# OPENTEXT

Unleashing the Power of Information

INVESTOR PRESENTATION

FY13-Q4 | July 31, 2013

# Safe Harbor Statement

Certain statements in this presentation, including statements about the focus of Open Text Corporation (“OpenText” or “the Company”) in fiscal 2014 on growth in earnings and cash flows, creating value through investments in broader EIM capabilities, distribution, the Company’s presence in the cloud and in growth markets, its financial conditions, results of operations and earnings; declaration of quarterly dividends; and other matters, are considered forward-looking statements or information under applicable securities laws. Such forward-looking statements involve known and unknown risks, uncertainties and other factors and assumptions that may cause the actual results, performance or achievements to differ materially. Such factors include, but are not limited to, (i) the future performance, financial and otherwise, of OpenText; (ii) the ability of OpenText 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 EIM market; (vi) the Company's competitive position in the EIM 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; (viii) the demand for the Company's product and the extent of deployment of the company's products in the EIM marketplace; and (ix) the Company's financial condition and capital requirements. 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 there under; (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. Readers are cautioned not to place undue reliance upon any such forward-looking statements, which speak only as of the date made. Unless otherwise required by applicable securities laws, the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

# Scale and Momentum

(NASDAQ: OTEX, TSX: OTC)

$1.3B+ global revenue

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

20 years of proven innovation

31 country offices, 141 countries supported

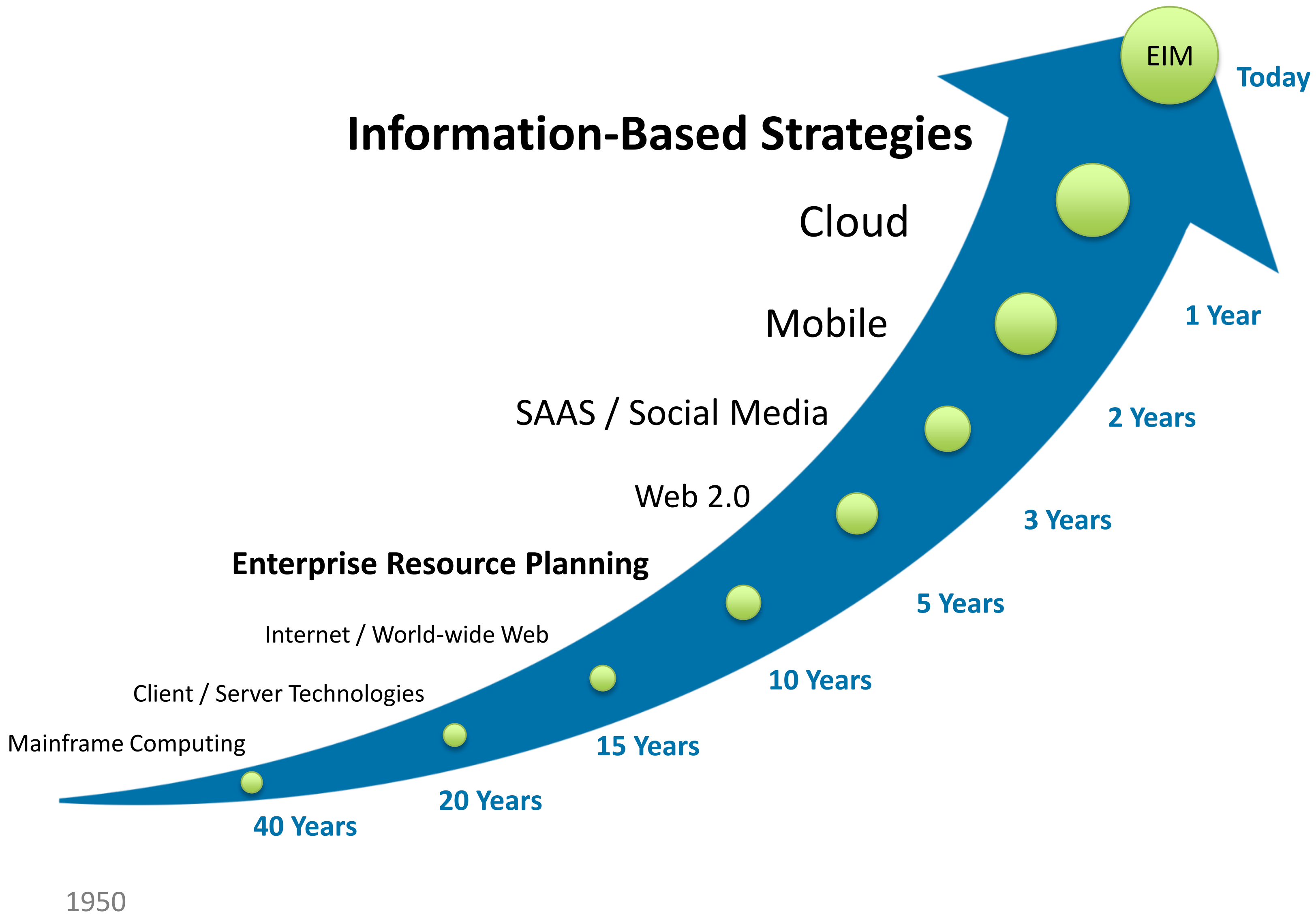
*as per notes on slide 6

# Investment Highlights

- Demonstrated earnings power and operational discipline
- Grew organic licenses 6% for 2HFY13 over 2HFY12
- Cloud services continue to perform well
- Non-cumulative quarterly dividend of US$0.30 per Common Share*
- Growth drivers:
  - Sales force expansion
  - Opportunities in fast growing markets
  - Partner channel expansion
  - New products and cloud services offerings

*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

# Information Transformation



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# $13 Billion Opportunity, 10% Growth*

| ECM | BPM | CEM | Information Exchange | Discovery |
|---|---|---|---|---|
| **2012** | **2012** | **2012** | **2012** | **2012** |
| $4.6B Market | $2.6B Market | $1.35B Market | $3.2B Market | $1.4B Market |
| 7.2% Growth | 7.9% Growth | 14% Growth | 11.4% Growth | 14% Growth |
| **2011-2016** | **2011-2016** | **2011-2016** | **2011-2015** | **2011-2015** |
| 9.9 % CAGR | 7.2% CAGR | 14.3% CAGR | 11.4% CAGR | 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

# Why OpenText Will Lead the EIM Market

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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

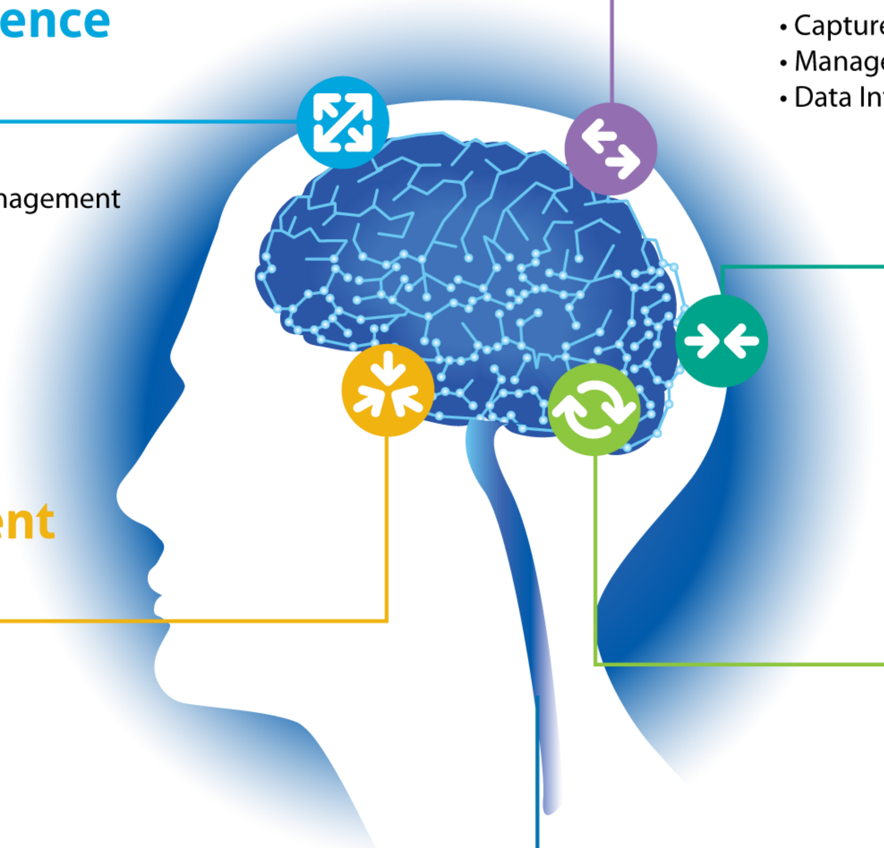
# Enterprise Information Management

## Information Exchange

- Fax and Document Distribution
- Cloud based File Sharing
- Capture and Recognition
- Managed File Transfer
- Data Integration

## Customer Experience Management

- Web Content Management
- Customer Communication Management
- Media Management
- Social Communities
- Portal
- Mobile Web and Apps



## Discovery

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

## Enterprise Content Management

- Content Management
- Archiving
- Records Management
- Email Management
- File Archiving
- Legacy De-commissioning
- Learning Management / Accreditation
- Content Centric Applications

## Business Process Management

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

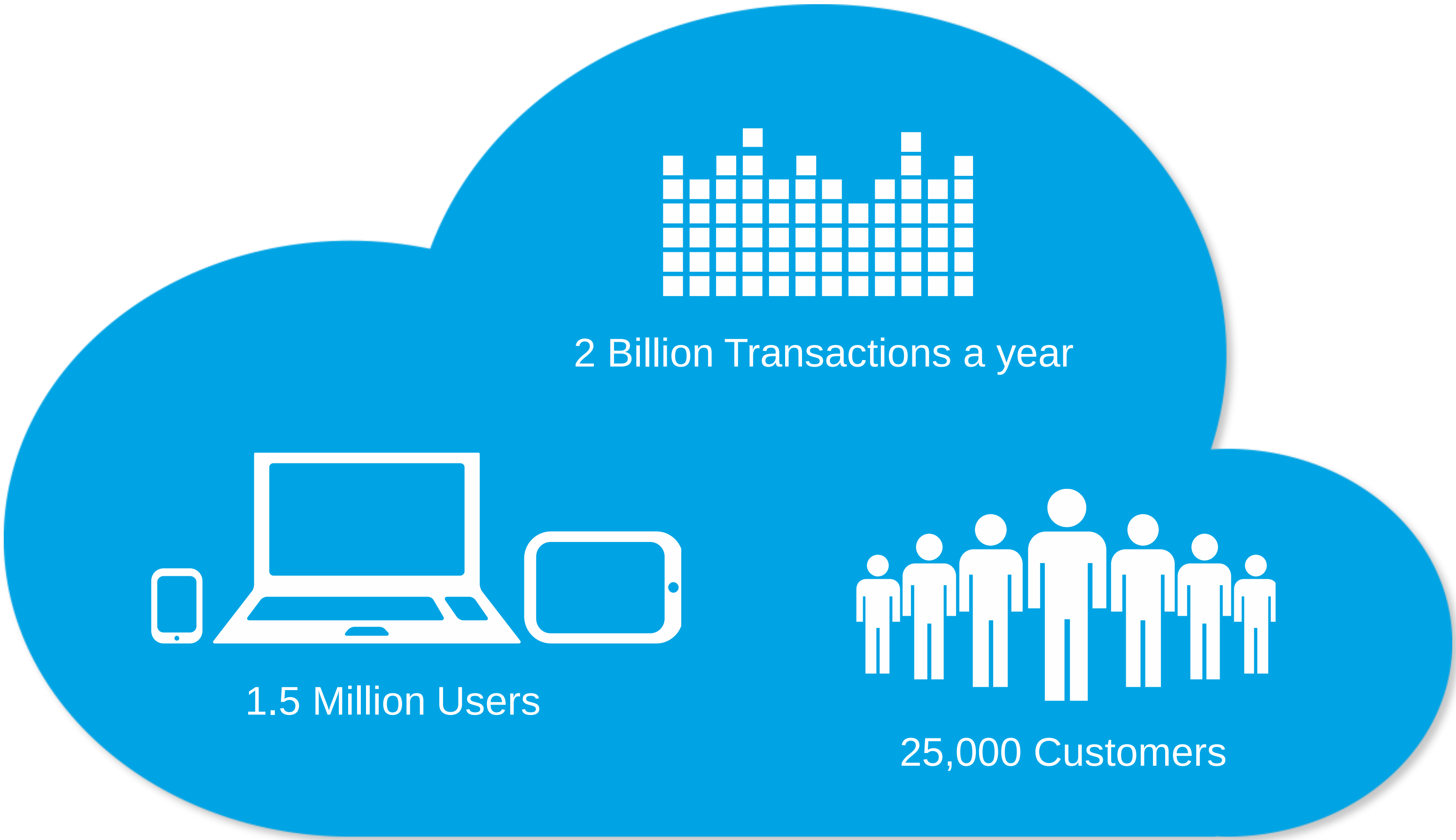
## InfoFusion

# Distribution Model

Growth and Opportunity

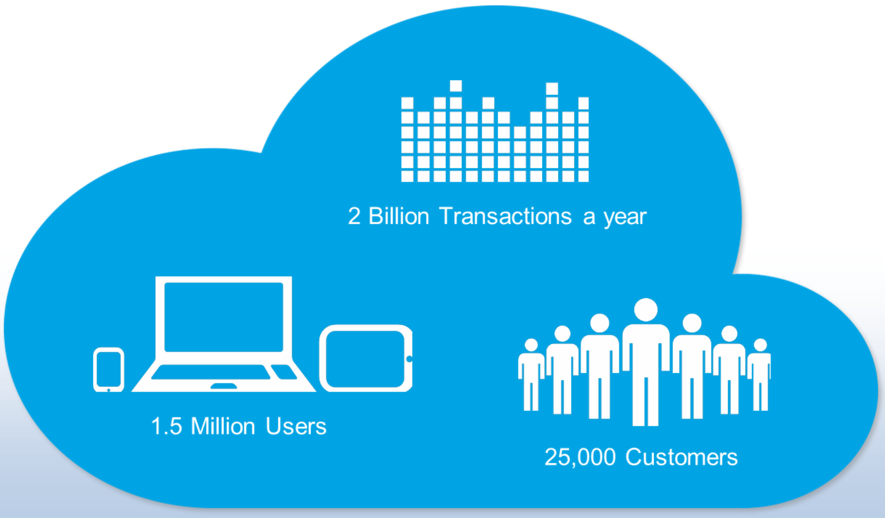
| | |
|---|---|
| **Direct Sales Force** | **AE, ISR, Specialists** |
| **Strategic Alliances** | SAP |
| **System Integrators SI / FSI** | accenture, logica, Deloitte., Capgemini, Raytheon |
| **VARs** | ADVANTAGE Technologies, contesto, at&t, ANX, CenturyLink |
| **Distributors** | INGRAM MICRO, Tech Data, shi, CDW |
| **OEM** | ICCM Solutions, IBM, EMC², hp, Adobe, RICOH, xerox, KONICA MINOLTA, KOFAX |
| **Technology Alliances** | Microsoft, ORACLE, cadence, cisco |

# OpenText Cloud Services




Enterprise, Social, Secure

# From ‘on Premises’ to ‘the Cloud’




- Tempo**Box**
- Tempo**Social**
- Capture & OCR
- **EIM** Cloud Services
- ECM, BPM, CEM, iX, Discovery

# Leaders Buy From Leaders

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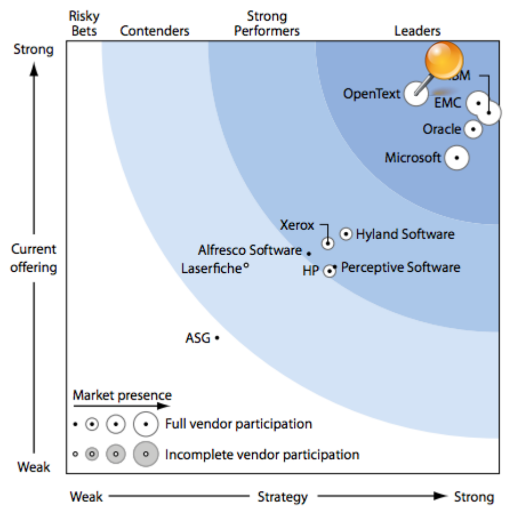
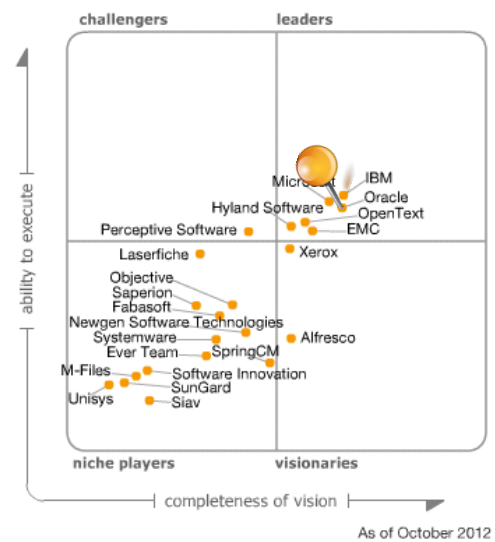
FORRESTER

Forrester Wave™: Enterprise Content Management, Q4 ’11



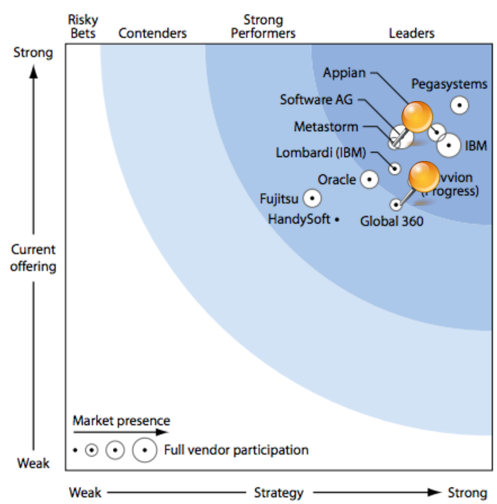

Gartner

Enterprise Content Management, October 2012



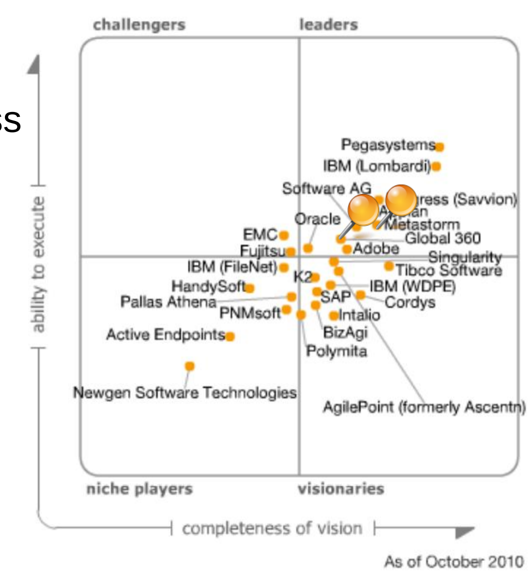

FORRESTER

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




Gartner

Business Process Management Suites, October 2011



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# Diverse Customer Base

## GOVERNMENT
- European Court of Human Rights / Cour Européenne des Droits de l'Homme
- Hackney
- Edmonton
- Canada
- U.S. Air Force
- Northrop Grumman
- Lockheed Martin

## ENERGY
- TXU energy
- Shell
- ConocoPhillips
- Santee Cooper — Dependable Power. Dependable People.
- ENERGEN
- Alinta
- PG&E
- sasol — reaching new frontiers

## PHARMACEUTICAL
- FERRING PHARMACEUTICALS
- Roche
- novo nordisk
- BIOMÉRIEUX
- NOVARTIS
- genzyme
- CELERA
- Wyeth

## FINANCIAL
- Capital One
- AXA
- Abbey
- metro
- RBC
- VISA
- GRAYDON
- BARCLAYS

## TRANSPORTATION
- AAA
- UNDERGROUND
- KiwiRail
- SNCF
- TRANSLINK
- Chhatrapati Shivaji International Airport
- GVK

## MANUFACTURING
- Seagate
- MQ MULTIQUIP
- SIEMENS
- BEHR
- Owens Corning
- Samsonite
- Timberland
- TRONOX
- STANLEY
- APPLIED MATERIALS

## LEGAL
- STIKEMAN ELLIOTT
- HUNTON & WILLIAMS
- rpc Reynolds Porter Chamberlain LLP
- CADWALADER
- BRINKS HOFER GILSON & LIONE
- DAVIES WARD PHILLIPS & VINEBERG LLP
- BAKER DONELSON BEARMAN, CALDWELL & BERKOWITZ, PC

## MEDIA
- HBO
- TCM TURNER CLASSIC MOVIES
- NBC
- sky
- cyberpresse.ca
- cohn&wolfe
- HarperCollins

## FOOD
- Hard Rock CAFE
- WORLD KITCHEN
- brakes fresh ideas
- BURGER KING
- ALNATURA

## INSURANCE
- SHENANDOAH LIFE INSURANCE COMPANY
- TRANSAMERICA REINSURANCE
- menzis
- MEAG
- ALTE LEIPZIGER
- winterthur

# Customer Win | CONSOL Energy

CONSOL ENERGY
AMERICA'S ENERGY STARTS HERE.

CONSOL Energy, the leading diversified energy producer in the Appalachian basin, producing both natural gas and high-BTU coal, is a long standing customer of OpenText Content Server for document management. CONSOL Energy has extended their investment in OpenText, adding OpenText enhancements for Report Management, Secure file sharing, Advanced reporting capabilities, CAD Drawing management and additional user licensing.

# Customer Win | The U.S. Department of Education

Through the Office of Federal Student Aid, the U.S. Department of Education (DoED) awards about $150 billion a year in grants, work-study funds, and low-interest loans to more than 14 million students.

The DoED has extended its investment in the OpenText MetaStorm Integration & Managed File Transfer solution, providing the DoED with a single platform to manage both batch and real-time, system-based integrations and processes complete with an audit trail to ensure operational success.

# Customer Win | Wellington City Council

Absolutely POSITIVELY Wellington
ME HEKE KI PŌNEKE
WELLINGTON CITY COUNCIL

Wellington City Council in New Zealand has invested in the OpenText Content Lifecycle Management Suite for its next generation electronic document and records management solution. It will provide the Council with seamless online discovery, access and use of information, and new and improved services to support new ways of working, e.g. mobility, collaboration, social business, and cloud computing. The key benefits expected from the OpenText solutions include ease of compliance, risk reduction, enhanced staff efficiency and productivity, and lower IM and IT costs.

# Customer Win | Apotex

APOTEX
ADVANCING GENERICS

Apotex Inc., the largest Canadian-owned pharmaceutical company, is a long time Enterprise Content Management customer, using OpenText solutions to distribute all GxP related documentation and procedures to their employees.

Most recently, Apotex extended their strategic investment in OpenText by expanding usage to include affiliates and added capabilities to enhance the user experience, greatly simplifying deployment.

# Customer Win | MAN Diesel & Turbo

MAN Diesel & Turbo, the world market leader for large diesel engines for use in ships and power stations, and one of the three leading suppliers of turbo machines, has extended its investment in OpenText with the purchase of OpenText Email Management/ Archiving for Microsoft Exchange, Extended ECM for SAP® Solutions and Application Governance & Archiving for Microsoft SharePoint, to provide employees with 360 degree views on documents for cases and business processes; extend SharePoint functionality; and provide unified archiving and compliant records.

# Customer Win | Hasbro



A long time customer, Hasbro continues to accelerate their blueprint for growth by taking advantage of OpenText's EIM Suite of technologies. Hasbro has invested in the full EIM suite of OpenText to service all of their content management platforms from Digital Assets to Marketing, to Licensing, extending SAP, Hasbro Studios and much more.

Hasbro Content Services is a key part of Hasbro's plan to reinvent itself as a global brand and media empire as they have expanded from being purely a toy manufacturer to now launching Hasbro Studio's and launching full feature length movies such as GI Joe and the Transformers.

# Customer Win | Marvel Entertainment, LLC

Marvel Entertainment, LLC, is undergoing initiatives to modernize their infrastructure of technologies, and has invested with OpenText to support a variety of technologies and use-cases.

Starting with the modernization of their publishing operations, OpenText Media Management will be utilized to provide greater efficiencies in how content is produced and distributed, and more importantly, their global licensing operations will be powered by the OpenText CEM suite of products.

Marvel interacts with thousands of licensees globally, and with the OpenText WEM/Portal platform along with OpenText Assure BPM to facilitate the review and routing of approvals with their licensees, Marvel looks to expand their revenue generating capabilities utilizing OpenText technologies.

# Customer Win

Daimler South East Asia Pte. Ltd., currently using OpenText Content Server for their DMS, has invested in OpenText Capture Centre (OCC), for their Optical Character Recognition (OCR) initiative. The OCR Process Automation project will automate one of the core business processes for Financial Services. Customer information will be scanned and OCC will be used to extract the relevant data, validate the missing fields, and request for additional information. The scanned documents will be stored and archived in OpenText Archive Server.

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

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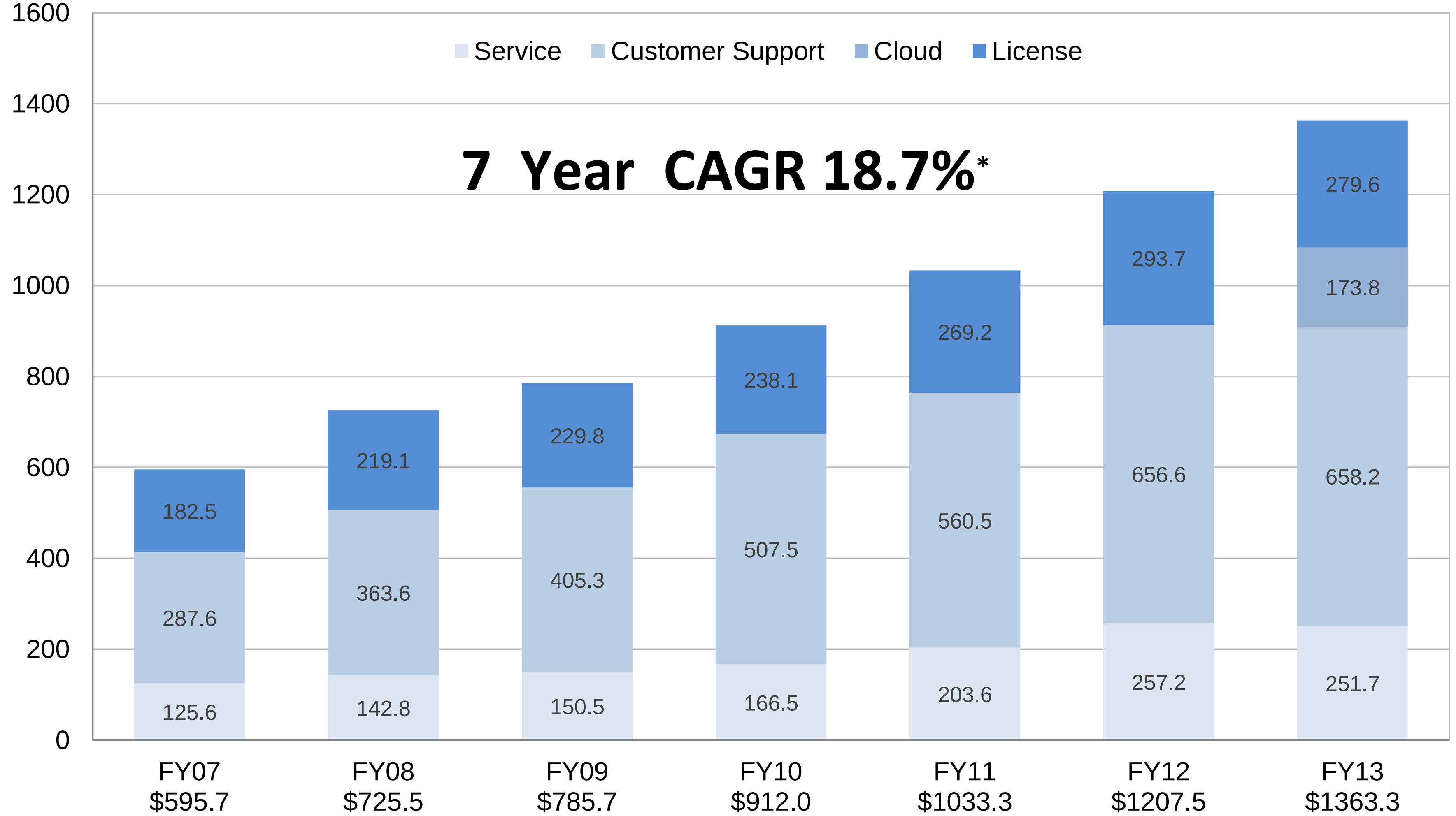
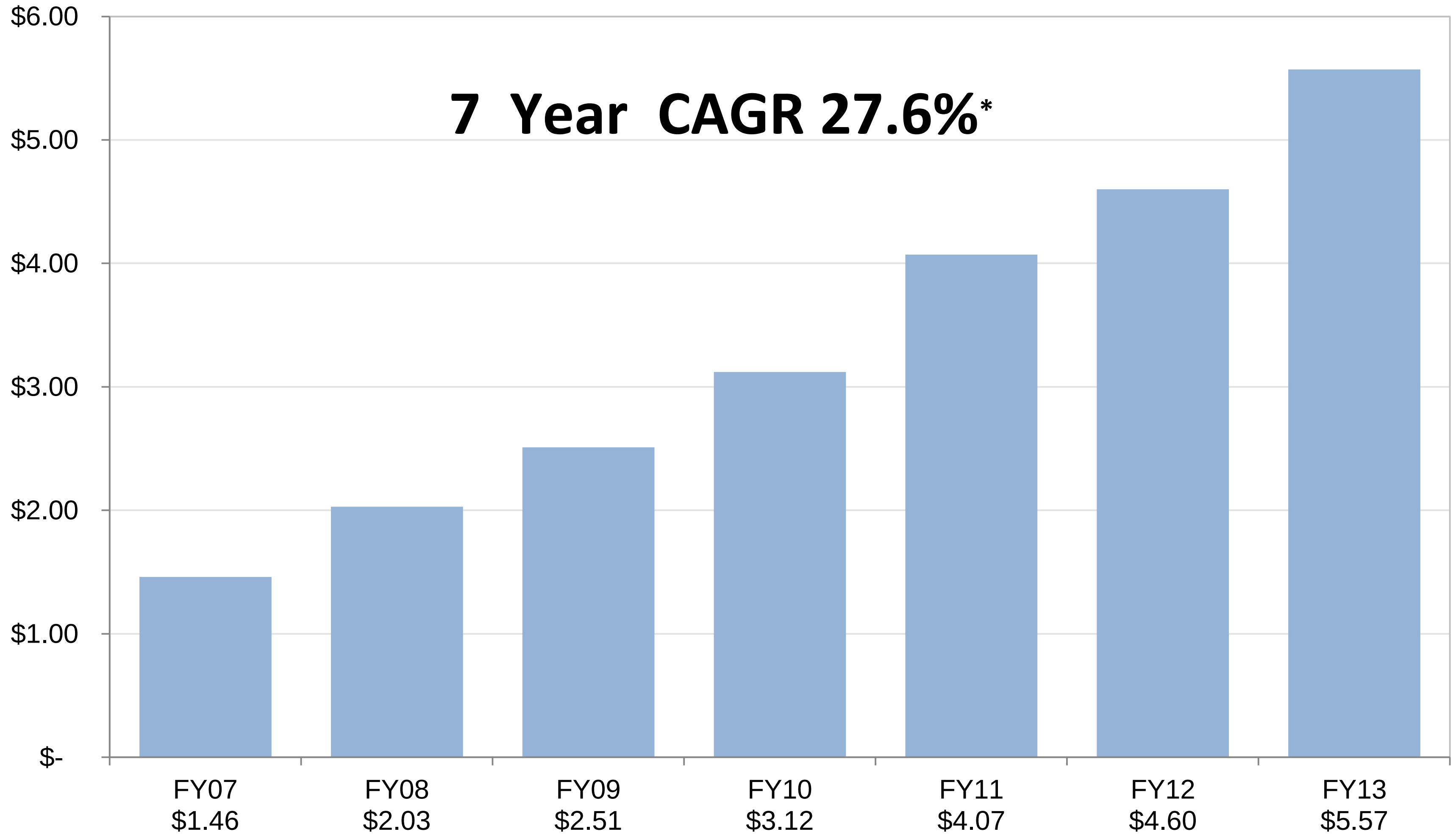



*FY06 Revenue $409.6 million

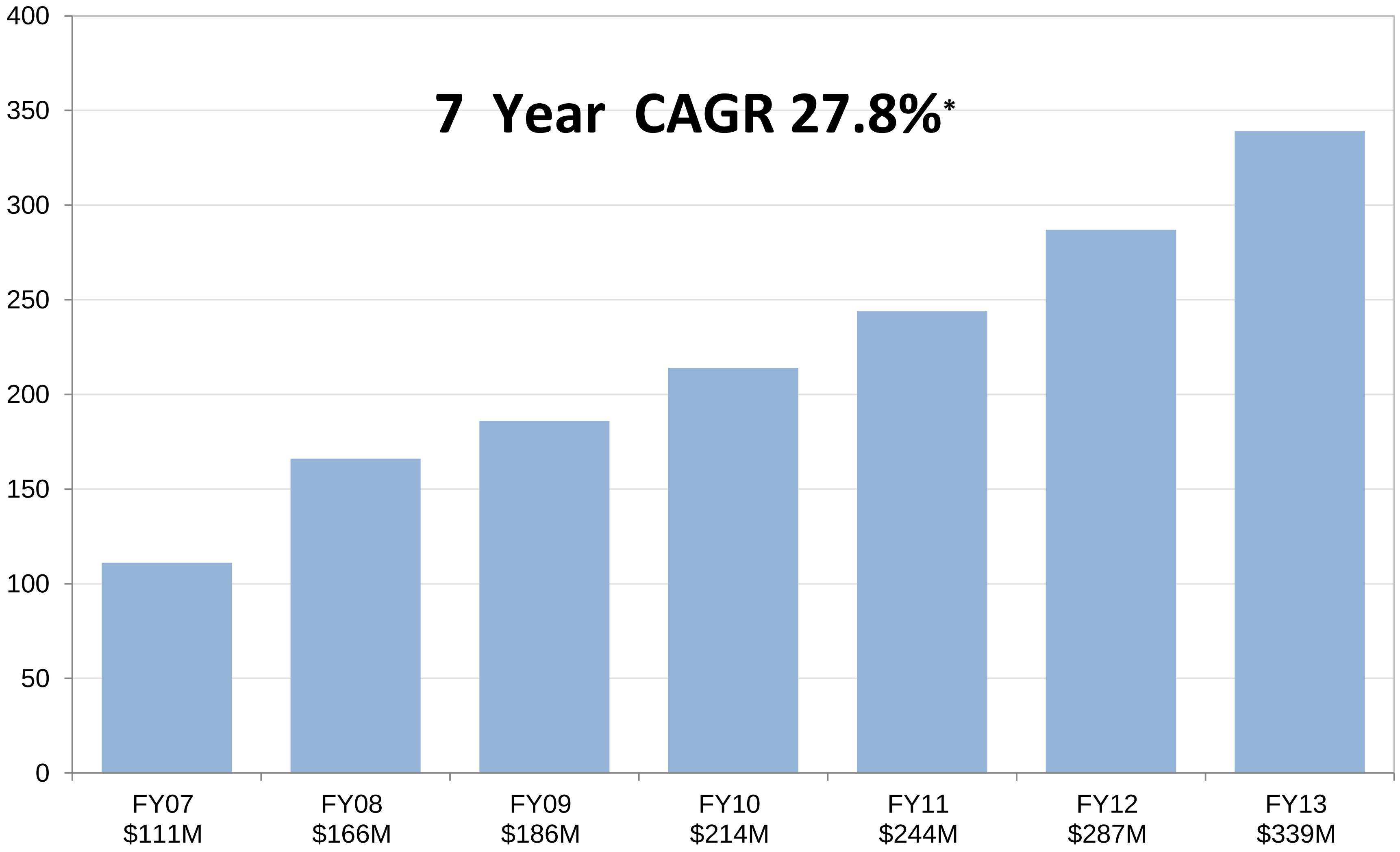
# History of Growing Non-GAAP EPS Y/Y: 7 Fiscal Years






*FY06 non-GAAP EPS $1.01

# History of Growing Cash Flow: 7 Fiscal Years



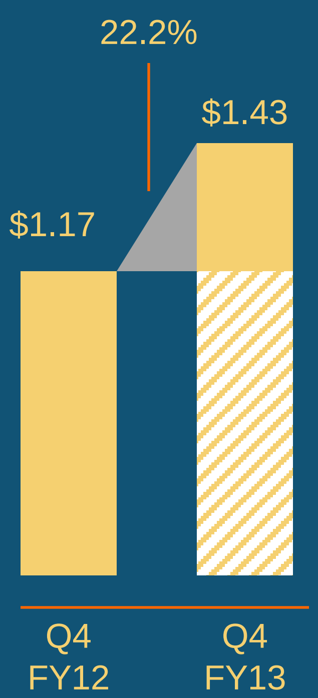

*FY06 cash flow $61M

**Before the impact of special charges

# Q4 FY13 Overview (Y/Y)

## OpenText delivered:

**$1.43**
Non-GAAP-based Earnings Per Share – Diluted*
**Up 22.2 percent**




**$347.3 million**
Revenue
Up 13.6 percent

**$78.8 million**
License
Up 1.0 percent

**$84.7 million**
Non-GAAP-based Net Income*
Up 22.5 percent

**$65.2 million****
**Operating Cash Flow**
**Down 18.3 percent**

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

** Inclusive of a $27.0 million litigation settlement relating to a legacy EasyLink liability. Absent the impact of this settlement operating cash flow was up15.5%.

# FY13 – Q4 Financial Highlights

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## Total Revenue Up 14% Y/Y

- Total revenue $347.3 million up 14% Y/Y
- Revenue by Geography:
  - Americas 54%
  - EMEA 36%
  - Asia Pacific 10%
- 5 deals over $1 million, compared to 8 Y/Y
- 15 deals between $500K and $1 million, compared to 12 Y/Y

## Non-GAAP EPS Up 22% Y/Y

- Non-GAAP-based EPS, diluted was $1.43 compared to $1.17 Y/Y(1)
- GAAP–based EPS, diluted was $0.71 compared to $0.14 Y/Y
- Non-GAAP-based operating margin 29.5%(1)
- GAAP-based operating margin 14.2%
- Non-GAAP tax rate: 14%

## License Revenue Up 1% Y/Y

- $78.8 million up 1% Y/Y
- License revenue from new accounts: 38%
- Partners contributed 31%
- Average deal size > $75K: $294K

## Operating Cash Flow Down 18% Y/Y

- $65.2 million in operating cash flow, compared to $79.8 million Y/Y(2)
- Cash and cash equivalents $470.4 million
- Total debt $565.5 million as of June 30, 2013

(1) See reconciliation of Non-GAAP measures to GAAP measures at the end of this presentation

(2) Inclusive of a $27.0 million litigation settlement primarily relating to a legacy EasyLink liability. Absent the impact of this settlement operating cash flow was up16%.

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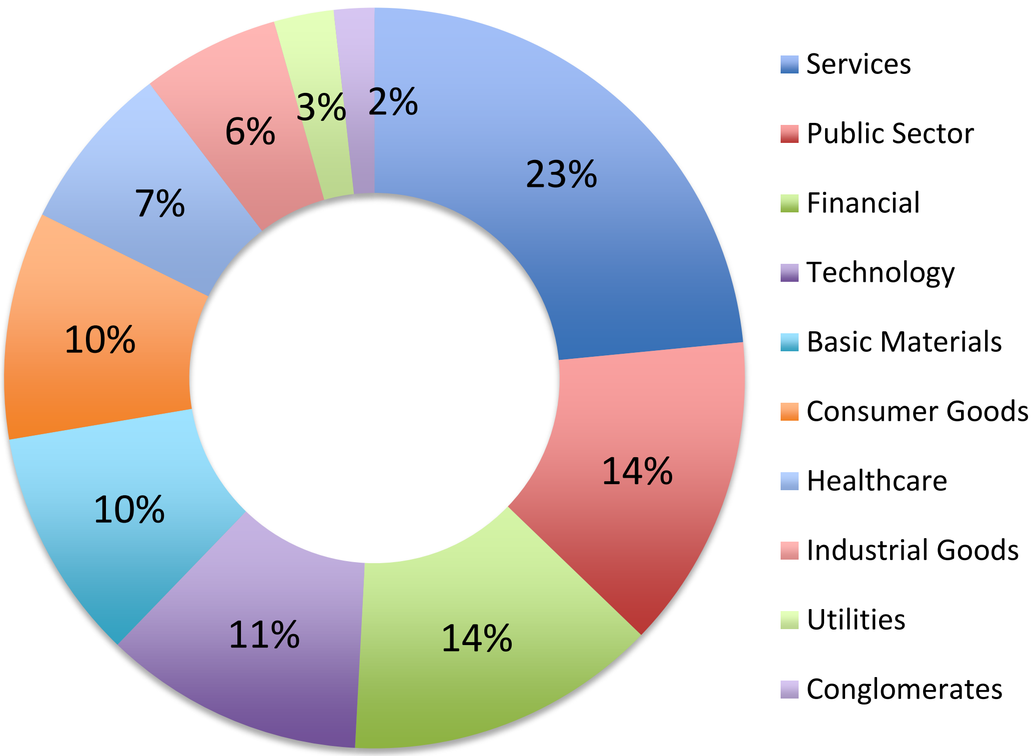
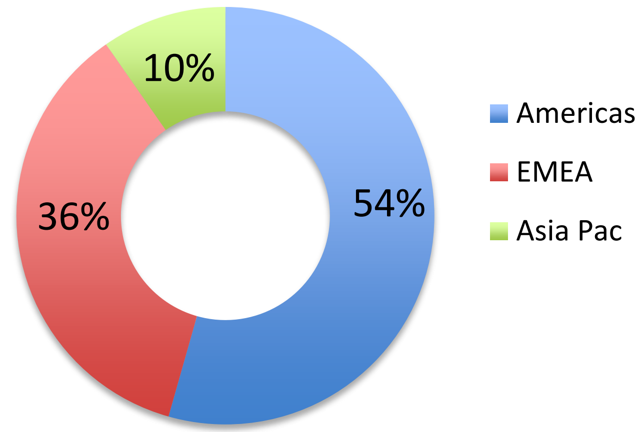
# FY13 – Q4 Revenue Breakdown

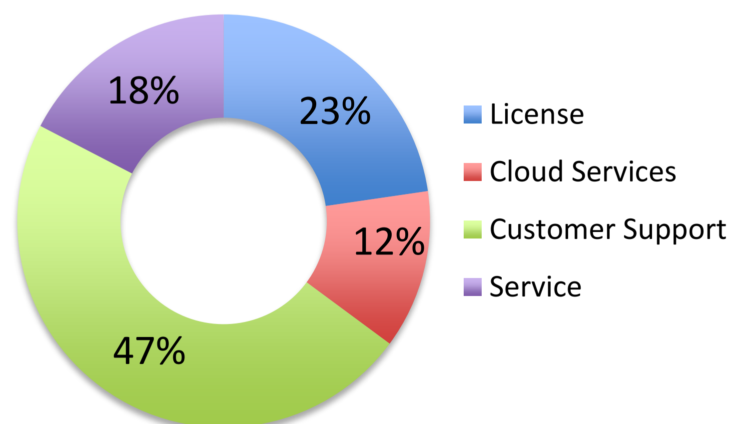
## Q4 F13 - License Revenue by Industry




## Total Revenue by Geography




## Total Revenue Mix



# FY13 – Financial Highlights

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## Total Revenue Up 13% Y/Y

- Total revenue of $1.4 billion, up 13% Y/Y
- Revenue by geography:
  - Americas 54%
  - EMEA 36%
  - Asia Pacific 10%
- 23 deals >$1 million, compared to 23 Y/Y
- 45 deals between $500K and $1 million, compared to 60 Y/Y

## Non-GAAP EPS Up 21% Y/Y

- Non-GAAP-based EPS, diluted was $5.57 compared to $4.60 up 21.1% Y/Y(1)
- GAAP–based EPS, diluted was $2.51 compared to $2.13Y/Y
- Non-GAAP-based operating margin was 29.3%(2)
- GAAP-based operating margin was 14.5%
- Non-GAAP tax rate: 14%

## License Revenue Up 6% 2H/2H

- License revenue $279.6 million, down 4.8% Y/Y
- Partners contributed 41%
- Average deal size: $279K

## Operating Cash Flow Up 20% Y/Y

- Operating cash flow $318.5 million compared to $266.5 million Y/Y(3)
- Cash and cash equivalents $470.4 million
- Total debt $565.5 million as of June 30, 2013

(1) See reconciliation of Non-GAAP measures to GAAP measures at the end of this presentation

(2) before taxes and interest expense

(3) Inclusive of a $27.0 million litigation settlement primarily relating to a legacy EasyLink liability. Absent the impact of this settlement operating cash flow was up 30%.

# FY13 –Revenue Breakdown

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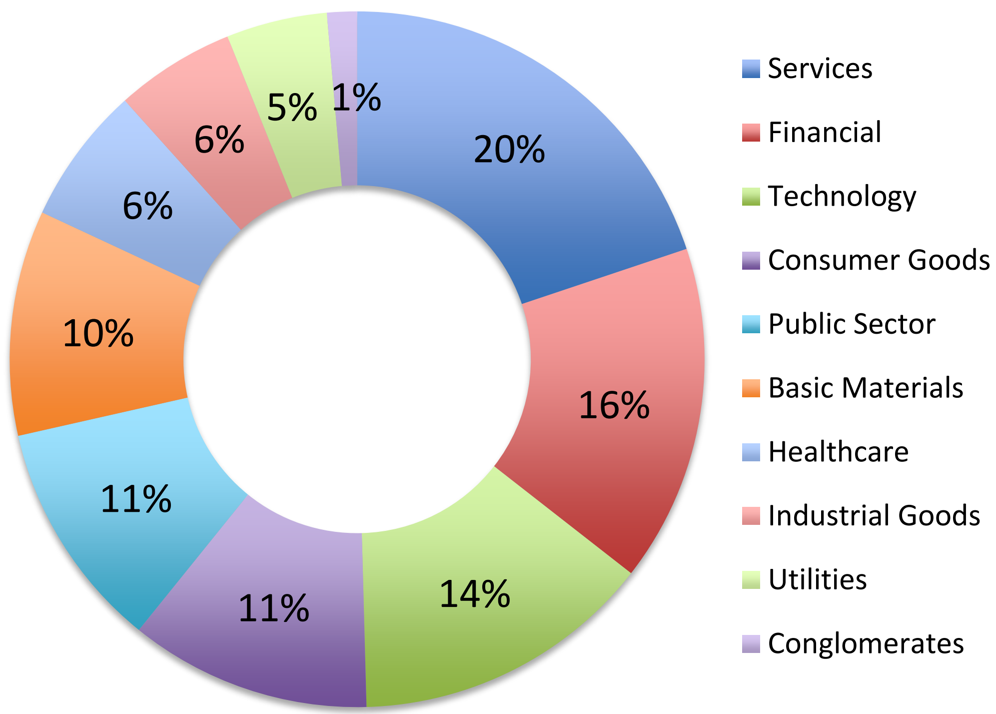
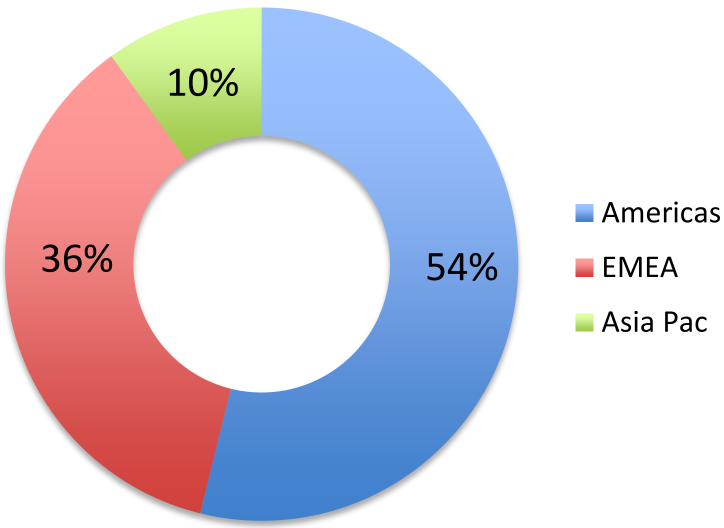
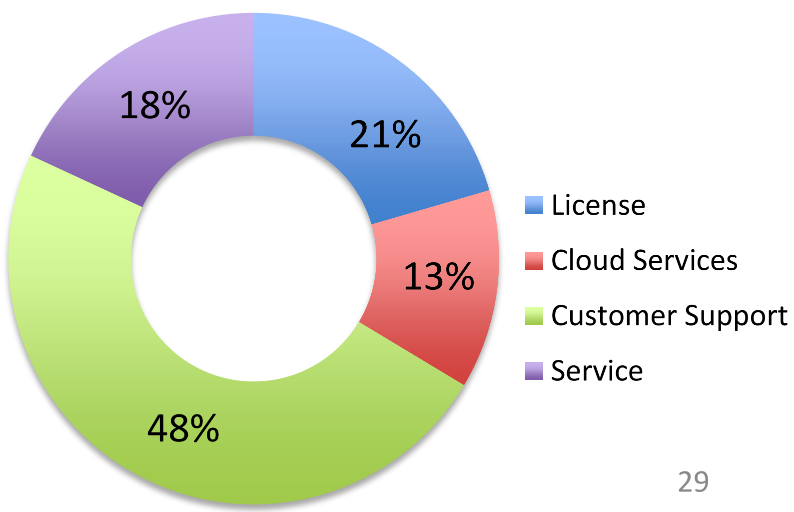
## F13 - License Revenue by Industry




## Total Revenue by Geography




## Total Revenue Mix



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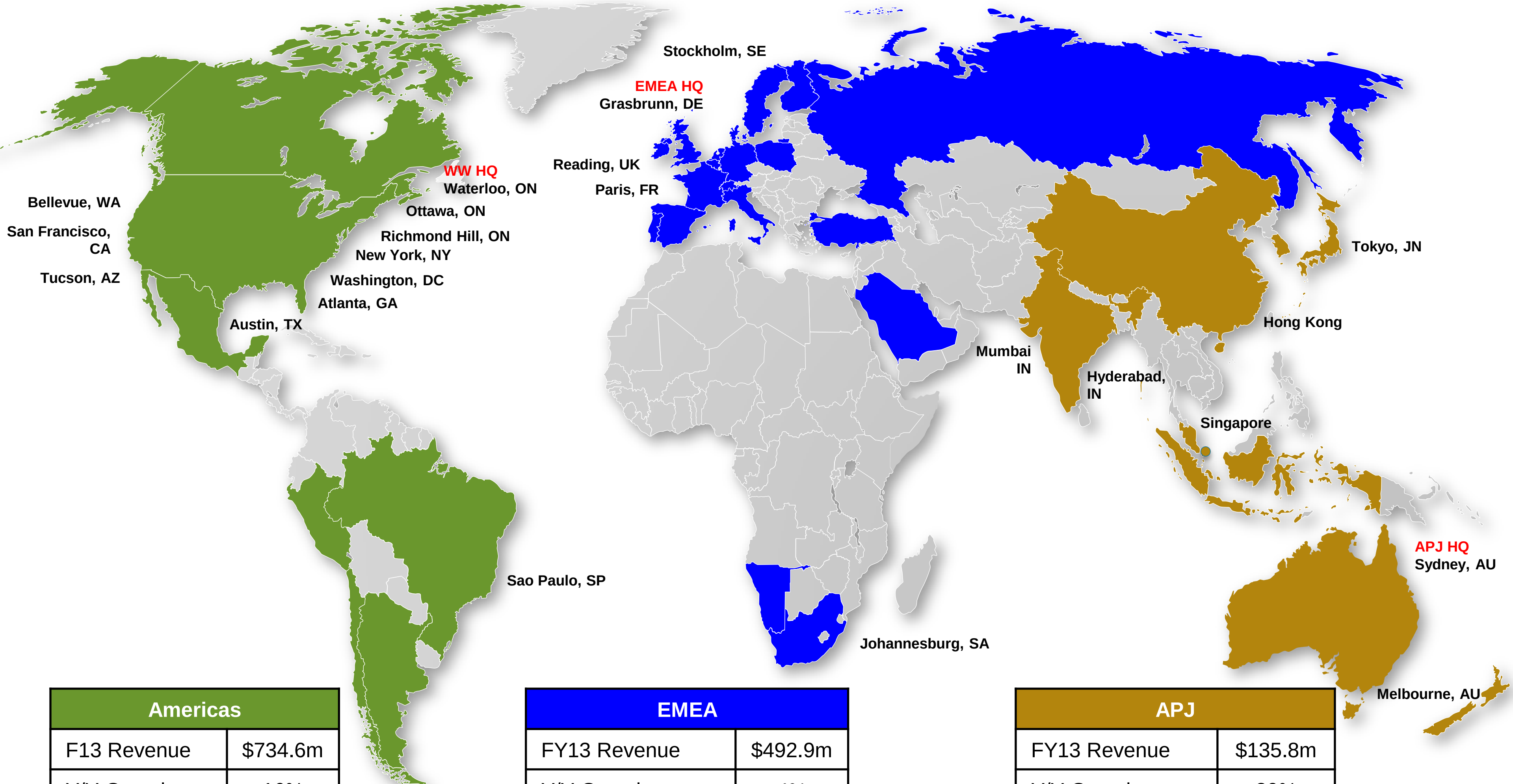
# Global Business

Fiscal 2013




| Americas | |
|---|---|
| F13 Revenue | $734.6m |
| Y/Y Growth | 16% |
| % of Business | 53.89% |

| EMEA | |
|---|---|
| FY13 Revenue | $492.9m |
| Y/Y Growth | 4% |
| % of Business | 36.15% |

| APJ | |
|---|---|
| FY13 Revenue | $135.8m |
| Y/Y Growth | 39% |
| % of Business | 9.96% |

# Business Highlights

- Services, public sector, financial and technology industries saw the most demand
- 5 license transactions over $1 million and 15 license transactions between $500K and $1 million
- Customer successes in the quarter include Apotex, CONSOL Energy, Daimler South East Asia Pte Ltd, Hasbro, MAN Diesel & Turbo, Marvel Entertainment, LLC, The U.S. Department of Education and Wellington City Council.
- OpenText unveils responsive, intuitive web experience management solution for targeted, more interactive online customer experiences and extends partner ecosystem for web experience management
- OpenText EIM products to support SAP HANA®, cloud and mobility offerings, and expands reach of its cloud-based solutions now included in SAP® Cloud for Travel solution
- OpenText acquires long-standing partner ICCM Professional Services Limited (ICCM), on May 23, 2013. Based in Malmesbury, United Kingdom, ICCM is focused on BPM Smart Process Applications.
- OpenText named a leader in independent research firm's Smart Process Applications report
- OpenText appoints Noriyuki Hayakawa as President, OpenText Japan

# 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 August 30, 2013
- Dividend to be paid on September 20, 2013
- OpenText has declared the dividend in U.S. 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

# FY14 External Target Model*

| Revenue Type | Fiscal 2013 Target Model | F13 Actual | Fiscal 2014 Target Model |
|---|---|---|---|
| As a % of revenue | | | |
| Product License | 20 - 25% | 20.5% | 20 - 25% |
| Cloud Services | 10 - 15% | 12.7% | 10 - 15% |
| Product Maintenance | 44 - 49% | 48.3% | 44 - 49% |
| Professional Services | 17 - 22% | 18.5% | 17 - 22% |
| **Non-GAAP Gross Margin** | | | |
| Product License | 92 - 94% | 94.2% | 93 - 95% |
| Cloud Services | 58 - 60% | 58.4% | 58 - 60% |
| Product Maintenance | 83 - 85% | 83.8% | 83 - 85% |
| Professional Services | 20 - 22% | 22.2% | 21-23 % |
| **Non-GAAP Gross Margin** | **71 - 74%** | **71.3%** | **71 - 74%** |
| **Non-GAAP Operating Expenses** | | | |
| Development | 13 - 15% | 11.9% | 12 - 14% |
| Sales & Marketing | 21 - 23% | 20.6% | 21 - 23% |
| General & Admin | 8 - 9% | 7.7% | 7 - 8% |
| Depreciation | 2% | 1.8% | 2% |
| **Non-GAAP Ops Margin** | **26 - 30%** | **29.3%** | **27 - 31%** |

*This target model is not guidance.

# Summary



- A leader in Enterprise Information Management (EIM) a large, growing and relevant market
- Enhanced innovation and exciting product portfolio
- Compelling operating margins, cash flow and quarterly dividend program
- 7 years consistent growth:
  - 27.6% CAGR: non-GAAP EPS
  - 27.8% CAGR: Cash Flow from Operations*
  - 18.7% CAGR: Revenue

*Before the impact of special charges


THE TIMES
New year, new you
Families to pay £600 more after rise in VAT
DEPARTMENT OF DEFENSE
UNITED STATES OF AMERICA
AIG
Munich RE
Government of Canada
Gouvernement du Canada
Mitsubishi Tanabe Pharma
Cargill
OCDE
OECD
OPENTEXT
Unleashing the Power of Information
JPMorganChase
Bank of America
Cisco Systems
MetLife
CVS/pharmacy
BARRICK
WELLS FARGO
HM TREASURY
Deutsche Post
DHL
GENERAL DYNAMICS
Strength On Your Side
McCain
It's all good.

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- 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

| | Q4 FY13 | Q3 FY13 | Q4 FY12 | % Change (Q/Q) | % Change (Y/Y) |
|---|---|---|---|---|---|
| Revenue (million) | $347.3 | $337.7 | $305.6 | 2.8% | 13.6% |
| GAAP gross margin | 66.0% | 63.9% | 65.8% | 210 bps | 20 bps |
| GAAP operating margin | 14.2% | 12.1% | 13.0% | 210 bps | 120 bps |
| GAAP EPS, diluted | $0.71 | $0.44 | $0.14 | 61.4% | 407.1% |
| Non-GAAP gross margin * | 72.9% | 70.8% | 72.9% | 210 bps | – |
| Non-GAAP operating margin** | 29.5% | 26.8% | 27.7% | 270 bps | 180 bps |
| Non-GAAP EPS, diluted* | $1.43 | $1.26 | $1.17 | 13.5% | 22.2% |

* 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

| | Q4 FY13 | Q3 FY13 | Q4 FY12 | % Change (Y/Y) |
|---|---|---|---|---|
| Revenue (million) | $1,363.3 | $1,016.1 | $1,207.5 | 12.9% |
| GAAP gross margin | 64.4% | 63.8% | 65.4% | (100) bps |
| GAAP operating margin | 14.5% | 14.6% | 12.4% | 210 bps |
| GAAP EPS, diluted | $2.51 | $1.80 | $2.13 | 17.8% |
| Non-GAAP gross margin * | 71.3% | 70.8% | 72.5% | (120) bps |
| Non-GAAP operating margin** | 29.3% | 29.2% | 27.3% | 200 bps |
| Non-GAAP EPS, diluted* | $5.57 | $4.14 | $4.60 | 21.1% |

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

**before taxes and interest expense

OPENTEXT

# Summary of Quarterly Revenue Results*

| In millions | Q4 FY13 | Q3 FY13 | Q4 FY12 | % Change (Q/Q) | % Change (Y/Y) |
|---|---|---|---|---|---|
| License | $78.8 | $69.0 | $78.0 | 14.2% | 1.0% |
| Cloud services | 41.9 | 43.2 | N/A | (3.0)% | N/A |
| Customer support | 164.9 | 166.6 | 163.1 | (1.0)% | 1.1% |
| Professional service and other | 61.7 | 58.9 | 64.5 | 4.8% | (4.3)% |
| Total | $347.3 | $337.7 | $305.6 | 2.8% | 13.6% |

* 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 | Q4 FY13 | Q3 FY13 | Q4 FY12 | % Change (Y/Y) |
|---|---|---|---|---|
| License | $279.6 | $200.8 | $293.7 | (4.8)% |
| Cloud services | 173.8 | 131.9 | N/A | N/A |
| Customer support | 658.2 | 493.3 | 656.6 | 0.2% |
| Professional service and other | 251.7 | 190.1 | 257.2 | (2.1)% |
| Total | $1,363.3 | $1,016.1 | $1,207.5 | 12.9% |

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

# Appendix A

## Use of Non-GAAP Financial Measures

In addition to reporting financial results in accordance with U.S. GAAP, the Company provides certain financial measures that are not in accordance with U.S. GAAP (non-GAAP).These non-GAAP financial measures have certain limitations in that they do not have a standardized meaning and thus the Company's definition may be different from similar non-GAAP financial measures used by other companies and/or analysts and may differ from period to period. Thus it may be more difficult to compare the Company's financial performance to that of other companies. However, the Company's management compensates for these limitations by providing the relevant disclosure of the items excluded in the calculation of these non-GAAP financial measures both in its reconciliation to the U.S. GAAP financial measures and its consolidated financial statements, all of which should be considered when evaluating the Company's results.

The Company uses these non-GAAP financial measures to supplement the information provided in its consolidated financial statements, which are presented in accordance with U.S. GAAP. The presentation of non-GAAP financial measures are not meant to be a substitute for financial measures presented in accordance with U.S. GAAP, but rather should be evaluated in conjunction with and as a supplement to such U.S. GAAP measures. OpenText strongly encourages investors to review its financial information in its entirety and not to rely on a single financial measure. The Company therefore believes that despite these limitations, it is appropriate to supplement the disclosure of the U.S. GAAP measures with certain non-GAAP measures defined below.

Non-GAAP-based net income and non-GAAP-based EPS are calculated as net income or net income per share on a diluted basis, excluding, the amortization of acquired intangible assets, other income (expense), share-based compensation, and special charges, all net of tax. Non-GAAP-based gross profit is the arithmetical sum of GAAP-based gross profit and the amortization of acquired technology-based intangible assets. Non-GAAP-based gross margin is calculated as non-GAAP-based gross profit expressed as a percentage of revenue. Non-GAAP-based income from operations is calculated as income from operations, excluding, the amortization of acquired intangible assets, special charges, and share-based compensation. Non-GAAP-based operating margin is calculated as non-GAAP-based income from operations expressed as a percentage of revenue.

The Company's management believes that the presentation, of the above defined non-GAAP financial measures, provides useful information to investors because they portray the financial results of the Company before the impact of certain non-operational charges. The use of the term “non-operational charge” is defined for this purpose as an expense that does not impact the ongoing operating decisions taken by the Company's management and is based upon the way the Company's management evaluates the performance of the Company's business for use in the Company's internal reports. In the course of such evaluation and for the purpose of making operating decisions, the Company's management excludes certain items from its analysis, including amortization of acquired intangible assets, special charges, share-based compensation, other income (expense), and the taxation impact of these items. These items are excluded based upon the manner in which management evaluates the business of the Company and are not excluded in the sense that they may be used under U.S. GAAP.

The Company believes the provision of supplemental non-GAAP measures allow investors to evaluate the operational and financial performance of the Company's core business using the same evaluation measures that management uses, and is therefore a useful indication of OpenText's performance or expected performance of future operations and facilitates period-to-period comparison of operating performance. As a result, the Company considers it appropriate and reasonable to provide, in addition to U.S. GAAP measures, supplementary non-GAAP financial measures that exclude certain items from the presentation of its financial results in this presentation.

The following charts provide (unaudited) reconciliations of U.S. GAAP-based financial measures to non-U.S. GAAP-based financial measures for the following periods presented:

# Reconciliation of Selected Non-GAAP Measures | Q4 FY13

| (in '000s USD) | Three months ended June 30, 2013 | | | | | |
|---|---|---|---|---|---|---|
| | GAAP | GAAP % of Rev | Adjustments | FN | Non- GAAP | Non-GAAP % of Rev |
| **COST OF REVENUES** | | | | | | |
| Cloud Services | $17,696 | | $(48) | 1 | $17,648 | |
| Customer Support | 25,351 | | (159) | 1 | 25,192 | |
| Professional Service and Other | 47,879 | | (255) | 1 | 47,624 | |
| Amortization of acquired technology-based intangibles | 23,579 | | (23,579) | 2 | _ | |
| GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%) | 229,233 | 66.0% | 24,041 | 3 | 253,274 | 72.9% |
| **OPERATING EXPENSES** | | | | | | |
| Research and development | 42,383 | | (526) | 1 | 41,857 | |
| Sales and marketing | 79,338 | | (2,476) | 1 | 76,862 | |
| General and administrative | 27,857 | | (1,958) | 1 | 25,899 | |
| Amortization – customer based intangibles | 17,197 | | (17,197) | 2 | _ | |
| Special charges | 6,767 | | (6,767) | 4 | _ | |
| GAAP-based income from operations and operating margin (%) / Non-GAAP–based income from operations and operating margin (%) | 49,473 | 14.2% | 52,965 | 5 | 102,438 | 29.5% |
| Other income (expenses), net | (4,180) | | 4,180 | 6 | _ | |
| Provision for (recovery of) income taxes | (869) | | 14,652 | 7 | 13,783 | |
| GAAP-based net income / Non-GAAP-based net income | $42,172 | | $42,493 | 8 | $84,665 | |
| GAAP-based EPS / Non-GAAP-based EPS - diluted | $0.71 | | $0.72 | 8 | $1.43 | |

# Reconciliation of Selected Non-GAAP Measures | Q4 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 | GAAP-based and Non GAAP-based gross profit stated in dollars, and gross margin stated as a percentage of revenue. | | |
| 4 | 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. | | |
| 5 | GAAP-based and Non GAAP-based income from operations stated in dollars, and operating margin stated as a percentage of revenue. | | |
| 6 | 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. | | |
| 7 | Adjustment relates to differences between the GAAP-based tax recovery of approximately 2% 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. | | |
| | | Three Months Ended June 30, 2013 | |
| 8 | Reconciliation of non-GAAP-based adjusted net income to GAAP-based net income: | | Per Share |
| | Non-GAAP-based net income | $84,665 | $1.43 |
| | Less: | | |
| | Amortization | 40,776 | 0.69 |
| | Share-based compensation | 5,422 | 0.09 |
| | Special charges | 6,767 | 0.11 |
| | Other (Income) expenses, net | 4,180 | 0.07 |
| | GAAP based provision for (recovery of) income taxes | (869) | (0.01) |
| | Non-GAAP-based provision for income taxes | (13,783) | (0.23) |
| | GAAP-based net income | $42,172 | $0.71 |

# Reconciliation of Selected Non-GAAP Measures | Q4 FY13 YTD

| (in '000s USD) | Year ended June 30, 2013 | | | | | |
|---|---|---|---|---|---|---|
| | GAAP | GAAP % of Rev | Adjustments | FN | Non- GAAP | Non-GAAP % of Rev |
| **COST OF REVENUES** | | | | | | |
| Cloud Services | $72,365 | | $(128) | 1 | $72,237 | |
| Customer Support | 106,948 | | (434) | 1 | 106,514 | |
| Professional Service and Other | 196,874 | | (915) | 1 | 195,959 | |
| Amortization of acquired technology-based intangibles | 93,610 | | (93,610) | 2 | _ | |
| GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%) | 877,432 | 64.4% | 95,087 | 3 | 972,519 | 71.3% |
| **OPERATING EXPENSES** | | | | | | |
| Research and development | 164,010 | | (1,693) | 1 | 162,317 | |
| Sales and marketing | 289,157 | | (8,429) | 1 | 280,728 | |
| General and administrative | 109,325 | | (3,976) | 1 | 105,349 | |
| Amortization – customer based intangibles | 68,745 | | (68,745) | 2 | _ | |
| Special charges | 24,034 | | (24,034) | 4 | _ | |
| GAAP-based income from operations and operating margin (%) / Non-GAAP–based income from operations and operating margin (%) | 197,665 | 14.5% | 201,964 | 5 | 399,629 | 29.3% |
| Other income (expenses), net | (2,473) | | 2,473 | 6 | _ | |
| Provision for (recovery of) income taxes | 29,690 | | 23,881 | 7 | 53,571 | |
| GAAP-based net income / Non-GAAP-based net income | $148,520 | | $180,556 | 8 | $329,076 | |
| GAAP-based EPS / Non-GAAP-based EPS - diluted | $2.51 | | $3.06 | 8 | $5.57 | |

# Reconciliation of Selected Non-GAAP Measures | Q4 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 | GAAP-based and Non GAAP-based gross profit stated in dollars, and gross margin stated as a percentage of revenue. | | |
| 4 | 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. | | |
| 5 | GAAP-based and Non GAAP-based income from operations stated in dollars, and operating margin stated as a percentage of revenue. | | |
| 6 | 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. | | |
| 7 | Adjustment relates to differences between the GAAP-based tax provision of approximately 17% 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. | | |
| | | Year Ended June 30, 2013 | |
| 8 | Reconciliation of non-GAAP-based adjusted net income to GAAP-based net income: | | Per Share |
| | Non-GAAP-based net income | $329,076 | $5.57 |
| | Less: | | |
| | Amortization | 162,355 | 2.75 |
| | Share-based compensation | 15,575 | 0.26 |
| | Special charges | 24,034 | 0.41 |
| | Other (Income) expenses, net | 2,473 | 0.04 |
| | GAAP based provision for (recovery of) income taxes | 29,690 | 0.50 |
| | Non-GAAP-based provision for income taxes | (53,571) | (0.90) |
| | GAAP-based net income | $148,520 | $2.51 |

# Reconciliation of Selected Non-GAAP Measures | Q3 FY13

| (in '000s USD) | Three months ended March 31, 2013 | | | | | |
|---|---|---|---|---|---|---|
| | GAAP | GAAP % of Rev | Adjustments | FN | Non- GAAP | Non-GAAP % of Rev |
| **COST OF REVENUES** | | | | | | |
| Cloud Services | $18,741 | | $(50) | 1 | $18,691 | |
| Customer Support | 27,497 | | (130) | 1 | 27,367 | |
| Professional Service and Other | 49,701 | | (295) | 1 | 49,406 | |
| Amortization of acquired technology-based intangibles | 23,058 | | (23,058) | 2 | – | |
| GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%) | 215,619 | 63.9% | 23,533 | 3 | 239,152 | 70.8% |
| **OPERATING EXPENSES** | | | | | | |
| Research and development | 43,003 | | (498) | 1 | 42,505 | |
| Sales and marketing | 77,327 | | (2,634) | 1 | 74,693 | |
| General and administrative | 25,762 | | (270) | 1 | 25,492 | |
| Amortization – customer based intangibles | 17,149 | | (17,197) | 2 | – | |
| Special charges | 5,444 | | (5,444) | 4 | – | |
| GAAP-based income from operations and operating margin (%) / Non-GAAP–based income from operations and operating margin (%) | 40,870 | 12.1% | 49,528 | 5 | 90,398 | 26.8% |
| Other income (expenses), net | 237 | | (237) | 6 | – | |
| Provision for (recovery of) income taxes | 11,187 | | 893 | 7 | 12,080 | |
| GAAP-based net income / Non-GAAP-based net income | $25,811 | | $48,398 | 8 | $74,209 | |
| GAAP-based EPS / Non-GAAP-based EPS - diluted | $0.44 | | $0.82 | 8 | $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 | GAAP-based and Non GAAP-based gross profit stated in dollars, and gross margin stated as a percentage of revenue. |
| 4 | 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. |
| 5 | GAAP-based and Non GAAP-based income from operations stated in dollars, and operating margin stated as a percentage of revenue. |
| 6 | 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. |
| 7 | 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. |

| | | Three Months Ended March 31, 2013 | |
|---|---|---|---|
| 8 | Reconciliation of non-GAAP-based adjusted net income to GAAP-based net income: | | 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 (recovery of) 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 | GAAP % of Rev | Adjustments | FN | Non- GAAP | Non-GAAP % of Rev |
| **COST OF REVENUES** | | | | | | |
| Cloud Services | $54,669 | | $(80) | 1 | $54,589 | |
| Customer Support | 81,597 | | (275) | 1 | 81,322 | |
| Professional Service and Other | 148,995 | | (660) | 1 | 148,335 | |
| Amortization of acquired technology-based intangibles | 70,031 | | (70,031) | 2 | _ | |
| GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%) | 648,199 | 63.8% | 71,046 | 3 | 719,245 | 70.8% |
| **OPERATING EXPENSES** | | | | | | |
| Research and development | 121,627 | | (1,167) | 1 | 120,460 | |
| Sales and marketing | 209,819 | | (5,953) | 1 | 203,866 | |
| General and administrative | 81,468 | | (2,018) | 1 | 79,450 | |
| Amortization – customer based intangibles | 51,548 | | (51,548) | 2 | _ | |
| Special charges | 17,267 | | (17,267) | 4 | _ | |
| GAAP-based income from operations and operating margin (%) / Non-GAAP–based income from operations and operating margin (%) | 148,192 | 14.6% | 148,999 | 5 | 297,191 | 29.2% |
| Other income (expenses), net | 1,707 | | (1,707) | 6 | _ | |
| Provision for (recovery of) income taxes | 30,559 | | 9,229 | 7 | 39,788 | |
| GAAP-based net income / Non-GAAP-based net income | $106,348 | | $138,063 | 8 | $244,411 | |
| GAAP-based EPS / Non-GAAP-based EPS - diluted | $1.80 | | $2.34 | 8 | $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 | GAAP-based and Non GAAP-based gross profit stated in dollars, and gross margin stated as a percentage of revenue. | | |
| 4 | 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. | | |
| 5 | GAAP-based and Non GAAP-based income from operations stated in dollars, and operating margin stated as a percentage of revenue. | | |
| 6 | 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. | | |
| 7 | 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. | | |
| | | Nine Months Ended March 31, 2013 | |
| 8 | Reconciliation of non-GAAP-based adjusted net income to GAAP-based net income: | | 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 (recovery of) 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 | Q4 FY12

| (in '000s USD) | Three months ended June 30, 2012 | | | | | |
|---|---|---|---|---|---|---|
| | GAAP | GAAP % of Rev | Adjustments | FN | Non- GAAP | Non-GAAP % of Rev |
| **COST OF REVENUES** | | | | | | |
| Customer Support | $27,780 | | $(58) | 1 | $27,722 | |
| Professional Service and Other | 51,358 | | (239) | 1 | 51,119 | |
| Amortization of acquired technology-based intangibles | 21,265 | | (21,265) | 2 | _ | |
| GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%) | 201,105 | 65.8% | 21,562 | 3 | 222,667 | 72.9% |
| **OPERATING EXPENSES** | | | | | | |
| Research and development | 41,195 | | (1,066) | 1 | 40,129 | |
| Sales and marketing | 71,641 | | (2,771) | 1 | 68,870 | |
| General and administrative | 24,186 | | (557) | 1 | 23,629 | |
| Amortization – customer based intangibles | 13,378 | | (13,378) | 2 | _ | |
| Special charges | 5,747 | | (5,747) | 4 | _ | |
| GAAP-based income from operations and operating margin (%) / Non-GAAP–based income from operations and operating margin (%) | 39,690 | 13.0% | 45,081 | 5 | 84,771 | 27.7% |
| Other income (expenses), net | (6,596) | | 6,596 | 6 | _ | |
| Provision for income taxes | 20,713 | | (9,462) | 7 | 11,251 | |
| GAAP-based net income / Non-GAAP-based net income | $7,971 | | $61,139 | 8 | $69,110 | |
| GAAP-based EPS / Non-GAAP-based EPS - diluted | $0.14 | | $1.03 | 8 | $1.17 | |

# Reconciliation of Selected Non-GAAP Measures | Q4 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 | GAAP-based and Non GAAP-based gross profit stated in dollars, and gross margin stated as a percentage of revenue. | | |
| 4 | 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. | | |
| 5 | GAAP-based and Non GAAP-based income from operations stated in dollars, and operating margin stated as a percentage of revenue. | | |
| 6 | 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. | | |
| 7 | Adjustment relates to differences between the GAAP-based tax provision of approximately 72% 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. | | |
| | | Three Months Ended June 30, 2012 | |
| 8 | Reconciliation of non-GAAP-based adjusted net income to GAAP-based net income: | | Per Share |
| | Non GAAP net income | $$69,110 | $1.17 |
| | Less: | | |
| | Amortization | 34,643 | 0.59 |
| | Share-based compensation | 4,691 | 0.08 |
| | Special charges | 5,747 | 0.10 |
| | Other (income) expenses | 6,596 | 0.11 |
| | GAAP based provision for (recovery of) income taxes | 20,713 | 0.35 |
| | Tax on Non-GAAP based provision | (11,251) | (0.20) |
| | GAAP net income | $7,971 | $0.14 |

# Reconciliation of Selected Non-GAAP Measures | Q4 YTD FY12

| (in '000s USD) | Year ended June 30, 2012 | | | | | |
|---|---|---|---|---|---|---|
| | GAAP | GAAP % of Rev | Adjustments | FN | Non- GAAP | Non-GAAP % of Rev |
| **COST OF REVENUES** | | | | | | |
| Customer Support | $110,504 | | $(169) | 1 | $110,335 | |
| Professional Service and Other | 204,909 | | (647) | 1 | 204,262 | |
| Amortization of acquired technology-based intangibles | 84,572 | | (84,572) | 2 | _ | |
| GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%) | 789,455 | 65.4% | 85,388 | 3 | 874,843 | 72.5% |
| **OPERATING EXPENSES** | | | | | | |
| Research and development | 169,043 | | (3,939) | 1 | 165,104 | |
| Sales and marketing | 274,544 | | (8,811) | 1 | 265,733 | |
| General and administrative | 97,072 | | (4,531) | 1 | 92,541 | |
| Amortization – customer based intangibles | 53,326 | | (53,326) | 2 | _ | |
| Special charges | 24,523 | | (24,523) | 4 | _ | |
| GAAP-based income from operations and operating margin (%) / Non-GAAP–based income from operations and operating margin (%) | 149,360 | 12.4% | 180,518 | 5 | 329,878 | 27.3% |
| Other income (expenses), net | 3,549 | | (3,549) | 6 | _ | |
| Provision for (recovery of) income taxes | 12,171 | | 31,833 | 7 | 44,004 | |
| GAAP-based net income / Non-GAAP-based net income | $125,174 | | $145,136 | 8 | $270,310 | |
| GAAP-based EPS / Non-GAAP-based EPS - diluted | $2.13 | | $2.47 | 8 | $4.60 | |

# Reconciliation of Selected Non-GAAP Measures | Q4 YTD 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 | GAAP-based and Non GAAP-based gross profit stated in dollars, and gross margin stated as a percentage of revenue. |
| 4 | 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. |
| 5 | GAAP-based and Non GAAP-based income from operations stated in dollars, and operating margin stated as a percentage of revenue. |
| 6 | 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. |
| 7 | Adjustment relates to differences between the GAAP-based tax provision of approximately 9% 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. |

| | | Year Ended June 30, 2012 | |
|---|---|---|---|
| 8 | Reconciliation of non-GAAP-based adjusted net income to GAAP-based net income: | | Per Share |
| | Non GAAP net income | $270,310 | $4.60 |
| | Less: | | |
| | Amortization | 137,898 | 2.35 |
| | Share-based compensation | 18,097 | 0.31 |
| | Special charges | 24,523 | 0.42 |
| | Other (income) expenses | (3,549) | (0.06) |
| | GAAP based provision for (recovery of) income taxes | 12,171 | 0.21 |
| | Tax on Non-GAAP based provision | (44,004) | (0.76) |
| | GAAP net income | $125,174 | $2.13 |