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OpenText Investor Presentation

February 1, 2024

NASDAQ: OTEX | TSX: OTEX



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Forward-looking statements involve known and unknown risks and uncertainties such as those relating to: receipt of regulatory approvals and achievement of customary closing conditions for the AMC divestiture; all statements regarding the expected future financial position, results of operations, cash flows, dividends, future share buybacks, financing plans, business strategy, budgets, capital expenditures, competitive positions, growth opportunities, plans and objectives of management, including any anticipated synergy benefits; our ability to integrate successfully Micro Focus' operations and programs, including incurring unanticipated costs, delays or difficulties; our ability to successfully complete the proposed divestiture of the AMC business, risks related to the proposed divestiture and the impact of the divestiture on our remaining business; and 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 OpenText achieves may differ materially from any forward-looking statements. For additional information with respect to risks and other factors which could occur, see the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and other securities filings with the Securities and Exchange Commission (SEC) and other securities regulators. Readers are cautioned not to place undue reliance upon any such forward-looking statements, which speak only as of the date made. Unless otherwise required by applicable securities laws, the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Further, readers should note that we may announce information using our website, press releases, securities law filings, public conference calls, webcasts and the social media channels identified on the Investors section of our website (https://investors.opentext.com). Such social media channels may include the Company's or our CEO's blog, X, formerly known as Twitter, account or LinkedIn account. The information posted through such channels may be material. Accordingly, readers should monitor such channels in addition to our other forms of communication. In addition, certain non-GAAP forward-looking measures have not been reconciled to their corresponding GAAP measure due to the high variability and difficulty in making accurate forecasts and projections of such information.

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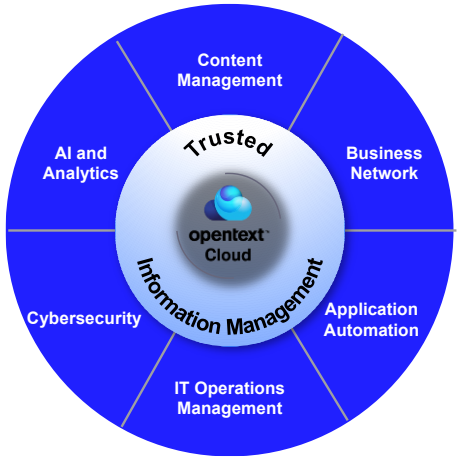
Our Business



OpenText Snapshot

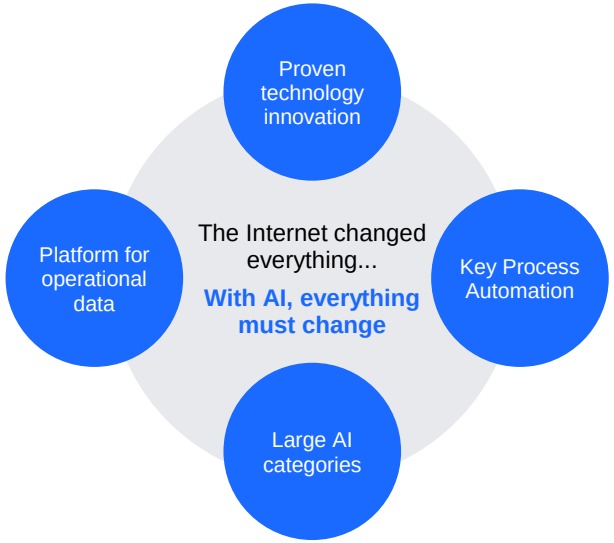
Global Leader in Information Management

Information Management Total Addressable Market (TAM)[1]



Information Management	TAM [1]
Content Management	$47B
Business Network	$24B
Application Automation	$22B
IT Operations Management	$38B
Cybersecurity	$68B
AI & Analytics	$10B
Total	$208B

opentext.ai



Targets & Aspirations

Updated

In Constant Currency[2]	F'24 Targets	F'26 Aspirations (Before AMC Divestiture)
Enterprise Cloud Bookings[3]	25% to 30%	15%+
Organic Growth[4] (%Y/Y)	1% to 2%	2% to 4%
Total Revenues	$5.85B to $5.95B	$6.2B to $6.4B
A-EBITDA Margin[5]	36% to 37%	38% to 40%
Free Cash Flows[5],[6]	$825M to $900M	$1.5B+

Who We Are

98 of Top 100 Companies are Customers

120k+ Enterprise Customers

150M End Users

24k Employees

34% Employees Dedicated to R&D

180 Countries We Operate In

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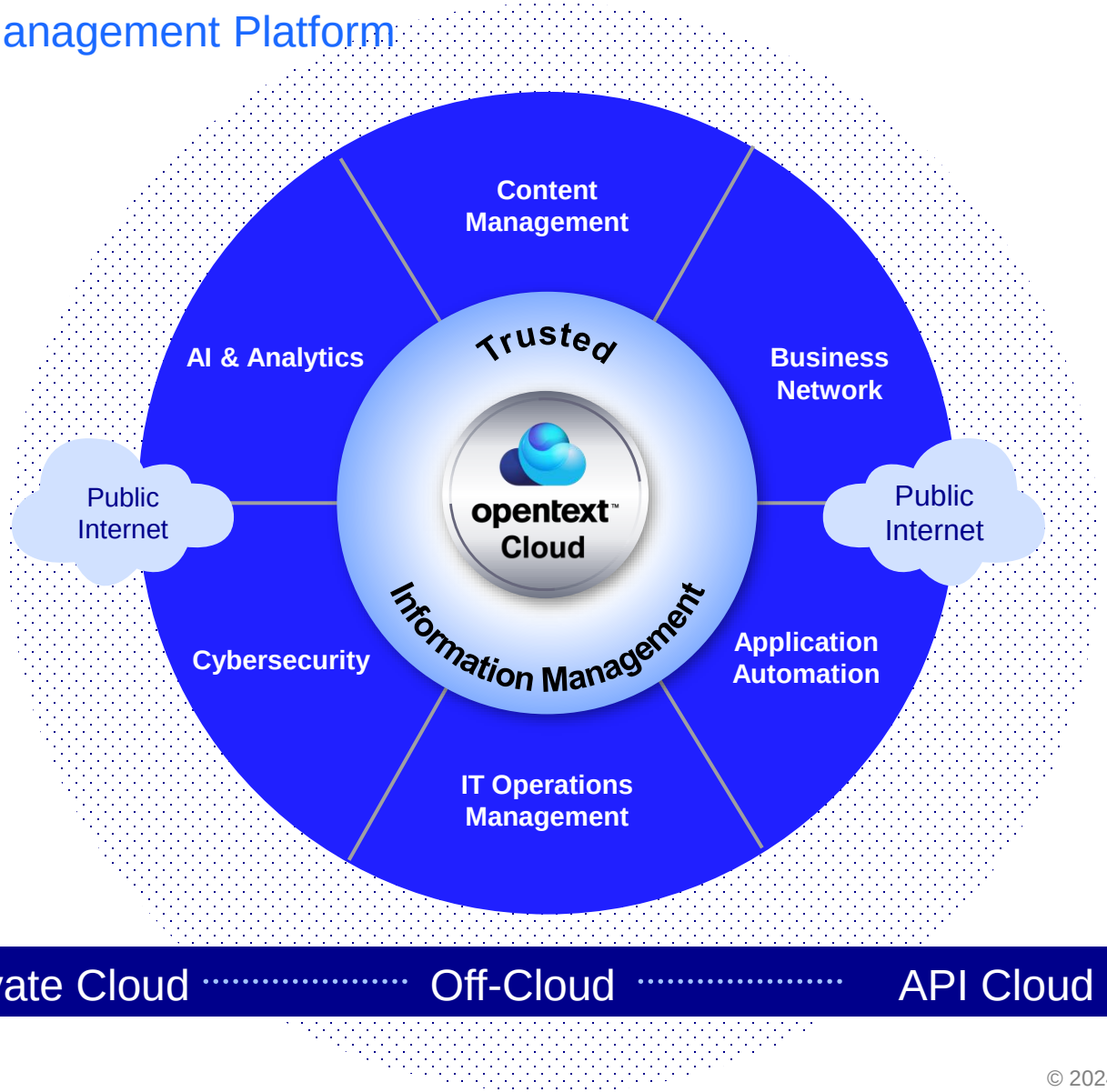
OpenText: We Power and Protect Information

The Most Comprehensive Information Management Platform

We make information more:
✓ Accessible
✓ Useful
✓ Valuable
✓ Secure



Public Cloud ····· Private Cloud ····· Off-Cloud ····· API Cloud

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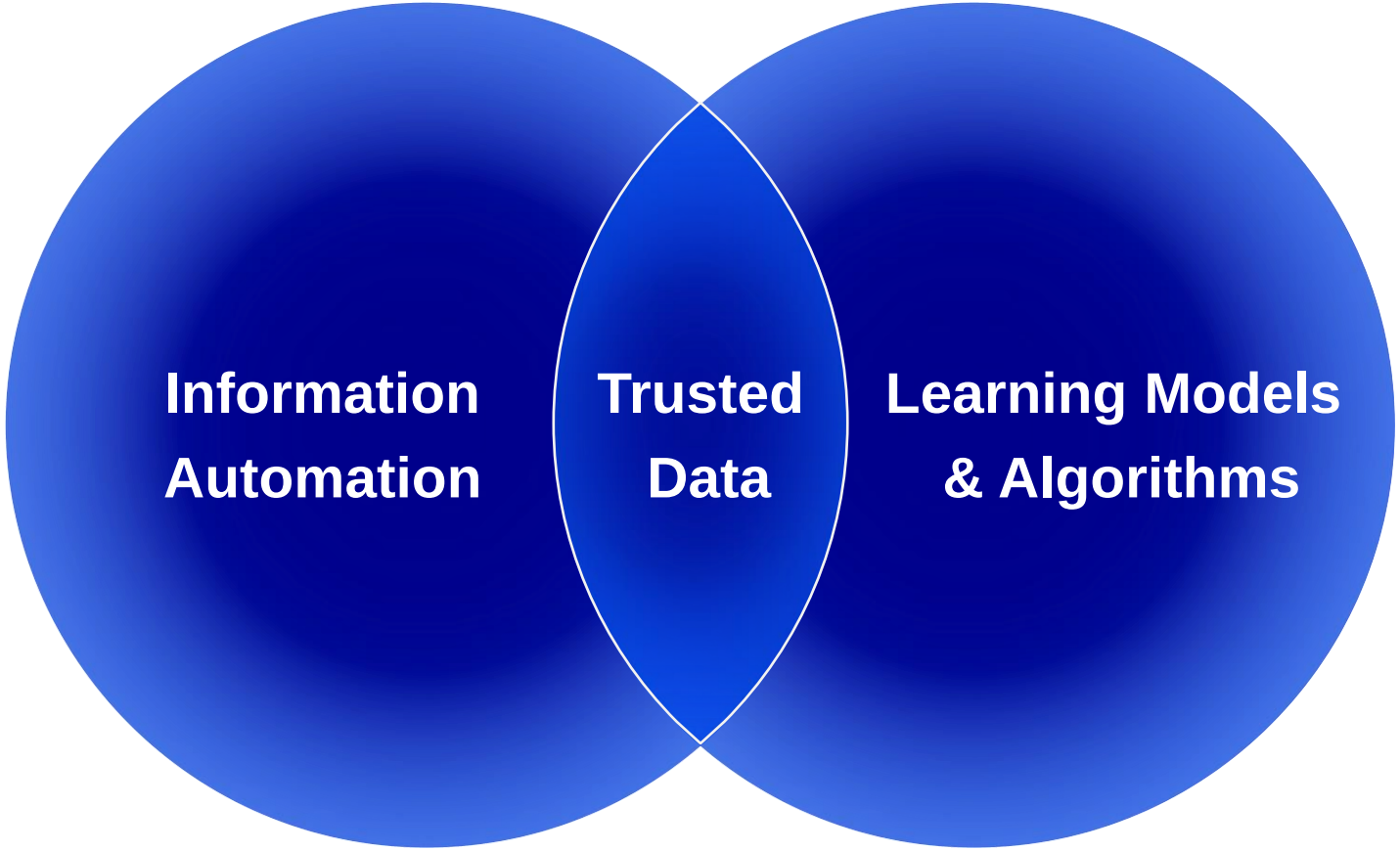
Information Management is Essential for AI Disruption

Automation and a Data Platform are Prerequisites for an AI Strategy



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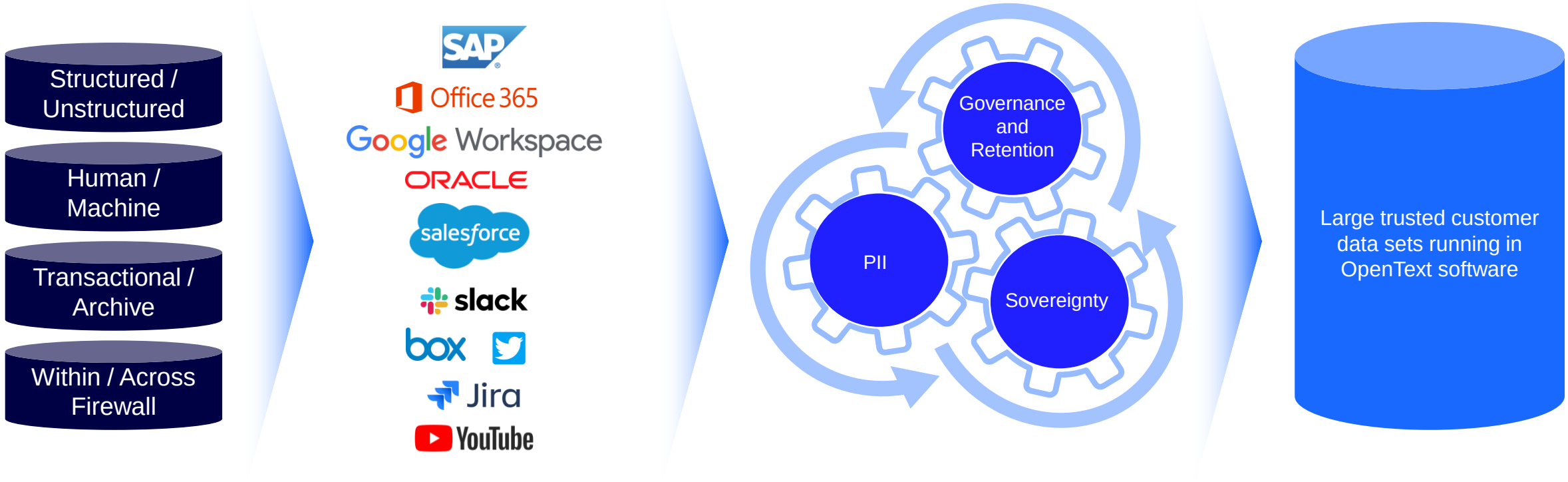
Information Automation: Our Competitive Advantage

Customers Trust OpenText to Power and Protect their Data

Data of Any Type | Automation and Connectors | Content Management Engines | Large Data Sets

100s of Connectors



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We are Positioned to Win Business AI

Automation and a Data Platform are Prerequisites for an AI Strategy

Data of Any Type Organized for Insight and Information Advantage

Automation and 100s of connectors | Customer Data Sets | AI & Analytics Engines | Insights | LLMs | OpenText Aviators

100s of connectors

SAP
Office 365
Google Workspace
ORACLE
salesforce
slack
box
Jira
YouTube

Large trusted customer data sets running in OpenText software

Structured Analytics (Vertica)
Unstructured Analytics (IDOL)
Intelligence (Magellan)

- Visualization
- Analysis
- Machine Learning
- Business Intelligence
- Knowledge Graph
- Search

3rd Party Pluggable LLMs

- Business Aviators
- Aviator Thrust and Thrust Studio
- Aviator Search
- Aviator IoT

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Trusted Data

We Manage Some of the World's Largest Data Sets

Ingest All Data Types

- Documents
- Video/ Voice/ Images
- Collaboration
- Records
- Archives
- Assets
- Cases
- Contracts
- Services Desk
- FTP
- IoT



Manage Large Data Sets

Vertica: **96 Trillion** rows across multi-nodes

Content: **1 Trillion** Pages managed

Content: **1 Billion** Pages processed a day

LegalTech: **1 Billion** Pages for a single case

BrightCloud: **100 Billion** APIs calls a month

CMDB: **40 Million** configuration items

Developer: **1 Million** Test Cases / program

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OpenText Aviator Offerings

Business AI Embedded Into Our Business Clouds



DevOps	IT Operations	Content	Cybersecurity	Experience
Value Edge Virtual Assistant for:	SMAX Virtual Agent for:	Core Content with:	ArcSight Intelligence Threat Hunter with:	Exstream Content Assistant for:
Delivery insights Test coverage	Employee self-solve Knowledge research	Document and workspace summarization Knowledge research	Advanced anomaly detection	Communication creation Plain language and tone

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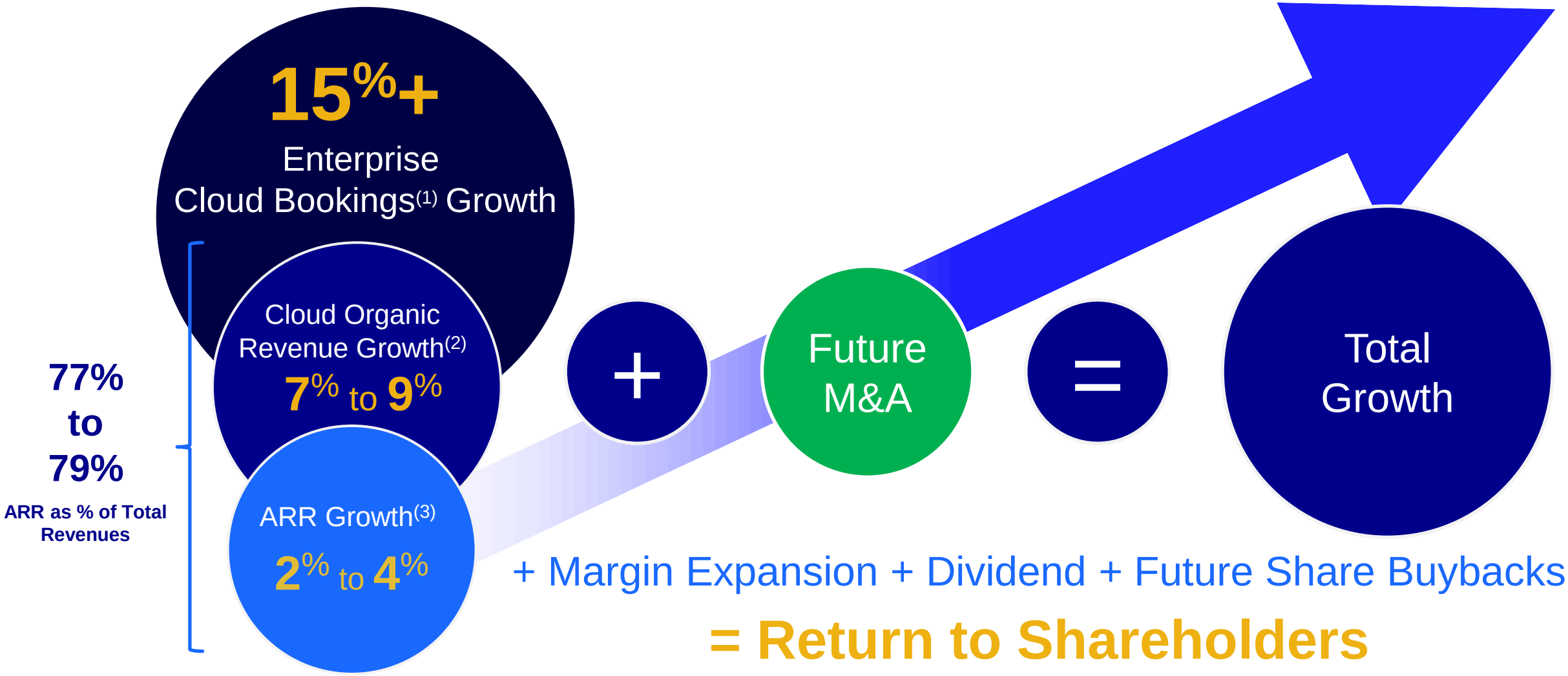
How We Create Value



Total Growth Model: Cloud and ARR growth

F'26 Aspirations in Constant Currency



+ Margin Expansion + Dividend + Future Share Buybacks

= Return to Shareholders

(1), (2), (3) See Slide Notes

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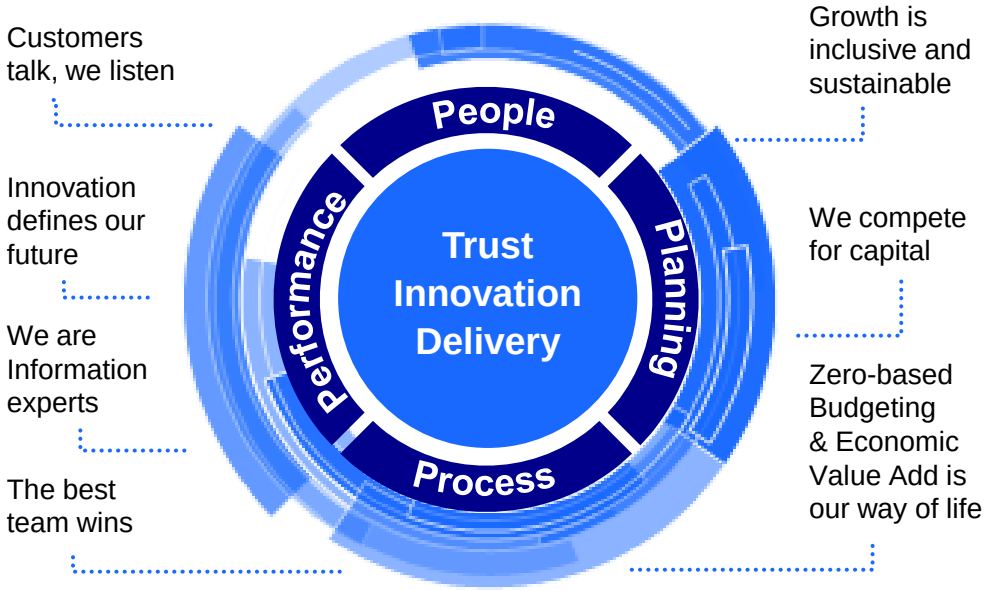
OpenText Business System

Expand Our Competitive Advantage: It's Who We Are and How We Do What We Do

Our Shared Purpose in Information Management

To Elevate Every Person and Every Organization to Gain the Information Advantage

Our System



OpenText Fundamentals

- Market leadership
- Innovation
- Learning organization
- Problem solvers
- Customer success
- Operational Excellence
- Frictionless business
- Make long-term decisions
- Owners' mindset
- Economic value add

Focus on Key Stakeholders

Shareholders	• Growth • Profitability • Capital Allocation
Customers	• L.O.V.E.™ model • Trust and Delivery • AI & Automation
Employees	• Performance • Advancement • Learning

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How We Create Value

Growth Driven by Product Innovation and Go-to-Market Execution

1

Expand Our Competitive Advantage in Information Management

2

Growth

- Expand customer consumption
- Unlock new value in SaaS and AI
- Expand our go-to-market

3

Profitability

- Realize higher profits and cash flows from higher revenues

4

Capital Allocation

- Return value to shareholders

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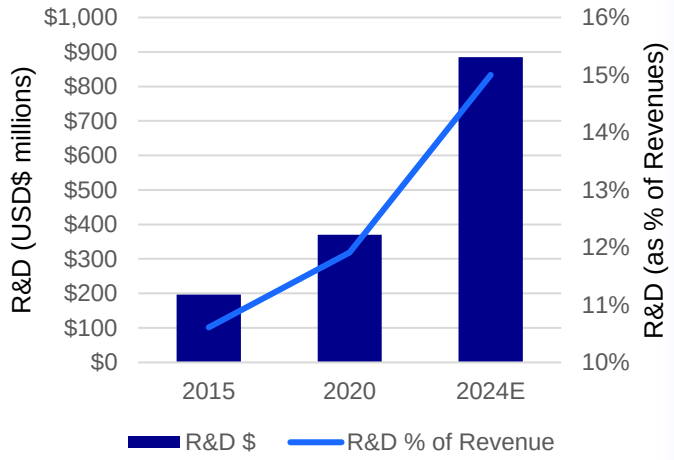
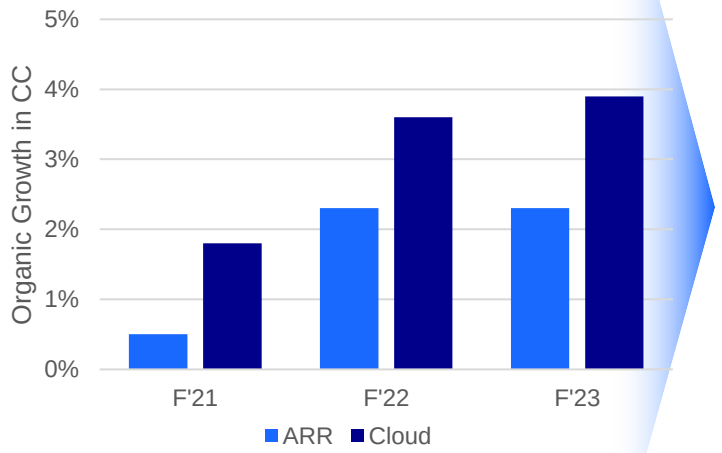
Expand Our Competitive Advantage in Information Management

Investments in Innovation Driving Cloud and ARR Organic Growth

Growing Innovation Investment



Organic Growth[1]



F'26 Aspirations

Cloud Organic Growth in CC[2]	7% to 9%
ARR Organic Growth in CC[2]	2% to 4%
Total Organic Growth in CC[2]	2% to 4%

(1), (2) See Slide Notes

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Expand Our Competitive Advantage in Information Management

Investments in AI & Automation Increases Opportunity for Growth

80% of Our Investments are in Cloud Technologies

Platform for OpenText Cloud Offerings	Cloudification of OpenText	AI, Security and Cloudification of Micro Focus
Cloud Editions 2020	Titanium 2022	Titanium X Through 25.2

90-day Release Cycles

7,500+ Engineers ..... **3,400+ Patents**

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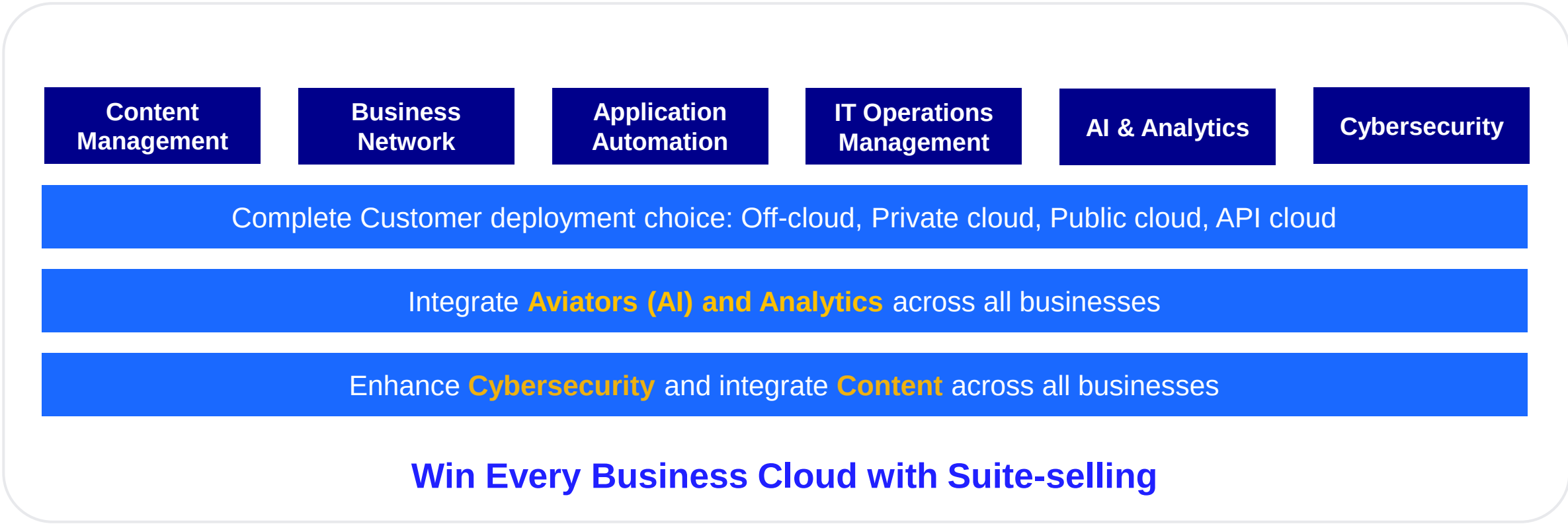
Strategic Growth Initiatives

Expand Customer Consumption and Unlock New Value in SaaS and AI



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Growth: Top Drivers by Business and Leading Products

Expand Customer Consumption and Unlock New Value in SaaS and AI

Content Management	Business Network	Application Automation	IT Operations Management	AI & Analytics	Cybersecurity
AI and LLMs SaaS	Enterprise (Visibility, Planning and Control) e-invoicing Mid-market	AI-driven software delivery Product-to-Platform Partner Integration	GreenOps End-to-End monitoring Service Management Content integration	IDOL IoT as a Service LLM Private Cloud	Embed security into other OpenText products
Content • Capture • Core • Documentum • Extended ECM • InfoArchive	• Catalyst • Foundation • GXS • Lens • Liaison • Trading Grid	**Delivery & Management** • ALM Octane • LoadRunner • UFT One • Value Edge	• Configuration Management Database (CMDB) • Network Operations Manager (NOM) • Operations Bridge (OpsBridge) • Service Manager/SMAX • Universal Discovery	• IDOL • Magellan • Vertica	**Enterprise** **Application Security** • Debricked • Fortify **Identity and Access** • NetIQ • Voltage **Security Info/Event Mgmt.** • ArcSight **Threat Intelligence** • BrightCloud
Experience • Exstream • RightFax • TeamSite		**Modernization & Connectivity** • COBOL • CORBA • Enterprise Suite • Mainframe ADLM • Rumba			**SMB/Consumer** **Endpoint** • Carbonite • Webroot • Zix

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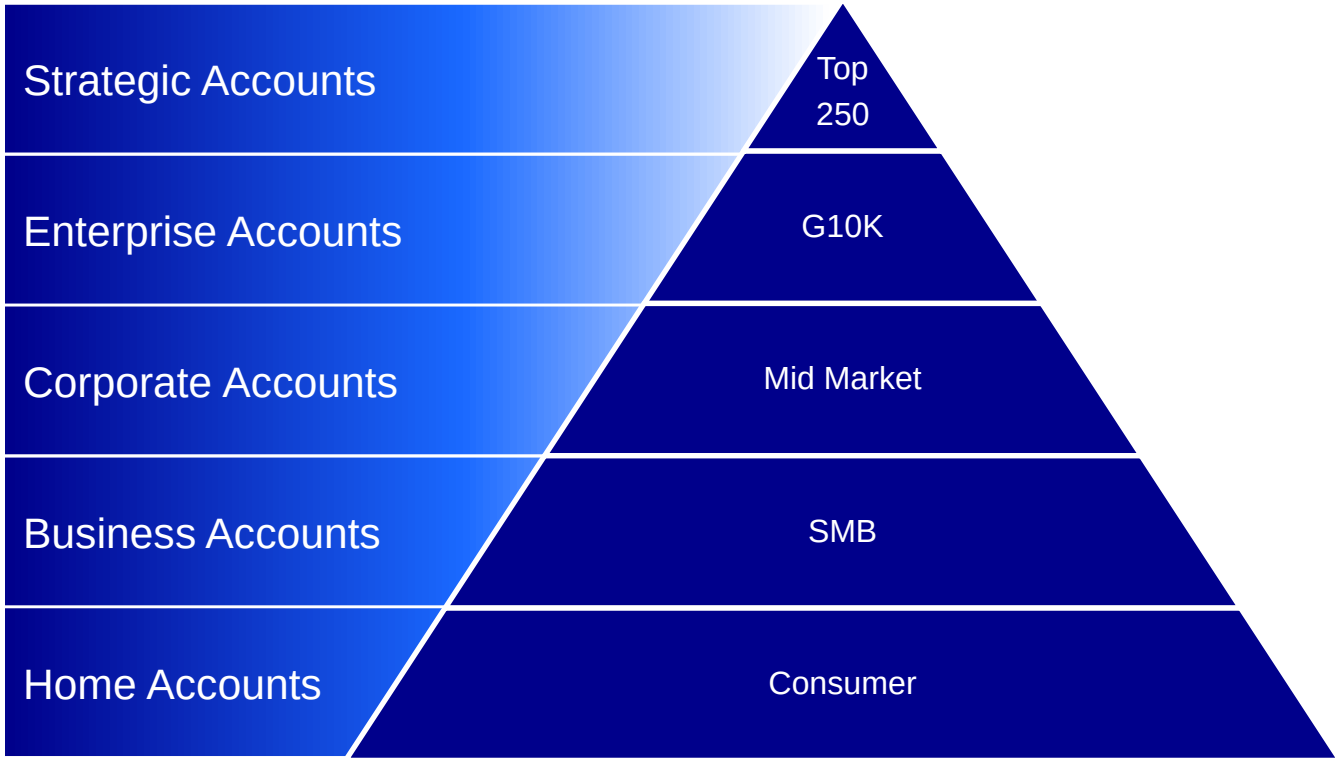
Growth: Through Expanded Go-To-Market

OpenText L.O.V.E.™ Model

Our Approach to Engaging Customers and Partners



Our large Strategic Partners inclusive of SAP, Microsoft, Google, AWS, Accenture and more

- MSP
- MSSP

- OEM
- ISV
- Solution Extension

OpenText Partner Network

- Strategic Delivery Partners

- Value Added Resellers

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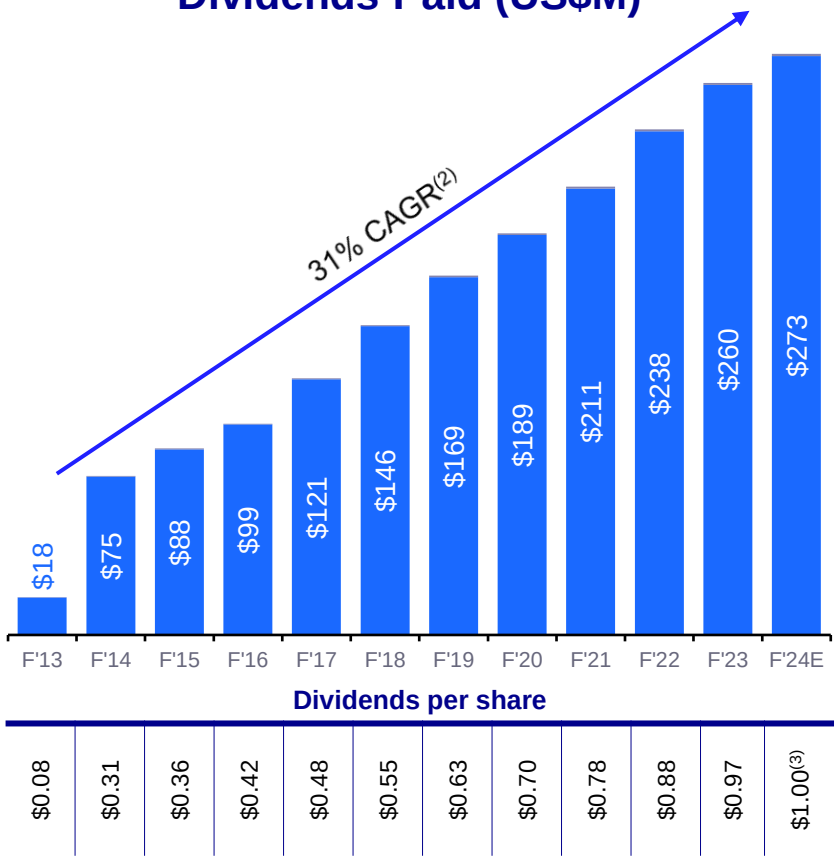
Return Value to Shareholders via Capital Allocation

Approximately $2.2B Returned to Shareholders Since F'13[1]

Dividends Paid (US$M)



Historical Share Buybacks (US$M)

$360M+

Cumulative F'13 to F'23

Dividend Program

20% of TTM Free Cash Flows[4]

Future Share Buybacks

(1), (2), (3), (4), See Slide Notes

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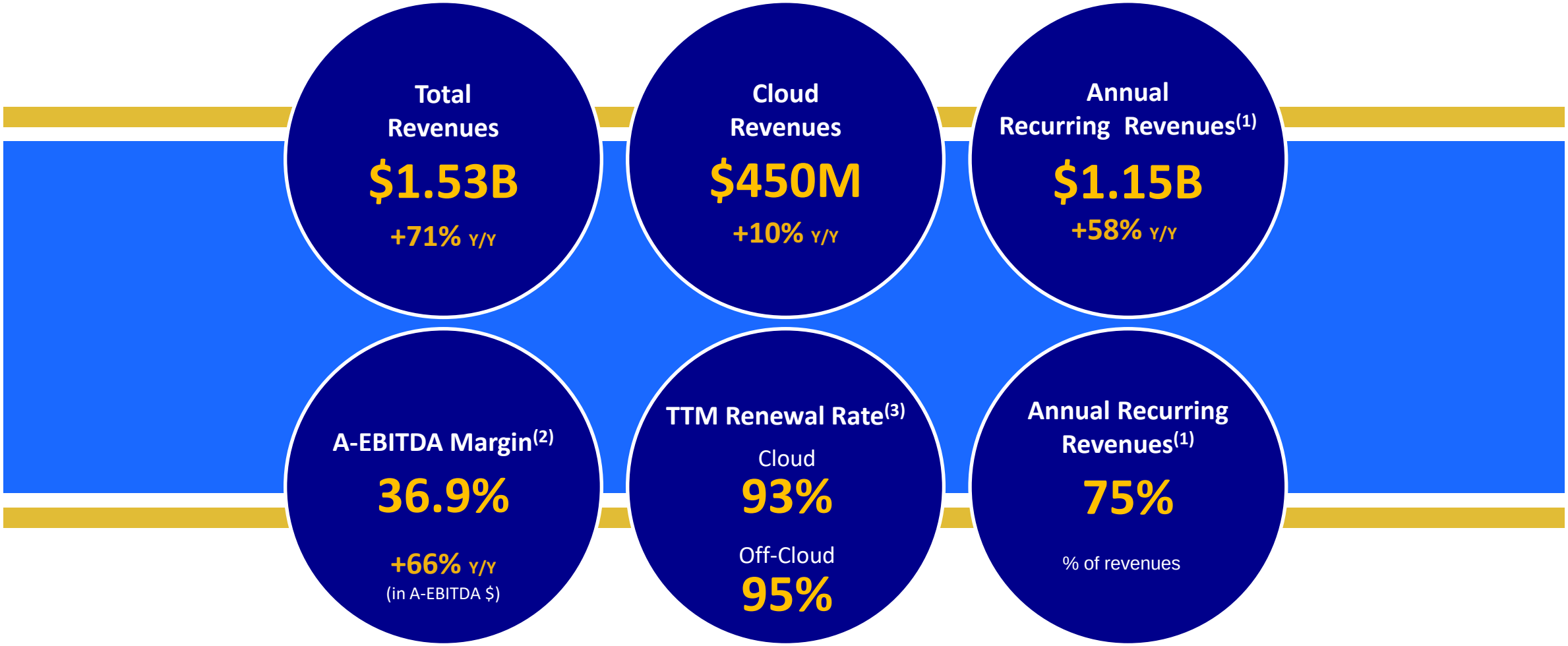
Financial Results



Q2 F’24 Summary



(1), (2), (3) See Slide Notes

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Q2 F’24 and TTM Financial Highlights

(with Y/Y comparisons)

Q2 Enterprise Cloud Bookings[(1)] of $236M; TTM of $628M

Q2 F’24			TTM for period ended Q2 F’24		
Total Revenues	**$1.53B** **$1.51B** in CC[(2)]	▲ **71.0%** ▲ **68.2%** in CC	**Total Revenues**	**$5.70B** **$5.70B** in CC	▲ **61.2%** ▲ **61.3%** in CC
ARR[(3)] **75%** of Total Revenues	**$1.15B** **$1.13B** in CC	▲ **58.0%** ▲ **55.6%** in CC	**ARR** **78%** of Total Revenues	**$4.46B** **$4.47B** in CC	▲ **52.8%** ▲ **53.0%** in CC
Cloud Revenues	**$450M** **$446M** in CC	▲ **10.1%** ▲ **9.2%** in CC	**Cloud Revenues**	**$1.79B** **$1.79B** in CC	▲ **9.9%** ▲ **10.3%** in CC
A-EBITDA[(4)] **36.9%** margin	**$566M** **$550M** in CC	▲ **66.1%** ▲ **61.2%** in CC	**A-EBITDA[(4)]** **33.2%** margin	**$1.89B** **$1.85B** in CC	▲ **52.0%** ▲ **48.9%** in CC
Non-GAAP Earnings Per Share[(4)]	**$1.24** **$1.20** in CC	▲ **39.3%** ▲ **34.8%** in CC	**Non-GAAP Earnings Per Share[(4)]**	**$3.89** **$3.78** in CC	▲ **23.1%** ▲ **19.6%** in CC
Free Cash Flows[(4)] 19.9% of Total Revenues	**$305M**	▲ **87.4%**	**Free Cash Flows[(4)]** 12.5% of Revenues	**$711.8M**	▽ **8.6%**

Q2 Enterprise Renewal Rates:[(5)] 93% Cloud; 95% Off-Cloud

(1), (2), (3), (4), (5) See Slide Notes

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Q2 F’24 Customer Wins

Analytics & AI	Analytics & AI	Content Management	Cybersecurity	Cybersecurity	IT Operations Management
Mobile virtual network operator in UAE, Saudi Arabia, Oman and Kuwait	Improves people’s lives through meaningful innovation	German manufacturer of advanced optical systems and optoelectronics	Leading manufacturer of premium cars	Denmark's leading consumer goods retailer	Major American cargo airline delivering freight across six continents
Products					
Vertica Analytics	Vertica Analytics Platform	Extended ECM for SAP, M365 and Salesforce Cloud Subscription on Google Cloud	Voltage Fusion	NetIQ Identity Governance and Administration	Operations Bridge
Solution					
Data warehouse solution used to design and deploy numerous analytics use cases across multiple companies	Enables scheduled, predictable and non-intrusive service for medical imaging systems, minimizing costly downtime	Integrates business applications to streamline processes, drive efficiency, and meet regulatory requirements	Enables effective ROT Management and data governance for compliance	Modern IGA solution, minimizes manual work by using an automatic role-based access solution	Provides single view of operations data to monitor and automatically respond to potential issues

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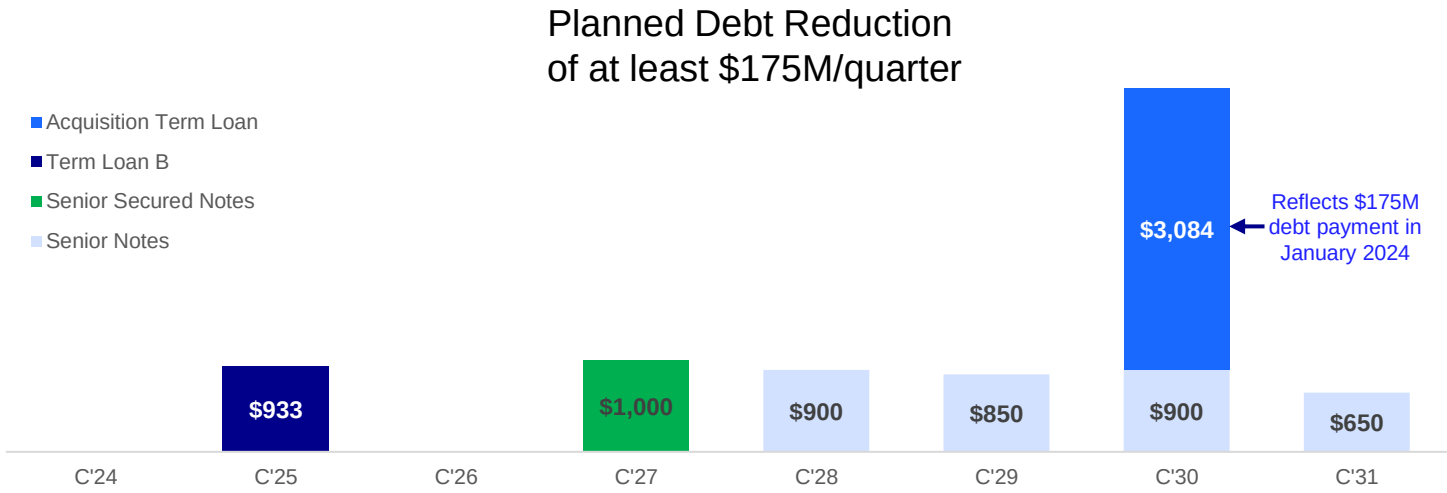
Cash Flows and Balance Sheet

Cash (USD$M) (as of 12/31/2023)	
Total Cash	$1,003

TTM Q2 F'24 (USD$M)	
Operating Cash Flows	$850
CapEx Investments	$138
Free Cash Flows[2]	$712
Principal Payments	$571
Dividend Payments	$263

Debt Maturity Profile (USD$M)[1]
(as of 12/31/23)



Consolidated Net Leverage Ratio[3]	
3.7x As of Dec 31, 2023	< 3.0x By end of F'25 or sooner

Key Debt Metrics			
$8.7B Principal Outstanding	5.3 years Weighted Ave Maturity	6.3% Weighted Ave Interest Rate	49% Total Fixed Debt

(1), (2), (3) See Slide Notes

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Renewals and Customer Organization[1]

Centralized & Highly-Focused Information Management Renewals Organization

>$4.5B	75%	90%	160K	600
Q2 Annualized Recurring Revenues[2]	ARR as a percent of Q2 Total Revenues	Customer Support Non-GAAP Margins[3]	Agreements	Renewal Professionals

Bring Micro Focus to OpenText Renewal Rate Standards

Micro Focus Renewal Rate Targets[4]		
Mid 80s% End of F'23	High 80s% End of F'24	In the 90s% in F'25
Best Practices	High Automation	Compelling Cloud Roadmap



OpenText Renewal Rates[5]	
93% Cloud	95% Off-Cloud

(1), (2), (3), (4), (5) See Slide Notes

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AMC Divestiture



Application Modernization and Connectivity Divestiture

Pro Forma as of Fiscal Year Ended June 30, 2023[1]

Revenue
(License and Customer Support, Off-Cloud)
$500M

A-EBITDA
$275M

Employees
~750

Enterprise Suite: Mainframe application modernization, migration analysis development, test and deployment tools

COBOL: Development and deployment tooling for distributed COBOL applications

Host Connectivity: Mainframe/Unix emulators, application access, process automation and security solutions

Mainframe ADLM: Mainframe source code change management tooling

CORBA: High performance, reliable and secure messaging middleware

Sale Price and Closing Conditions

Transaction Details

- $2.275B all-cash purchase price
- $2.0B of net proceeds (after taxes and fees)[2]
- 4.6x pro forma F'23 AMC Revenues[1]
- 8.3x pro forma F'23 AMC A-EBITDA[1]

Use of Net Proceeds

- Payoff remaining amounts due on Term Loan B due 2025
- Reduce Acquisition Term Loan due 2030

(1), (2) See Slide Notes

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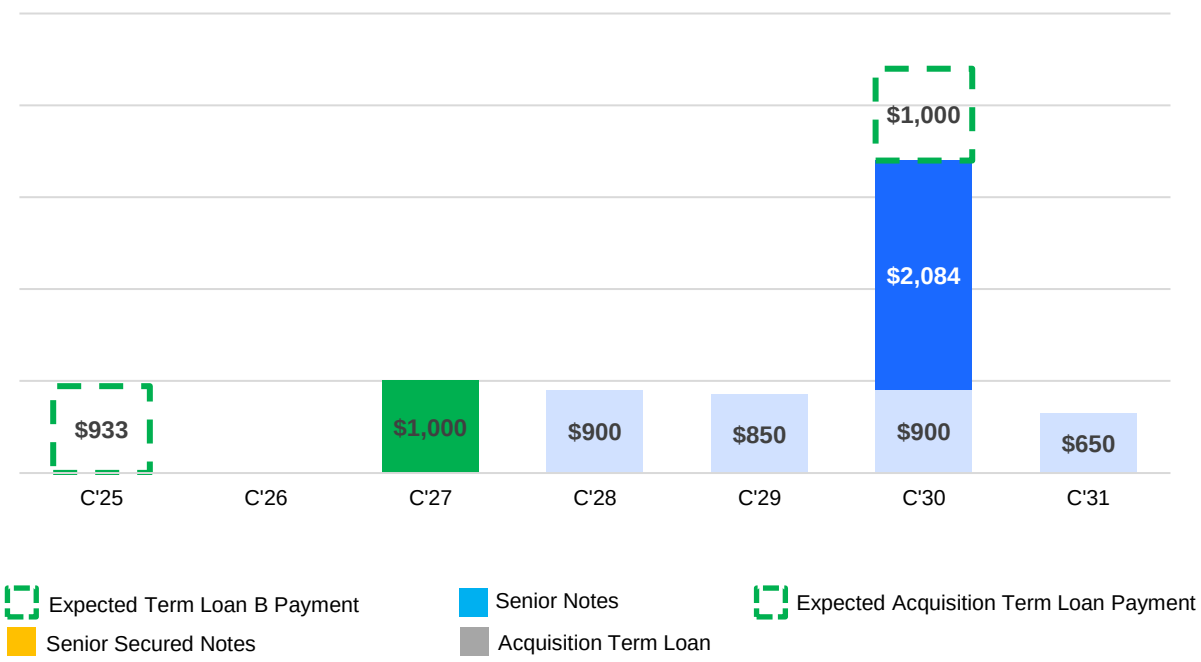
Pro Forma Debt Profile & Maturity

	As of 12/31/2023	Pro Forma[1]
Principal Outstanding	$8.7B	~$6.8B
Total Fixed Debt (Fixed Debt weighted average interest rate of 4.7%)	49%	~63%
Weighted Average Interest Rate	6.3%	~5.95%
Annualized Interest Cost[1] ($ in Millions)	~$550	~$400
< 3.0x Consolidated Net Leverage[2]	By end of F'25 or sooner	Within 90 days of closing

Pro Forma OpenText Debt Maturity (USD$M)[3]



With net proceeds from divestiture, expect to:

- **Retire Term Loan B and**
- **Reduce Acquisition Term Loan**

(1), (2), (3) See Slide Notes

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Significant Value Creation

F’22 to F’26 After the Acquisition of Micro Focus and Divestiture of AMC

More than Double the Total Addressable Market (TAM)			
Total Addressable Market[1]	$92B	→	$200B+

OpenText	Prior to Micro Focus June 30, 2022		F’26 Aspirations excluding AMC[2] (estimated, pro forma)
Cloud Organic Growth (in CC)[3],[4]	3.6%	**~$5.7B outlay** Micro Focus acquisition (January 31, 2023)	7% to 9%
Total Revenue	$3.5B	**~$2.0B net inflow** (after taxes and fees) AMC divestiture (by June 30, 2024)	$5.7B to $5.9B
A-EBITDA[5]	$1.3B		$2.1B+
A-EBITDA Margin[5] (%)	36.2%	**$3.7B** Net investment	36% to 38%
Free Cash Flows[5],[6]	$0.9B		$1.2B to $1.3B

Micro Focus Added Leading Products for New Strategic Buying Groups

- Enterprise Security (CISO)
- IT Operations Management (CTO)
- Application Automation (DevOps)
- AI & Analytics (C-suite executives)

Estimated Impact of $3.7B Net Investment:

- $2.2B+ increase in total revenue
- $800M+ increase in A-EBITDA[5]
- A-EBITDA[5] margin constant or better
- $300M+ increase in FCF[5],[6]

No Equity Dilution for Shareholders

opentext™ (1), (2), (3), (4), (5), (6) See Slide Notes

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Outlook



Q3 F’24 Quarterly Factors

Externalities

- Geopolitical
- Recession risk
- Inflation

Company Specific

Expect Q3 Y/Y Revenues in constant currency:

- Total revenues of $1.40B to $1.45B
- ARR(1) of $1.13B to $1.16B
- FX constant

Expect Q3 Y/Y A-EBITDA(2) in constant currency:

- Margin 32% and 33%
- FX constant

We manage our business annually and quarters will vary

(1), (2) See Slide Notes

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F’24 Target Model[1]

F’23 Reported	USD$M unless stated otherwise	Updated F’24E in CC[2]
$528	Ent. Cloud Bookings[3] and Growth Y/Y%	**25% to 30%**
1.2%	Organic CC Growth[4] Y/Y%	1% to 2%
$4,485	Total Revenues	$5,850 to $5,950
32.8%	A-EBITDA Margin[5]	**36% to 37%**
$655	Free Cash Flows[5][6]	**$825 to $900**
($132)	FX Revenues (headwind)/tailwind*	**$20 to $40**

*1H F’24 FX tailwind of $42M, 2H F’24 neutral to slight headwind

F’23		F’24E
14%	Adj Tax Rate[7]	14%
$329	Net Interest Expense and Other	$550 to $570
$124	Capital Expenditures	$140 to $160

Expect Micro Focus to return to organic growth in F’24

F’23 Reported			F’24E in CC[2]	
USD$M	% of Rev		% of Revenues	Y/Y Growth
$1,700	37.9%	Cloud Services and Subscriptions	30% to 32%	6% to 8%
$1,915	42.7%	Customer Support	45% to 47%	**43% to 45%**
$3,615	80.6%	ARR[8]	76% to 78%	**25% to 27%**
$539	12.0%	License Revenues	15% to 17%	**68% to 70%**
$331	7.4%	Professional Services	6% to 8%	**26% to 28%**
$4,485		Total Revenues	$5,850 to $5,950	
	76.1%	Non-GAAP Gross Margin[5]	77% to 79%	
	14.3%	Research & Development[5]	14% to 16%	
	20.2%	Sales & Marketing[5]	18% to 20%	
	8.7%	General & Admin[5]	7% to 9%	
	2.4%	Depreciation[5]	1% to 3%	
	45.6%	Total Operating Expenses[5]	42% to 44%	

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Micro Focus Anniversary: Commitments and Delivery(1)

Leverage Proven OpenText Business System to Drive Accretive Integration of Micro Focus (MF)

On or Ahead of Plan on Every Commitment

✓ Day 1 Commitments	✓ Year 1 Achievements
Accelerate MF cloud growth	Record MF cloud bookings in Q2 F'24
Return MF to organic growth(2) by F'25	Expect to return to organic growth in F'24 $601M in Q2 F'24 MF Revenue
Enhanced visibility into business	Disclosed revenue percentages of 6 businesses
Improve MF renewals	Renewals increased from low 80s to high 80s in F'24(6)
MF on OpenText A-EBITDA(3) model within 18 months	On A-EBITDA model by end of F'24
8-quarter (Dec 2024) deleveraging program (< 3x Net Leverage)(4)	< 3x within 90 days of closing sale of AMC
Continuation of dividend program(5)	Raised annual dividend to $1.00/share(5)

Looking Ahead

Continue cloud growth

Renewal rates in the 90s

Continue to unlock value in:

- IT Operations Management
- Enterprise Cyber Security
- Application Automation

(1), (2), (3), (4), (5), (6) See Slide Notes

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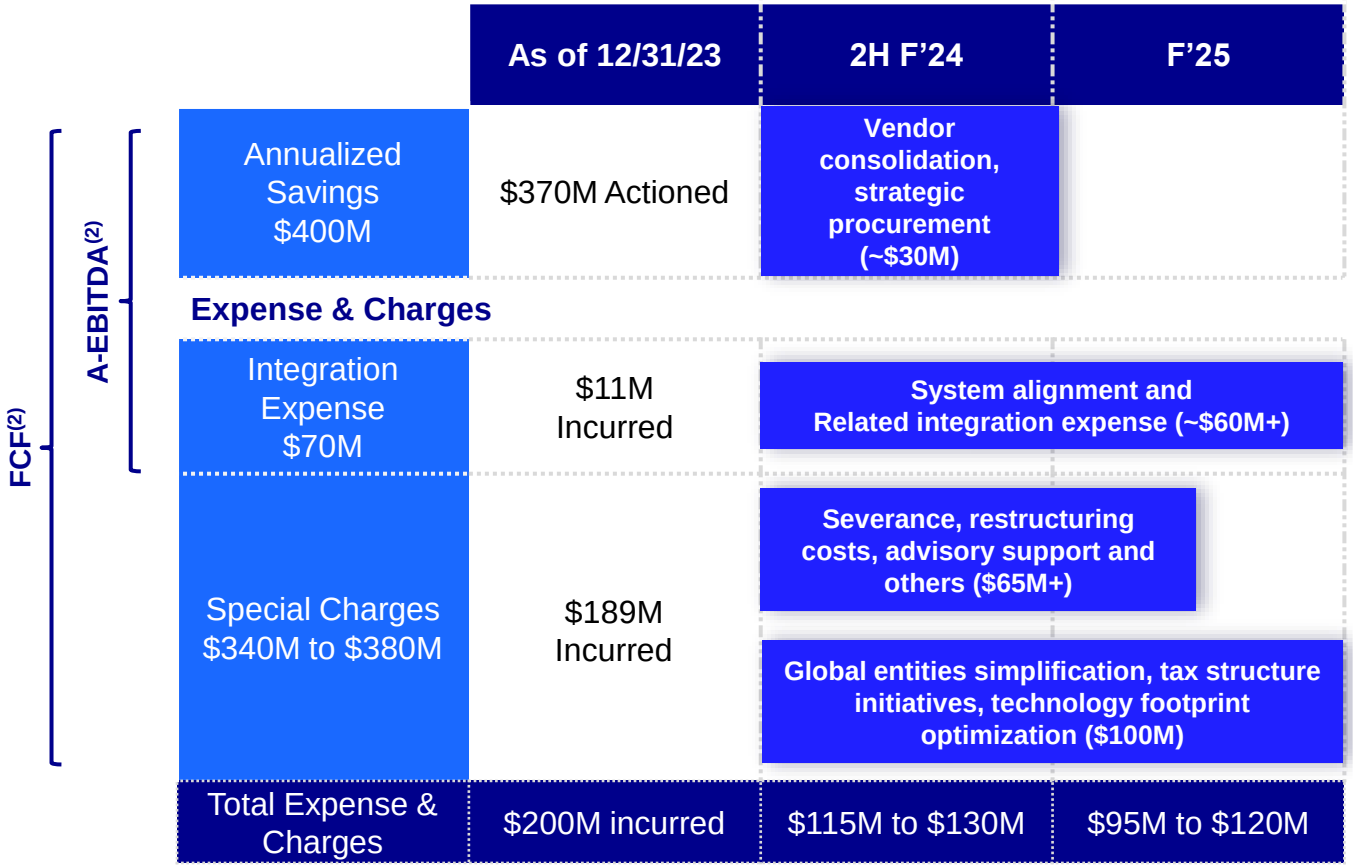
OpenText – Micro Focus Financial Integration Framework[(1)]



Micro Focus - One Year Post Close

- Micro Focus integration ahead of plan
- Facilities restructuring plan is final
- Global entity simplification plan design completed

Updates to Framework

- **$100M reduction in special charges related to:** global entities simplification, tax structure initiatives and technology footprint optimization
- **$20M increase in special charges related to:** Restructuring, advisory costs, etc. driven by facilities restructuring plan

Net Reduction of $80M in Special Charges Over F'24 and F'25

(1), (2) See Slide Notes

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F’26 Aspirations (in Constant Currency)

	Including AMC	Excluding AMC[1] (estimated, pro forma)	*Subject to close, excluding future synergies and Cloud/AI growth opportunities. Further update expected upon closing.*
Enterprise Cloud Bookings Growth[1],[2]	15%+	15%+	Expanded Consumption, Cloud and AI
Cloud Organic Revenue Growth[1],[3]	7% to 9%	7% to 9%	Continued Information Management momentum
ARR Organic Growth[4]	2% to 4%	2% to 4%	Higher ARR expected between ARR 78% to 80% of Total Revenue
Total Organic Revenue Growth[1],[3]	2% to 4%	2% to 4%	Micro Focus expected to return to organic growth in F’24
Total Revenues	$6.2B to $6.4B	$5.7B to $5.9B	Market share gains through cloud acceleration and opentext.ai
A-EBITDA Margin[5] (%)	38% to 40%	36% to 38%	Upper quartile profitability while investing in innovation
Free Cash Flows[5],[6] (FCF)	$1.5B+	$1.2B to $1.3B	Continued high conversion from A-EBITDA and working capital efficiency
Capital Allocation[7]	20% of TTM FCF To Dividend Program	30% of TTM FCF To Dividend Program plus potential share buybacks	Returns OpenText to capital flexibility, including potential share buybacks
Non-GAAP Effective Tax Rate[8]	Mid 20%’s	Mid 20%’s	Utilization of tax attributes while enhancing current structure

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(1), (2), (3), (4), (5), (6), (7), (8) See Slide Notes

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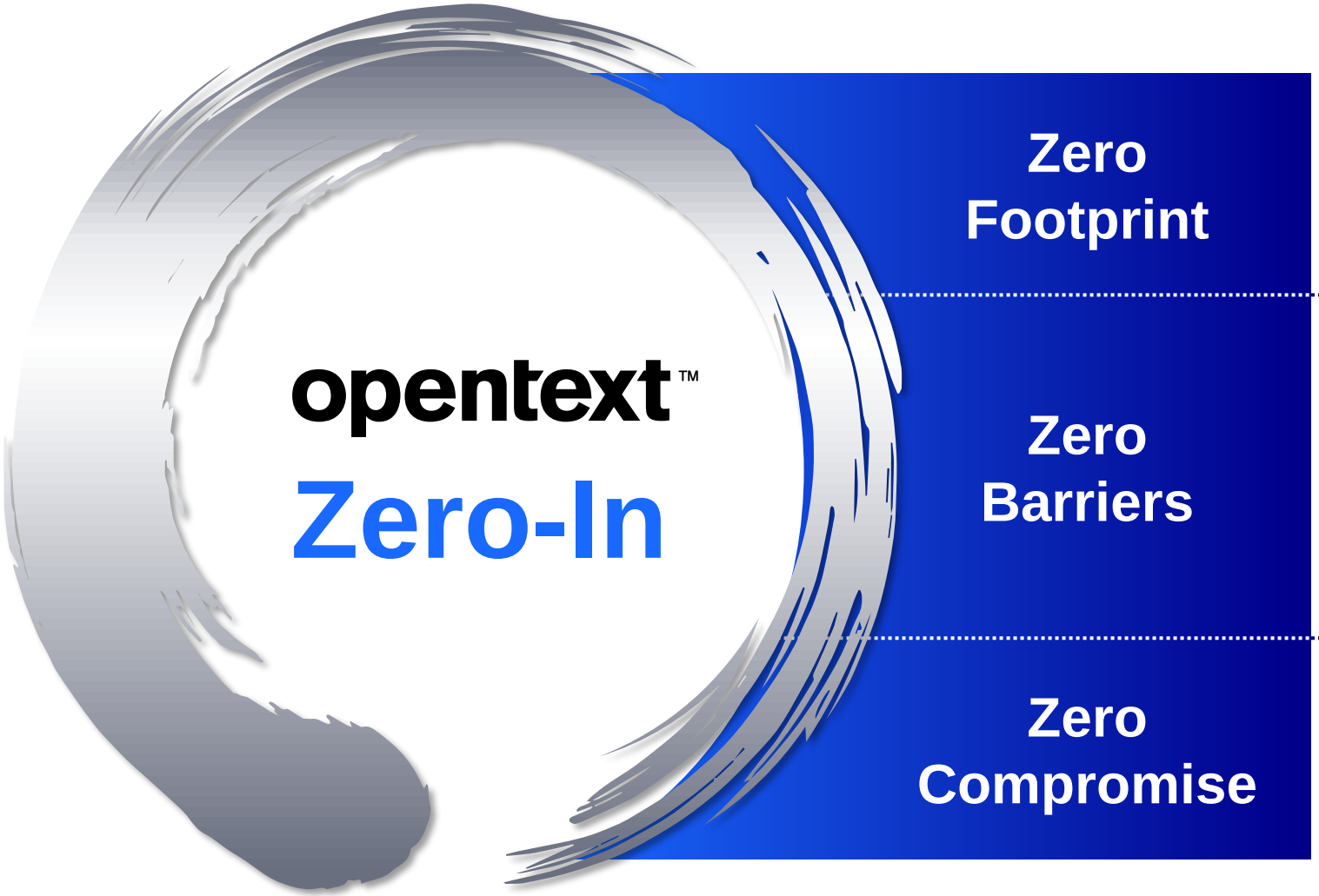
Our 2030 Pledge: OpenText Zero-In



Zero Footprint

- Committed to climate innovation
- Zero waste from operations by 2030
- Science-based emissions reduction target of 50% net reduction by 2030/net-zero by 2040

Zero Barriers

- Advance Equity, Diversity and Inclusion (ED&I):
  - Majority Diverse
  - 50/50 for key roles
  - 40% female in leadership positions
- Center on ICT Education and Training
- Advance wellness & wellbeing

Zero Compromise

- Zero compromise on what matters most
- Principle-based approach
- Annual Report + The OpenText Way

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Executive Leadership Team (ELT)

Sales & Demand



Ted Harrison
EVP, Enterprise Sales



James McGourlay
EVP, International Sales



Prentiss Donohue
EVP, Cybersecurity Sales



Sandy Ono
EVP, CMO



Paul Rodgers
EVP, Sales Operations

Products & Customers



Muhi Majzoub
EVP, Chief Product Officer



Paul Duggan
EVP, Chief Customer Officer

Corporate Operations



Madhu Ranganathan
EVP, CFO



Shannon Bell
EVP, Chief Digital Officer



Michael Acedo
EVP, CLO & Corporate Secretary



Brian Sweeney
EVP, CHRO



Doug Parker
EVP, Corporate Development



Mark J. Barrenechea
CEO and CTO

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Slide Notes

Throughout this presentation, certain numbers are approximate and may not foot due to rounding and are inclusive of AMC unless stated otherwise.

Slide 4 ----------

(1) Estimates (dollars in US$ billions) based on market reports from independent industry analysis firms including Gartner and IDC.

(2) 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.

(3) Enterprise cloud bookings is 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, entered into with our enterprise-based customers.

(4) Organic growth is calculated by removing the revenue contribution from newly acquired companies for the first-year post acquisition.

(5) 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.

(6) Free Cash Flows on a reported basis.

Slide 12 ----------

(1) Enterprise cloud bookings is 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, entered into with our enterprise-based customers.

(2) Organic revenue growth is calculated by removing the revenue contribution from newly acquired companies for the first year post acquisition.

(3) Annual Recurring Revenues (ARR) is defined as the sum of cloud services and subscriptions revenues and customer support revenues.

Slide 15 ----------

(1) Organic revenue growth is calculated by removing the revenue contribution from newly acquired companies for the first year post acquisition.

(2) Constant currency is defined as the current period reported revenues represented at the prior comparative period’s foreign exchange rate.

Slide 20 ----------

(1) Based on F’13 to F’23 cumulative dividends paid, and common shares repurchased.

(2) Compound annual growth in dividends paid from F’13 to F’23.

(3) Targeting annualized dividend of $1.00 per share, subject to quarterly Board approval. Assumes weighted average common share count of 273.1 million for F’24.

(4) Targeting dividends at rate of approximately 20% of TTM Free Cash Flow. Declaration of dividend subject to Board discretion. Strategy subject to change based on acquisition opportunities or other corporate purposes. Corporate purposes may include acquisitions, debt repayment, share repurchases, or other initiatives.

Slide 22 ----------

(1) Annual Recurring Revenues (ARR) is defined as the sum of cloud services and subscriptions revenues and customer support revenues.

(2) 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. Historical data on a reported basis.

(3) Renewal rate excludes Carbonite, Zix and Micro Focus.

Slide 23 ----------

(1) Enterprise cloud bookings 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, entered into with our enterprise-based customers.

(2) 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.

(3) Annual Recurring Revenues (ARR) is defined as the sum of cloud services and subscriptions revenues and customer support revenues.

(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) Renewal rate excludes Carbonite, Zix and Micro Focus.

Slide 25 ----------

(1) Term Loan B and Acquisition Term Loan are net of mandatory debt repayments.

(2) 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.

(3) Consolidated Net Leverage Ratio (proforma) is calculated using bank covenant methodology.

Slide 26 ----------

(1) As of December 31, 2023.

(2) Annual Recurring Revenues (ARR) is defined as the sum of cloud services and subscriptions revenues and customer support revenues.

(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) Represents Micro Focus stand-alone renewal rates.

(5) Renewal rate excludes Carbonite, Zix and Micro Focus.

Slide 28 ----------

(1) Amounts represent estimated AMC unaudited historical pro forma revenues and adjusted EBITDA for our Fiscal 2023 period ended June 30, 2023. For the period of July 1, 2022 to January 31, 2023 the unaudited historical pro forma results are presented under International Financial Reporting Standards (IFRS) and the results for the period of February 1, 2023 to June 30, 2023 are presented in accordance with United States generally accepted accounting principles (U.S. GAAP). The estimated unaudited historical pro forma revenues and adjusted EBITDA amounts do not include adjustments to convert IFRS results from the period of July 1, 2022 to January 31, 2023 to U.S. GAAP.

(2) Subject to final adjustments upon closing of the transaction.

Slide 29 ----------

(1) Estimates based on the repayment of debt as outlined in this presentation and a SOFR rate assumption as of report date.

(2) Consolidated Net Leverage Ratio (proforma) is calculated using bank covenant methodology.

(3) Term Loan B and Acquisition Term Loan are net of mandatory debt repayments. Debt repayment timing within 90 days of AMC close.

Slide 30 ----------

(1) Total addressable market estimates (dollars in US$ billions) based on market reports from independent industry analysis firms including Gartner and IDC.

(2) Amounts represent estimated AMC unaudited historical pro forma revenues and adjusted EBITDA for our Fiscal 2023 period ended June 30, 2023. For the period of July 1, 2022 to January 31, 2023 the unaudited historical pro forma results are presented under International Financial Reporting Standards (IFRS) and the results for the period of February 1, 2023 to June 30, 2023 are presented in accordance with United States generally accepted accounting principles (U.S. GAAP). The estimated unaudited historical pro forma revenues and adjusted EBITDA amounts do not include adjustments to convert IFRS results from the period of July 1, 2022 to January 31, 2023 to U.S. GAAP.

(3) Organic revenue growth is calculated by removing the revenue contribution from newly acquired companies for the first year post acquisition.

(4) 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.

(5) Please refer to “Use of Non-GAAP Financial Measures” 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.

(6) FCF is on a reported basis.

Slide 32 ----------

(1) Annual Recurring Revenues (ARR) is defined as the sum of cloud services and subscriptions revenues and customer support revenues.

(2) 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.

Slide 33 ----------

(1) Projected as of February 1, 2024; this model is not guidance.

(2) 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.

(3) Enterprise cloud bookings is 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, entered into with our enterprise-based customers.

(4) Organic growth is calculated by removing the revenue contribution from newly acquired companies for the first-year post acquisition.

(5) 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.

(6) FCF is on a reported basis.

(7) Please refer to historical filings, including our Forms 10-K and 10-Q, regarding the company’s adjusted tax rate.

(8) Annual Recurring Revenues (ARR) is defined as the sum of cloud services and subscriptions revenues and customer support revenues.

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Slide Notes (Cont.)

Slide 34 ----------

(1) Projected as of February 1, 2024; this model is not guidance.

(2) Organic growth is calculated by removing the revenue contribution from newly acquired companies for the first-year post acquisition.

(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) Consolidated Net Leverage Ratio (proforma) is calculated using bank covenant methodology.

(5) Declaration of dividend subject to board discretion and an annualized dividend has not been approved or declared by the Board. 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) Represents Micro Focus stand-alone renewal rates.

Slide 35 ----------

(1) As of February 1, 2024. Estimates represent when savings, expenses and charges are expected to be substantially actioned or incurred. Subject to change.

(2) 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.

Slide 36 ----------

(1) Revenues and Enterprise Cloud Bookings % are year-over-year comparisons.

(2) Enterprise cloud bookings 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, entered into with our enterprise-based customers.

(3) Organic revenue growth is calculated by removing the revenue contribution from newly acquired companies for the first year post acquisition.

(4) Annual Recurring Revenues (ARR) is defined as the sum of cloud services and subscriptions revenues and customer support revenues.

(5) 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.

(6) FCF is on a reported basis.

(7) Declaration of dividend subject to board discretion. Strategy subject to change based on acquisition opportunities or other corporate purposes. Corporate purposes may include acquisitions, debt repayment, share repurchases, or other initiatives.

(8) Please refer to historical filings, including our Forms 10-K and 10-Q, regarding the company’s adjusted tax rate.

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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 (loss) or earnings (loss) 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 (loss), attributable to OpenText, excluding interest income (expense), provision for (recovery of) 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 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. Information reconciling certain forward-looking GAAP measures to Non-GAAP measures related to F'24 targets and F'26 aspirations, including adjusted EBITDA is not available without unreasonable effort due to high variability, complexity and uncertainty with respect to forecasting and quantifying certain amounts that are necessary for such reconciliations.

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Summary of Quarterly Results with Constant Currency

(In millions U.S. dollars, except per share data)	Q2 FY'24	Q2 FY'23	$ Change	% Change	Q2 FY'24 in CC*	% Change in CC*
Revenues:						
Cloud services and subscriptions	$450.1	$408.7	$41.4	10.1 %	$446.1	9.2 %
Customer support	695.8	316.5	379.3	119.8 %	682.3	115.6 %
Total annual recurring revenues**	**$1,145.9**	**$725.2**	**$420.7**	**58.0 %**	**$1,128.4**	**55.6 %**
License	289.2	108.0	181.3	167.9 %	283.6	162.7 %
Professional service and other	99.8	64.3	35.5	55.2 %	97.3	51.3 %
Total revenues	**$1,534.9**	**$897.4**	**$637.4**	**71.0 %**	**$1,509.3**	**68.2 %**
GAAP-based operating income	$253.9	$184.7	$69.2	37.5 %	N/A	N/A
Non-GAAP-based operating income (1)	$532.9	$318.1	$214.8	67.5 %	$517.0	62.5 %
GAAP-based net income (loss), attributable to OpenText	$37.7	$258.5	($220.8)	(85.4) %	N/A	N/A
GAAP-based EPS, diluted	$0.14	$0.96	($0.82)	(85.4) %	N/A	N/A
Non-GAAP-based EPS, diluted (1) (2)	$1.24	$0.89	$0.35	39.3 %	$1.20	34.8 %
Adjusted EBITDA (1)	$566.3	$340.9	$225.3	66.1 %	$549.7	61.2 %
Operating cash flows	$350.7	$195.2	$155.5	79.7 %	N/A	N/A
Free cash flows (1)	$305.4	$163.0	$142.5	87.4 %	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.

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Summary of Year to Date Results with Constant Currency

(In millions U.S. dollars, except per share data)	FY'24 YTD	FY'23 YTD	$ Change	% Change	FY'24 in CC*	% Change in CC*
Revenues:						
Cloud services and subscriptions	$901.1	$813.3	$87.8	10.8 %	$894.7	10.0 %
Customer support	1,393.5	633.9	759.6	119.8 %	1,370.8	116.3 %
Total annual recurring revenues**	**$2,294.6**	**$1,447.2**	**$847.4**	**58.6 %**	**$2,265.5**	**56.5 %**
License	462.3	170.5	291.8	171.1 %	454.2	166.4 %
Professional service and other	203.5	131.8	71.7	54.4 %	199.1	51.1 %
Total revenues	**$2,960.3**	**$1,749.5**	**$1,210.8**	**69.2 %**	**$2,918.8**	**66.8 %**
GAAP-based operating income	$466.8	$331.0	$135.7	41.0 %	N/A	N/A
Non-GAAP-based operating income (1)	$993.7	$599.0	$394.7	65.9 %	$964.4	61.0 %
GAAP-based net income, attributable to OpenText	$118.6	$141.6	($23.0)	(16.2) %	N/A	N/A
GAAP-based EPS, diluted	$0.44	$0.52	($0.08)	(15.4) %	N/A	N/A
Non-GAAP-based EPS, diluted (1) (2)	$2.25	$1.66	$0.59	35.5 %	$2.17	30.7 %
Adjusted EBITDA (1)	$1,061.1	$645.0	$416.1	64.5 %	$1,030.7	59.8 %
Operating cash flows	$397.8	$327.1	$70.6	21.6 %	N/A	N/A
Free cash flows (1)	$315.0	$258.6	$56.4	21.8 %	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.

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Reconciliation of Selected Non-GAAP Measures | Q2 FY'24

(In '000's U.S. dollars, except per share data)	Three Months Ended December 31, 2023					
	GAAP	GAAP % of Total Revenue	Adjustments	FN	Non-GAAP	Non-GAAP % of Total Revenue
COST OF REVENUES						
Cloud services and subscriptions	$ 180,148		$ (3,609)	(1)	$ 176,539	
Customer support	73,374		(1,128)	(1)	72,246	
Professional service and other	75,459		(1,756)	(1)	73,703	
Amortization of acquired technology-based intangible assets	70,784		(70,784)	(2)	—	
GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%)	1,129,120	73.6%	77,277	(3)	1,206,397	78.6%
Operating expenses						
Research and development	220,220		(12,767)	(1)	207,453	
Sales and marketing	280,263		(13,227)	(1)	267,036	
General and administrative	173,264		(7,688)	(1)	165,576	
Amortization of acquired customer-based intangible assets	113,925		(113,925)	(2)	—	
Special charges (recoveries)	54,166		(54,166)	(4)	—	
GAAP-based income from operations / Non-GAAP-based income from operations	253,867		279,050	(5)	532,917	
Other income (expense), net	(68,784)		68,784	(6)	—	
Provision for income taxes	8,054		47,054	(7)	55,108	
GAAP-based net income / Non-GAAP-based net income, attributable to OpenText	37,675		300,780	(8)	338,455	
GAAP-based earnings per share / Non-GAAP-based earnings per share-diluted, attributable to OpenText	$ 0.14		$ 1.10	(8)	$ 1.24	

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Reconciliation of Selected Non-GAAP Measures | Q2 FY'24

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. Other income (expense) also includes unrealized and realized gains (losses) on our derivatives which are not designated as hedges. We exclude gains and losses on these derivatives as we do not believe they are reflective on our ongoing business and operating results.
7	Adjustment relates to differences between the GAAP-based tax provision rate of approximately 18% 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 (loss). 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 December 31, 2023	
		Per share diluted
GAAP-based net income, attributable to OpenText	$ 37,675	$ 0.14
Add:		
Amortization	184,709	0.68
Share-based compensation	40,175	0.15
Special charges (recoveries)	54,166	0.20
Other (income) expense, net	68,784	0.24
GAAP-based provision for income taxes	8,054	0.03
Non-GAAP-based provision for income taxes	(55,108)	(0.20)
Non-GAAP-based net income, attributable to OpenText	$ 338,455	$ 1.24

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Reconciliation of Selected Non-GAAP Measures | FY'24 YTD

(In '000's U.S. dollars, except per share data)	Six months ended December 31, 2023					
	GAAP	GAAP % of Total Revenue	Adjustments	FN	Non-GAAP	Non-GAAP % of Total Revenue
COST OF REVENUES						
Cloud services and subscriptions	$ 351,560		(6,600)	(1)	$ 344,960	
Customer support	148,388		(2,186)	(1)	146,202	
Professional service and other	155,381		(3,638)	(1)	151,743	
Amortization of acquired technology-based intangible assets	147,608		(147,608)	(2)	—	
GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%)	2,147,538	72.5%	160,032	(3)	2,307,570	78.0%
Operating expenses						
Research and development	454,657		(24,501)	(1)	430,156	
Sales and marketing	552,064		(25,034)	(1)	527,030	
General and administrative	304,475		(15,311)	(1)	289,164	
Amortization of acquired customer-based intangible assets	234,117		(234,117)	(2)	—	
Special charges (recoveries)	67,960		(67,960)	(4)	—	
GAAP-based income from operations / Non-GAAP-based income from operations	466,759		526,955	(5)	993,714	
Other income (expense), net	(48,614)		48,614	(6)	—	
Provision for income taxes	18,406		81,367	(7)	99,773	
GAAP-based net income / Non-GAAP-based net income, attributable to OpenText	118,576		494,202	(8)	612,778	
GAAP-based earnings per share / Non-GAAP-based earnings per share-diluted, attributable to OpenText	$ 0.44		$ 1.81	(8)	$ 2.25	

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Reconciliation of Selected Non-GAAP Measures | FY'24 YTD

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. Other income (expense) also includes unrealized and realized gains (losses) on our derivatives which are not designated as hedges. We exclude gains and losses on these derivatives as we do not believe they are reflective on our ongoing business and operating results.
7	Adjustment relates to differences between the GAAP-based tax provision rate of approximately 13% 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 (loss). 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:

	Six months ended December 31, 2023	
		Per share diluted
GAAP-based net income, attributable to OpenText	$ 118,576	$ 0.44
Add:		
Amortization	381,725	1.40
Share-based compensation	77,270	0.29
Special charges (recoveries)	67,960	0.25
Other (income) expense, net	48,614	0.16
GAAP-based provision for income taxes	18,406	0.07
Non-GAAP-based provision for income taxes	(99,773)	(0.36)
Non-GAAP-based net income, attributable to OpenText	$ 612,778	$ 2.25

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Reconciliation of Selected Non-GAAP Measures | Q2 FY'23

(In '000's U.S. dollars, except per share data)	Three Months Ended December 31, 2022					
	GAAP	GAAP % of Total Revenue	Adjustments	FN	Non-GAAP	Non-GAAP % of Total Revenue
COST OF REVENUES						
Cloud services and subscriptions	$ 134,314		$ (2,812)	(1)	$ 131,502	
Customer support	28,589		(690)	(1)	27,899	
Professional service and other	54,064		(1,763)	(1)	52,301	
Amortization of acquired technology-based intangible assets	40,863		(40,863)	(2)	—	
GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%)	635,747	70.8%	46,128	(3)	681,875	76.0%
Operating expenses						
Research and development	109,700		(7,826)	(1)	101,874	
Sales and marketing	177,171		(9,437)	(1)	167,734	
General and administrative	77,603		(6,294)	(1)	71,309	
Amortization of acquired customer-based intangible assets	53,446		(53,446)	(2)	—	
Special charges (recoveries)	10,306		(10,306)	(4)	—	
GAAP-based income from operations / Non-GAAP-based income from operations	184,663		133,437	(5)	318,100	
Other income (expense), net	163,349		(163,349)	(6)	—	
Provision for income taxes	50,774		(11,660)	(7)	39,114	
GAAP-based net income / Non-GAAP-based net income, attributable to OpenText	258,486		(18,252)	(8)	240,234	
GAAP-based earnings per share / Non-GAAP-based earnings per share-diluted, attributable to OpenText	$ 0.96		$ (0.07)	(8)	$ 0.89	

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Reconciliation of Selected Non-GAAP Measures | Q2 FY'23

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 16% 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 December 31, 2022	
		Per share diluted
GAAP-based net income, attributable to OpenText	$ 258,486	$ 0.96
Add:		
Amortization	94,309	0.35
Share-based compensation	28,822	0.10
Special charges (recoveries)	10,306	0.04
Other (income) expense, net	(163,349)	(0.60)
GAAP-based provision for income taxes	50,774	0.19
Non-GAAP-based provision for income taxes	(39,114)	(0.15)
Non-GAAP-based net income, attributable to OpenText	$ 240,234	$ 0.89

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Reconciliation of Selected Non-GAAP Measures | FY'23 YTD

(In '000's U.S. dollars, except per share data)	Six Months Ended December 31, 2022					
	GAAP	GAAP % of Total Revenue	Adjustments	FN	Non-GAAP	Non-GAAP % of Total Revenue
COST OF REVENUES						
Cloud services and subscriptions	$ 266,113		$ (4,845)	(1)	$ 261,268	
Customer support	55,943		(1,257)	(1)	54,686	
Professional service and other	107,864		(3,288)	(1)	104,576	
Amortization of acquired technology-based intangible assets	83,500		(83,500)	(2)	—	
GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%)	1,229,435	70.6%	92,890	(3)	1,322,325	75.6%
Operating expenses						
Research and development	219,898		(14,680)	(1)	205,218	
Sales and marketing	344,341		(16,296)	(1)	328,045	
General and administrative	155,677		(11,664)	(1)	144,013	
Amortization of acquired customer-based intangible assets	107,884		(107,884)	(2)	—	
Special charges (recoveries)	24,587		(24,587)	(4)	—	
GAAP-based income from operations / Non-GAAP-based income from operations	331,016		268,001	(5)	599,017	
Other income (expense), net	(25,882)		25,882	(6)	—	
Provision for income taxes	84,399		(11,610)	(7)	72,789	
GAAP-based net income / Non-GAAP-based net income, attributable to OpenText	141,557		305,493	(8)	447,050	
GAAP-based earnings per share / Non-GAAP-based earnings per share-diluted, attributable to OpenText	$ 0.52		$ 1.14	(8)	$ 1.66	

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Reconciliation of Selected Non-GAAP Measures | FY'23 YTD

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 37% 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:

	Six Months Ended December 31, 2022	
		Per share diluted
GAAP-based net income, attributable to OpenText	$ 141,557	$ 0.52
Add:		
Amortization	191,384	0.71
Share-based compensation	52,030	0.19
Special charges (recoveries)	24,587	0.09
Other (income) expense, net	25,882	0.10
GAAP-based provision for income taxes	84,399	0.31
Non-GAAP-based provision for income taxes	(72,789)	(0.26)
Non-GAAP-based net income, attributable to OpenText	$ 447,050	$ 1.66

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Reconciliation of Adjusted EBITDA and Free Cash Flows

(In '000's U.S. dollars)	Q2 FY'24	Q2 FY'23	FY'24 YTD	FY'23 YTD
GAAP-based net income, attributable to OpenText	$ 37,675	$ 258,486	$ 118,576	$ 141,557
Add:				
Provision for income taxes	8,054	50,774	18,406	84,399
Interest and other related expense, net	139,292	38,715	281,056	79,097
Amortization of acquired technology-based intangible assets	70,784	40,863	147,608	83,500
Amortization of acquired customer-based intangible assets	113,925	53,446	234,117	107,884
Depreciation	33,415	22,858	67,506	46,032
Share-based compensation	40,175	28,822	77,270	52,030
Special charges (recoveries)	54,166	10,306	67,960	24,587
Other (income) expense, net	68,784	(163,349)	48,614	25,882
Adjusted EBITDA	$ 566,270	$ 340,921	$ 1,061,113	$ 644,968
Total revenue	$ 1,534,868	$ 897,440	$ 2,960,297	$ 1,749,476
GAAP-based net income margin	2.5 %	28.8 %	4.0 %	8.1 %
Adjusted EBITDA margin (% of total revenue)	36.9 %	38.0 %	35.8 %	36.9 %

(In '000's U.S. dollars)	Q2 FY'24	Q2 FY'23	FY'24 YTD	FY'23 YTD
GAAP-based cash flows provided by operating activities	$ 350,653	$ 195,170	$ 397,774	$ 327,129
Add:				
Capital expenditures [1]	(45,240)	(32,215)	(82,779)	(68,539)
Free cash flows	$ 305,413	$ 162,955	$ 314,995	$ 258,590

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

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Reconciliation of Adjusted EBITDA and Free Cash Flows

(In '000's U.S. dollars)	FY'14	FY'15	FY'16	FY'17	FY'18	FY'19	FY'20	FY'21	FY'22	FY'23
Adjusted EBITDA										
GAAP-based net income, attributable to OpenText	$ 218,125	$ 234,327	$ 284,477	$ 1,025,659	$ 242,224	$ 285,501	$ 234,225	$ 310,672	$ 397,090	$ 150,379
Add:										
Provision for (recovery of) income taxes	58,461	31,638	6,282	(776,364)	143,826	154,937	110,837	339,906	118,752	70,767
Interest and other related expense, net	27,934	54,620	76,363	120,892	138,540	136,592	146,378	151,567	157,880	329,428
Amortization of acquired technology-based intangible assets	69,917	81,002	74,238	130,556	185,868	183,385	205,717	218,796	198,607	223,184
Amortization of acquired customer-based intangible assets	81,023	108,239	113,201	150,842	184,118	189,827	219,559	216,544	217,105	326,406
Depreciation	35,237	50,906	54,929	64,318	86,943	97,716	89,458	85,265	88,241	107,761
Share-based compensation	19,906	22,047	25,978	30,507	27,594	26,770	29,532	51,969	69,556	130,302
Special charges (recoveries)	31,314	12,823	34,846	63,618	29,211	35,719	100,428	1,748	46,873	169,159
Other (income) expense, net	(3,941)	28,047	1,423	(15,743)	(17,973)	(10,156)	11,946	(61,434)	(29,118)	(34,469)
Adjusted EBITDA	$ 537,976	$ 623,649	$ 671,737	$ 794,285	$ 1,020,351	$ 1,100,291	$ 1,148,080	$ 1,315,033	$ 1,264,986	$ 1,472,917
Total revenue	$ 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	$ 4,484,980
GAAP-based net income margin	13.4 %	12.7 %	15.6 %	44.8 %	8.6 %	10.0 %	7.5 %	9.2 %	11.4 %	3.4 %
Adjusted EBITDA margin (% of total revenue)	33.1 %	33.7 %	36.8 %	34.7 %	36.2 %	38.4 %	36.9 %	38.8 %	36.2 %	32.8 %
Free Cash Flows										
GAAP-based cash flows provided by operating activities [1]	$ 417,096	$ 522,055	$ 523,663	$ 440,353	$ 708,081	$ 876,278	$ 954,536	$ 876,120	$ 981,810	$ 779,205
Add:										
Capital expenditures [2]	(42,268)	(77,046)	(70,009)	(79,592)	(105,318)	(63,837)	(72,709)	(63,675)	(93,109)	(123,832)
Free cash flows	$ 374,828	$ 445,009	$ 453,654	$ 360,761	$ 602,763	$ 812,441	$ 881,827	$ 812,445	$ 888,701	$ 655,373

[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.

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