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

	June 30, 2023	June 30, 2022
ASSETS		
Cash and cash equivalents	$ 1,231,625	$ 1,693,741
Accounts receivable trade, net of allowance for credit losses of $13,828 as of June 30, 2023 and $16,473 as of June 30, 2022	682,517	426,652
Contract assets	71,196	26,167
Income taxes recoverable	68,161	18,255
Prepaid expenses and other current assets	221,732	120,552
Total current assets	2,275,231	2,285,367
Property and equipment	356,904	244,709
Operating lease right of use assets	285,723	198,132
Long-term contract assets	64,553	19,719
Goodwill	8,662,603	5,244,653
Acquired intangible assets	4,080,879	1,075,208
Deferred tax assets	926,719	810,154
Other assets	342,318	256,987
Long-term income taxes recoverable	94,270	44,044
Total assets	$ 17,089,200	$ 10,178,973
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	$ 996,261	$ 448,607
Current portion of long-term debt	320,850	10,000
Operating lease liabilities	91,425	56,380
Deferred revenues	1,721,781	902,202
Income taxes payable	89,297	51,069
Total current liabilities	3,219,614	1,468,258
Long-term liabilities:		
Accrued liabilities	51,961	18,208
Pension liability	126,312	60,951
Long-term debt	8,562,096	4,209,567
Long-term operating lease liabilities	271,579	198,695
Long-term deferred revenues	217,771	91,144
Long-term income taxes payable	193,808	34,003
Deferred tax liabilities	423,955	65,887
Total long-term liabilities	9,847,482	4,678,455
Shareholders' equity:		
Share capital and additional paid-in capital		
270,902,571 and 269,522,639 Common Shares issued and outstanding at June 30, 2023 and June 30, 2022, respectively; authorized Common Shares: unlimited	2,176,947	2,038,674
Accumulated other comprehensive income (loss)	(53,559)	(7,659)
Retained earnings	2,048,984	2,160,069
Treasury stock, at cost (3,536,375 and 3,706,420 shares at June 30, 2023 and June 30, 2022, respectively)	(151,597)	(159,966)
Total OpenText shareholders' equity	4,020,775	4,031,118
Non-controlling interests	1,329	1,142
Total shareholders' equity	4,022,104	4,032,260
Total liabilities and shareholders' equity	$ 17,089,200	$ 10,178,973

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, 2023	Three Months Ended June 30, 2022
Revenues:		
Cloud services and subscriptions	$ 451,659	$ 411,595
Customer support	705,277	328,339
License	228,796	94,688
Professional service and other	105,098	67,832
Total revenues	1,490,830	902,454
Cost of revenues:		
Cloud services and subscriptions	166,394	133,785
Customer support	86,695	30,571
License	6,184	2,595
Professional service and other	90,498	55,436
Amortization of acquired technology-based intangible assets	77,045	46,274
Total cost of revenues	426,816	268,661
Gross profit	1,064,014	633,793
Operating expenses:		
Research and development	249,958	118,931
Sales and marketing	333,244	185,985
General and administrative	136,866	85,958
Depreciation	31,152	22,706
Amortization of acquired customer-based intangible assets	121,285	56,341
Special charges (recoveries)	70,222	26,281
Total operating expenses	942,727	496,202
Income from operations	121,287	137,591
Other income (expense), net	(25,355)	(19)
Interest and other related expense, net	(145,829)	(40,342)
Income (loss) before income taxes	(49,897)	97,230
Provision for (recovery of) income taxes	(1,212)	(5,005)
Net income (loss) for the period	$ (48,685)	$ 102,235
Net (income) attributable to non-controlling interests	(49)	(39)
Net income (loss) attributable to OpenText	$ (48,734)	$ 102,196
Earnings per share—basic attributable to OpenText	$ (0.18)	$ 0.38
Earnings per share—diluted attributable to OpenText	$ (0.18)	$ 0.38
Weighted average number of Common Shares outstanding—basic (in '000's)	270,772	270,152
Weighted average number of Common Shares outstanding—diluted (in '000's)	270,772	270,394

OPEN TEXT CORPORATION

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

	Year Ended June 30,		
	2023	2022	2021
Revenues:			
Cloud services and subscriptions	$ 1,700,433	$ 1,535,017	$ 1,407,445
Customer support	1,915,020	1,330,965	1,334,062
License	539,026	358,351	384,711
Professional service and other	330,501	269,511	259,897
Total revenues	4,484,980	3,493,844	3,386,115
Cost of revenues:			
Cloud services and subscriptions	590,165	511,713	481,818
Customer support	209,705	121,485	122,753
License	16,645	13,501	13,916
Professional service and other	276,888	216,895	197,183
Amortization of acquired technology-based intangible assets	223,184	198,607	218,796
Total cost of revenues	1,316,587	1,062,201	1,034,466
Gross profit	3,168,393	2,431,643	2,351,649
Operating expenses:			
Research and development	680,587	440,448	421,447
Sales and marketing	948,598	677,118	622,221
General and administrative	419,590	317,085	263,521
Depreciation	107,761	88,241	85,265
Amortization of acquired customer-based intangible assets	326,406	217,105	216,544
Special charges (recoveries)	169,159	46,873	1,748
Total operating expenses	2,652,101	1,786,870	1,610,746
Income from operations	516,292	644,773	740,903
Other income (expense), net	34,469	29,118	61,434
Interest and other related expense, net	(329,428)	(157,880)	(151,567)
Income before income taxes	221,333	516,011	650,770
Provision for (recovery of) income taxes	70,767	118,752	339,906
Net income	$ 150,566	$ 397,259	$ 310,864
Net (income) attributable to non-controlling interests	(187)	(169)	(192)
Net income attributable to OpenText	$ 150,379	$ 397,090	$ 310,672
Earnings per share—basic attributable to OpenText	$ 0.56	$ 1.46	$ 1.14
Earnings per share—diluted attributable to OpenText	$ 0.56	$ 1.46	$ 1.14
Weighted average number of Common Shares outstanding—basic (in '000's)	270,299	271,271	272,533
Weighted average number of Common Shares outstanding—diluted (in '000's)	270,451	271,909	273,479

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

	Year Ended June 30,		
	2023	2022	2021
Net income	$ 150,566	$ 397,259	$ 310,864
Other comprehensive income (loss)—net of tax:			
Net foreign currency translation adjustments	(40,798)	(78,724)	42,440
Unrealized gain (loss) on cash flow hedges:			
Unrealized gain (loss) - net of tax (1)	(941)	(1,859)	4,246
(Gain) loss reclassified into net income - net of tax (2)	2,721	373	(3,280)
Unrealized gain (loss) on available-for-sale financial assets:			
Unrealized gain (loss) - net of tax (3)	(602)	—	—
Actuarial gain (loss) relating to defined benefit pension plans:			
Actuarial gain (loss) - net of tax (4)	(6,605)	5,595	3,987
Amortization of actuarial (gain) loss into net income - net of tax (5)	325	718	1,020
Total other comprehensive income (loss) net	(45,900)	(73,897)	48,413
Total comprehensive income	104,666	323,362	359,277
Comprehensive income attributable to non-controlling interests	(187)	(169)	(192)
Total comprehensive income attributable to OpenText	$ 104,479	$ 323,193	$ 359,085

(1) Net of tax expense (recovery) of ($339), ($671), and $1,532 for the year ended June 30, 2023, 2022 and 2021, respectively.
(2) Net of tax expense (recovery) of $981, $134 and ($1,182) for the year ended June 30, 2023, 2022 and 2021, respectively.
(3) Net of tax expense (recovery) of $159, nil, and nil for the year ended June 30, 2023, 2022 and 2021, respectively.
(4) Net of tax expense (recovery) of ($1,961), $1,866 and $990 for the year ended June 30, 2023, 2022 and 2021, respectively.
(5) Net of tax expense (recovery) of $143, $290 and $379 for the year ended June 30, 2023, 2022 and 2021, respectively.

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		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	—	—	—	—	(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	—	—	—	—
Common Shares repurchased	(2,500)	(15,475)	—	—	(103,630)	—	—	(119,105)
Dividends declared ($0.777 per Common Share)	—	—	—	—	(210,662)	—	—	(210,662)
Non-controlling interest	—	—	—	—	—	—	—	—
Other comprehensive income - 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**
Issuance of Common Shares								
Under employee stock option plans	950	32,714	—	—	—	—	—	32,714
Under employee stock purchase plans	842	33,806	—	—	—	—	—	33,806
Share-based compensation	—	69,556	—	—	—	—	—	69,556
Purchase of treasury stock	—	—	(2,630)	(111,593)	—	—	—	(111,593)
Issuance of treasury stock	—	(21,013)	492	21,013	—	—	—	—
Common Shares repurchased	(3,810)	(24,295)	—	—	(152,692)	—	—	(176,987)
Dividends declared ($0.8836 per Common Share)	—	—	—	—	(237,655)	—	—	(237,655)
Non-controlling interest	—	—	—	—	—	—	—	—
Other comprehensive loss - net	—	—	—	—	—	(73,897)	—	(73,897)
Distribution to non-controlling interest	—	142	—	—	—	—	(538)	(396)
Net income	—	—	—	—	397,090	—	169	397,259
Balance as of June 30, 2022	**269,523**	**$2,038,674**	**(3,706)**	**$(159,966)**	**$2,160,069**	**$ (7,659)**	**$ 1,142**	**$4,032,260**
Issuance of Common Shares								
Under employee stock option plans	245	7,830	—	—	—	—	—	7,830
Under employee stock purchase plans	1,135	31,679	—	—	—	—	—	31,679
Share-based compensation	—	130,119	—	—	—	—	—	130,119
Purchase of treasury stock	—	—	(521)	(21,919)	—	—	—	(21,919)
Issuance of treasury stock	—	(31,355)	691	30,288	—	—	—	(1,067)
Common Shares repurchased	—	—	—	—	—	—	—	—
Dividends declared ($0.9720 per Common Share)	—	—	—	—	(261,464)	—	—	(261,464)
Non-controlling interest	—	—	—	—	—	—	—	—
Other comprehensive loss - net	—	—	—	—	—	(45,900)	—	(45,900)
Net income	—	—	—	—	150,379	—	187	150,566
Balance as of June 30, 2023	**270,903**	**$2,176,947**	**(3,536)**	**$(151,597)**	**$2,048,984**	**$ (53,559)**	**$ 1,329**	**$4,022,104**

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

	Three Months Ended June 30, 2023	Three Months Ended June 30, 2022
Cash flows from operating activities:		
Net income (loss) for the period	$ (48,685)	$ 102,235
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization of intangible assets	229,482	125,321
Share-based compensation expense	41,904	24,464
Pension expense	3,401	1,723
Amortization of debt discount and issuance costs	8,257	1,486
Write-off of right of use assets	2,507	17,707
Loss on extinguishment of debt	—	—
Loss on sale and write down of property and equipment	903	198
Deferred taxes	29,140	(79,420)
Share in net (income) loss of equity investees	11,530	401
Changes in financial instruments	16,274	—
Changes in operating assets and liabilities:		
Accounts receivable	27,335	13,413
Contract assets	(43,643)	(10,758)
Prepaid expenses and other current assets	42,151	1,768
Income taxes	(116,569)	45,824
Accounts payable and accrued liabilities	10,582	41,561
Deferred revenue	(85,764)	(30,878)
Other assets	(5,299)	771
Operating lease assets and liabilities, net	(8,205)	(3,876)
Net cash provided by operating activities	115,301	251,940
Cash flows from investing activities:		
Additions of property and equipment	(24,060)	(38,172)
Purchase of Micro Focus International PLC, net of cash acquired	(2,357)	—
Purchase of Bricata Inc.	—	174
Net cash used in investing activities	(26,417)	(37,998)
Cash flows from financing activities:		
Proceeds from issuance of Common Shares from exercise of stock options and ESPP	14,159	10,738
Repayment of long-term debt and Revolver	(186,463)	(2,500)
Debt issuance costs	(690)	—
Repurchase of Common Shares	—	(40,869)
Purchase of treasury stock	(21,919)	(35,933)
Payments of dividends to shareholders	(65,068)	(59,042)
Other financing activities	758	—
Net cash used in financing activities	(259,223)	(127,606)
Foreign exchange gain (loss) on cash held in foreign currencies	4,571	(26,276)
Increase (decrease) in cash, cash equivalents and restricted cash during the period	(165,768)	60,060
Cash, cash equivalents and restricted cash at beginning of the period	1,399,720	1,635,851
Cash, cash equivalents and restricted cash at end of the period	$ 1,233,952	$ 1,695,911

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

Reconciliation of cash, cash equivalents and restricted cash:	**June 30, 2023**	**June 30, 2022**
Cash and cash equivalents	$ 1,231,625	$ 1,693,741
Restricted cash [1]	2,327	2,170
Total cash, cash equivalents and restricted cash	$ 1,233,952	$ 1,695,911

[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,		
	2023	**2022**	**2021**
Cash flows from operating activities:			
Net income for the period	$ 150,566	$ 397,259	$ 310,864
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization of intangible assets	657,351	503,953	520,605
Share-based compensation expense	130,302	69,556	51,969
Pension expense	9,207	6,606	6,616
Amortization of debt discount and issuance costs	16,753	5,422	4,548
Write-off of right of use assets	9,626	17,707	—
Loss on extinguishment of debt	8,152	27,413	—
Loss on sale and write down of property and equipment	2,331	294	2,771
Deferred taxes	(149,560)	(36,088)	73,039
Share in net (income) loss of equity investees	23,077	(58,702)	(62,897)
Changes in financial instruments	128,841	—	—
Changes in operating assets and liabilities:			
Accounts receivable	168,604	81,841	60,954
Contract assets	(73,539)	(37,966)	(39,333)
Prepaid expenses and other current assets	(23,035)	(13,954)	37,733
Income taxes	14,948	34,589	(140,763)
Accounts payable and accrued liabilities	(127,092)	(24,177)	26,088
Deferred revenue	(128,395)	(5,236)	39,295
Other assets	(11,297)	17,297	11,914
Operating lease assets and liabilities, net	(27,635)	(4,004)	(27,283)
Net cash provided by operating activities	779,205	981,810	876,120
Cash flows from investing activities:			
Additions of property and equipment	(123,832)	(93,109)	(63,675)
Purchase of Micro Focus International PLC, net of cash acquired	(5,657,963)	—	—
Purchase of Zix Corporation, net of cash acquired	—	(856,175)	—
Purchase of Bricata Inc.	—	(17,753)	—
Purchase of XMedius	—	—	444
Purchase of Dynamic Solutions Group Inc.	—	—	(971)
Realized gain (loss) on financial instruments	131,248	—	—
Other investing activities	(873)	(3,922)	(4,568)
Net cash used in investing activities	(5,651,420)	(970,959)	(68,770)
Cash flows from financing activities:			
Proceeds from issuance of Common Shares from exercise of stock options and ESPP	39,331	67,215	80,067
Proceeds from long-term debt and Revolver	4,927,450	1,500,000	—
Repayment of long-term debt and Revolver	(202,926)	(860,000)	(610,000)
Debt extinguishment costs	—	(24,969)	—
Debt issuance costs	(77,899)	(17,159)	—
Repurchase of Common Shares	—	(176,987)	(119,105)
Purchase of treasury stock	(21,919)	(111,593)	(64,847)
Distribution to non-controlling interest	—	(396)	—
Payments of dividends to shareholders	(259,549)	(237,655)	(210,662)
Other financing activities	(1,435)	—	—
Net cash provided by (used in) financing activities	4,403,053	138,456	(924,547)
Foreign exchange gain (loss) on cash held in foreign currencies	7,203	(63,196)	29,734
Increase (decrease) in cash, cash equivalents and restricted cash during the period	(461,959)	86,111	(87,463)
Cash, cash equivalents and restricted cash at beginning of the period	1,695,911	1,609,800	1,697,263
Cash, cash equivalents and restricted cash at end of the period	$ 1,233,952	$ 1,695,911	$ 1,609,800

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

Reconciliation of cash, cash equivalents and restricted cash:	**June 30, 2023**	**June 30, 2022**	**June 30, 2021**
Cash and cash equivalents	$ 1,231,625	$ 1,693,741	$ 1,607,306
Restricted cash [1]	2,327	2,170	2,494
Total cash, cash equivalents and restricted cash	$ 1,233,952	$ 1,695,911	$ 1,609,800

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