

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

<b>ASSETS</b>	<b>September 30, 2016</b> (unaudited)	<b>June 30, 2016</b>
Cash and cash equivalents	\$ 834,944	\$ 1,283,757
Short-term investments	2,726	11,839
Accounts receivable trade, net of allowance for doubtful accounts of \$7,270 as of September 30, 2016 and \$6,740 as of June 30, 2016	297,537	285,904
Income taxes recoverable	19,954	31,752
Prepaid expenses and other current assets	70,643	59,021
Total current assets	1,225,804	1,672,273
Property and equipment	181,728	183,660
Goodwill	2,595,614	2,325,586
Acquired intangible assets	831,197	646,240
Deferred tax assets	1,100,897	241,161
Other assets	65,533	53,697
Deferred charges	62,512	22,776
Long-term income taxes recoverable	9,025	8,751
<b>Total assets</b>	<b>\$ 6,072,310</b>	<b>\$ 5,154,144</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 233,536	\$ 257,450
Current portion of long-term debt	8,000	8,000
Deferred revenues	389,890	373,549
Income taxes payable	39,203	32,030
Total current liabilities	670,629	671,029
Long-term liabilities:		
Accrued liabilities	31,481	29,848
Deferred credits	7,589	8,357
Pension liability	63,691	61,993
Long-term debt	2,137,276	2,137,987
Deferred revenues	46,247	37,461
Long-term income taxes payable	145,787	149,041
Deferred tax liabilities	90,381	79,231
Total long-term liabilities	2,522,452	2,503,918
Shareholders' equity:		
Share capital		
121,492,067 and 121,404,677 Common Shares issued and outstanding at September 30, 2016 and June 30, 2016, respectively; Authorized Common Shares: unlimited	822,135	817,788
Additional paid-in capital	155,323	147,280
Accumulated other comprehensive income	48,730	46,310
Retained earnings	1,877,639	992,546
Treasury stock, at cost (629,480 shares at September 30, 2016 and 633,647 at June 30, 2016, respectively)	(25,166)	(25,268)
Total OpenText shareholders' equity	2,878,661	1,978,656
Non-controlling interests	568	541
Total shareholders' equity	2,879,229	1,979,197
<b>Total liabilities and shareholders' equity</b>	<b>\$ 6,072,310</b>	<b>\$ 5,154,144</b>

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

	Three Months Ended September 30,	
	2016	2015
<b>Revenues:</b>		
License	\$ 60,656	\$ 51,331
Cloud services and subscriptions	169,687	147,790
Customer support	210,206	185,667
Professional service and other	51,115	49,747
Total revenues	<u>491,664</u>	<u>434,535</u>
<b>Cost of revenues:</b>		
License	3,845	2,681
Cloud services and subscriptions	70,292	58,916
Customer support	25,738	20,508
Professional service and other	41,343	38,064
Amortization of acquired technology-based intangible assets	23,135	19,883
Total cost of revenues	<u>164,353</u>	<u>140,052</u>
Gross profit	<u>327,311</u>	<u>294,483</u>
<b>Operating expenses:</b>		
Research and development	58,572	46,440
Sales and marketing	95,148	77,945
General and administrative	38,197	35,569
Depreciation	15,270	12,914
Amortization of acquired customer-based intangible assets	33,608	27,805
Special charges	12,454	17,337
Total operating expenses	<u>253,249</u>	<u>218,010</u>
Income from operations	<u>74,062</u>	<u>76,473</u>
Other income (expense), net	6,699	(4,913)
Interest and other related expense, net	<u>(27,275)</u>	<u>(19,046)</u>
Income before income taxes	53,486	52,514
Provision for (recovery of) income taxes	<u>(859,425)</u>	<u>11,202</u>
Net income for the period	<u>\$ 912,911</u>	<u>\$ 41,312</u>
Net (income) attributable to non-controlling interests	(27)	(26)
Net income attributable to OpenText	<u>\$ 912,884</u>	<u>\$ 41,286</u>
Earnings per share—basic attributable to OpenText	<u>\$ 7.52</u>	<u>\$ 0.34</u>
Earnings per share—diluted attributable to OpenText	<u>\$ 7.46</u>	<u>\$ 0.34</u>
Weighted average number of Common Shares outstanding—basic	<u>121,455</u>	<u>122,160</u>
Weighted average number of Common Shares outstanding—diluted	<u>122,371</u>	<u>122,640</u>
Dividends declared per Common Share	<u>\$ 0.2300</u>	<u>\$ 0.2000</u>

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

	Three Months Ended September 30,	
	2016	2015
Net income for the period	\$ 912,911	\$ 41,312
Other comprehensive income—net of tax:		
Net foreign currency translation adjustments	1,219	1,723
Unrealized gain (loss) on cash flow hedges:		
Unrealized (loss) - net of tax expense (recovery) effect of (\$128) and (\$1,222), respectively	(355)	(3,390)
(Gain) loss reclassified into net income - net of tax (expense) recovery effect of (\$5) and \$184, respectively	(17)	512
Actuarial gain (loss) relating to defined benefit pension plans:		
Actuarial gain - net of tax expense (recovery) effect of (\$593) and \$302, respectively	1,538	1,113
Amortization of actuarial loss into net income - net of tax (expense) recovery effect of \$62 and \$32, respectively	147	83
Unrealized net gain (loss) on short-term investments - net of tax effect of nil, respectively	(112)	15
Total other comprehensive income (loss), net, for the period	2,420	56
Total comprehensive income	915,331	41,368
Comprehensive (income) attributable to non-controlling interests	(27)	(26)
Total comprehensive income attributable to OpenText	\$ 915,304	\$ 41,342

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

	Three Months Ended September 30,	
	2016	2015
Cash flows from operating activities:		
Net income for the period	\$ 912,911	\$ 41,312
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of intangible assets	72,013	60,602
Share-based compensation expense	8,140	6,533
Excess tax expense (benefits) on share-based compensation expense	(5)	216
Pension expense	1,190	1,167
Amortization of debt issuance costs	1,323	1,156
Amortization of deferred charges and credits	2,146	2,617
Deferred taxes	(875,824)	(4,184)
Share in net (income) loss of equity investees	(5,529)	—
Other non-cash charges	1,033	—
Changes in operating assets and liabilities:		
Accounts receivable	16,169	52,106
Prepaid expenses and other current assets	(1,189)	5,834
Income taxes and deferred charges and credits	3,221	3,797
Accounts payable and accrued liabilities	(30,599)	(48,322)
Deferred revenue	(26,109)	(32,393)
Other assets	(5,440)	2,281
Net cash provided by operating activities	73,451	92,722
Cash flows from investing activities:		
Additions of property and equipment	(20,665)	(17,197)
Proceeds from maturity of short-term investments	9,212	2,255
Purchase of HP Inc. CCM Business	(312,198)	—
Purchase of Recommind, Inc.	(170,107)	—
Purchase of HP Inc. CEM Business	(7,289)	—
Purchase of Actuate Corporation, net of cash acquired	—	(7,701)
Purchase of Informative Graphics Corporation, net of cash acquired	—	(88)
Purchase of ICCM Professional Services Limited, net of cash acquired	—	(2,027)
Other investing activities	(123)	(926)
Net cash used in investing activities	(501,170)	(25,684)
Cash flows from financing activities:		
Excess tax (expense) benefits on share-based compensation expense	5	(216)
Proceeds from issuance of Common Shares	5,310	5,252
Repayment of long-term debt and revolver	(2,000)	(2,000)
Debt issuance costs	(1,330)	—
Common Shares repurchased	—	(50,026)
Payments of dividends to shareholders	(27,791)	(23,312)
Net cash used in financing activities	(25,806)	(70,302)
Foreign exchange gain (loss) on cash held in foreign currencies	4,712	(5,950)
Decrease in cash and cash equivalents during the period	(448,813)	(9,214)
Cash and cash equivalents at beginning of the period	1,283,757	699,999
Cash and cash equivalents at end of the period	\$ 834,944	\$ 690,785