

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

	September 30, 2012	June 30, 2012
	(unaudited)	
<b>ASSETS</b>		
Cash and cash equivalents	\$ 302,235	\$ 559,747
Accounts receivable trade, net of allowance for doubtful accounts of \$6,051 as of September 30, 2012 and \$5,655 as of June 30, 2012	169,967	163,664
Income taxes recoverable	14,588	17,849
Prepaid expenses and other current assets	45,632	44,011
Deferred tax assets	12,450	4,003
<b>Total current assets</b>	<b>544,872</b>	<b>789,274</b>
Property and equipment	85,332	81,157
Goodwill	1,211,423	1,040,234
Acquired intangible assets	468,699	312,563
Deferred tax assets	142,536	115,128
Other assets	23,760	23,739
Deferred charges	65,592	68,653
Long-term income taxes recoverable	13,423	13,545
<b>Total assets</b>	<b>\$ 2,555,637</b>	<b>\$ 2,444,293</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 179,213	\$ 131,734
Current portion of long-term debt	41,682	41,374
Deferred revenues	259,061	273,987
Income taxes payable	16,308	27,806
Deferred tax liabilities	1,350	1,612
<b>Total current liabilities</b>	<b>497,614</b>	<b>476,513</b>
Long-term liabilities:		
Accrued liabilities	18,389	14,247
Deferred credits	9,518	10,086
Pension liability	23,458	22,074
Long-term debt	547,500	555,000
Deferred revenues	11,399	12,653
Long-term income taxes payable	162,056	147,623
Deferred tax liabilities	77,676	26,705
<b>Total long-term liabilities</b>	<b>849,996</b>	<b>788,388</b>
Shareholders' equity:		
Share capital		
58,483,175 and 58,358,990 Common Shares issued and outstanding at September 30, 2012 and June 30, 2012, respectively; Authorized Common Shares: unlimited	639,719	635,321
Additional paid-in capital	98,475	95,026
Accumulated other comprehensive income	45,723	44,364
Retained earnings	461,497	442,068
Treasury stock, at cost (793,494 shares at September 30, 2012 and at June 30, 2012, respectively)	(37,387)	(37,387)
<b>Total shareholders' equity</b>	<b>1,208,027</b>	<b>1,179,392</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 2,555,637</b>	<b>\$ 2,444,293</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,	
	2012	2011
Revenues:		
License	\$ 55,656	\$ 65,028
Cloud services	44,884	—
Customer support	162,096	161,997
Professional service and other	63,558	61,021
Total revenues	<u>326,194</u>	<u>288,046</u>
Cost of revenues:		
License	4,168	3,998
Cloud services	18,283	—
Customer support	25,823	26,269
Professional service and other	48,582	50,351
Amortization of acquired technology-based intangible assets	23,782	20,790
Total cost of revenues	<u>120,638</u>	<u>101,408</u>
Gross profit	<u>205,556</u>	<u>186,638</u>
Operating expenses:		
Research and development	39,906	43,458
Sales and marketing	64,515	64,880
General and administrative	28,133	25,761
Depreciation	6,109	5,258
Amortization of acquired customer-based intangible assets	17,252	13,041
Special charges	9,554	7,105
Total operating expenses	<u>165,469</u>	<u>159,503</u>
Income from operations	<u>40,087</u>	<u>27,135</u>
Other income (expense), net	(71)	9,312
Interest expense, net	(4,368)	(2,786)
Income before income taxes	35,648	33,661
Provision for (recovery of) income taxes	16,219	(1,325)
Net income for the period	<u>\$ 19,429</u>	<u>\$ 34,986</u>
Net income per share—basic	<u>\$ 0.33</u>	<u>\$ 0.61</u>
Net income per share—diluted	<u>\$ 0.33</u>	<u>\$ 0.60</u>
Weighted average number of Common Shares outstanding—basic	<u>58,424</u>	<u>57,412</u>
Weighted average number of Common Shares outstanding—diluted	<u>58,919</u>	<u>58,599</u>

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

	Three Months Ended September 30,	
	2012	2011
Net income for the period	\$ 19,429	\$ 34,986
Other comprehensive income—net of tax:		
Net foreign currency translation adjustments	(476)	(10,618)
Net unrealized gain (loss) on cash flow hedges	1,944	(5,202)
Net actuarial gain (loss) relating to defined benefit pension plans	(109)	(548)
Total other comprehensive income (loss), net, for the period	\$ 1,359	\$ (16,368)
Total comprehensive income	\$ 20,788	\$ 18,618

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

	Three Months Ended September 30,	
	2012	2011
Cash flows from operating activities:		
Net income for the period	\$ 19,429	\$ 34,986
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of intangible assets	47,143	39,089
Share-based compensation expense	3,102	4,844
Excess tax benefits on share-based compensation expense	(352)	(332)
Pension expense	242	137
Amortization of debt issuance costs	537	330
Amortization of deferred charges and credits	2,929	2,672
Loss on sale and write down of property and equipment	2	169
Deferred taxes	861	(14,849)
Impairment and other non cash charges	—	(1,355)
Changes in operating assets and liabilities:		
Accounts receivable	19,442	21,654
Prepaid expenses and other current assets	3,024	5,842
Income taxes	4,373	15,024
Deferred charges and credits	(436)	(9,046)
Accounts payable and accrued liabilities	(20,255)	(21,407)
Deferred revenue	(18,070)	(32,998)
Other assets	(208)	588
Net cash provided by operating activities	<u>61,763</u>	<u>45,348</u>
Cash flows from investing activities:		
Additions of property and equipment	(5,038)	(7,902)
Purchase of Operitel Corporation, net of cash acquired	—	(6,260)
Purchase of Global 360 Holding Corp., net of cash acquired	—	(247,711)
Purchase of EasyLink Services International Corporation, net of cash acquired	(315,331)	—
Purchase consideration for prior period acquisitions	(217)	(274)
Net cash used in investing activities	<u>(320,586)</u>	<u>(262,147)</u>
Cash flow from financing activities:		
Excess tax benefits on share-based compensation expense	352	332
Proceeds from issuance of Common Shares	3,993	7,837
Proceeds from long-term debt and revolver	—	48,500
Repayment of long-term debt and revolver	(7,667)	(916)
Net cash provided by (used in) financing activities	<u>(3,322)</u>	<u>55,753</u>
Foreign exchange gain (loss) on cash held in foreign currencies	4,633	(3,800)
Increase (decrease) in cash and cash equivalents during the period	(257,512)	(164,846)
Cash and cash equivalents at beginning of the period	559,747	284,140
Cash and cash equivalents at end of the period	<u>\$ 302,235</u>	<u>\$ 119,294</u>