

# OPENTEXT

Unleashing the Power of Information

INVESTOR PRESENTATION

FY13-Q3 | April 24, 2013

# Safe Harbor Statement

Certain statements in this presentation constitute forward-looking statements or forward-looking information within the meaning of applicable securities laws (“forward-looking statements”). Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of OpenText, or developments in OpenText’s business or in its industry, to differ materially from the anticipated results, performance, achievements or developments expressed or implied by such forward-looking statements. The historical increases in the Company’s revenues and earnings do not assure the revenues and earnings will not decrease in the future. Forward-looking statements include all disclosure regarding possible events, conditions or results of operations that is based on assumptions about future economic conditions and courses of action. Forward-looking statements may also include any statement relating to future events, conditions or circumstances. OpenText cautions you not to place undue reliance upon any such forward-looking statements, which speak only as of the date they are made. Forward-looking statements relate to, among other things, changes in the EIM market; the market focus of OpenText, OpenText’s revenue mix and margin targets; OpenText’s operations priorities; OpenText’s strategy for its products and solutions; and OpenText’s financial condition and capital requirements. The risks and uncertainties that may affect forward-looking statements include, among others, the completion and integration of acquisitions, the possibility of technical, logistical or planning issues in connection with deployments, the continuous commitment of OpenText’s customers, demand for OpenText’s products and other risks detailed from time to time in OpenText’s filings with the Securities and Exchange Commission and Canadian provincial securities regulators, including OpenText’s Annual Report on Form 10-K for the year ended June 30, 2012 and Quarterly Report on Form 10-Q for the quarter ended March 31, 2013. Forward-looking statements are based on management’s current plans, estimates, projections, beliefs and opinions, and the Company does not undertake any obligation to update forward-looking statements should assumptions related to these plans, estimates, projections, beliefs and opinions change.

# Scale and Momentum

(NASDAQ: OTEX, TSX: OTC)

\$1.2B+ global revenue

EIM \$13B market\*  
(ECM, BPM, CEM, iX, Discovery)

#1 in ECM\*\*

5,164 employees

20 years of proven innovation

31 country offices, 141 countries supported

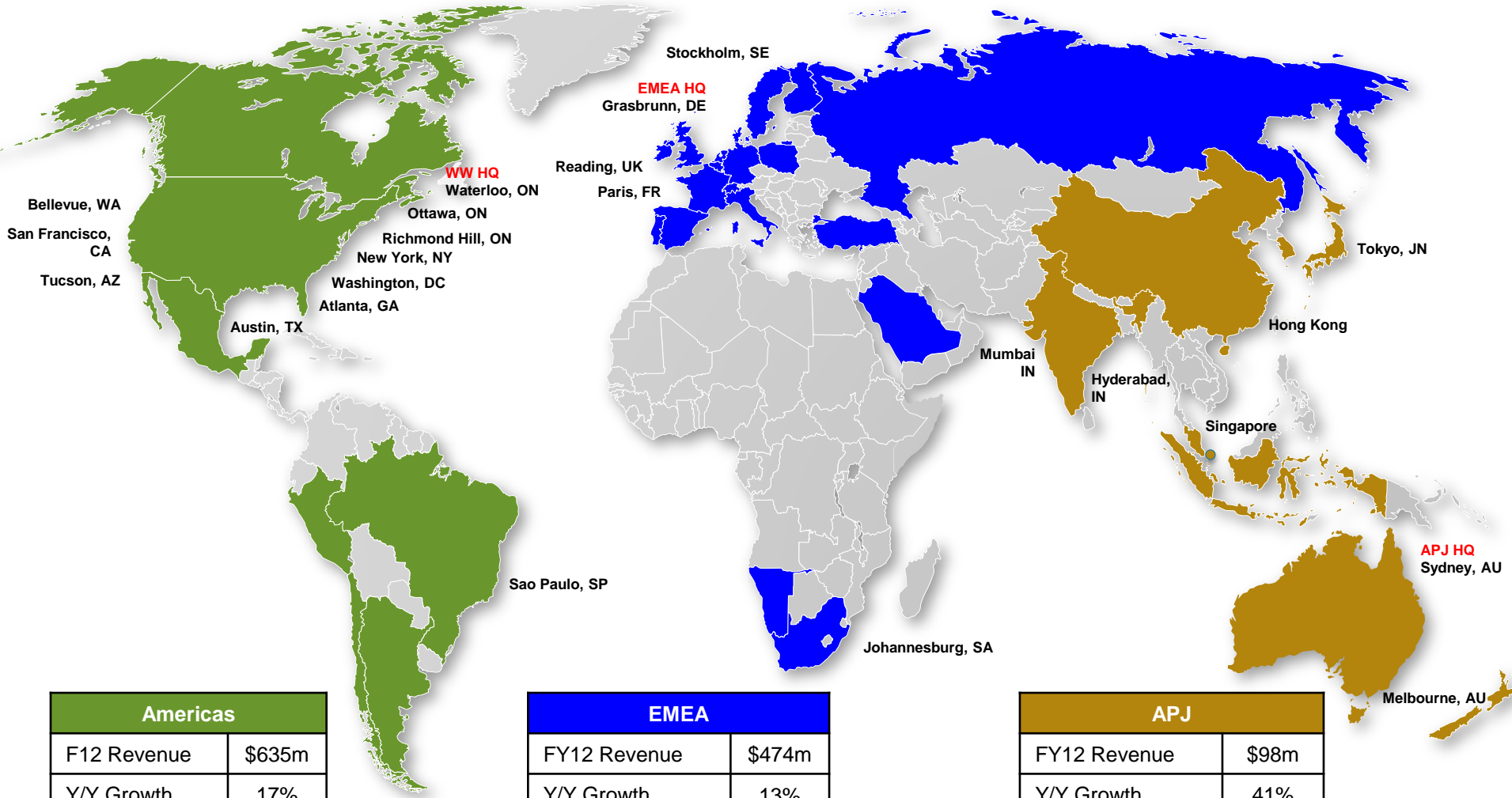
\*as per notes on slide 11

\*\*as per Gartner Group



# Global Business

Fiscal 2012



Americas	
F12 Revenue	\$635m
Y/Y Growth	17%
% of Business	52.6%

EMEA	
FY12 Revenue	\$474m
Y/Y Growth	13%
% of Business	39.3%

APJ	
FY12 Revenue	\$98m
Y/Y Growth	41%
% of Business	8.1%

# Investment Highlights

- Demonstrated earnings power and operational discipline
- TTM operating cash flow of \$333.1\* million
- Large recurring maintenance revenues
- Growth opportunities: geographies, verticals and partners
- Market share gains over IBM and EMC
- The OpenText cloud services continue to perform well
- Non-cumulative quarterly dividend of US\$0.30 per common share\*

\*As of March 31, 2013

\*The Board of Directors is under no obligation to declare dividends in the future and the declaration of future dividends is wholly within its discretion

# Growth Drivers

EIM

New Markets

Distribution  
Expansion

Product Cycle

Cloud Services

Acquisitions

# OpenText is Focused on the Deep Web

## The Public Web

Only 4% of Web content (~8 billion pages) is available via search engines like Google

An iceberg floating in the ocean. The tip of the iceberg, representing the Public Web, is small and white. The vast majority of the iceberg, representing the Deep Web, is submerged and colored in various shades of blue. A horizontal dotted line separates the tip from the submerged part. The text '7.9 Zettabytes' is written in white on the submerged part of the iceberg.

7.9  
Zettabytes

## The Deep Web

Approximately 96% of digital content is on Deep Web sites inside the firewall

# Why Customers Buy

- Governance, litigation and regulatory compliance
- Security threats
- Process improvement
- Unstructured information consolidation and leverage
- Multi-channel leverage and communication
- Information leads business transformations
- Mobile, social, cloud

# Why OpenText Will Lead the EIM Market

## 1. Market Evolution

The market evolving from ECM to Enterprise Information Management (EIM)

## 2. Well Positioned

OpenText is well positioned in EIM with market leading product offerings and industry expertise

## 3. Trusted Vendor

A world class customer base and strong history of partner relationships with SAP and global SI influencers establish OpenText as a trusted, dependable vendor

## 4. Packaged Apps

A clear focus on delivering packaged applications that are EIM information-centric (not transaction-centric)

## 5. Cloud Services

Services and applications offered in a cloud deployment to effectively manage EIM assets and optimize business processes

# \$13 Billion Opportunity, 10% Growth\*



ECM

**2012**  
\$4.6B Market  
7.2% Growth

**2011-2016**  
9.9 % CAGR



BPM

**2012**  
\$2.6B Market  
7.9% Growth

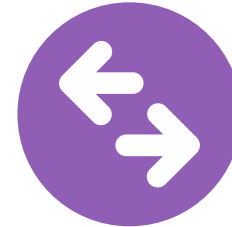
**2011-2016**  
7.2% CAGR



CEM

**2012**  
\$1.35B Market  
14% Growth

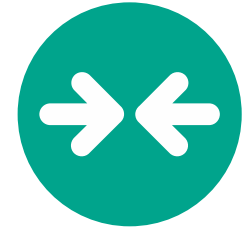
**2011-2016**  
14.3% CAGR



Information  
Exchange

**2012**  
\$3.2B Market  
11.4% Growth

**2011-2015**  
11.4% CAGR



Discovery

**2012**  
\$1.4B Market  
14% Growth

**2011-2015**  
15.9% CAGR

**\*Growing to \$19B market in 2016**

SOURCES

- ECM, BPM: Gartner Forecast Enterprise Software Markets, 2009-2016 1Q12 Update
- InfoExchange: Research and Markets, Computer-based Fax Markets, 2010-2015, Gartner Enterprise Software Markets, 2009-2016 1Q12 Update, Davidson Consulting, Fax Server Industry Forecast, 2011-2016
- CEM: Gartner Magic Quadrant for Web Content Management, 10 Nov. 2011
- Discovery: Gartner Market Trends: Expect Disruption and Divergence in the E-Discovery Software Market, 16 Dec. 2011

\*Based on projected annualized growth rate as applied to current \$13B market opportunity

# \$13 Billion Opportunity, 10% Growth



ECM

- Content Management
- Legacy Decommissioning
- Archiving
- eDOCS
- Records Management
- Learning Management
- Email Management
- Content-centric Applications



BPM

- Business Process Management
- High Volume Imaging
- Case Management
- Process-centric Applications
- Strategic Business Planning and Modeling



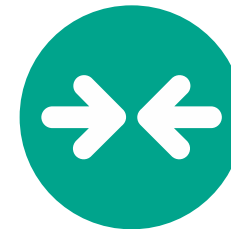
CEM

- Web Content Management
- Social Communities
- Customer Communications Management
- Portal
- Media Management
- Mobile Web
- Digital Asset Management



Information Exchange

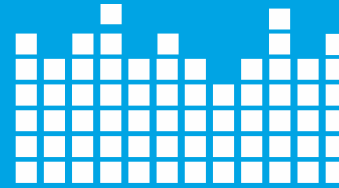
- Fax & Document Distribution
- Capture and Recognition
- Managed File Transfer
- Data Integration
- Cloud-based File Sharing
- EDI
- SMS, Voice



Discovery

- Search
- Semantic Navigation
- eDiscovery
- Auto-Classification
- Content Analytics

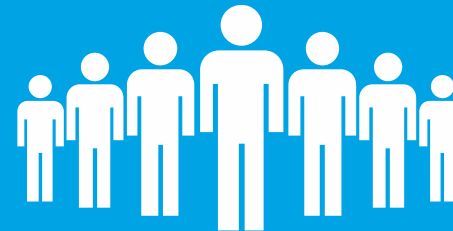
# OpenText Cloud Services



2 Billion Transactions a year



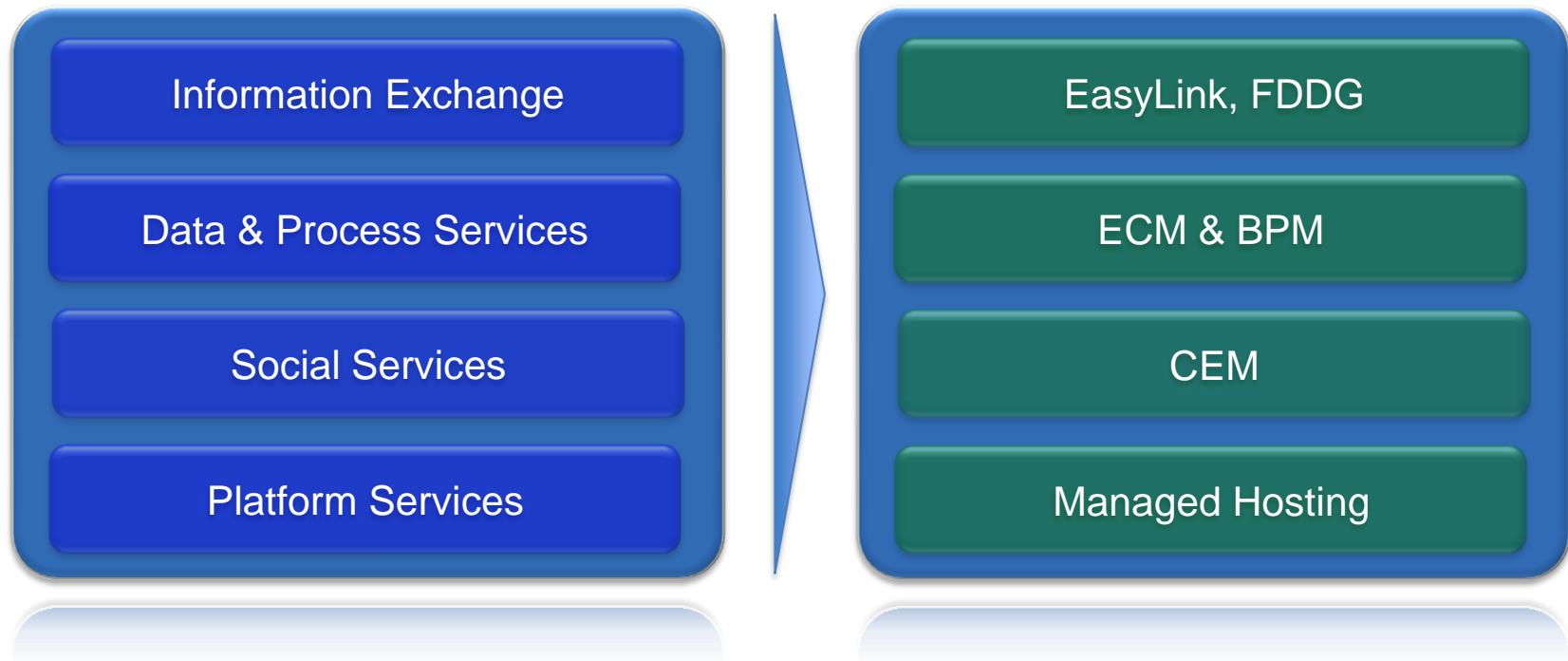
1.5 Million Users



25,000 Customers

Enterprise, Social, Secure

## Enterprise Information Management In The Cloud



# OpenText Cloud Services

## **OpenText Cloud Services and Applications:**

EasyLink: Fax, EDI, SMS, Voice

eDOCS

Web Site Management

OpenText Video Services

OpenText Media Management

RightFax On Demand

OpenText Semantic Navigation

## **OpenText Tempo:**

Brings secure file sharing and synchronization across organizations

Shares information across teams and with business partners

Leverage the latest smartphones and tablets to always have the right information

# About EasyLink

- Headquarters in Atlanta, GA with ~500 employees
- Information Exchange: \$3.2B market, 11.4% CAGR\*
- Proven Cloud-based offerings: Fax (production, desktop, broadcast) and Messaging (email, telex, notifications, EDI)
- \$40 million quarterly revenue run rate
- Revenue splits: 58% Americas, 23% APAC, 19% EMEA\*\*
- Operate profitably, transaction immediately accretive
- Scalable architecture – backbone for The OpenText Cloud

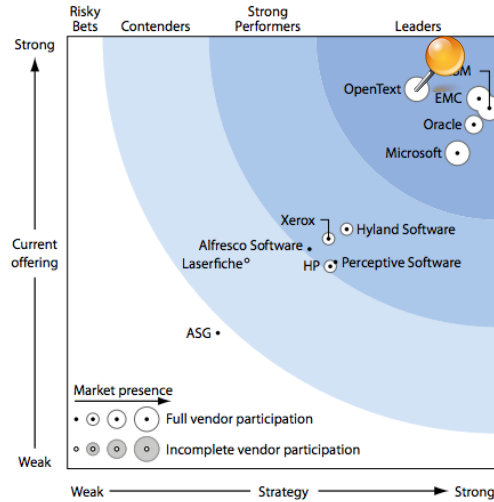
\*InfoExchange: Research and Markets, Computer-based Fax Markets, 2010-2015, Gartner Enterprise Software Markets, 2009 – 2016 1Q12 Update, Davidson Consulting, Fax Server Industry Forecast, 2011-2016

\*\*As of July 31, 2011 10K

# Leaders Buy From Leaders

FORRESTER®

Forrester Wave™:  
Enterprise  
Content  
Management,  
Q4 '11



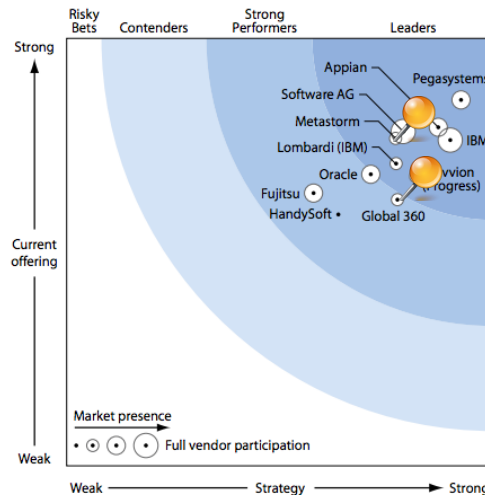
Gartner®

Enterprise  
Content  
Management,  
October 2012



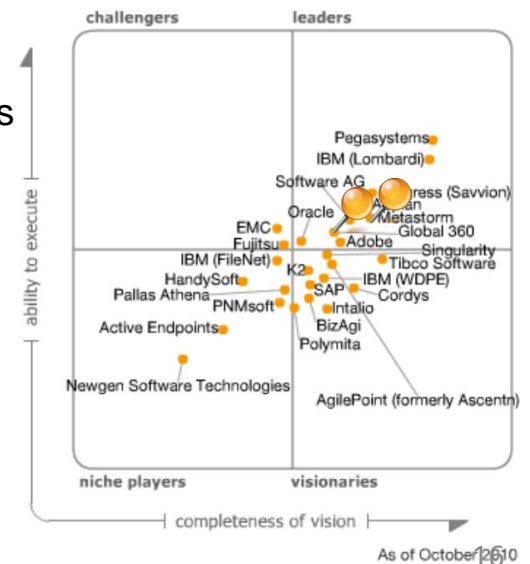
FORRESTER®

Forrester Wave™:  
Digital Asset  
Management For  
Customer  
Experience, Q2  
'12



Gartner®

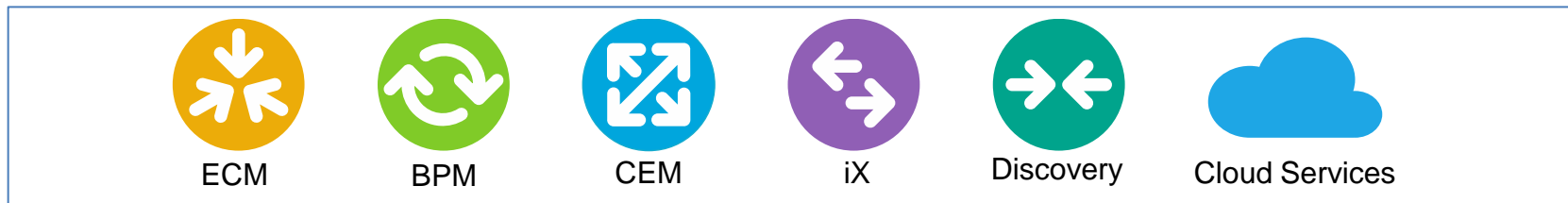
Business Process  
Management  
Suites, October  
2011



# Distribution Model



# Corporate Growth Strategy Alignment



### Product Development

**New Products**

Integrate existing software through common platform.  
INFO FUSION

### Market Expansion

### Strategic Acquisitions

### Industries

### Alliances

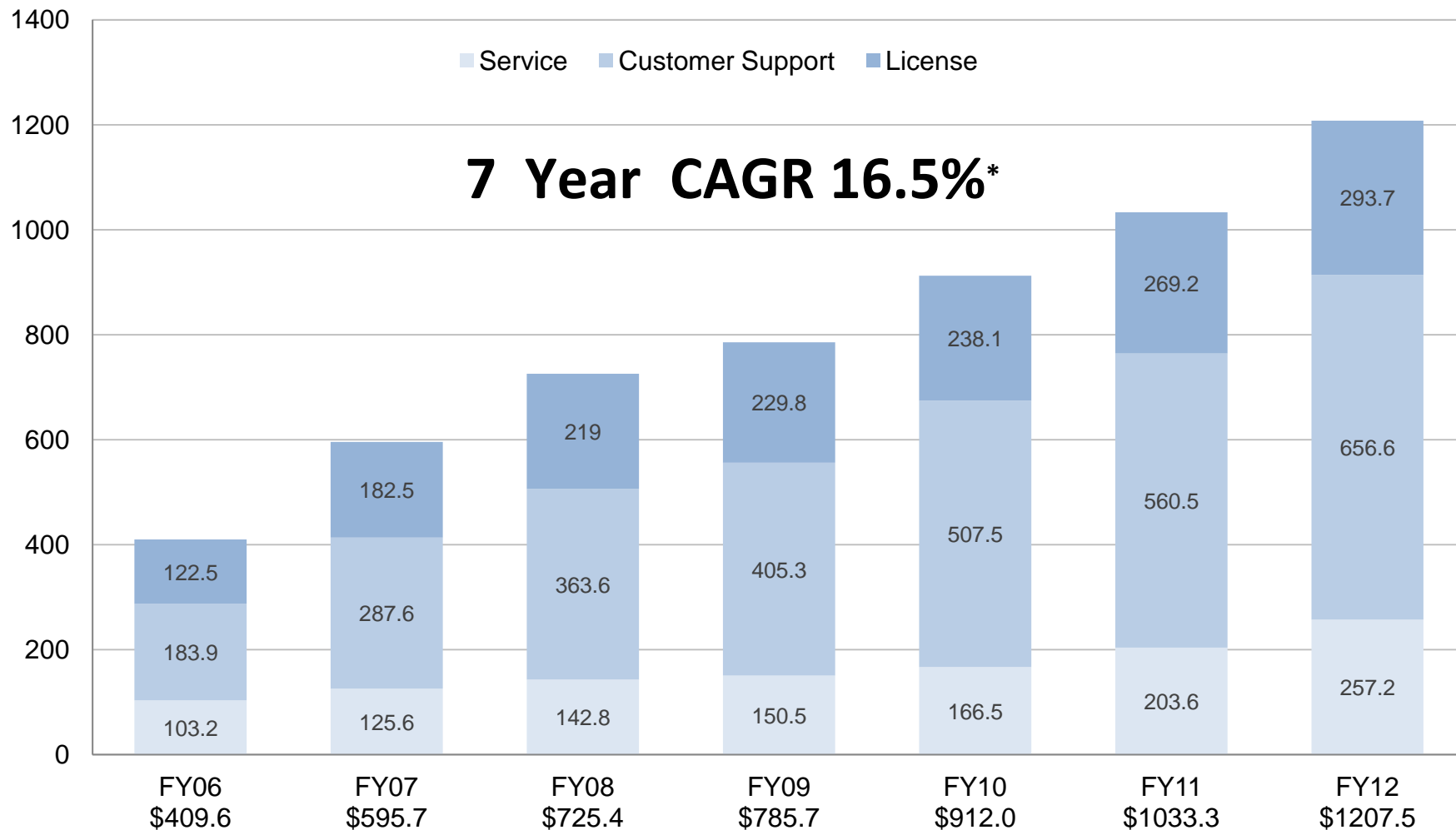
### Additional Opportunities

Install Base  
Sales Force Expansion  
Share Gains

# Growth Drivers

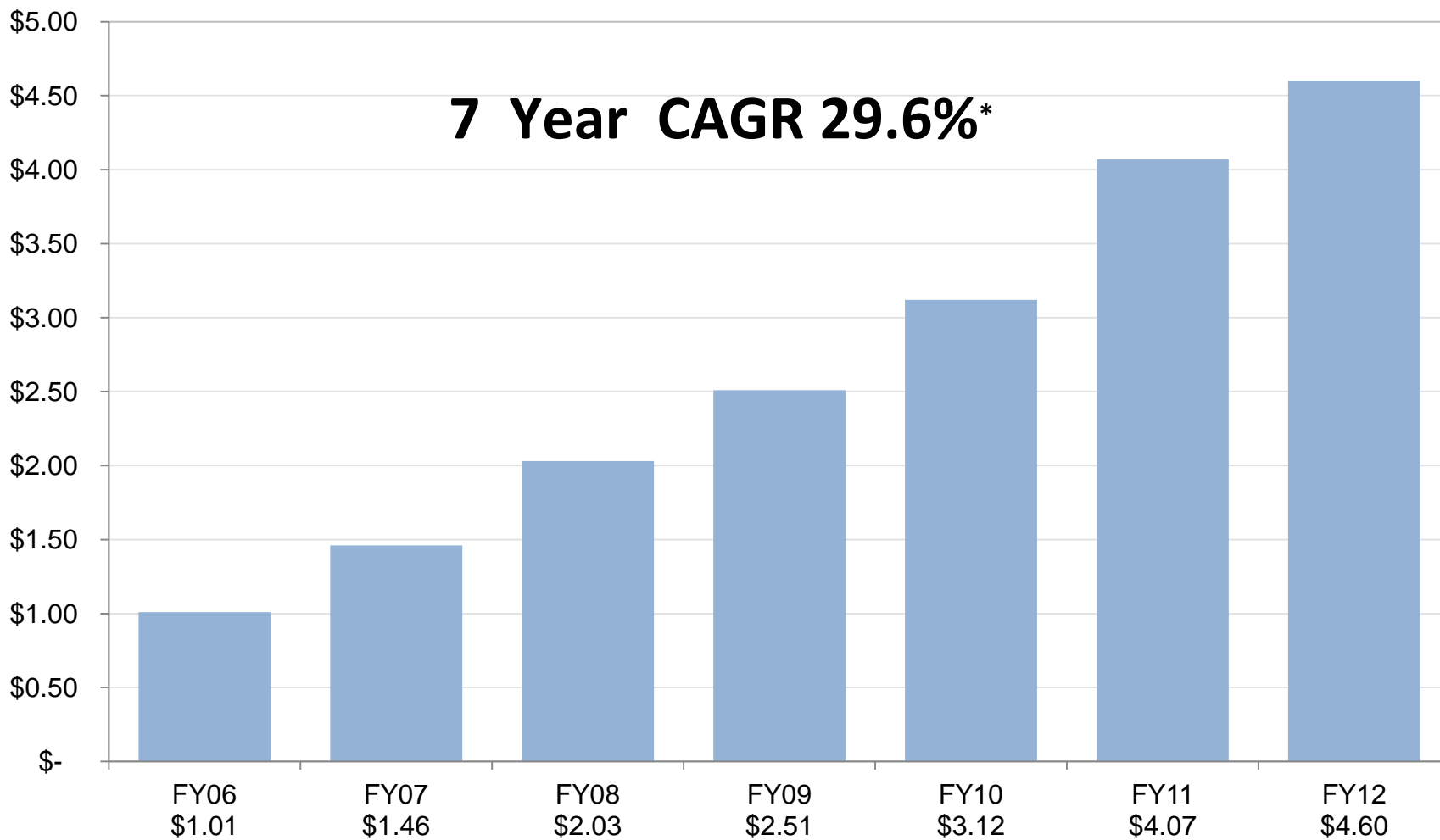
- Sales force expansion
- Market expansion: Latin America, Emerging Europe, APJ
- Partner channel expansion
- New products
- New Cloud Services offering
- Competitive market share gains
- Install-base upsell / cross-sell
- Industries: Public Sector, Defense, Healthcare, Life Sciences
- Acquisitions

# History of Growing Revenue Y/Y in \$M: 7 Fiscal Years



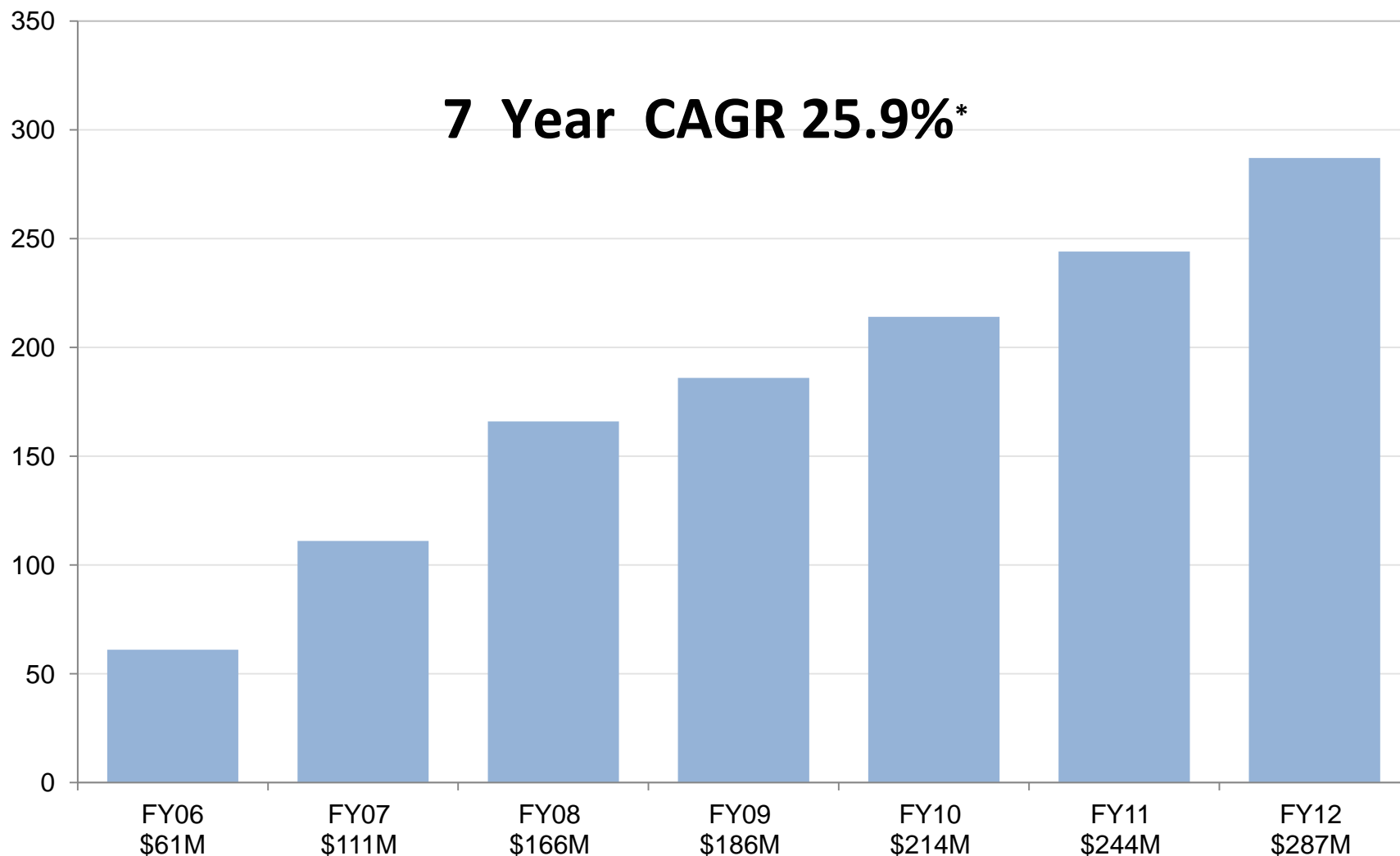
\*FY05 Revenue \$414.8 million

# History of Growing Non-GAAP EPS Y/Y: 7 Fiscal Years



\*FY05 non-GAAP EPS \$0.75

# History of Growing Cash Flow: 7 Fiscal Years



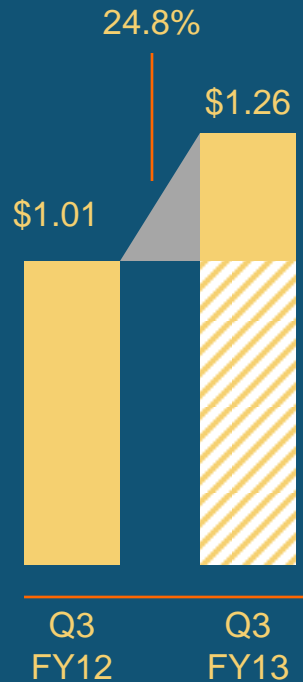
\*FY05 cash flow \$57M

\*\*Before the impact of special charges

# Q3 FY13 Overview (Y/Y)

OpenText delivered:

**\$1.26**  
 Non-GAAP-based  
 Adjusted Earnings  
 Per Share  
 Up 24.8 percent



**\$337.7 million**  
 Revenue  
 Up 15.5 percent

**\$69.0 million**  
 License  
 Up 13.3 percent

**\$74.2 million**  
 Non-GAAP-based  
 Adjusted Net Income\*  
 Up 25.3 percent

**\$117 million**  
 Operating Cash  
 Flow  
 Up 21 percent

\* See reconciliation of Non-GAAP measures to GAAP measures at the end of this presentation

# FY13 – Q3 Financial Highlights

## Total Revenue Up 16% Y/Y

- Total revenue \$337.7 million up 16% Y/Y
- Revenue by Geography:
  - Americas 53%
  - EMEA 37%
  - Asia Pacific 10%
- Cloud services revenue \$44.4 million

## Non-GAAP EPS Up 25% Y/Y

- Non-GAAP-based EPS was \$1.26 compared to \$1.01 Y/Y\*
- GAAP-based EPS was \$0.44 compared to \$0.59 Y/Y
- Non-GAAP-based operating margin 27%\*\*
- GAAP-based operating margin 12%\*\*
- Non-GAAP tax rate: 14%

## License Revenue Up 13% Y/Y

- \$69.0 million up 13% Y/Y
- License revenue from new accounts: 39%
- Partners contributed 47%
- Average deal size > \$75K: \$297K
- 8 deals over \$1 million, compared to 1 Y/Y
- 13 deals between \$500K and \$1 million, compared to 11 Y/Y

## Operating Cash Flow Up 21% Y/Y

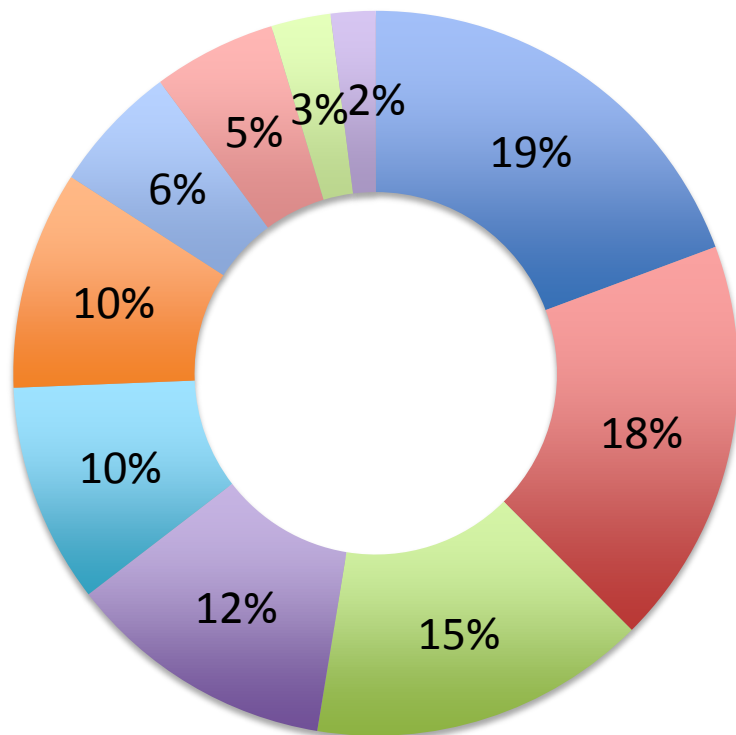
- \$116.8 million in operating cash flow, compared to \$96.6 million Y/Y
- Cash and cash equivalents \$446.9 million
- Total debt \$573.5 million as of March 31, 2013

\* See reconciliation of Non-GAAP measures to GAAP measures at the end of this presentation

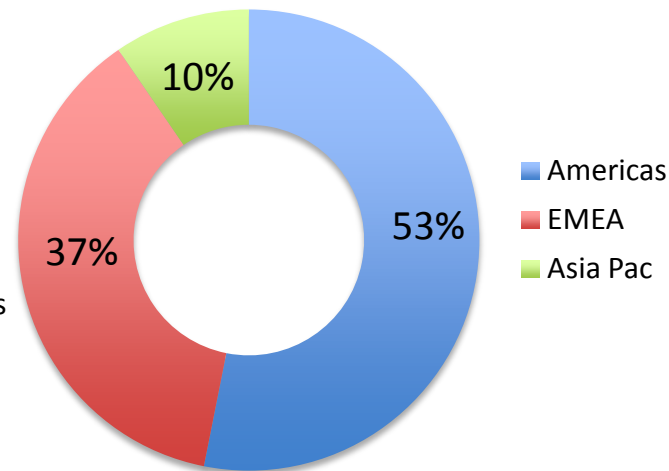
\*\*before taxes and interest expense

# FY13 – Q3 Revenue Breakdown

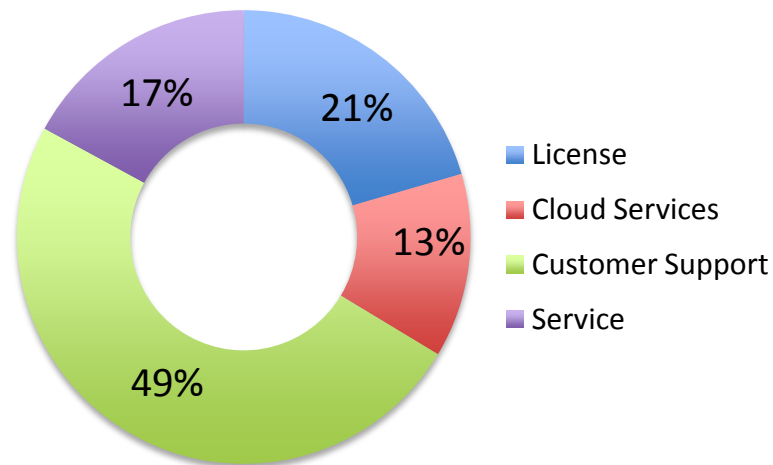
### License Revenue by Industry



### Total Revenue by Geography



### Total Revenue Mix



# Business Highlights

- Services, technology and consumer goods saw the most demand
- 8 license transactions over \$1 million and 13 license transactions between \$500K and \$1 million
- Customer successes in the third quarter include Enbridge, The Planning Inspectorate, Freescale, RS Components, Toray, Hydro Quebec, YPTO, CGI, SSE plc, Volvo and Hoffman-La Roche
- OpenText announces 7 new products: OpenText InfoFusion 1.0, StreamServe 5.6, OpenText SecureIX, Employee File Management (EFM) software for use with SAP® solutions, OpenText Smart Process Applications, OpenText Archive, OpenText Media Management 7.2
- OpenText acquires Resonate Knowledge Technologies
- OpenText appoints Kevin Cochrane as Chief Marketing Officer
- Gartner recognizes OpenText in Business Process Management suites report
- Independent research firm highlights OpenText's BPM capabilities
- OpenText honored as 2013 SAP® Pinnacle Award recipient

# New - Dividend Program Highlights

- To reward stockholders' investments OpenText has adopted a policy to declare non-cumulative quarterly dividends
- The Board of Directors has declared a dividend of US\$0.30 per common share\*
- Payable to shareholders of record on May 31, 2013
- Dividend will be paid on June 21, 2013
- OpenText has declared the dividend in US dollars
- Registered holders may elect to receive dividends in U.S. dollars or Canadian dollars
- OpenText does not currently have a dividend reinvestment program (DRIP)

\*The Board of Directors is under no obligation to declare dividends in the future and the declaration of future dividends is wholly within its discretion

# FY13 External Target Model\*

Revenue Type	Fiscal 2013 Target Model
As a % of revenue	
Product License	20 - 25%
Cloud Services	11 - 14%
Customer Support	44 - 48%
Professional Services	17 - 22%
<b>Non-GAAP Gross Margin</b>	
Product License	92 - 94%
Cloud Services	58 - 60%
Customer Support	83 - 85%
Professional Services	19 - 21%
<b>Non-GAAP Gross Margin</b>	<b>71 - 74%</b>
<b>Non-GAAP Operating Expenses</b>	
Development	13 - 14%
Sales & Marketing	21 - 23%
General & Admin	8 - 9%
Depreciation	2%
<b>Non-GAAP Ops Margin</b>	<b>26 - 30%</b>

\*This target model is not guidance.

# Diverse Customer Base

## GOVERNMENT



## ENERGY



## PHARMACEUTICAL



## FINANCIAL



## TRANSPORTATION



## MANUFACTURING



## LEGAL



## MEDIA



## FOOD



## INSURANCE



# Customer Win | Freescale



Freescale is extending their deployment with our Information Exchange solutions to build a Virtual Desktop Infrastructure (VDI) which will allow for a centralized, virtualized infrastructure for worldwide EDA Application access. This has, and will further result in enhanced productivity of engineers, design wins and quicker time to market, and thus, increased revenues.

# Customer Win | The Planning Inspectorate



## The Planning Inspectorate

The Planning Inspectorate is a UK Government agency responsible for handling over 20,000 planning cases every year. Planning Inspectorate has invested in OpenText Content Server, OpenText Template Workspaces, and OpenText Streamserve, which has enabled them to greatly improve their efficiency in readiness for the changing planning landscape in the UK.

# Customer Win | RS Components



RS Components is the trading brand of Electrocomponents plc, the world's leading high service distributor of electronics and maintenance products. RS Components has invested in OpenText Archiving for SAP Solutions and Data Archiving for SAP Solutions for robust, secure and easy access to all archived invoices. This has enabled them to be highly organized and has given them access to all the tools they need to leverage their global presence.

# Summary

1. Compelling investment thesis
2. EIM: Large, growing and relevant market
3. 7 years consistent growth:

29.6% CAGR: non-GAAP EPS

25.9% CAGR: Cash Flow from Operations\*

16.5% CAGR: Revenue

\*Before the impact of special charges

# Summary





# OPENTEXT

Unleashing the Power of Information



# References

- ECM, BPM: Gartner Forecast Enterprise Software Markets, 2009-2016 1Q12 Update
- InfoExchange: Research and Markets, Computer-based Fax Markets, 2010-2015
- Gartner Enterprise Software Markets, 2009-2016
- 1Q12 Update, Davidson Consulting, Fax Server Industry Forecast, 2011-2016
- CEM: Gartner Magic Quadrant for Web Content Management, 10 Nov. 2011
- Discovery: Gartner Market Trends: Expect Disruption and Divergence in the E-Discovery Software Market, 16 Dec. 2011

# Summary of Quarterly Results

	Q3 FY13	Q2 FY13	Q3 FY12	% Change (Q/Q)	% Change (Y/Y)
Revenue (million)	\$337.7	\$352.2	\$292.3	(4.1)%	15.5%
GAAP gross margin	64.2%	65.2%	63.6%	(100) bps	60 bps
GAAP operating margin	12.1%	19.1%	9.3%	(700) bps	280 bps
GAAP EPS, diluted	\$0.44	\$1.04	\$0.59	(57.7)%	(25.4)%
Non-GAAP gross margin *	71.2%	71.8%	71.0%	(60) bps	20 bps
Non-GAAP operating margin**	26.8%	32.1%	25.2%	(530) bps	160 bps
Non-GAAP EPS, diluted*	\$1.26	\$1.58	\$1.01	(20.3)%	24.8%

\* See reconciliation of Non-GAAP measures to GAAP measures at the end of this presentation

\*\*before taxes and interest expense

# Summary of Year To Date Results

	Q3 FY13	Q2 FY13	Q3 FY12	% Change (Y/Y)
Revenue (million)	\$1,016.1	\$678.4	\$901.8	12.7%
GAAP gross margin	64.2%	64.1%	65.2%	(100) bps
GAAP operating income margin	14.6%	15.8%	12.2%	240 bps
GAAP EPS, diluted	\$1.80	\$1.37	\$2.00	(10.0)%
Non-GAAP gross margin *	71.2%	71.1%	72.3%	(110) bps
Non-GAAP operating margin**	29.2%	30.5%	27.2%	200 bps
Non-GAAP EPS, diluted*	\$4.14	\$2.89	\$3.43	20.7%

\* See reconciliation of Non-GAAP measures to GAAP measures at the end of this presentation

\*\*before taxes and interest expense

# Summary of Quarterly Revenue Results\*

In millions	Q3 FY13	Q2 FY13	Q3 FY12	% Change (Q/Q)	% Change (Y/Y)
License	\$69.0	\$76.1	\$61.0	(9.3)%	13.3%
Cloud services	44.4	46.2	N/A	(3.7)%	N/A
Customer support	166.6	164.7	166.0	1.2%	0.3%
Professional service and other	57.7	65.2	65.3	(11.6)%	(11.8)%
<b>Total</b>	<b>\$337.7</b>	<b>\$352.2</b>	<b>\$292.3</b>	<b>(4.1)%</b>	<b>15.5%</b>

\* Individual line items may be adjusted by non-material amounts to enable totals to align to published financial statements.

# Summary of Year To Date Revenue Results\*

In millions	Q3 FY13	Q2 FY13	Q3 FY12	% Change (Y/Y)
License	\$200.8	\$131.8	\$215.7	(6.9%)
Cloud services	135.5	91.0	N/A	N/A
Customer support	493.3	326.8	493.4	(0.0%)
Professional service and other	186.5	128.8	192.7	(3.3)%
<b>Total</b>	<b>\$1,016.1</b>	<b>\$678.4</b>	<b>\$901.8</b>	<b>12.7%</b>

\* Individual line items may be adjusted by non-material amounts to enable totals to align to published financial statements.

# Reconciliation of Selected Non-GAAP Measures | Q3 FY13

(in '000s USD)	Three months ended March 31, 2013			
	GAAP	Adjustments	FN	Non- GAAP
<b>COST OF REVENUES</b>				
Cloud Services	18,891	(50)	1	18,841
Customer Support	27,497	(130)	1	27,367
Professional Service and Other	48,252	(295)	1	47,957
Amortization of acquired technology-based intangibles	23,058	(23,058)	2	–
GAAP-based gross profit / Non-GAAP-based gross profit	216,918	23,533		240,451
<b>OPERATING EXPENSES</b>				
Research and development	43,003	(498)	1	42,055
Sales and marketing	77,327	(2,634)	1	74,693
General and administrative	27,061	(270)	1	26,791
Amortization – customer based intangibles	17,149	(17,149)	2	–
Special charges	5,444	(5,444)	3	–
GAAP-based income from operations/ Non-GAAP-based income from operations	40,870	49,528		90,398
Other income (expenses), net	237	(237)	4	–
Provision for income taxes	11,187	893	5	12,080
GAAP-based net income / Non-GAAP-based net income	\$25,811	\$48,398	6	\$74,209
GAAP-based EPS / Non-GAAP-based EPS - diluted	\$0.44	\$0.82	6	\$1.26

# Reconciliation of Selected Non-GAAP Measures | Q3 FY13

## 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	Adjustment relates to the exclusion of Special charges from our non-GAAP-based operating expenses as Special charges are generally incurred in the aftermath of acquisitions and are not indicative or related to continuing operations and are hence excluded from our internal analysis of operating results.
4	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 are generally not indicative or related to continuing operations and are hence excluded from our internal analysis of operating results.
5	Adjustment relates to differences between the GAAP-based tax provision of approximately 30% and a non-GAAP-based tax rate of 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.

6	Reconciliation of non-GAAP-based adjusted net income to GAAP-based net income:		
		Three Months Ended March 31, 2013	
			Per Share
	Non-GAAP-based net income	74,209	1.26
	Less:		
	Amortization	40,207	0.68
	Share-based compensation	3,877	0.07
	Special charges	5,444	0.09
	Other (Income) expenses, net	(237)	–
	GAAP-based provision for income taxes	11,187	0.19
	Non-GAAP-based provision for income taxes	(12,080)	(0.21)
	GAAP-based net income	25,811	0.44

# Reconciliation of Selected Non-GAAP Measures | Q3 FY13 YTD

(in '000s USD)	Nine months ended March 31, 2013			
	GAAP	Adjustments	FN	Non- GAAP
<b>COST OF REVENUES</b>				
Cloud Services	55,435	(80)	1	55,355
Customer Support	81,597	(275)	1	81,322
Professional Service and Other	144,498	(660)	1	143,838
Amortization of acquired technology-based intangibles	70,031	(70,031)	2	–
GAAP-based gross profit / Non-GAAP-based gross profit	651,930	71,046		722,976
<b>OPERATING EXPENSES</b>				
Research and development	121,627	(1,167)	1	120,460
Sales and marketing	209,819	(5,953)	1	203,866
General and administrative	85,199	(2,018)	1	83,181
Amortization – customer based intangibles	51,548	(51,548)	2	–
Special charges	17,267	(17,267)	3	–
GAAP-based income from operations/ Non-GAAP-based income from operations	148,192	148,999		297,191
Other income (expenses), net	1,707	(1,707)	4	–
Provision for income taxes	30,559	9,229	5	39,788
GAAP-based net income / Non-GAAP-based net income	\$106,348	\$138,063	6	\$244,411
GAAP-based EPS / Non-GAAP-based EPS - diluted	1.80	\$2.34	6	\$4.14

# Reconciliation of Selected Non-GAAP Measures | Q3 FY13 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	Adjustment relates to the exclusion of Special charges from our non-GAAP-based operating expenses as Special charges are generally incurred in the aftermath of acquisitions and are not indicative or related to continuing operations and are hence excluded from our internal analysis of operating results.
4	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 are generally not indicative or related to continuing operations and are hence excluded from our internal analysis of operating results.
5	Adjustment relates to differences between the GAAP-based tax provision of approximately 22% and a non-GAAP-based tax rate of 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.

6	Reconciliation of non-GAAP-based adjusted net income to GAAP-based net income:		
		Nine Months Ended March 31, 2013	
			Per Share
	Non-GAAP-based net income	244,411	4.14
	Less:		
	Amortization	121,579	2.06
	Share-based compensation	10,153	0.17
	Special charges	17,267	0.29
	Other (Income) expenses, net	(1,707)	(0.03)
	GAAP-based provision for income taxes	30,559	0.52
	Non-GAAP-based provision for income taxes	(39,788)	(0.67)
	GAAP-based net income	106,348	1.80

# Reconciliation of Selected Non-GAAP Measures | Q2 FY13

(in '000s USD)	Three months ended December 31, 2012			
	GAAP	Adjustments	FN	Non- GAAP
<b>COST OF REVENUES</b>				
Cloud Services	18,261	(30)	1	18,231
Customer Support	28,277	(107)	1	28,170
Professional Service and Other	47,664	(188)	1	47,476
Amortization of acquired technology-based intangibles	23,191	(23,191)	2	–
GAAP-based gross profit / Non-GAAP-based gross profit	229,456	23,516		252,972
<b>OPERATING EXPENSES</b>				
Research and development	38,718	(331)	1	38,387
Sales and marketing	67,977	(1,653)	1	66,324
General and administrative	30,005	(865)	1	29,140
Amortization – customer based intangibles	17,147	(17,147)	2	–
Special charges	2,269	(2,269)	3	–
GAAP-based income from operations/ Non-GAAP-based income from operations	67,235	45,781		113,016
Other income (expenses), net	1,541	(1,541)	4	–
Provision for income taxes	3,153	12,037	5	15,190
GAAP-based net income / Non-GAAP-based net income	\$61,108	\$32,203	6	\$93,311
GAAP-based EPS / Non-GAAP-based EPS - diluted	\$1.04	\$0.54	6	\$1.58

# Reconciliation of Selected Non-GAAP Measures | Q2 FY13

## 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	Adjustment relates to the exclusion of Special charges from our non-GAAP-based operating expenses as Special charges are generally incurred in the aftermath of acquisitions and are not indicative or related to continuing operations and are hence excluded from our internal analysis of operating results.
4	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 are generally not indicative or related to continuing operations and are hence excluded from our internal analysis of operating results.
5	Adjustment relates to differences between the GAAP-based tax provision of approximately 5% and a non-GAAP-based tax rate of 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.

6	Reconciliation of non-GAAP-based adjusted net income to GAAP-based net income:		
		Three Months Ended December 31, 2012	
			Per Share
	Non-GAAP-based net income	93,311	1.58
	Less:		
	Amortization	40,338	0.68
	Share-based compensation	3,174	0.05
	Special charges	2,269	0.04
	Other (Income) expenses, net	(1,541)	(0.03)
	GAAP-based provision for income taxes	3,153	0.05
	Non-GAAP-based provision for income taxes	(15,190)	(0.25)
	GAAP-based net income	61,108	1.04

# Reconciliation of Selected Non-GAAP Measures | Q2 FY13 YTD

(in '000s USD)	Six months ended December 31, 2012			
	GAAP	Adjustments	FN	Non- GAAP
<b>COST OF REVENUES</b>				
Cloud Services	36,544	(30)	1	36,514
Customer Support	54,100	(145)	1	53,955
Professional Service and Other	96,246	(365)	1	95,881
Amortization of acquired technology-based intangibles	46,973	(46,973)	2	–
GAAP-based gross profit / Non-GAAP-based gross profit	435,012	47,513		482,525
<b>OPERATING EXPENSES</b>				
Research and development	78,624	(669)	1	77,955
Sales and marketing	132,492	(3,319)	1	129,173
General and administrative	58,138	(1,748)	1	56,390
Amortization – customer based intangibles	34,399	(34,399)	2	–
Special charges	11,823	(11,823)	3	–
GAAP-based income from operations/ Non-GAAP-based income from operations	107,322	99,471		206,793
Other income (expenses), net	1,470	(1,470)	4	–
Provision for income taxes	19,372	8,335	5	27,707
GAAP-based net income / Non-GAAP-based net income	\$80,537	\$89,666	6	\$170,203
GAAP-based EPS / Non-GAAP-based EPS - diluted	\$1.37	\$1.52	6	\$2.89

# Reconciliation of Selected Non-GAAP Measures | Q2 FY13 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	Adjustment relates to the exclusion of Special charges from our non-GAAP-based operating expenses as Special charges are generally incurred in the aftermath of acquisitions and are not indicative or related to continuing operations and are hence excluded from our internal analysis of operating results.
4	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 are generally not indicative or related to continuing operations and are hence excluded from our internal analysis of operating results.
5	Adjustment relates to differences between the GAAP-based tax provision of approximately 19% and a non-GAAP-based tax rate of 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.

6	Reconciliation of non-GAAP-based adjusted net income to GAAP-based net income:		
		Six Months Ended December 31, 2012	
			Per Share
	Non-GAAP-based net income	170,203	2.89
	Less:		
	Amortization	81,372	1.38
	Share-based compensation	6,276	0.11
	Special charges	11,823	0.20
	Other (Income) expenses, net	(1,470)	(0.02)
	GAAP-based provision for income taxes	19,372	0.33
	Non-GAAP-based provision for income taxes	(27,707)	(0.48)
	GAAP-based net income	80,537	1.37

# Reconciliation of Selected Non-GAAP Measures | Q3 FY12

(in '000s USD)	Three months ended March 31, 2012			
	GAAP	Adjustments	FN	Non- GAAP
<b>COST OF REVENUES</b>				
Customer Support	\$ 27,987	(\$53)	1	\$ 27,934
Professional Service and Other	52,596	(203)	1	52,393
Amortization of acquired technology-based intangibles	21,264	(21,264)	2	–
GAAP-based gross profit / Non-GAAP-based gross profit	185,951	21,520		207,471
<b>OPERATING EXPENSES</b>				
Research and development	41,738	(1,028)	1	40,710
Sales and marketing	69,572	(2,594)	1	66,978
General and administrative	21,999	(1,287)	1	20,712
Amortization – customer based intangibles	13,462	(13,462)	2	–
Special charges	6,450	(6,450)	3	–
GAAP-based income from operations/ Non-GAAP-based income from operations	27,303	46,341		73,644
Other income (expenses), net	(1,804)	1,804	4	–
Provision for income taxes	(14,036)	23,680	5	9,644
GAAP-based net income / Non-GAAP-based net income	\$ 34,774	\$ 24,465	6	\$ 59,239
GAAP-based EPS / Non-GAAP-based EPS - diluted	\$ 0.59	\$ 0.42	6	\$ 1.01

# Reconciliation of Selected Non-GAAP Measures | Q3 FY12

## 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	Adjustment relates to the exclusion of Special charges from our non-GAAP-based operating expenses as Special charges are generally incurred in the aftermath of acquisitions and are not indicative or related to continuing operations and are hence excluded from our internal analysis of operating results.
4	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 are generally not indicative or related to continuing operations and are hence excluded from our internal analysis of operating results.
5	Adjustment relates to differences between the GAAP-based tax recovery of approximately 68% and a non-GAAP-based tax rate of 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.

6	Reconciliation of non-GAAP-based adjusted net income to GAAP-based net income:		
		Three Months Ended March 31, 2012	
			Per Share
	Non-GAAP-based net income	59,239	1.01
	Less:		
	Amortization	34,726	0.59
	Share-based compensation	5,165	0.09
	Special charges	6,450	0.11
	Other (Income) expenses, net	1,804	0.03
	GAAP-based provision for income taxes	(14,036)	(0.24)
	Non-GAAP-based provision for income taxes	(9,644)	(0.16)
	GAAP-based net income	34,774	0.59

# Reconciliation of Selected Non-GAAP Measures | Q3 FY12 YTD

(in '000s USD)	Nine months ended March 31, 2012			
	GAAP	Adjustments	FN	Non- GAAP
<b>COST OF REVENUES</b>				
Customer Support	\$ 82,724	\$ (112)	1	\$ 82,612
Professional Service and Other	153,551	(408)	1	153,143
Amortization of acquired technology-based intangibles	63,307	(63,307)	2	–
GAAP-based gross profit / Non-GAAP-based gross profit	588,350	63,827		652,177
<b>OPERATING EXPENSES</b>				
Research and development	127,848	(2,872)	1	124,976
Sales and marketing	202,903	(6,040)	1	196,863
General and administrative	72,886	(3,974)	1	68,912
Amortization – customer based intangibles	39,948	(39,948)	2	–
Special charges	18,776	(18,776)	3	–
GAAP-based income from operations/ Non-GAAP-based income from operations	109,670	135,437		245,107
Other income (expenses), net	10,145	(10,145)	4	–
Provision for income taxes	(8,542)	41,295	5	32,753
GAAP-based net income / Non-GAAP-based net income	\$ 117,203	\$ 83,997	6	\$ 201,200
GAAP-based EPS / Non-GAAP-based EPS - diluted	\$ 2.00	\$ 1.43	6	\$ 3.43

# Reconciliation of Selected Non-GAAP Measures | Q3 FY12 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	Adjustment relates to the exclusion of Special charges from our non-GAAP-based operating expenses as Special charges are generally incurred in the aftermath of acquisitions and are not indicative or related to continuing operations and are hence excluded from our internal analysis of operating results.
4	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 are generally not indicative or related to continuing operations and are hence excluded from our internal analysis of operating results.
5	Adjustment relates to differences between the GAAP-based tax recovery of approximately 8% and a non-GAAP-based tax rate of 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.

6	Reconciliation of non-GAAP-based adjusted net income to GAAP-based net income:		
		Nine Months Ended March 31, 2012	
			Per Share
	Non-GAAP-based net income	201,200	3.43
	Less:		
	Amortization	103,255	1.76
	Share-based compensation	13,406	0.23
	Special charges	18,776	0.32
	Other (Income) expenses, net	(10,145)	(0.17)
	GAAP-based provision for income taxes	(8,542)	(0.15)
	Non-GAAP-based provision for income taxes	(32,753)	(0.56)
	GAAP-based net income	117,203	2.00