 2021					
	GAAP	GAAP % of Total Revenue	Adjustments	FN	Non-GAAP	Non-GAAP % of Total Revenue
COST OF REVENUES						
Cloud services and subscriptions	$ 127,583		$ (935)	(1)	$ 126,648	
Customer support	32,938		(505)	(1)	32,433	
Professional service and other	53,662		(698)	(1)	52,964	
Amortization of acquired technology-based intangible assets	53,215		(53,215)	(2)	—	
GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%)	621,814	69.6%	55,353	(3)	677,167	75.8%
Operating expenses						
Research and development	117,235		(2,664)	(1)	114,571	
Sales and marketing	183,237		(4,718)	(1)	178,519	
General and administrative	73,019		(3,830)	(1)	69,189	
Amortization of acquired customer-based intangible assets	52,469		(52,469)	(2)	—	
Special charges (recoveries)	3,152		(3,152)	(4)	—	
GAAP-based income from operations / Non-GAAP-based income from operations	171,681		122,186	(5)	293,867	
Other income (expense), net	45,017		(45,017)	(6)	—	
Provision for income taxes	(2,215)		38,099	(7)	35,884	
GAAP-based net income / Non-GAAP-based net income, attributable to OpenText	181,283		39,070	(8)	220,353	
GAAP-based earnings per share / Non-GAAP-based earnings per share-diluted, attributable to OpenText	$ 0.66		$ 0.14	(8)	$ 0.80	

Reconciliation of Selected Non-GAAP Measures | Q4 FY'21

FOOTNOTES

1	Adjustment relates to the exclusion of share-based compensation expense from our Non-GAAP-based operating expenses as this expense is excluded from our internal analysis of operating results.
2	Adjustment relates to the exclusion of amortization expense from our Non-GAAP-based operating expenses as the timing and frequency of amortization expense is dependent on our acquisitions and is hence excluded from our internal analysis of operating results.
3	GAAP-based and Non-GAAP-based gross profit stated in dollars and gross margin stated as a percentage of total revenue.
4	Adjustment relates to the exclusion of special charges (recoveries) from our Non-GAAP-based operating expenses as special charges (recoveries) are generally incurred in the periods relevant to an acquisition and include certain charges or recoveries that are not indicative or related to continuing operations and are therefore excluded from our internal analysis of operating results.
5	GAAP-based and Non-GAAP-based income from operations stated in dollars.
6	Adjustment relates to the exclusion of other income (expense) from our Non-GAAP-based operating expenses as other income (expense) generally relates to the transactional impact of foreign exchange and is generally not indicative or related to continuing operations and is therefore excluded from our internal analysis of operating results. Other income (expense) also includes our share of income (losses) from our holdings in investments as a limited partner. We do not actively trade equity securities in these privately held companies nor do we plan our ongoing operations based around any anticipated fundings or distributions from these investments. We exclude gains and losses on these investments as we do not believe they are reflective of our ongoing business and operating results.
7	Adjustment relates to differences between the GAAP-based tax provision rate of approximately 1% and a Non-GAAP-based tax rate of approximately 14%; these rate differences are due to the income tax effects of items that are excluded for the purpose of calculating Non-GAAP-based adjusted net income. Such excluded items include amortization, share-based compensation, special charges (recoveries) and other income (expense), net. Also excluded are tax benefits/expense items unrelated to current period income such as changes in reserves for tax uncertainties and valuation allowance reserves, and “book to return” adjustments for tax return filings and tax assessments. Included is the amount of net tax benefits arising from the internal reorganization that occurred in Fiscal 2017 assumed to be allocable to the current period based on the forecasted utilization period. In arriving at our Non-GAAP-based tax rate of approximately 14%, we analyzed the individual adjusted expenses and took into consideration the impact of statutory tax rates from local jurisdictions incurring the expense.
8	Reconciliation of GAAP-based net income to Non-GAAP-based net income:

	Three Months Ended June 30, 2021	
		Per share diluted
GAAP-based net income, attributable to OpenText	$ 181,283	$ 0.66
Add:		
Amortization	105,684	0.39
Share-based compensation	13,350	0.05
Special charges (recoveries)	3,152	0.01
Other (income) expense, net	(45,017)	(0.16)
GAAP-based provision for income taxes	(2,215)	(0.02)
Non-GAAP-based provision for income taxes	(35,884)	(0.13)
Non-GAAP-based net income, attributable to OpenText	$ 220,353	$ 0.80

Reconciliation of Selected Non-GAAP Measures | FY'21

(In '000's U.S. dollars, except per share data)	Year Ended June 30, 2021							
		GAAP	GAAP % of Total Revenue		Adjustments	FN		Non-GAAP	Non-GAAP % of Total Revenue
COST OF REVENUES									
Cloud services and subscriptions	$	481,818		$	(3,419)	(1)	$	478,399	
Customer support		122,753			(1,910)	(1)		120,843	
Professional service and other		197,183			(2,565)	(1)		194,618	
Amortization of acquired technology-based intangible assets		218,796			(218,796)	(2)		—	
GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%)		2,351,649	69.4%		226,690	(3)		2,578,339	76.1%
Operating expenses									
Research and development		421,447			(9,859)	(1)		411,588	
Sales and marketing		622,221			(18,312)	(1)		603,909	
General and administrative		263,521			(15,904)	(1)		247,617	
Amortization of acquired customer-based intangible assets		216,544			(216,544)	(2)		—	
Special charges (recoveries)		1,748			(1,748)	(4)		—	
GAAP-based income from operations / Non-GAAP-based income from operations		740,903			489,057	(5)		1,229,960	
Other income (expense), net		61,434			(61,434)	(6)		—	
Provision for income taxes		339,906			(188,931)	(7)		150,975	
GAAP-based net income / Non-GAAP-based net income, attributable to OpenText		310,672			616,554	(8)		927,226	
GAAP-based earnings per share / Non-GAAP-based earnings per share-diluted, attributable to OpenText	$	1.14		$	2.25	(8)	$	3.39	

Reconciliation of Selected Non-GAAP Measures | FY'21

FOOTNOTES

1	Adjustment relates to the exclusion of share-based compensation expense from our Non-GAAP-based operating expenses as this expense is excluded from our internal analysis of operating results.
2	Adjustment relates to the exclusion of amortization expense from our Non-GAAP-based operating expenses as the timing and frequency of amortization expense is dependent on our acquisitions and is hence excluded from our internal analysis of operating results.
3	GAAP-based and Non-GAAP-based gross profit stated in dollars and gross margin stated as a percentage of total revenue.
4	Adjustment relates to the exclusion of special charges (recoveries) from our Non-GAAP-based operating expenses as special charges (recoveries) are generally incurred in the periods relevant to an acquisition and include certain charges or recoveries that are not indicative or related to continuing operations and are therefore excluded from our internal analysis of operating results.
5	GAAP-based and Non-GAAP-based income from operations stated in dollars.
6	Adjustment relates to the exclusion of other income (expense) from our Non-GAAP-based operating expenses as other income (expense) generally relates to the transactional impact of foreign exchange and is generally not indicative or related to continuing operations and is therefore excluded from our internal analysis of operating results. Other income (expense) also includes our share of income (losses) from our holdings in investments as a limited partner. We do not actively trade equity securities in these privately held companies nor do we plan our ongoing operations based around any anticipated fundings or distributions from these investments. We exclude gains and losses on these investments as we do not believe they are reflective of our ongoing business and operating results.
7	Adjustment relates to differences between the GAAP-based tax provision rate of approximately 52% and a Non-GAAP-based tax rate of approximately 14%; these rate differences are due to the income tax effects of items that are excluded for the purpose of calculating Non-GAAP-based adjusted net income. Such excluded items include amortization, share-based compensation, special charges (recoveries) and other income (expense), net. Also excluded are tax benefits/expense items unrelated to current period income such as changes in reserves for tax uncertainties and valuation allowance reserves, and “book to return” adjustments for tax return filings and tax assessments. Included is the amount of net tax benefits arising from the internal reorganization that occurred in Fiscal 2017 assumed to be allocable to the current period based on the forecasted utilization period. In arriving at our Non-GAAP-based tax rate of approximately 14%, we analyzed the individual adjusted expenses and took into consideration the impact of statutory tax rates from local jurisdictions incurring the expense. The GAAP-based tax provision rate for the year ended June 30, 2021 includes an income tax provision charge from IRS settlements partially offset by a tax benefit from the release of unrecognized tax benefits due to the conclusion of relevant tax audits that was recognized during the second quarter of Fiscal 2021.
8	Reconciliation of GAAP-based net income to Non-GAAP-based net income:

	Year Ended June 30, 2021	
		Per share diluted
GAAP-based net income, attributable to OpenText	$ 310,672	$ 1.14
Add:		
Amortization	435,340	1.59
Share-based compensation	51,969	0.19
Special charges (recoveries)	1,748	0.01
Other (income) expense, net	(61,434)	(0.22)
GAAP-based provision for income taxes	339,906	1.23
Non-GAAP-based provision for income taxes	(150,975)	(0.55)
Non-GAAP-based net income, attributable to OpenText	$ 927,226	$ 3.39

Reconciliation of Adjusted EBITDA and Free Cash Flows

(In '000's U.S. dollars)	Q4 FY'22	Q4 FY'21	FY'22 YTD	FY'21 YTD
GAAP-based net income, attributable to OpenText	$ 102,196	$ 181,283	$ 397,090	$ 310,672
Add:				
Provision for income taxes	(5,005)	(2,215)	118,752	339,906
Interest and other related expense, net	40,342	37,550	157,880	151,567
Amortization of acquired technology-based intangible assets	46,274	53,215	198,607	218,796
Amortization of acquired customer-based intangible assets	56,341	52,469	217,105	216,544
Depreciation	22,706	21,021	88,241	85,265
Share-based compensation	24,465	13,350	69,556	51,969
Special charges (recoveries)	26,281	3,152	46,873	1,748
Other (income) expense, net	19	(45,017)	(29,118)	(61,434)
Adjusted EBITDA	$ 313,619	$ 314,808	$ 1,264,986	$ 1,315,033
Total revenue	$ 902,454	$ 893,527	$ 3,493,844	$ 3,386,115
GAAP-based net income margin	11.3 %	20.3 %	11.4 %	9.2 %
Adjusted EBITDA margin (% of total revenue)	34.8 %	35.2 %	36.2 %	38.8 %

(In '000's U.S. dollars)	Q4 FY'22	Q4 FY'21	FY'22 YTD	FY'21 YTD
GAAP-based cash flows provided by operating activities	$ 251,940	$ 296,189	$ 981,810	$ 876,120
Add:				
Capital expenditures [1]	(38,172)	(27,408)	(93,109)	(63,675)
Free cash flows	$ 213,768	$ 268,781	$ 888,701	$ 812,445

[1] Defined as "Additions of property and equipment" in the Consolidated Statements of Cash Flows.

Reconciliation of Adjusted EBITDA and Free Cash Flows

(In '000's U.S. dollars)	FY'13	FY'14	FY'15	FY'16	FY'17	FY'18	FY'19	FY'20	FY'21	FY'22
Adjusted EBITDA										
GAAP-based net income, attributable to OpenText	$ 148,520	$ 218,125	$ 234,327	$ 284,477	$ 1,025,659	$ 242,224	$ 285,501	$ 234,225	$ 310,672	$ 397,090
Add:										
Provision for (recovery of) income taxes	29,690	58,461	31,638	6,282	(776,364)	143,826	154,937	110,837	339,906	118,752
Interest and other related expense, net	16,982	27,934	54,620	76,363	120,892	138,540	136,592	146,378	151,567	157,880
Amortization of acquired technology-based intangible assets	93,610	69,917	81,002	74,238	130,556	185,868	183,385	205,717	218,796	198,607
Amortization of acquired customer-based intangible assets	68,745	81,023	108,239	113,201	150,842	184,118	189,827	219,559	216,544	217,105
Depreciation	24,496	35,237	50,906	54,929	64,318	86,943	97,716	89,458	85,265	88,241
Share-based compensation	15,575	19,906	22,047	25,978	30,507	27,594	26,770	29,532	51,969	69,556
Special charges (recoveries)	24,034	31,314	12,823	34,846	63,618	29,211	35,719	100,428	1,748	46,873
Other (income) expense, net	2,473	(3,941)	28,047	1,423	(15,743)	(17,973)	(10,156)	11,946	(61,434)	(29,118)
Adjusted EBITDA	$ 424,125	$ 537,976	$ 623,649	$ 671,737	$ 794,285	$ 1,020,351	$ 1,100,291	$ 1,148,080	$ 1,315,033	$ 1,264,986
Total revenue	$ 1,363,336	$ 1,624,699	$ 1,851,917	$ 1,824,228	$ 2,291,057	$ 2,815,241	$ 2,868,755	$ 3,109,736	$ 3,386,115	$ 3,493,844
GAAP-based net income margin	10.9 %	13.4 %	12.7 %	15.6 %	44.8 %	8.6 %	10.0 %	7.5 %	9.2 %	11.4 %
Adjusted EBITDA margin (% of total revenue)	31.1 %	33.1 %	33.7 %	36.8 %	34.7 %	36.2 %	38.4 %	36.9 %	38.8 %	36.2 %
Free Cash Flows										
GAAP-based cash flows provided by operating activities [1]	$ 318,502	$ 417,096	$ 522,055	$ 523,663	$ 440,353	$ 708,081	$ 876,278	$ 954,536	$ 876,120	$ 981,810
Add:										
Capital expenditures [2]	(23,107)	(42,268)	(77,046)	(70,009)	(79,592)	(105,318)	(63,837)	(72,709)	(63,675)	(93,109)
Free cash flows	$ 295,395	$ 374,828	$ 445,009	$ 453,654	$ 360,761	$ 602,763	$ 812,441	$ 881,827	$ 812,445	$ 888,701

[1] Effective July 1, 2018, we adopted ASU No. 2016-18 using the retrospective method. Fiscal years 2014-2020 have been adjusted retrospectively to conform to current period presentation while fiscal years 2012-2013 are presented prior to adoption of ASU 2016-18.

[2] Defined as "Additions of property & equipment" in the Consolidated Statements of Cash Flows