

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

	<u>March 31, 2011</u>	<u>June 30, 2010</u>
	<u>(Unaudited)</u>	
<b>ASSETS</b>		
Cash and cash equivalents .....	\$ 237,747	\$ 326,192
Accounts receivable trade, net of allowance for doubtful accounts of \$5,446 as of March 31, 2011 and \$4,868 as of June 30, 2010 .....	150,160	132,143
Income taxes recoverable .....	26,478	44,509
Prepaid expenses and other current assets .....	33,567	21,086
Deferred tax assets .....	19,048	20,242
Total current assets .....	<u>467,000</u>	<u>544,172</u>
Capital assets .....	73,526	54,286
Goodwill .....	832,558	666,055
Acquired intangible assets .....	374,321	328,193
Deferred tax assets .....	45,447	30,420
Other assets .....	20,920	16,896
Deferred charges .....	55,407	27,558
Long-term income taxes recoverable .....	52,814	48,102
<b>Total assets</b> .....	<u><u>\$ 1,921,993</u></u>	<u><u>\$ 1,715,682</u></u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued liabilities .....	\$ 127,066	\$ 119,604
Current portion of long-term debt .....	15,787	15,486
Deferred revenues .....	256,382	219,752
Income taxes payable .....	32,814	39,666
Deferred tax liabilities .....	3,641	28,384
Total current liabilities .....	<u>435,690</u>	<u>422,892</u>
Long-term liabilities:		
Accrued liabilities .....	13,057	15,755
Deferred credits .....	5,323	—
Pension liability .....	18,584	15,888
Long-term debt .....	282,781	285,026
Deferred revenues .....	11,613	10,085
Long-term income taxes payable .....	106,963	64,699
Deferred tax liabilities .....	43,406	13,459
Total long-term liabilities .....	<u>481,727</u>	<u>404,912</u>
Shareholders' equity:		
Share capital		
57,236,987 and 56,825,995 Common Shares issued and outstanding at March 31, 2011 and June 30, 2010, respectively; Authorized Common Shares: unlimited .....	612,445	602,868
Additional paid-in capital .....	71,174	61,298
Accumulated other comprehensive income .....	59,154	44,021
Retained earnings .....	288,302	193,691
Treasury stock, at cost (572,413 and 307,579 shares, respectively at March 31, 2011 and June 30, 2010) .....	(26,499)	(14,000)
Total shareholders' equity .....	<u>1,004,576</u>	<u>887,878</u>
<b>Total liabilities and shareholders' equity</b> .....	<u><u>\$ 1,921,993</u></u>	<u><u>\$ 1,715,682</u></u>

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

	Three months ended March 31,		Nine months ended March 31,	
	2011	2010	2011	2010
Revenues:				
License .....	\$ 67,794	\$ 49,527	\$ 189,644	\$ 169,547
Customer support .....	143,126	124,443	409,585	378,375
Service and other .....	52,037	38,807	148,621	124,067
Total revenues .....	<u>262,957</u>	<u>212,777</u>	<u>747,850</u>	<u>671,989</u>
Cost of revenues:				
License .....	3,772	3,744	12,737	11,522
Customer support .....	22,699	20,777	63,597	63,209
Service and other .....	43,830	31,314	120,101	101,036
Amortization of acquired technology-based intangible assets .....	17,677	15,044	49,524	44,338
Total cost of revenues .....	<u>87,978</u>	<u>70,879</u>	<u>245,959</u>	<u>220,105</u>
Gross profit .....	<u>174,979</u>	<u>141,898</u>	<u>501,891</u>	<u>451,884</u>
Operating expenses:				
Research and development .....	41,324	31,654	106,555	97,543
Sales and marketing .....	61,132	45,983	163,915	150,564
General and administrative .....	23,323	18,405	62,611	62,007
Depreciation .....	5,917	4,437	16,050	12,982
Amortization of acquired customer-based intangible assets .....	10,102	8,910	28,159	26,562
Special charges .....	4,437	6,083	11,093	35,095
Total operating expenses .....	<u>146,235</u>	<u>115,472</u>	<u>388,383</u>	<u>384,753</u>
Income from operations .....	<u>28,744</u>	<u>26,426</u>	<u>113,508</u>	<u>67,131</u>
Other income (expense), net .....	2,905	(5,554)	(618)	(3,785)
Interest expense, net .....	(2,977)	(2,625)	(9,585)	(8,387)
Income before income taxes .....	28,672	18,247	103,305	54,959
Provision for (recovery of) income taxes .....	(7,158)	5,133	8,694	18,914
Net income for the period .....	<u>\$ 35,830</u>	<u>\$ 13,114</u>	<u>\$ 94,611</u>	<u>\$ 36,045</u>
Net income per share—basic .....	<u>\$ 0.63</u>	<u>\$ 0.23</u>	<u>\$ 1.66</u>	<u>\$ 0.64</u>
Net income per share—diluted .....	<u>\$ 0.61</u>	<u>\$ 0.23</u>	<u>\$ 1.63</u>	<u>\$ 0.63</u>
Weighted average number of Common Shares outstanding—basic .....	<u>57,133</u>	<u>56,537</u>	<u>57,010</u>	<u>56,106</u>
Weighted average number of Common Shares outstanding—diluted .....	<u>58,359</u>	<u>57,696</u>	<u>58,132</u>	<u>57,214</u>

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

	Three months ended March 31,		Nine months ended March 31,	
	2011	2010	2011	2010
Cash flows from operating activities:				
Net income for the period.....\$	35,830	\$ 13,114	\$ 94,611	\$ 36,045
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization of intangible assets.....	33,696	28,391	93,733	83,882
Share-based compensation expense .....	3,095	1,334	8,431	7,154
Excess tax benefits on share-based compensation expense .....	(1,015)	(207)	(1,577)	(904)
Pension expense .....	156	152	387	562
Amortization of debt issuance costs.....	343	330	1,012	1,064
Unrealized (gain) loss on financial instruments .....	—	2,994	—	(878)
Unrealized gain on marketable securities.....	—	—	—	(4,353)
Loss on sale and write down of capital assets.....	12	136	12	136
Deferred taxes .....	(6,958)	(2,414)	(10,789)	(3,714)
Impairment charges.....	—	378	—	830
Changes in operating assets and liabilities:				
Accounts receivable .....	(5,131)	22,566	4,538	23,953
Prepaid expenses and other current assets.....	813	2,017	124	(1,306)
Income taxes .....	(15,039)	(10,234)	21,820	(18,238)
Deferred charges and credits.....	95	—	(29,172)	—
Accounts payable and accrued liabilities .....	(710)	(4,932)	(22,022)	(11,466)
Deferred revenues .....	37,585	23,000	12,813	(1,029)
Other assets .....	(445)	1,376	(2,657)	3,233
Net cash provided by operating activities.....	82,327	78,001	171,264	114,971
Cash flows from investing activities:				
Additions of capital assets-net .....	(11,954)	(3,505)	(26,536)	(15,269)
Purchase of weComm Limited, net of cash acquired.....	(20,198)	—	(20,198)	—
Purchase of Metastorm Inc., net of cash acquired.....	(168,657)	—	(168,657)	—
Purchase of StreamServe Inc., net of cash acquired.....	—	—	(57,221)	—
Purchase of Vignette Corporation, net of cash acquired .....	—	—	—	(90,600)
Purchase of eMotion LLC, net of cash acquired .....	—	—	—	(556)
Purchase consideration for prior period acquisitions .....	(1,392)	(3,167)	(4,206)	(11,407)
Investments in marketable securities .....	—	—	(668)	—
Maturity of short-term investments.....	—	7,000	—	45,525
Net cash provided by (used in) investing activities .....	(202,201)	328	(277,486)	(72,307)
Cash flow from financing activities:				
Excess tax benefits on share-based compensation expense .....	1,015	207	1,577	904
Proceeds from issuance of Common Shares .....	4,831	2,795	9,384	8,937
Purchase of Treasury Stock.....	—	—	(12,499)	—
Repayment of long-term debt .....	(901)	(873)	(2,661)	(2,607)
Debt issuance costs .....	—	—	(29)	(1,024)
Net cash provided by (used in) financing activities.....	4,945	2,129	(4,228)	6,210
Foreign exchange gain (loss) on cash held in foreign currencies .....	11,893	(6,760)	22,005	(3,365)
Increase (decrease) in cash and cash equivalents during the period..	(103,036)	73,698	(88,445)	45,509
Cash and cash equivalents at beginning of the period .....	340,783	247,630	326,192	275,819
Cash and cash equivalents at end of the period .....	\$ 237,747	\$ 321,328	\$ 237,747	\$ 321,328