OPENTEXT™

Enabling the Digital World



Barclays High Yield Bond & Syndicated Loan Conference

June 8, 2017

NASDAQ: OTEX | TSX: OTEX

Safe Harbor Statement

Certain statements in this presentation, including statements about the focus of Open Text Corporation (“OpenText” or “the Company”) in our fiscal year ending June 30, 2017 (Fiscal 2017) on growth in earnings and cash flows, creating value through investments in broader Enterprise Information Management (EIM) capabilities, distribution, the Company's presence in the cloud and in growth markets, expected growth in our revenue lines, expected ECD Business revenue contributions, adjusted operating income and cash flow, its financial condition, results of operations and earnings, announced acquisitions, ongoing tax matters, the integration of the ECD Business, expected timing, charges and savings related to restructuring activities, declaration of quarterly dividends, future tax rates, new platform and product offerings and other matters, may contain words such as "anticipates", "expects", "intends", "plans", "believes", "seeks", "estimates", "may", "could", "would", "might", "will" and variations of these words or similar expressions are considered forward-looking statements or information under applicable securities laws. In addition, any information or statements that refer to expectations, beliefs, plans, projections, objectives, performance or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking, and based on our current expectations, forecasts and projections about the operating environment, economies and markets in which we operate. Forward-looking statements reflect our current estimates, beliefs and assumptions, which are based on management's perception of historic trends, current conditions and expected future developments, as well as other factors it believes are appropriate in the circumstances, such as certain assumptions about the economy, as well as market, financial and operational assumptions. Management's estimates, beliefs and assumptions are inherently subject to significant business, economic, competitive and other uncertainties and contingencies regarding future events and, as such, are subject to change. We can give no assurance that such estimates, beliefs and assumptions will prove to be correct. Such forward-looking statements involve known and unknown risks, uncertainties and other factors and assumptions that may cause the actual results, performance or achievements to differ materially. Such factors include, but are not limited to: (i) the future performance, financial and otherwise, of OpenText; (ii) the ability of OpenText to bring new products and services to market and to increase sales; (iii) the strength of the Company's product development pipeline; (iv) the Company's growth and profitability prospects; (v) the estimated size and growth prospects of the EIM market including expected growth in the Artificial Intelligence market; (vi) the Company's competitive position in the EIM market and its ability to take advantage of future opportunities in this market; (vii) the benefits of the Company's products and services to be realized by customers; (viii) the demand for the Company's products and services and the extent of deployment of the Company's products and services in the EIM marketplace; (ix) downward pressure on our share price and dilutive effect of future sales or issuances of equity securities (including in connection with future acquisitions); (x) the Company's financial condition and capital requirements; and (xi) statements about the impact of product releases. The risks and uncertainties that may affect forward-looking statements include, but are not limited to: (i) integration of acquisitions and related restructuring efforts, including the quantum of restructuring charges and the timing thereof; (ii) the potential for the incurrence of or assumption of debt in connection with acquisitions and the impact on the ratings or outlooks of rating agencies on the Company's outstanding debt securities; (iii) the possibility that the Company may be unable to meet its future reporting requirements under the U.S. Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, or applicable Canadian securities regulation; (iv) the risks associated with bringing new products and services to market; (v) fluctuations in currency exchange rates; (vi) delays in the purchasing decisions of the Company's customers; (vii) the competition the Company faces in its industry and/or marketplace; (viii) the final determination of litigation, tax audits (including tax examinations in the United States and elsewhere) and other legal proceedings; (ix) potential exposure to greater than anticipated tax liabilities or expenses, including with respect to changes in Canadian, U.S. or international tax regimes; (x) the possibility of technical, logistical or planning issues in connection with the deployment of the Company's products or services; (xi) the continuous commitment of the Company's customers; and (xii) demand for the Company's products and services. 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About OpenText

NASDAQ: OTEX | TSX: OTEX

OpenText is the global leader in Enterprise Information Management (EIM). We acquire businesses within that market strategy using our proven approach to M&A. We then operate those businesses leveraging the OpenText Business System, creating superior products, customer success and shareholder value.

- 10 year 24% Cash Flow CAGR
- Industry consolidator, completed 56 acquisitions and have a strong culture of integration
- Disciplined capital allocators
- Outperformed the NASDAQ by more than 3,000 percentage points over the last 20 years(1)
- EIM is an attractive market segment: greater than $35 billion in annual customer spend, growing, and generates high profit
- OpenText Business System creates superior products, customer success and shareholder value

1. Source: NASDAQ (as at March 31, 2017)

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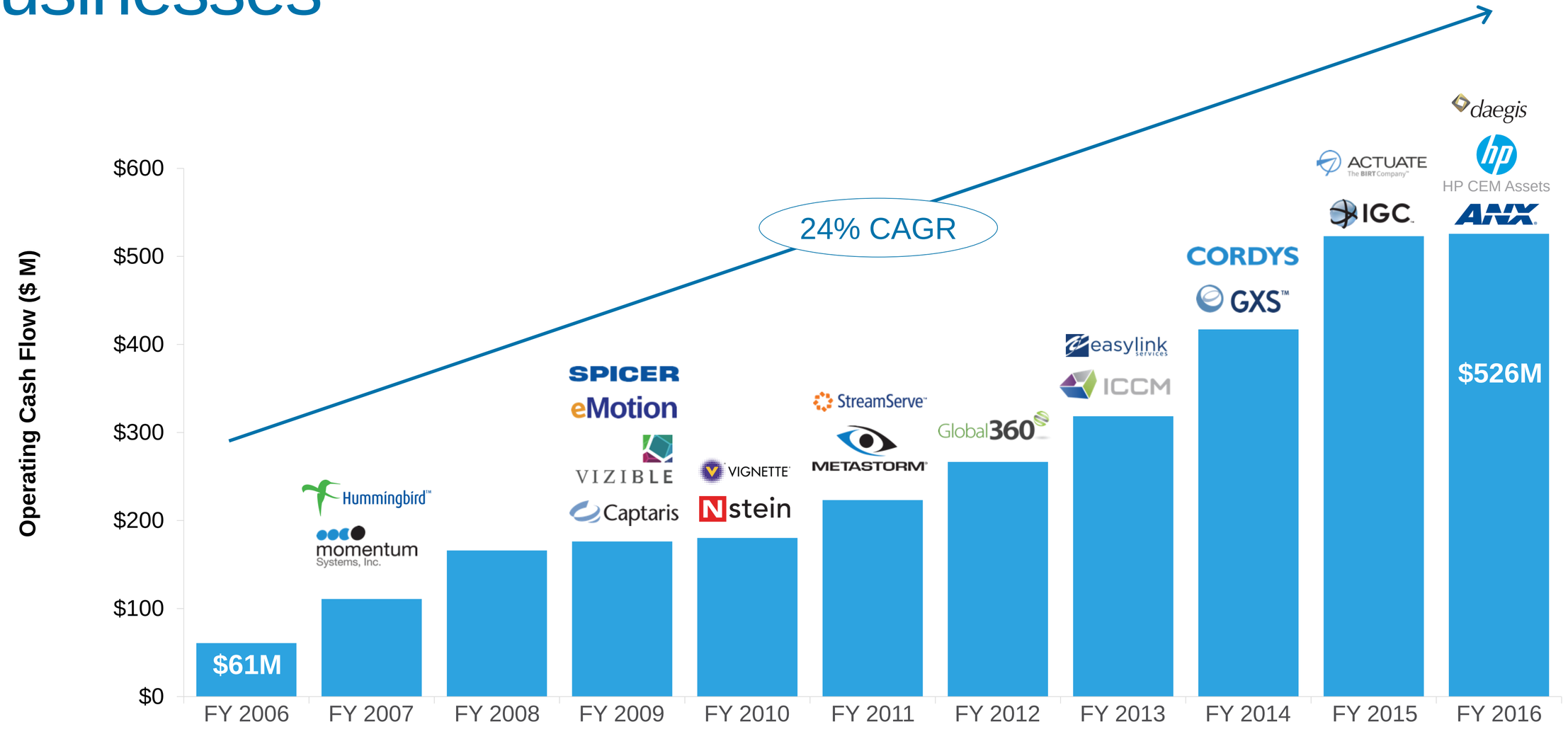
Growing Cash Flow by Acquiring Strong Businesses



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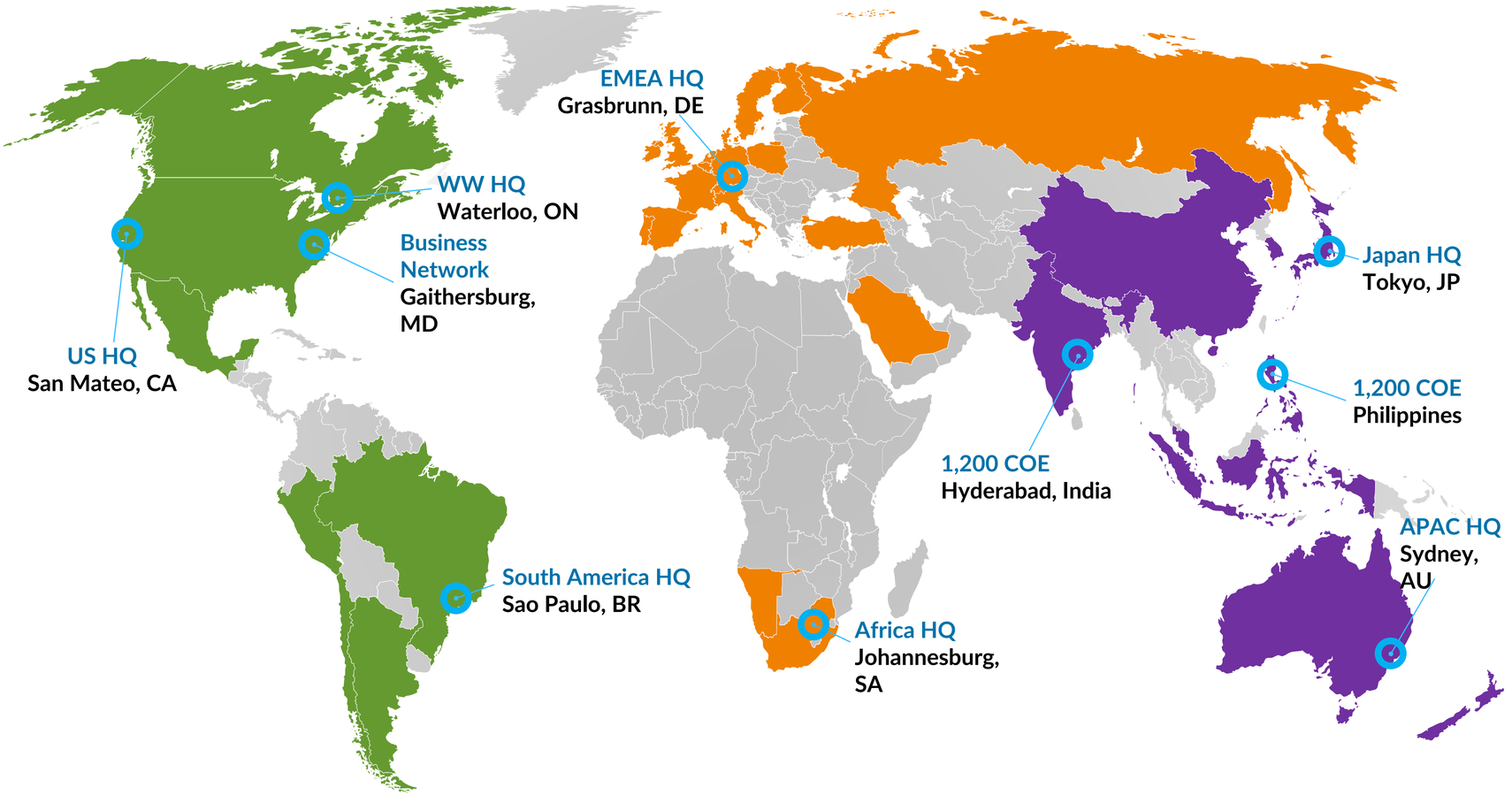
Global Organization



- Annual sales of approximately $2 billion USD and 84% recurring revenues(1)
- Total Revenues: Americas(1): 58%, EMEA: 33%, APJ: 9%
- Over 100,000 customers, approximately 12,000(2) employees in 40 countries worldwide
- Over 1,100 sales and distribution partners(2)
- Leading cloud services provider. FY16 cloud revenue of $601M, 18B transactions, 600,000+ trading partners, 37 data centers

(1) Based on FY16 results.
(2) includes recent acquisition of Dell EMC's ECD Business
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From Strategy to Value Creation

EIM Market Strategy

- $35B plus market, 9.1% growth rate
- Hundreds of acquisition targets
- Marquee customers

M&A

- Leading growth driver
- Returns oriented
- Proven methodology

OpenText Business System

- Proven business system to unlocking value
- Differentiate by means of an integrated sales force, integrated R&D and integrated operations
- Performance centric

Creating Superior Value

- Cash flow growth
- Large recurring revenues
- Disciplined capital allocation

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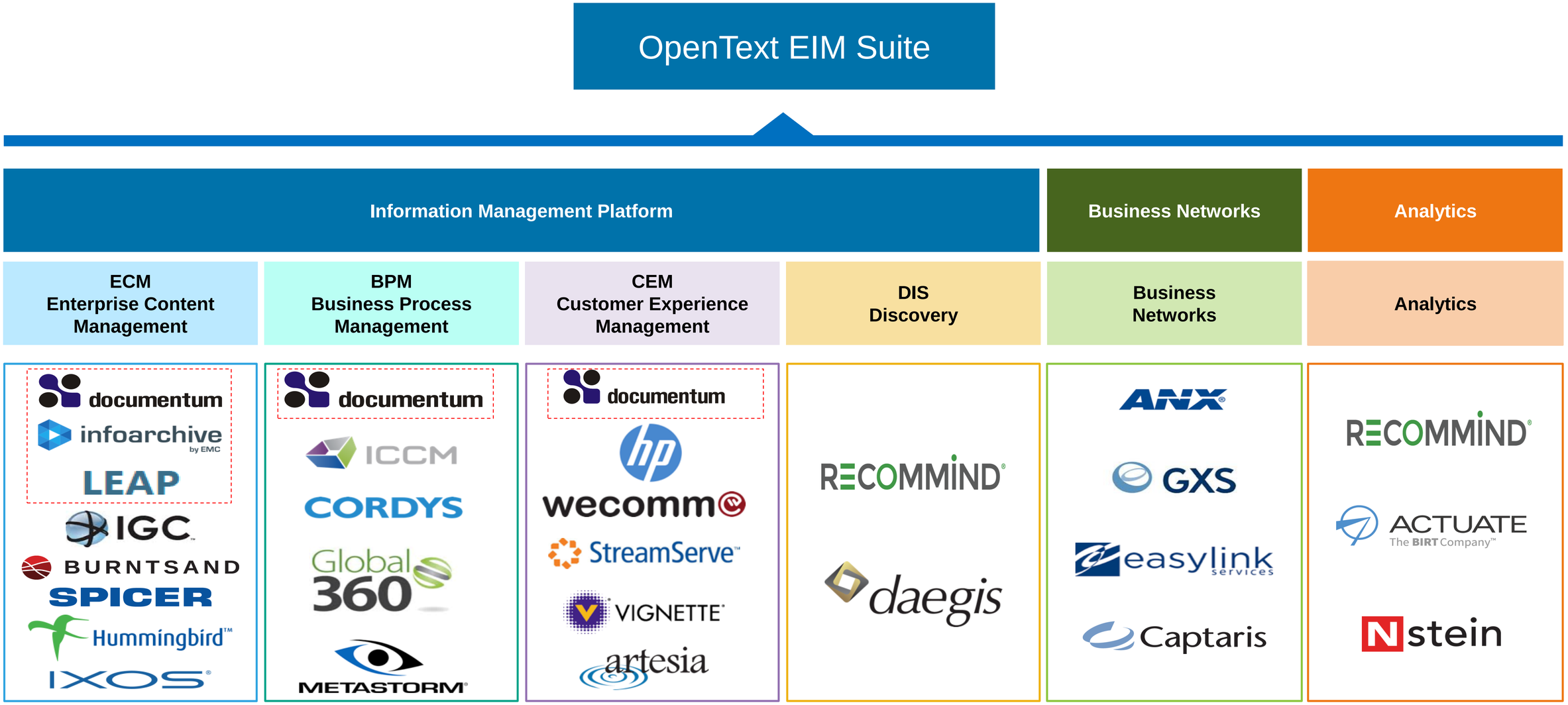
OpenText's EIM Product Suite



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OpenText Leadership Validated by Verticals

Retail



Government



Manufacturing



Automotive



Food/Beverage



Technology



Finance/Insurance



Healthcare



Transportation



Energy



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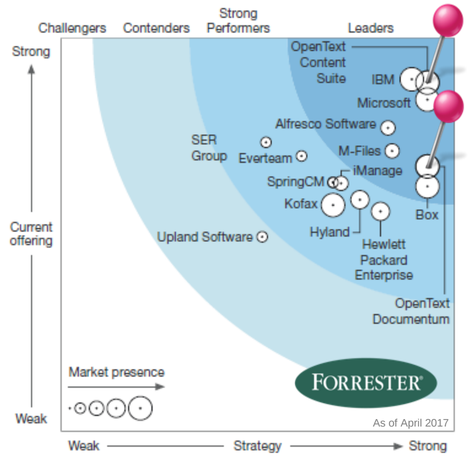
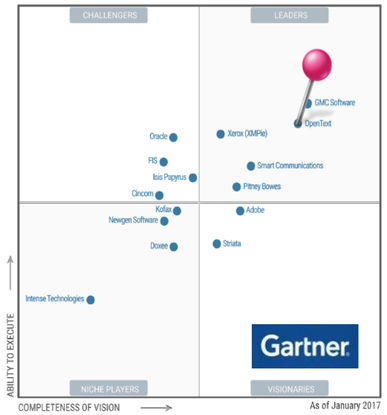
OpenText Leadership Validated by Analysts

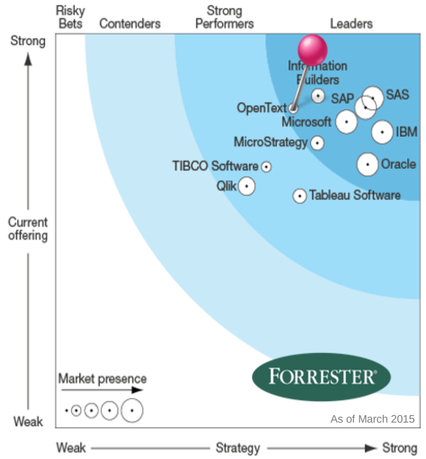
ECM Business Content Services[1]



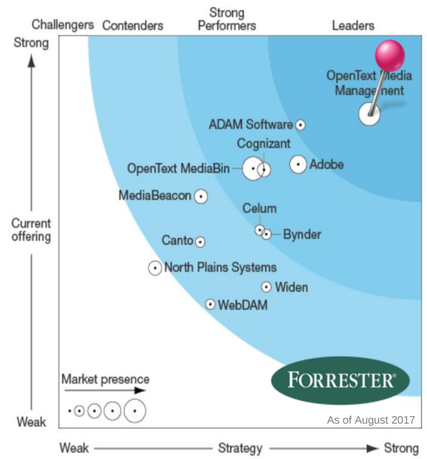
Customer Communications Management[2]



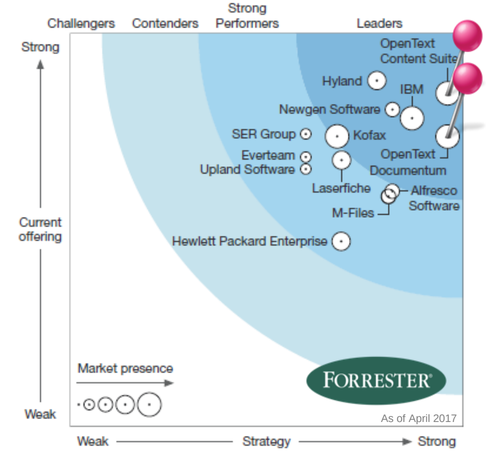
Enterprise Business Intelligence Platforms[1]



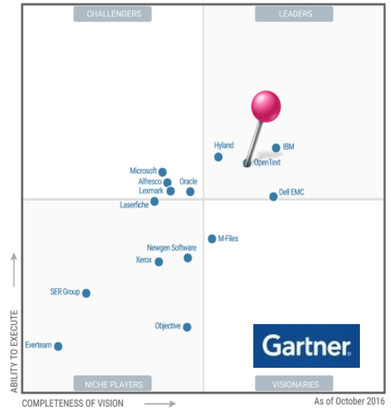
Digital Asset Management[1]



ECM Transactional Content Services[1]



Enterprise Content Management[2]



Customer Communications Management[1]



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[2]This graphic was published by Gartner, Inc. as part of a larger research document and should be evaluated in the context of the entire document. The Gartner document is available upon request from OpenText. Gartner does not endorse any vendor, product or service depicted in its research publications, and does not advise technology users to select only those vendors with the highest ratings or other designation. Gartner research publications consist of the opinions of Gartner's research organization and should not be construed as statements of fact. Gartner disclaims all warranties, expressed or implied, with respect to this research, including any warranties of merchantability or fitness for a particular purpose.

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M&A is Our Leading Growth Driver

M&A is core to our growth and market leadership. We see a continuum of M&A business models from Platform Operators to Asset Optimizers. Asset Optimizers are those businesses that purchase individual assets and operate them standalone. Platform Operators have a strategic market thesis, purchase assets within that market strategy, and drive deep value through innovation and integration. OpenText is a Platform Operator.



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M&A is Core to Our Business Model

M&A Overview

- We operate strategic platforms
- Proven approach to M&A with 56 completed acquisitions
- Deployed approximately $6.2B in capital
- Value buyer
- Unlock value through the OpenText Business System

Looking Forward

- Expect to close more transactions with more predictability
- The EIM market has ample asset classes and hundreds of businesses available
- 2020 Target Model Aspirations
  - 50% revenues from the cloud
  - 90% > recurring revenues
  - 34% - 38% adjusted operating margin(1)

1. See “Use of Non-GAAP Financial Measures” at the end of this presentation.

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M&A: What and How We Target

What We Target - Unlocking Value

- Evaluate businesses within the context of our EIM strategy
- Fill functional white spaces, vertical capacities and key geographic expansion opportunities
- Ideal businesses are special situations that would benefit from the OpenText Business System and OpenText scale
- We value recurring revenues, paths to higher margin and strong cash flows
- Strong leadership teams, disciplined engineering and leading distribution models

How We Target - Proven Methodology

- Dedicated in-house Corporate Development team: from sourcing through integration
- Cost synergies and free cash flow drive more value over revenue synergies
- Our internal M&A models have simple and clear cash-based returns
- “On boarding” to the OpenText target model provides consistent value creation
- Immediate day-one integration of acquired businesses

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ECD Acquisition Overview

- The ECD business is expected to contribute strong recurring revenues, adjusted operating income and cash flow to OpenText
- ~74% of ECD’s revenues are recurring with ~50% of their revenues derived from software maintenance
- ECD operates as an integrated business, Day 1
- We expect to align the ECD Business with OpenText's target AOM within 12 months of the completion of the acquisition. Integration cost saving areas include:
  - Elimination of duplicate corporate level costs;
  - Lower marketing and branding costs;
  - Efficiencies from increased scale of operations;
  - Migration of customer support, services, research and development and general and administrative labor to low cost jurisdictions; and
  - Sales channel efficiencies.
- We anticipate the transaction to be immediately accretive to our Adjusted EPS.

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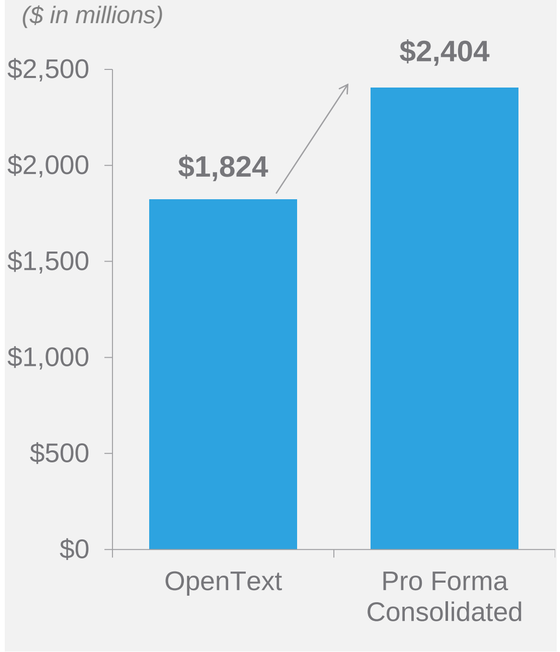
Financial Impact from the Acquisition

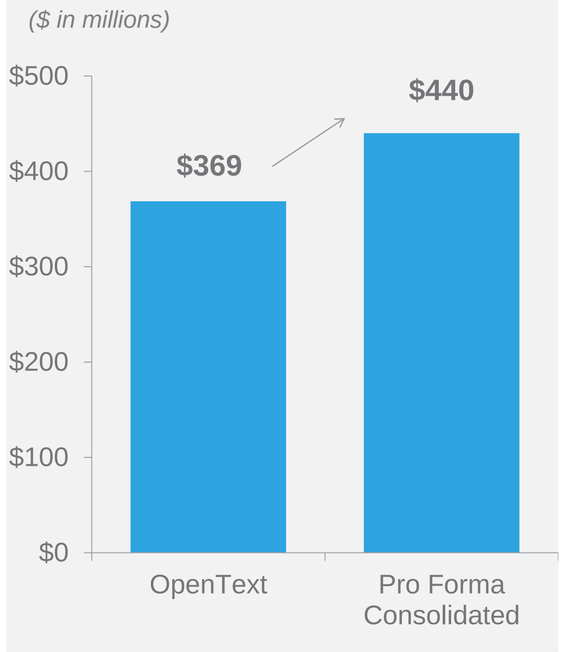
FY'16 Pro Forma GAAP Financial Impact (1)

Total Revenue	Operating Income	Diluted EPS
+32%	+19%	+4%

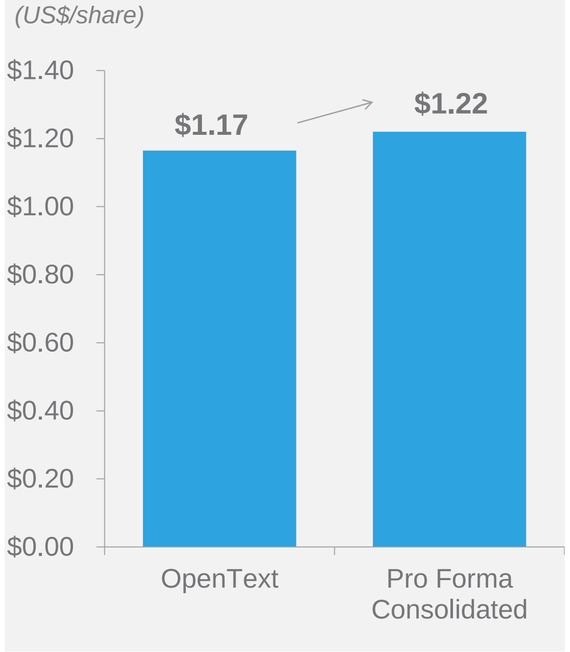
Total Revenue



Operating Income



Diluted EPS(2)



1. Souce: OpenText Form 8K filing, April 3, 2017
2. Adjusted for two for one share split that was effected on January 24, 2017

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M&A Drives Revenue Growth

- Over the last year OpenText put $2.4B of capital to work on five acquisitions which are expected to add up to approximately $850M in annualized revenues
- Factoring the integration of the ECD Business, we expect our adjusted operating margin for F17 to be close to the midpoint of our published 30% to 34% target margin range

Acquisition	Description	Purchase Price	Expected Annualized Revenue	Expected Timeline to Operating Model	Date of Close
Dell EMC's ECD	Enterprise Content Management solutions, including Documentum, InfoArchive, and LEAP	$1,620M	--	• Immediately accretive • Be on operating model in first 12 months	January 23, 2017
HP Inc's CCM Assets	Customer communications management assets including HP Extream and HP LiquidOffice	$315M	$110M to $125M	• Immediately accretive • Be on operating model in first 12 months of ownership	July 31, 2016
Recommind	Leading eDiscovery and analytics including SaaS and managed services solutions	$170M	$70M to $80M	• Immediately accretive • Be on operating model in first 12 months	July 20, 2016
ANXe Business	Cloud-based information exchange services to US Automotive and Healthcare industries	$105M	$30M	• Be both accretive and on operating model, immediately	May 1, 2016
HP Inc.'s CEM Assets	Certain customer experience software assets such as HP TeamSite and HP MediaBin	$160M	$85M to $95M	• Immediately accretive • Be on operating model in first 12 months	April 30, 2016

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The OpenText Business System

Six Foundational Elements

The Best Teams Win

- Attract, retain and motivate the industry's best talent
- Pay to Performance Culture
- Empowerment, Accountability, with defined spans of control

Innovation Defines our Future

- Customer-centric Innovation
- Continuous Innovation
- Best Platform

Customer and Partner Success

- Net Promoter Score
- Customer Life-time Value
- Partners who bring value: large strategics, GSI's, VARs(1) who bring capabilities

Proven Methods and Tools

- Data and outcome driven organization
- Operating reviews and detail performance analysis
- Lean-six sigma. Maturing our Zero-based budgeting
- Simple performance management

Disciplined Capital Allocation

- Rigorous approach to Capital Allocation generates superior returns
- Acquisitions, Dividends, Share Buy Back
- Capex
- People

Integration Produces Scalability and Efficiency

- Day one integration of acquired businesses
- Integrated: Sales, R&D and Operations
- A corporate structure that scales

Performance:
Operational Excellence, Intelligent Revenue Growth, Cash Flow Growth, Shareholder value

1. GSI – Global System Integrator, VAR – Value Added Reseller

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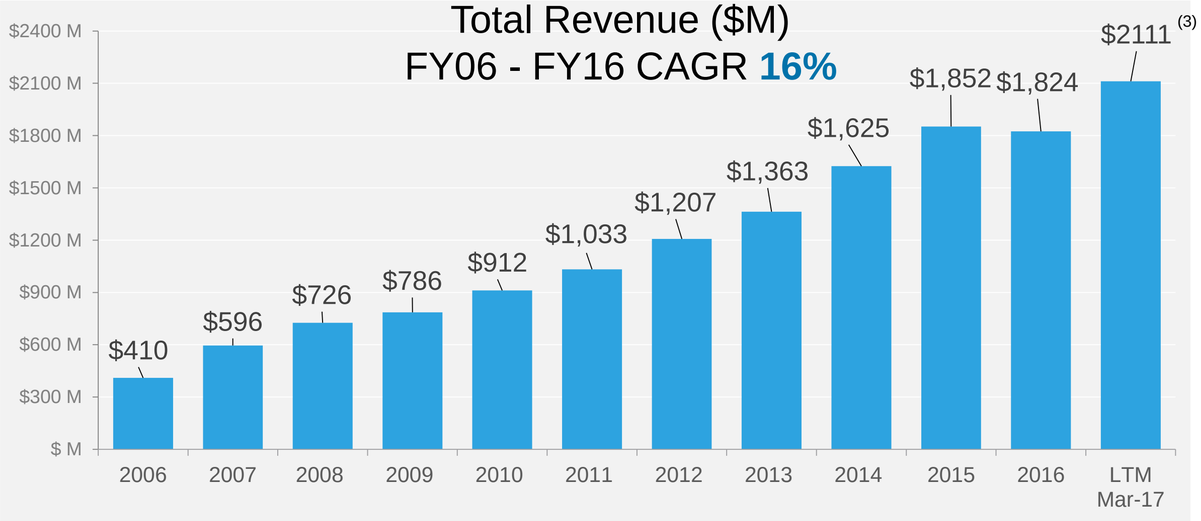
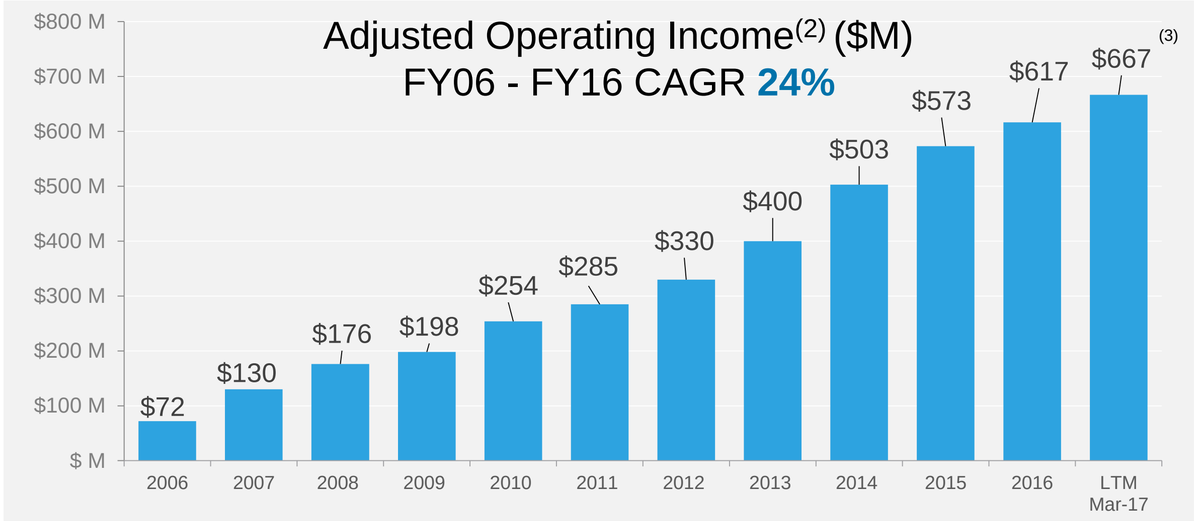
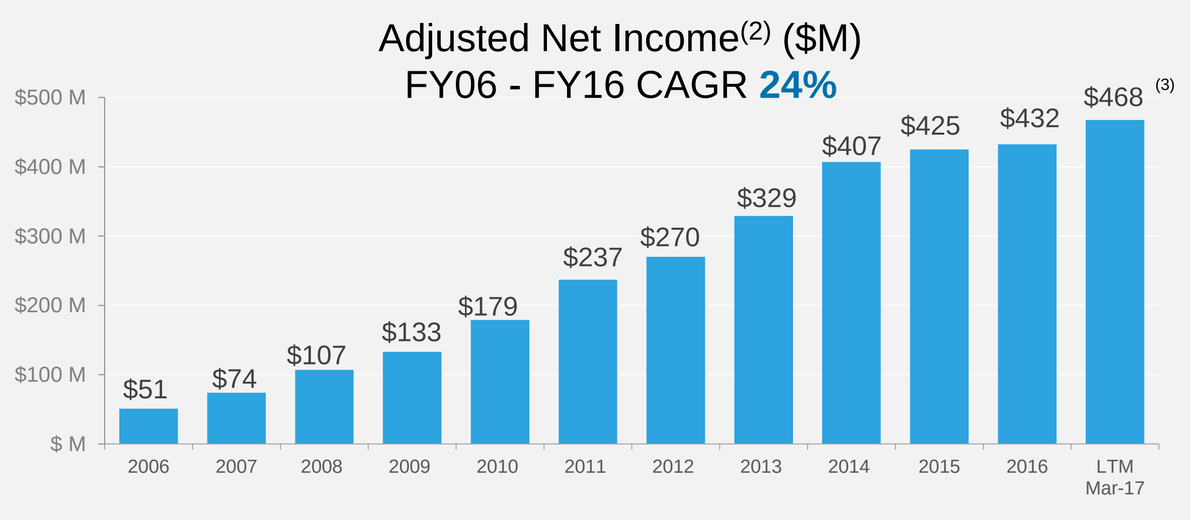
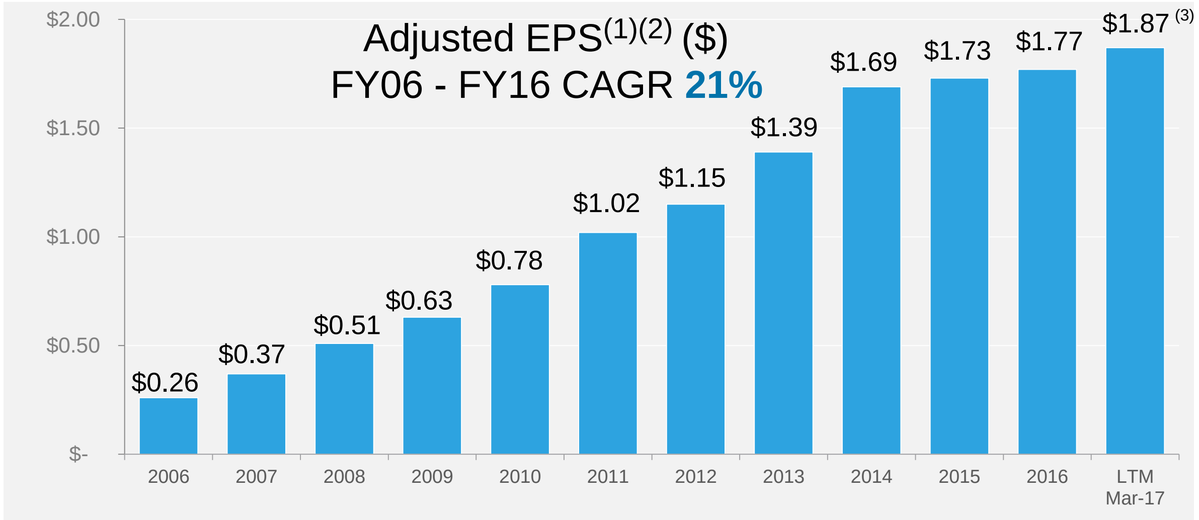
Creating Superior Value









1. Adjusted for two for one share split that was effected on January 24, 2017
2. See “Use of Non-GAAP Financial Measures” at the end of this presentation
3. See “Q3 FY2017 Trended Financials.xlsx” at http://investors.opentext.com/results.cfm

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Liquidity Profile & Balance Sheet

Liquidity

- Strong operating cash flow reflects high margins, superior earnings quality, and efficient working capital management

Balance Sheet

- Well diversified and solid liquidity profile
- Next major principal debt repayment in 2021
- Consolidated net leverage ratio of 2.5:1, which is well within our covenant of 4.0:1
- Favorable credit ratings and investment grade-like covenants provide flexibility

As of March 31, 2017	
Cash & Short-term Investments	$ 452M
Revolver – Undrawn Commitment	$ 225M(1)
Total Available & Committed Liquidity	$ 677M
Long-term Debt (2)	$2,649M

1. Total revolver commitment before $225M drawdown is $450M
2. Includes $233M current portion of long-term debt and excludes related premium and debt issuance costs

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Disciplined Capital Allocation

Capacity	• Strong balance sheet • Cash position of $449M as of March 31, 2017	• Revolving credit facility recently increased to $450M Consolidated net leverage ratio of 2.50, as of March 31, 2017, well within debt covenant of 4.0:1
Dividend History	• 53% increase since 2013(1) • Target approximately 20% of TTM operating cash flow	• Dividend provides consistent value to shareholders while maintaining our strategic flexibility
Share Buy back	• Flexibility to repurchase stock on an opportunistic basis.	• $200M NCIB program authorized for FY2017
Capital Expenditures	• Low CAPEX intensity • Q3’17 CAPEX of $18M	• Continued investments in capital to support organic and Cloud customer growth

1. Increase on a per share basis

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FY17 Q3 Business and Financial Highlights

- 19 customer transactions over $1 million, 12 OpenText Cloud contract signings and 7 on-premise
- Financial, Services, Technology, Consumer Goods, Industrial Goods, and Public Sector industries saw the most demand in cloud and license
- New customers in the quarter included Tora Trading Services, PFU Limited, Adient, Astellas Pharma Inc., RTG Furniture Corp., Froneri International plc, Shield Healthcare, LSC Communications, Mitchell & Ness, VFS Global, Engie E&P International, Sanlam, North Bristol NHS Trust, Instituto de Crédito Oficial, Bekaert, Lycamobile, Yazaki Europe Ltd., Energias de Portugal, Terna, Avenue Link, Iron Mountain, Exelon, Acciona, and Cargill
- OpenText Enterprise World 2017 Showcases the Future of Digital and Artificial Intelligence
- Completed Innovation Tour 2017 where management connected with over 5,000 customers and 600 partners in 8 countries
- Independent Research Firm Cites OpenText as a Leader in Enterprise Content Management for Transactional and Business Content Services
- OpenText Appoints Jürgen Tinggren to Board of Directors
- OpenText Named a Leader in Gartner's 2017 Magic Quadrant for Customer Communications Management Software
- OpenText Tops B2B Integration Managed Services Providers in New Analyst Report

License Revenue Up 35% Y/Y

- Total revenue $593.1M up 35% Y/Y
- Cloud Revenue $177.1M up 20% Y/Y
- 12 Cloud MCV transactions over $1 million
- License Revenue $87.2M up 35% Y/Y
- 7 License transactions over $1 million
- License revenue from new accounts: 28%
- Partners contributed 31% of license revenue
- Average Cloud MCV deal size: $370K
- Average License deal size : $364K

Non-GAAP Operating Margin 29.1%*

- GAAP–based EPS was $0.08 compared to $0.28 Y/Y, on a post share split basis
- Non-GAAP-based EPS was $0.45 compared to $0.40 Y/Y*, on a post share split basis
- GAAP-based operating margin 11.0%
- Non-GAAP-based operating margin 29.1%*
- Non-GAAP tax rate: 15%*

Operating Cash Flow $156 million

- $156.3M in operating cash flow, compared to $189.9M Y/Y
- Cash and cash equivalents $449.0M
- Total debt $2,649.1M as of March 31, 2017**

*See “Summary of Quarterly Results” within this presentation as well as reconciliation of GAAP to Non-GAAP measures at the end of this presentation.
** Includes $232.8M current portion of long-term debt and excludes related premiums and debt issuance costs.

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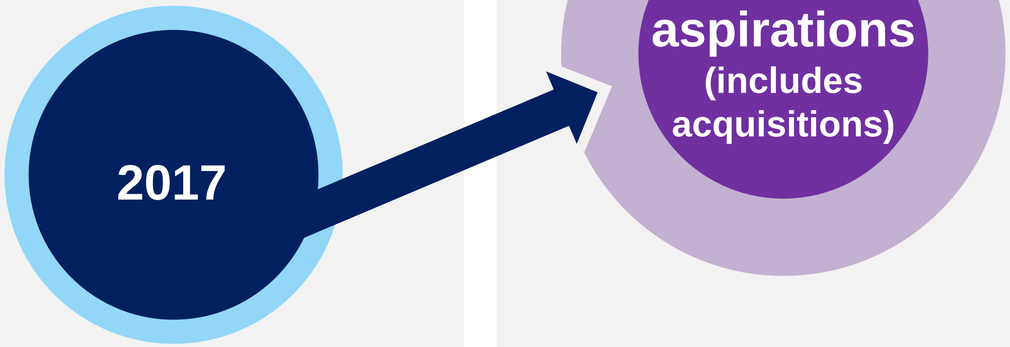
Path to 2020 with Target Model



31 -36%
Revenues from the Cloud

Acquisitions & profitable organic growth

30 - 34%
Adjusted Operating Margin[1]

50%
Revenues from the Cloud

>90%
Recurring revenue

34 - 38%
Adjusted Operating Margin[1]

- Continued focus on growing recurring revenue profile
- Unwavering focus on margin improvement to maximize value
- Ten year revenue growth CAGR of 16%
- Revenue growth led by acquisitions and augmented by profitable organic growth
- Accelerating growth through acquisitions

1. See “Use of Non-GAAP Financial Measures” at the end of this presentation.
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Well Positioned for Future Growth

1

Growth and significant value creation from superior M&A model

- Active and growing pipeline of target companies
- Strong balance sheet to support our acquisition focus.

2

Current portfolio is well positioned for organic growth

- Strong portfolio of businesses with leadership positions in key markets
- Global sales force and strengthening partner distribution
- New product cycle with Release 16 and The OpenText Cloud

3

Net Income and Cash Flow Expansion

- Cash flow expansion is the top metric
- Expanded Adjusted Net Income and Operating Cash Flows by a cumulative growth rate of 24% in 10 years
- Expected annual incremental improvements to operating margin

4

Our 2020 Aspirations

- > 90% recurring revenues. 50% revenues from Cloud Services and Subscriptions. 34% - 38% AOM(1)

1. See “Use of Non-GAAP Financial Measures” at the end of this presentation.

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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.

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 are 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 are calculated as net income or earnings per share on a diluted basis, after giving effect to 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 income from operations, excluding the amortization of acquired intangible assets, Special charges (recoveries), and share-based compensation expense. Non-GAAP-based operating margin is calculated as Non-GAAP-based income from operations 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 and is based upon the way the Company's management evaluates the performance of the Company's business for use in the Company's internal reports. In the course of such evaluation and for the purpose of making operating decisions, the Company's management excludes certain items from its analysis, including amortization of acquired intangible assets, Special charges (recoveries), share-based compensation, other income (expense), and the taxation impact of these items. These items are excluded based upon the manner in which management evaluates the business of the Company and are not excluded in the sense that they may be used under U.S. GAAP.

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-U.S. GAAP-based financial measures for the following periods presented:

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FY17 External Target Model*

- Factoring the integration of the ECD Business, we expect our adjusted operating margin for Fiscal 2017 to be close to the midpoint of our published 30% to 34% target margin range

	Fiscal 2016 Target Model	Fiscal 2016 Actuals	Fiscal 2017 Target Model
Revenue Type:			
Annual Recurring Revenue (ARR)	82 - 86%	84%	82 - 86%
License	14 - 18%	16%	14 - 18%
Cloud Services and Subscriptions	31 - 36%	33%	31 - 36%
Customer Support	39 - 42%	41%	39 - 42%
Professional Services and Other	8 - 13%	11%	8 - 13%
Non-GAAP Gross Margin:			
Product License	95 - 97%	96%	95 - 97%
Cloud Services	58 - 60%	60%	58 - 60%
Product Maintenance	86 - 88%	88%	86 - 88%
Professional Services	21 - 23%	20%	18 - 21%
Non-GAAP Gross Margin	**70 - 72%**	**73%**	**71 - 73%**
Non-GAAP Operating Expenses:			
Development	10 - 12%	10%	10 - 12%
Sales & Marketing	17 - 19%	18%	19 - 21%
General & Admin	7 - 8%	7%	7 - 8%
Depreciation	2 - 4%	3%	2 - 4%
Non-GAAP Operating Margin	**30 - 34%**	**34%**	**30 - 34%**
Interest Expense USD million	NA	$ 76	$115 - $120
Adjusted Tax Rate**	20%	20%	15%

*This target model is not guidance.

*Please see reconciliation of GAAP-based measures to Non-GAAP-based measures at the end of this presentation.
**Please refer to historical filings, including our form 10-K and form 10-Q, regarding the Company's adjusted tax rate.

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Reconciliation of Selected Non-GAAP Measures | Q3 F17

(in '000s USD)	Three Months Ended March 31, 2017					
	GAAP	GAAP % of Total Revenue	Adjustments	FN	Non- GAAP	Non-GAAP % of Total Revenue
COST OF REVENUES						
Cloud services and subscriptions	$ 77,225		$ (268)	(1)	$ 76,957	
Customer support	34,442		(261)	(1)	34,181	
Professional service and other	55,529		(89)	(1)	55,440	
Amortization of acquired technology-based intangible assets	39,285		(39,285)	(2)	—	
GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%)	382,641	64.5%	39,903	(3)	422,544	71.2%
Operating expenses						
Research and development	77,086		(1,634)	(1)	75,452	
Sales and marketing	117,498		(2,081)	(1)	115,417	
General and administrative	44,828		(2,328)	(1)	42,500	
Amortization of acquired customer-based intangible assets	40,825		(40,825)	(2)	—	
Special charges (recoveries)	20,586		(20,586)	(4)	—	
GAAP-based income from operations and operating margin (%) / Non-GAAP-based income from operations and operating margin (%)	65,261	11.0%	107,357	(5)	172,618	29.1%
Other income (expense), net	1,424		(1,424)	(6)	—	
Provision for (recovery of) income taxes	13,239		7,798	(7)	21,037	
GAAP-based net income / Non-GAAP-based net income, attributable to OpenText	21,616		98,135	(8)	119,751	
GAAP-based earnings per share / Non GAAP-based earnings per share-diluted, attributable to OpenText	$ 0.08		$ 0.37	(8)	$ 0.45	

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Reconciliation of Selected Non-GAAP Measures | Q3 F17

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 one-time, non-recurring 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 and operating margin stated as a percentage of total revenue.
6	Adjustment relates to the exclusion of Other income (expense) from our Non-GAAP-based operating expenses as Other income (expense) relates primarily 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 non-marketable securities 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 38% and a Non-GAAP-based tax rate of approximately 15%; these rate differences are due to the income tax effects of expenses that are excluded for the purpose of calculating Non-GAAP-based adjusted net income. Such excluded expenses 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 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 15%, 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 March 31, 2017	
		Per share diluted
GAAP-based net income, attributable to OpenText	$ 21,616	$ 0.08
Add:		
Amortization	80,110	0.30
Share-based compensation	6,661	0.03
Special charges (recoveries)	20,586	0.08
Other (income) expense, net	(1,424)	(0.01)
GAAP-based provision for (recovery of) income taxes	13,239	0.05
Non-GAAP based provision for income taxes	(21,037)	(0.08)
Non-GAAP-based net income, attributable to OpenText	$ 119,751	$ 0.45

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Reconciliation of Selected Non-GAAP Measures | Fiscal 2017 YTD

(in '000s USD)	Nine Months Ended March 31, 2017					
	GAAP	GAAP % of Total Revenue	Adjustments	FN	Non- GAAP	Non-GAAP % of Total Revenue
COST OF REVENUES						
Cloud services and subscriptions	$ 220,667		$ (839)	(1)	$ 219,828	
Customer support	87,529		(766)	(1)	86,763	
Professional service and other	137,167		(1,002)	(1)	136,165	
Amortization of acquired technology-based intangible assets	87,268		(87,268)	(2)	—	
GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%)	1,084,628	66.6%	89,875	(3)	1,174,503	72.2%
Operating expenses						
Research and development	200,379		(5,372)	(1)	195,007	
Sales and marketing	315,297		(7,230)	(1)	308,067	
General and administrative	122,939		(7,164)	(1)	115,775	
Amortization of acquired customer-based intangible assets	108,248		(108,248)	(2)	—	
Special charges (recoveries)	44,157		(44,157)	(4)	—	
GAAP-based income from operations and operating margin (%) / Non-GAAP-based income from operations and operating margin (%)	246,480	15.1%	262,046	(5)	508,526	31.2%
Other income (expense), net	4,565		(4,565)	(6)	—	
Provision for (recovery of) income taxes	(815,364)		878,495	(7)	63,131	
GAAP-based net income / Non-GAAP-based net income, attributable to OpenText	979,522		(621,014)	(8)	358,508	
GAAP-based earnings per share / Non GAAP-based earnings per share-diluted, attributable to OpenText	$ 3.88		$ (2.46)	(8)	$ 1.42	

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Reconciliation of Selected Non-GAAP Measures | Fiscal 2017 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 one-time, non-recurring 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 and operating margin stated as a percentage of total revenue.
6	Adjustment relates to the exclusion of Other income (expense) from our Non-GAAP-based operating expenses as Other income (expense) relates primarily 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 non-marketable securities 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 recovery rate of approximately 496% and a Non-GAAP-based tax rate of approximately 15%; these rate differences are due to the income tax effects of expenses that are excluded for the purpose of calculating Non-GAAP-based adjusted net income. Such excluded expenses 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 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 15%, 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:

	Nine Months Ended March 31, 2017	
		Per Share Diluted
GAAP-based net income, attributable to OpenText	$ 979,522	$ 3.88
Add:		
Amortization	195,516	0.77
Share-based compensation	22,373	0.09
Special charges (recoveries)	44,157	0.17
Other (income) expense, net	(4,565)	(0.02)
GAAP-based provision for (recovery of) income taxes	(815,364)	(3.23)
Non-GAAP based provision for income taxes	(63,131)	(0.24)
Non-GAAP-based net income, attributable to OpenText	$ 358,508	$ 1.42

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Reconciliation of Selected Non-GAAP Measures | Q2 F17

(in '000s USD)	Three Months Ended December 31, 2016					
	GAAP	GAAP % of Total Revenue	Adjustments	FN	Non- GAAP	Non-GAAP % of Total Revenue
COST OF REVENUES						
Cloud services and subscriptions	$ 73,150		$ (211)	(1)	$ 72,939	
Customer support	27,349		(270)	(1)	27,079	
Professional service and other	40,295		(468)	(1)	39,827	
Amortization of acquired technology-based intangible assets	24,848		(24,848)	(2)	—	
GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%)	374,676	69.0%	25,797	(3)	400,473	73.8%
Operating expenses						
Research and development	64,721		(1,995)	(1)	62,726	
Sales and marketing	102,651		(2,329)	(1)	100,322	
General and administrative	39,914		(2,299)	(1)	37,615	
Amortization of acquired customer-based intangible assets	33,815		(33,815)	(2)	—	
Special charges (recoveries)	11,117		(11,117)	(4)	—	
GAAP-based income from operations and operating margin (%) / Non-GAAP-based income from operations and operating margin (%)	107,157	19.7%	77,352	(5)	184,509	34.0%
Other income (expense), net	(3,558)		3,558	(6)	—	
Provision for (recovery of) income taxes	30,822		(7,319)	(7)	23,503	
GAAP-based net income / Non-GAAP-based net income, attributable to OpenText	45,022		88,229	(8)	133,251	
GAAP-based earnings per share / Non GAAP-based earnings per share-diluted, attributable to OpenText	$ 0.18		$ 0.36	(8)	$ 0.54	

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Reconciliation of Selected Non-GAAP Measures | Q2 F17

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 one-time non-recurring 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 and operating margin stated as a percentage of total revenue.
6	Adjustment relates to the exclusion of Other income (expense) from our Non-GAAP-based operating expenses as Other income (expense) relates primarily 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 non-marketable securities 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 41% and a Non-GAAP-based tax rate of approximately 15%; these rate differences are due to the income tax effects of expenses that are excluded for the purpose of calculating Non-GAAP-based adjusted net income. Such excluded expenses 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 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 15%, 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, 2016	
		Per share diluted
GAAP-based net income, attributable to OpenText	$ 45,022	$ 0.18
Add:		
Amortization	58,663	0.24
Share-based compensation	7,572	0.03
Special charges (recoveries)	11,117	0.04
Other (income) expense, net	3,558	0.01
GAAP-based provision for (recovery of) income taxes	30,822	0.12
Non-GAAP based provision for income taxes	(23,503)	(0.08)
Non-GAAP-based net income, attributable to OpenText	$ 133,251	$ 0.54

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Reconciliation of Selected Non-GAAP Measures | Q3 F16

(in '000s USD)	Three Months Ended March 31, 2016					
	GAAP	GAAP % of Total Revenue	Adjustments	FN	Non- GAAP	Non-GAAP % of Total Revenue
COST OF REVENUES						
Cloud services and subscriptions	$ 61,298		$ (202)	(1)	$ 61,096	
Customer support	22,427		(215)	(1)	22,212	
Professional service and other	37,599		(247)	(1)	37,352	
Amortization of acquired technology-based intangible assets	17,630		(17,630)	(2)	—	
GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%)	299,109	67.9%	18,294	(3)	317,403	72.0%
Operating expenses						
Research and development	48,160		(500)	(1)	47,660	
Sales and marketing	84,600		(3,213)	(1)	81,387	
General and administrative	37,731		(1,589)	(1)	36,142	
Amortization of acquired customer-based intangible assets	27,966		(27,966)	(2)	—	
Special charges (recoveries)	(1,671)		1,671	(4)	—	
GAAP-based income from operations and operating margin (%) / Non-GAAP-based income from operations and operating margin (%)	88,569	20.1%	49,891	(5)	138,460	31.4%
Other income (expense), net	2,120		(2,120)	(6)	—	
Provision for (recovery of) income taxes	5,353		19,100	(7)	24,453	
GAAP-based net income / Non-GAAP-based net income, attributable to OpenText	69,115		28,671	(8)	97,786	
GAAP-based earnings per share / Non GAAP-based earnings per share-diluted, attributable to OpenText	$ 0.28		$ 0.12	(8)	$ 0.40	

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Reconciliation of Selected Non-GAAP Measures | Q3 F16

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 one-time non-recurring 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 and operating margin stated as a percentage of total revenue.
6	Adjustment relates to the exclusion of Other income (expense) from our Non-GAAP-based operating expenses as Other income (expense) relates primarily 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.
7	Adjustment relates to differences between the GAAP-based tax provision rate of approximately 7% and a Non-GAAP-based tax rate of approximately 20%; these rate differences are due to the income tax effects of expenses that are excluded for the purpose of calculating Non-GAAP-based adjusted net income. Such excluded expenses include amortization, share-based compensation, Special charges (recoveries) and other income (expense), net. Also excluded are tax 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. In arriving at our Non-GAAP-based tax rate of approximately 20%, 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 March 31, 2016	
		Per Share Diluted
GAAP-based net income, attributable to OpenText	$ 69,115	$ 0.28
Add:		
Amortization	45,596	0.19
Share-based compensation	5,966	0.03
Special charges (recoveries)	(1,671)	(0.01)
Other (income) expense, net	(2,120)	(0.01)
GAAP-based provision for (recovery of) income taxes	5,353	0.02
Non-GAAP based provision for income taxes	(24,453)	(0.10)
Non-GAAP-based net income, attributable to OpenText	$ 97,786	$ 0.40

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Reconciliation of Selected Non-GAAP Measures | Q4 F16

(in '000s USD)	Three Months Ended June 30, 2016					
	GAAP	GAAP % of Total Revenue	Adjustments	FN	Non- GAAP	Non-GAAP % of Total Revenue
COST OF REVENUES						
Cloud services and subscriptions	$ 64,889		$ (312)	(1)	$ 64,577	
Customer support	25,237		(269)	(1)	24,968	
Professional service and other	41,546		(540)	(1)	41,006	
Amortization of acquired technology-based intangible assets	17,994		(17,994)	(2)	—	
GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%)	331,031	68.4%	19,115	(3)	350,146	72.4%
Operating expenses						
Research and development	53,747		(836)	(1)	52,911	
Sales and marketing	95,815		(3,026)	(1)	92,789	
General and administrative	33,330		(1,915)	(1)	31,415	
Amortization of acquired customer-based intangible assets	29,637		(29,637)	(2)	—	
Special charges (recoveries)	10,092		(10,092)	(4)	—	
GAAP-based income from operations and operating margin (%) / Non-GAAP-based income from operations and operating margin (%)	93,479	19.3%	64,621	(5)	158,100	32.7%
Other income (expense), net	409		(409)	(6)	—	
Provision for (recovery of) income taxes	(14,347)		41,644	(7)	27,297	
GAAP-based net income / Non-GAAP-based net income, attributable to OpenText	86,390		22,568	(8)	108,958	
GAAP-based earnings per share / Non GAAP-based earnings per share-diluted, attributable to OpenText	$ 0.71		$ 0.18	(8)	$ 0.89	

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Reconciliation of Selected Non-GAAP Measures | Q4 F16

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 following the relevant acquisitions, include one-time non-recurring charges or recoveries, and 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 and operating margin stated as a percentage of total revenue.
6	Adjustment relates to the exclusion of Other income (expense) from our Non-GAAP-based operating expenses as Other income (expense) relates primarily 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.
7	Adjustment relates to differences between the GAAP-based tax recovery rate of approximately 20% and a Non-GAAP-based tax rate of 20%; these rate differences are due to the income tax effects of expenses that are excluded for the purpose of calculating Non-GAAP-based adjusted net income. Such excluded expenses include amortization, share-based compensation, Special charges (recoveries) and other income (expense), net. Also excluded are tax expense items unrelated to current period income such as changes in reserves for tax uncertainties and valuation allowance reserves, tax arising on internal reorganizations, and “book to return” adjustments for tax return filings and tax assessments (in total “adjusted expenses”). In arriving at our Non-GAAP-based tax rate of 20%, we analyzed the individual adjusted expenses and took into consideration the impact of statutory tax rates from local jurisdictions incurring the expense.
8	Reconciliation of GAAP-based net income to Non-GAAP-based net income:

	Three Months Ended June 30, 2016	
		Per Share Diluted
GAAP-based net income, attributable to OpenText	$ 86,390	$ 0.71
Add:		
Amortization	47,631	0.39
Share-based compensation	6,898	0.06
Special charges (recoveries)	10,092	0.08
Other (income) expense, net	(409)	—
GAAP-based provision for (recovery of) income taxes	(14,347)	(0.12)
Non-GAAP based provision for income taxes	(27,297)	(0.23)
Non-GAAP-based net income, attributable to OpenText	$ 108,958	$ 0.89

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Reconciliation of Selected Non-GAAP Measures | Fiscal 2016 YTD

(in '000s USD)	Nine Months Ended March 31, 2016					
	GAAP	GAAP % of Total Revenue	Adjustments	FN	Non- GAAP	Non-GAAP % of Total Revenue
COST OF REVENUES						
Cloud services and subscriptions	$ 179,132		$ (641)	(1)	$ 178,491	
Customer support	64,624		(631)	(1)	63,993	
Professional service and other	114,038		(1,086)	(1)	112,952	
Amortization of acquired technology-based intangible assets	56,244		(56,244)	(2)	—	
GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%)	919,197	68.6%	58,602	(3)	977,799	72.9%
Operating expenses						
Research and development	140,310		(1,988)	(1)	138,322	
Sales and marketing	248,420		(9,043)	(1)	239,377	
General and administrative	107,067		(5,691)	(1)	101,376	
Amortization of acquired customer-based intangible assets	83,564		(83,564)	(2)	—	
Special charges (recoveries)	24,754		(24,754)	(4)	—	
GAAP-based income from operations and operating margin (%) / Non-GAAP-based income from operations and operating margin (%)	275,084	20.5%	183,642	(5)	458,726	34.2%
Other income (expense), net	(1,832)		1,832	(6)	—	
Provision for (recovery of) income taxes	20,629		60,149	(7)	80,778	
GAAP-based net income / Non-GAAP-based net income, attributable to OpenText	198,087		125,325	(8)	323,412	
GAAP-based earnings per share / Non GAAP-based earnings per share-diluted, attributable to OpenText	$ 0.81		$ 0.51	(8)	$ 1.32	

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Reconciliation of Selected Non-GAAP Measures | Fiscal 2016 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 one-time non-recurring 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 and operating margin stated as a percentage of total revenue.
6	Adjustment relates to the exclusion of Other income (expense) from our Non-GAAP-based operating expenses as Other income (expense) relates primarily 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.
7	Adjustment relates to differences between the GAAP-based tax provision rate of approximately 9% and a Non-GAAP-based tax rate of 20%; these rate differences are due to the income tax effects of expenses that are excluded for the purpose of calculating Non-GAAP-based adjusted net income. Such excluded expenses include amortization, share-based compensation, Special charges (recoveries) and other income (expense), net. Also excluded are tax 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. In arriving at our Non-GAAP-based tax rate of 20%, 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:

	Nine Months Ended March 31, 2016	
		Per Share Diluted
GAAP-based net income, attributable to OpenText	$ 198,087	$ 0.81
Add:		
Amortization	139,808	0.57
Share-based compensation	19,080	0.08
Special charges (recoveries)	24,754	0.10
Other (income) expense, net	1,832	0.01
GAAP-based provision for (recovery of) income taxes	20,629	0.08
Non-GAAP based provision for income taxes	(80,778)	(0.33)
Non-GAAP-based net income, attributable to OpenText	$ 323,412	$ 1.32

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