

OPENTEXT

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Open Text to Acquire Nstein Technologies

Waterloo, Ontario and Montreal, Quebec - 2010-02-22 - Open Text Corporation (NASDAQ:OTEX) (TSX: OTC), the preeminent provider of Enterprise Content Management (ECM) capabilities, and Nstein Technologies Inc. (TSX-V: EIN), a leader in digital content management solutions for information-rich organizations, today announced that they have entered into a definitive agreement by which Open Text will acquire all of the issued and outstanding common shares of Nstein through an Nstein shareholder-approved amalgamation with a subsidiary of Open Text under the *Companies Act* (Québec).

Based on the terms of the definitive agreement, Nstein shareholders will receive for each Nstein common share, CDN \$0.65 in cash, unless certain eligible shareholders otherwise elect to receive a fraction of an Open Text TSX traded common share, having a value of CDN \$0.65 based on the volume weighted average trading price of Open Text TSX traded common shares in the 10 trading day period immediately preceding the closing date of the acquisition. This purchase price represents a premium of approximately 100 percent above the 30 trading day average closing price of Nstein's common shares. The transaction is valued at approximately CDN \$35 million.

According to Open Text President and Chief Executive Officer John Shackleton, Nstein will extend the breadth of Open Text's ECM offerings and further Open Text's position as the leading independent ECM vendor in the marketplace. Based in Montreal, Nstein's solutions are sold across major market segments, such as media and information services, life sciences and government.

"This is a good fit for two strong Canadian companies," said Shackleton. "With Nstein, we have an opportunity to continue to grow as Canada's largest software company, expanding Open Text's presence in Quebec. Nstein will also add complementary technology and expertise that enhances our ECM solutions portfolio."

"This agreement helps Nstein take its next major step into the future," said Luc Filiatreault, President and Chief Executive Officer of Nstein. "We've always been committed to delivering innovative solutions to our customers and partners. Our agreement with Open Text is in keeping with this commitment. Customers will benefit from an expanded ECM solutions portfolio, and a shared vision for innovative solutions going forward."

The transaction is expected to close in the second calendar quarter and is subject to customary closing conditions, including approval of two-thirds of the votes cast by Nstein's shareholders and applicable regulatory and stock exchange approvals. A special meeting of Nstein's shareholders is expected to be held to consider the amalgamation in early April, 2010.

The definitive agreement includes customary non-solicitation and right to match provisions and Nstein has agreed to pay Open Text a termination fee in certain circumstances if the amalgamation is not completed. Nstein's Board of Directors received a fairness opinion from Pagemill Partners L.L.P. that the consideration to be received under the amalgamation is fair from a financial point of view to Nstein shareholders. The directors and officers of Nstein, and certain shareholders of Nstein, collectively representing in aggregate approximately 48 percent of the issued and outstanding shares of Nstein have agreed to enter into voting agreements with Open Text to vote in favour of the amalgamation.

About Open Text

Open Text, the enterprise content management leader, helps organizations manage and gain the true value of their business content. Open Text brings two decades of expertise supporting 100 million users in 114 countries. Working with our customers and partners, we bring together leading Content Experts to help organizations capture and preserve corporate memory, increase brand equity, automate processes, mitigate risk, manage compliance and improve competitiveness. For more information, visit www.opentext.com.

About Nstein Technologies Inc.

Nstein Technologies Inc. (TSX-V: EIN) provides next generation content management solutions that help information-rich enterprises centralize, understand and manage vast amounts of content. At the heart of Nstein's solutions, semantic analysis allows information to be easily found and packaged together so it can be connected to the right internal and external audiences. Nstein's Content Management and Web Publishing solutions both rely on Nstein's patented Text Mining Engine for semantic and text analysis. This unlocks content's value and allows clients (from an array of different industries) to leverage existing content to: create and deliver new products; facilitate internal and external research and knowledge sharing; and reduce content-related costs.

Certain statements in this press release, including statements about the financial conditions, and results of operations and earnings for Open Text Corporation ("Open Text" or "the Company"), may contain words such as "could", "expects", "may", "should", "will", "anticipates", "believes", "intends", "estimates", "targets", "plans", "envisions", "seeks" and other similar

language and are considered forward-looking statements or information under applicable securities laws. These statements are based on the Company's current expectations, estimates, forecasts and projections about the operating environment, economies and markets in which the Company operates. This press release may also contain forward-looking statements specifically relating to the acquisition of Nstein by the Company, including timing, terms and required steps and likelihood of a closing of the acquisition, the success of any of Nstein's strategic initiatives, growth and profitability prospects, the benefits of Nstein's products to be realized by customers of the Company, Nstein's position in the market and future opportunities therein, and future performance of the Company subsequent to the consummation of the acquisition. These statements are subject to important assumptions, risks and uncertainties that are difficult to predict, and the actual outcome may be materially different. The Company's assumptions, although considered reasonable by the Company at the date of this press release, may provide to be inaccurate and consequently the Company's actual results could differ materially from the expectations set out herein.

Actual results or events could differ materially from those contemplated in forward-looking statements as a result of the following: (i) the future performance, financial and otherwise, of Open Text; (ii) the ability of Open Text to bring new products 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 ECM market; (vi) the Company's competitive position in the ECM market and its ability to take advantage of future opportunities in this market; (vii) the benefits of the Company's products to be realized by customers; and (viii) the demand for the Company's product and the extent of deployment of the company's products in the ECM marketplace. Forward-looking statements may also include, without limitation, any statement relating to future events, conditions or circumstances. 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 possibility that the Company may be unable to meet its future reporting requirements under the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder; (iii) the risks associated with bringing new products to market; (iv) fluctuations in currency exchange rates; (v) delays in the purchasing decisions of the Company's customers; (vi) the competition the Company faces in its industry and/or marketplace; (vii) the possibility of technical, logistical or planning issues in connection with the deployment of the Company's products or services; (viii) the continuous commitment of the Company's customers; and (ix) demand for the Company's products.

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 SEC and other securities regulators. Unless otherwise required by applicable securities laws, the Company disclaims any intention or obligations to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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