Open Text Corporation
(the "Company")

CHARTER OF THE COMPENSATION COMMITTEE

As approved by the Board of Directors on August 8, 2012

A. PURPOSE AND SCOPE

The primary function of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") is to exercise the responsibilities and duties set forth below, including but not limited to, (i) discharging the Board's responsibilities relating to the compensation of the Company's executive officers, (ii) administering the Company's incentive compensation and stock plans, and (iii) assisting the Board with respect to management succession and development. The Committee shall review and make recommendations to the Board regarding (i) company-wide compensation programs and practices, (ii) all aspects of the remuneration of the Company's executive officers and (iii) equity-based plans and any material amendments thereto (including increases in the number of Common Shares available for grant as options or otherwise thereunder). The "executive officers" of the Company shall be those officers defined in Rule 16a-1(f) under the Securities Exchange Act of 1934.

B. COMPOSITION AND MEETINGS

1. The Committee shall be comprised of a minimum of two members of the Board as appointed by the Board, each of whom shall (a) meet any independence requirements of National Policy 58-201 – *Corporate Governance Guidelines* of the Canadian Securities Administrators, the Securities and Exchange Commission, any exchange upon which securities of the Company are traded, or any governmental or regulatory body exercising authority over the Company (each a "Regulatory Body"), and each member of the Committee shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee, (b) be a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (c) be an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code.

2. A majority of the members of the Committee shall constitute a quorum at any meeting of the Committee, but in no case shall a quorum be comprised of less than two members of the Committee, and the action of a majority of those present (or all members if only two members form the Committee), after determining a quorum, shall be the act of the Committee.

3. The members of the Committee shall be appointed by the Board at the meeting of the Board following each annual meeting of shareholders and shall serve until their successors shall be duly appointed and qualified or until their earlier death, resignation or removal. The Board may fill a vacancy in the membership of the Committee and may remove a member of the Committee at any time for any

reason. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members.

4. The Board, excluding all directors on the Committee and directors whose executive compensation has been separately approved by the Committee, shall annually review the Committee's performance and the Committee shall undertake a self-assessment on an annual basis.

5. The Committee shall meet as necessary, but at least twice each year, to enable it to fulfill its responsibilities and duties as set forth herein. The Committee shall hold executive sessions without management present at each Committee meeting.

6. The Committee may invite members of management or others to attend Committee meetings and provide pertinent information as the Committee may request on the issues being considered, provided that the CEO and other executives may not be present during any voting or deliberations on compensation of the CEO or such other executives, respectively.

7. Meetings may be called by the Chair of the Committee or at the request of any member of the Committee or any member of the Board.

8. Ordinarily, meetings of the Committee should be convened with no less the seven days notice having been given. In exceptional circumstances the requirement for notice may be waived subject to the formal consent of no less than the number of Committee members that constitutes a quorum of the Committee or instruction by a resolution of the Company's Board of Directors.

9. The Committee shall report its actions to the members of the Board and the Corporate Secretary of the Company and keep written minutes of its meetings which shall be recorded and filed with the books and records of the Company. Minutes of each meeting will be made available to the members of the Board and the Corporate Secretary of the Company.

C. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Committee shall:

10. Review and assess the adequacy of this Charter periodically as conditions dictate, but at least annually, to ensure compliance with any rules or regulations promulgated by any Regulatory Body and recommend any modifications to this Charter if and when appropriate to the Board for its approval;

11. At least annually, establish a Committee work plan for a period of not less than one year.

12. Review and make recommendations to the Board regarding the terms and

conditions, design, approval, implementation, administration and interpretation of the Company's compensation plans, including any equity-based compensation plans, and each amendment thereof, all subject to final approval by the Board and take such actions in regard to such plans as may be required by the terms of the plan, provided that equity-based plans and material amendments to equity-based plans shall require shareholder approval as required under applicable laws, rules or regulations;

13. Determine the eligibility requirements applicable to participants in the Company's compensation plans as may be required by the terms of a plan; and evaluate the performance of each compensation plan, as required under applicable laws, rules or regulations;

14. At least annually, review and make recommendations to the Board regarding corporate goals and objectives relevant to compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives and make recommendations to the Board regarding the annual salary, bonus, stock options, and other benefits, direct and indirect, of the CEO;

15. At least annually, review and make recommendations to the Board regarding corporate goals and objectives relevant to compensation of the Executive Chairman and the other executive officers, evaluate the performance of the Company's Executive Chairman and the other executive officers and make recommendations to the Board regarding the annual salary, bonus, stock options, and other benefits, direct and indirect, of the Executive Chairman and the other executive officers;

16. At least annually, review, in conjunction with the Audit Committee, incentive compensation arrangements to confirm they do not encourage inappropriate or unintended risk taking.

17. At least annually, review on a periodic basis the operation of the Company's executive compensation programs to determine whether they are properly coordinated and administered;

18. At least annually, review policies in the area of management perquisites;

19. At least annually, submit a report to the Board on human resources matters;

20. Oversee management succession planning and make appropriate recommendations to the Board at least annually regarding the appointment and succession of the Company's executive officers;

21. Review and discuss the "Compensation Discussion and Analysis" section to be included in the Company's management proxy statement and proxy circular and Annual Report on Form 10-K and produce and annual report for inclusion in the Annual Report on Form 10-K and/or proxy circular and proxy statement stating it has reviewed and discussed the "Compensation Discussion and Analysis" with management and has recommended to the Board its inclusion in such document;

22. Form and delegate authority to subcommittees where appropriate;

23. On a periodic basis, as determined necessary or advisable, retain the services of a compensation consultant. The Committee shall approve in advance any other work the consultant performs at the request of management and ensure compliance with the requirements established by Regulatory Bodies related to the retaining and using of such consultants.

24. Oversee the Company's compliance with any rules promulgated by any Regulatory Body prohibiting loans to officers and directors of the Company; and

25. Perform such additional functions as shall be assigned to it by resolution of the Board and exercise such additional powers as may be reasonably necessary or desirable, in the Committee's discretion, to fulfill its responsibilities and duties under this Charter.

D. ACCESS TO MANAGEMENT AND INDEPENDENT ADVICE

The Committee shall have unrestricted access to the Company's officers and employees. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities and duties as described above, and may seek, retain and terminate accounting, legal, consulting or other expert advice from a source independent of management, at the expense of the Company, with notice to either the Lead Director, the Executive Chairman or the CEO of the Company, as deemed appropriate by the Committee. In furtherance of the foregoing, the Committee shall have the sole authority to retain and terminate such consultants or advisors to be used to assist in the evaluation of Executive Chairman, CEO or executive officer compensation and shall have the sole authority to approve such consultant or adviser's fees and other retention terms.

This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Articles and By-Laws, it is not intended to establish any legally binding obligations.