opentext™

Investor Day Presentation: Enterprise World 2018

NASDAQ: OTEX | TSX: OTEX

Agenda

Time	Presenters	Topic
12:00 – 12:30 PM	Lunch	
12:30 – 12:35 PM	**Greg Secord** VP, Investor Relations	Welcome
12:35 – 1:20 PM	**Mark J. Barrenechea** Vice Chair, CEO & CTO	Strategic Overview
1:20 – 1:40 PM	**Muhi Majzoub** EVP, Engineering and Cloud Services	Product Update and Demo
1:40 – 1:55 PM	**Simon “Ted” Harrison** EVP, Worldwide Sales	Sales Overview
1:55 – 2:10 PM	**James McGourlay** EVP, Worldwide Support	Customer Engagement
2:10 – 2:30 PM	**Mark J. Barrenechea, Madhu Ranganathan, Muhi Majzoub, Ted Harrison, James McGourlay**	Q&A

OpenText Confidential. ©2018 All Rights Reserved.

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, 2018 (Fiscal 2018) 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, total growth from acquisitions, innovation and organic initiatives, and distribution expansion, the focus on recurring revenues, improving efficiency, expanding cash flow and strengthening the business, adjusted operating income and cash flow, its financial condition, the adjusted operating margin target range, results of operations and earnings, announced acquisitions, ongoing tax matters, the integration of the acquired businesses, expected timing, charges and savings related to restructuring activities, declaration of quarterly dividends, future tax rates, new platform and product offerings, scaling OpenText to new levels, 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) failure to comply with privacy laws and regulations that are extensive, open to various interpretations and complex to implement including General Data Protection Regulation (GDPR); (vi) fluctuations in currency exchange rates; (vii) delays in the purchasing decisions of the Company's customers; (viii) the competition the Company faces in its industry and/or marketplace; (ix) the final determination of litigation, tax audits (including tax examinations in the United States and elsewhere) and other legal proceedings; (x) potential exposure to greater than anticipated tax liabilities or expenses, including with respect to changes in Canadian, U.S. or international tax regimes including the new tax reform legislation enacted through the Tax Cuts and Jobs Act in the United States; (xi) the possibility of technical, logistical or planning issues in connection with the deployment of the Company's products or services; (xii) the continuous commitment of the Company's customers; and (xiii) demand for the Company's products and services. 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.

OpenText Confidential. ©2018 All Rights Reserved.

Mark J. Barrenechea

Vice Chair, CEO and CTO

OpenText Confidential. ©2018 All Rights Reserved.

Welcome to Enterprise World 2018



4,000 Attendees

500 Partners

265 Breakout Sessions

100 Customer Speakers

90 Industry Experts

80 Exhibitors

50 Countries

5 Days

Customers and Partners at Enterprise World

Customers

SFO serious fraud office

UNIDO

County of Los Angeles California

Malaysia Airports

Neptune Energy

Siemens

Monster Energy

E&J Gallo Winery

Partners

accenture

AT&T

SAP

Infosys

EY

Deloitte.

TATA Consultancy Services

OpenText Confidential. ©2018 All Rights Reserved.

Top Priorities

Intelligent and Connected

OpenText Enterprise Cloud

Total Security

Business Network

Content Services

Intelligent CORE

Platform for Innovation

Run Anywhere

Simplify Consumption

OpenText Confidential. ©2018 All Rights Reserved.

Experienced Management Team



Mark J. Barrenechea
Vice Chair, CEO & CTO



Madhu Ranganathan
EVP, CFO



Muhi Majzoub
EVP, Engineering & Cloud Services



Gordon Davies
EVP, CLO & Corporate Development



Simon "Ted" Harrison
EVP, Worldwide Sales



James McGourlay
EVP, Worldwide Support



Paul Duggan
SVP, Worldwide Operations



Kasey Holman
SVP, Communications & Brand



David Jamieson
SVP, CIO



Prentiss Donohue
SVP, Professional Services



Leslie Sarauer
SVP, Human Resources



Patricia E. Nagle
SVP, Chief Marketing Officer

OpenText Confidential. ©2018 All Rights Reserved.

Global Operations and Distribution



	Total	Americas		EMEA	APJ
# of Employees[1]:	Total Employees **12,000**	United States **3,700**	Canada **1,700**	Europe, Middle East, Africa **2,300**	APJ **4,300**
FY17 Revenue:	Total Revenue **$2.29B**	United States **$1.09B**	Canada **$230M**	**$730M**	**$250M**

1. Numbers are approximate as of Q3 FY'18

OpenText Confidential. ©2018 All Rights Reserved.

opentext™

NASDAQ, TSX: OTEX
A TSX-60 Company

The EIM market leader for enterprise software and cloud solutions enabling enterprises to create connected and intelligent organizations

Market Leader in EIM [1]

Market Leader in Managed Services

120,000 Customers

100 Million End Users

50 Million Secured End Points

1 Exabyte under management

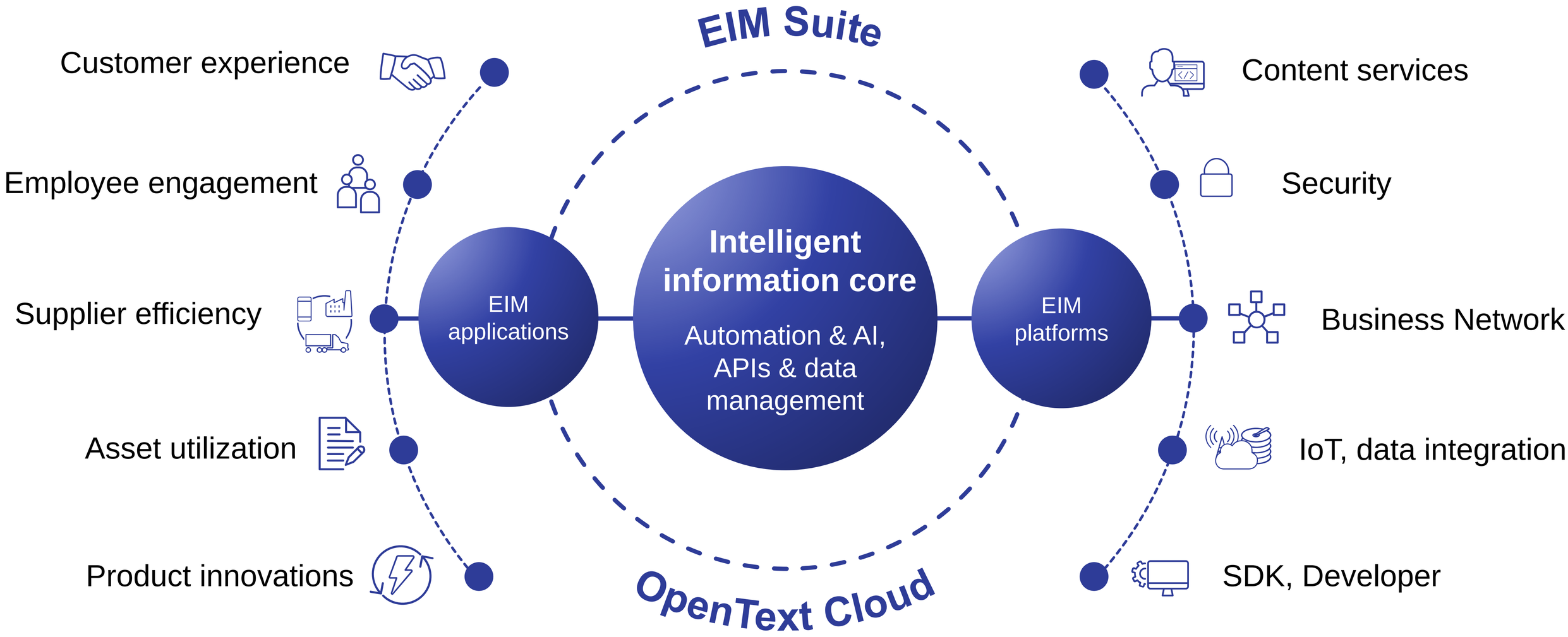
99.99% Uptime

The Information Company

1. All statements and figures are Company supplied estimates

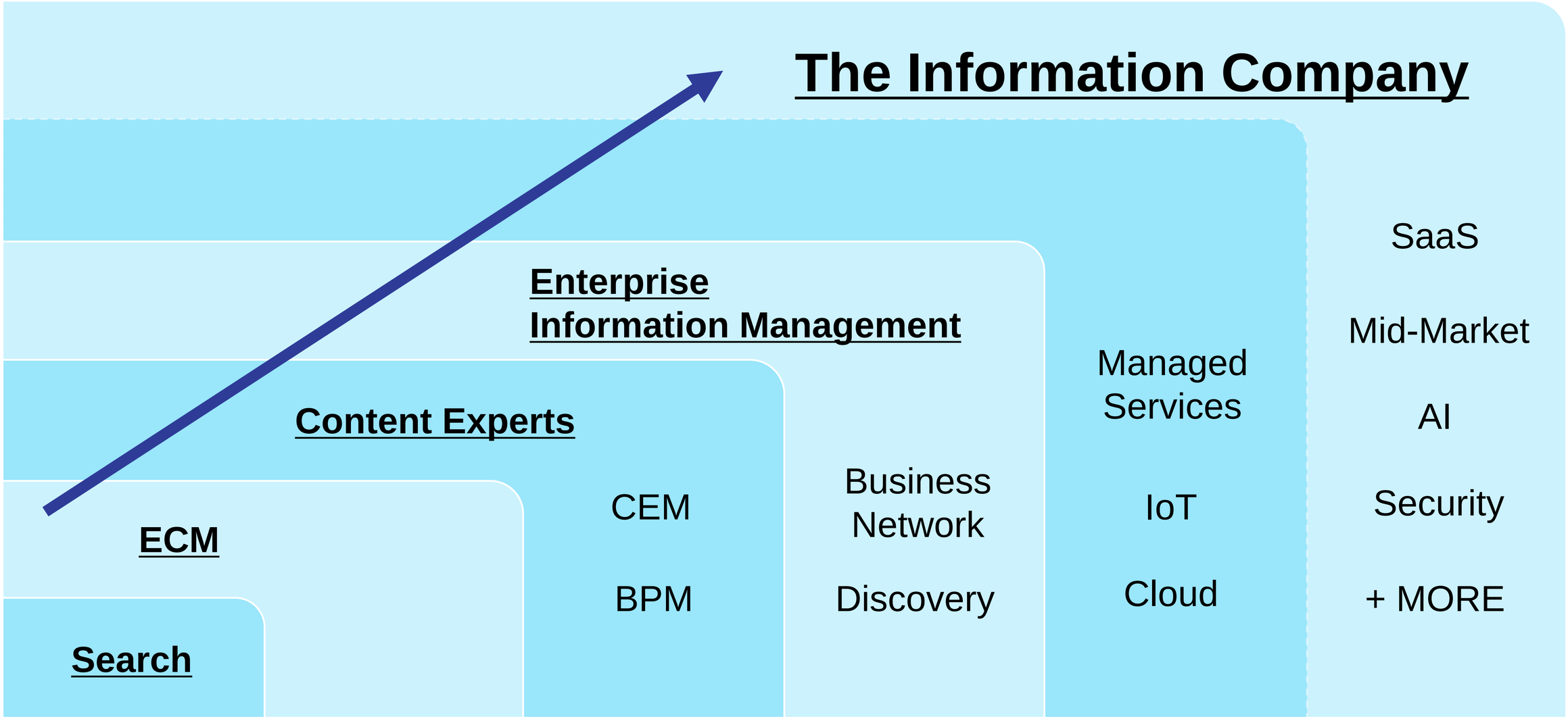
OpenText Confidential. ©2018 All Rights Reserved.

Our Vision: The Intelligent and Connected Enterprise



OpenText Confidential. ©2018 All Rights Reserved.

$100 Billion Strategic Opportunity



1. Referencing Industry Analyst reports for EIM technologies, AI and IoT.

opentext™

OpenText Confidential. ©2018 All Rights Reserved.

Total Growth

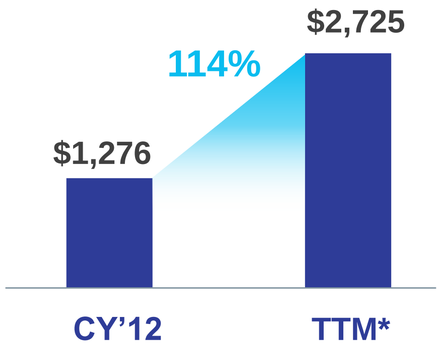


- **EIM Market leader and expanded portfolio to include Security, AI and IoT**
- **Focus on select verticals: FinServ, Life Sciences, Manufacturing, Auto, Healthcare, Government**

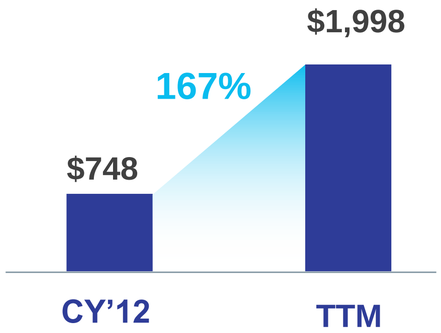
OpenText Confidential. ©2018 All Rights Reserved.

Six Years of Significant, Sustainable, Profitable Growth

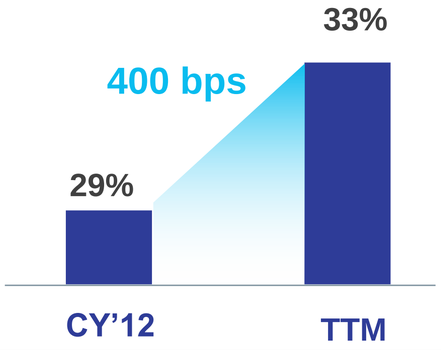
Total Revenue
($US M)



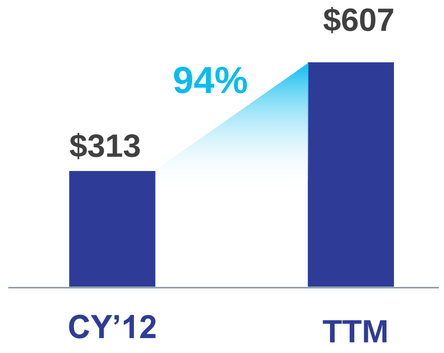
ARR(1)
($US M)



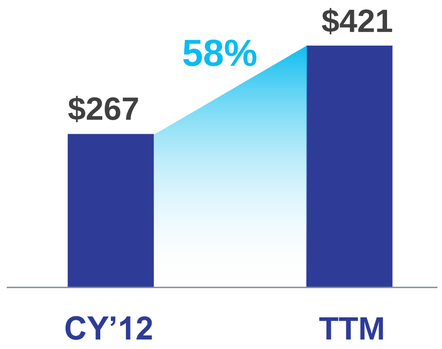
Adj. Op. Margin(2)
(%)



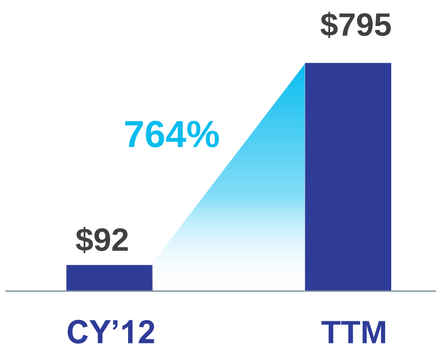
Operating Cash Flow
($US M)



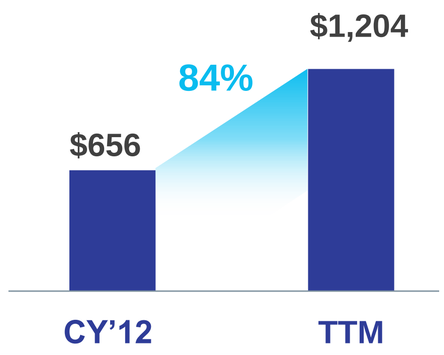
License
($US M)



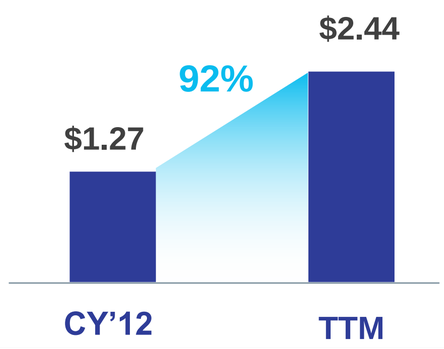
Cloud
($US M)



Customer Support
($US M)



Adj. EPS(2,3)
($US/sh)



* "TTM" represents the Trailing Twelve Months as at March 31, 2018

1. ARR – Annual recurring revenue is defined as the sum of cloud services and subscriptions revenue and customer support revenue.
2. Adj. EPS for CY'12 and TTM is calculated using the weighted average number of common shares o.s. diluted of 234.936M and 266.954M, respectively
3. Please see reconciliation of GAAP to Non-GAAP measures at the end of this presentation and in our historical filings on Form 10Q and 10K

OpenText Confidential. ©2018 All Rights Reserved.

History of Successful Acquisitions[1]

- $4.8 billion of capital deployed since 2012 for acquisitions
- 15 completed acquisitions over 6 years
- Average revenue multiple of 2.1x revenue
- Share price appreciation[2] of 216%
- $271M OCF in Q3 FY'18



(1) Timeline based on calendar year
(2) Share price appreciation from Jan 3, 2012 to Mar. 29, 2018

OpenText Confidential. ©2018 All Rights Reserved.

Strategic Acquisitions: OpenText is a Platform Operator

- *Platform Operators* have a strategic market thesis, purchase assets within that market strategy, and drive deep value through innovation and integration
- *Asset Managers* purchase individual assets and operate them standalone

Platform Operators



Asset Managers

OpenText Confidential. ©2018 All Rights Reserved.

Strategic Acquisitions Strategy

What We Target: Unlocking Value

- Evaluate businesses within the context of “The Information Company” strategy
- Fill functional white spaces, vertical capacities and key geographic expansion opportunities
- We value recurring revenues, paths to higher margin and strong cash flows
- Strong leadership teams, disciplined engineering and leading distribution models
- Dedicated in-house Corporate Development team: from sourcing through integration

OpenText Business System: A Proven Methodology

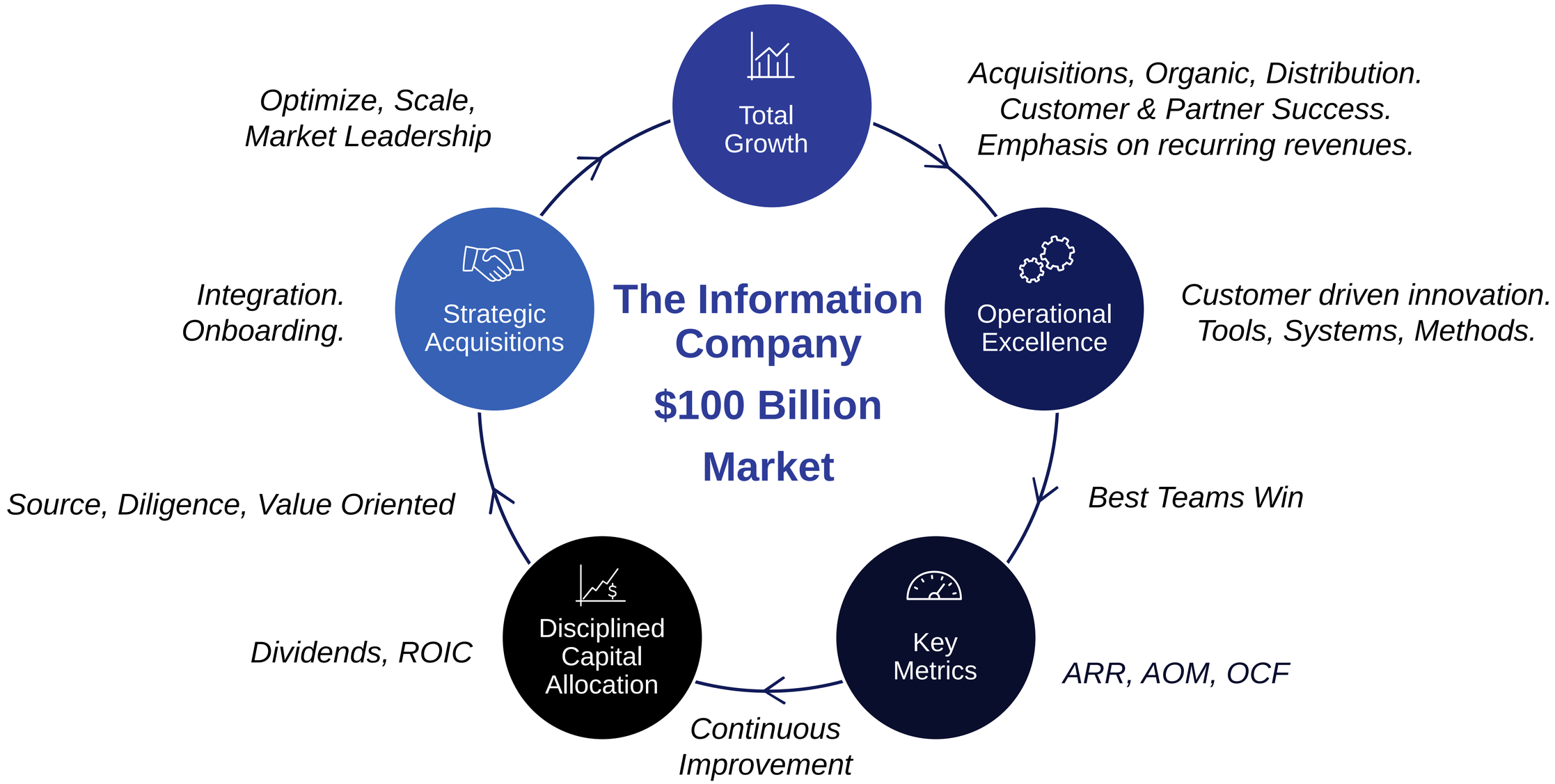
- Ideal businesses are special situations that would benefit from the OpenText Business System and OpenText’s scale
- Our internal M&A models have simple and clear cash-based returns, ROIC is the key metric(1)
- Cost synergies and free cash flow(1) drive more value over revenue synergies
- “On boarding” to the OpenText target model provides consistent value creation
- Immediate day-one integration of acquired businesses
- Scalable centers of excellence in India, the Philippines and Canada

opentext™

1. Not a reported metric but used internally as part of OTBS

OpenText Confidential. ©2018 All Rights Reserved.

The OpenText Business System



OpenText Confidential. ©2018 All Rights Reserved.

Announcements at Enterprise World

- Intelligent and Connected Enterprise
- OpenText Blueprint for the future
  - Release 16 EP5, EP6, EP7
  - OpenText OT2
  - OpenText Enterprise Cloud run anywhere
- OpenText Prime Unlimited
- OpenText Prime Protect
- Customer Success Stories
  - GM, Nestle, Malaysia Airports, British American Tobacco
- Partner Day
  - 500 registered partners



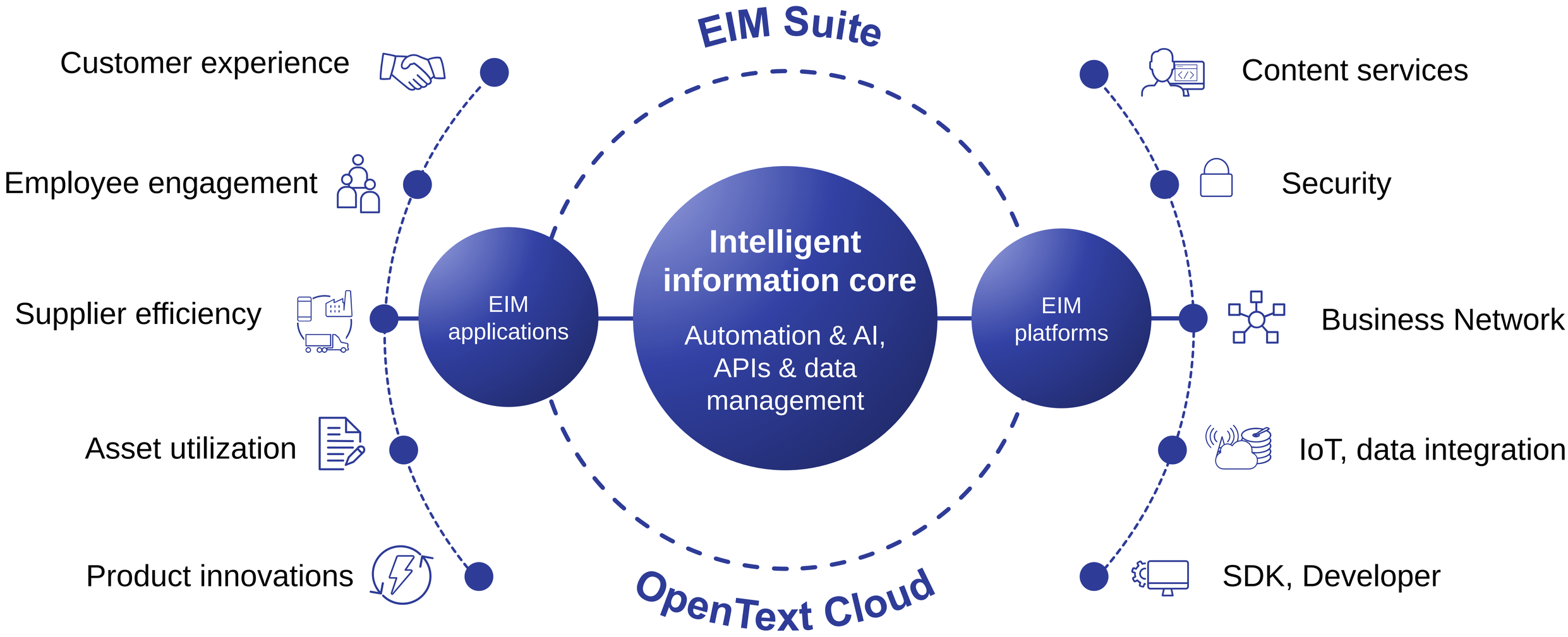
OpenText Confidential. ©2018 All Rights Reserved.

Muhi Majzoub

EVP, Engineering and Cloud Services

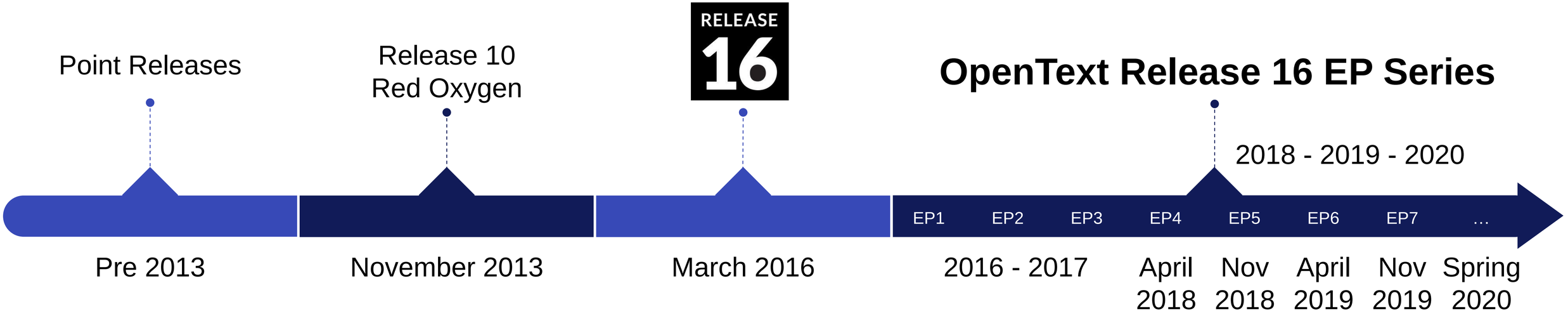
OpenText Confidential. ©2018 All Rights Reserved.

Our Vision: The Intelligent and Connected Enterprise



OpenText Confidential. ©2018 All Rights Reserved.

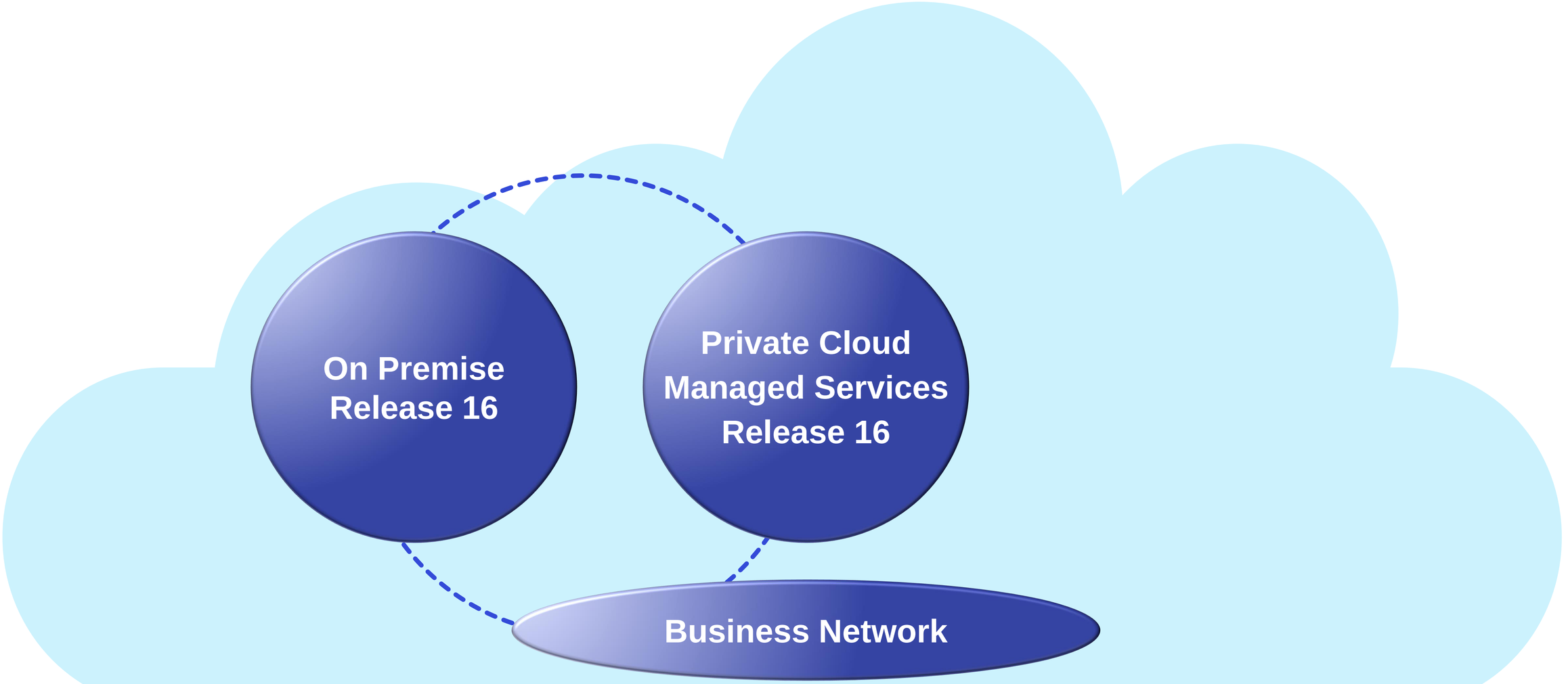
Blue Print for the Future
Release 16 – Your Hybrid EIM Platform



- *Most comprehensive EIM Suite*
- *Hybrid Work Loads*
- *EP5: Applications, Security, Power of Integration*
- *Platform for Innovation*

OpenText Confidential. ©2018 All Rights Reserved.

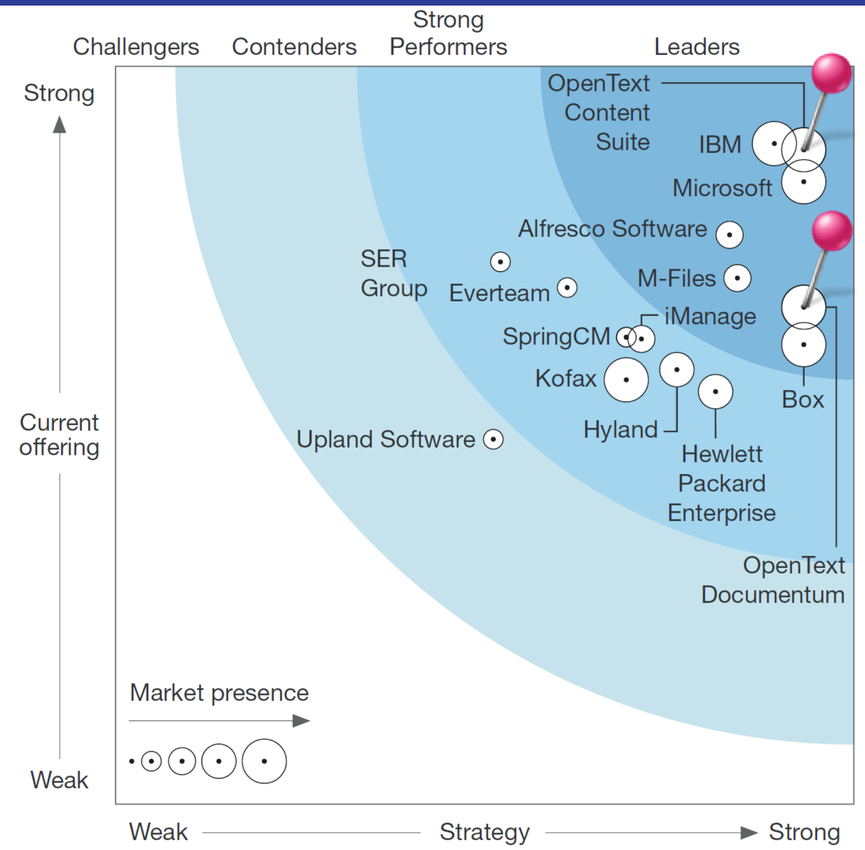
Blue Print for the Future: OpenText Enterprise Cloud



OpenText Confidential. ©2018 All Rights Reserved.

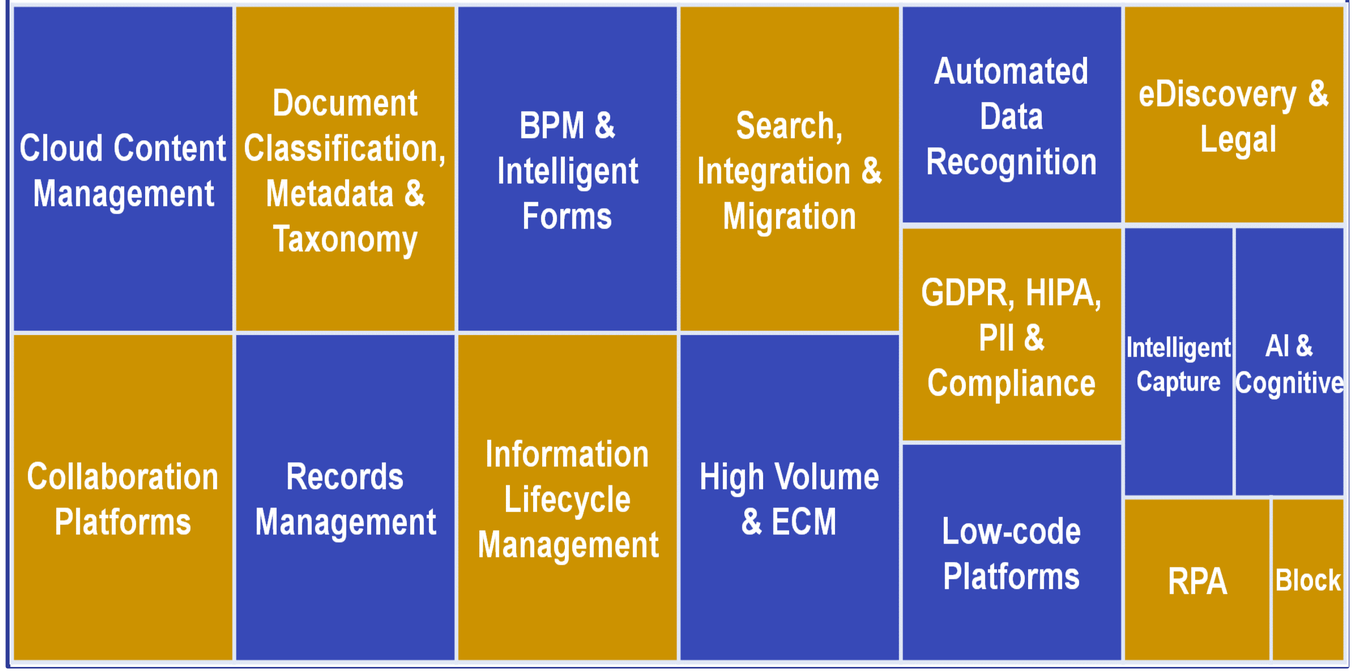
OpenText Leads in Content Services

Forrester ECM Business Content Services Wave 2017(1)



OpenText Content Services

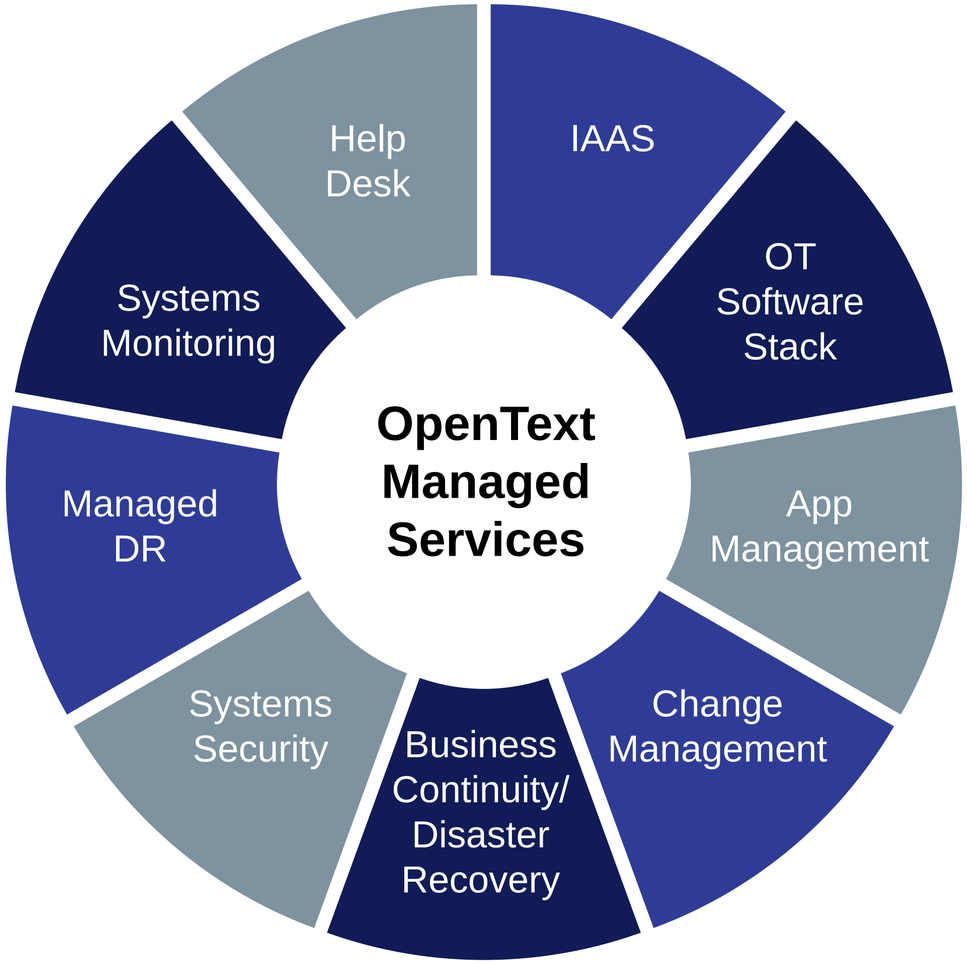
"Customers report high levels of satisfaction with integration capabilities, life-cycle management, and overall foundational library services…OpenText Documentum continues to be a solid offering, particularly for security-conscious regulated industries with rigorous compliance, governance, and retention requirements."(1)



(1) The Forrester Wave™: Enterprise Content Management — Business Content Services,, Q2 2017. April 5, 2017

OpenText Confidential. ©2018 All Rights Reserved.

Blue Print for the Future: OpenText Enterprise Cloud



- 2,000 customers OpenText is responsible for security
- 99.99% Uptime
- Never upgrade again
- Run Anywhere
- Standards-based: NIST, ISO, SOC, GDPR
- One contract, one SLA, BYOL

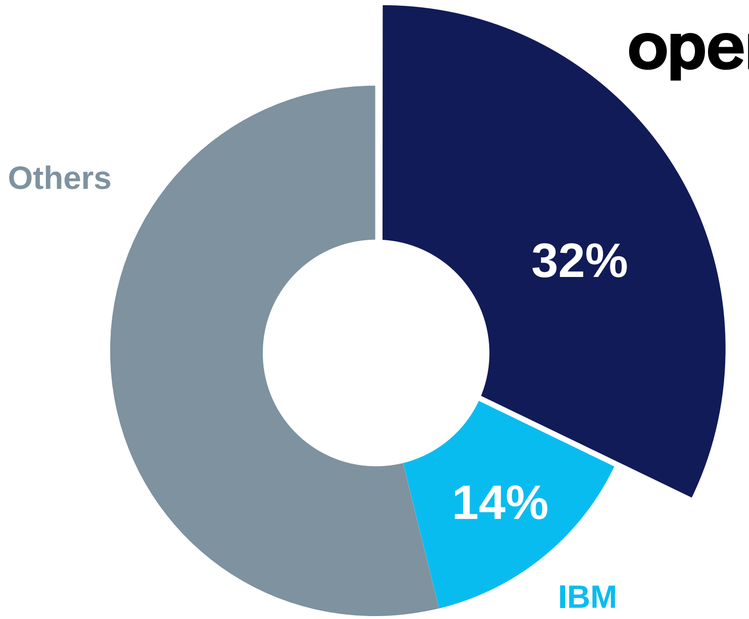
opentext™ | Cloud aws Microsoft Azure

OpenText Confidential. ©2018 All Rights Reserved.

Business Network Leadership

The OpenText Business Network: Optimizes operations, lower cost, accelerates time to revenue, improve customer experiences, and innovates business models

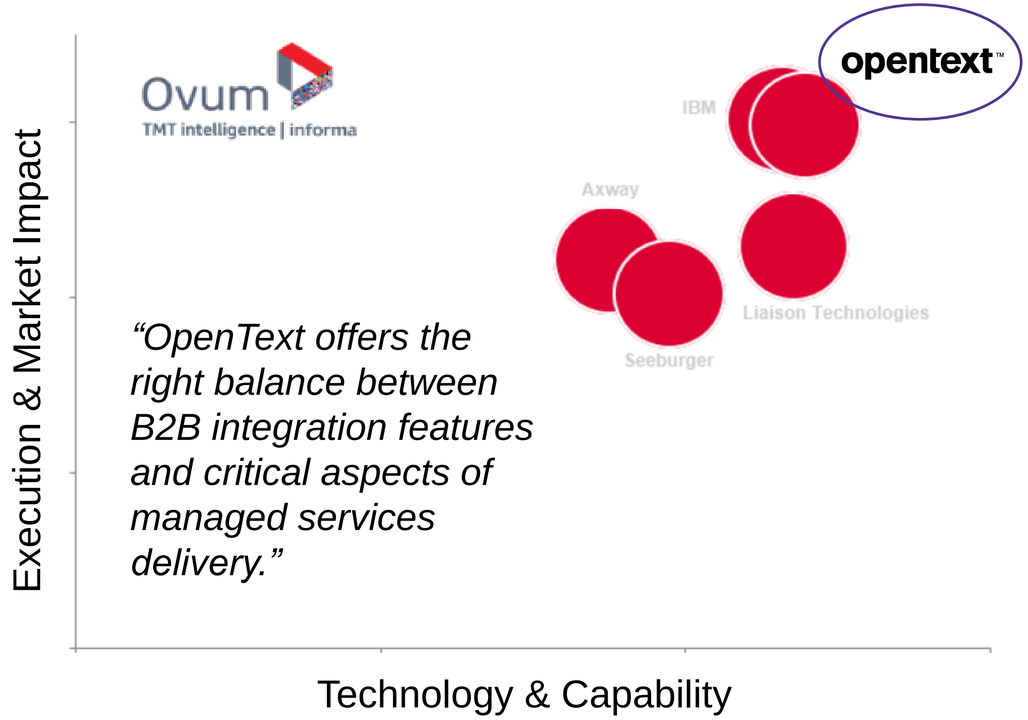
Gartner: Market Guide for Integration Brokerage, 2016



"OpenText Business Network Serves 23 of Gartner's 'Supply Chain Top 25' for 2018"

Source: Gartner, Market Guide for Integration Brokerage, 12/21/2016

Ovum Market Landscape: B2B Integrated Managed Services Providers, 2016-2017



"OpenText offers the right balance between B2B integration features and critical aspects of managed services delivery."

Source: Ovum, December 2016

OpenText Confidential. ©2018 All Rights Reserved.


Native SaaS
Micro-services
Quarterly updates
Runs in the OpenText Enterprise Cloud
OT2
opentext™
Next generation SaaS applications
Pre integrated to Release 16
One data model
One tech stack

Blue Print for the Future: OpenText OT2

OT2 Platform

- *Cloud Foundry*
- *Kafka (Events)*
- *Elk (Logging)*
- *New Relic (Monitoring)*
- *Containers*
- *PostgreSQL*
- *Apigee (API's)*

OT2 Services

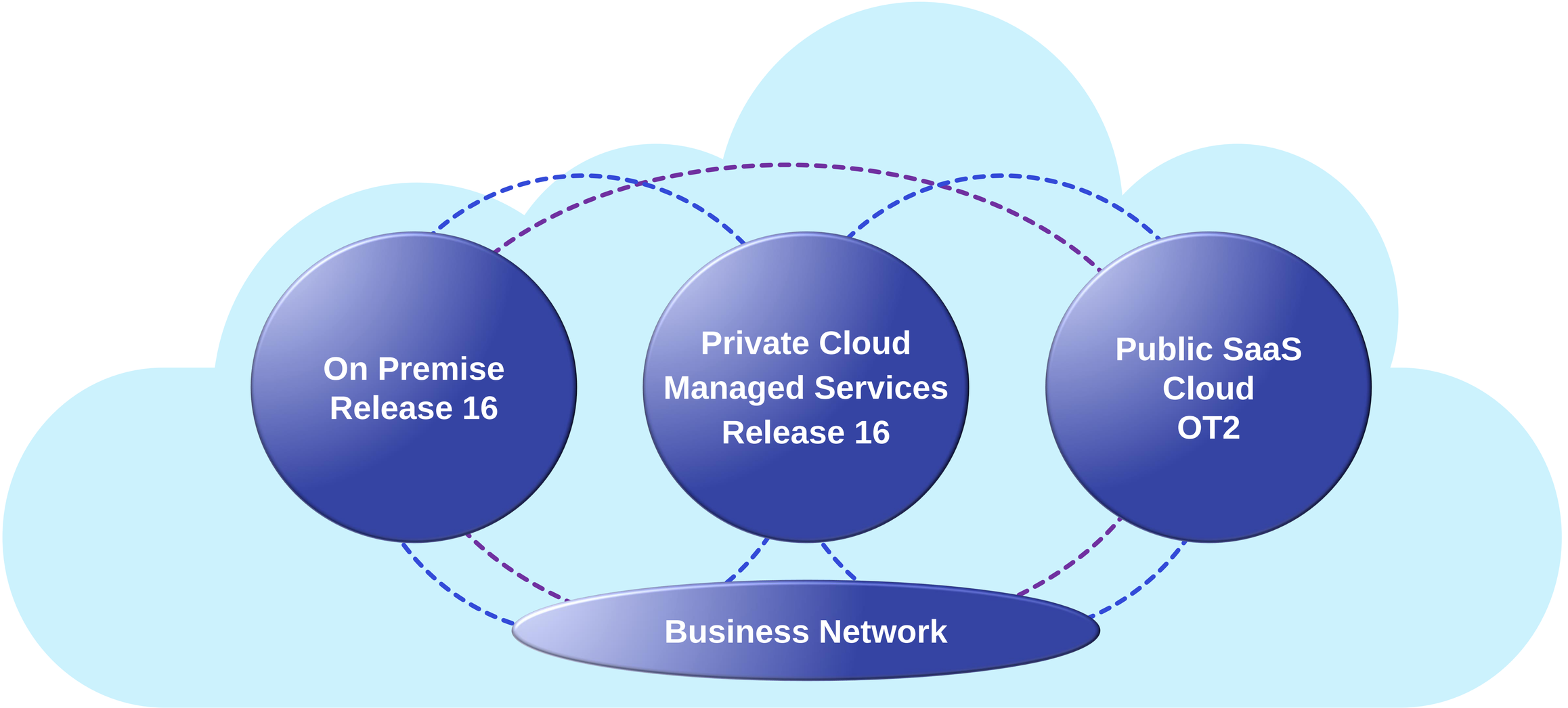
- *Integrated Data*
- *Authentication*
- *IAM*
- *Workflow*
- *Administration*
- *Capture*
- *Content Services*
- *Analytics & AI*
- *… and more*

OT2 Applications

- *CORE*
- *Archive Center*
- *People Center*
- *Business Center*
- *Legal Center*
- *Contract Center*
- *Quality Center*
- *Invoice Center*
- *… and more*

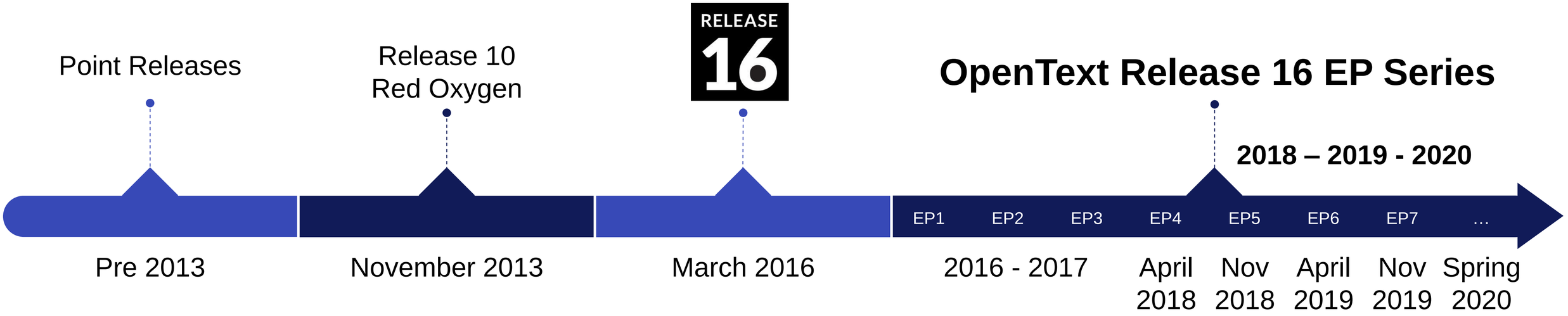
OpenText Confidential. ©2018 All Rights Reserved.

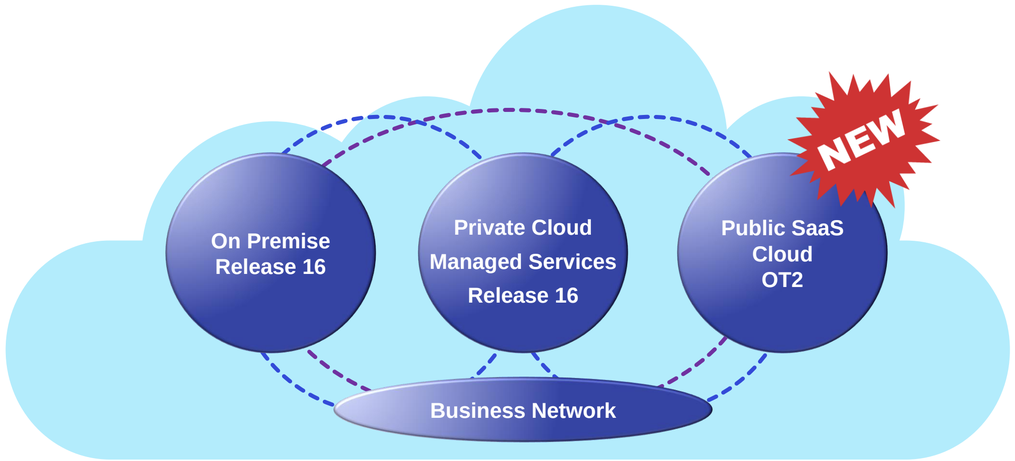
Completing the Need: OpenText Enterprise Cloud



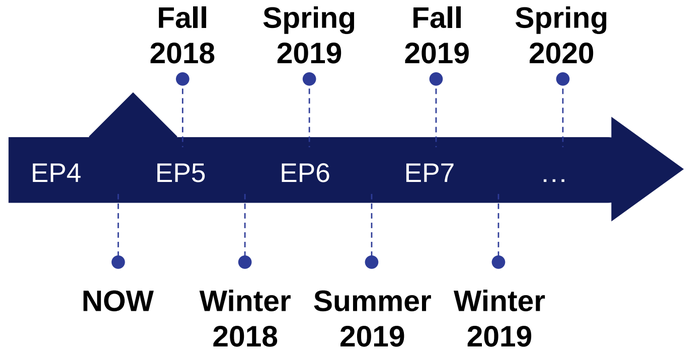
OpenText Confidential. ©2018 All Rights Reserved.

Blue Print for the Future: Release 16 + OT2





OT2
opentext™



OpenText Confidential. ©2018 All Rights Reserved.

Demo of Core, Magellan, and IoT

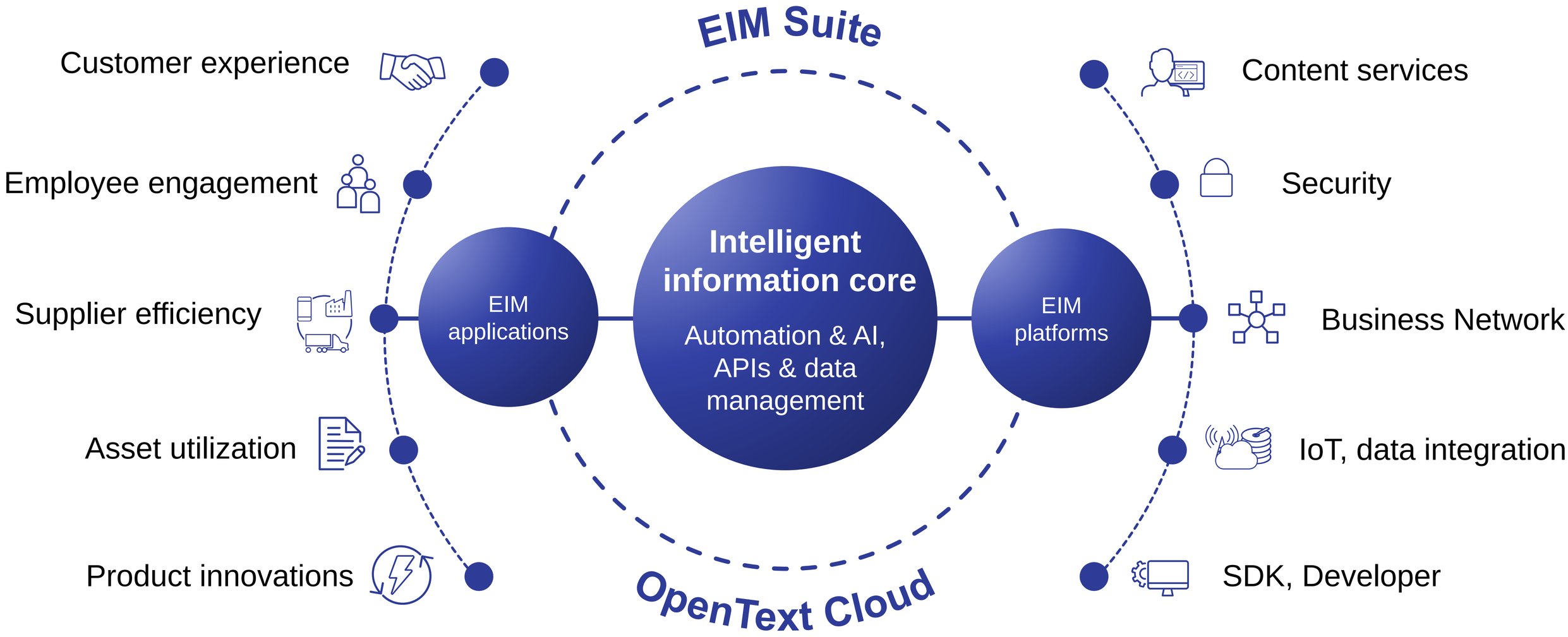
OpenText Confidential. ©2018 All Rights Reserved.

Simon “Ted” Harrison

EVP, Worldwide Sales

OpenText Confidential. ©2018 All Rights Reserved.

Our Vision: The Intelligent and Connected Enterprise



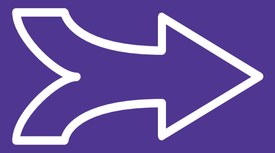
OpenText Confidential. ©2018 All Rights Reserved.

Strategies for Organic Growth



OpenText Confidential. ©2018 All Rights Reserved.

Competitive Replacement



CIOs are continually seeking to rationalize fragmented information systems

Market Leadership	Paths to Value	Market Relevance
• Stronger Roadmap • Breadth of Capability • Suite vs. Point • Expertise	• Specialized Migration & Archiving Tools • Expert PS Team • Customer Incentives • Customer References	• On Premise • Managed Services • Cloud

OpenText Confidential. ©2018 All Rights Reserved.

Install Base – Our Opportunity

- Point solutions to suite
  - Developing digital transformation plans
- Sell more suites
- Migrate to the Cloud
- Simplified consumption



OpenText Confidential. ©2018 All Rights Reserved.

Partner Expansion

Partners Extend Our Reach



- Ecosystem
- System Integrators
- OEM resellers
- Implementers
- Cloud
- Developer Communities

OpenText Confidential. ©2018 All Rights Reserved.

IAM & IoT

opentext™ | Covisint®

GM implemented a secure, identity based digital backbone to power OnStar!



Covisint Identity Access Mgmt. drives GM OnStar

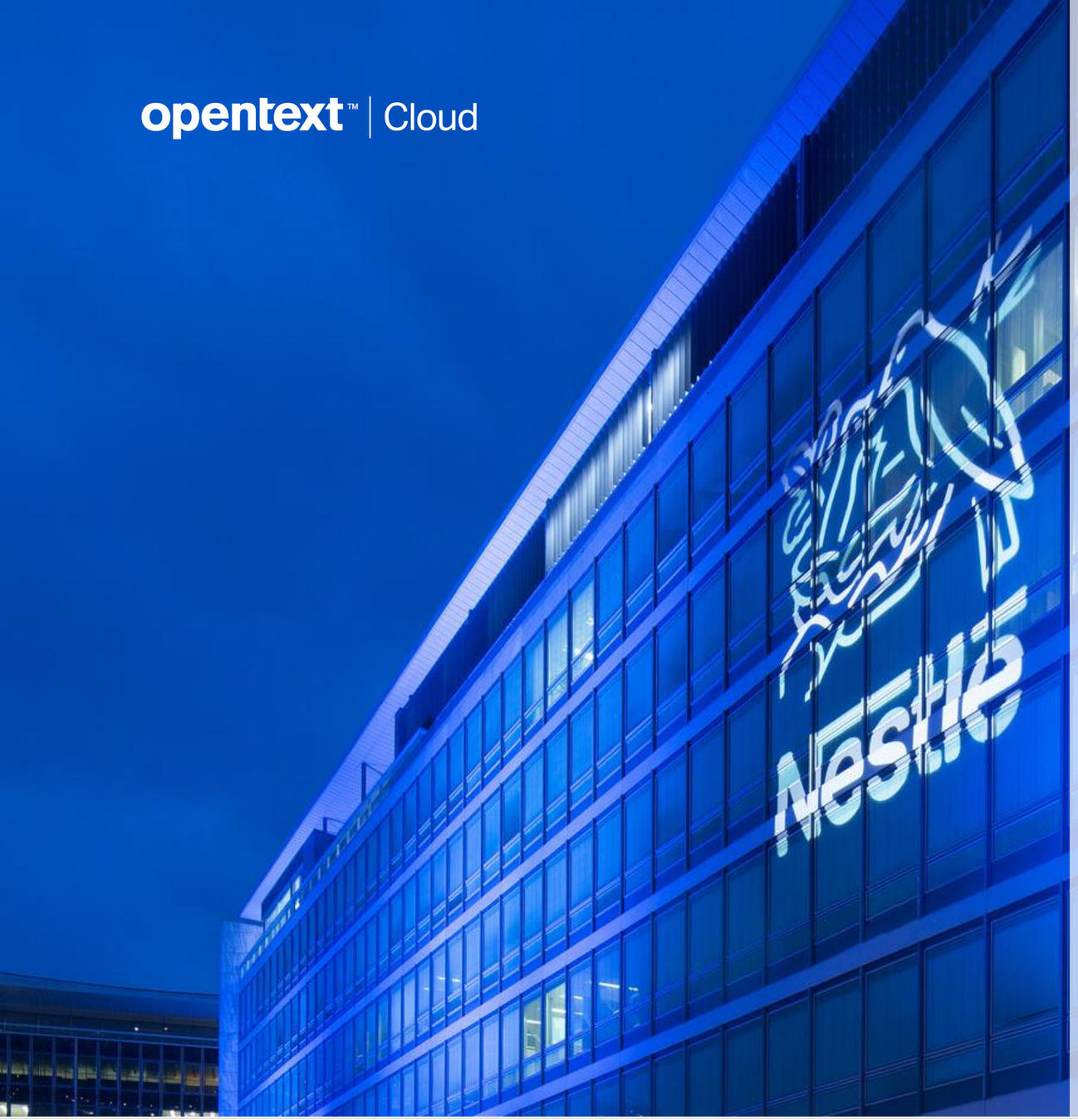
- OnStar provides peace of mind that help is always on hand and encourages improved customer intimacy.
- Simplifies the secure, external access to digital information and assets across the GM business.

Benefits

- **100% digitization** - across entire community reducing response times & streamlining driver setting up process.
- **Supplier engagement** - increased supplier compliance & improved collaboration with GM business apps.
- **Improved customer engagement** – leading to repeat vehicle purchase and establishing ‘lifetime’ customers.

OpenText Confidential. ©2018 All Rights Reserved.

opentext™ | Cloud



Managed Services

Nestlé digitized their supply chain to ensure shelves in retail stores aren't left empty!

Nestlé leverages a B2B Managed Services

- Ensuring the timely delivery of all Nestlé products to retailers around the world!
- Provides end-to-end visibility of all orders across the multiple regions that Nestlé serve.

Benefits

- **Operational efficiencies -** Digitized transaction flows streamlined across 3000 trading partners across 80+ markets globally
- **Improved order visibility** – Custom mobile application offers end to end order management
- **Improved reporting** – across distributors to obtain more accurate demand analysis with insights into product sales, inventory & assets in second tier markets.

OpenText Confidential. ©2018 All Rights Reserved.

Artificial Intelligence (AI)

opentext™ | Magellan™

MALAYSIA AIRPORTS

Intelligent automation & advanced analytics help to transform the passenger experience.



- **Magellan empowers AI-led digital transformation** Malaysia Airports develop unified digital platform to deliver effective engagement & achieve all-round operational efficiency at Kuala Lumpur International Airport.
- Providing a Total Airport Experience (TAE) for all passengers, airlines and retailers

Benefits

- **Passenger satisfaction -** help customers navigate the airport, accessing services & experiences according to preferences.
- **Drive operational efficiency** - identify opportunities for transformation, then assess the impact of change in pursuit of operational excellence.
- **Increase Revenue** - Inform decisions that drive new and existing revenue streams.

OpenText Confidential. ©2018 All Rights Reserved.

opentext™ | Extended ECM



Content Services

BRITISH AMERICAN TOBACCO

BAT creates a global, single source of the truth repository for employee records!

BAT standardizes on OpenText & SuccessFactors

- Managing significant volumes of employee file information & document generation for 50k employees globally
- Extended ECM for SuccessFactors complements SAP at BAT to overcome the challenges of providing a global HR function.

Benefits

- **Consistent HR documentation** in a single, secure solution with automation of HR document generation
- **Cost savings** through It and process efficiency gains and HR system standardization**.**
- **Greater compliance** across all HR processes supported by new reporting and analysis possibilities**.**
- **Improved employee experience & engagement** with quick & easy access to employee documents to support processes

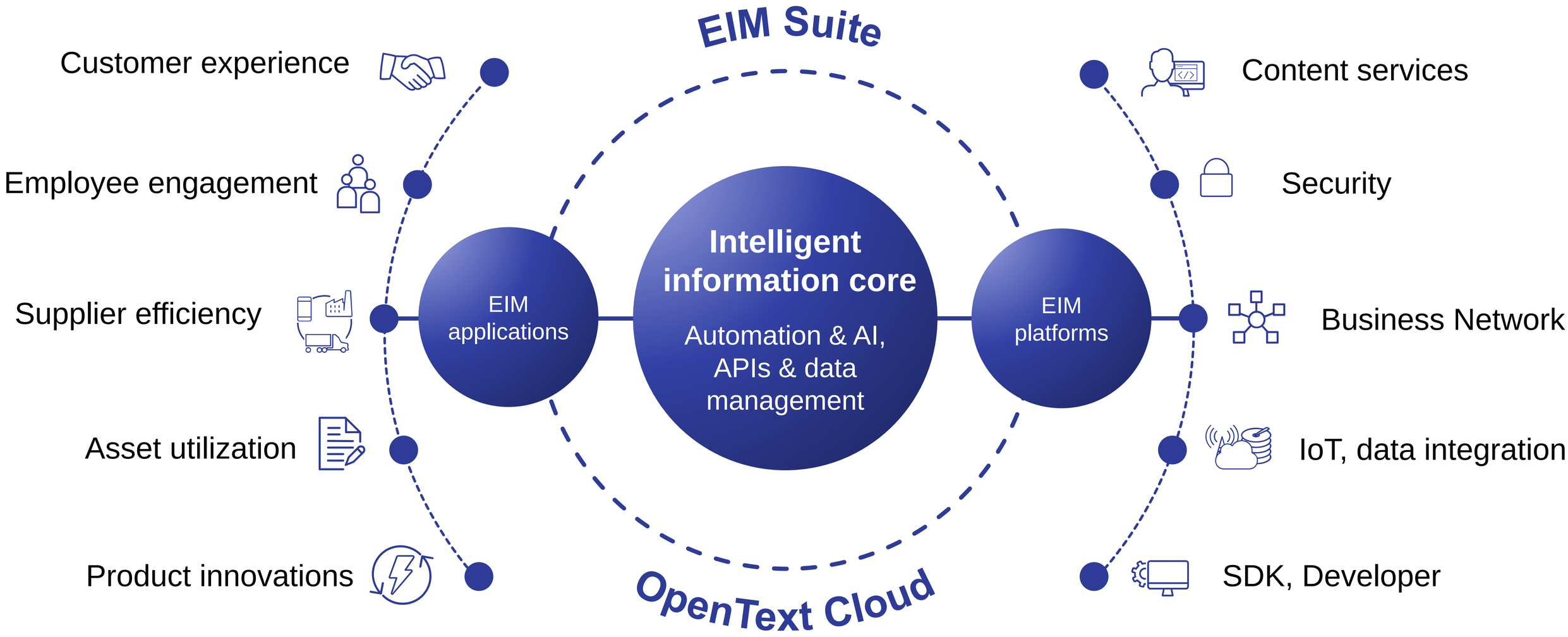
OpenText Confidential. ©2018 All Rights Reserved.

James McGourlay

EVP, Worldwide Support

OpenText Confidential. ©2018 All Rights Reserved.

Our Vision: The Intelligent and Connected Enterprise



OpenText Confidential. ©2018 All Rights Reserved.

Worldwide Leadership

One Renewals Organization

Customer engagement

Analytics & automation

#CSAT



60+
offices

11+
supported languages*

1200+
technical analysts

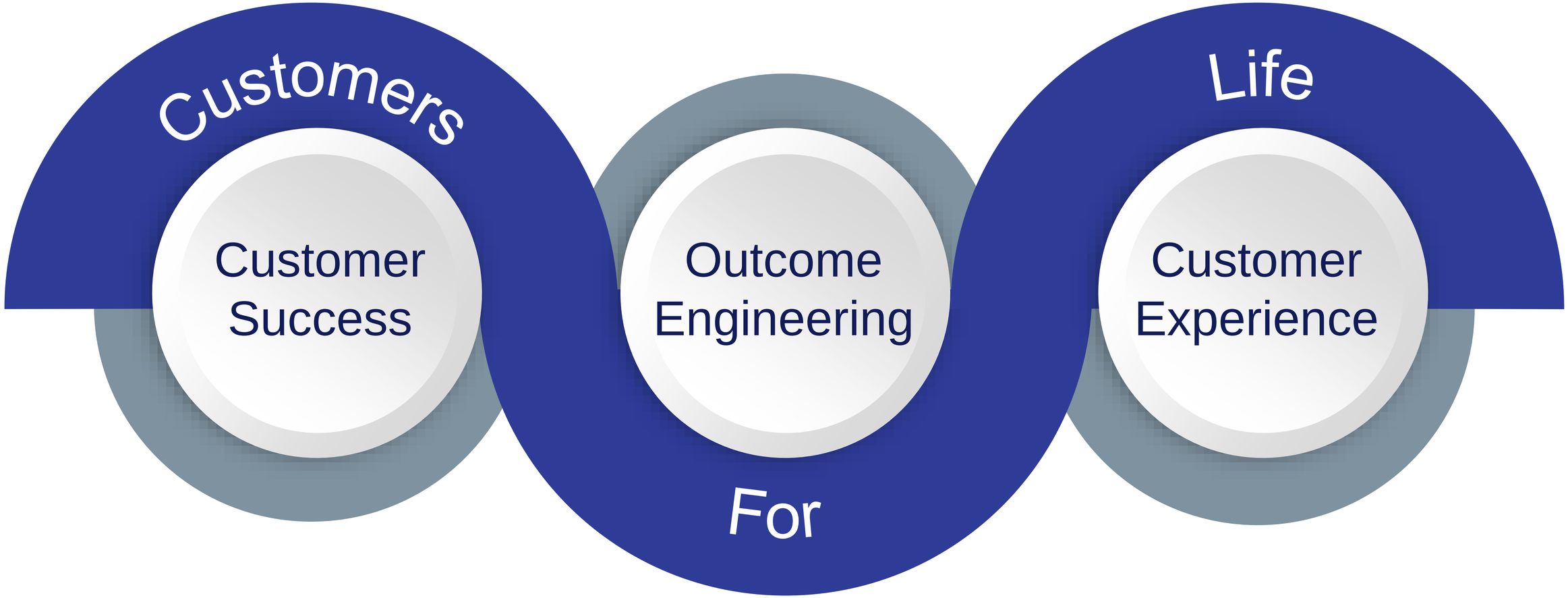
OpenText Confidential. ©2018 All Rights Reserved.

ARR Drivers



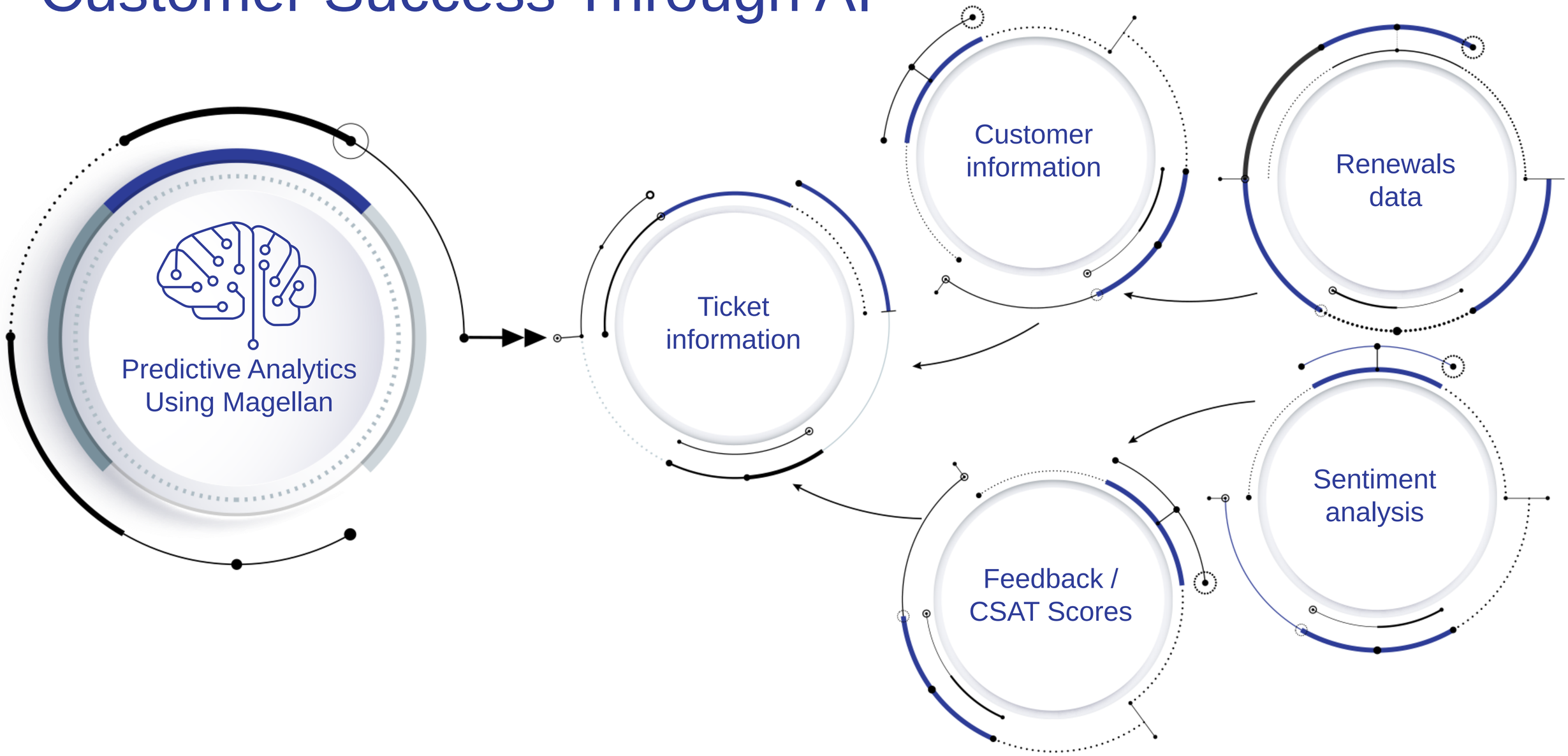
OpenText Confidential. ©2018 All Rights Reserved.

Product Adoption



OpenText Confidential. ©2018 All Rights Reserved.

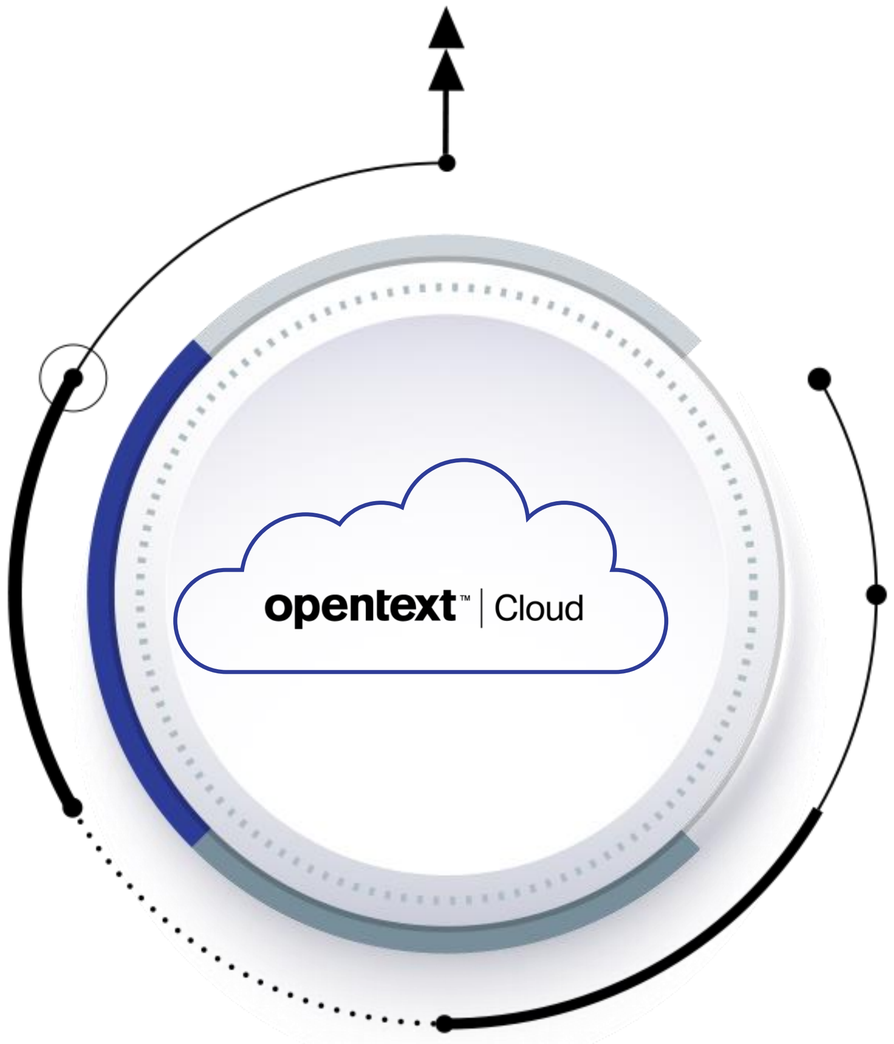
Customer Success Through AI



OpenText Confidential. ©2018 All Rights Reserved.

The OpenText Cloud

- BYOL – Bring Your Own License
- OpenText experts manage the delivery of Enterprise Information Systems
- Managed Services deployments are more successful
- OpenText OT2

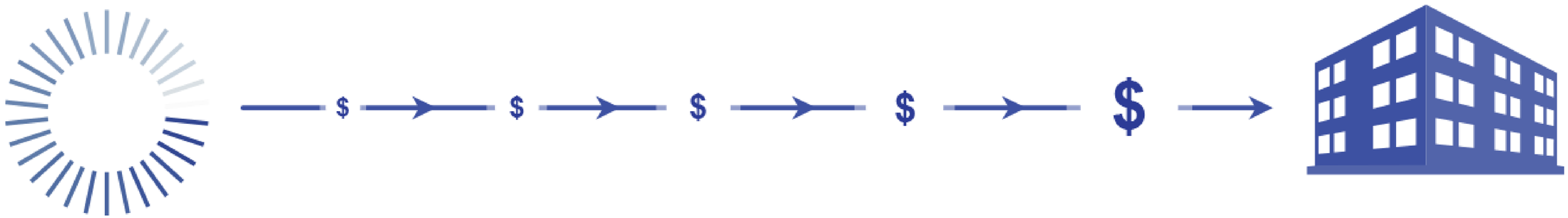


OpenText Confidential. ©2018 All Rights Reserved.

Targeting the Global 10,000

Enterprise customers are looking for:

- Business outcomes
- Customer-centric focus
- Integrated support
- Industry expertise
- One source for renewals



OpenText Confidential. ©2018 All Rights Reserved.

Questions?

OpenText Confidential. ©2018 All Rights Reserved.

Appendix

OpenText Confidential. ©2018 All Rights Reserved.

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, attributable to OpenText, are calculated as GAAP-based net income or earnings per share, attributable to OpenText, 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.

Adjusted earnings (loss) before interest, taxes, depreciation and amortization (Adjusted EBITDA) is calculated as GAAP-based net income, attributable to OpenText, excluding interest income (expense), provision for income taxes, depreciation and amortization of acquired intangible assets, other income (expense), share-based compensation and Special charges (recoveries).

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:

OpenText Confidential. ©2018 All Rights Reserved.

Reconciliation of Selected Non-GAAP Measures | Fiscal 2018 YTD

(in '000s USD)	Nine Months Ended March 31, 2018					
	GAAP	GAAP % of Total Revenue	Adjustments	FN	Non- GAAP	Non-GAAP % of Total Revenue
COST OF REVENUES						
Cloud services and subscriptions	$ 269,012		$ (1,119)	(1)	$ 267,893	
Customer support	99,805		(933)	(1)	98,872	
Professional service and other	188,690		(1,322)	(1)	187,368	
Amortization of acquired technology-based intangible assets	138,391		(138,391)	(2)	—	
GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%)	1,354,428	65.7%	141,765	(3)	1,496,193	72.6%
Operating expenses						
Research and development	241,455		(4,206)	(1)	237,249	
Sales and marketing	381,951		(6,679)	(1)	375,272	
General and administrative	152,717		(6,214)	(1)	146,503	
Amortization of acquired customer-based intangible assets	136,819		(136,819)	(2)	—	
Special charges (recoveries)	21,390		(21,390)	(4)	—	
GAAP-based income from operations and operating margin (%) / Non-GAAP-based income from operations and operating margin (%)	356,054	17.3%	317,073	(5)	673,127	32.7%
Other income (expense), net	26,911		(26,911)	(6)	—	
Provision for (recovery of) income taxes	100,644		(20,674)	(7)	79,970	
GAAP-based net income / Non-GAAP-based net income, attributable to OpenText	180,501		310,836	(8)	491,337	
GAAP-based earnings per share / Non GAAP-based earnings per share-diluted, attributable to OpenText	$ 0.68		$ 1.16	(8)	$ 1.84	

OpenText Confidential. ©2018 All Rights Reserved.

Reconciliation of Selected Non-GAAP Measures | Fiscal 2018 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 provision rate of approximately 36% and a Non-GAAP-based tax rate of approximately 14%; 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 14%, we analyzed the individual adjusted expenses and took into consideration the impact of statutory tax rates from local jurisdictions incurring the expense. We also took into consideration changes in US tax reform legislation that was enacted on December 22, 2017 through the Tax Cuts and Jobs Act.
8	Reconciliation of GAAP-based net income to Non-GAAP-based net income:

		Nine Months Ended March 31, 2018	
			Per share diluted
GAAP-based net income, attributable to OpenText	$	180,501	$ 0.68
Add:			
Amortization		275,210	1.03
Share-based compensation		20,473	0.08
Special charges (recoveries)		21,390	0.08
Other (income) expense, net		(26,911)	(0.10)
GAAP-based provision for (recovery of) income taxes		100,644	0.37
Non-GAAP based provision for income taxes		(79,970)	(0.30)
Non-GAAP-based net income, attributable to OpenText	$	491,337	$ 1.84

OpenText Confidential. ©2018 All Rights Reserved.

Reconciliation of Selected Non-GAAP Measures | Q4 F17

(in '000s USD)	Three Months Ended June 30, 2017					
	GAAP	GAAP % of Total Revenue	Adjustments	FN	Non- GAAP	Non-GAAP % of Total Revenue
COST OF REVENUES						
Cloud services and subscriptions	$ 79,588		$ (390)	(1)	$ 79,198	
Customer support	35,224		(313)	(1)	34,911	
Professional service and other	58,028		(449)	(1)	57,579	
Amortization of acquired technology-based intangible assets	43,288		(43,288)	(2)	—	
GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%)	444,038	66.9%	44,440	(3)	488,478	73.6%
Operating expenses						
Research and development	81,301		(1,777)	(1)	79,524	
Sales and marketing	129,541		(2,450)	(1)	127,091	
General and administrative	47,499		(2,755)	(1)	44,744	
Amortization of acquired customer-based intangible assets	42,594		(42,594)	(2)	—	
Special charges (recoveries)	19,461		(19,461)	(4)	—	
GAAP-based income from operations and operating margin (%) / Non-GAAP-based income from operations and operating margin (%)	106,452	16.0%	113,477	(5)	219,929	33.1%
Other income (expense), net	11,178		(11,178)	(6)	—	
Provision for (recovery of) income taxes	39,000		(10,731)	(7)	28,269	
GAAP-based net income / Non-GAAP-based net income, attributable to OpenText	46,137		113,030	(8)	159,167	
GAAP-based earnings per share / Non GAAP-based earnings per share-diluted, attributable to OpenText	$ 0.17		$ 0.43	(8)	$ 0.60	

OpenText Confidential. ©2018 All Rights Reserved.

Reconciliation of Selected Non-GAAP Measures | Q4 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 46% 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 June 30, 2017	
			Per share diluted
GAAP-based net income, attributable to OpenText	$	46,137	$ 0.17
Add:			
Amortization		85,882	0.32
Share-based compensation		8,134	0.03
Special charges (recoveries)		19,461	0.07
Other (income) expense, net		(11,178)	(0.04)
GAAP-based provision for (recovery of) income taxes		39,000	0.15
Non-GAAP based provision for income taxes		(28,269)	(0.10)
Non-GAAP-based net income, attributable to OpenText	$	159,167	$ 0.60

OpenText Confidential. ©2018 All Rights Reserved.