

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

ASSETS	March 31, 2025	June 30, 2024
	(unaudited)	
Cash and cash equivalents	\$ 1,277,950	\$ 1,280,662
Accounts receivable trade, net of allowance for credit losses of \$13,379 as of March 31, 2025 and \$12,108 as of June 30, 2024	593,069	626,189
Contract assets	70,878	66,450
Income taxes recoverable	18,767	61,113
Prepaid expenses and other current assets	200,969	242,911
Total current assets	2,161,633	2,277,325
Property and equipment, net of accumulated depreciation of \$806,609 as of March 31, 2025 and \$751,174 as of June 30, 2024	367,741	367,740
Operating lease right of use assets	209,121	219,774
Long-term contract assets	47,961	38,684
Goodwill	7,493,952	7,488,367
Acquired intangible assets	2,102,476	2,486,264
Deferred tax assets	1,004,429	932,657
Other assets	303,124	298,281
Long-term income taxes recoverable	64,389	96,615
Total assets	\$ 13,754,826	\$ 14,205,707
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 847,735	\$ 931,116
Current portion of long-term debt	35,850	35,850
Operating lease liabilities	75,538	76,446
Deferred revenues	1,526,829	1,521,416
Income taxes payable	37,231	235,666
Total current liabilities	2,523,183	2,800,494
Long-term liabilities:		
Accrued liabilities	42,555	46,483
Pension liability, net	132,066	127,255
Long-term debt	6,345,390	6,356,943
Long-term operating lease liabilities	195,394	218,174
Long-term deferred revenues	171,890	162,401
Long-term income taxes payable	84,294	145,644
Deferred tax liabilities	129,646	148,632
Total long-term liabilities	7,101,235	7,205,532
Shareholders' equity:		
Share capital and additional paid-in capital		
259,649,857 and 267,800,517 Common Shares issued and outstanding at March 31, 2025 and June 30, 2024, respectively; authorized Common Shares: unlimited	2,200,012	2,271,886
Accumulated other comprehensive income (loss)	(75,847)	(69,619)
Retained earnings	2,082,247	2,119,159
Treasury stock, at cost (2,512,726 and 3,135,980 shares at March 31, 2025 and June 30, 2024, respectively)	(77,674)	(123,268)
Total OpenText shareholders' equity	4,128,738	4,198,158
Non-controlling interests	1,670	1,523
Total shareholders' equity	4,130,408	4,199,681
Total liabilities and shareholders' equity	\$ 13,754,826	\$ 14,205,707

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

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2025	2024	2025	2024
Revenues:				
Cloud services and subscriptions	\$ 462,614	\$ 454,528	\$ 1,381,944	\$ 1,355,633
Customer support	567,379	691,441	1,753,464	2,084,916
License	138,363	200,363	453,099	662,627
Professional service and other	86,007	100,799	269,361	304,252
Total revenues	<u>1,254,363</u>	<u>1,447,131</u>	<u>3,857,868</u>	<u>4,407,428</u>
Cost of revenues:				
Cloud services and subscriptions	174,186	186,400	521,731	537,960
Customer support	61,733	74,639	186,963	223,027
License	7,504	6,769	20,497	16,591
Professional service and other	65,487	75,455	200,443	230,836
Amortization of acquired technology-based intangible assets	47,199	48,094	141,646	195,702
Total cost of revenues	<u>356,109</u>	<u>391,357</u>	<u>1,071,280</u>	<u>1,204,116</u>
Gross profit	<u>898,254</u>	<u>1,055,774</u>	<u>2,786,588</u>	<u>3,203,312</u>
Operating expenses:				
Research and development	197,333	226,521	568,753	665,608
Sales and marketing	260,102	303,750	779,913	871,384
General and administrative	115,718	145,924	321,804	450,399
Depreciation	32,474	32,109	96,524	99,615
Amortization of acquired customer-based intangible assets	79,683	100,841	242,235	334,958
Special charges (recoveries)	3,854	19,561	66,228	87,521
Total operating expenses	<u>689,164</u>	<u>828,706</u>	<u>2,075,457</u>	<u>2,509,485</u>
Income from operations	<u>209,090</u>	<u>227,068</u>	<u>711,131</u>	<u>693,827</u>
Other income (expense), net	(26,578)	9,950	6,382	(38,664)
Interest and other related expense, net	(78,816)	(132,663)	(246,713)	(413,719)
Income before income taxes	103,696	104,355	470,800	241,444
Provision for income taxes	10,842	6,028	63,618	24,434
Net income for the period	<u>\$ 92,854</u>	<u>\$ 98,327</u>	<u>\$ 407,182</u>	<u>\$ 217,010</u>
Net (income) attributable to non-controlling interests	(49)	(42)	(147)	(149)
Net income attributable to OpenText	<u>\$ 92,805</u>	<u>\$ 98,285</u>	<u>\$ 407,035</u>	<u>\$ 216,861</u>
Earnings per share—basic attributable to OpenText	<u>\$ 0.35</u>	<u>\$ 0.36</u>	<u>\$ 1.54</u>	<u>\$ 0.80</u>
Earnings per share—diluted attributable to OpenText	<u>\$ 0.35</u>	<u>\$ 0.36</u>	<u>\$ 1.53</u>	<u>\$ 0.80</u>
Weighted average number of Common Shares outstanding— basic (in '000's)	<u>262,841</u>	<u>272,272</u>	<u>265,132</u>	<u>271,671</u>
Weighted average number of Common Shares outstanding— diluted (in '000's)	<u>263,834</u>	<u>273,033</u>	<u>265,610</u>	<u>272,349</u>

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

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2025	2024	2025	2024
Net income for the period	\$ 92,854	\$ 98,327	\$ 407,182	\$ 217,010
Other comprehensive income (loss)—net of tax:				
Net foreign currency translation adjustments	(1,511)	11,765	(5,534)	(18,614)
Unrealized gain (loss) on cash flow hedges:				
Unrealized gain (loss)—net of tax ⁽¹⁾	(46)	(1,634)	(3,580)	(1,953)
(Gain) loss reclassified into net income—net of tax ⁽²⁾	1,371	118	2,643	455
Unrealized gain (loss) on available-for-sale financial assets:				
Unrealized gain (loss)—net of tax ⁽³⁾	(395)	90	289	319
Actuarial gain (loss) relating to defined benefit pension plans:				
Actuarial gain (loss)—net of tax ⁽⁴⁾	—	—	(1,045)	(110)
Amortization of actuarial (gain) loss into net income—net of tax ⁽⁵⁾	513	115	999	417
Total other comprehensive income (loss), net for the period	(68)	10,454	(6,228)	(19,486)
Total comprehensive income	92,786	108,781	400,954	197,524
Comprehensive income attributable to non-controlling interests	(49)	(42)	(147)	(149)
Total comprehensive income attributable to OpenText	<u>\$ 92,737</u>	<u>\$ 108,739</u>	<u>\$ 400,807</u>	<u>\$ 197,375</u>

(1) Net of tax expense (recovery) of \$(17) and \$(589) for the three months ended March 31, 2025 and 2024, respectively; \$(1,291) and \$(704) for the nine months ended March 31, 2025 and 2024, respectively.

(2) Net of tax expense (recovery) of \$494 and \$42 for the three months ended March 31, 2025 and 2024, respectively; \$952 and \$163 for the nine months ended March 31, 2025 and 2024, respectively.

(3) Net of tax expense (recovery) of \$91 and \$24 for the three months ended March 31, 2025 and 2024, respectively; \$316 and \$84 for the nine months ended March 31, 2025 and 2024, respectively.

(4) Net of tax expense (recovery) of \$— and \$— for the three months ended March 31, 2025 and 2024, respectively; \$(43) and \$110 for the nine months ended March 31, 2025 and 2024, respectively.

(5) Net of tax expense (recovery) of \$83 and \$50 for the three months ended March 31, 2025 and 2024, respectively; \$267 and \$175 for the nine months ended March 31, 2025 and 2024, respectively.

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

	Three Months Ended March 31, 2025							
	Common Shares and Additional Paid in Capital		Treasury Stock		Retained Earnings	Accumulated Other Comprehensive Income	Non- Controlling Interests	Total
	Shares	Amount	Shares	Amount				
Balance as of December 31, 2024	263,728	\$2,275,583	(4,226)	\$(144,432)	\$2,174,514	\$ (75,779)	\$ 1,621	\$4,231,507
Issuance of Common Shares								
Under employee stock option plans	—	3	—	—	—	—	—	3
Under employee stock purchase plans	273	6,551	—	—	—	—	—	6,551
Share-based compensation	—	23,000	—	—	—	—	—	23,000
Purchase of treasury stock	—	—	(297)	(7,564)	—	—	—	(7,564)
Issuance of treasury stock	—	(73,720)	2,010	74,322	(425)	—	—	177
Repurchase of Common Shares	(4,351)	(31,405)	—	—	(115,412)	—	—	(146,817)
Dividends declared (\$0.2625 per Common Share)	—	—	—	—	(69,235)	—	—	(69,235)
Other comprehensive income (loss) - net	—	—	—	—	—	(68)	—	(68)
Net income for the period	—	—	—	—	92,805	—	49	92,854
Balance as of March 31, 2025	259,650	\$2,200,012	(2,513)	\$ (77,674)	\$2,082,247	\$ (75,847)	\$ 1,670	\$4,130,408

	Three Months Ended March 31, 2024							
	Common Shares and Additional Paid in Capital		Treasury Stock		Retained Earnings	Accumulated Other Comprehensive Income	Non- Controlling Interests	Total
	Shares	Amount	Shares	Amount				
Balance as of December 31, 2023	271,855	\$2,261,856	(4,400)	\$(179,089)	\$2,029,643	\$ (83,499)	\$ 1,436	\$4,030,347
Issuance of Common Shares								
Under employee stock option plans	517	17,315	—	—	—	—	—	17,315
Under employee stock purchase plans	190	6,698	—	—	—	—	—	6,698
Share-based compensation	—	35,947	—	—	—	—	—	35,947
Issuance of treasury stock	—	(45,058)	1,023	45,483	(425)	—	—	—
Dividends declared (\$0.25 per Common Share)	—	—	—	—	(68,443)	—	—	(68,443)
Other comprehensive income (loss) - net	—	—	—	—	—	10,454	—	10,454
Net income for the period	—	—	—	—	98,285	—	42	98,327
Balance as of March 31, 2024	272,562	\$2,276,758	(3,377)	\$ (133,606)	\$2,059,060	\$ (73,045)	\$ 1,478	\$4,130,645

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

	Nine Months Ended March 31, 2025							
	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, 2024	267,801	\$2,271,886	(3,136)	\$ (123,268)	\$2,119,159	\$ (69,619)	\$ 1,523	\$4,199,681
Issuance of Common Shares								
Under employee stock option plans	70	1,883	—	—	—	—	—	1,883
Under employee stock purchase plans	992	25,722	—	—	—	—	—	25,722
Share-based compensation	—	82,801	—	—	—	—	—	82,801
Purchase of treasury stock	—	—	(2,484)	(72,587)	—	—	—	(72,587)
Issuance of treasury stock	—	(115,556)	3,107	118,181	(1,127)	—	—	1,498
Repurchase of Common Shares	(9,213)	(66,724)	—	—	(233,668)	—	—	(300,392)
Dividends declared (\$0.7875 per Common Share)	—	—	—	—	(209,152)	—	—	(209,152)
Other comprehensive income (loss) - net	—	—	—	—	—	(6,228)	—	(6,228)
Net income for the period	—	—	—	—	407,035	—	147	407,182
Balance as of March 31, 2025	259,650	\$2,200,012	(2,513)	\$ (77,674)	\$2,082,247	\$ (75,847)	\$ 1,670	\$4,130,408

	Nine Months Ended March 31, 2024							
	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, 2023	270,903	\$2,176,947	(3,536)	\$ (151,597)	\$2,048,984	\$ (53,559)	\$ 1,329	\$4,022,104
Issuance of Common Shares								
Under employee stock option plans	942	31,318	—	—	—	—	—	31,318
Under employee stock purchase plans	717	23,709	—	—	—	—	—	23,709
Share-based compensation	—	112,944	—	—	—	—	—	112,944
Purchase of treasury stock	—	—	(1,400)	(53,085)	—	—	—	(53,085)
Issuance of treasury stock	—	(68,160)	1,559	71,076	(2,916)	—	—	—
Dividends declared (\$0.75 per Common Share)	—	—	—	—	(203,869)	—	—	(203,869)
Other comprehensive income (loss) - net	—	—	—	—	—	(19,486)	—	(19,486)
Net income for the period	—	—	—	—	216,861	—	149	217,010
Balance as of March 31, 2024	272,562	\$2,276,758	(3,377)	\$ (133,606)	\$2,059,060	\$ (73,045)	\$ 1,478	\$4,130,645

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

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2025	2024	2025	2024
Cash flows from operating activities:				
Net income for the period	\$ 92,854	\$ 98,327	\$ 407,182	\$ 217,010
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization of intangible assets	159,356	181,044	480,405	630,275
Share-based compensation expense	23,000	36,042	82,919	113,312
Pension expense	3,381	3,196	10,194	9,579
Amortization of debt discount and issuance costs	5,539	6,766	16,334	19,587
Write-off of right of use assets	46	4,278	1,431	15,241
Adjustment to gain on AMC Divestiture	—	—	4,175	—
Loss on extinguishment of debt	—	10,803	—	10,803
Loss on sale and write down of property and equipment, net	289	(162)	728	1,715
Deferred taxes	(38,794)	(72,144)	(91,771)	(249,174)
Share in net (income) loss of equity investees	(1,644)	835	(3,637)	19,013
Changes in derivative instruments	9,836	(16,671)	(10,778)	3,551
Changes in operating assets and liabilities:				
Accounts receivable	70,030	111,772	111,909	51,487
Contract assets	(36,155)	(24,859)	(96,101)	(71,486)
Prepaid expenses and other current assets	(17,401)	728	37,177	4,717
Income taxes	12,578	16,943	(184,149)	75,676
Accounts payable and accrued liabilities	46,802	(24,731)	(81,308)	(72,887)
Deferred revenue	82,367	56,840	10,960	14,338
Other assets	(6,146)	650	(7,582)	5,868
Operating lease assets and liabilities, net	(3,697)	(4,960)	(15,661)	(16,154)
Net cash provided by operating activities	402,241	384,697	672,427	782,471
Cash flows from investing activities:				
Additions of property and equipment	(28,412)	(36,537)	(108,997)	(119,316)
Purchase of Micro Focus, net of cash acquired	—	—	—	(9,272)
Settlement of derivative instruments	(10,380)	—	(10,380)	—
Adjustment to proceeds from AMC Divestiture	—	—	(11,686)	—
Proceeds from interest on derivative instruments	2,647	2,490	5,166	4,456
Other investing activities	582	6,315	6,474	(468)
Net cash used in investing activities	(35,563)	(27,732)	(119,423)	(124,600)
Cash flows from financing activities:				
Proceeds from issuance of Common Shares from exercise of stock options and ESPP	8,185	27,770	25,925	57,027
Repayment of long-term debt and Revolver	(8,962)	(186,463)	(26,888)	(559,389)
Net change in transition services agreement obligation	(37,215)	—	(15,277)	—
Debt issuance costs	—	—	(1,066)	(2,792)
Repurchase of Common Shares	(114,563)	—	(267,969)	—
Purchase of treasury stock	(5,136)	—	(70,159)	(53,085)
Payments of dividends to shareholders	(67,961)	(67,293)	(205,335)	(200,672)
Other financing activities	—	(1,447)	—	(1,447)
Net cash used in financing activities	(225,652)	(227,433)	(560,769)	(760,358)
Foreign exchange gain (loss) on cash held in foreign currencies	14,660	(7,521)	4,866	(3,982)
Increase (decrease) in cash, cash equivalents and restricted cash during the period	155,686	122,011	(2,899)	(106,469)
Cash, cash equivalents and restricted cash at beginning of the period	1,124,208	1,005,472	1,282,793	1,233,952
Cash, cash equivalents and restricted cash at end of the period	\$ 1,279,894	\$ 1,127,483	\$ 1,279,894	\$ 1,127,483

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

Reconciliation of cash, cash equivalents and restricted cash:	March 31, 2025	March 31, 2024
Cash and cash equivalents	\$ 1,277,950	\$ 1,125,323
Restricted cash ⁽¹⁾	1,944	2,160
Total cash, cash equivalents and restricted cash	\$ 1,279,894	\$ 1,127,483

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