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Form 10-Q

May 01, 2019

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As a practical expedient, we do not account for significant financing components if the period between when we transfer the promised good or service to the customer and when the customer pays for the product or service will be one year or less. We apply the practical expedient and do not disclose performance obligations that have original expected durations of one year or less. P3Y00005179400200000069033680670400 0001002638 2018-07-01 2019-03-31 0001002638 2019-04-29 0001002638 2018-06-30 0001002638 2019-03-31 0001002638 2019-01-01 2019-03-31 0001002638 us-gaap:LicenseMember 2018-01-01 2018-03-31 0001002638 2018-01-01 2018-03-31 0001002638 otex:CustomerSupportMember 2017-07-01 2018-03-31 0001002638 otex:ProfessionalServiceAndOtherMember 2017-07-01 2018-03-31 0001002638 2017-07-01 2018-03-31 0001002638 otex:ProfessionalServiceAndOtherMember 2018-01-01 2018-03-31 0001002638 us-gaap:LicenseMember 2018-07-01 2019-03-31 0001002638 otex:ProfessionalServiceAndOtherMember 2019-01-01 2019-03-31 0001002638 otex:CloudServicesAndSubscriptionsMember 2018-01-01 2018-03-31 0001002638 otex:CustomerSupportMember 2018-01-01 2018-03-31 0001002638 otex:ProfessionalServiceAndOtherMember 2018-07-01 2019-03-31 0001002638 otex:CloudServicesAndSubscriptionsMember 2019-01-01 2019-03-31 0001002638 otex:CustomerSupportMember 2018-07-01 2019-03-31 0001002638 otex:CustomerSupportMember 2019-01-01 2019-03-31 0001002638 us-gaap:LicenseMember 2019-01-01 2019-03-31 0001002638 us-gaap:LicenseMember 2017-07-01 2018-03-31 0001002638 otex:CloudServicesAndSubscriptionsMember 2017-07-01 2018-03-31 0001002638 otex:CloudServicesAndSubscriptionsMember 2018-07-01 2019-03-31 0001002638 2018-10-01 2018-12-31 0001002638 us-gaap:CommonStockIncludingAdditionalPaidInCapitalMember 2018-09-30 0001002638 us-gaap:TreasuryStockMember 2018-12-31 0001002638 us-gaap:CommonStockIncludingAdditionalPaidInCapitalMember 2018-07-01 2018-09-30 0001002638 us-gaap:NoncontrollingInterestMember 2018-07-01 2018-09-30 0001002638 2018-07-01 2018-09-30 0001002638 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2018-10-01 2018-12-31 0001002638 us-gaap:RetainedEarningsMember 2018-06-30 0001002638 us-gaap:CommonStockIncludingAdditionalPaidInCapitalMember 2019-01-01 2019-03-31 0001002638 us-gaap:NoncontrollingInterestMember 2018-06-30 0001002638 us-gaap:NoncontrollingInterestMember 2019-03-31 0001002638 us-gaap:TreasuryStockMember 2019-01-01 2019-03-31 0001002638 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2018-06-30 0001002638 us-gaap:RetainedEarningsMember 2018-07-01 2018-09-30 0001002638 us-gaap:NoncontrollingInterestMember 2019-01-01 2019-03-31 0001002638 us-gaap:CommonStockIncludingAdditionalPaidInCapitalMember 2018-12-31 0001002638 us-gaap:TreasuryStockMember 2018-07-01 2018-09-30 0001002638 us-gaap:CommonStockIncludingAdditionalPaidInCapitalMember 2019-03-31 0001002638 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2018-12-31 0001002638 us-gaap:RetainedEarningsMember 2019-01-01 2019-03-31 0001002638 us-gaap:RetainedEarningsMember 2018-09-30 0001002638 2018-12-31 0001002638 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2018-09-30 0001002638 us-gaap:CommonStockIncludingAdditionalPaidInCapitalMember 2018-10-01 2018-12-31 0001002638 us-gaap:CommonStockIncludingAdditionalPaidInCapitalMember 2018-06-30 0001002638 us-gaap:AccountingStandardsUpdate201409Member us-gaap:RetainedEarningsMember 2018-06-30 0001002638 us-gaap:TreasuryStockMember 2018-10-01 2018-12-31 0001002638 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2019-01-01 2019-03-31 0001002638 us-gaap:AccountingStandardsUpdate201616Member us-gaap:RetainedEarningsMember 2018-06-30 0001002638 us-gaap:RetainedEarningsMember 2018-12-31 0001002638 us-gaap:AccountingStandardsUpdate201409Member 2018-06-30 0001002638 us-gaap:TreasuryStockMember 2018-06-30 0001002638 us-gaap:NoncontrollingInterestMember 2018-09-30 0001002638 us-gaap:RetainedEarningsMember 2018-10-01 2018-12-31 0001002638 us-gaap:TreasuryStockMember 2018-09-30 0001002638 2018-09-30 0001002638 us-gaap:NoncontrollingInterestMember 2018-10-01 2018-12-31 0001002638 us-gaap:TreasuryStockMember 2019-03-31 0001002638 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2018-07-01 2018-09-30

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xbrli:shares xbrli:pure xbrli:shares

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 10-Q**

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**✓ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2019.

OR

**○ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 0-27544

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**OPEN TEXT CORPORATION**

(Exact name of Registrant as specified in its charter)

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**CANADA**                      **98-0154400**  
(State or other jurisdiction of      (IRS Employer  
incorporation or organization)      Identification No.)

**275 Frank Tompa Drive, Waterloo, Ontario, Canada N2L 0A1**

(Address of principal executive offices)

**(519) 888-7111**

(Registrant's telephone number, including area code)

---

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer

Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

At April 29, 2019, there were 269,485,670 outstanding Common Shares of the registrant.



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

	<b>March 31, 2019</b>	<b>June 30, 2018</b>
	<b>(unaudited)</b>	
<b>ASSETS</b>		
Cash and cash equivalents	\$ 765,224	\$ 682,942
Accounts receivable trade, net of allowance for doubtful accounts of \$16,946 as of March 31, 2019 and \$9,741 as of June 30, 2018 (note 4)	478,264	487,956
Contract assets (note 3)	19,737	—
Income taxes recoverable (note 14)	39,041	55,623
Prepaid expenses and other current assets	96,048	101,059
Total current assets	1,398,314	1,327,580
Property and equipment (note 5)	241,974	264,205
Long-term contract assets (note 3)	15,794	—
Goodwill (note 6)	3,772,112	3,580,129
Acquired intangible assets (note 7)	1,233,136	1,296,637
Deferred tax assets (note 14)	1,035,481	1,122,729
Other assets (note 8)	135,159	111,267
Deferred charges	—	38,000
Long-term income taxes recoverable (note 14)	32,667	24,482
<b>Total assets</b>	<b>\$7,864,637</b>	<b>\$7,765,029</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued liabilities (note 9)	\$ 295,749	\$ 302,154
Current portion of long-term debt (note 10)	10,000	10,000
Deferred revenues	664,208	644,211
Income taxes payable (note 14)	45,124	38,234
Total current liabilities	1,015,081	994,599
Long-term liabilities:		
Accrued liabilities (note 9)	50,714	52,827
Deferred credits	—	2,727
Pension liability (note 11)	71,563	65,719
Long-term debt (note 10)	2,606,283	2,610,523
Deferred revenues	50,905	69,197
Long-term income taxes payable (note 14)	178,775	172,241
Deferred tax liabilities (note 14)	52,944	79,938
Total long-term liabilities	3,011,184	3,053,172
Shareholders' equity:		
Share capital and additional paid-in capital (note 12) 269,274,185 and 267,651,084 Common Shares issued and outstanding at March 31, 2019 and June 30, 2018, respectively; authorized Common Shares: unlimited	1,751,811	1,707,073
Accumulated other comprehensive income	25,418	33,645
Retained earnings	2,088,858	1,994,235
Treasury stock, at cost (806,704 shares at March 31, 2019 and 690,336 shares at June 30, 2018, respectively)	(28,898 )	(18,732 )
Total OpenText shareholders' equity	3,837,189	3,716,221
Non-controlling interests	1,183	1,037
Total shareholders' equity	3,838,372	3,717,258
<b>Total liabilities and shareholders' equity</b>	<b>\$7,864,637</b>	<b>\$7,765,029</b>
Guarantees and contingencies (note 13)		

Related party transactions (note 21)

Subsequent event (note 22)

See accompanying Notes to Condensed Consolidated Financial Statements

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

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2019	2018	2019	2018
Revenues:				
License	\$98,721	\$84,113	\$308,364	\$297,588
Cloud services and subscriptions	238,607	209,102	665,923	611,076
Customer support	310,762	312,279	932,667	915,753
Professional service and other	71,056	80,385	214,580	236,554
Total revenues	719,146	685,879	2,121,534	2,060,971
Cost of revenues:				
License	2,692	3,098	10,219	10,645
Cloud services and subscriptions	103,873	94,195	280,274	268,814
Customer support	31,844	33,770	93,582	99,657
Professional service and other	56,626	64,179	169,452	188,493
Amortization of acquired technology-based intangible assets (note 7)	44,596	47,303	140,439	138,391
Total cost of revenues	239,631	242,545	693,966	706,000
Gross profit	479,515	443,334	1,427,568	1,354,971
Operating expenses:				
Research and development	84,905	83,396	238,128	241,093
Sales and marketing	132,244	129,876	378,619	381,642
General and administrative	51,833	54,794	154,955	152,650
Depreciation	25,028	23,093	72,716	64,042
Amortization of acquired customer-based intangible assets (note 7)	48,832	46,762	140,627	136,819
Special charges (recoveries) (note 17)	796	2,644	33,487	21,390
Total operating expenses	343,638	340,565	1,018,532	997,636
Income from operations	135,877	102,769	409,036	357,335
Other income (expense), net	5,065	11,140	6,965	26,911
Interest and other related expense, net	(35,607 )	(34,980 )	(103,751 )	(103,195 )
Income before income taxes	105,335	78,929	312,250	281,051
Provision for (recovery of) income taxes (note 14)	32,542	20,129	98,628	100,644
Net income for the period	\$72,793	\$58,800	\$213,622	\$180,407
Net (income) loss attributable to non-controlling interests	(31 )	(6 )	(104 )	94
Net income attributable to OpenText	\$72,762	\$58,794	\$213,518	\$180,501
Earnings per share—basic attributable to OpenText (note 20)	\$0.27	\$0.22	\$0.80	\$0.68
Earnings per share—diluted attributable to OpenText (note 20)	\$0.27	\$0.22	\$0.79	\$0.68
Weighted average number of Common Shares outstanding—basic (in '000's)	268,991	266,572	268,511	265,619
Weighted average number of Common Shares outstanding—diluted (in '000's)	270,030	267,764	269,606	266,954

See accompanying Notes to Condensed Consolidated Financial Statements

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

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2019	2018	2019	2018
Net income for the period	\$72,793	\$58,800	\$213,622	\$180,407
Other comprehensive income (loss)—net of tax:				
Net foreign currency translation adjustments	3,189	3,823	(3,749)	3,283
Unrealized gain (loss) on cash flow hedges:				
Unrealized gain (loss) - net of tax expense (recovery) effect of \$222 and (\$338) for the three months ended March 31, 2019 and 2018, respectively; (\$274) and \$65 for the nine months ended March 31, 2019 and 2018, respectively	615	(935)	(760)	182
(Gain) loss reclassified into net income - net of tax (expense) recovery effect of \$124 and (\$112) for the three months ended March 31, 2019 and 2018, respectively; \$425 and (\$540) for the nine months ended March 31, 2019 and 2018, respectively	346	(311)	1,179	(1,499)
Actuarial gain (loss) relating to defined benefit pension plans:				
Actuarial gain (loss) - net of tax expense (recovery) effect of (\$1,177) and \$413 for the three months ended March 31, 2019 and 2018, respectively; (\$1,390) and \$177 for the nine months ended March 31, 2019 and 2018, respectively	(4,785)	1,648	(5,109)	1,485
Amortization of actuarial (gain) loss into net income - net of tax (expense) recovery effect of \$78 and \$45 for the three months ended March 31, 2019 and 2018, respectively; \$223 and \$130 for the nine months ended March 31, 2019 and 2018, respectively	82	64	212	176
Release of unrealized gain on marketable securities - net of tax effect of nil—	—	—	—	(617)
Total other comprehensive income (loss) net, for the period	(553)	4,289	(8,227)	3,010
Total comprehensive income	72,240	63,089	205,395	183,417
Comprehensive (income) loss attributable to non-controlling interests	(31)	(6)	(104)	94
Total comprehensive income attributable to OpenText	\$72,209	\$63,083	\$205,291	\$183,511
See accompanying Notes to Condensed Consolidated Financial Statements				



**OPEN TEXT CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
(In thousands of U.S. dollars and shares)  
(unaudited)

	Nine Months Ended March 31, 2019							
	Common Shares and Additional Paid in Capital		Treasury Stock		Retained Earnings	Accumulated Other Comprehensive Income	Non-Controlling Interests	Total
	Shares	Amount	Shares	Amount				
<b>Balance as of June 30, 2018</b>	267,651	\$1,707,073	(691 )	\$(18,732 )	\$1,994,235	\$ 33,645	\$ 1,037	\$3,717,258
Adoption of ASU 2016-16 - cumulative effect	—	—	—	—	(26,780 )	—	—	(26,780 )
Adoption of Topic 606 - cumulative effect	—	—	—	—	29,786	—	—	29,786
Issuance of Common Shares								
Under employee stock option plans	494	12,431	—	—	—	—	—	12,431
Under employee stock purchase plans	187	5,569	—	—	—	—	—	5,569
Share-based compensation	—	6,555	—	—	—	—	—	6,555
Purchase of treasury stock	—	—	(304 )	(11,719 )	—	—	—	(11,719 )
Issuance of treasury stock	—	(70 )	3	70	—	—	—	—
Dividends declared (\$0.1518 per Common Share)	—	—	—	—	(40,466 )	—	—	(40,466 )
Other comprehensive income - net	—	—	—	—	—	(1,389 )	—	(1,389 )
Non-controlling interest	—	(625 )	—	—	—	—	42	(583 )
Net income for the quarter	—	—	—	—	36,324	—	44	36,368
<b>Balance as of September 30, 2018</b>	<b>268,332</b>	<b>\$1,730,933</b>	<b>(992 )</b>	<b>\$(30,381 )</b>	<b>\$1,993,099</b>	<b>\$ 32,256</b>	<b>\$ 1,123</b>	<b>\$3,727,030</b>
Issuance of Common Shares								
Under employee stock option plans	62	1,740	—	—	—	—	—	1,740
Under employee stock purchase plans	175	5,696	—	—	—	—	—	5,696
Share-based compensation	—	6,885	—	—	—	—	—	6,885
Purchase of treasury stock	—	—	(370 )	(12,815 )	—	—	—	(12,815 )
Issuance of treasury stock	—	(13,955 )	545	13,955	—	—	—	—
Dividends declared (\$0.1518 per Common Share)	—	—	—	—	(40,700 )	—	—	(40,700 )
Other comprehensive income - net	—	—	—	—	—	(6,285 )	—	(6,285 )
Net income for the quarter	—	—	—	—	104,432	—	29	104,461
<b>Balance as of December 31, 2018</b>	<b>268,569</b>	<b>\$1,731,299</b>	<b>(817 )</b>	<b>\$(29,241 )</b>	<b>\$2,056,831</b>	<b>\$ 25,971</b>	<b>\$ 1,152</b>	<b>\$3,786,012</b>
Issuance of Common Shares								
Under employee stock option plans	544	11,661	—	—	—	—	—	11,661
Under employee stock purchase plans	161	4,447	—	—	—	—	—	4,447
Share-based compensation	—	6,712	—	—	—	—	—	6,712
Purchase of treasury stock	—	—	(52 )	(1,965 )	—	—	—	(1,965 )
Issuance of treasury stock	—	(2,308 )	62	2,308	—	—	—	—
Dividends declared (\$0.1518 per Common Share)	—	—	—	—	(40,735 )	—	—	(40,735 )
Other comprehensive income - net	—	—	—	—	—	(553 )	—	(553 )
Net income for the quarter	—	—	—	—	72,762	—	31	72,793
<b>Balance as of March 31, 2019</b>	<b>269,274</b>	<b>\$1,751,811</b>	<b>(807 )</b>	<b>\$(28,898 )</b>	<b>\$2,088,858</b>	<b>\$ 25,418</b>	<b>\$ 1,183</b>	<b>\$3,838,372</b>

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	Nine Months Ended March 31, 2018							
	Common Shares and Additional Paid in Capital		Treasury Stock		Retained Earnings	Accumulated Other Comprehensive Income	Non-Controlling Interests	Total
	Shares	Amount	Shares	Amount				
<b>Balance as of June 30, 2017</b>	264,060	\$ 1,613,454	(1,102 )	\$(27,520 )	\$ 1,897,624	\$ 48,800	\$ 961	\$ 3,533,319
Issuance of Common Shares								
Under employee stock option plans	1,048	16,154	—	—	—	—	—	16,154
Under employee stock purchase plans	180	4,837	—	—	—	—	—	4,837
Share-based compensation	—	8,235	—	—	—	—	—	8,235
Issuance of treasury stock	—	(178 )	9	178	—	—	—	—
Dividends declared (\$0.1320 per Common Share)	—	—	—	—	(35,017 )	—	—	(35,017 )
Other comprehensive income - net	—	—	—	—	—	718	—	718
Net income for the quarter	—	—	—	—	36,596	—	94	36,690
<b>Balance as of September 30, 2017</b>	<b>265,288</b>	<b>\$ 1,642,502</b>	<b>(1,093 )</b>	<b>\$(27,342 )</b>	<b>\$ 1,899,203</b>	<b>\$ 49,518</b>	<b>\$ 1,055</b>	<b>\$ 3,564,936</b>
Issuance of Common Shares								
Under employee stock option plans	145	\$ 3,374	—	\$ —	\$ —	\$ —	\$ —	\$ 3,374
Under employee stock purchase plans	193	5,275	—	—	—	—	—	5,275
Share-based compensation	—	7,158	—	—	—	—	—	7,158
Issuance of treasury stock	—	(8,092 )	379	8,092	—	—	—	—
Dividends declared (\$0.1320 per Common Share)	—	—	—	—	(34,811 )	—	—	(34,811 )
Other comprehensive income - net	—	—	—	—	—	(1,997 )	—	(1,997 )
Net income for the quarter	—	—	—	—	85,111	—	(194 )	84,917
<b>Balance as of December 31, 2017</b>	<b>265,626</b>	<b>\$ 1,650,217</b>	<b>(714 )</b>	<b>\$(19,250 )</b>	<b>\$ 1,949,503</b>	<b>\$ 47,521</b>	<b>\$ 861</b>	<b>\$ 3,628,852</b>
Issuance of Common Shares								
Under employee stock option plans	1,490	30,595	—	—	—	—	—	30,595
Under employee stock purchase plans	150	4,532	—	—	—	—	—	4,532
Share-based compensation	—	5,080	—	—	—	—	—	5,080
Issuance of treasury stock	—	(427 )	20	427	—	—	—	—
Dividends declared (\$0.1320 per Common Share)	—	—	—	—	(35,168 )	—	—	(35,168 )
Other comprehensive income - net	—	—	—	—	—	4,289	—	4,289
Net income for the quarter	—	—	—	—	58,794	—	6	58,800
<b>Balance as of March 31, 2018</b>	<b>267,266</b>	<b>\$ 1,689,997</b>	<b>(694 )</b>	<b>\$(18,823 )</b>	<b>\$ 1,973,129</b>	<b>\$ 51,810</b>	<b>\$ 867</b>	<b>\$ 3,696,980</b>

See accompanying Notes to Condensed Consolidated Financial Statements

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

	Nine Months Ended March 31,	
	2019	2018
Cash flows from operating activities:		
Net income for the period	\$ 213,622	\$ 180,407
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of intangible assets	353,782	339,252
Share-based compensation expense	20,152	20,473
Pension expense	3,412	2,834
Amortization of debt issuance costs	3,234	3,835
Amortization of deferred charges and credits	—	3,175
Loss on sale and write down of property and equipment	9,438	489
Release of unrealized gain on marketable securities to income	—	(841 )
Deferred taxes	11,307	62,640
Share in net (income) loss of equity investees	(10,652 )	503
Changes in operating assets and liabilities:		
Accounts receivable	52,777	(55,698 )
Contract assets	(28,872 )	—
Prepaid expenses and other current assets	(495 )	(10,535 )
Income taxes and deferred charges and credits	21,006	(22,068 )
Accounts payable and accrued liabilities	(30,644 )	(92,278 )
Deferred revenue	24,134	74,704
Other assets	4,300	(2,871 )
Net cash provided by operating activities	646,501	504,021
Cash flows from investing activities:		
Additions of property and equipment	(50,432 )	(83,038 )
Purchase of Catalyst Repository Systems Inc.	(70,800 )	—
Purchase of Liaison Technologies, Inc.	(310,644 )	—
Purchase of Hightail, Inc., net of cash acquired	—	(20,466 )
Purchase of Guidance Software, Inc., net of cash acquired	(2,279 )	(229,275 )
Purchase of Covisint Corporation, net of cash acquired	—	(71,279 )
Other investing activities	(8,204 )	(11,179 )
Net cash used in investing activities	(442,359 )	(415,237 )
Cash flows from financing activities:		
Proceeds from long-term debt and Revolver	—	200,000
Proceeds from issuance of Common Shares from exercise of stock options and ESPP	42,097	66,064
Repayment of long-term debt and Revolver	(7,500 )	(105,820 )
Debt issuance costs	(322 )	—
Purchase of Treasury Stock	(26,499 )	—
Purchase of non-controlling interests	(583 )	—
Payments of dividends to shareholders	(121,901 )	(104,996 )
Net cash provided by (used in) financing activities	(114,708 )	55,248
Foreign exchange gain (loss) on cash held in foreign currencies	(3,909 )	17,703
Increase (decrease) in cash, cash equivalents and restricted cash during the period	85,525	161,735
Cash, cash equivalents and restricted cash at beginning of the period	683,991	446,210
Cash, cash equivalents and restricted cash at end of the period	\$ 769,516	\$ 607,945

<b>Reconciliation of cash, cash equivalents and restricted cash:</b>	<b>March 31,</b>	<b>March 31,</b>
	<b>2019</b>	<b>2018</b>
Cash and cash equivalents	\$ 765,224	\$ 605,497
Restricted cash included in Other assets	4,292	2,448
Total Cash, cash equivalents and restricted cash	\$ 769,516	\$ 607,945

Supplemental cash flow disclosures (note 19)  
See accompanying Notes to Condensed Consolidated Financial Statements

**OPEN TEXT CORPORATION**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**For the Three and Nine Months Ended March 31, 2019**

**(Tabular amounts in thousands of U.S. dollars, except share and per share data)**

**(unaudited)**

**NOTE 1—BASIS OF PRESENTATION**

The accompanying Condensed Consolidated Financial Statements include the accounts of Open Text Corporation and our subsidiaries, collectively referred to as "OpenText" or the "Company". We wholly own all of our subsidiaries with the exception of Open Text South Africa Proprietary Ltd. (OT South Africa) and EC1 Pte. Ltd. (GXS Singapore), which as of March 31, 2019, were 70% and 81% owned, respectively, by OpenText. All inter-company balances and transactions have been eliminated.

Previously, our ownership in GXS Inc. (GXS Korea) was 85%. During the first quarter of Fiscal 2019, we acquired all of the outstanding non-controlling interests in GXS Korea for \$0.6 million in cash.

Throughout this Quarterly Report on Form 10-Q: (i) the term "Fiscal 2019" means our fiscal year beginning on July 1, 2018 and ending June 30, 2019; (ii) the term "Fiscal 2018" means our fiscal year beginning on July 1, 2017 and ended June 30, 2018; (iii) the term "Fiscal 2017" means our fiscal year beginning on July 1, 2016 and ended June 30, 2017; (iv) the term "Fiscal 2016" means our fiscal year beginning on July 1, 2015 and ended June 30, 2016; and (v) the term "Fiscal 2015" means our fiscal year beginning on July 1, 2014 and ended June 30, 2015.

These Condensed Consolidated Financial Statements are expressed in U.S. dollars and are prepared in accordance with United States generally accepted accounting principles (U.S. GAAP). The information furnished reflects all adjustments necessary for a fair presentation of the results for the periods presented and includes the financial results of Liaison Technologies, Inc. (Liaison), with effect from December 17, 2018, and Catalyst Repository Systems Inc. (Catalyst), with effect from January 31, 2019 (see note 18 "Acquisitions").

***Use of estimates***

The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates, judgments and assumptions that affect the amounts reported in the Condensed Consolidated Financial Statements. These estimates, judgments and assumptions are evaluated on an ongoing basis. We base our estimates on historical experience and on various other assumptions that we believe are reasonable at that time, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from those estimates. In particular, more material estimates, judgments and assumptions include those related to: (i) revenue recognition, (ii) testing of goodwill for impairment, (iii) the valuation of acquired intangible assets, (iv) the valuation of long-lived assets, (v) the recognition of contingencies, (vi) restructuring accruals, (vii) acquisition accruals and pre-acquisition contingencies, (viii) the realization of investment tax credits, (ix) the valuation of stock options granted and obligations related to share-based payments, including the valuation of our long-term incentive plans, (x) the valuation of pension assets and obligations, and (xi) accounting for income taxes.

***Impact of Recently Adopted Accounting Pronouncements***

***Revenue Recognition***

Effective July 1, 2018, we adopted Accounting Standards Codification (ASC) Topic 606 "Revenue from Contracts with Customers" (Topic 606) using the cumulative effect approach. We applied the standard to contracts that were not completed as of the date of the initial adoption. Results for reporting periods commencing on July 1, 2018 are presented under the new revenue standard, while prior period results continue to be reported under the previous standard. As a result of this adoption, we recorded a net increase of approximately \$30 million to retained earnings as of July 1, 2018 on the Condensed Consolidated Balance Sheets, with the following corresponding impacts:

• A decrease to deferred revenues of approximately \$31 million;

• A decrease to other assets of approximately \$22 million in connection with lower deferred implementation costs;

• An increase to other assets of approximately \$14 million in connection with higher capitalized sales commission costs;



- ▲ An increase in contract assets of approximately \$18 million representing future billings in excess of revenues; and
- ▲ An increase in net deferred tax liabilities of approximately \$11 million.

Please refer to Note 3 "Revenues" for additional information relating to Topic 606, including our updated revenue recognition policies.

Additionally, certain prior period balances have been reclassified within other assets on the Condensed Consolidated Balance Sheets, to conform to the current period presentation as a result of this adoption. Please refer to Note 8 "Other Assets" for details.

#### **Income Taxes**

Effective July 1, 2018, we adopted Accounting Standards Update (ASU) No. 2016-16, "Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory" (ASU 2016-16) which requires entities to recognize the income tax consequence of an intra-entity transfer of an asset, other than inventory, when the transfer occurs. We adopted ASU 2016-16 on a modified retrospective basis through a cumulative-effect adjustment to opening retained earnings. Results for reporting periods effective as of July 1, 2018 are presented under the new standard, while prior period results continue to be reported under the previous standard. As a result of this adoption, we recorded a net decrease of approximately \$27 million to retained earnings as of July 1, 2018 on the Condensed Consolidated Balance Sheets, with the following corresponding impacts:

- ▲ a decrease to deferred charges of approximately \$38 million;
- ▲ An increase to deferred tax assets of approximately \$8 million; and
- ▲ a decrease to deferred credits of approximately \$3 million.

There was no impact to the Condensed Consolidated Statements of Income, Condensed Consolidated Statements of Comprehensive Income or Condensed Consolidated Statements of Cash Flows as a result of this adoption.

#### **Restricted Cash**

Effective July 1, 2018, we adopted ASU No. 2016-18, "Statement of Cash Flows (Topic 230): Restricted Cash" (ASU 2016-18), which requires amounts described as restricted cash and cash equivalents to be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts in the statement of cash flows. We adopted ASU 2016-18 using the retrospective method. As a result, certain prior period comparative figures in the Condensed Consolidated Statements of Cash Flows have been adjusted to conform to current period presentation as follows:

	<b>Nine Months Ended March 31, 2018</b>		
	<b>As</b>		
	<b>Previously</b>	<b>Adjustments</b>	<b>As Adjusted</b>
	<b>Reported</b>		
Net cash provided by operating activities	\$504,426	\$ (405 )	\$504,021
Cash, cash equivalents and restricted cash at beginning of period	443,357	2,853	446,210
Increase (decrease) in cash, cash equivalents and restricted cash during the period	162,140	(405 )	161,735
Cash, cash equivalents and restricted cash at end of period	\$605,497	\$ 2,448	\$607,945

There was no impact to the Condensed Consolidated Balance Sheets, Condensed Consolidated Statements of Income, Condensed Consolidated Statements of Shareholders' Equity or Condensed Consolidated Statements of Comprehensive Income as a result of this adoption.

#### **Pension Expense**

Effective July 1, 2018, we adopted ASU No. 2017-07, "Retirement Benefits - Presentation of Net Period Pension Costs (Topic 715)" (ASU 2017-07), which provides guidance on the capitalization, presentation and disclosure of net benefit costs related to postretirement benefit plans. Upon adoption, only service-related net periodic pension costs will be recorded within operating expense. All other non-service related net periodic pension costs will be classified under "Interest and other related expense" on our Condensed Consolidated Statements of Income. We adopted ASU 2017-07 on a retrospective basis. As a





result, certain prior period comparative figures in the Condensed Consolidated Statements of Income for the three and nine months ended March 31, 2018 have been adjusted to conform to current period presentation as follows:

	Three Months Ended March 31, 2018			Nine Months Ended March 31, 2018		
	As Previously Reported	Adjustments	As Adjusted	As Previously Reported	Adjustments	As Adjusted
Cost of revenues - Cloud services	\$94,264	\$(69 )	\$94,195	\$269,012	\$(198 )	\$268,814
Cost of revenues - Customer Support	\$33,820	\$(50 )	\$33,770	\$99,805	\$(148 )	\$99,657
Cost of revenues - Professional service and other	\$64,246	\$(67 )	\$64,179	\$188,690	\$(197 )	\$188,493
Total cost of revenues	\$242,731	\$(186 )	\$242,545	\$706,543	\$(543 )	\$706,000
Gross profit	\$443,148	\$186	\$443,334	\$1,354,428	\$543	\$1,354,971
Research and Development	\$83,522	\$(126 )	\$83,396	\$241,455	\$(362 )	\$241,093
Sales and Marketing	\$129,987	\$(111 )	\$129,876	\$381,951	\$(309 )	\$381,642
General and administrative	\$54,817	\$(23 )	\$54,794	\$152,717	\$(67 )	\$152,650
Total operating expense	\$340,825	\$(260 )	\$340,565	\$998,374	\$(738 )	\$997,636
Income from operations	\$102,323	\$446	\$102,769	\$356,054	\$1,281	\$357,335
Interest and other related expense, net	\$(34,534 )	\$(446 )	\$(34,980 )	\$(101,914 )	\$(1,281 )	\$(103,195 )

There was no change to net income or net earnings per share in any of the periods presented as a result of this adoption. Additionally, there was no impact to the Condensed Consolidated Balance Sheets, Condensed Consolidated Statements of Comprehensive Income, Condensed Consolidated Statements of Shareholders' Equity or Condensed Consolidated Statements of Cash Flows as a result of this adoption.

## NOTE 2—RECENT ACCOUNTING PRONOUNCEMENTS

### Accounting Pronouncements Not Yet Adopted

#### *Retirement Benefits*

In August 2018, the Financial Accounting Standards Board (FASB) issued ASU No. 2018-14

“Compensation-Retirement Benefits-Defined Benefit Plans - General (Topic 715-20): Disclosure Framework - Changes to the Disclosure Requirements for Defined Benefit Plans” (ASU 2018-14), which modifies the disclosure requirements for defined benefit pension plans and other post retirement plans. ASU 2018-14 is effective for us in the first quarter of our fiscal year ending June 30, 2022. We are currently evaluating the impact of our pending adoption of ASU 2018-14 on our consolidated financial statements.

#### *Leases*

In February 2016, the FASB issued ASU No. 2016-02 “Leases (Topic 842)” and issued subsequent amendments to the initial guidance under ASU 2017-13, ASU 2018-10, ASU 2018-11 and ASU 2018-20 (collectively, Topic 842). Topic 842 supersedes the guidance in former ASC Topic 840 “Leases”. Topic 842 requires companies to generally recognize on the balance sheet operating and financing lease liabilities and corresponding right-of-use assets. For OpenText, the most significant change will result in the recognition of lease assets for the right to use the underlying asset and lease liabilities for the obligation to make lease payments by lessees, for those leases classified as operating leases under current guidance. The new guidance will also require significant additional disclosures about the amount, timing and uncertainty of cash flows related to leases. Topic 842 is effective for us in the first quarter of our fiscal year ending June 30, 2020, with early adoption permitted. Topic 842 is required to be adopted using a modified retrospective method with an option to adopt using a transition method that allows entities to initially apply the new lease standard at the adoption date and if there is a need, recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. We expect to adopt Topic 842 using this optional transition method. Upon adoption, we also expect to elect the transition package of permitted practical expedients, which among other things, allows the carryforward of the historical lease classification. Furthermore, upon adoption, we expect to make an accounting policy election that will keep leases with an initial term of 12 months or less off our Consolidated Balance Sheets and we will recognize these short-term lease payments in the Consolidated Statements of Operations on a straight-line basis over the lease term.

While we are still currently evaluating the impact of our pending adoption of Topic 842 on our consolidated financial statements, we expect the majority of the impact of adopting Topic 842 to come from our facility leases, and that most of our

operating lease commitments will be recognized as right-of-use assets and operating lease liabilities, which will increase our total assets and total liabilities, as reported on our Condensed Consolidated Balance Sheets, relative to such amounts prior to adoption.

### **NOTE 3—REVENUES**

In accordance with Topic 606, we account for a customer contract when we obtain written approval, the contract is committed, the rights of the parties, including the payment terms, are identified, the contract has commercial substance and consideration is probable of collection. Revenue is recognized when, or as, control of a promised product or service is transferred to our customers in an amount that reflects the consideration we expect to be entitled to in exchange for our products and services (at its transaction price). Estimates of variable consideration and the determination of whether to include estimated amounts in the transaction price are based on readily available information, which may include historical, current and forecasted information, taking into consideration the type of customer, the type of transaction and specific facts and circumstances of each arrangement. We report revenue net of any revenue-based taxes assessed by governmental authorities that are imposed on and concurrent with specific revenue producing transactions.

We have four revenue streams: license, cloud services and subscriptions, customer support, and professional service and other.

#### ***License revenue***

Our license revenue can be broadly categorized as perpetual licenses, term licenses and subscription licenses, all of which are deployed on the customer's premises (on-premise).

**Perpetual licenses:** We sell perpetual licenses which provide customers the right to use software for an indefinite period of time in exchange for a one-time license fee, which is generally paid at contract inception. Our perpetual licenses provide a right to use intellectual property (IP) that is functional in nature and have significant stand-alone functionality. Accordingly, for perpetual licenses of functional IP, revenue is recognized at the point-in-time when control has been transferred to the customer, which normally occurs once software activation keys have been made available for download.

**Term licenses and Subscription licenses:** We sell both term and subscription licenses which provide customers the right to use software for a specified period in exchange for a fee, which may be paid at contract inception or paid in installments over the period of the contract. Like perpetual licenses, both our term licenses and subscription licenses are functional IP that have significant stand-alone functionality. Accordingly, for both term and subscription licenses, revenue is recognized at the point-in-time when the customer is able to use and benefit from the software, which is normally once software activation keys have been made available for download at the commencement of the term.

#### ***Cloud services and subscriptions revenue***

Cloud services and subscriptions revenue are from hosting arrangements where in connection with the licensing of software, the end user doesn't take possession of the software, as well as from end-to-end fully outsourced business-to-business (B2B) integration solutions to our customers (collectively referred to as cloud arrangements). The software application resides on our hardware or that of a third party, and the customer accesses and uses the software on an as-needed basis via an identified line. Our cloud arrangements can be broadly categorized as "platform as a service" (PaaS), "software as a service" (SaaS), cloud subscriptions and managed services.

**PaaS/ SaaS/ Cloud Subscriptions (collectively referred to here as cloud-based solutions):** We offer cloud-based solutions that provide customers the right to access our software through the internet. Our cloud-based solutions represent a series of distinct services that are substantially the same and have the same pattern of transfer to the customer. These services are made available to the customer continuously throughout the contractual period, however, the extent to which the customer uses the services may vary at the customer's discretion. The payment for cloud-based solutions may be received either at inception of the arrangement, or over the term of the arrangement.

These cloud-based solutions are considered to have a single performance obligation where the customer simultaneously receives and consumes the benefit, and as such we recognize revenue for these cloud-based solutions ratably over the term of the contractual agreement. For example, revenue related to cloud-based solutions that are provided on a usage basis, such as the number of users, is recognized based on a customer's utilization of the services in a given period.

Additionally, a software license is present in a cloud-based solutions arrangement if all of the following criteria are met:

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(i) The customer has the contractual right to take possession of the software at any time without significant penalty; and

(ii) It is feasible for the customer to host the software independent of us.

In these cases where a software license is present in a cloud-based solutions arrangement it is assessed to determine if it is distinct from the cloud-based solutions arrangement. The revenue allocated to the distinct software license would be recognized at the point in time the software license is transferred to the customer, whereas the revenue allocated to the hosting performance obligation would be recognized ratably on a monthly basis over the contractual term unless evidence suggests that revenue is earned, or obligations are fulfilled in a different pattern over the contractual term of the arrangement.

**Managed services:** We provide comprehensive B2B process outsourcing services for all day-to-day operations of a customers' B2B integration program. Customers using these managed services are not permitted to take possession of our software and the contract is for a defined period, where customers pay a monthly or quarterly fee. Our performance obligation is satisfied as we provide services of operating and managing a customer's electronic data interchange (EDI) environment. Revenue relating to these services is recognized using an output method based on the expected level of service we will provide over the term of the contract.

In connection with cloud subscription and managed service contracts, we often agree to perform a variety of services before the customer goes live, such as for example, converting and migrating customer data, building interfaces and providing training. These services are considered an outsourced suite of professional services which can involve certain project-based activities. These services can be provided at the initiation of a contract, during the implementation or on an ongoing basis as part of the customer life cycle. These services can be charged separately on a fixed fee or time and materials basis, or the costs associated may be recovered as part of the ongoing cloud subscription or managed services fee. These outsourced professional services are considered to be distinct from the ongoing hosting services and represent a separate performance obligation within our cloud subscription or managed services arrangements. The obligation to provide outsourced professional services is satisfied over time, with the customer simultaneously receiving and consuming the benefits as we satisfy our performance obligations. For outsourced professional services, we recognize revenue by measuring progress toward the satisfaction of our performance obligation. Progress for services that are contracted for a fixed price is generally measured based on hours incurred as a portion of total estimated hours. As a practical expedient, when we invoice a customer at an amount that corresponds directly with the value to the customer of our performance to date, we recognize revenue at that amount.

#### ***Customer support revenue***

Customer support revenue is associated with perpetual, term license and on-premise subscription arrangements. As customer support is not critical to the customer's ability to derive benefit from its right to use our software, customer support is considered as a distinct performance obligation when sold together in a bundled arrangement along with the software.

Customer support consists primarily of technical support and the provision of unspecified updates and upgrades on a when-and-if-available basis. Customer support for perpetual licenses is renewable, generally on an annual basis, at the option of the customer. Customer support for term and subscription licenses is renewable concurrently with such licenses for the same duration of time. Payments for customer support are generally made at the inception of the contract term or in installments over the term of the maintenance period. Our customer support team is ready to provide these maintenance services, as needed, to the customer during the contract term. As the elements of customer support are delivered concurrently and have the same pattern of transfer, customer support is accounted for as a single performance obligation. The customer benefits evenly throughout the contract period from the guarantee that the customer support resources and personnel will be available to them, and that any unspecified upgrades or unspecified future products developed by us will be made available. Revenue for customer support is recognized ratably over the contract period based on the start and end dates of the maintenance term, in line with how we believe services are provided.

#### ***Professional service and other revenue***

Our professional services, when offered along with software licenses, consists primarily of technical services and training services. Technical services may include installation, customization, implementation or consulting services.

Training services may include access to online modules or delivering a training package customized to the customer's needs. At the customer's discretion, we may offer one, all, or a mix of these services. Payment for professional services is generally a fixed fee or is a fee based on time and materials.

Professional services can be arranged in the same contract as the software license or in a separate contract.

As our professional services do not significantly change the functionality of the license and our customers can benefit from our professional services on their own or together with other readily available resources, we consider professional services as distinct within the context of the contract.

Professional service revenue is recognized over time so long as: (i) the customer simultaneously receives and consumes the benefits as we perform them, (ii) our performance creates or enhances an asset the customer controls as we perform, and (iii) our performance does not create an asset with alternative use and we have enforceable right to payment.

If all of the above criteria are met, we use an input-based measure of progress for recognizing professional service revenue. For example we may consider total labor hours incurred compared to total expected labor hours. As a practical expedient, when we invoice a customer at an amount that corresponds directly with the value to the customer of our performance to date, we will recognize revenue at that amount.

#### ***Material rights***

To the extent that we grant our customer an option to acquire additional products or services in one of our arrangements, we will account for the option as a distinct performance obligation in the contract only if the option provides a material right to the customer that the customer would not receive without entering into the contract. For example if we give the customer an option to acquire additional goods or services in the future at a price that is significantly lower than the current price, this would be a material right as it allows the customer to, in effect, pay in advance for the option to purchase future products or services. If a material right exists in one of our contracts then revenue allocated to the option is deferred and we would recognize revenue only when those future products or services are transferred or when the option expires.

Based on history, our contracts do not typically contain material rights and when they do, the material right is not significant to our consolidated financial statements.

#### ***Arrangements with multiple performance obligations***

Our contracts generally contain more than one of the products and services listed above. Determining whether goods and services are considered distinct performance obligations that should be accounted for separately or as a single performance obligation may require significant judgment, specifically when assessing whether both of the following two criteria are met:

- the customer can benefit from the product or service either on its own or together with other resources that are readily available to the customer; and
- our promise to transfer the product or service to the customer is separately identifiable from other promises in the contract.

If these criteria are not met, we determine an appropriate measure of progress based on the nature of our overall promise for the single performance obligation.

If these criteria are met, each product or service is separately accounted for as a distinct performance obligation and the total transaction price is allocated to each performance obligation on a relative standalone selling price (SSP) basis.

#### **Standalone selling price**

The SSP reflects the price we would charge for a specific product or service if it was sold separately in similar circumstances and to similar customers. In most cases we are able to establish the SSP based on observable data. We typically establish a narrow SSP range for our products and services and assess this range on a periodic basis or when material changes in facts and circumstances warrant a review.

If the SSP is not directly observable, then we estimate the amount using either the expected cost plus a margin or residual approach. Estimating SSP is a formal process whereby management considers multiple factors including, but not limited to, geographic or regional specific factors, competitive positioning, internal costs, profit objectives, and pricing practices.

#### **Transaction Price Allocation**

In bundled arrangements, where we have more than one distinct performance obligation, we must allocate the transaction price to each performance obligation based on its relative SSP. However, in certain bundled arrangements, the SSP may not always be directly observable. For instance, in bundled arrangements with license and customer support, we allocate the transaction price between the license and customer support performance obligations using the residual approach because we have determined that the SSP for certain goods and services in these arrangements are highly variable. We use the residual approach only for our license arrangements. When the SSP is observable but contractual pricing does not fall within our established SSP range, then an adjustment is required and we will allocate

the transaction price between license and customer support at a constant ratio reflecting the mid-point of the established SSP range.

When two or more contracts are entered into at or near the same time with the same customer, we evaluate the facts and circumstances associated with the negotiation of those contracts. Where the contracts are negotiated as a package, we will account for them as a single arrangement and allocate the consideration for the combined contracts among the performance obligations accordingly.



***Sales to resellers***

We execute certain sales contracts through resellers, distributors and channel partners (collectively referred to as resellers). For these type of agreements, we assess whether we are considered the principal or the agent in the arrangement. We consider factors such as, but not limited to, whether or not the reseller has the ability to set the price for which they sell our software products to end users and whether or not resellers distribution rights are limited such that any potential sales are subject to OpenText's review and approval before delivery of the software product can be made. If we determine that we are the principal in the arrangement, then revenue is recognized based on the transaction price for the sale of the software product to the end user at the gross amount. If that is not known, then the net amount received from the reseller is the transaction price. If we determine that we are the agent in the agreement, then revenue is recognized based on the transaction price for the sale of the software product to the reseller, less any applicable commissions paid or discounts or rebates, if offered. Costs or commissions paid to the reseller would be recognized as a reduction of revenue unless we received a distinct good or service in return. Similarly, any discounts or rebates offered by the reseller would be recognized as a reduction of revenue.

Typically, we conclude that we are the principal in our reseller agreements, as we have control over the service and products prior to being transferred to the end customer.

We also assess the creditworthiness of each reseller and if they are newly formed, undercapitalized or in financial difficulty, we defer any revenues expected to emanate from such reseller and recognize revenue only when cash is received, and all other revenue recognition criteria under Topic 606 are met.

***Rights of return and other incentives***

We do not generally offer rights of return or any other incentives such as concessions, product rotation, or price protection and, therefore, do not provide for or make estimates of rights of return and similar incentives. In some contracts, however, discounts may be offered to the customer for future software purchases and other additional products or services. Such arrangements grant the customer an option to acquire additional goods or services in the future at a discount and therefore are evaluated under guidance related to "material rights" as discussed above.

***Other policies***

Payment terms and conditions vary by contract type, although terms generally include a requirement of payment within 30 to 60 days of the invoice date. In certain arrangements, we will receive payment from a customer either before or after the performance obligation to which the invoice relates has been satisfied. As a practical expedient, we do not account for significant financing components if the period between when we transfer the promised good or service to the customer and when the customer pays for the product or service will be one year or less. On that basis, our contracts for license and maintenance typically do not contain a significant financing component, however in determining the transaction price we consider whether we need to adjust the promised consideration for the effects of the time value of money if the timing of payments provides either the customer or OpenText with a significant benefit of financing. Our managed services contracts may not include an upfront charge for outsourced professional services performed as part of an implementation and are recovered through an ongoing fee. Therefore, these contracts may be expected to have a financing component associated with revenue being recognized in advance of billings.

We may modify contracts to offer customers additional products or services. The additional products and services will be considered distinct from those products or services transferred to the customer before the modification and will be accounted for as a separate contract. We evaluate whether the price for the additional products and services reflects the SSP adjusted as appropriate for facts and circumstances applicable to that contract. In determining whether an adjustment is appropriate, we evaluate whether the incremental consideration is consistent with the prices previously paid by the customer or similar customers.

**Performance Obligations**

A summary of our typical performance obligations and when the obligations are satisfied are as follows:

<b>Performance Obligation</b>	<b>When Performance Obligation is Typically Satisfied</b>
<b>License revenue:</b>	
Software licenses (Perpetual, Term, Subscription)	When software activation keys have been made available for download (point in time)
<b>Cloud services and subscriptions revenue:</b>	
Outsourced Professional Services	As the services are provided (over time)
Managed Services / Ongoing Hosting	Over the contract term, beginning on the date that service is made available (i.e. "Go live") to the customer (over time)
<b>Customer support revenue:</b>	
When and if available updates and upgrades and technical support	Ratable over the course of the service term (over time)
<b>Professional service and other revenue:</b>	
Professional services	As the services are provided (over time)

**Disaggregation of Revenue**

The following table disaggregates our revenue by significant geographic area, based on the location of our end customer, and by type of performance obligation and timing of revenue recognition for the periods indicated:

	<b>Three Months Ended March 31, 2019</b>	<b>Nine Months Ended March 31, 2019</b>
<b><u>Total Revenues by Geography:</u></b>		
Americas <sup>(1)</sup>	\$436,873	\$1,246,909
EMEA <sup>(2)</sup>	216,287	674,699
Asia Pacific <sup>(3)</sup>	65,986	199,926
<b>Total Revenues</b>	<b>\$719,146</b>	<b>\$2,121,534</b>

**Total Revenues by Type of Performance Obligation:**

<b>Recurring revenue <sup>(4)</sup></b>		
Cloud services and subscriptions revenue	\$238,607	\$665,923
Customer support revenue	310,762	932,667
<b>Total recurring revenues</b>	<b>\$549,369</b>	<b>\$1,598,590</b>
License revenue (perpetual, term and subscriptions)	98,721	308,364
Professional service and other revenue	71,056	214,580
<b>Total revenues</b>	<b>\$719,146</b>	<b>\$2,121,534</b>

**Total Revenues by Timing of Revenue Recognition**

Point in time	98,721	308,364
Over time (including professional service and other revenue)	620,425	1,813,170
<b>Total revenues</b>	<b>\$719,146</b>	<b>\$2,121,534</b>

<sup>(1)</sup> Americas consists of countries in North, Central and South America.

<sup>(2)</sup> EMEA primarily consists of countries in Europe, the Middle East and Africa.

<sup>(3)</sup> Asia Pacific primarily consists of the countries Japan, Australia, China, Korea, Philippines, Singapore and New Zealand.

<sup>(4)</sup> Recurring revenue is defined as the sum of cloud services and subscriptions revenue and customer support revenue.

**Contract Balances**

A contract asset will be recorded if we have recognized revenue but do not have an unconditional right to the related consideration from the customer. For example, this will be the case if implementation services offered in a cloud arrangement are identified as a separate performance obligation and are provided to a customer prior to us being able to bill the customer. In addition, a contract asset may arise in relation to subscription licenses if the license revenue that is recognized upfront exceeds

the amount that we are able to invoice the customer at that time. When we perform services, such as during the design and build phase of a service contract, the right to consideration is typically subject to milestone completion or customer acceptance and the unbilled accounts receivable are classified as a contract asset. Contract assets are reclassified to accounts receivable when the rights become unconditional.

The balance for our contract assets and contract liabilities (i.e. deferred revenues) for the periods indicated below were as follows:

	As of March 31, 2019	As of July 1, 2018
Short-term contract assets	\$19,737	\$5,474
Long-term contract assets	\$15,794	\$12,382
Short-term deferred revenue	\$664,208	\$618,197
Long-term deferred revenue	\$50,905	\$64,743

The difference in the opening and closing balances of our contract assets and deferred revenues primarily results from the timing difference between our performance and the customer's payments. We fulfill our obligations under a contract with a customer by transferring products and services in exchange for consideration from the customer. During the nine months ended March 31, 2019, we reclassified \$11.2 million of contract assets to receivables as a result of the right to the transaction consideration becoming unconditional. During the three and nine months ended March 31, 2019, there was no material impairment loss recognized related to contract assets.

We recognize deferred revenue when we have received consideration or an amount of consideration is due from the customer for future obligations to transfer products or services. Our deferred revenues primarily relate to customer support agreements which have been paid for by customers prior to the performance of those services. The amount of revenue that was recognized during the nine months ended March 31, 2019 that was included in the deferred revenue balances at July 1, 2018 was approximately \$576 million.

#### ***Incremental Costs of Obtaining a Contract with a Customer***

Incremental costs of obtaining a contract include only those costs that we incur to obtain a contract that we would not have incurred if the contract had not been obtained, such as sales commissions. We have determined that certain of our commission programs meet the requirements to be capitalized. Some commission programs are not subject to capitalization as the commission expense is paid and recognized as the related revenue is recognized. In assessing costs to obtain a contract, we apply a practical expedient that allows us to assess our incremental costs on a portfolio of contracts with similar characteristics instead of assessing the incremental costs on each individual contract. We do not expect the financial statement effects of applying this practical expedient to the portfolio of contracts to be materially different than if we were to apply the new standard to each individual contract.

We pay commissions on the sale of new customer contracts as well as for renewals of existing contracts to the extent the renewals generate incremental revenue. Commissions paid on renewal contracts are limited to the incremental new revenue and therefore these payments are not commensurate with the commission paid on the original sale. We allocate commission costs to the performance obligations in an arrangement consistent with the allocation of the transaction price. Commissions allocated to the license performance obligation are expensed at the time the license revenue is recognized. Commissions allocated to professional service performance obligations are expensed as incurred, as these contracts are generally for one year or less and we apply a practical expedient to expense costs as incurred if the amortization period would have been one year or less. Commission allocated to maintenance, managed services, on-going hosting arrangements or other recurring services, are capitalized and amortized consistent with the pattern of transfer to the customer of the services over the period expected to benefit from the commission payment. As commissions paid on renewals are not commensurate with the original sale, the period of benefit considers anticipated renewals. The benefit period is estimated to be approximately six years which is based on our customer contracts and the estimated life of our technology.

Expenses for incremental costs associated with obtaining a contract are recorded within sales and marketing expense in the Condensed Consolidated Statements of Income.

Our short term capitalized costs to obtain a contract are included in "Prepaid expenses and other assets", while our long-term capitalized costs to obtain a contract are included in "Other assets" on our Condensed Consolidated Balance Sheets.

The following table summarizes the changes since July 1, 2018:

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Capitalized costs to obtain a contract as of July 1, 2018	\$35,151
New capitalized costs incurred	16,157
Amortization of capitalized costs	(6,843 )
Adjustments on account of foreign exchange	(169 )
Capitalized costs to obtain a contract as of March 31, 2019	\$44,296

During the three and nine months ended March 31, 2019, respectively, there was no material impairment loss recognized in relation to costs capitalized.

***Transaction Price Allocated to the Remaining Performance Obligations***

As of March 31, 2019, approximately \$1.1 billion of revenue is expected to be recognized from remaining performance obligations on existing contracts. We expect to recognize approximately 40% over the next 12 months and the remaining balance thereafter. We apply the practical expedient and do not disclose performance obligations that have original expected durations of one year or less.

***Impact on financial statements***

The following tables summarize the impacts of adopting Topic 606 on our condensed consolidated balance sheets, statements of income and cash flows, all as compared to proforma balances illustrating if ASC Topic 605 "Revenue Recognition" (Topic 605) had still been in effect. Financial statement line items that were not impacted by the adoption of Topic 606 have been excluded from the tables below.

*Condensed Consolidated Balance Sheet*

	As of March 31, 2019		
	As reported under Topic 606	Adjustments	Proforma as if Topic 605 was in effect
<b>ASSETS</b>			
Contract assets	\$19,737	\$(19,737)	\$—
Prepaid expenses and other current assets	96,048	6,350	102,398
Total current assets	1,398,314	(13,387)	1,384,927
Long-term contract assets	15,794	(15,794)	—
Deferred tax assets	1,035,481	15,663	1,051,144
Other assets	135,159	(5,665)	129,494
<b>Total assets</b>	<b>\$7,864,637</b>	<b>\$(19,183)</b>	<b>\$7,845,454</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
Current liabilities:			
Accounts payable and accrued liabilities	\$295,749	\$(34)	\$295,715
Deferred revenues	664,208	26,355	690,563
Total current liabilities	1,015,081	26,321	1,041,402
Long-term liabilities:			
Deferred revenues	50,905	28,624	79,529
Deferred tax liabilities	52,944	(7,702)	45,242
Total long-term liabilities	3,011,184	20,922	3,032,106
Shareholders' equity:			
Accumulated other comprehensive income	25,418	186	25,604
Retained earnings	2,088,858	(66,612)	2,022,246
Total OpenText shareholders' equity	3,837,189	(66,426)	3,770,763
Non-controlling interests	1,183	—	1,183
Total shareholders' equity	3,838,372	(66,426)	3,771,946
<b>Total liabilities and shareholders' equity</b>	<b>\$7,864,637</b>	<b>\$(19,183)</b>	<b>\$7,845,454</b>



*Condensed Consolidated Statements of Income*

	Three Months Ended March 31, 2019			Nine Months Ended March 31, 2019		
	As reported under Topic 606	Adjustments	Proforma as if Topic 605 was in effect	As reported under Topic 606	Adjustments	Proforma as if Topic 605 was in effect
<b>Revenues:</b>						
License	\$98,721	\$(17,285)	\$81,436	\$308,364	\$(35,496)	\$272,868
Cloud services and subscriptions	238,607	(3,087)	235,520	665,923	(5,225)	660,698
Customer support	310,762	(415)	310,347	932,667	(1,155)	931,512
Professional service and other	71,056	16	71,072	214,580	(29)	214,551
<b>Total revenues</b>	<b>719,146</b>	<b>(20,771)</b>	<b>698,375</b>	<b>2,121,534</b>	<b>(41,905)</b>	<b>2,079,629</b>
<b>Cost of revenues:</b>						
Cloud services and subscriptions	103,873	(381)	103,492	280,274	29	280,303
Professional service and other	56,626	4	56,630	169,452	4	169,456
<b>Total cost of revenues</b>	<b>239,631</b>	<b>(377)</b>	<b>239,254</b>	<b>693,966</b>	<b>33</b>	<b>693,999</b>
<b>Gross profit</b>	<b>479,515</b>	<b>(20,394)</b>	<b>459,121</b>	<b>1,427,568</b>	<b>(41,938)</b>	<b>1,385,630</b>
<b>Operating expenses:</b>						
Sales and marketing	132,244	2,256	134,500	378,619	6,981	385,600
<b>Total operating expenses</b>	<b>343,638</b>	<b>2,256</b>	<b>345,894</b>	<b>1,018,532</b>	<b>6,981</b>	<b>1,025,513</b>
<b>Income from operations</b>	<b>135,877</b>	<b>(22,650)</b>	<b>113,227</b>	<b>409,036</b>	<b>(48,919)</b>	<b>360,117</b>
Interest and other related expense, net	(35,607)	(214)	(35,821)	(103,751)	(584)	(104,335)
<b>Income before income taxes</b>	<b>105,335</b>	<b>(22,864)</b>	<b>82,471</b>	<b>312,250</b>	<b>(49,503)</b>	<b>262,747</b>
Provision for (recovery of) income taxes	32,542	(5,937)	26,605	98,628	(12,677)	85,951
<b>Net income for the period</b>	<b>\$72,793</b>	<b>\$(16,927)</b>	<b>\$55,866</b>	<b>\$213,622</b>	<b>\$(36,826)</b>	<b>\$176,796</b>

The adjustment on license revenue for the three and nine months ended March 31, 2019 of \$17.3 million and \$35.5 million, respectively, is primarily due to new contracts entered into during Fiscal 2019 for which a timing difference of revenue recognition exists between Topic 606 and Topic 605. See above for an explanation of how license revenues are recognized under Topic 606. The Fiscal 2019 contracts pertaining to the respective adjustments are recognized up front under Topic 606, whereas such revenues would have been recognized over time under Topic 605.

*Condensed Consolidated Statement of Cash Flows*

	Nine Months Ended March 31, 2019		
	As reported under Topic 606	Adjustments	Proforma as if Topic 605 was in effect
<b>Cash flows from operating activities:</b>			
Net income for the period	\$213,622	\$(36,826)	\$176,796
Adjustments to reconcile net income to net cash provided by operating activities:			
Deferred taxes	11,307	(12,720)	(1,413)
Changes in operating assets and liabilities:			
Accounts receivable	52,777	(11,171)	41,606
Contract assets	(28,872)	28,872	—
Prepaid expenses and other current assets	(495)	1,340	845
Income taxes and deferred charges and credits	21,006	16	21,022
Accounts payable and accrued liabilities	(30,644)	(8)	(30,652)
Deferred revenue	24,134	24,583	48,717
Other assets	4,300	5,914	10,214
<b>Net cash provided by operating activities</b>	<b>\$646,501</b>	<b>\$—</b>	<b>\$646,501</b>





**NOTE 4—ALLOWANCE FOR DOUBTFUL ACCOUNTS**

Balance as of June 30, 2018	\$9,741
Bad debt expense	11,096
Write-off /adjustments	(3,891 )
Balance as of March 31, 2019	\$16,946

Included in accounts receivable are unbilled receivables in the amount of \$59.7 million as of March 31, 2019 (June 30, 2018—\$55.5 million).

**NOTE 5—PROPERTY AND EQUIPMENT**

	As of March 31, 2019		
	Cost	Accumulated Depreciation	Net
Furniture and fixtures	\$40,208	\$(25,162 )	\$15,046
Office equipment	2,543	(1,660 )	883
Computer hardware	238,238	(168,272 )	69,966
Computer software	115,847	(83,145 )	32,702
Capitalized software development costs	90,628	(52,305 )	38,323
Leasehold improvements	111,636	(62,875 )	48,761
Land and buildings	49,926	(13,633 )	36,293
Total	\$649,026	\$(407,052 )	\$241,974

	As of June 30, 2018		
	Cost	Accumulated Depreciation	Net
Furniture and fixtures	\$34,647	\$(21,488 )	\$13,159
Office equipment	1,467	(687 )	780
Computer hardware	207,381	(134,906 )	72,475
Computer software	97,653	(59,485 )	38,168
Capitalized software development costs	81,073	(41,556 )	39,517
Leasehold improvements	118,200	(55,172 )	63,028
Land and buildings	47,880	(10,802 )	37,078
Total	\$588,301	\$(324,096 )	\$264,205

**NOTE 6—GOODWILL**

Goodwill is recorded when the consideration paid for an acquisition of a business exceeds the fair value of identifiable net tangible and intangible assets. The following table summarizes the changes in goodwill since June 30, 2018:

Balance as of June 30, 2018	\$3,580,129
Acquisition of Catalyst Repository Systems Inc. (note 18)	30,973
Acquisition of Liaison Technologies, Inc. (note 18)	164,724
Adjustments on account of foreign exchange	(3,714 )
Balance as of March 31, 2019	\$3,772,112

**NOTE 7—ACQUIRED INTANGIBLE ASSETS**

As of March 31, 2019

	Cost	Accumulated Amortization	Net
Technology assets	\$907,984	\$(384,313)	\$523,671
Customer assets	1,400,641	(691,176)	709,465
Total	\$2,308,625	\$(1,075,489)	\$1,233,136

As of June 30, 2018

	Cost	Accumulated Amortization	Net
Technology assets	\$985,226	\$(439,774)	\$545,452
Customer assets	1,348,510	(597,325)	751,185
Total	\$2,333,736	\$(1,037,099)	\$1,296,637

Where applicable, the above balances as of March 31, 2019 have been reduced to reflect the impact of intangible assets where the gross cost has become fully amortized during the nine months ended March 31, 2019. The impact of this resulted in a reduction of \$46.8 million related to Customer assets and \$195.9 million related to Technology assets.

The weighted average amortization periods for acquired technology and customer intangible assets are approximately six years and eight years, respectively.

The following table shows the estimated future amortization expense for the fiscal years indicated. This calculation assumes no future adjustments to acquired intangible assets:

**Fiscal years ending June 30.**

2019 (three months ended June 30)	\$92,081
2020	321,079
2021	229,729
2022	210,174
2023	143,209
2024 and beyond	236,864
Total	\$1,233,136

**NOTE 8—OTHER ASSETS**

	As of March 31, 2019	As of June 30, 2018
Deposits and restricted cash	\$15,690	\$9,479
Deferred implementation costs	—	13,740
Capitalized costs to obtain a contract	34,449	13,027
Investments	56,109	49,635
Long-term prepaid expenses and other long-term assets	28,911	25,386
Total	\$135,159	\$111,267

Deposits and restricted cash primarily relate to security deposits provided to landlords in accordance with facility lease agreements and cash restricted per the terms of certain contractual-based agreements.

Deferred implementation costs relate to direct and relevant costs on implementation of long-term contracts, to the extent such costs can be recovered through guaranteed contract revenues. As a result of the adoption of Topic 606, deferred implementation costs are no longer capitalized, but rather expensed as incurred as these costs do not relate to future performance obligations. Accordingly, these costs were adjusted through opening retained earnings as of July 1, 2018.

Capitalized costs to obtain a contract relate to incremental costs of obtaining a contract, such as sales commissions, which are eligible for capitalization on contracts to the extent that such costs are expected to be recovered.

Investments relate to certain non-marketable equity securities in which we are a limited partner. Our interests in each of these investees range from 4% to below 20%. These investments are accounted for using the equity method. Our share of net

income or losses based on our interest in these investments is recorded as a component of other income (expense), net in our Condensed Consolidated Statements of Income. During the three and nine months ended March 31, 2019, our share of income (loss) from these investments was \$2.8 million and \$10.7 million, respectively (three and nine months ended March 31, 2018 —\$(0.3) million and \$(0.5) million, respectively).

Long-term prepaid expenses and other long-term assets includes advance payments on long-term licenses that are being amortized over the applicable terms of the licenses and other miscellaneous assets.

#### **NOTE 9—ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

##### **Current liabilities**

Accounts payable and accrued liabilities are comprised of the following:

	As of March 31, 2019	As of June 30, 2018
Accounts payable—trade	\$34,080	\$41,722
Accrued salaries and commissions	112,593	118,024
Accrued liabilities	111,473	108,903
Accrued interest on Senior Notes	26,021	24,786
Amounts payable in respect of restructuring and other Special charges	9,810	5,622
Asset retirement obligations	1,772	3,097
Total	\$295,749	\$302,154

##### **Long-term accrued liabilities**

	As of March 31, 2019	As of June 30, 2018
Amounts payable in respect of restructuring and other Special charges	\$5,435	\$4,362
Other accrued liabilities*	31,346	35,874
Asset retirement obligations	13,933	12,591
Total	\$50,714	\$52,827

\* Other accrued liabilities consist primarily of tenant allowances, deferred rent and lease fair value adjustments relating to certain facilities acquired through business acquisitions.

##### **Asset retirement obligations**

We are required to return certain of our leased facilities to their original state at the conclusion of our lease. As of March 31, 2019, the present value of this obligation was \$15.7 million (June 30, 2018—\$15.7 million), with an undiscounted value of \$17.3 million (June 30, 2018—\$17.7 million).

**NOTE 10—LONG-TERM DEBT****Long-term debt**

Long-term debt is comprised of the following:

	As of March 31, 2019	As of June 30, 2018
<b>Total debt</b>		
Senior Notes 2026	\$850,000	\$850,000
Senior Notes 2023	800,000	800,000
Term Loan B	990,000	997,500
Total principal payments due	2,640,000	2,647,500
Premium on Senior Notes 2026	5,560	6,018
Debt issuance costs	(29,277 )	(32,995 )
<b>Total amount outstanding</b>	<b>2,616,283</b>	<b>2,620,523</b>
Less:		
<b>Current portion of long-term debt</b>		
Term Loan B	10,000	10,000
<b>Total current portion of long-term debt</b>	<b>10,000</b>	<b>10,000</b>
<b>Non-current portion of long-term debt</b>	<b>\$2,606,283</b>	<b>\$2,610,523</b>

**Senior Unsecured Fixed Rate Notes****Senior Notes 2026**

On May 31, 2016, we issued \$600 million in aggregate principal amount of 5.875% Senior Notes due 2026 (Senior Notes 2026) in an unregistered offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (Securities Act), and to certain persons in offshore transactions pursuant to Regulation S under the Securities Act. Senior Notes 2026 bear interest at a rate of 5.875% per annum, payable semi-annually in arrears on June 1 and December 1, commencing on December 1, 2016. Senior Notes 2026 will mature on June 1, 2026, unless earlier redeemed, in accordance with their terms, or repurchased.

On December 20, 2016, we issued an additional \$250 million in aggregate principal amount by reopening our Senior Notes 2026 at an issue price of 102.75%. The additional notes have identical terms, are fungible with and are a part of a single series with the previously issued \$600 million aggregate principal amount of Senior Notes 2026. The outstanding aggregate principal amount of Senior Notes 2026, after taking into consideration the additional issuance, is \$850 million.

For the three and nine months ended March 31, 2019, we recorded interest expense of \$12.5 million and \$37.5 million, respectively, relating to Senior Notes 2026 (three and nine months ended March 31, 2018—\$12.5 million and \$37.5 million, respectively).

**Senior Notes 2023**

On January 15, 2015, we issued \$800 million in aggregate principal amount of 5.625% Senior Notes due 2023 (Senior Notes 2023) in an unregistered offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act, and to certain persons in offshore transactions pursuant to Regulation S under the Securities Act. Senior Notes 2023 bear interest at a rate of 5.625% per annum, payable semi-annually in arrears on January 15 and July 15, commencing on July 15, 2015. Senior Notes 2023 will mature on January 15, 2023, unless earlier redeemed, in accordance with their terms, or repurchased.

For the three and nine months ended March 31, 2019, we recorded interest expense of \$11.2 million and \$33.7 million, respectively, relating to Senior Notes 2023 (three and nine months ended March 31, 2018—\$11.2 million and \$33.7 million, respectively).



**Term Loan B**

On May 30, 2018, we refinanced our existing term loan facility, by entering into a new \$1 billion term loan facility (Term Loan B), whereby we borrowed \$1 billion on that day and repaid in full the loans under our prior \$800 million term loan facility originally entered into on January 16, 2014. Borrowings under Term Loan B are secured by a first charge over substantially all of our assets on a pari passu basis with the Revolver (defined below).

Term Loan B has a seven year term, maturing in May 2025, and repayments made under Term Loan B are equal to 0.25% of the principal amount in equal quarterly installments for the life of Term Loan B, with the remainder due at maturity. Borrowings under Term Loan B currently bear a floating rate of interest equal to 1.75% plus LIBOR. As of March 31, 2019, the outstanding balance on the Term Loan B bears an interest rate of approximately 4.24%.

For the three and nine months ended March 31, 2019, we recorded interest expense of \$10.5 million and \$30.6 million, respectively, relating to Term Loan B (three and nine months ended March 31, 2018—\$6.9 million and \$19.7 million, respectively).

**Revolver**

We currently have a \$450 million committed revolving credit facility (the Revolver) with a maturity date of May 5, 2022. Borrowings under the Revolver are secured by a first charge over substantially all of our assets, on a pari passu basis with Term Loan B. The Revolver has no fixed repayment date prior to the end of the term. Borrowings under the Revolver bear interest per annum at a floating rate of LIBOR plus a fixed margin dependent on our consolidated net leverage ratio ranging from 1.25% to 1.75%.

As of March 31, 2019, we have no outstanding balance on the Revolver. There was no activity during the three and nine months ended March 31, 2019 and we recorded no interest expense.

During the three and nine months ended March 31, 2018, we drew down nil and \$200 million, respectively, from the Revolver, partially to finance acquisitions. During the three and nine months ended March 31, 2018, we also repaid \$100 million, respectively, and recorded interest expense of \$2.7 million and \$7.3 million, respectively, relating to amounts drawn on the Revolver.

**Debt Issuance Costs and Premium on Senior Notes**

Debt issuance costs relate primarily to costs incurred for the purpose of obtaining our credit facilities and issuing our Senior Notes 2023 and Senior Notes 2026 (collectively referred to as the Senior Notes) and are being amortized over the respective terms of the Senior Notes and Term Loan B and the Revolver using the effective interest method.

The premium on Senior Notes 2026 represents the excess of the proceeds received over the face value of Senior Notes 2026. This premium is amortized as a reduction to interest expense over the term of Senior Notes 2026 using the effective interest method.

**NOTE 11—PENSION PLANS AND OTHER POST RETIREMENT BENEFITS**

The following table provides details of our defined benefit pension plans and long-term employee benefit obligations for Open Text Document Technologies GmbH (CDT), GXS GmbH (GXS GER), GXS Philippines, Inc. (GXS PHP) and other plans as of March 31, 2019 and June 30, 2018:

	As of March 31, 2019		
	Total benefit obligation	Current portion of benefit obligation*	Non-current portion of benefit obligation
CDT defined benefit plan	\$35,145	\$ 669	\$ 34,476
GXS GER defined benefit plan	27,224	1,002	26,222
GXS PHP defined benefit plan	5,556	155	5,401
Other plans	5,889	425	5,464
Total	\$73,814	\$ 2,251	\$ 71,563



	As of June 30, 2018		
	Total benefit obligation	Current portion of benefit obligation*	Non-current portion of benefit obligation
CDT defined benefit plan	\$32,651	\$ 655	\$ 31,996
GXS GER defined benefit plan	25,382	1,027	24,355
GXS PHP defined benefit plan	3,853	138	3,715
Other plans	6,095	442	5,653
Total	\$67,981	\$ 2,262	\$ 65,719

\* The current portion of the benefit obligation has been included within "Accrued salaries and commissions", all within "Accounts payable and accrued liabilities" in the Condensed Consolidated Balance Sheets (see note 9 "Accounts Payable and Accrued Liabilities").

### **Defined Benefit Plans**

#### *CDT Plan*

CDT sponsors an unfunded defined benefit pension plan covering substantially all CDT employees (CDT plan) which provides for old age, disability and survivors' benefits. Benefits under the CDT plan are generally based on age at retirement, years of service and the employee's annual earnings. The net periodic cost of this pension plan is determined using the projected unit credit method and several actuarial assumptions, the most significant of which are the discount rate and estimated service costs. No contributions have been made since the inception of the plan. Actuarial gains or losses in excess of 10% of the projected benefit obligation are being amortized and recognized as a component of net periodic benefit costs over the average remaining service period of the plan's active employees. As of March 31, 2019, there is approximately \$0.2 million in accumulated other comprehensive income related to the CDT plan that is expected to be recognized as a component of net periodic benefit costs over the remainder of Fiscal 2019.

#### *GXS GER Plan*

As part of our acquisition of GXS Group, Inc. (GXS) in Fiscal 2014, we assumed an unfunded defined benefit pension plan covering certain German employees which provides for old age, disability and survivors' benefits. The GXS GER plan has been closed to new participants since 2006. Benefits under the GXS GER plan are generally based on a participant's remuneration, date of hire, years of eligible service and age at retirement. The net periodic cost of this pension plan is determined using the projected unit credit method and several actuarial assumptions, the most significant of which are the discount rate and estimated service costs. No contributions have been made since the inception of the plan. Actuarial gains or losses in excess of 10% of the projected benefit obligation are being amortized and recognized as a component of net periodic benefit costs over the average remaining service period of the plan's active employees. As of March 31, 2019, there is approximately \$0.03 million in accumulated other comprehensive income related to the GXS GER plan that is expected to be recognized as a component of net periodic benefit costs over the remainder of Fiscal 2019.

#### *GXS PHP Plan*

As part of our acquisition of GXS in Fiscal 2014, we assumed a primarily unfunded defined benefit pension plan covering substantially all of the GXS Philippines employees which provides for retirement, disability and survivors' benefits. Benefits under the GXS PHP plan are generally based on a participant's remuneration, years of eligible service and age at retirement. The net periodic cost of this pension plan is determined using the projected unit credit method and several actuarial assumptions, the most significant of which are the discount rate and estimated service costs. Aside from an initial contribution which has a fair value of approximately \$0.03 million as of March 31, 2019, no additional contributions have been made since the inception of the plan. Actuarial gains or losses in excess of 10% of the projected benefit obligation are being amortized and recognized as a component of net periodic benefit costs over the average remaining service period of the plan's active employees. As of March 31, 2019, there is approximately \$0.1 million in accumulated other comprehensive income related to the GXS PHP plan that is expected to be recognized as a component of net periodic benefit costs over the remainder of Fiscal 2019.



The following are the details of the change in the benefit obligation for each of the above mentioned pension plans for the periods indicated:

	As of March 31, 2019				As of June 30, 2018			
	CDT	GXS GER	GXS PHP	Total	CDT	GXS GER	GXS PHP	Total
Benefit obligation—beginning of period	\$2,651	\$25,382	\$3,853	\$61,886	\$28,881	\$23,730	\$4,495	\$57,106
Service cost	413	426	520	1,359	501	472	832	1,805
Interest cost	483	368	217	1,068	607	489	241	1,337
Benefits paid	(475 )	(746 )	(133 )	(1,354 )	(580 )	(974 )	(141 )	(1,695 )
Actuarial (gain) loss	2,975	2,490	1,021	6,486	2,442	997	(1,313 )	2,126
Foreign exchange (gain) loss	(902 )	(696 )	78	(1,520 )	800	668	(261 )	1,207
Benefit obligation—end of period	35,145	27,224	5,556	67,925	32,651	25,382	3,853	61,886
Less: Current portion	(669 )	(1,002 )	(155 )	(1,826 )	(655 )	(1,027 )	(138 )	(1,820 )
Non-current portion of benefit obligation	\$34,476	\$26,222	\$5,401	\$66,099	\$31,996	\$24,355	\$3,715	\$60,066

The following are details of net pension expense relating to the following pension plans:

	Three Months Ended March 31, 2019				2018			
	CDT	GXS GER	GXS PHP	Total	CDT	GXS GER	GXS PHP	Total
<b>Pension expense:</b>								
Service cost	\$136	\$141	\$185	\$462	\$130	\$123	\$210	\$463
Interest cost	159	121	77	357	158	127	62	347
Amortization of actuarial (gains) and losses	173	32	(142 )	63	141	19	(59 )	101
Net pension expense	\$468	\$294	\$120	\$882	\$429	\$269	\$213	\$911

	Nine Months Ended March 31, 2019				2018			
	CDT	GXS GER	GXS PHP	Total	CDT	GXS GER	GXS PHP	Total
<b>Pension expense:</b>								
Service cost	\$413	\$426	\$520	\$1,359	\$379	\$357	\$657	\$1,393
Interest cost	483	368	217	1,068	459	370	176	1,005
Amortization of actuarial (gains) and losses	524	98	(421 )	201	409	55	(182 )	282
Net pension expense	\$1,420	\$892	\$316	\$2,628	\$1,247	\$782	\$651	\$2,680

In determining the fair value of the pension plan benefit obligations as of March 31, 2019 and June 30, 2018, respectively, we used the following weighted-average key assumptions:

	As of March 31, 2019			As of June 30, 2018		
	CDT	GXS GER	GXS PHP	CDT	GXS GER	GXS PHP
<b>Assumptions:</b>						
Salary increases	3.50%	3.50%	6.50%	3.50%	3.50%	6.50%
Pension increases	2.00%	2.00%	N/A	2.00%	2.00%	N/A
Discount rate	1.56%	1.56%	6.00%	2.00%	2.00%	7.25%
Normal retirement age	65-67	65-67	60	65-67	65-67	60
<b>Employee fluctuation rate:</b>						
to age 20	—%	—%	12.19%	—%	—%	12.19%
to age 25	—%	—%	16.58%	—%	—%	16.58%
to age 30	1.00%	—%	13.97%	1.00%	—%	13.97%
to age 35	0.50%	—%	10.77%	0.50%	—%	10.77%
to age 40	—%	—%	7.39%	—%	—%	7.39%
to age 45	0.50%	—%	3.28%	0.50%	—%	3.28%
to age 50	0.50%	—%	—%	0.50%	—%	—%
from age 51	1.00%	—%	—%	1.00%	—%	—%

Anticipated pension payments under the pension plans for the fiscal years indicated below are as follows:

	Fiscal years ending June 30,		
	CDT	GXS GER	GXS PHP
2019 (three months ended June 30)	\$159	\$250	\$39
2020	680	1,003	153
2021	778	1,031	194
2022	866	1,039	301
2023	971	1,041	209
2024 to 2028	5,840	5,352	747
Total	\$9,294	\$9,716	\$1,643

### **Other Plans**

Other plans include defined benefit pension plans that are offered by certain of our foreign subsidiaries. Many of these plans were assumed through our acquisitions or are required by local regulatory requirements. These other plans are primarily unfunded, with the aggregate projected benefit obligation included in our pension liability. The net periodic costs of these plans are determined using the projected unit credit method and several actuarial assumptions, the most significant of which are the discount rate and estimated service costs.

### **NOTE 12—SHARE CAPITAL, OPTION PLANS AND SHARE-BASED PAYMENTS**

#### **Cash Dividends**

For the three and nine months ended March 31, 2019, pursuant to the Company's dividend policy, we declared total non-cumulative dividends of \$0.1518 and \$0.4554, respectively, per Common Share in the aggregate amount of \$40.7 million and \$121.9 million, respectively, which we paid during the same period.

For the three and nine months ended March 31, 2018, pursuant to the Company's dividend policy, we paid total non-cumulative dividends of \$0.1320 and \$0.3960, respectively, per Common Share in the aggregate amount of \$35.2 million and \$105.0 million.

#### **Share Capital**

Our authorized share capital includes an unlimited number of Common Shares and an unlimited number of Preference Shares. No Preference Shares have been issued.



**Treasury Stock****Repurchase**

From time to time we may provide funds to an independent agent to facilitate repurchases of our Common Shares in connection with the settlement of awards under the Long-Term Incentive Plans (LTIP) or other plans.

During the three and nine months ended March 31, 2019, we repurchased 51,794 and 726,059, respectively, of our Common Shares in the open market, at a cost of approximately \$2.0 million and \$26.5 million, respectively, for potential reissuance under our LTIP or other plans (three and nine months ended March 31, 2018—nil, respectively). See below for more details on our various plans.

**Reissuance**

During the three and nine months ended March 31, 2019, we reissued 61,794 and 609,691 Common Shares, respectively, from treasury stock (three and nine months ended March 31, 2018—20,000 and 407,443 Common Shares, respectively), in connection with the settlement of awards.

**Share-Based Payments**

Total share-based compensation expense for the periods indicated below is detailed as follows:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2019	2018	2019	2018
Stock options	\$2,616	\$983	\$7,537	\$7,014
Performance Share Units (issued under LTIP)	879	751	2,573	2,723
Restricted Share Units (issued under LTIP)	1,687	1,588	4,698	4,987
Restricted Share Units (other)	36	146	169	823
Deferred Share Units (directors)	709	701	2,402	2,193
Employee Share Purchase Plan	785	911	2,773	2,733
Total share-based compensation expense	\$6,712	\$5,080	\$20,152	\$20,473

**Summary of Outstanding Stock Options**

As of March 31, 2019, an aggregate of 6,931,593 options to purchase Common Shares were outstanding and an additional 9,940,918 options to purchase Common Shares were available for issuance under our stock option plans. Our stock options generally vest over four years and expire between seven and ten years from the date of the grant. Currently we also have options outstanding that vest over five years, as well as options outstanding that vest based on meeting certain market conditions. The exercise price of all our options is set at an amount that is not less than the closing price of our Common Shares on the NASDAQ on the trading day immediately preceding the applicable grant date.

A summary of activity under our stock option plans for the nine months ended March 31, 2019 is as follows:

	Options	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (\$'000s)
Outstanding at June 30, 2018	7,078,435	\$ 28.41		
Granted	1,245,340	38.16		
Exercised	(1,099,752)	23.49		
Forfeited or expired	(292,430)	31.82		
Outstanding at March 31, 2019	6,931,593	\$ 30.80	4.04	\$ 53,505
Exercisable at March 31, 2019	2,225,528	\$ 26.84	3.04	\$ 25,783

We estimate the fair value of stock options using the Black-Scholes option-pricing model or, where appropriate, the Monte Carlo Valuation Method, consistent with the provisions of ASC Topic 718, "Compensation—Stock Compensation" (Topic 718) and SEC Staff Accounting Bulletin No. 107. The option-pricing models require input of subjective assumptions, including the estimated life of the option and the expected volatility of the underlying stock over the estimated



life of the option. We use historical volatility as a basis for projecting the expected volatility of the underlying stock and estimate the expected life of our stock options based upon historical data.

We believe that the valuation techniques and the approach utilized to develop the underlying assumptions are appropriate in calculating the fair value of our stock option grants. Estimates of fair value are not intended, however, to predict actual future events or the value ultimately realized by employees who receive equity awards.

For the periods indicated, the weighted-average fair value of options and weighted-average assumptions were as follows:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2019	2018	2019	2018
Weighted-average fair value of options granted	\$7.64	\$8.14	\$8.28	\$7.48
<b>Weighted-average assumptions used:</b>				
Expected volatility	25.60 %	26.95 %	25.92 %	27.10 %
Risk-free interest rate	2.51 %	2.44 %	2.73 %	1.83 %
Expected dividend yield	1.63 %	1.45 %	1.53 %	1.45 %
Expected life (in years)	4.11	4.33	4.26	4.42
Forfeiture rate (based on historical rates)	6 %	6 %	6 %	6 %
Average exercise share price	\$37.24	\$36.50	\$38.16	\$34.55

As of March 31, 2019, the total compensation cost related to the unvested stock option awards not yet recognized was approximately \$21.5 million, which will be recognized over a weighted-average period of approximately 2.7 years. No cash was used by us to settle equity instruments granted under share-based compensation arrangements in any of the periods presented.

We have not capitalized any share-based compensation costs as part of the cost of an asset in any of the periods presented.

For the three and nine months ended March 31, 2019, cash in the amount of \$11.6 million and \$25.8 million, respectively, was received as the result of the exercise of options granted under share-based payment arrangements. The tax benefit realized by us during the three and nine months ended March 31, 2019 from the exercise of options eligible for a tax deduction was \$1.1 million and \$2.0 million, respectively.

For the three and nine months ended March 31, 2018, cash in the amount of \$30.5 million and \$50.1 million, respectively, was received as the result of the exercise of options granted under share-based payment arrangements. The tax benefit realized by us during the three and nine months ended March 31, 2018 from the exercise of options eligible for a tax deduction was \$0.6 million and \$0.9 million, respectively.

#### **Long-Term Incentive Plans**

We incentivize our executive officers, in part, with long-term compensation pursuant to our LTIP. The LTIP is a rolling three year program that grants eligible employees a certain number of target Performance Share Units (PSUs) and/or Restricted Share Units (RSUs). Target PSUs become vested upon the achievement of certain financial and/or operational performance criteria (the Performance Conditions) that are determined at the time of the grant. Target RSUs become vested when an eligible employee remains employed throughout the vesting period.

PSUs and RSUs granted under the LTIPs have been measured at fair value as of the effective date, consistent with Topic 718, and will be charged to share-based compensation expense over the remaining life of the plan. Stock options granted under the LTIPs have been measured using the Black-Scholes option-pricing model, consistent with Topic 718. We estimate the fair value of PSUs using the Monte Carlo pricing model and RSUs have been valued based upon their grant date fair value.

As of March 31, 2019, the total expected compensation cost related to the unvested LTIP awards not yet recognized was \$16.4 million, which is expected to be recognized over a weighted average period of 1.9 years.

LTIP grants that have recently vested, or have yet to vest, are described below. LTIP grants are referred to in this Quarterly Report on Form 10-Q based upon the year in which the grants are expected to vest.

#### **Fiscal 2018 LTIP**



Grants made in Fiscal 2016 under the LTIP (collectively referred to as Fiscal 2018 LTIP), consisting of PSUs and RSUs, took effect in Fiscal 2016 starting on August 23, 2015. We settled the Fiscal 2018 LTIP by issuing 539,103 Common Shares from treasury stock during the three months ended December 31, 2018, with a cost of \$13.8 million.

*Fiscal 2019 LTIP*

Grants made in Fiscal 2017 under the LTIP (collectively referred to as Fiscal 2019 LTIP), consisting of PSUs and RSUs, took effect in Fiscal 2017 starting on August 14, 2016. The Performance Conditions for vesting of the PSUs are based solely upon market conditions. The RSUs are employee service-based awards and vest over the life of the Fiscal 2019 LTIP. We expect to settle the Fiscal 2019 LTIP awards in stock.

*Fiscal 2020 LTIP*

Grants made in Fiscal 2018 under the LTIP (collectively referred to as Fiscal 2020 LTIP), consisting of PSUs and RSUs, took effect in Fiscal 2018 starting on August 7, 2017. The Performance Conditions for vesting of the PSUs are based solely upon market conditions. The RSUs are employee service-based awards and vest over the life of the Fiscal 2020 LTIP. We expect to settle the Fiscal 2020 LTIP awards in stock.

*Fiscal 2021 LTIP*

Grants made in Fiscal 2019 under the LTIP (collectively referred to as Fiscal 2021 LTIP), consisting of PSUs and RSUs, took effect in Fiscal 2019 starting on August 6, 2018. The Performance Conditions for vesting of the PSUs are based solely upon market conditions. The RSUs are employee service-based awards and vest over the life of the Fiscal 2021 LTIP. We expect to settle the Fiscal 2021 LTIP awards in stock.

***Restricted Share Units (RSUs)***

During the three and nine months ended March 31, 2019, we did not grant any RSUs to employees in accordance with employment and other agreements (three and nine months ended March 31, 2018—nil and 4,464 RSUs, respectively). The RSUs vest over a specified contract date, typically three years from the respective date of grants. We expect to settle the awards in stock.

During the three and nine months ended March 31, 2019, we issued 10,000 and 18,794 Common Shares, respectively, from treasury stock, with a cost of \$0.3 million and \$0.6 million, respectively, in connection with the settlement of these vested RSUs (three and nine months ended March 31, 2018—20,000 and 94,792 Common Shares, respectively, with a cost of \$0.4 million and \$2.0 million, respectively).

***Deferred Stock Units (DSUs)***

During the three and nine months ended March 31, 2019, we granted 3,406 and 96,748 DSUs, respectively, to certain non-employee directors (three and nine months ended March 31, 2018—3,037 and 83,846 DSUs, respectively). The DSUs were issued under our Deferred Share Unit Plan. DSUs granted as compensation for director fees vest immediately, whereas all other DSUs granted vest at our next annual general meeting following the granting of the DSUs. No DSUs are payable by us until the director ceases to be a member of the Board.

During the three and nine months ended March 31, 2019, we issued 51,794 Common Shares from treasury stock, respectively, with a cost of \$2.0 million, respectively, in connection with the settlement of vested DSUs (three and nine months ended March 31, 2018—nil DSUs, respectively).

***Employee Share Purchase Plan (ESPP)***

Our ESPP offers employees a purchase price discount of 15%.

During the three and nine months ended March 31, 2019, 187,705 and 523,867 Common Shares, respectively, were eligible for issuance to employees enrolled in the ESPP (three and nine months ended March 31, 2018—201,726 and 540,343 Common Shares, respectively).

During the three and nine months ended March 31, 2019, cash in the amount of approximately \$6.1 million and \$16.2 million, respectively, was received from employees relating to the ESPP (three and nine months ended March 31, 2018—\$5.8 million and \$15.9 million, respectively).

**NOTE 13—GUARANTEES AND CONTINGENCIES**

We have entered into the following contractual obligations with minimum payments for the indicated fiscal periods as follows:

	Total	Payments due between			
		April 1, 2019— June 30, 2019	July 1, 2019— June 30, 2021	July 1, 2021— June 30, 2023	July 1, 2023 and beyond
Long-term debt obligations <sup>(1)</sup>	\$3,449,794	\$ 38,320	\$ 294,203	\$ 1,092,366	\$ 2,024,905
Operating lease obligations <sup>(2)</sup>	331,964	18,387	128,807	79,623	105,147
Purchase obligations	14,405	3,486	10,278	641	—
	\$3,796,163	\$ 60,193	\$ 433,288	\$ 1,172,630	\$ 2,130,052

<sup>(1)</sup> Includes interest up to maturity and principal payments. Please see note 10 "Long-Term Debt" for more details.

<sup>(2)</sup> Net of \$34.8 million of sublease income to be received from properties which we have subleased to third parties.

**Guarantees and Indemnifications**

We have entered into customer agreements which may include provisions to indemnify our customers against third party claims that our software products or services infringe certain third party intellectual property rights and for liabilities related to a breach of our confidentiality obligations. We have not made any material payments in relation to such indemnification provisions and have not accrued any liabilities related to these indemnification provisions in our Condensed Consolidated Financial Statements.

Occasionally, we enter into financial guarantees with third parties in the ordinary course of our business, including, among others, guarantees relating to taxes and letters of credit on behalf of parties with whom we conduct business. Such agreements have not had a material effect on our results of operations, financial position or cash flows.

**Litigation**

We are currently involved in various claims and legal proceedings.

Quarterly, we review the status of each significant legal matter and evaluate such matters to determine how they should be treated for accounting and disclosure purposes in accordance with the requirements of ASC Topic 450-20 "Loss Contingencies" (Topic 450-20). Specifically, this evaluation process includes the centralized tracking and itemization of the status of all our disputes and litigation items, discussing the nature of any litigation and claim, including any dispute or claim that is reasonably likely to result in litigation, with relevant internal and external counsel, and assessing the progress of each matter in light of its merits and our experience with similar proceedings under similar circumstances.

If the potential loss from any claim or legal proceeding is considered probable and the amount can be reasonably estimated, we accrue a liability for the estimated loss in accordance with Topic 450-20. As of the date of this Quarterly Report on Form 10-Q, the aggregate of such estimated losses was not material to our consolidated financial position or results of operations and we do not believe as of the date of this filing that it is reasonably possible that a loss exceeding the amounts already recognized will be incurred that would be material to our consolidated financial position or results of operations.

**IRS Matter**

As we have previously disclosed, the United States Internal Revenue Service (IRS) is examining certain of our tax returns for our fiscal year ended June 30, 2010 (Fiscal 2010) through our fiscal year ended June 30, 2012 (Fiscal 2012), and in connection with those examinations is reviewing our internal reorganization in Fiscal 2010 to consolidate certain intellectual property ownership in Luxembourg and Canada and our integration of certain acquisitions into the resulting structure. We also previously disclosed that the examinations may lead to proposed adjustments to our taxes that may be material, individually or in the aggregate, and that we have not recorded any material accruals for any such potential adjustments in our Condensed Consolidated Financial Statements.

We previously disclosed that, as part of these examinations, on July 17, 2015 we received from the IRS an initial Notice of Proposed Adjustment (NOPA) in draft form, that, as revised by the IRS on July 11, 2018 proposes a one-time approximately \$335 million increase to our U.S. federal taxes arising from the reorganization in Fiscal 2010 (the 2010 NOPA), plus penalties equal to 20% of the additional proposed taxes for Fiscal 2010, and interest at the applicable statutory rate published by the IRS.



On July 11, 2018, we also received, consistent with previously disclosed expectations, a draft NOPA proposing a one time approximately \$80 million increase to our U.S. federal taxes for Fiscal 2012 (the 2012 NOPA) arising from the integration of Global 360 Holding Corp. into the structure that resulted from the internal reorganization in Fiscal 2010, plus penalties equal to 40% of the additional proposed taxes for Fiscal 2012, and interest.

On January 7, 2019, we received from the IRS official notification of proposed adjustments to our taxable income for Fiscal 2010 and Fiscal 2012, together with the 2010 NOPA and 2012 NOPA in final form. In each case, such documentation was as expected and on substantially the same terms as provided for in the previously disclosed respective draft NOPAs, with the exception of an additional proposed penalty as part of the 2012 NOPA.

A NOPA is an IRS position and does not impose an obligation to pay tax. We continue to strongly disagree with the IRS' positions within the NOPAs and we are vigorously contesting the proposed adjustments to our taxable income, along with any proposed penalties and interest.

As of our receipt of the final 2010 NOPA and 2012 NOPA, our estimated potential aggregate liability, as proposed by the IRS, including additional state income taxes plus penalties and interest that may be due, was approximately \$770 million, comprised of approximately \$455 million in U.S. federal and state taxes, approximately \$130 million of penalties, and approximately \$185 million of interest. Interest will continue to accrue at the applicable statutory rates until the matter is resolved and may be substantial.

As previously disclosed and noted above, we strongly disagree with the IRS' positions and we are vigorously contesting the proposed adjustments to our taxable income, along with the proposed penalties and interest. We are examining various alternatives available to taxpayers to contest the proposed adjustments, including through IRS Appeals and U.S. Federal court. Any such alternatives could involve a lengthy process and result in the incurrence of significant expenses. As of the date of this Quarterly Report on Form 10-Q, we have not recorded any material accruals in respect of these examinations in our Condensed Consolidated Financial Statements. An adverse outcome of these tax examinations could have a material adverse effect on our financial position and results of operations. For additional information regarding the history of this IRS matter, please see Note 13 "Guarantees and Contingencies" in our Annual Report on Form 10-K for Fiscal 2018.

#### *CRA Matter*

As part of its ongoing audit of our Canadian tax returns, the Canada Revenue Agency (CRA) has disputed our transfer pricing methodology used for certain intercompany transactions with our international subsidiaries and has issued notices of reassessment for Fiscal 2012 and Fiscal 2013. Assuming the utilization of available tax attributes (further described below), we estimate our potential aggregate liability, as of March 31, 2019, in connection with the CRA's reassessments for Fiscal 2012 and Fiscal 2013 to be limited to penalties and interest that may be due of approximately \$23 million.

The notices of reassessment for Fiscal 2012 and Fiscal 2013 would, as drafted, increase our taxable income by approximately \$90 million for each of those years, as well as impose a 10% penalty on the proposed adjustment to income.

We strongly disagree with the CRA's positions and believe the reassessments of Fiscal 2012 and Fiscal 2013 (including any penalties) are without merit. We have filed notices of objection for Fiscal 2012 and Fiscal 2013, and we are currently seeking competent authority consideration under applicable international treaties in respect of these reassessments.

Even if we are unsuccessful in challenging the CRA's reassessments to increase our taxable income for Fiscal 2012 and Fiscal 2013, or potential reassessments that may be proposed for subsequent years currently under audit, we have elective deductions available for those years (including carry-backs from later years) that would offset such increased amounts so that no additional cash tax would be payable, exclusive of any assessed penalties and interest, as described above.

We will continue to vigorously contest the proposed adjustments to our taxable income and any penalty and interest assessments. As of the date of this Quarterly Report on Form 10-Q, we have not recorded any accruals in respect of these reassessments in our Condensed Consolidated Financial Statements. Audits by the CRA of our tax returns for fiscal years prior to Fiscal 2012 have been completed with no reassessment of our income tax liability in respect of our international transactions, including the transfer pricing methodology applied to them. The CRA is currently auditing Fiscal 2014 and Fiscal 2015 and has proposed to reassess such years in a manner consistent with Fiscal 2012

and Fiscal 2013. We are engaged in ongoing discussions with the CRA and continue to vigorously contest the CRA's audit positions.

*GXS Brazil Matter*

As previously disclosed and in connection with the intercompany charges between GXS Group, Inc. and its subsidiary, GXS Tecnologia da Informação (Brasil) Ltda., based on the historical transfer pricing studies, approximately \$1.5 million accrued in relation to this matter became statute barred during the three months ended March 31, 2019 and accordingly was released as a recovery under "Special charges".

*GXS India Matter*

Our Indian subsidiary, GXS India Technology Centre Private Limited (GXS India), is subject to potential assessments by Indian tax authorities in the city of Bangalore. GXS India has received assessment orders from the Indian tax authorities alleging that the transfer price applied to intercompany transactions was not appropriate. Based on advice from our tax advisors, we believe that the facts that the Indian tax authorities are using to support their assessment are incorrect. We have filed appeals and anticipate an eventual settlement with the Indian tax authorities. We have accrued \$1.3 million to cover our anticipated financial exposure in this matter.

Please also see "Risk Factors" included in our Annual Report on Form 10-K for Fiscal 2018.

**NOTE 14—INCOME TAXES**

Our effective tax rate represents the net effect of the mix of income earned in various tax jurisdictions that are subject to a wide range of income tax rates.

We recognize interest expense and penalties related to income tax matters in income tax expense.

For the three and nine months ended March 31, 2019 and 2018, we recognized the following amounts as income tax-related interest expense and penalties:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2019	2018	2019	2018
Interest expense	\$2,823	\$18	\$7,430	\$3,915
Penalties expense (recoveries)	9	453	568	(90)
Total	\$2,832	\$471	\$7,998	\$3,825

The following amounts have been accrued on account of income tax-related interest expense and penalties:

	As of March 31, 2019	As of June 30, 2018
Interest expense accrued *	\$61,397	\$54,058
Penalties accrued *	\$2,579	\$2,438

\* These balances have been included within "Long-term income taxes payable" within the Condensed Consolidated Balance Sheets.

We believe that it is reasonably possible that the gross unrecognized tax benefits, as of March 31, 2019, could decrease tax expense in the next 12 months by \$13.7 million, relating primarily to the expiration of competent authority relief and tax years becoming statute barred for purposes of future tax examinations by local taxing jurisdictions.

Our four most significant tax jurisdictions are Canada, the United States, Luxembourg and Germany. Our tax filings remain subject to audits by applicable tax authorities for a certain length of time following the tax year to which those filings relate. The earliest fiscal years open for examination are 2012 for Germany, 2010 for the United States, 2012 for Luxembourg, and 2012 for Canada.

We are subject to tax audits in all major taxing jurisdictions in which we operate and currently have tax audits open in Canada, the United States, France, Germany, India, the United Kingdom and Belgium. On a quarterly basis we assess the status of these examinations and the potential for adverse outcomes to determine the adequacy of the provision for income and other taxes. Statements regarding the United States and Canada audits are included in note 13 "Guarantees and Contingencies".

The timing of the resolution of income tax audits is highly uncertain, and the amounts ultimately paid, if any, upon resolution of the issues raised by the taxing authorities may differ from the amounts accrued. It is reasonably possible that within the next 12 months we will receive additional assessments by various tax authorities or possibly reach resolution of income tax audits in one or more jurisdictions. These assessments or settlements may or may not result in changes to our contingencies related to positions on tax filings. The actual amount of any change could vary significantly depending on the ultimate timing and nature of any settlements. We cannot currently provide an estimate of the range of possible outcomes. For more information relating to certain tax audits, please refer to note 13 "Guarantees and Contingencies".

As at March 31, 2019, we have provided \$15.1 million (June 30, 2018—\$28.5 million) in respect of both additional foreign taxes or deferred income tax liabilities for temporary differences related to the undistributed earnings of

certain non-United States subsidiaries and planned periodic repatriations from certain German subsidiaries, that will be subject to withholding taxes upon distribution. During the three and nine months ended March 31, 2019, we reversed previous accruals



related to the undistributed earnings of our United States subsidiaries in the amount of nil and \$14.8 million, respectively. These earnings are now considered to be permanently reinvested in the United States, as there is no expectation of future distributions of earnings in the foreseeable future. We have not provided for additional foreign withholding taxes or deferred income tax liabilities related to undistributed earnings of all other non-Canadian subsidiaries, since such earnings are considered permanently invested in those subsidiaries or are not subject to withholding taxes. It is not practicable to reasonably estimate the amount of additional deferred income tax liabilities or foreign withholding taxes that may be payable should these earnings be distributed in the future.

The effective tax rate increased to a provision of 30.9% for the three months ended March 31, 2019, compared to 25.5% for the three months ended March 31, 2018. The increase in tax expense of \$12.4 million was primarily due to an increase of \$7.6 million arising from increased net income taxed at foreign tax rates, an increase of \$3.1 million arising on the introduction of the United States Base Erosion Avoidance Tax (“BEAT”) in Fiscal 2019, and an increase of \$8.0 million relating to the tax impact of internal reorganizations of subsidiaries in Fiscal 2018, partially offset by the Fiscal 2018 impact of United States tax reform of \$5.1 million which did not recur in Fiscal 2019. The remainder of the difference was due to normal course movements and non-material items.

The effective tax rate decreased to a provision of 31.6% for the nine months ended March 31, 2019, compared to 35.8% for the nine months ended March 31, 2018. The decrease in tax expense of \$2.0 million was primarily due to the reversal of accruals for undistributed United States earnings of \$14.8 million, and the Fiscal 2018 impact of United States tax reform of \$15.9 million which did not recur in Fiscal 2019, partially offset by an increase of \$16.1 million arising on the introduction of BEAT in Fiscal 2019, and an increase of \$16.3 million relating to the tax impact of internal reorganizations of subsidiaries. The remainder of the difference was due to normal course movements and non-material items.

On December 22, 2017, the United States enacted tax reform legislation through the Tax Cuts and Jobs Act, which significantly changed the existing US tax laws, including a reduction in the federal corporate tax rate from 35% to 21%, and the transition of US international taxation from a worldwide tax system to a partially territorial tax system. As a result of the enactment of the legislation, the Company incurred a one-time tax expense of \$19.0 million in the year ended June 30, 2018, primarily related to the transition tax on accumulated foreign earnings and the re-measurement of certain deferred tax assets and liabilities. During the three and nine months ended March 31, 2019, there was a reduction of nil and \$0.9 million, respectively, to this amount, mainly attributable to evaluating the portion of our existing Alternative Minimum Tax (AMT) credit carryforwards expected to be refundable as a result of the repeal of corporate AMT. The portion of the tax expense attributable to the transition tax is payable over a period of up to eight years.

In accordance with Staff Accounting Bulletin 118 “Income Tax Accounting Implications of the Tax Cuts and Jobs Act” (SAB 118), the Company completed its analysis of the impact of the Tax Cuts and Jobs Act by December 22, 2018. The Company's final determination of the total one-time tax expense as a result of the enactment of the Tax Cuts and Jobs Act is \$18.1 million.

#### **NOTE 15—FAIR VALUE MEASUREMENT**

ASC Topic 820 “Fair Value Measurement” (Topic 820) defines fair value, establishes a framework for measuring fair value, and addresses disclosure requirements for fair value measurements. Fair value is the price that would be received upon sale of an asset or paid upon transfer of a liability in an orderly transaction between market participants at the measurement date and in the principal or most advantageous market for that asset or liability. The fair value, in this context, should be calculated based on assumptions that market participants would use in pricing the asset or liability, not on assumptions specific to the entity. In addition, the fair value of liabilities should include consideration of non-performance risk, including our own credit risk.

In addition to defining fair value and addressing disclosure requirements, Topic 820 establishes a fair value hierarchy for valuation inputs. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market. Each fair value measurement is reported in one of the three levels which are determined by the lowest level input that is significant to the fair value measurement in its entirety. These levels are:

- Level 1—inputs are based upon unadjusted quoted prices for identical instruments traded in active markets.

Level 2—inputs are based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3—inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques that include option pricing models, discounted cash flow models, and similar techniques.

*Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis:*

Our financial assets and liabilities measured at fair value on a recurring basis consisted of the following types of instruments as of March 31, 2019 and June 30, 2018:

	March 31, 2019			June 30, 2018		
	Fair Market Measurements using:			Fair Market Measurements using:		
	Quoted prices in active markets for identical assets/ (liabilities) (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Quoted prices in active markets for identical assets/ (liabilities) (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Financial Liabilities:</b>						
Foreign currency forward contracts designated as cash flow hedges (note 16)	\$ (749 ) N/A	\$ (749 ) N/A		\$ (1,319 ) N/A	\$ (1,319 ) N/A	
	\$ (749 ) N/A	\$ (749 ) N/A		\$ (1,319 ) N/A	\$ (1,319 ) N/A	

Our valuation techniques used to measure the fair values of the derivative instruments, the counterparty to which has high credit ratings, were derived from pricing models including discounted cash flow techniques, with all significant inputs derived from or corroborated by observable market data, as no quoted market prices exist for these instruments. Our discounted cash flow techniques use observable market inputs, such as, where applicable, foreign currency spot and forward rates.

Our cash and cash equivalents, along with our accounts receivable and accounts payable and accrued liabilities balances, are measured and recognized in our Condensed Consolidated Financial Statements at an amount that approximates their fair value (a Level 2 measurement) due to their short maturities.

If applicable, we will recognize transfers between levels within the fair value hierarchy at the end of the reporting period in which the actual event or change in circumstance occurs. During the three and nine months ended March 31, 2019 and 2018, we did not have any transfers between Level 1, Level 2 or Level 3.

*Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis*

We measure certain assets and liabilities at fair value on a nonrecurring basis. These assets and liabilities are recognized at fair value when they are deemed to be other-than-temporarily impaired. During the three and nine months ended March 31, 2019 and 2018, no indications of impairment were identified and therefore no fair value measurements were required.

**NOTE 16—DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES***Foreign Currency Forward Contracts*

We are engaged in hedging programs with various banks to limit the potential foreign exchange fluctuations incurred on future cash flows relating to a portion of our Canadian dollar payroll expenses. We operate internationally and are therefore exposed to foreign currency exchange rate fluctuations in the normal course of our business, in particular to changes in the Canadian dollar on account of large costs that are incurred from our centralized Canadian operations, which are denominated in Canadian dollars. As part of our risk management strategy, we use foreign currency forward contracts to hedge portions of our payroll exposure with typical maturities of between one and twelve months. We do not use foreign currency forward contracts for speculative purposes.

We have designated these transactions as cash flow hedges of forecasted transactions under ASC Topic 815 “Derivatives and Hedging” (Topic 815). As the critical terms of the hedging instrument and of the entire hedged forecasted transaction are the same, in accordance with Topic 815, we have been able to conclude that changes in fair value or cash flows attributable to the risk being hedged are expected to completely offset at inception and on an ongoing basis. Accordingly, quarterly unrealized gains or losses on the effective portion of these forward contracts have been included within other comprehensive income. The fair value of the contracts, as of March 31, 2019, is recorded within “Accounts payable and accrued liabilities”.

As of March 31, 2019, the notional amount of forward contracts we held to sell U.S. dollars in exchange for Canadian dollars was \$58.6 million (June 30, 2018—\$47.1 million).

**Fair Value of Derivative Instruments and Effect of Derivative Instruments on Financial Performance**

The effect of these derivative instruments on our Condensed Consolidated Financial Statements for the periods indicated below were as follows (amounts presented do not include any income tax effects).

*Fair Value of Derivative Instruments in the Condensed Consolidated Balance Sheets (see note 15 "Fair Value Measurement")*

Derivatives	Balance Sheet Location	As of	As of
		March 31, 2019	June 30, 2018
		Fair Value Asset (Liability)	Fair Value Asset (Liability)
Foreign currency forward contracts designated as cash flow hedges	Prepaid expenses and other current assets / (Accounts payable and accrued liabilities)	\$ (749 )	\$ (1,319 )

**Effects of Derivative Instruments on Income and Other Comprehensive Income (OCI)**  
Three and Nine Months Ended March 31, 2019

Derivatives in Cash Flow Hedging Relationship	Amount of Gain or (Loss) Recognized in OCI on Derivatives (Effective Portion)		Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)		Location of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing)	Amount of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing)	
	Three Months Ended March 31, 2019	Nine Months Ended March 31, 2019		Three Months Ended March 31, 2019	Nine Months Ended March 31, 2019		Three Months Ended March 31, 2019	Nine Months Ended March 31, 2019
Foreign currency forward contracts	\$ 837	\$(1,034)	Operating expenses	\$ (470)	\$(1,604)	N/A	\$ —	\$ —

Three and Nine Months Ended March 31, 2018

Derivatives in Cash Flow Hedging Relationship	Amount of Gain or (Loss) Recognized in OCI on Derivatives (Effective Portion)		Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)		Location of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing)	Amount of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing)	
	Three Months Ended March 31, 2018	Nine Months Ended March 31, 2018		Three Months Ended March 31, 2018	Nine Months Ended March 31, 2018		Three Months Ended March 31, 2018	Nine Months Ended March 31, 2018
Foreign currency forward contracts	\$(1,273)	\$ 247	Operating expenses	\$ 423	\$ 2,039	N/A	\$ —	\$ —

**NOTE 17—SPECIAL CHARGES (RECOVERIES)**

Special charges (recoveries) include costs and recoveries that relate to certain restructuring initiatives that we have undertaken from time to time under our various restructuring plans, as well as acquisition-related costs and other charges.

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2019	2018	2019	2018
<a href="#">Fiscal 2019 Restructuring Plan</a>	\$667	\$—	\$26,906	\$—
Fiscal 2018 Restructuring Plan	7	553	517	8,907
<a href="#">Fiscal 2017 Restructuring Plan</a>	(70 )	525	1,028	3,947
Restructuring Plans prior to Fiscal 2017 Restructuring Plan	5	4	(618 )	260
Acquisition-related costs	1,430	1,172	5,134	4,625
Other charges (recoveries)	(1,243)	390	520	3,651
Total	\$796	\$2,644	\$33,487	\$21,390

**Fiscal 2019 Restructuring Plan**

During Fiscal 2019, we began to implement restructuring activities to streamline our operations (Fiscal 2019 Restructuring Plan) to take further steps to improve our operational efficiency. The Fiscal 2019 Restructuring Plan charges relate to workforce reductions and facility consolidations. These charges require management to make certain judgments and estimates regarding the amount and timing of restructuring charges or recoveries. Our estimated liability could change subsequent to its recognition, requiring adjustments to the expense and the liability recorded. On a quarterly basis, we conduct an evaluation of the related liabilities and expenses and revise our assumptions and estimates as appropriate.

As of March 31, 2019, we expect total costs to be incurred in conjunction with the Fiscal 2019 Restructuring Plan to be approximately \$30.0 million, of which \$26.9 million has already been recorded within "Special charges (recoveries)" to date.

A reconciliation of the beginning and ending liability for the nine months ended March 31, 2019 is shown below.

Fiscal 2019 Restructuring Plan	Workforce reduction	Facility costs	Total
Balance payable as at June 30, 2018	\$—	\$—	\$—
Accruals and adjustments	11,348	15,558	26,906
Cash payments	(8,737 )	(4,148 )	(12,885)
Non-cash adjustments	—	(3,393 )	(3,393 )
Foreign exchange	(211 )	(2,202 )	(2,413 )
Balance payable as at March 31, 2019	\$2,400	\$5,815	\$8,215

\*non-cash adjustments primarily relate to the write-off of fixed assets associated with a restructured facility.

**Fiscal 2018 Restructuring Plan**

During Fiscal 2018 and in the context of our acquisitions of Covisint, Guidance and Hightail (each defined below), we began to implement restructuring activities to streamline our operations (collectively referred to as the Fiscal 2018 Restructuring Plan). The Fiscal 2018 Restructuring Plan charges relate to workforce reductions and facility consolidations. These charges require management to make certain judgments and estimates regarding the amount and timing of restructuring charges or recoveries. Our estimated liability could change subsequent to its recognition, requiring adjustments to the expense and the liability recorded. On a quarterly basis, we conduct an evaluation of the related liabilities and expenses and revise our assumptions and estimates as appropriate.

Since the inception of the plan, approximately \$10.7 million has been recorded within "Special charges (recoveries)" to date. We do not expect to incur any further significant charges relating to this plan.

A reconciliation of the beginning and ending liability for the nine months ended March 31, 2019 is shown below.

<b>Fiscal 2018 Restructuring Plan</b>	<b>Workforce reduction</b>	<b>Facility costs</b>	<b>Total</b>
Balance payable as at June 30, 2018	\$ 558	\$ 1,165	\$ 1,723
Accruals and adjustments	(16 )	533	517
Cash payments	(301 )	(737 )	(1,038 )
Foreign exchange and other non-cash adjustments	(42 )	(285 )	(327 )
Balance payable as at March 31, 2019	\$ 199	\$ 676	\$ 875

### **Fiscal 2017 Restructuring Plan**

During Fiscal 2017 and in the context of acquisitions made in Fiscal 2017, we began to implement restructuring activities to streamline our operations (collectively referred to as the Fiscal 2017 Restructuring Plan). The Fiscal 2017 Restructuring Plan charges relate to workforce reductions and facility consolidations. These charges require management to make certain judgments and estimates regarding the amount and timing of restructuring charges or recoveries. Our estimated liability could change subsequent to its recognition, requiring adjustments to the expense and the liability recorded. On a quarterly basis, we conduct an evaluation of the related liabilities and expenses and revise our assumptions and estimates as appropriate.

Since the inception of the plan, \$42.1 million has been recorded within "Special charges (recoveries)". We do not expect to incur any further significant charges relating to this plan.

A reconciliation of the beginning and ending liability for the nine months ended March 31, 2019 is shown below.

<b>Fiscal 2017 Restructuring Plan</b>	<b>Workforce reduction</b>	<b>Facility costs</b>	<b>Total</b>
Balance payable as at June 30, 2018	\$ 1,590	\$ 3,431	\$ 5,021
Accruals and adjustments	(99 )	1,127	1,028
Cash payments	(213 )	(912 )	(1,125 )
Foreign exchange and other non-cash adjustments	(82 )	(204 )	(286 )
Balance payable as at March 31, 2019	\$ 1,196	\$ 3,442	\$ 4,638

### **Acquisition-related costs**

Included within "Special charges (recoveries)" for the three and nine months ended March 31, 2019 are costs incurred directly in relation to acquisitions in the amount of \$1.4 million and \$5.1 million, respectively (three and nine months ended March 31, 2018—\$1.2 million and \$4.6 million, respectively).

### **Other charges (recoveries)**

For the three months ended March 31, 2019, "Other recoveries" include \$1.5 million relating to certain pre-acquisition sales and use tax liabilities becoming statute barred, partially offset by \$0.2 million relating to other miscellaneous charges.

For the nine months ended March 31, 2019, "Other charges" include (i) \$1.1 million relating to one-time system implementation costs and (ii) \$0.9 million relating to other miscellaneous charges. These charges were partially offset by a recovery of \$1.5 million relating to certain pre-acquisition sales and use tax liabilities becoming statute barred.

For the three months ended March 31, 2018, "Other charges" primarily include (i) \$1.7 million relating to system implementation costs and (ii) \$0.9 million relating to other miscellaneous charges. These charges were partially offset by a recovery of \$2.2 million relating to certain pre-acquisition sales and use tax liabilities becoming statute barred.

For the nine months ended March 31, 2018, "Other charges" primarily include (i) \$5.2 million relating to the set up of a broad ERP system and other system implementation costs and (ii) \$3.0 million relating to miscellaneous other charges. These charges were partially offset by (i) \$2.3 million relating to certain pre-acquisition sales and use tax liabilities that were recovered outside of the acquisition's one year measurement period and (ii) \$2.2 million relating to certain pre-acquisition sales and use tax liabilities becoming statute barred.

**NOTE 18—ACQUISITIONS****Fiscal 2019 Acquisitions****Catalyst Repository Systems Inc.**

On January 31, 2019, we acquired all of the equity interest in Catalyst for approximately \$70.8 million in an all cash transaction. Catalyst is a leading provider of eDiscovery that designs, develops and supports market-leading cloud eDiscovery software. In accordance with ASC Topic 805 "Business Combinations" (Topic 805), this acquisition was accounted for as a business combination. We believe this acquisition complements and extends our Enterprise Information Management (EIM) portfolio.

The results of operations of this acquisition have been consolidated with those of OpenText beginning January 31, 2019.

**Preliminary Purchase Price Allocation**

The recognized amounts of identifiable assets acquired and liabilities assumed, based upon their preliminary fair values as of January 31, 2019, are set forth below:

Current assets	\$9,699
Non-current tangible assets	5,754
Intangible customer assets	30,607
Intangible technology assets	11,658
Liabilities assumed	(17,891 )
Total identifiable net assets	39,827
Goodwill	30,973
Net assets acquired	\$70,800

The goodwill of approximately \$31.0 million is primarily attributable to the synergies expected to arise after the acquisition. Of this goodwill, approximately \$3.1 million is expected to be deductible for tax purposes.

Included in total identifiable net assets is acquired deferred revenue with a fair value of \$0.8 million, which represents our estimate of the fair value of the contractual obligations assumed based on a preliminary valuation. In arriving at this fair value, we reduced the acquired company's original carrying value by an insignificant amount.

The fair value of current assets acquired includes accounts receivable with a fair value of \$10.8 million. The gross amount receivable was \$11.8 million, of which \$1.0 million is expected to be uncollectible.

Acquisition-related costs for Catalyst included in "Special charges (recoveries)" in the Condensed Consolidated Financial Statements for the three and nine months ended March 31, 2019 were \$0.8 million and \$0.9 million, respectively.

The acquisition had no significant impact on revenues or net earnings for the three and nine months ended March 31, 2019 since the date of acquisition.

Pro forma results of operations for this acquisition have not been presented because they are not material to the consolidated results of operations.

The finalization of the purchase price allocation is pending the finalization of the valuation of fair value for the assets acquired and liabilities assumed, including tax balances. We expect to finalize this determination on or before December 31, 2019.

**Liaison Technologies, Inc.**

On December 17, 2018, we acquired all of the equity interest in Liaison, a leading provider of cloud-based business to business integration, for approximately \$310.6 million in an all cash transaction. In accordance with Topic 805, this acquisition was accounted for as a business combination. We believe this acquisition complements and extends our EIM portfolio.

The results of operations of this acquisition have been consolidated with those of OpenText beginning December 17, 2018.

**Preliminary Purchase Price Allocation**

The recognized amounts of identifiable assets acquired and liabilities assumed, based upon their preliminary fair values as of December 17, 2018, are set forth below:





Current assets	\$23,046
Non-current tangible assets	5,168
Intangible customer assets	68,300
Intangible technology assets	107,000
Liabilities assumed	(57,595 )
Total identifiable net assets	145,919
Goodwill	164,724
Net assets acquired	\$310,643

The goodwill of approximately \$164.7 million is primarily attributable to the synergies expected to arise after the acquisition. Of this goodwill, approximately \$2.2 million is expected to be deductible for tax purposes. Included in total identifiable net assets is acquired deferred revenue with a fair value of \$7.7 million, which represents our estimate of the fair value of the contractual obligations assumed based on a preliminary valuation. In arriving at this fair value, we reduced the acquired company's original carrying value by an insignificant amount.

The fair value of current assets acquired includes accounts receivable with a fair value of \$20.4 million. The gross amount receivable was \$22.2 million, of which \$1.8 million is expected to be uncollectible.

Acquisition-related costs for Liaison included in "Special charges (recoveries)" in the Condensed Consolidated Financial Statements for the three and nine months ended March 31, 2019 were \$0.5 million and \$3.7 million, respectively.

The acquisition had no significant impact on revenues or net earnings for the three and nine months ended March 31, 2019 since the date of acquisition.

Pro forma results of operations for this acquisition have not been presented because they are not material to the consolidated results of operations.

The finalization of the purchase price allocation is pending the finalization of the valuation of fair value for the assets acquired and liabilities assumed, including tax balances. We expect to finalize this determination on or before December 31, 2019.

### **Fiscal 2018 Acquisitions**

#### ***Acquisition of Hightail, Inc. (Hightail)***

On February 14, 2018, we acquired all of the equity interest in Hightail, a leading cloud service provider for file sharing and creative collaboration, for approximately \$20.5 million in an all cash transaction. In accordance with Topic 805, this acquisition was accounted for as a business combination. We believe this acquisition complements and extends our EIM portfolio.

The results of operations of this acquisition have been consolidated with those of OpenText beginning February 14, 2018.

#### **Purchase Price Allocation**

The recognized amounts of identifiable assets acquired and liabilities assumed, based upon their fair values as of February 14, 2018, are set forth below:

Current assets	\$1,290
Non-current tangible assets	1,270
Intangible customer assets	12,900
Intangible technology assets	4,200
Liabilities assumed	(6,418 )
Total identifiable net assets	13,242
Goodwill	7,293
Net assets acquired	\$20,535

The goodwill of approximately \$7.3 million is primarily attributable to the synergies expected to arise after the acquisition. No portion of this goodwill is expected to be deductible for tax purposes.



Included in total identifiable net assets is acquired deferred revenue with a fair value of \$5.2 million, which represents our estimate of the fair value of the contractual obligations assumed. In arriving at this fair value, we reduced the acquired company's original carrying value by \$2.0 million.

The fair value of current assets acquired includes accounts receivable with a fair value of \$0.7 million. The gross amount receivable was \$0.8 million of which \$0.1 million of this receivable is expected to be uncollectible.

The finalization of the purchase price allocation during the nine months ended March 31, 2019 did not result in any significant changes to the preliminary amounts previously disclosed.

#### ***Acquisition of Guidance Software, Inc. (Guidance)***

On September 14, 2017, we acquired all of the equity interest in Guidance, a leading provider of forensic security solutions, for approximately \$240.5 million. In accordance with Topic 805, this acquisition was accounted for as a business combination. We believe this acquisition complements and extends our EIM portfolio.

The results of operations of this acquisition have been consolidated with those of OpenText beginning September 14, 2017.

The following tables summarize the consideration paid for Guidance and the amount of the assets acquired and liabilities assumed, as well as the goodwill recorded as of the acquisition date:

Cash consideration*	\$237,291
Guidance shares already owned by OpenText through open market purchases (at fair value)	3,247
Purchase consideration	\$240,538

\* Inclusive of \$2.3 million previously accrued, but since paid as of September 30, 2018. See "Appraisal Proceedings" below for more information.

#### **Purchase Price Allocation**

The recognized amounts of identifiable assets acquired and liabilities assumed, based upon their fair values as of September 14, 2017, are set forth below:

Current assets (inclusive of cash acquired of \$5.7 million)	\$24,744
Non-current tangible assets	11,583
Intangible customer assets	71,230
Intangible technology assets	51,851
Liabilities assumed	(48,670 )
Total identifiable net assets	110,738
Goodwill	129,800
Net assets acquired	\$240,538

The goodwill of approximately \$129.8 million is primarily attributable to the synergies expected to arise after the acquisition. Of this goodwill, approximately \$1.9 million is expected to be deductible for tax purposes.

Included in total identifiable net assets is acquired deferred revenue with a fair value of \$26.6 million, which represents our estimate of the fair value of the contractual obligations assumed. In arriving at this fair value, we reduced the acquired company's original carrying value by \$7.6 million.

The fair value of current assets acquired includes accounts receivable with a fair value of \$10.3 million. The gross amount receivable was \$11.8 million of which \$1.5 million of this receivable is expected to be uncollectible.

An amount of \$0.8 million, representing the mark to market gain on the shares we held in Guidance prior to the acquisition, was recorded to "Other income" in our Condensed Consolidated Statements of Income for the year ended June 30, 2018.

The finalization of the purchase price allocation during the nine months ended March 31, 2019 did not result in any significant changes to the preliminary amounts previously disclosed.

### Appraisal Proceedings

Under Section 262 of the Delaware General Corporation Law, shareholders who did not tender their shares in connection with our tender offer were entitled to have their shares appraised by the Delaware Court of Chancery and receive payment of the “fair value” of such shares. On August 31, 2017 we received notice from the record holder of approximately 1,519,569 shares or 5% of the issued and outstanding Guidance shares as of the date of acquisition, demanding an appraisal of the fair value of Guidance shares as they believed the price we paid for Guidance shares was less than its fair value. We accrued \$10.8 million in connection with these claims, which is equivalent to paying \$7.10 per Guidance share, the amount these Guidance shareholders otherwise would have received had they tendered their shares in our offer. During the second quarter of Fiscal 2018, we paid \$8.5 million to the trust account of dissenting shareholders’ attorney, leaving \$2.3 million previously accrued. During the three months ended September 30, 2018, these amounts were settled and released. On August 27, 2018, the appraisal petition was dismissed with prejudice.

### Acquisition of Covisint Corporation (Covisint)

On July 26, 2017, we acquired all of the equity interest in Covisint, a leading cloud platform for building Identity, Automotive, and Internet of Things applications, for approximately \$102.8 million in an all cash transaction. In accordance with Topic 805, this acquisition was accounted for as a business combination. We believe this acquisition complements and extends our EIM portfolio.

The results of operations of this acquisition have been consolidated with those of OpenText beginning July 26, 2017.

### Purchase Price Allocation

The recognized amounts of identifiable assets acquired and liabilities assumed, based upon their fair values as of July 26, 2017, are set forth below:

Current assets (inclusive of cash acquired of \$31.5 million)	\$41,586
Non-current tangible assets	3,426
Intangible customer assets	36,600
Intangible technology assets	17,300
Liabilities assumed	(23,033 )
Total identifiable net assets	75,879
Goodwill	26,905
Net assets acquired	\$ 102,784

The goodwill of approximately \$26.9 million is primarily attributable to the synergies expected to arise after the acquisition. Of this goodwill, approximately \$26.8 million is expected to be deductible for tax purposes.

Included in total identifiable net assets is acquired deferred revenue with a fair value of \$12.2 million, which represents our estimate of the fair value of the contractual obligations assumed. In arriving at this fair value, we reduced the acquired company’s original carrying value by \$4.6 million.

The fair value of current assets acquired includes accounts receivable with a fair value of \$7.8 million. The gross amount receivable was \$7.9 million of which \$0.1 million of this receivable was expected to be uncollectible.

The finalization of the purchase price allocation was completed during Fiscal 2018 and did not result in any significant changes to the preliminary amounts previously disclosed.

### NOTE 19—SUPPLEMENTAL CASH FLOW DISCLOSURES

	Three Months Ended		Nine Months Ended	
	March 31,		March 31,	
	2019	2018	2019	2018
Cash paid during the period for interest	\$33,585	\$32,489	\$102,348	\$97,353
Cash received during the period for interest	\$987	\$332	\$4,346	\$873
Cash paid during the period for income taxes	\$26,190	\$23,654	\$66,002	\$52,488

**NOTE 20—EARNINGS PER SHARE**

Basic earnings per share are computed by dividing net income, attributable to OpenText, by the weighted average number of Common Shares outstanding during the period. Diluted earnings per share are computed by dividing net income, attributable to OpenText, by the shares used in the calculation of basic earnings per share plus the dilutive effect of Common Share equivalents, such as stock options, using the treasury stock method. Common Share equivalents are excluded from the computation of diluted earnings per share if their effect is anti-dilutive.

	Three Months Ended		Nine Months Ended	
	March 31, 2019	2018	March 31, 2019	2018
<b>Basic earnings per share</b>				
Net income attributable to OpenText	\$72,762	\$58,794	\$213,518	\$180,501
Basic earnings per share attributable to OpenText	\$0.27	\$0.22	\$0.80	\$0.68
<b>Diluted earnings per share</b>				
Net income attributable to OpenText	\$72,762	\$58,794	\$213,518	\$180,501
Diluted earnings per share attributable to OpenText	\$0.27	\$0.22	\$0.79	\$0.68
<b>Weighted-average number of shares outstanding (in 000's)</b>				
Basic	268,991	266,572	268,511	265,619
Effect of dilutive securities	1,039	1,192	1,095	1,335
Diluted	270,030	267,764	269,606	266,954
Excluded as anti-dilutive <sup>(1)</sup>	2,928	2,102	2,643	2,690

<sup>(1)</sup> Represents options to purchase Common Shares excluded from the calculation of diluted earnings per share because the exercise price of the stock options was greater than or equal to the average price of the Common Shares during the period.

**NOTE 21—RELATED PARTY TRANSACTIONS**

Our procedure regarding the approval of any related party transaction requires that the material facts of such transaction be reviewed by the independent members of the Audit Committee and the transaction be approved by a majority of the independent members of the Audit Committee. The Audit Committee reviews all transactions in which we are, or will be, a participant and any related party has or will have a direct or indirect interest in the transaction. In determining whether to approve a related party transaction, the Audit Committee generally takes into account, among other facts it deems appropriate, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances; the extent and nature of the related person's interest in the transaction; the benefits to the Company of the proposed transaction; if applicable, the effects on a director's independence; and if applicable, the availability of other sources of comparable services or products.

During the nine months ended March 31, 2019, Mr. Stephen Sadler, a director, earned approximately \$0.6 million (nine months ended March 31, 2018 —\$0.8 million) in consulting fees from OpenText for assistance with acquisition-related business activities. Mr. Sadler abstained from voting on all transactions from which he would potentially derive consulting fees.

**NOTE 22—SUBSEQUENT EVENT****Cash Dividends**

As part of our quarterly, non-cumulative cash dividend program, we declared, on April 30, 2019, a dividend of \$0.1746 per Common Share. The record date for this dividend is May 31, 2019 and the payment date is June 21, 2019. Future declarations of dividends and the establishment of future record and payment dates are subject to the final determination and discretion of our Board.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*This Quarterly Report on Form 10-Q, including this Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A), contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 21E of the U.S. Securities Exchange Act of 1934, as amended (the Exchange Act), and Section 27A of the U.S. Securities Act of 1933, as amended (the Securities Act), and is subject to the safe harbors created by those sections. All statements other than statements of historical facts are statements that could be deemed forward-looking statements.*

*When used in this report, the words "anticipates", "expects", "intends", "plans", "believes", "seeks", "estimates", "may", "could", "would", "might", "will" and other similar language, as they relate to Open Text Corporation ("OpenText" or the "Company"), are intended to identify forward-looking statements under applicable securities laws. Specific forward-looking statements in this report include, but are not limited to: (i) statements about our focus in the fiscal year beginning July 1, 2018 and ending June 30, 2019 (Fiscal 2019) on growth in earnings and cash flows; (ii) creating value through investments in broader Enterprise Information Management (EIM) capabilities; (iii) our future business plans and business planning process; (iv) statements relating to business trends; (v) statements relating to distribution; (vi) the Company's presence in the cloud and in growth markets; (vii) product and solution developments, enhancements and releases and the timing thereof; (viii) the Company's financial conditions, results of operations and earnings; (ix) the basis for any future growth and for our financial performance; (x) declaration of quarterly dividends; (xi) future tax rates; (xii) the changing regulatory environment including the tax reform legislation enacted through the Tax Cuts and Jobs Act in the United States and its impact on our business; (xiii) annual recurring revenues; (xiv) research and development and related expenditures; (xv) our building, development and consolidation of our network infrastructure; (xvi) competition and changes in the competitive landscape; (xvii) our management and protection of intellectual property and other proprietary rights; (xviii) foreign sales and exchange rate fluctuations; (xix) cyclical or seasonal aspects of our business; (xx) capital expenditures; (xxi) potential legal and/or regulatory proceedings; (xxii) statements about the impact of Magellan and Release 16; (xxiii) statements about acquisitions and their expected impact; and (xxiv) other matters.*

*In addition, any statements or information that refer to expectations, beliefs, plans, projections, objectives, performance or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking, and based on our current expectations, forecasts and projections about the operating environment, economies and markets in which we operate. Forward-looking statements reflect our current estimates, beliefs and assumptions, which are based on management's perception of historic trends, current conditions and expected future developments, as well as other factors it believes are appropriate in the circumstances. The forward-looking statements contained in this report are based on certain assumptions including the following: (i) countries continuing to implement and enforce existing and additional customs and security regulations relating to the provision of electronic information for imports and exports; (ii) our continued operation of a secure and reliable business network; (iii) the stability of general economic and market conditions, currency exchange rates, and interest rates; (iv) equity and debt markets continuing to provide us with access to capital; (v) our continued ability to identify, source and finance attractive and executable business combination opportunities; and (vi) our continued compliance with third party intellectual property rights. Management's estimates, beliefs and assumptions are inherently subject to significant business, economic, competitive and other uncertainties and contingencies regarding future events and, as such, are subject to change. We can give no assurance that such estimates, beliefs and assumptions will prove to be correct.*

*Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking statements. 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 potential for the incurrence of or assumption of debt in connection with acquisitions and the impact on the ratings or outlooks of rating agencies on our outstanding debt securities; (iii) the possibility that the Company may be unable to meet its future reporting requirements under the Exchange Act, and the rules promulgated thereunder, or applicable Canadian securities regulation; (iv) the risks associated with bringing new products and services to market; (v) fluctuations in currency*

*exchange rates (including as a result of the impact of Brexit and any policy changes resulting from the new U.S. administration); (vi) delays in the purchasing decisions of the Company's customers; (vii) the competition the Company faces in its industry and/or marketplace; (viii) the final determination of litigation, tax audits (including tax examinations in the United States, Canada or elsewhere) and other legal proceedings; (ix) potential exposure to greater than anticipated tax liabilities or expenses, including with respect to changes in Canadian, U.S. or international tax regimes; (x) the possibility of technical, logistical or planning issues in connection with the deployment of the Company's products or services; (xi) the continuous commitment of the Company's customers; (xii) demand for the Company's products and services; (xiii) increase in exposure to international business risks (including as a result of the impact of Brexit and any policy changes resulting from the new U.S. administration, including any transition from the North American Free Trade Agreement to the United States-Mexico-Canada Agreement) as we continue to increase our international operations; (xiv) inability to raise capital at all or on not unfavorable terms in the future; (xv) downward pressure on our share price and dilutive effect of future sales or issuances of equity securities (including in connection with future acquisitions); and (xvi) potential changes in ratings or outlooks of rating agencies on our outstanding debt securities. Other factors that may affect forward-looking statements include, but are not limited to: (i) the future performance,*



*financial and otherwise, of the Company; (ii) the ability of the Company to bring new products and services to market and to increase sales; (iii) the strength of the Company's product development pipeline; (iv) failure to secure and protect patents, trademarks and other proprietary rights; (v) infringement of third-party proprietary rights triggering indemnification obligations and resulting in significant expenses or restrictions on our ability to provide our products or services; (vi) failure to comply with privacy laws and regulations that are extensive, open to various interpretations and complex to implement including General Data Protection Regulation (GDPR) and Country by Country Reporting; (vii) the Company's growth and other profitability prospects; (viii) the estimated size and growth prospects of the EIM market; (ix) the Company's competitive position in the EIM market and its ability to take advantage of future opportunities in this market; (x) the benefits of the Company's products and services to be realized by customers; (xi) the demand for the Company's products and services and the extent of deployment of the Company's products and services in the EIM marketplace; (xii) the Company's financial condition and capital requirements; (xiii) system or network failures or information security breaches in connection with the Company's offerings and information technology systems generally; and (xiv) failure to attract and retain key personnel to develop and effectively manage the Company's business.*

*For additional information with respect to risks and other factors which could occur, see Part II, Item 1A "Risk Factors" herein and the Company's Annual Report on Form 10-K, including Part I, Item 1A "Risk Factors" therein; Quarterly Reports on Form 10-Q, including Item 1A herein and other documents we file from time to time with the Securities and Exchange Commission (SEC) and other securities regulators. Readers are cautioned not to place undue reliance upon any such forwardlooking 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.*

*The following MD&A is intended to help readers understand our results of operations and financial condition, and is provided as a supplement to, and should be read in conjunction with, our Condensed Consolidated Financial Statements and*

*the accompanying Notes to our Condensed Consolidated Financial Statements under Part I, Item 1 of this Quarterly Report on*

*Form 10-Q.*

*All dollar and percentage comparisons made herein generally refer to the three and nine months ended March 31, 2019 compared with the three and nine months ended March 31, 2018, unless otherwise noted.*

*Where we say "we", "us", "our", "OpenText" or "the Company", we mean Open Text Corporation or Open Text Corporation and its subsidiaries, as applicable.*

## **EXECUTIVE OVERVIEW**

We operate in the Enterprise Information Management (EIM) market where we enable the intelligent and connected enterprise. We develop enterprise software to support businesses in becoming digital businesses and governments in becoming digital governments. The OpenText comprehensive EIM platform and suite of software products and services provide secure and scalable solutions for global companies and governments around the world. With our software, organizations manage a valuable asset - information. Information that is made more valuable by connecting it to digital business processes, information that is protected and secure throughout its entire lifecycle, information that captivates customers, and information that connects and fuels some of the world's largest digital supply chains in manufacturing, retail, and financial services. With Artificial Intelligence (AI) from OpenText, our customers leverage their information for automation, insights, predictions, and ultimately better decision making.

We offer software through traditional on-premises solutions, cloud solutions or a combination of both. We believe our customers will operate in hybrid on-premises and cloud environments, and we are ready to support the delivery method the customer prefers. In providing choice and flexibility, we strive to maximize the lifetime value of the relationship with our customers.

Our initial public offering was on the NASDAQ in 1996 and we were subsequently listed on the Toronto Stock Exchange (TSX) in 1998. We are a multinational company and as of March 31, 2019, employed approximately 13,000 people worldwide.

Our ticker symbol on both the NASDAQ and the TSX is "OTEX".

**Quarterly Summary:**

During the first quarter of Fiscal 2019, we adopted Accounting Standards Codification (ASC) Topic 606 "Revenue from Contracts with Customers" (Topic 606) using the cumulative effect approach and recorded a net increase of approximately \$30 million to retained earnings as of July 1, 2018. Results for reporting periods commencing on July 1, 2018 are presented under the new revenue standard, while prior periods, unless specifically referred to in this MD&A, continue to be reported under the previous standard. Under Topic 606, our total revenues for the three and nine months ended March 31, 2019 were higher by approximately \$21 million and \$42 million, respectively, as compared to proforma revenues if we still reported under ASC

Topic 605 "Revenue Recognition" (proforma Topic 605). Please refer to Note 1 "Basis of Presentation" and Note 3 "Revenues" to our Condensed Consolidated Financial Statements for additional details.

During the third quarter of Fiscal 2019 we saw the following activity:

Total revenue was \$719.1 million, up 4.9% compared to the same period in the prior fiscal year; up 7.7% after factoring the impact of \$19.3 million of foreign exchange rate changes.

Total annual recurring revenue, which we define as the sum of cloud services and subscriptions revenue and customer support revenue, was \$549.4 million, up 5.4% compared to the same period in the prior fiscal year; up 7.8% after factoring the impact of \$12.7 million of foreign exchange rate changes.

Cloud services and subscriptions revenue was \$238.6 million, up 14.1% compared to the same period in the prior fiscal year; up 16.1% after factoring the impact of \$4.1 million of foreign exchange rate changes.

License revenue was \$98.7 million, up 17.4% compared to the same period in the prior fiscal year; up 22.2% after factoring the impact of \$4.0 million of foreign exchange rate changes.

GAAP-based EPS, diluted, was \$0.27 compared to \$0.22 in the same period in the prior fiscal year.

Non-GAAP-based EPS, diluted, was \$0.64 compared to \$0.54 in the same period in the prior fiscal year.

GAAP-based gross margin was 66.7% compared to 64.6% in the same period in the prior fiscal year.

Non-GAAP-based gross margin was 73.0% compared to 71.6% in the same period in the prior fiscal year.

GAAP-based net income attributable to OpenText was \$72.8 million compared to \$58.8 million in the same period in the prior fiscal year.

Non-GAAP-based net income attributable to OpenText was \$173.0 million compared to \$145.8 million in the same period in the prior fiscal year.

Adjusted EBITDA was \$261.8 million compared to \$227.6 million in the same period in the prior fiscal year.

Operating cash flow was \$646.5 million for the nine months ended March 31, 2019, up 28.3% from the same period in the prior fiscal year.

Cash and cash equivalents was \$765.2 million as of March 31, 2019, compared to \$682.9 million as of June 30, 2018. See "Use of Non-GAAP Financial Measures" below for definitions and reconciliations of GAAP-based measures to Non-GAAP-based measures.

See "Acquisitions" below for the impact of acquisitions on the period-to-period comparability of results.

### **Acquisitions**

Our competitive position in the marketplace requires us to maintain a complex and evolving array of technologies, products, services and capabilities. In light of the continually evolving marketplace in which we operate, on an ongoing basis we regularly evaluate acquisition opportunities within the EIM market and at any time may be in various stages of discussions with respect to such opportunities.

We believe our acquisitions support our long-term strategic direction, strengthen our competitive position, expand our customer base, provide greater scale to accelerate innovation, grow our earnings and provide superior shareholder value. We expect to continue to strategically acquire companies, products, services and technologies to augment our existing business. Our acquisitions, particularly significant ones, can affect the period-to-period comparability of our results. See note 18 "Acquisitions" to our Condensed Consolidated Financial Statements for more details.

### **Catalyst Repository Systems Inc. (Catalyst)**

On January 31, 2019, we acquired all of the equity interest in Catalyst, a leading provider of eDiscovery that designs, develops and supports market-leading cloud eDiscovery software, for approximately \$70.8 million in an all cash transaction. This acquisition complements and extends our EIM portfolio. The results of operations of this acquisition have been consolidated with those of OpenText beginning January 31, 2019.

### **Liaison Technologies, Inc. (Liaison)**

On December 17, 2018, we acquired all of the equity interest in Liaison, a leading provider of cloud-based business to business integration, for approximately \$310.6 million in an all cash transaction. This acquisition complements and extends our EIM portfolio. The results of operations of this acquisition have been consolidated with those of OpenText beginning December 17, 2018.

### **Outlook for remainder of Fiscal 2019**

We expect to continue to pursue strategic acquisitions in the future to strengthen our service offerings in the EIM market, and at any time may be in various stages of discussions with respect to such opportunities. We believe we are a value oriented and disciplined acquirer, having efficiently deployed approximately \$6.9 billion on acquisitions over the last 10 years. We see our ability to successfully integrate acquired companies and assets into our business as a strength and pursuing strategic acquisitions is an important aspect to our growth strategy.

While acquiring companies is one of our leading growth drivers, our growth strategy also includes organic growth through ongoing innovation. We believe we create sustained value through new innovation by expanding distribution and continually adding value to our installed base of customers. This quarter we invested approximately \$85 million in research and development (R&D) or approximately 11.8% of revenue. On a year to date basis, we have invested approximately \$238 million in R&D and are on target to spend 11% to 13% of revenues for R&D this fiscal year. We believe our ability to leverage our global presence is helpful to our organic growth initiatives.

### **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates, judgments and assumptions that affect the amounts reported in the Condensed Consolidated Financial Statements. These estimates, judgments and assumptions are evaluated on an ongoing basis. We base our estimates on historical experience and on various other assumptions that we believe are reasonable at that time, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ materially from those estimates. Significant Accounting Policies in the Notes to the Annual Consolidated Financial Statements contains a summary of the significant accounting policies that we use. Many of these accounting policies involve complex situations and require a high degree of judgment, either in the application and interpretation of existing accounting literature or in the development of estimates that affect our financial statements. The accounting policies that reflect our more significant estimates, judgments and assumptions and which we believe are the most critical to aid in fully understanding and evaluating our reported financial results include the following:

- (i) Revenue recognition,
- (ii) Goodwill,
- (iii) Acquired intangibles, and
- (iv) Income taxes.

During the first quarter of Fiscal 2019, we adopted Topic 606 using the cumulative effect approach and ASU No. 2016-16, "Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory" (ASU 2016-16) on a modified retrospective basis through a cumulative-effect adjustment to opening retained earnings. Please refer to Note 1 "Basis of Presentation" and Note 3 "Revenues" to our Condensed Consolidated Financial Statements.

For a detailed discussion of all our accounting policies, please refer to Management's Discussion and Analysis of Financial Condition and Results of Operations contained in Part II, Item 7 of our Annual Report on Form 10-K for our fiscal year ended June 30, 2018.

**RESULTS OF OPERATIONS**

The following tables provide a detailed analysis of our results of operations and financial condition. For each of the periods indicated below, we present our revenues by product type, revenues by major geography, cost of revenues by product type, total gross margin, total operating margin, gross margin by product type, and their corresponding percentage of total revenue. In addition, we provide Non-GAAP measures for the periods discussed in order to provide additional information to investors that we believe will be useful as this presentation is in line with how our management assesses our Company's performance. See "Use of Non-GAAP Financial Measures" below for a reconciliation of GAAP-based measures to Non-GAAP-based measures.

**Summary of Results of Operations**

(In thousands)	Three Months Ended March 31,			Nine Months Ended March 31,		
	2019	Change increase (decrease)	2018	2019	Change increase (decrease)	2018
<b><u>Total Revenues by Product Type:</u></b>						
License	\$ 98,721	\$ 14,608	\$ 84,113	\$ 308,364	\$ 10,776	\$ 297,588
Cloud services and subscriptions	238,607	29,505	209,102	665,923	54,847	611,076
Customer support	310,762	(1,517 )	312,279	932,667	16,914	915,753
Professional service and other	71,056	(9,329 )	80,385	214,580	(21,974 )	236,554
Total revenues	719,146	33,267	685,879	2,121,534	60,563	2,060,971
<b>Total Cost of Revenues</b>	239,631	(2,914 )	242,545	693,966	(12,034 )	706,000
<b>Total GAAP-based Gross Profit</b>	479,515	36,181	443,334	1,427,568	72,597	1,354,971
<b>Total GAAP-based Gross Margin %</b>	66.7 %		64.6 %	67.3 %		65.7 %
<b>Total GAAP-based Operating Expenses</b>	343,638	3,073	340,565	1,018,532	20,896	997,636
<b>Total GAAP-based Income from Operations</b>	\$ 135,877	\$ 33,108	\$ 102,769	\$ 409,036	\$ 51,701	\$ 357,335

**% Revenues by Product Type:**

License	13.7 %		12.3 %	14.5 %		14.5 %
Cloud services and subscriptions	33.2 %		30.5 %	31.4 %		29.6 %
Customer support	43.2 %		45.5 %	44.0 %		44.4 %
Professional service and other	9.9 %		11.7 %	10.1 %		11.5 %

**Total Cost of Revenues by Product Type:**

License	\$ 2,692	\$ (406 )	\$ 3,098	\$ 10,219	\$ (426 )	\$ 10,645
Cloud services and subscriptions	103,873	9,678	94,195	280,274	11,460	268,814
Customer support	31,844	(1,926 )	33,770	93,582	(6,075 )	99,657
Professional service and other	56,626	(7,553 )	64,179	169,452	(19,041 )	188,493
Amortization of acquired technology-based intangible assets	44,596	(2,707 )	47,303	140,439	2,048	138,391
Total cost of revenues	\$ 239,631	\$ (2,914 )	\$ 242,545	\$ 693,966	\$ (12,034 )	\$ 706,000

**% GAAP-based Gross Margin by Product Type:**

License	97.3 %		96.3 %	96.7 %		96.4 %
Cloud services and subscriptions	56.5 %		55.0 %	57.9 %		56.0 %
Customer support	89.8 %		89.2 %	90.0 %		89.1 %
Professional service and other	20.3 %		20.2 %	21.0 %		20.3 %

**Total Revenues by Geography:<sup>(1)</sup>**

Americas <sup>(2)</sup>	\$ 436,873	\$ 41,420	\$ 395,453	\$ 1,246,909	\$ 55,330	\$ 1,191,579
EMEA <sup>(3)</sup>	216,287	(6,278 )	222,565	674,699	12,296	662,403
Asia Pacific <sup>(4)</sup>	65,986	(1,875 )	67,861	199,926	(7,063 )	206,989
Total revenues	\$ 719,146	\$ 33,267	\$ 685,879	\$ 2,121,534	\$ 60,563	\$ 2,060,971

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**% Revenues by Geography:**

Americas <sup>(2)</sup>	60.7	%	57.7	%	58.8	%	57.8	%
EMEA <sup>(3)</sup>	30.1	%	32.4	%	31.8	%	32.1	%
Asia Pacific <sup>(4)</sup>	9.2	%	9.9	%	9.4	%	10.1	%

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2019	2018	2019	2018
GAAP-based gross margin	66.7	% 64.6	% 67.3	% 65.7
GAAP-based EPS, diluted	\$0.27	\$0.22	\$0.79	\$0.68
Net income, attributable to OpenText	\$72,762	\$58,794	\$213,518	\$180,501
Non-GAAP-based gross margin <sup>(5)</sup>	73.0	% 71.6	% 74.1	% 72.6
Non-GAAP-based EPS, diluted <sup>(5)</sup>	\$0.64	\$0.54	\$2.04	\$1.84
Adjusted EBITDA <sup>(5)</sup>	\$261,810	\$227,645	\$816,353	\$738,544

(1) Total revenues by geography are determined based on the location of our end customer.

(2) Americas consists of countries in North, Central and South America.

(3) EMEA primarily consists of countries in Europe, the Middle East and Africa.

(4) Asia Pacific primarily consists of the countries Japan, Australia, China, Korea, Philippines, Singapore and New Zealand.

(5) See "Use of Non-GAAP Financial Measures" (discussed later in this MD&A) for definitions and reconciliations of GAAP-based measures to Non-GAAP-based measures.

### **Revenues, Cost of Revenues and Gross Margin by Product Type**

#### **1) License:**

License revenues consist of fees earned from perpetual licenses, term licenses and subscription licenses, all of which are deployed on the customer's premises. Our license revenues are impacted by the strength of general economic and industry conditions, the competitive strength of our software products, and our acquisitions. Cost of license revenues consists primarily of royalties payable to third parties.

(In thousands)	Three Months Ended March 31,		Nine Months Ended March 31,	
	2019	Change increase (decrease)	2018	Change increase (decrease)
<b>License Revenues:</b>				
Americas	\$56,915	\$ 18,931	\$37,984	\$162,312
EMEA	30,037	66	29,971	107,246
Asia Pacific	11,769	(4,389)	16,158	38,806
<b>Total License Revenues</b>	<b>98,721</b>	<b>14,608</b>	<b>84,113</b>	<b>308,364</b>
<b>Cost of License Revenues</b>	<b>2,692</b>	<b>(406)</b>	<b>3,098</b>	<b>10,219</b>
<b>GAAP-based License Gross Profit</b>	<b>\$96,029</b>	<b>\$ 15,014</b>	<b>\$81,015</b>	<b>\$298,145</b>
<b>GAAP-based License Gross Margin %</b>	<b>97.3</b>	<b>%</b>	<b>96.3</b>	<b>% 96.7</b>

#### **% License Revenues by Geography:**

Americas	57.7	%	45.2	% 52.6	%	46.9	%
EMEA	30.4	%	35.6	% 34.8	%	37.0	%
Asia Pacific	11.9	%	19.2	% 12.6	%	16.1	%

#### **Three Months Ended March 31, 2019 Compared to Three Months Ended March 31, 2018**

License revenues increased by \$14.6 million or 17.4% during the three months ended March 31, 2019 as compared to the same period in the prior fiscal year; up 22.2% after factoring the impact of \$4.0 million of foreign exchange rate changes. Geographically, the overall change was attributable to an increase in Americas of \$18.9 million and an increase in EMEA of \$0.1 million, partially offset by a decrease in Asia Pacific of \$4.4 million.

During the third quarter of Fiscal 2019, we closed 29 license deals greater than \$0.5 million, of which 12 deals were greater than \$1.0 million, contributing approximately \$43.3 million of license revenues. This was compared to 25 deals greater than \$0.5 million in the third quarter of Fiscal 2018, of which 12 deals were greater than \$1.0 million, contributing approximately \$25.1 million of license revenues.

Cost of license revenues decreased by \$0.4 million during the three months ended March 31, 2019 as compared to the same period in the prior fiscal year, primarily as a result of lower third party technology costs. Overall, the gross margin percentage on license revenues increased slightly to approximately 97% from approximately 96%.

For illustrative purposes only, had we accounted for revenues under proforma Topic 605, license revenues would have been \$81.4 million for the three months ended March 31, 2019, which would have been lower by approximately \$2.7 million or 3.2%, as compared to the same period in the prior fiscal year; but would have been up 1.0% after factoring the impact of \$3.5 million of foreign exchange rate changes. Geographically, the overall change in proforma Topic 605 license revenue was attributable to a decrease in Asia Pacific of \$6.2 million, and a decrease in EMEA of \$0.5 million, partially offset by an increase in Americas of \$4.1 million.

The \$17.3 million difference between license revenues recognized under Topic 606 and those proforma Topic 605 revenues described above is the result of timing differences, where under Topic 605, revenues would have been deferred and recognized over time, but under Topic 606 these revenues are fully recognized up front. For more details, see note 3 "Revenues" to our Condensed Consolidated Financial Statements.

***Nine Months Ended March 31, 2019 Compared to Nine Months Ended March 31, 2018***

License revenues increased by \$10.8 million or 3.6% during the nine months ended March 31, 2019 as compared to the same period in the prior fiscal year; up 5.9% after factoring the impact of \$6.8 million of foreign exchange rate changes. Geographically, the overall change was attributable to an increase in Americas of \$22.8 million, partially offset by a decrease in Asia Pacific of \$9.1 million and a decrease in EMEA of \$2.9 million.

During the first nine months of Fiscal 2019, we closed 100 license deals greater than \$0.5 million, of which 36 deals were greater than \$1.0 million, contributing approximately \$115.8 million of license revenues. This was compared to 88 deals greater than \$0.5 million during the same period in Fiscal 2018, of which 35 deals were greater than \$1.0 million, contributing \$102.3 million of license revenues.

Cost of license revenues decreased by \$0.4 million during the nine months ended March 31, 2019 as compared to the same period in the prior fiscal year. The gross margin percentage on license revenues remained at approximately 97%. For illustrative purposes only, had we accounted for revenues under proforma Topic 605, license revenues would have been \$272.9 million for the nine months ended March 31, 2019, which would have been lower by approximately \$24.7 million or 8.3% as compared to the same period in the prior fiscal year; and would have been lower by 6.2% after factoring the impact of \$6.1 million of foreign exchange rate changes. Geographically, the overall change was attributable to a decrease in Asia Pacific of \$12.5 million, a decrease in EMEA of \$7.8 million and a decrease in Americas of \$4.5 million.

The \$35.5 million difference between license revenues recognized under Topic 606 and those proforma Topic 605 license revenues described above is the result of timing differences, where under Topic 605, revenues would have been deferred and recognized over time, but under Topic 606 these revenues are fully recognized up front. For more details, see note 3 "Revenues" to our Condensed Consolidated Financial Statements.

***2) Cloud Services and Subscriptions:***

Cloud services and subscriptions revenues are from hosting arrangements where in connection with the licensing of software, the end user doesn't take possession of the software, as well as from end-to-end fully outsourced business-to-business (B2B) integration solutions to our customers (collectively referred to as cloud arrangements). The software application resides on our hardware or that of a third party, and the customer accesses and uses the software on an as-needed basis via an identified line. Our cloud arrangements can be broadly categorized as "platform as a service" (PaaS), "software as a service" (SaaS), cloud subscriptions and managed services.

Cost of Cloud services and subscriptions revenues is comprised primarily of third party network usage fees, maintenance of in-house data hardware centers, technical support personnel-related costs, and some third party royalty costs.



(In thousands)	Three Months Ended March 31,			Nine Months Ended March 31,		
	2019	Change increase (decrease)	2018	2019	Change increase (decrease)	2018
<b>Cloud Services and Subscriptions:</b>						
Americas	\$ 166,532	\$ 24,286	\$ 142,246	\$ 450,365	\$ 39,405	\$ 410,960
EMEA	50,799	3,147	47,652	153,480	13,573	139,907
Asia Pacific	21,276	2,072	19,204	62,078	1,869	60,209
<b>Total Cloud Services and Subscriptions Revenues</b>	<b>238,607</b>	<b>29,505</b>	<b>209,102</b>	<b>665,923</b>	<b>54,847</b>	<b>611,076</b>
<b>Cost of Cloud Services and Subscriptions Revenues</b>	<b>103,873</b>	<b>9,678</b>	<b>94,195</b>	<b>280,274</b>	<b>11,460</b>	<b>268,814</b>
<b>GAAP-based Cloud Services and Subscriptions Gross Profit</b>	<b>\$ 134,734</b>	<b>\$ 19,827</b>	<b>\$ 114,907</b>	<b>\$ 385,649</b>	<b>\$ 43,387</b>	<b>\$ 342,262</b>
<b>GAAP-based Cloud Services and Subscriptions Gross Margin %</b>	<b>56.5 %</b>		<b>55.0 %</b>	<b>57.9 %</b>		<b>56.0 %</b>

**% Cloud Services and Subscriptions Revenues by Geography:**

Americas	69.8 %		68.0 %	67.6 %		67.3 %
EMEA	21.3 %		22.8 %	23.0 %		22.9 %
Asia Pacific	8.9 %		9.2 %	9.4 %		9.8 %

**Three Months Ended March 31, 2019 Compared to Three Months Ended March 31, 2018**

Cloud services and subscriptions revenues increased by \$29.5 million or 14.1% during the three months ended March 31, 2019 as compared to the same period in the prior fiscal year; up 16.1% after factoring the impact of \$4.1 million of foreign exchange rate changes. Geographically, the overall change was attributable to an increase in Americas of \$24.3 million, an increase in EMEA of \$3.1 million and an increase in Asia Pacific of \$2.1 million. The number of Cloud services deals greater than \$1.0 million that closed during the third quarter of Fiscal 2019 was 8 deals, compared to 10 deals greater than \$1.0 million in the third quarter of Fiscal 2018.

Cost of Cloud services and subscriptions revenues increased by \$9.7 million during the three months ended March 31, 2019 as compared to the same period in the prior fiscal year, due to an increase in labour-related costs of approximately \$10.3 million, partially offset by a decrease in other miscellaneous costs of \$0.6 million. The increase in labour-related costs was primarily due to increased headcount from recent acquisitions.

Overall, the gross margin percentage on Cloud services and subscriptions revenues increased to approximately 56% from approximately 55%.

For illustrative purposes only, had we accounted for revenues under proforma Topic 605, cloud services and subscriptions revenues would have been \$235.5 million for the three months ended March 31, 2019, which would have been higher by approximately \$26.4 million or 12.6% as compared to the same period in the prior fiscal year; and would have been up 14.6% after factoring the impact of \$4.1 million of foreign exchange rate changes.

Geographically, the overall change was attributable to an increase in Americas of \$21.8 million, an increase in EMEA of \$2.4 million and an increase in Asia Pacific of \$2.2 million.

The \$3.1 million difference between cloud service and subscription revenues recognized under Topic 606 and those proforma Topic 605 cloud services and subscriptions revenues described above is primarily the result of timing differences on professional services related to cloud contracts, where under Topic 605, revenues would have been deferred over the estimated life of the contract, but under Topic 606 these revenues are recognized as services are performed. For more details, see note 3 "Revenues" to our Condensed Consolidated Financial Statements.

**Nine Months Ended March 31, 2019 Compared to Nine Months Ended March 31, 2018**

Cloud services and subscriptions revenues increased by \$54.8 million or 9.0% during the nine months ended March 31, 2019 as compared to the same period in the prior fiscal year; up 10.0% after factoring the impact of \$6.2 million of foreign exchange rate changes. Geographically, the overall change was attributable to an increase in Americas of \$39.4 million, an increase in EMEA of \$13.6 million, and an increase in Asia Pacific of \$1.9 million.

The number of Cloud services deals greater than \$1.0 million that closed during the first nine months of Fiscal 2019 was 33 deals, compared to 31 deals greater than \$1.0 million in the first nine months of Fiscal 2018.

Cost of Cloud services and subscriptions revenues increased by \$11.5 million during the nine months ended March 31, 2019 as compared to the same period in the prior fiscal year, due to an increase in labour-related costs of approximately \$11.3



million and an increase in third party network usage fees of \$0.4 million. These were partially offset by a decrease in other miscellaneous costs of \$0.2 million. The increase in labour-related costs was primarily due to increased headcount from recent acquisitions.

Overall, the gross margin percentage on Cloud services and subscriptions revenues increased to approximately 58% from approximately 56%.

For illustrative purposes only, had we accounted for revenues under proforma Topic 605, cloud services and subscriptions revenues would have been \$660.7 million for the nine months ended March 31, 2019, which would have been higher by approximately \$49.6 million or 8.1% as compared to the same period in the prior fiscal year; and would have been up 9.2% after factoring the impact of \$6.4 million of foreign exchange rate changes. Geographically, the overall change was attributable to an increase in Americas of \$36.6 million, and an increase in EMEA of \$10.4 million and an increase in Asia Pacific of \$2.6 million.

The \$5.2 million difference between cloud service and subscription revenues recognized under Topic 606 and those proforma Topic 605 cloud services and subscriptions revenues described above is primarily the result of timing differences on professional services related to cloud contracts, where under Topic 605, revenues would have been deferred over the estimated life of the contract, but under Topic 606 these revenues are recognized as services are performed. For more details, see note 3 "Revenues" to our Condensed Consolidated Financial Statements.

### 3) Customer Support:

Customer support revenues consist of revenues from our customer support and maintenance agreements. These agreements allow our customers to receive technical support, enhancements and upgrades to new versions of our software products when and if available. Customer support revenues are generated from support and maintenance relating to current year sales of software products and from the renewal of existing maintenance agreements for software licenses sold in prior periods. Therefore, changes in Customer support revenues do not always correlate directly to the changes in license revenues from period to period. The terms of support and maintenance agreements are typically twelve months, with customer renewal options. Our management reviews our Customer support renewal rates on a quarterly basis and we use these rates as a method of monitoring our customer service performance. For the quarter ended March 31, 2019, our Customer support renewal rate was approximately 91%, stable compared with the Customer support renewal rate during the quarter ended March 31, 2018.

Cost of Customer support revenues is comprised primarily of technical support personnel and related costs, as well as third party royalty costs.

(In thousands)	Three Months Ended March 31,			Nine Months Ended March 31,		
	2019	Change increase (decrease)	2018	2019	Change increase (decrease)	2018
<b>Customer Support Revenues:</b>						
Americas	\$ 179,659	\$ 1,304	\$ 178,355	\$ 536,050	\$ 8,089	\$ 527,961
EMEA	105,411	(4,173 )	109,584	320,272	7,323	312,949
Asia Pacific	25,692	1,352	24,340	76,345	1,502	74,843
<b>Total Customer Support Revenues</b>	<b>310,762</b>	<b>(1,517 )</b>	<b>312,279</b>	<b>932,667</b>	<b>16,914</b>	<b>915,753</b>
<b>Cost of Customer Support Revenues</b>	<b>31,844</b>	<b>(1,926 )</b>	<b>33,770</b>	<b>93,582</b>	<b>(6,075 )</b>	<b>99,657</b>
<b>GAAP-based Customer Support Gross Profit</b>	<b>\$ 278,918</b>	<b>\$ 409</b>	<b>\$ 278,509</b>	<b>\$ 839,085</b>	<b>\$ 22,989</b>	<b>\$ 816,096</b>
<b>GAAP-based Customer Support Gross Margin %</b>	<b>89.8 %</b>		<b>89.2 %</b>	<b>90.0 %</b>		<b>89.1 %</b>

#### % Customer Support Revenues by Geography:

Americas	57.8 %		57.1 %	57.5 %		57.7 %
EMEA	33.9 %		35.1 %	34.3 %		34.2 %
Asia Pacific	8.3 %		7.8 %	8.2 %		8.1 %

### **Three Months Ended March 31, 2019 Compared to Three Months Ended March 31, 2018**

Customer support revenues decreased by \$1.5 million or 0.5% during the three months ended March 31, 2019 as compared to the same period in the prior fiscal year; but up 2.3% after factoring the impact of \$8.6 million of foreign exchange rate changes. Geographically, the overall change was attributable to a decrease in EMEA of \$4.2 million, partially offset by an increase in Asia Pacific of \$1.4 million and an increase in Americas of \$1.3 million.



Cost of Customer support revenues decreased by \$1.9 million during the three months ended March 31, 2019 as compared to the same period in the prior fiscal year, due to a decrease in labour-related costs of approximately \$2.4 million, partially offset by (i) an increase in the installed base of third party products of approximately \$0.4 million and (ii) an increase in other miscellaneous costs of \$0.1 million. Overall, the gross margin percentage on Customer support revenues increased to approximately 90% from approximately 89%.

For illustrative purposes only, had we accounted for revenues under proforma Topic 605, customer support revenues would have been \$310.3 million for the three months ended March 31, 2019, which would have been lower by approximately \$1.9 million or 0.6% as compared to the same period in the prior fiscal year; but would have been up 2.2% after factoring the impact of \$8.9 million of foreign exchange rate changes. Geographically, the overall change was attributable to a decrease in EMEA of \$4.5 million, partially offset by an increase in Americas of \$1.4 million and an increase in Asia Pacific of \$1.2 million.

***Nine Months Ended March 31, 2019 Compared to Nine Months Ended March 31, 2018***

Customer support revenues increased by \$16.9 million or 1.8% during the nine months ended March 31, 2019 as compared to the same period in the prior fiscal year; up 3.3% after factoring the impact of \$13.0 million of foreign exchange rate changes. Geographically, the overall change was attributable to an increase in Americas of \$8.1 million, an increase in EMEA of \$7.3 million and an increase in Asia Pacific of \$1.5 million.

Cost of Customer support revenues decreased by \$6.1 million during the nine months ended March 31, 2019 as compared to the same period in the prior fiscal year, due to (i) a decrease in labour-related costs of approximately \$6.2 million, and (ii) a decrease in the installed base of third party products of approximately \$0.1 million, partially offset by an increase in other miscellaneous costs of \$0.2 million. Overall, the gross margin percentage on Customer support revenues increased to approximately 90% from approximately 89%.

For illustrative purposes only, had we accounted for revenues under proforma Topic 605, customer support revenues would have been \$931.5 million for the nine months ended March 31, 2019, which would have been higher by approximately \$15.8 million or 1.7% as compared to the same period in the prior fiscal year; and would have been up 3.1% after factoring the impact of \$13.1 million of foreign exchange rate changes. Geographically, the overall change was attributable to an increase in Americas of \$8.1 million, an increase in EMEA of \$6.5 million and an increase in Asia Pacific of \$1.2 million.

***4) Professional Service and Other:***

Professional service and other revenues consist of revenues from consulting contracts and contracts to provide implementation, training and integration services (professional services). Other revenues consist of hardware revenues, which are grouped within the “Professional service and other” category because they are relatively immaterial to our service revenues. Professional services are typically performed after the purchase of new software licenses. Professional service and other revenues can vary from period to period based on the type of engagements as well as those implementations that are assumed by our partner network.

Cost of professional service and other revenues consists primarily of the costs of providing integration, configuration and training with respect to our various software products. The most significant components of these costs are personnel-related expenses, travel costs and third party subcontracting.

(In thousands)	Three Months Ended March 31,			Nine Months Ended March 31,		
	2019	Change increase (decrease)	2018	2019	Change increase (decrease)	2018
<b>Professional Service and Other Revenues:</b>						
Americas	\$33,767	\$ (3,101 )	\$36,868	\$98,182	\$ (14,937 )	\$113,119
EMEA	30,040	(5,318 )	35,358	93,701	(5,696 )	99,397
Asia Pacific	7,249	(910 )	8,159	22,697	(1,341 )	24,038
<b>Total Professional Service and Other Revenues</b>	<b>71,056</b>	<b>(9,329 )</b>	<b>80,385</b>	<b>214,580</b>	<b>(21,974 )</b>	<b>236,554</b>
<b>Cost of Professional Service and Other Revenues</b>	<b>56,626</b>	<b>(7,553 )</b>	<b>64,179</b>	<b>169,452</b>	<b>(19,041 )</b>	<b>188,493</b>
<b>GAAP-based Professional Service and Other Gross Profit</b>	<b>\$ 14,430</b>	<b>\$ (1,776 )</b>	<b>\$ 16,206</b>	<b>\$ 45,128</b>	<b>\$ (2,933 )</b>	<b>\$ 48,061</b>
<b>GAAP-based Professional Service and Other Gross Margin %</b>	<b>20.3 %</b>		<b>20.2 %</b>	<b>21.0 %</b>		<b>20.3 %</b>

**% Professional Service and Other Revenues by Geography:**

Americas	47.5 %		45.9 %	45.8 %		47.8 %
EMEA	42.3 %		44.0 %	43.7 %		42.0 %
Asia Pacific	10.2 %		10.1 %	10.5 %		10.2 %

***Three Months Ended March 31, 2019 Compared to Three Months Ended March 31, 2018***

Professional service and other revenues decreased by \$9.3 million or 11.6% during the three months ended March 31, 2019 as compared to the same period in the prior fiscal year; down 8.4% after factoring the impact of \$2.6 million of foreign exchange rate changes. Geographically, the overall change was attributable to a decrease in EMEA of \$5.3 million, a decrease in Americas of \$3.1 million and a decrease in Asia Pacific of \$0.9 million.

Cost of Professional service and other revenues decreased by \$7.6 million during the three months ended March 31, 2019 as compared to the same period in the prior fiscal year. This was due to a decrease in labour-related costs of approximately \$8.6 million resulting primarily from a reduction in the use of external labour resources, partially offset by an increase in other miscellaneous costs of \$1.0 million. Overall, the gross margin percentage on Professional service and other revenues remained at approximately 20%.

Professional service and other revenues under proforma Topic 605 were not materially different from those under Topic 606 as discussed above.

***Nine Months Ended March 31, 2019 Compared to Nine Months Ended March 31, 2018***

Professional service and other revenues decreased by \$22.0 million or 9.3% during the nine months ended March 31, 2019 as compared to the same period in the prior fiscal year; down 7.1% after factoring the impact of \$5.2 million of foreign exchange rate changes. Geographically, the overall change was attributable to a decrease in Americas of \$14.9 million, a decrease in EMEA of \$5.7 million and a decrease in Asia Pacific of \$1.3 million.

Cost of Professional service and other revenues decreased by \$19.0 million during the nine months ended March 31, 2019 as compared to the same period in the prior fiscal year as a result of a decrease in labour-related costs of approximately \$19.1 million resulting primarily from a reduction in the use of external labour resources, partially offset by an increase in other miscellaneous costs of \$0.1 million.

Overall, the gross margin percentage on Professional service and other revenues increased to approximately 21% from approximately 20%. This is the result of effectively executing our strategy of optimizing margins by being selective about the professional service engagements we accept.

Professional service and other revenues under proforma Topic 605 were not materially different from those under Topic 606 as discussed above.

**Amortization of Acquired Technology-based Intangible Assets**

(In thousands)	Three Months Ended March 31,			Nine Months Ended March 31,		
	2019	Change increase (decrease)	2018	2019	Change increase (decrease)	2018
Amortization of acquired technology-based intangible assets	\$44,596	\$ (2,707 )	\$47,303	\$140,439	\$ 2,048	\$138,391

Amortization of acquired technology-based intangible assets decreased during the three months ended March 31, 2019 by \$2.7 million, as compared to the same period in the prior fiscal year. This was due to a reduction of \$9.0 million relating to intangible assets from certain previous acquisitions becoming fully amortized, partially offset by an increase in amortization of \$6.3 million, relating to newly acquired technology-based intangible assets from our recent acquisitions of Catalyst, Liaison and Hightail Inc. (Hightail).

Amortization of acquired technology-based intangible assets increased during the nine months ended March 31, 2019 by \$2.0 million, as compared to the same period in the prior fiscal year. This was due to an increase in amortization of \$11.7 million, relating to newly acquired technology-based intangible assets from our recent acquisitions of Catalyst and Liaison, as well as Hightail, Guidance Software Inc. (Guidance), and Covisint Corporation (Covisint), which were acquired during Fiscal 2018. The increase in amortization was partially offset by a reduction of \$9.6 million, relating to intangible assets from certain previous acquisitions becoming fully amortized.

**Operating Expenses**

(In thousands)	Three Months Ended March 31,			Nine Months Ended March 31,		
	2019	Change increase (decrease)	2018	2019	Change increase (decrease)	2018
Research and development	\$84,905	\$ 1,509	\$83,396	\$238,128	\$ (2,965 )	\$241,093
Sales and marketing	132,244	2,368	129,876	378,619	(3,023 )	381,642
General and administrative	51,833	(2,961 )	54,794	154,955	2,305	152,650
Depreciation	25,028	1,935	23,093	72,716	8,674	64,042
Amortization of acquired customer-based intangible assets	48,832	2,070	46,762	140,627	3,808	136,819
Special charges (recoveries)	796	(1,848 )	2,644	33,487	12,097	21,390
Total operating expenses	\$343,638	\$ 3,073	\$340,565	\$1,018,532	\$ 20,896	\$997,636

**% of Total Revenues:**

Research and development	11.8	%	12.2	%	11.2	%	11.7	%
Sales and marketing	18.4	%	18.9	%	17.8	%	18.5	%
General and administrative	7.2	%	8.0	%	7.3	%	7.4	%
Depreciation	3.5	%	3.4	%	3.4	%	3.1	%
Amortization of acquired customer-based intangible assets	6.8	%	6.8	%	6.6	%	6.6	%
Special charges (recoveries)	0.1	%	0.4	%	1.6	%	1.0	%

**Research and development expenses** consist primarily of payroll and payroll-related benefits expenses, contracted research and development expenses, and facility costs. Research and development assists with organic growth and improves product stability and functionality, and accordingly, we dedicate extensive efforts to update and upgrade our product offerings. The primary driver is typically budgeted software upgrades and software development.

(In thousands)	Quarter-over-Quarter Change between Fiscal 2019 and 2018	YTD-over-YTD Change between Fiscal 2019 and 2018
	Increase (decrease)	Increase (decrease)
Payroll and payroll-related benefits	\$ 4,061	\$ 9,433
Contract labour and consulting	(1,010 )	(7,100 )
Share-based compensation	322	(256 )
Travel and communication	7	(499 )
Facilities	(1,269 )	(3,612 )

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Other miscellaneous	(602	)	(931	)
Total change in research and development expenses	\$ 1,509		\$ (2,965	)

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Research and development expenses increased by \$1.5 million during the three months ended March 31, 2019 as compared to the same period in the prior fiscal year. This was primarily due to an increase in payroll and payroll-related benefits of \$4.1 million, partially offset by a reduction in the use of facility and related resources of \$1.3 million and a reduction in contract labour and consulting of \$1.0 million. The increase in payroll and payroll-related benefits was driven primarily by increased headcount from recent acquisitions. Overall, our research and development expenses, as a percentage of total revenues, remained at approximately 12%.

Research and development expenses decreased by \$3.0 million during the nine months ended March 31, 2019 as compared to the same period in the prior fiscal year. This was primarily due to a reduction in contract labour and consulting of \$7.1 million and a reduction in the use of facility and related resources of \$3.6 million, partially offset by an increase in payroll and payroll-related benefits of \$9.4 million. The increase in payroll and payroll-related benefits was driven primarily by increased headcount from recent acquisitions. Overall, our research and development expenses, as a percentage of total revenues, decreased to approximately 11% from approximately 12%.

Our research and development labour resources increased by 378 employees, from 3,265 employees at March 31, 2018 to 3,643 employees at March 31, 2019.

**Sales and marketing expenses** consist primarily of personnel expenses and costs associated with advertising, marketing and trade shows.

(In thousands)	Quarter-over-Quarter	YTD-over-YTD
	Change between Fiscal 2019 and 2018	Change between Fiscal 2019 and 2018
	Increase (decrease)	Increase (decrease)
Payroll and payroll-related benefits	\$ (1,464 )	\$ (155 )
Commissions	4,157	(2,500 )
Contract labour and consulting	(346 )	(371 )
Share-based compensation	962	(206 )
Travel and communication	805	(2,161 )
Marketing expenses	(220 )	(2,240 )
Facilities	(116 )	1,132
Bad debt expense	90	4,535
Other miscellaneous	(1,500 )	(1,057 )
Total change in sales and marketing expenses	\$ 2,368	\$ (3,023 )

Sales and marketing expenses increased by \$2.4 million during the three months ended March 31, 2019 as compared to the same period in the prior fiscal year. This was primarily due to (i) an increase in commissions expense of \$4.2 million, (ii) an increase in share-based compensation expense of \$1.0 million and (iii) an increase in travel and communication expenses of \$0.8 million. These were partially offset by (i) a decrease in payroll and payroll-related benefits of \$1.5 million and (ii) a decrease in other miscellaneous expenses of \$1.5 million. The increase in commissions expense was primarily the result of higher revenue attainment, partially offset by approximately \$2.3 million resulting from the Company capitalizing more commission costs under Topic 606, whereas previously, under Topic 605, such costs would have been expensed as incurred. Overall, our sales and marketing expenses, as a percentage of total revenues, decreased to approximately 18% from approximately 19%.

Sales and marketing expenses decreased by \$3.0 million during the nine months ended March 31, 2019 as compared to the same period in the prior fiscal year. This was primarily due to (i) a decrease in commissions expense of \$2.5 million, of which approximately \$7.0 million is the net result of the Company capitalizing more commission expense under Topic 606, whereas previously, under Topic 605, such costs would have been expensed as incurred, (ii) a decrease in travel and communication expenses of \$2.2 million, (iii) a decrease in marketing expenses of \$2.2 million and (iv) a decrease in other miscellaneous expenses of \$1.1 million. These were partially offset by (i) an increase in bad debt expense of \$4.5 million as certain low dollar receivables were provided for entirely as they became aged greater than one year and (ii) an increase in the use of facility and related resources of \$1.1 million. Overall, our sales and marketing expenses, as a percentage of total revenues, remained at approximately 18%.

Our sales and marketing labour resources increased by 88 employees, from 1,969 employees at March 31, 2018 to 2,057 employees at March 31, 2019.

**General and administrative expenses** consist primarily of payroll and payroll related benefits expenses, related overhead, audit fees, other professional fees, contract labour and consulting expenses and public company costs.

(In thousands)	Quarter-over-Quarter Change between Fiscal 2019 and 2018		YTD-over-YTD Change between Fiscal 2019 and 2018	
	Increase (decrease)		Increase (decrease)	
Payroll and payroll-related benefits	\$ (173	)	\$ 2,490	
Contract labour and consulting	5		13	
Share-based compensation	(167	)	339	
Travel and communication	302		742	
Facilities	43		19	
Other miscellaneous	(2,971	)	(1,298	)
Total change in general and administrative expenses	\$ (2,961	)	\$ 2,305	

General and administrative expenses decreased by \$3.0 million during the three months ended March 31, 2019 as compared to the same period in the prior fiscal year. This was primarily due to a reduction in other miscellaneous expenses, which includes professional fees such as legal, audit and tax related expenses. Overall, general and administrative expenses, as a percentage of total revenue, decreased to approximately 7% from approximately 8%. General and administrative expenses increased by \$2.3 million during the nine months ended March 31, 2019 as compared to the same period in the prior fiscal year. This was primarily due to an increase in payroll and payroll-related benefits of \$2.5 million, partially offset by a \$1.3 million reduction in other miscellaneous expenses, which includes professional fees such as legal, audit and tax related expenses. The remainder of the change was attributable to other activities associated with normal growth in our business operations. Overall, general and administrative expenses, as a percentage of total revenue, remained at approximately 7%.

Our general and administrative labour resources increased by 77 employees, from 1,512 employees at March 31, 2018 to 1,589 employees at March 31, 2019.

**Depreciation expenses:**

(In thousands)	Three Months Ended March 31,		Nine Months Ended March 31,	
	2019	Change increase (decrease)	2019	Change increase (decrease)
Depreciation	\$ 25,028	\$ 1,935	\$ 23,093	\$ 8,674
			\$ 72,716	\$ 64,042

Depreciation expenses increased during the three and nine months ended March 31, 2019 by \$1.9 million and \$8.7 million, respectively, as compared to the same periods in the prior fiscal year. Depreciation expense, as a percentage of total revenue, remained at approximately 3%.

**Amortization of acquired customer-based intangible assets:**

(In thousands)	Three Months Ended March 31,			Nine Months Ended March 31,		
	2019	Change increase (decrease)	2018	2019	Change increase (decrease)	2018
Amortization of acquired customer-based intangible assets	\$ 48,832	\$ 2,070	\$ 46,762	\$ 140,627	\$ 3,808	\$ 136,819

Amortization of acquired customer-based intangible assets increased during the three months ended March 31, 2019 by \$2.1 million, as compared to the same period in the prior fiscal year. This was due to an increase in amortization of \$3.8 million, relating to newly acquired customer-based intangible assets from our recent acquisitions of Catalyst, Liaison and Hightail, partially offset by a reduction of \$1.7 million relating to intangible assets from certain previous acquisitions becoming fully amortized.

Amortization of acquired customer-based intangible assets increased during the nine months ended March 31, 2019 by \$3.8 million, as compared to the same period in the prior fiscal year. This was due to an increase in amortization of \$8.8 million, relating to newly acquired customer-based intangible assets from our recent acquisitions of Catalyst and Liaison, as well as of Hightail, Guidance and Covisint, which were acquired during Fiscal 2018. The increase in amortization was partially offset by a reduction of \$5.0 million, relating to intangible assets from certain previous

acquisitions becoming fully amortized.

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***Special charges (recoveries):***

Special charges typically relate to amounts that we expect to pay in connection with restructuring plans relating to employee workforce reduction and abandonment of excess facilities, acquisition-related costs and other similar charges and recoveries. Generally, we implement such plans in the context of integrating acquired entities with existing OpenText operations. Actions related to such restructuring plans are typically completed within a period of one year. In certain limited situations, if the planned activity does not need to be implemented, or an expense lower than anticipated is paid out, we record a recovery of the originally recorded expense to Special charges.

(In thousands)	Three Months Ended March 31,			Nine Months Ended March 31,		
	2019	Change increase (decrease)	2018	2019	Change increase (decrease)	2018
	Special charges (recoveries)	\$796	\$ (1,848 )	\$2,644	\$33,487	\$ 12,097

Special charges decreased by \$1.8 million during the three months ended March 31, 2019 as compared to the same period in the prior fiscal year. This was primarily due to (i) a reduction in expense of \$1.7 million relating to one-time system implementation costs, (ii) a decrease in restructuring activities of \$0.5 million and (iii) a decrease of \$0.5 million relating to post-acquisition integration costs necessary to streamline acquired companies into our operations. These recoveries were partially offset by (i) an increase of \$0.6 million relating to a lower net impact of reversals from certain pre-acquisition sales and use tax liabilities and interest being settled, or in certain cases, becoming statute barred and (ii) an increase in acquisition related costs of \$0.3 million.

Special charges increased by \$12.1 million during the nine months ended March 31, 2019 as compared to the same period in the prior fiscal year. This was primarily due to (i) an increase in restructuring activities of \$14.7 million and (ii) an increase of \$2.8 million relating to a lower net impact of reversals from certain pre-acquisition sales and use tax liabilities and interest being settled, or in certain cases, becoming statute barred. These increases were partially offset by a reduction in expense of \$4.2 million relating to one-time system implementation costs. The remainder of the change is due to other miscellaneous items.

For more details on Special charges (recoveries), see note 17 "Special Charges (Recoveries)" to our Condensed Consolidated Financial Statements.

***Other Income (Expense), Net***

Other income (expense), net relates to certain non-operational charges primarily consisting of income or losses in our share of marketable equity securities accounted for under the equity method and of transactional foreign exchange gains (losses). The income (expense) from foreign exchange is dependent upon the change in foreign currency exchange rates vis-à-vis the functional currency of the legal entity.

(In thousands)	Three Months Ended March 31,			Nine Months Ended March 31,		
	2019	Change increase (decrease)	2018	2019	Change increase (decrease)	2018
	Foreign exchange gains (losses)	\$2,033	\$ (7,950 )	\$9,983	\$(4,124)	\$(23,215 )
OpenText share in net income (loss) of equity investees (note 8)	2,789	3,096	(307 )	10,652	11,155	(503 )
Income from long-term other receivable	—	(1,327 )	1,327	—	(1,327 )	1,327
Gain on shares held in Guidance <sup>(1)</sup>	—	—	—	—	(841 )	841
Gain from contractual settlement <sup>(2)</sup>	—	—	—	—	(5,000 )	5,000
Other miscellaneous income (expense)	243	106	137	437	(718 )	1,155
Total other income (expense), net	\$5,065	\$ (6,075 )	\$11,140	\$6,965	\$(19,946 )	\$26,911

<sup>(1)</sup> Represents the release to income from other comprehensive income relating to the mark to market on shares we held in Guidance prior to our acquisition in the first quarter of Fiscal 2018.

<sup>(2)</sup> Represents a gain recognized in connection with the settlement of a certain breach of contractual arrangement in the second quarter of Fiscal 2018.



**Interest and Other Related Expense, Net**

Interest and other related expense, net is primarily comprised of interest paid and accrued on our debt facilities, offset by interest income earned on our cash and cash equivalents.

(In thousands)	Three Months Ended March 31,			Nine Months Ended March 31,		
	2019	Change increase (decrease)	2018	2019	Change increase (decrease)	2018
Interest and other related expense, net	\$ 35,607	\$ 627	\$ 34,980	\$ 103,751	\$ 556	\$ 103,195

Interest and other related expense, net increased by \$0.6 million during the three and nine months ended March 31, 2019, respectively, as compared to the same periods in the prior fiscal year. This was primarily due to additional interest incurred relating to Term Loan B (as defined herein) of \$3.6 million and \$10.9 million, respectively. This was partially offset by a decrease of \$2.7 million and \$7.3 million, respectively, relating to interest on the Revolver (as defined herein). As of March 31, 2019, we have no outstanding balance on the Revolver nor was there activity during the nine months ended March 31, 2019. Additionally, interest income earned increased by \$0.7 million and \$3.5 million, respectively, during the three and nine months ended March 31, 2019, primarily as result of additional cash balances held in anticipation of the acquisition of Catalyst and Liaison.

For more details see note 10 "Long-Term Debt" to our Condensed Consolidated Financial Statements.

**Provision for (Recovery of) Income Taxes**

We operate in several tax jurisdictions and are exposed to various foreign tax rates. We also note that we are subject to tax rate discrepancies between our domestic tax rate and foreign tax rates that are significant and these discrepancies are primarily related to earnings in the United States.

Please also see Part I, Item 1A "Risk Factors" in our Annual Report on Form 10-K for Fiscal 2018.

(In thousands)	Three Months Ended March 31,			Nine Months Ended March 31,		
	2019	Change increase (decrease)	2018	2019	Change increase (decrease)	2018
Provision for (recovery of) income taxes	\$ 32,542	\$ 12,413	\$ 20,129	\$ 98,628	\$ (2,016)	\$ 100,644

The effective tax rate increased to a provision of 30.9% for the three months ended March 31, 2019, compared to 25.5% for the three months ended March 31, 2018. The increase in tax expense of \$12.4 million was primarily due to an increase of \$7.6 million arising from increased net income taxed at foreign tax rates, an increase of \$3.1 million arising on the introduction of the United States Base Erosion Avoidance Tax ("BEAT") in Fiscal 2019, and an increase of \$8.0 million relating to the tax impact of internal reorganizations of subsidiaries in Fiscal 2018, partially offset by the Fiscal 2018 impact of United States tax reform of \$5.1 million which did not recur in Fiscal 2019. The remainder of the difference was due to normal course movements and non-material items.

The effective tax rate decreased to a provision of 31.6% for the nine months ended March 31, 2019, compared to 35.8% for the nine months ended March 31, 2018. The decrease in tax expense of \$2.0 million was primarily due to the reversal of accruals for undistributed United States earnings of \$14.8 million, and the Fiscal 2018 impact of United States tax reform of \$15.9 million which did not recur in Fiscal 2019, partially offset by an increase of \$16.1 million arising on the introduction of BEAT in Fiscal 2019, and an increase of \$16.3 million relating to the tax impact of internal reorganizations of subsidiaries. The remainder of the difference was due to normal course movements and non-material items.

On December 22, 2017, the United States enacted tax reform legislation through the Tax Cuts and Jobs Act, which significantly changed the existing US tax laws, including a reduction in the federal corporate tax rate from 35% to 21%, and the transition of US international taxation from a worldwide tax system to a partially territorial tax system. As a result of the enactment of the legislation, the Company incurred a one-time tax expense of \$19.0 million in the year ended June 30, 2018, primarily related to the transition tax on accumulated foreign earnings and the re-measurement of certain deferred tax assets and liabilities. During the three and nine months ended March 31, 2019, there was a reduction of nil and \$0.9 million, respectively, to this amount, mainly attributable to evaluating the portion of our existing Alternative Minimum Tax (AMT) credit carryforwards expected to be refundable as a result of the repeal of corporate AMT. The portion of the tax expense attributable to the transition tax is payable over a period of

up to eight years.

In accordance with Staff Accounting Bulletin 118 “Income Tax Accounting Implications of the Tax Cuts and Jobs Act” (SAB 118), the Company completed its analysis of the impact of the Tax Cuts and Jobs Act by December 22, 2018. The Company's final determination of the total one-time tax expense as a result of the enactment of the Tax Cuts and Jobs Act is \$18.1 million.



For information with regards to certain potential tax contingencies, see note 13 "Guarantees and Contingencies" to our Condensed Consolidated Financial Statements.

**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 Condensed 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 Condensed 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, attributable to OpenText, are calculated as GAAP-based net income or earnings per share, attributable to OpenText, on a diluted basis, after giving effect to the amortization of acquired intangible assets, other income (expense), share-based compensation, and Special charges (recoveries), all net of tax and any tax benefits/expense items unrelated to current period income, as further described in the tables below. Non-GAAP-based gross profit is the arithmetical sum of GAAP-based gross profit and the amortization of acquired technology-based intangible assets and share-based compensation within cost of sales. Non-GAAP-based gross margin is calculated as Non-GAAP-based gross profit expressed as a percentage of total revenue.

Non-GAAP-based income from operations is calculated as GAAP-based income from operations, excluding the amortization of acquired intangible assets, Special charges (recoveries), and share-based compensation expense. Adjusted earnings (loss) before interest, taxes, depreciation and amortization (Adjusted EBITDA) is calculated as GAAP-based net income, attributable to OpenText excluding interest income (expense), provision for income taxes, depreciation and amortization of acquired intangible assets, other income (expense), share-based compensation and Special charges (recoveries).

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. These items are excluded based upon the way the Company's management evaluates the performance of the Company's business for use in the Company's internal reports and are not excluded in the sense that they may be used under U.S. GAAP. The Company does not acquire businesses on a predictable cycle, and therefore believes that the presentation of non-GAAP measures, which in certain cases adjust for the impact of amortization of intangible assets and the related tax effects that are primarily related to acquisitions, will provide readers of financial statements with a more consistent basis for comparison across accounting periods and be more useful in helping readers understand the Company's operating results and underlying operational trends. Additionally, the Company has engaged in various restructuring activities over the past several years that have resulted in costs associated with reductions in headcount, consolidation of leased facilities and related costs, all which are recorded under the Company's "Special Charges (recoveries)" caption on the Condensed Consolidated Statements of Income. Each restructuring activity is a discrete event based on a unique set of business objectives or circumstances, and each differs in terms of its operational implementation, business impact and scope, and the size of each restructuring plan can vary significantly from period to period. Therefore, the Company believes that the exclusion of these special charges (recoveries) will also better aid readers of financial statements in the understanding and comparability of the Company's operating results and underlying

operational trends.

In summary, 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 (although prior performance is not necessarily indicative of future 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.

The following charts provide unaudited reconciliations of U.S. GAAP-based financial measures to Non-GAAP-based financial measures for the following periods presented. Results for reporting periods commencing July 1, 2018 are presented under the new Topic 606 revenue standard, while prior period results continue to be reported under the previous standard. For more details relating to our adoption of Topic 606 please see Note 1 "Basis of Presentation" and Note 3 "Revenues" to our Condensed Consolidated Financial Statements.

**Reconciliation of selected GAAP-based measures to Non-GAAP-based measures for the three months ended March 31, 2019**

*(in thousands except for per share data)*

	Three Months Ended March 31, 2019				Non-GAAP-based Measures	Non-GAAP-based Measures % of Total Revenue
	GAAP-based Measures	% of Total Revenue	Adjustments	Note		
<b>Cost of revenues</b>						
Cloud services and subscriptions	\$ 103,873		\$ (291 )	(1)	\$ 103,582	
Customer support	31,844		(310 )	(1)	31,534	
Professional service and other	56,626		(448 )	(1)	56,178	
Amortization of acquired technology-based intangible assets	44,596		(44,596 )	(2)	—	
<b>GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%)</b>	<b>479,515</b>	<b>66.7%</b>	<b>45,645</b>	<b>(3)</b>	<b>525,160</b>	<b>73.0%</b>
<b>Operating expenses</b>						
Research and development	84,905		(1,315 )	(1)	83,590	
Sales and marketing	132,244		(2,458 )	(1)	129,786	
General and administrative	51,833		(1,890 )	(1)	49,943	
Amortization of acquired customer-based intangible assets	48,832		(48,832 )	(2)	—	
Special charges (recoveries)	796		(796 )	(4)	—	
<b>GAAP-based income from operations / Non-GAAP-based income from operations</b>	<b>135,877</b>		<b>100,936</b>	<b>(5)</b>	<b>236,813</b>	
Other income (expense), net	5,065		(5,065 )	(6)	—	
Provision for (recovery of) income taxes	32,542		(4,373 )	(7)	28,169	
<b>GAAP-based net income / Non-GAAP-based net income, attributable to OpenText</b>	<b>72,762</b>		<b>100,244</b>	<b>(8)</b>	<b>173,006</b>	
<b>GAAP-based earnings per share / Non-GAAP-based earnings per share-diluted, attributable to OpenText</b>	<b>\$ 0.27</b>		<b>\$ 0.37</b>	<b>(8)</b>	<b>\$ 0.64</b>	

(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 total revenue.

(4) Adjustment relates to the exclusion of Special charges (recoveries) from our Non-GAAP-based operating expenses as Special charges (recoveries) are generally incurred in the periods relevant to an acquisition and include certain charges or recoveries that are not indicative or related to continuing operations, and are therefore excluded from our internal analysis of operating results. See note 17 "Special Charges (Recoveries)" to our Condensed Consolidated Financial Statements for more details.

(5) GAAP-based and Non-GAAP-based income from operations stated in dollars.

(6) Adjustment relates to the exclusion of Other income (expense) from our Non-GAAP-based operating expenses as Other income (expense) generally relates to the transactional impact of foreign exchange and is generally not indicative or related to continuing operations and is therefore excluded from our internal analysis of operating results. Other income (expense) also includes our share of income (losses) from our holdings in non-marketable securities investments as a limited partner. We do not actively trade equity securities in these privately held companies nor do we plan our ongoing operations based around any anticipated fundings or distributions from these investments. We exclude gains and losses on these investments as we do not believe they are reflective of our ongoing business and operating results.

(7) Adjustment relates to differences between the GAAP-based tax provision rate of approximately 31% and a Non-GAAP-based tax rate of approximately 14%; these rate differences are due to the income tax effects of items that are excluded for the purpose of calculating Non-GAAP-based adjusted net income. Such excluded items include amortization, share-based compensation, Special charges (recoveries) and other income (expense), net. Also excluded are tax

(8) benefits/expense items unrelated to current period income such as changes in reserves for tax uncertainties and valuation allowance reserves, and "book to return" adjustments for tax return filings and tax assessments. Included is the amount of net tax benefits arising from the internal reorganization that occurred in Fiscal 2017 assumed to be allocable to the current period based on the forecasted utilization period. In arriving at our Non-GAAP-based tax rate of approximately 14%, we analyzed the individual adjusted expenses and took into consideration the impact of statutory tax rates from local jurisdictions incurring the expense.



(8) Reconciliation of GAAP-based net income to Non-GAAP-based net income:

	<b>Three Months Ended March 31, 2019</b>	
		<b>Per share diluted</b>
GAAP-based net income, attributable to OpenText	\$72,762	\$ 0.27
Add:		
Amortization	93,428	0.35
Share-based compensation	6,712	0.02
Special charges (recoveries)	796	—
Other (income) expense, net	(5,065 )	(0.02 )
GAAP-based provision for (recovery of) income taxes	32,542	0.12
Non-GAAP-based provision for income taxes	(28,169 )	(0.10 )
Non-GAAP-based net income, attributable to OpenText	\$173,006	\$ 0.64

**Reconciliation of Adjusted EBITDA**

	<b>Three Months Ended March 31, 2019</b>	
GAAP-based net income, attributable to OpenText	\$72,762	
Add:		
Provision for (recovery of) income taxes	32,542	
Interest and other related expense, net	35,607	
Amortization of acquired technology-based intangible assets	44,596	
Amortization of acquired customer-based intangible assets	48,832	
Depreciation	25,028	
Share-based compensation	6,712	
Special charges (recoveries)	796	
Other (income) expense, net	(5,065 )	
Adjusted EBITDA	\$261,810	

## Reconciliation of selected GAAP-based measures to Non-GAAP-based measures for the three months ended March 31, 2018

(in thousands except for per share data)

	Three Months Ended March 31, 2018			
	GAAP-based Measures % of Total Revenue	Adjustment	Note	Non-GAAP-based Measures % of Total Revenue
<b>Cost of revenues</b>				
Cloud services and subscriptions	\$ 94,195	\$ (135 )	(1)	\$ 94,060
Customer support	33,770	(277 )	(1)	33,493
Professional service and other	64,179	(122 )	(1)	64,057
Amortization of acquired technology-based intangible assets	47,303	(47,303 )	(2)	—
<b>GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%)</b>	443,334 64.6%	47,837	(3)	491,171 71.6%
<b>Operating expenses</b>				
Research and development	83,396	(993 )	(1)	82,403
Sales and marketing	129,876	(1,496 )	(1)	128,380
General and administrative	54,794	(2,057 )	(1)	52,737
Amortization of acquired customer-based intangible assets	46,762	(46,762 )	(2)	—
Special charges (recoveries)	2,644	(2,644 )	(4)	—
<b>GAAP-based income from operations / Non-GAAP-based income from operations</b>	102,769	101,789	(5)	204,558
Other income (expense), net	11,140	(11,140 )	(6)	—
Provision for (recovery of) income taxes	20,129	3,612	(7)	23,741
<b>GAAP-based net income / Non-GAAP-based net income, attributable to OpenText</b>	58,794	87,037	(8)	145,831
<b>GAAP-based earnings per share / Non-GAAP-based earnings per share-diluted, attributable to OpenText</b>	\$ 0.22	\$ 0.32	(8)	\$ 0.54

(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 total revenue.

(4) Adjustment relates to the exclusion of Special charges (recoveries) from our Non-GAAP-based operating expenses as Special charges (recoveries) are generally incurred in the periods relevant to an acquisition and include certain charges or recoveries that are not indicative or related to continuing operations, and are therefore excluded from our internal analysis of operating results. See note 17 "Special Charges (Recoveries)" to our Condensed Consolidated Financial Statements for more details.

(5) GAAP-based and Non-GAAP-based income from operations stated in dollars.

(6) Adjustment relates to the exclusion of Other income (expense) from our Non-GAAP-based operating expenses as Other income (expense) generally relates to the transactional impact of foreign exchange and is generally not indicative or related to continuing operations and is therefore excluded from our internal analysis of operating results. Other income (expense) also includes our share of income (losses) from our holdings in non-marketable securities investments as a limited partner. We do not actively trade equity securities in these privately held companies nor do we plan our ongoing operations based around any anticipated fundings or distributions from these investments. We exclude gains and losses on these investments as we do not believe they are reflective of our ongoing business and operating results.

(7) Adjustment relates to differences between the GAAP-based tax provision rate of approximately 26% and a Non-GAAP-based tax rate of approximately 14%; these rate differences are due to the income tax effects of items that are excluded for the purpose of calculating Non-GAAP-based adjusted net income. Such excluded items include amortization, share-based compensation, Special charges (recoveries) and other income (expense), net. Also excluded are tax benefits/expense items unrelated to current period income such as changes in reserves for tax uncertainties and valuation allowance reserves, and "book to return" adjustments for tax return filings and tax assessments. Included is the amount of net tax benefits arising from the internal reorganization that occurred in Fiscal 2017 assumed to be allocable to the current period based on the forecasted utilization period. In arriving at our Non-GAAP-based tax rate of approximately 14%, we analyzed the individual adjusted expenses and took into consideration the impact of statutory tax rates from local jurisdictions incurring the expense. We also took into consideration changes in U.S. tax reform legislation that was enacted on December 22, 2017 through the Tax Cuts and Jobs Act.

(8) Reconciliation of GAAP-based net income to Non-GAAP-based net income:

	<b>Three Months Ended March 31, 2018</b>	
		<b>Per share diluted</b>
GAAP-based net income, attributable to OpenText	\$58,794	\$ 0.22
Add:		
Amortization	94,065	0.35
Share-based compensation	5,080	0.02
Special charges (recoveries)	2,644	0.01
Other (income) expense, net	(11,140 )	(0.04 )
GAAP-based provision for (recovery of) income taxes	20,129	0.07
Non-GAAP-based provision for income taxes	(23,741 )	(0.09 )
Non-GAAP-based net income, attributable to OpenText	\$ 145,831	\$ 0.54

**Reconciliation of Adjusted EBITDA**

	<b>Three Months Ended March 31, 2018</b>	
GAAP-based net income, attributable to OpenText	\$58,794	
Add:		
Provision for (recovery of) income taxes	20,129	
Interest and other related expense, net	34,980	
Amortization of acquired technology-based intangible assets	47,303	
Amortization of acquired customer-based intangible assets	46,762	
Depreciation	23,093	
Share-based compensation	5,080	
Special charges (recoveries)	2,644	
Other (income) expense, net	(11,140 )	
Adjusted EBITDA	\$ 227,645	

**Reconciliation of selected GAAP-based measures to Non-GAAP-based measures  
for the nine months ended March 31, 2019**  
(in thousands except for per share data)

	Nine Months Ended March 31, 2019				
	GAAP-based Measures % of Total Revenue	Adjustments	Note	Non-GAAP-based Measures	Non-GAAP-based Measures % of Total Revenue
<b>Cost of revenues</b>					
Cloud services and subscriptions	\$ 280,274	\$ (873 )	(1)	\$ 279,401	
Customer support	93,582	(881 )	(1)	92,701	
Professional service and other	169,452	(1,330 )	(1)	168,122	
Amortization of acquired technology-based intangible assets	140,439	(140,439 )	(2)	—	
<b>GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%)</b>	1,427,568 67.3%	143,523	(3)	1,571,091	74.1%
<b>Operating expenses</b>					
Research and development	238,128	(3,668 )	(1)	234,460	
Sales and marketing	378,619	(5,874 )	(1)	372,745	
General and administrative	154,955	(7,526 )	(1)	147,429	
Amortization of acquired customer-based intangible assets	140,627	(140,627 )	(2)	—	
Special charges (recoveries)	33,487	(33,487 )	(4)	—	
<b>GAAP-based income from operations / Non-GAAP-based income from operations</b>	409,036	334,705	(5)	743,741	
Other income (expense), net	6,965	(6,965 )	(6)	—	
Provision for (recovery of) income taxes	98,628	(9,029 )	(7)	89,599	
<b>GAAP-based net income / Non-GAAP-based net income, attributable to OpenText</b>	213,518	336,769	(8)	550,287	
<b>GAAP-based earnings per share / Non-GAAP-based earnings per share-diluted, attributable to OpenText</b>	\$ 0.79	\$ 1.25	(8)	\$ 2.04	

(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 total revenue.

(4) Adjustment relates to the exclusion of Special charges (recoveries) from our Non-GAAP-based operating expenses as Special charges (recoveries) are generally incurred in the periods relevant to an acquisition and include certain charges or recoveries that are not indicative or related to continuing operations, and are therefore excluded from our internal analysis of operating results. See note 17 "Special Charges (Recoveries)" to our Condensed Consolidated Financial Statements for more details.

(5) GAAP-based and Non-GAAP-based income from operations stated in dollars.

(6) Adjustment relates to the exclusion of Other income (expense) from our Non-GAAP-based operating expenses as Other income (expense) generally relates to the transactional impact of foreign exchange and is generally not indicative or related to continuing operations and is therefore excluded from our internal analysis of operating results. Other income (expense) also includes our share of income (losses) from our holdings in non-marketable securities investments as a limited partner. We do not actively trade equity securities in these privately held companies nor do we plan our ongoing operations based around any anticipated fundings or distributions from these investments. We exclude gains and losses on these investments as we do not believe they are reflective of our ongoing business and operating results.

(7) Adjustment relates to differences between the GAAP-based tax provision rate of approximately 32% and a Non-GAAP-based tax rate of approximately 14%; these rate differences are due to the income tax effects of items that are excluded for the purpose of calculating Non-GAAP-based adjusted net income. Such excluded items include amortization, share-based compensation, Special charges (recoveries) and other income (expense), net. Also excluded are tax

benefits/expense items unrelated to current period income such as changes in reserves for tax uncertainties and valuation allowance reserves, and "book to return" adjustments for tax return filings and tax assessments. Included is the amount of net tax benefits arising from the internal reorganization that occurred in Fiscal 2017 assumed to be allocable to the current period based on the forecasted utilization period. In arriving at our Non-GAAP-based tax rate of approximately 14%, we analyzed the individual adjusted expenses and took into consideration the impact of statutory tax rates from local jurisdictions incurring the expense.



(8) Reconciliation of GAAP-based net income to Non-GAAP-based net income:

	<b>Nine Months Ended March 31, 2019</b>	
		<b>Per share diluted</b>
GAAP-based net income, attributable to OpenText	\$213,518	\$ 0.79
Add:		
Amortization	281,066	1.04
Share-based compensation	20,152	0.07
Special charges (recoveries)	33,487	0.12
Other (income) expense, net	(6,965 )	(0.03 )
GAAP-based provision for (recovery of) income taxes	98,628	0.37
Non-GAAP-based provision for income taxes	(89,599 )	(0.32 )
Non-GAAP-based net income, attributable to OpenText	\$550,287	\$ 2.04

**Reconciliation of Adjusted EBITDA**

	<b>Nine Months Ended March 31, 2019</b>	
GAAP-based net income, attributable to OpenText	\$213,518	
Add:		
Provision for (recovery of) income taxes	98,628	
Interest and other related expense, net	103,751	
Amortization of acquired technology-based intangible assets	140,439	
Amortization of acquired customer-based intangible assets	140,627	
Depreciation	72,716	
Share-based compensation	20,152	
Special charges (recoveries)	33,487	
Other (income) expense, net	(6,965 )	
Adjusted EBITDA	\$816,353	

## Reconciliation of selected GAAP-based measures to Non-GAAP-based measures for the nine months ended March 31, 2018

(in thousands except for per share data)

	Nine Months Ended March 31, 2018				
	GAAP-based Measures % of Total Revenue	Adjustments	Note	Non-GAAP-based Measures	Non-GAAP-based Measures % of Total Revenue
<b>Cost of revenues</b>					
Cloud services and subscriptions	\$ 268,814	\$ (1,119)	(1)	\$ 267,695	
Customer support	99,657	(933)	(1)	98,724	
Professional service and other	188,493	(1,322)	(1)	187,171	
Amortization of acquired technology-based intangible assets	138,391	(138,391)	(2)	—	
<b>GAAP-based gross profit and gross margin (%) / Non-GAAP-based gross profit and gross margin (%)</b>	1,354,971 165.7%	141,765	(3)	1,496,736	72.6%
<b>Operating expenses</b>					
Research and development	241,093	(4,206)	(1)	236,887	
Sales and marketing	381,642	(6,679)	(1)	374,963	
General and administrative	152,650	(6,214)	(1)	146,436	
Amortization of acquired customer-based intangible assets	136,819	(136,819)	(2)	—	
Special charges (recoveries)	21,390	(21,390)	(4)	—	
<b>GAAP-based income from operations / Non-GAAP-based income from operations</b>	357,335	317,073	(5)	674,408	
Other income (expense), net	26,911	(26,911)	(6)	—	
Provision for (recovery of) income taxes	100,644	(20,674)	(7)	79,970	
<b>GAAP-based net income / Non-GAAP-based net income, attributable to OpenText</b>	180,501	310,836	(8)	491,337	
<b>GAAP-based earnings per share / Non-GAAP-based earnings per share-diluted, attributable to OpenText</b>	\$ 0.68	\$ 1.16	(8)	\$ 1.84	

- (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 total revenue.
- (4) Adjustment relates to the exclusion of Special charges (recoveries) from our Non-GAAP-based operating expenses as Special charges (recoveries) are generally incurred in the periods relevant to an acquisition and include certain charges or recoveries that are not indicative or related to continuing operations, and are therefore excluded from our internal analysis of operating results. See note 17 "Special Charges (Recoveries)" to our Condensed Consolidated Financial Statements for more details.
- (5) GAAP-based and Non-GAAP-based income from operations stated in dollars.
- (6) Adjustment relates to the exclusion of Other income (expense) from our Non-GAAP-based operating expenses as Other income (expense) generally relates to the transactional impact of foreign exchange and is generally not indicative or related to continuing operations and is therefore excluded from our internal analysis of operating results. Other income (expense) also includes our share of income (losses) from our holdings in non-marketable securities investments as a limited partner. We do not actively trade equity securities in these privately held companies nor do we plan our ongoing operations based around any anticipated fundings or distributions from these investments. We exclude gains and losses on these investments as we do not believe they are reflective of our ongoing business and operating results.
- (7) Adjustment relates to differences between the GAAP-based tax provision rate of approximately 36% and a Non-GAAP-based tax rate of approximately 14%; these rate differences are due to the income tax effects of items that are excluded for the purpose of calculating Non-GAAP-based adjusted net income. Such excluded items include amortization, share-based compensation, Special charges (recoveries) and other income (expense), net. Also excluded are tax benefits/expense items unrelated to current period income such as changes in reserves for tax uncertainties and valuation allowance reserves and "book to return" adjustments for tax return filings and tax assessments. Included is the amount of net tax benefits arising from the internal reorganization that occurred in Fiscal 2017 assumed to be allocable to the current period based on the forecasted utilization period. In arriving at our Non-GAAP-based tax rate of approximately 14%, we analyzed the individual adjusted expenses and took into consideration the impact of statutory tax rates from local jurisdictions incurring the expense. We also took into consideration changes in US tax reform legislation that was enacted on December 22, 2017 through the Tax Cuts and Jobs Act.

(8) Reconciliation of GAAP-based net income to Non-GAAP-based net income:

	<b>Nine Months Ended March 31, 2018</b>	
		<b>Per share diluted</b>
GAAP-based net income, attributable to OpenText	\$ 180,501	\$ 0.68
Add:		
Amortization	275,210	1.03
Share-based compensation	20,473	0.08
Special charges (recoveries)	21,390	0.08
Other (income) expense, net	(26,911 )	(0.10 )
GAAP-based provision for (recovery of) income taxes	100,644	0.37
Non-GAAP-based provision for income taxes	(79,970 )	(0.30 )
Non-GAAP-based net income, attributable to OpenText	\$ 491,337	\$ 1.84

**Reconciliation of Adjusted EBITDA**

	<b>Nine Months Ended March 31, 2018</b>	
GAAP-based net income, attributable to OpenText	\$ 180,501	
Add:		
Provision for (recovery of) income taxes	100,644	
Interest and other related expense, net	103,195	
Amortization of acquired technology-based intangible assets	138,391	
Amortization of acquired customer-based intangible assets	136,819	
Depreciation	64,042	
Share-based compensation	20,473	
Special charges (recoveries)	21,390	
Other (income) expense, net	(26,911 )	
Adjusted EBITDA	\$ 738,544	

**LIQUIDITY AND CAPITAL RESOURCES**

The following tables set forth changes in cash flows from operating, investing and financing activities for the periods indicated:

(In thousands)	As of March 31, 2019	Change increase (decrease)	As of June 30, 2018
Cash and cash equivalents	\$765,224	\$82,282	\$682,942
			<b>Nine Months Ended March 31,</b>
(In thousands)	2019	Change	2018
Cash provided by operating activities	\$646,501	\$142,480	\$504,021
Cash used in investing activities	\$(442,359)	\$(27,122)	\$(415,237)
Cash provided by (used in) financing activities	\$(114,708)	\$(169,956)	\$55,248

***Cash and cash equivalents***

Cash and cash equivalents primarily consist of balances with banks as well as deposits with original maturities of 90 days or less.

We continue to anticipate that our cash and cash equivalents, as well as available credit facilities, will be sufficient to fund our anticipated cash requirements for working capital, contractual commitments, capital expenditures, dividends and operating needs for the next twelve months. Any further material or acquisition-related activities may require additional sources of financing and would be subject to the financial covenants established under our credit facilities. For more details, see "Long-term Debt and Credit Facilities" below.

As of March 31, 2019, we have provided \$15.1 million (June 30, 2018—\$28.5 million) in respect of both additional foreign taxes or deferred income tax liabilities for temporary differences related to the undistributed earnings of certain non-United States subsidiaries, and planned periodic repatriations from certain United States and German subsidiaries, that will be subject to withholding taxes upon distribution.

***Cash flows provided by operating activities***

Cash flows from operating activities increased by \$142.5 million due to an increase in changes from working capital of \$151.0 million, partially offset by a decrease in net income before the impact of non-cash items of \$8.5 million. The increase in operating cash flow from changes in working capital was primarily due to the net impact of the following increases: (i) \$108.5 million relating to a decrease in accounts receivable, (ii) \$61.6 million relating to an increase in accounts payable and accrued liabilities, (iii) \$43.1 million relating to an increase in income taxes payable, (iv) \$10.1 million relating to a decrease in prepaid and other current assets, and (v) \$7.2 million relating to lower balances of other assets. These increases in operating cash flows were partially offset by decreases of (i) \$50.6 million relating to lower deferred revenues and (ii) \$28.9 million relating to higher contract assets.

During the third quarter of Fiscal 2019 our days sales outstanding (DSO) was 60 days, compared to a DSO of 67 days during the third quarter of Fiscal 2018. The per day impact of our DSO in the third quarters of Fiscal 2019 and Fiscal 2018 on our cash flows was \$8.0 million and \$7.6 million, respectively. In arriving at DSO, we exclude contract assets as these are assets that we do not have an unconditional right to the related consideration from the customer.

***Cash flows used in investing activities***

Our cash flows used in investing activities is primarily on account of acquisitions and additions of property and equipment.

Cash flows used in investing activities increased by \$27.1 million, primarily due to an increase of \$62.7 million in consideration paid for acquisitions during the first nine months of Fiscal 2019, as compared to the same period in Fiscal 2018. This was partially offset by a decrease of \$32.6 million in purchases of property and equipment. The remainder of the change was due to miscellaneous items.

***Cash flows provided by (used in) financing activities***

Our cash flows from financing activities generally consist of long-term debt financing and amounts received from stock options exercised by our employees. These inflows are typically offset by scheduled and non-scheduled repayments of our long-term debt financing and, when applicable, the payment of dividends and/or the repurchases of our Common Shares.

Cash flows from financing activities went from an inflow of \$55.2 million during the first nine months of Fiscal 2018 to an outflow of \$114.7 million during the first nine months of Fiscal 2019. During the first nine months of Fiscal 2018, we received net cash proceeds of \$94.2 million, after drawings on the Revolver of \$200.0 million and repayments of our long-term loan of \$105.8 million. During Fiscal 2019 to date, we have not drawn on the Revolver and have only repaid \$7.5 million of our outstanding long-term debt, in accordance with our long-term debt schedules. Other significant changes include less cash used in investing activities of \$26.5 million relating to funds we provide to an independent agent to facilitate the repurchase of Common Shares on the open market, for potential reissuance under our long-term incentive and other plans. Additionally, we experienced a reduction of \$24.0 million relating to less cash collected from the issuance of Common Shares for the exercise of options and the OpenText Employee Share Purchase Plan (ESPP), as well as an increase in dividend payments to our shareholders of \$16.9 million.

***Cash Dividends***

During the three and nine months ended March 31, 2019, we declared and paid cash dividends of \$0.1518 and \$0.4554 per Common Share, respectively, that totaled \$40.7 million and \$121.9 million, respectively. Future declarations of dividends and the establishment of future record and payment dates are subject to the final determination and discretion of the Board. See Item 5 "Dividend Policy" in our Annual Report on Form 10-K for Fiscal 2018 for more information.

***Long-term Debt and Credit Facilities***

***Senior Unsecured Fixed Rate Notes***

***Senior Notes 2026***

On May 31, 2016 we issued \$600 million in aggregate principal amount of 5.875% Senior Notes due 2026 (Senior Notes 2026) in an unregistered offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act, and to certain persons in offshore transactions pursuant to Regulation S under the Securities Act. Senior Notes 2026 bear interest at a rate of 5.875% per annum, payable semi-annually in arrears on June 1 and December 1, commencing on December 1, 2016. Senior Notes 2026 will mature on June 1, 2026, unless earlier redeemed, in accordance with their terms, or repurchased.

On December 20, 2016, we issued an additional \$250 million in aggregate principal amount by reopening our Senior Notes 2026 at an issue price of 102.75%. The additional notes have identical terms, are fungible with and are a part of a single series with the previously issued \$600 million aggregate principal amount of Senior Notes 2026. The outstanding aggregate principal amount of Senior Notes 2026, after taking into consideration the additional issuance, is \$850 million.

We may redeem all or a portion of the Senior Notes 2026 at any time prior to June 1, 2021 at a redemption price equal to 100% of the principal amount of Senior Notes 2026 plus an applicable premium, plus accrued and unpaid interest, if any, to the redemption date. In addition, we may also redeem up to 40% of the aggregate principal amount of Senior Notes 2026, on one or more occasions, prior to June 1, 2019, using the net proceeds from certain qualified equity offerings at a redemption price of 105.875% of the principal amount, plus accrued and unpaid interest, if any, to the redemption date, subject to compliance with certain conditions. We may, on one or more occasions, redeem Senior Notes 2026, in whole or in part, at any time on and after June 1, 2021 at the applicable redemption prices set forth in the indenture governing the Senior Notes 2026, dated as of May 31, 2016, among the Company, the subsidiary guarantors party thereto, The Bank of New York Mellon, as U.S. trustee, and BNY Trust Company of Canada, as Canadian trustee (the 2026 Indenture), plus accrued and unpaid interest, if any, to the redemption date.

If we experience one of the kinds of changes of control triggering events specified in the 2026 Indenture, we will be required to make an offer to repurchase Senior Notes 2026 at a price equal to 101% of the principal amount of Senior Notes 2026, plus accrued and unpaid interest, if any, to the date of purchase.

The 2026 Indenture contains covenants that limit our and certain of our subsidiaries' ability to, among other things: (i) create certain liens and enter into sale and lease-back transactions; (ii) create, assume, incur or guarantee additional

indebtedness of the Company or the guarantors without such subsidiary becoming a subsidiary guarantor of the notes; and (iii) consolidate, amalgamate or merge with, or convey, transfer, lease or otherwise dispose of its property and assets substantially as an entirety to, another person. These covenants are subject to a number of important limitations and exceptions as set forth in the 2026 Indenture. The 2026 Indenture also provides for events of default, which, if any of them occurs, may permit or, in

certain circumstances, require the principal, premium, if any, interest and any other monetary obligations on all the then-outstanding notes to be due and payable immediately.

Senior Notes 2026 are guaranteed on a senior unsecured basis by our existing and future wholly-owned subsidiaries that borrow or guarantee the obligations under our existing senior credit facilities. Senior Notes 2026 and the guarantees rank equally in right of payment with all of our and our guarantors' existing and future senior unsubordinated debt and will rank senior in right of payment to all of our and our guarantors' future subordinated debt. Senior Notes 2026 and the guarantees will be effectively subordinated to all of our and our guarantors' existing and future secured debt, including the obligations under the senior credit facilities, to the extent of the value of the assets securing such secured debt.

The foregoing description of the 2026 Indenture does not purport to be complete and is qualified in its entirety by reference to the full text of the 2026 Indenture, which is filed as an exhibit to the Company's Current Report on Form 8-K filed with the SEC on May 31, 2016.

### **Senior Notes 2023**

On January 15, 2015, we issued \$800 million in aggregate principal amount of our 5.625% Senior Notes due 2023 (Senior Notes 2023) in an unregistered offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act and to certain persons in offshore transactions pursuant to Regulation S under the Securities Act. Senior Notes 2023 bear interest at a rate of 5.625% per annum, payable semi-annually in arrears on January 15 and July 15, commencing on July 15, 2015. Senior Notes 2023 will mature on January 15, 2023, unless earlier redeemed in accordance with their terms, or repurchased.

We may, on one or more occasion, redeem Senior Notes 2023, in whole or in part, at any time at the applicable redemption prices set forth in the indenture governing the Senior Notes 2023, dated as of January 15, 2015, among the Company, the subsidiary guarantors party thereto, The Bank of New York Mellon (as successor to Citibank N.A.), as U.S. trustee, and BNY Trust Company of Canada (as successor to Citi Trust Company Canada), as Canadian trustee (the 2023 Indenture), plus accrued and unpaid interest, if any, to the redemption date.

If we experience one of the kinds of changes of control triggering events specified in the 2023 Indenture, we will be required to make an offer to repurchase Senior Notes 2023 at a price equal to 101% of the principal amount of Senior Notes 2023, plus accrued and unpaid interest, if any, to the date of purchase.

The 2023 Indenture contains covenants that limit our and certain of our subsidiaries' ability to, among other things: (i) create certain liens and enter into sale and lease-back transactions; (ii) create, assume, incur or guarantee additional indebtedness of the Company or the subsidiary guarantors without such subsidiary becoming a subsidiary guarantor of Senior Notes 2023; and (iii) consolidate, amalgamate or merge with, or convey, transfer, lease or otherwise dispose of its property and assets substantially as an entirety to, another person. These covenants are subject to a number of important limitations and exceptions as set forth in the 2023 Indenture. The 2023 Indenture also provides for events of default, which, if any of them occurs, may permit or, in certain circumstances, require the principal, premium, if any, interest and any other monetary obligations on all the then-outstanding notes to be due and payable immediately.

Senior Notes 2023 are guaranteed on a senior unsecured basis by our existing and future wholly-owned subsidiaries that borrow or guarantee the obligations under our existing senior credit facilities. Senior Notes 2023 and the guarantees rank equally in right of payment with all of our and our subsidiary guarantors' existing and future senior unsubordinated debt and will rank senior in right of payment to all of our and our subsidiary guarantors' future subordinated debt. Senior Notes 2023 and the guarantees will be effectively subordinated to all of ours and our guarantors' existing and future secured debt, including the obligations under the Revolver and Term Loan B (as defined herein), to the extent of the value of the assets securing such secured debt.

The foregoing description of the 2023 Indenture does not purport to be complete and is qualified in its entirety by reference to the full text of the 2023 Indenture, which is filed as an exhibit to the Company's Current Report on Form 8-K filed with the SEC on January 15, 2015.

### **Term Loan B**

On May 30, 2018, we entered into a credit facility, which provides for a \$1 billion term loan facility with certain lenders named therein, Barclays Bank PLC (Barclays), as sole administrative agent and collateral agent, and as lead arranger and joint bookrunner (Term Loan B) and borrowed the full amount on May 30, 2018 to, among other things, repay in full the loans under our prior \$800 million term loan credit facility originally entered into on January 16,

2014. Repayments made under Term Loan B are equal to 0.25% of the principal amount in equal quarterly installments for the life of Term Loan B, with the remainder due at maturity.

Borrowings under Term Loan B are secured by a first charge over substantially all of our assets on a pari passu basis with the Revolver. Term Loan B has a seven year term, maturing in May 2025.



Borrowings under Term Loan B bear interest at a rate per annum equal to an applicable margin plus, at the borrower's option, either (1) the eurodollar rate for the interest period relevant to such borrowing or (2) an ABR rate. The applicable margin for borrowings under Term Loan B is 1.75%, with respect to LIBOR advances and 0.75%, with respect to ABR advances. The interest on the current outstanding balance for Term Loan B is equal to 1.75% plus LIBOR (subject to a 0.00% floor). As of March 31, 2019, the outstanding balance on the Term Loan B bears an interest rate of approximately 4.24%.

Term Loan B has incremental facility capacity of (i) \$250 million plus (ii) additional amounts, subject to meeting a "consolidated senior secured net leverage" ratio not exceeding 2.75:1.00, in each case subject to certain conditions. Consolidated senior secured net leverage ratio is defined for this purpose as the proportion of our total debt reduced by unrestricted cash, including guarantees and letters of credit, that is secured by our or any of our subsidiaries' assets, over our trailing twelve months net income before interest, taxes, depreciation, amortization, restructuring, share-based compensation and other miscellaneous charges.

Under Term Loan B, we must maintain a "consolidated net leverage" ratio of no more than 4:1 at the end of each financial quarter. Consolidated net leverage ratio is defined for this purpose as the proportion of our total debt reduced by unrestricted cash, including guarantees and letters of credit, over our trailing twelve months net income before interest, taxes, depreciation, amortization, restructuring, share-based compensation and other miscellaneous charges. As of March 31, 2019, our consolidated net leverage ratio was 1.7:1.

#### ***Revolver***

We currently have a \$450 million committed revolving credit facility (the Revolver) which matures on May 5, 2022. Borrowings under the Revolver are secured by a first charge over substantially all of our assets, and on a pari passu basis with Term Loan B. The Revolver has no fixed repayment date prior to the end of the term. Borrowings under the Revolver bear interest per annum at a floating rate of LIBOR plus a fixed margin dependent on our consolidated net leverage ratio ranging from 1.25% to 1.75%.

As of March 31, 2019, we have no outstanding balance on the Revolver. There was no activity during the three and nine months ended March 31, 2019 and we recorded no interest expense.

During the three and nine months ended March 31, 2018, we drew down nil and \$200 million, respectively, from the Revolver, partially to finance acquisitions. During the three and nine months ended March 31, 2018, we also repaid \$100 million, respectively, and recorded interest expense of \$2.7 million and \$7.3 million, respectively, relating to amounts drawn on the Revolver.

For further details relating to our debt, please see note 10 "Long-Term Debt" to our Condensed Consolidated Financial Statements.

#### ***Shelf Registration Statement***

On August 30, 2017, we filed a universal shelf registration statement on Form S-3 with the SEC, which became effective automatically (the Shelf Registration Statement). The Shelf Registration Statement allows for primary and secondary offerings from time to time of equity, debt and other securities, including Common Shares, Preference Shares, debt securities, depositary shares, warrants, purchase contracts, units and subscription receipts. A base shelf short-form prospectus qualifying the distribution of such securities was concurrently filed with Canadian securities regulators on August 30, 2017. The type of securities and the specific terms thereof will be determined at the time of any offering and will be described in the applicable prospectus supplement to be filed separately with the SEC and Canadian securities regulators.

#### ***Pensions***

As of March 31, 2019, our total unfunded pension plan obligations were \$73.8 million, of which \$2.3 million is payable within the next twelve months. We expect to be able to make the long-term and short-term payments related to these obligations in the normal course of operations.

Our anticipated payments under our most significant plans for the fiscal years indicated below are as follows:

	Fiscal years ending June 30,		
	CDT	GXS GER	GXS PHP
2019 (three months ended June 30)	\$ 159	\$ 250	\$ 39
2020	680	1,003	153
2021	778	1,031	194
2022	866	1,039	301
2023	971	1,041	209
2024 to 2028	5,840	5,352	747
Total	\$9,294	\$9,716	\$1,643

For a detailed discussion on pensions, see note 11 "Pension Plans and Other Post Retirement Benefits" to our Condensed Consolidated Financial Statements.

### **Commitments and Contractual Obligations**

As of March 31, 2019, we have entered into the following contractual obligations with minimum payments for the indicated fiscal periods as follows:

	Payments due between				
	Total	April 1, 2019— June 30, 2019	July 1, 2019— June 30, 2021	July 1, 2021— June 30, 2023	July 1, 2023 and beyond
Long-term debt obligations <sup>(1)</sup>	\$3,449,794	\$ 38,320	\$ 294,203	\$ 1,092,366	\$ 2,024,905
Operating lease obligations <sup>(2)</sup>	331,964	18,387	128,807	79,623	105,147
Purchase obligations	14,405	3,486	10,278	641	—
	\$3,796,163	\$ 60,193	\$ 433,288	\$ 1,172,630	\$ 2,130,052

<sup>(1)</sup> Includes interest up to maturity and principal payments. Please see note 10 "Long-Term Debt" for more details.

<sup>(2)</sup> Net of \$34.8 million of sublease income to be received from properties which we have subleased to third parties.

### **Guarantees and Indemnifications**

We have entered into customer agreements which may include provisions to indemnify our customers against third party claims that our software products or services infringe certain third party intellectual property rights and for liabilities related to a breach of our confidentiality obligations. We have not made any material payments in relation to such indemnification provisions and have not accrued any liabilities related to these indemnification provisions in our Condensed Consolidated Financial Statements.

Occasionally, we enter into financial guarantees with third parties in the ordinary course of our business, including, among others, guarantees relating to taxes and letters of credit on behalf of parties with whom we conduct business. Such agreements have not had a material effect on our results of operations, financial position or cash flows.

### **Litigation**

We are currently involved in various claims and legal proceedings.

Quarterly, we review the status of each significant legal matter and evaluate such matters to determine how they should be treated for accounting and disclosure purposes in accordance with the requirements of ASC Topic 450-20 "Loss Contingencies" (Topic 450-20). Specifically, this evaluation process includes the centralized tracking and itemization of the status of all our disputes and litigation items, discussing the nature of any litigation and claim, including any dispute or claim that is reasonably likely to result in litigation, with relevant internal and external counsel, and assessing the progress of each matter in light of its merits and our experience with similar proceedings under similar circumstances.

If the potential loss from any claim or legal proceeding is considered probable and the amount can be reasonably estimated, we accrue a liability for the estimated loss in accordance with Topic 450-20. As of the date of this Quarterly Report on Form 10-Q, the aggregate of such estimated losses was not material to our consolidated financial position or results of operations and we do not believe as of the date of this filing that it is reasonably possible that a loss exceeding the amounts already recognized will be incurred that would be material to our consolidated financial position or results of operations.



*IRS Matter*

As we have previously disclosed, the United States Internal Revenue Service (IRS) is examining certain of our tax returns for our fiscal year ended June 30, 2010 (Fiscal 2010) through our fiscal year ended June 30, 2012 (Fiscal 2012), and in connection with those examinations is reviewing our internal reorganization in Fiscal 2010 to consolidate certain intellectual property ownership in Luxembourg and Canada and our integration of certain acquisitions into the resulting structure. We also previously disclosed that the examinations may lead to proposed adjustments to our taxes that may be material, individually or in the aggregate, and that we have not recorded any material accruals for any such potential adjustments in our Condensed Consolidated Financial Statements. We previously disclosed that, as part of these examinations, on July 17, 2015 we received from the IRS an initial Notice of Proposed Adjustment (NOPA) in draft form, that, as revised by the IRS on July 11, 2018 proposes a one-time approximately \$335 million increase to our U.S. federal taxes arising from the reorganization in Fiscal 2010 (the 2010 NOPA), plus penalties equal to 20% of the additional proposed taxes for Fiscal 2010, and interest at the applicable statutory rate published by the IRS.

On July 11, 2018, we also received, consistent with previously disclosed expectations, a draft NOPA proposing a one time approximately \$80 million increase to our U.S. federal taxes for Fiscal 2012 (the 2012 NOPA) arising from the integration of Global 360 Holding Corp. into the structure that resulted from the internal reorganization in Fiscal 2010, plus penalties equal to 40% of the additional proposed taxes for Fiscal 2012, and interest.

On January 7, 2019, we received from the IRS official notification of proposed adjustments to our taxable income for Fiscal 2010 and Fiscal 2012, together with the 2010 NOPA and 2012 NOPA in final form. In each case, such documentation was as expected and on substantially the same terms as provided for in the previously disclosed respective draft NOPAs, with the exception of an additional proposed penalty as part of the 2012 NOPA.

A NOPA is an IRS position and does not impose an obligation to pay tax. We continue to strongly disagree with the IRS' positions within the NOPAs and we are vigorously contesting the proposed adjustments to our taxable income, along with any proposed penalties and interest.

As of our receipt of the final 2010 NOPA and 2012 NOPA, our estimated potential aggregate liability, as proposed by the IRS, including additional state income taxes plus penalties and interest that may be due, was approximately \$770 million, comprised of approximately \$455 million in U.S. federal and state taxes, approximately \$130 million of penalties, and approximately \$185 million of interest. Interest will continue to accrue at the applicable statutory rates until the matter is resolved and may be substantial.

As previously disclosed and noted above, we strongly disagree with the IRS' positions and we are vigorously contesting the proposed adjustments to our taxable income, along with the proposed penalties and interest. We are examining various alternatives available to taxpayers to contest the proposed adjustments, including through IRS Appeals and U.S. Federal court. Any such alternatives could involve a lengthy process and result in the incurrence of significant expenses. As of the date of this Quarterly Report on Form 10-Q, we have not recorded any material accruals in respect of these examinations in our Condensed Consolidated Financial Statements. An adverse outcome of these tax examinations could have a material adverse effect on our financial position and results of operations.

For additional information regarding the history of this IRS matter, please see Note 13 "Guarantees and Contingencies" in our Annual Report on Form 10-K for Fiscal 2018.

*CRA Matter*

As part of its ongoing audit of our Canadian tax returns, the Canada Revenue Agency (CRA) has disputed our transfer pricing methodology used for certain intercompany transactions with our international subsidiaries and has issued notices of reassessment for Fiscal 2012 and Fiscal 2013. Assuming the utilization of available tax attributes (further described below), we estimate our potential aggregate liability, as of March 31, 2019, in connection with the CRA's reassessments for Fiscal 2012 and Fiscal 2013 to be limited to penalties and interest that may be due of approximately \$23 million.

The notices of reassessment for Fiscal 2012 and Fiscal 2013 would, as drafted, increase our taxable income by approximately \$90 million for each of those years, as well as impose a 10% penalty on the proposed adjustment to income.

We strongly disagree with the CRA's positions and believe the reassessments of Fiscal 2012 and Fiscal 2013 (including any penalties) are without merit. We have filed notices of objection for Fiscal 2012 and Fiscal 2013, and we are currently seeking competent authority consideration under applicable international treaties in respect of these reassessments.

Even if we are unsuccessful in challenging the CRA's reassessments to increase our taxable income for Fiscal 2012 and Fiscal 2013, or potential reassessments that may be proposed for subsequent years currently under audit, we have elective

deductions available for those years (including carry-backs from later years) that would offset such increased amounts so that no additional cash tax would be payable, exclusive of any assessed penalties and interest, as described above. We will continue to vigorously contest the proposed adjustments to our taxable income and any penalty and interest assessments. As of the date of this Quarterly Report on Form 10-Q, we have not recorded any accruals in respect of these reassessments in our Condensed Consolidated Financial Statements. Audits by the CRA of our tax returns for fiscal years prior to Fiscal 2012 have been completed with no reassessment of our income tax liability in respect of our international transactions, including the transfer pricing methodology applied to them. The CRA is currently auditing Fiscal 2014 and Fiscal 2015 and have proposed to reassess such years in a manner consistent with Fiscal 2012 and Fiscal 2013. We are engaged in ongoing discussions with the CRA and continue to vigorously contest the CRA's audit positions.

*GXS Brazil Matter*

As previously disclosed and in connection with the intercompany charges between GXS Group, Inc. and its subsidiary, GXS Tecnologia da Informação (Brasil) Ltda., based on the historical transfer pricing studies, approximately \$1.5 million accrued in relation to this matter became statute barred during the three months ended March 31, 2019 and accordingly was released as a recovery under "Special charges".

*GXS India Matter*

Our Indian subsidiary, GXS India Technology Centre Private Limited (GXS India), is subject to potential assessments by Indian tax authorities in the city of Bangalore. GXS India has received assessment orders from the Indian tax authorities alleging that the transfer price applied to intercompany transactions was not appropriate. Based on advice from our tax advisors, we believe that the facts that the Indian tax authorities are using to support their assessment are incorrect. We have filed appeals and anticipate an eventual settlement with the Indian tax authorities. We have accrued \$1.3 million to cover our anticipated financial exposure in this matter.

Please also see Part I, Item 1A "Risk Factors" in our Annual Report on Form 10-K for Fiscal 2018.

***Off-Balance Sheet Arrangements***

We do not enter into off-balance sheet financing as a matter of practice, except for guarantees relating to taxes and letters of credit on behalf of parties with whom we conduct business, and the use of operating leases for office space, computer equipment, and vehicles. None of the operating leases described in the previous sentence has, and we currently do not believe that they potentially may have, a material effect on our financial condition, revenues, expenses, results of operations, liquidity, capital expenditures or capital resources. In accordance with U.S. GAAP, neither the lease liability nor the underlying asset is carried on the balance sheet, as the terms of the leases do not meet the criteria for capitalization.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We are primarily exposed to market risks associated with fluctuations in interest rates on our term loans, revolving loans and foreign currency exchange rates.

***Interest rate risk***

Our exposure to interest rate fluctuations relate primarily to our Term Loan B.

As of March 31, 2019, we had an outstanding balance of \$990.0 million on Term Loan B. Term Loan B bears a floating interest rate of 1.75% plus LIBOR. As of March 31, 2019, an adverse change of one percent on the interest rate would have the effect of increasing our annual interest payment on Term Loan B by approximately \$9.9 million, assuming that the loan balance as of March 31, 2019 is outstanding for the entire period (June 30, 2018—\$10.0 million).

***Foreign currency risk***

***Foreign currency transaction risk***

We transact business in various foreign currencies. Our foreign currency exposures typically arise from intercompany fees, intercompany loans and other intercompany transactions that are expected to be cash settled in the near term. We expect that we will continue to realize gains or losses with respect to our foreign currency exposures. Our ultimate realized gain or loss with respect to foreign currency exposures will generally depend on the size and type of cross-currency transactions that we enter into, the currency exchange rates associated with these exposures and changes in those rates. Additionally, we have hedged certain of our Canadian dollar foreign currency exposures relating to our payroll expenses in Canada.



Based on the foreign exchange forward contracts outstanding as of March 31, 2019, a one cent change in the Canadian dollar to U.S. dollar exchange rate would have caused a change of approximately \$0.6 million in the mark to market on our existing foreign exchange forward contracts (June 30, 2018—\$0.5 million).

*Foreign currency translation risk*

Our reporting currency is the U.S. dollar. Fluctuations in foreign currencies impact the amount of total assets and liabilities that we report for our foreign subsidiaries upon the translation of these amounts into U.S. dollars. In particular, the amount of cash and cash equivalents that we report in U.S. dollars for a significant portion of the cash held by these subsidiaries is subject to translation variance caused by changes in foreign currency exchange rates as of the end of each respective reporting period (the offset to which is recorded to accumulated other comprehensive income on our Condensed Consolidated Balance Sheets).

The following table shows our cash and cash equivalents denominated in certain major foreign currencies as of March 31, 2019 (equivalent in U.S. dollar):

(In thousands)	U.S. Dollar Equivalent at March 31, 2019	U.S. Dollar Equivalent at June 30, 2018
Euro	\$ 103,954	\$ 120,346
British Pound	28,810	31,211
Canadian Dollar	18,393	24,590
Swiss Franc	78,027	52,652
Other foreign currencies	108,895	117,459
Total cash and cash equivalents denominated in foreign currencies	338,079	346,258
U.S. dollar	427,145	336,684
Total cash and cash equivalents	\$ 765,224	\$ 682,942

If overall foreign currency exchange rates in comparison to the U.S. dollar uniformly weakened by 10%, the amount of cash and cash equivalents we would report in equivalent U.S. dollars would decrease by approximately \$33.8 million (June 30, 2018—\$34.6 million), assuming we have not entered into any derivatives discussed above under "Foreign Currency Transaction Risk".



**Item 4. Controls and Procedures**

**(A) Evaluation of Disclosure Controls and Procedures**

As of the end of the period covered by this Quarterly Report on Form 10-Q, our management, with the participation of the Chief Executive Officer and Chief Financial Officer, performed an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that as of March 31, 2019, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Exchange Act were recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that information required to be disclosed by us in the reports we file under the Exchange Act (according to Rule 13(a)-15(e)) is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

**(B) Changes in Internal Control over Financial Reporting (ICFR)**

Based on the evaluation completed by our management, in which our Chief Executive Officer and Chief Financial Officer participated, our management has concluded that there were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the fiscal quarter ended March 31, 2019, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II - Other Information****Item 1A. Risk Factors**

*You should carefully consider the risk factors discussed in Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for our fiscal year ended June 30, 2018. These are not the only risks and uncertainties facing us. Additional risks not currently known to us or that we currently believe are immaterial may also impair our operating results, financial condition and liquidity. Our business is also subject to general risks and uncertainties that affect many other companies.*

**The vote by the United Kingdom to leave the European Union (EU) could adversely affect us**

The June 2016 United Kingdom referendum on its membership in the EU resulted in a majority of United Kingdom voters voting to exit the EU (Brexit). We have operations in the United Kingdom and the EU, and as a result, we face risks associated with the potential uncertainty and disruptions that may follow Brexit, including with respect to volatility in exchange rates and interest rates and potential material changes to the regulatory regime applicable to our operations in the United Kingdom. Brexit could adversely affect European or worldwide political, regulatory, economic or market conditions and could contribute to instability in global political institutions, regulatory agencies and financial markets. For example, depending on the terms of Brexit, the United Kingdom could also lose access to the single EU market and to the global trade deals negotiated by the EU on behalf of its members. Disruptions and uncertainty caused by Brexit may also cause our customers to closely monitor their costs and reduce their spending budget on our products and services. While we have not experienced any material financial impact from Brexit on our business to date, we cannot predict its future implications. Any impact from Brexit on our business and operations over the long term will depend, in part, on the outcome of tariff, tax treaties, trade, regulatory, and other negotiations the United Kingdom conducts, and could adversely affect our business, operating results and financial condition.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds****PURCHASE OF EQUITY SECURITIES OF THE COMPANY  
FOR THE THREE MONTHS ENDED MARCH 31, 2019**

<b>Period</b>	<b>(a) Total Number of Shares (or Units) Purchased</b>	<b>(b) Average Price Paid per Share (or Unit)</b>	<b>(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs</b>	<b>(d) Maximum Number of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs</b>
01/01/19 to 01/31/19	—	\$ —	—	—
02/01/19 to 02/28/19	—	\$ —	—	—
03/01/19 to 03/31/19	51,794	\$ 37.94	—	—
Total	51,794	\$ —	—	—

<sup>(1)</sup> Represents Common Shares repurchased in the open market and subsequently reissued as settlement of DSU awards. For more details, please see note 12 "Share Capital, Option Plans and Share-based Payments" to our Condensed Consolidated Financial Statements.

**Item 6. Exhibits**

The following documents are filed as a part of this report:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
31.1	<u>Certification of the Chief Executive Officer, pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2	<u>Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1	<u>Certification of the Chief Executive Officer pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.2	<u>Certification of the Chief Financial Officer pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101.INS	XBRL instance document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	XBRL taxonomy extension schema.
101.CAL	XBRL taxonomy extension calculation linkbase.
101.DEF	XBRL taxonomy extension definition linkbase.
101.LAB	XBRL taxonomy extension label linkbase.
101.PRE	XBRL taxonomy extension presentation.

## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

### **OPEN TEXT CORPORATION**

Date: May 1, 2019

By: /s/ MARK J. BARRENECHEA

**Mark J. Barrenechea**  
Vice Chair, Chief Executive Officer and Chief Technology Officer  
(Principal Executive Officer)

/s/ MADHU RANGANATHAN

**Madhu Ranganathan**  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

/s/ ADITYA MAHESHWARI

**Aditya Maheshwari**  
Senior Vice President and Chief Accounting Officer  
(Principal Accounting Officer)