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April 24, 2014

OpenText to File a Shelf Registration Statement In connection with GXS transaction Registration Rights

WATERLOO, Ontario, April 24, 2014 /PRNewswire/ -- Open Text™ Corporation (NASDAQ:OTEX) (TSX:OTC), announced today that, concurrently with the filing of its Quarterly Report on Form 10-Q for the three and nine months ended March 31, 2014, it is filing a shelf registration statement on Form S-3 (the Shelf Registration Statement) with the U.S. Securities and Exchange Commission (SEC), which becomes effective automatically. Filing of the Shelf Registration Statement is in part response to the demand and piggyback registration requests received by OpenText pursuant to the registration rights agreement entered into in connection with the acquisition of GXS Group, Inc. (GXS), and to provide future financial flexibility to the Company.

The Company will also file shortly a prospectus supplement to allow certain selling shareholders to resell their OpenText Common Shares acquired in connection with the GXS acquisition. Any such resales by the selling shareholders may only be made by means of such prospectus supplement and the accompanying prospectus, and no assurance can be given that any such offers and sales will in fact be made.

The Company currently does not have any commitments or plans to sell any securities on a primary basis under the Shelf Registration Statement at this time.

The Shelf Registration Statement allows for primary and secondary offerings from time to time of equity, debt and other securities, including Common Shares, Preference Shares, debt securities, depositary shares, warrants, purchase contracts, units and subscription receipts. A base shelf prospectus qualifying the distribution of such securities will also be filed with certain Canadian securities regulators. The type of securities and the specific terms thereof will be determined at the time of any offering and will be described in the applicable prospectus supplement to be filed separately with the SEC and such Canadian securities regulators.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor will there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About OpenText
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Cautionary Statement Regarding Forward Looking Statements
Certain statements in this press release may contain words considered forward-looking statements or information under applicable securities laws. These statements are based on OpenText's current expectations, estimates, forecasts and projections about the operating environment, economies and markets in which the Company operates. These statements are subject to important assumptions, risks and uncertainties that are difficult to predict, and the actual outcome may be materially different. OpenText's assumptions, although considered reasonable by the Company at the date of this press release, may prove to be inaccurate and consequently its actual results could differ materially from the expectations set out herein. For additional information with respect to risks and other factors which could occur, see OpenText's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and other securities filings with the SEC and other securities regulators. Unless otherwise required by applicable securities laws, OpenText disclaims any intention or obligations to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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