Open Text Corporation
(the "Company")

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

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

PURPOSE AND SCOPE

The primary function of the Committee is to assist the Board of Directors (the "Board") of the Company in fulfilling its responsibilities by: (i) identifying individuals qualified to become members of the Board and recommending to the Board nominees for election as directors at the next annual meeting of shareholders, (ii) establishing and reviewing corporate governance policies, (iii) adopting a corporate code of business conduct and ethics applicable to all directors, officers and employees (a "Code of Business Conduct and Ethics"), and (iv) monitoring compliance with and periodically reviewing the Code of Business Conduct and Ethics.

COMPOSITION AND MEETINGS

1. The Committee shall be comprised of a minimum of two directors as appointed by the Board, each of whom shall meet any independence requirements of National Policy 58-201 – *Corporate Governance Guidelines of Canadian Securities Administrators*, the Securities and Exchange Commission (including Rule 16b-3 promulgated pursuant to the Securities Exchange Act of 1934, as amended), , 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. 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 (2) 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.

2. The members of the Committee shall be appointed by the Board at the meeting of the Board of Directors 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 remove a member 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. The Board shall annually review the Committee's performance.

3. 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 Chairman of the Committee may from time to time invite employees or officers of the Company or others to attend Committee meetings and provide pertinent information as the Committee may request on the issues being considered. The Committee shall hold executive sessions without management present at each Committee meeting.

4. 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.

5. The Committee shall report its actions to the members of the Board and the 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 Secretary of the Company.

6. The Committee may delegate its authority to subcommittees as it deems appropriate.

7. Ordinarily, meetings of the Committee should be convened with no less than seven (7) days notice having been given. In exceptional circumstances the requirement for notice can 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.

RESPONSIBILITIES AND DUTIES

Subject to the powers and duties of the Board, the Board has delegated the following powers and duties to be performed by the Committee on behalf of and for the Board:

Board Composition and Nominations.

1. Reviewing and assessing the adequacy of this Charter periodically as conditions dictate, but at least annually (and recommending changes to the Board for its approval, if and when appropriate).

2. Reviewing annually the charters of the Board of Directors and its other Committees, together with the position descriptions of the Chair of the Board, the Chief Executive Officer and each of the Committee Chairs, and recommending to the Board such amendments to those charters as the Committee believes are necessary or desirable.

3. Making recommendations to the Board establishing policies and procedures for (i) identifying and selecting potential nominees for the Board of Directors, and (ii) considering all nominees to the Board including those recommended by shareholders. The Committee shall adopt procedures for the submission of recommendations by shareholders as it deems appropriate.

4. Recommending to the Board (i) nominees for election as directors of the Company, and (ii) nominees to fill vacancies on the Board or to increase the size of the Board as may be approved by the Board in accordance with applicable law and requirements of Regulatory Bodies, in each case in accordance with the criteria set forth in the Charter Governing Director Nominations as adopted by this Committee and as attached hereto as Appendix "A".

5. Making a recommendation to the Board with respect to the appointment of a Chair or Executive Chair of the Board and a Lead Director (if applicable).

6. Making recommendations to the Board with respect to policies establishing criteria for Board membership and retirement therefrom (including establishing any mandatory age of retirement), it being understood that subject to election at each annual general meeting, the nominal appointment to the Board of any director will be for a period of one year.

7. Determining annually which members of the Board of Directors the Committee considers to be unrelated and independent Directors, and recommending such determination to the Board along with the analysis by the Committee of the principles supporting that determination.

Establishment and Review of Corporate Governance Policies.

8. Reviewing and assessing the adequacy of the Code of Business Conduct and Ethics periodically, but at least annually. The Committee shall recommend any amendments to the Code of Business Conduct and Ethics to the Board for approval. The Code of Business Conduct and Ethics at a minimum shall (i) comply with any requirements established by any Regulatory Body or any other applicable statute, rule or regulation that the Committee deems relevant, (ii) address conflicts of interest, full and fair disclosure and compliance with laws, (iii) encourage the reporting of any illegal or unethical behaviour and expressly prohibit retaliation of any kind for any such reports or complaints, (iv) provide clear and objective standards for compliance with the Code of Business Conduct and Ethics and a fair process by which to determine waivers or violations thereof, and (v) contain an enforcement mechanism.

9. Collaborating with the Company's officers and legal counsel to disclose publicly any amendments to the Code of Business Conduct and Ethics required to be disclosed by any Regulatory Body.

10. At least annually, (a) review the corporate governance trends and best practices applicable to the Company, (b) review the adequacy and effectiveness of the Board's governance policies, practices and procedures, and (c) following the review in (a) and (b), recommend to the Board, as appropriate, new corporate governance policies, practices and procedures.

11. Collaborating with the Company's officers and legal counsel and the Audit Committee of the Board to establish procedures for (a) the receipt, retention and

treatment of complaints received by the Company regarding violations of or non-compliance with the Code of Business Conduct and Ethics; (b) the confidential, anonymous submission by employees of the Company of complaints regarding any such violations or non-compliance; and (c) the submission to the Audit Committee of any such complaints regarding accounting, internal accounting controls, or auditing matters.

12. Preparing and recommending to the Board annually a Statement of Corporate Governance Practices to be included in the Company's annual report or management proxy circular.

13. Recommending procedures to permit the Board and its Committees to function independently of management of the Company, including procedures to permit the Board and its Committees to meet on a regular basis without management present.

14. Monitoring and ensuring the adequacy of the orientation and continuing education program for members of the Board.

15. Ensuring that the Company has an acceptable policy for communications by the Company with its shareholders, the investment community, the media, governments and their agencies, employees and the general public.

16. Periodically reviewing of charitable donations by the Company.

17. Evaluating director compensation, recommending to the full Board the appropriate level of director compensation, and taking primary responsibility for ensuring that any payments to directors other than in their capacity as directors are fully and properly disclosed.

Oversight of the Evaluation of the Board and Executive Officers.

18. At least annually, reviewing and evaluating and determining an appropriate response, including but not limited to reporting any violation of law to any appropriate Regulatory Body, to credible evidence indicating violation(s) of or non-compliance with (a) the Code of Business Conduct and Ethics by directors or executive officers of the Company (other than such matters regarding accounting, internal accounting controls, or auditing matters which shall be addressed by the Audit Committee), (b) the articles or by-laws of the Company, or (c) the charters of the Board or any committee of the Board.

19. Assessing, at least annually, the current composition, organization and effectiveness of the Board as a whole and the Committees of the Board (being the Audit, Compensation, and Corporate Governance and Nominating Committees) in light or requirements established by the Regulatory Bodies, including considering the appropriate size of the Board and its Committees and make recommendations regarding the foregoing to the Board for approval. In connection with this assessment, requesting each director to provide his or her assessment of the

effectiveness of the Board and each committee, as well as the performance of each of the other individual directors, taking into account the competencies and skills each director is expected to bring to his or her particular role on the Board or on a committee, as well as any other relevant facts.

Shareholder Proposals.

20. Reviewing all shareholder proposals submitted to the Company in connection with meetings of shareholders (including any proposal relating to the nomination of a member of the Board) and the timeliness of the submission thereof and recommending to the Board appropriate action on each such proposal.

General.

21. Taking such other actions regarding the Company's corporate governance that the Committee or the Board shall reasonably deem to be appropriate and in the best interests of the Company and its stakeholders or as shall otherwise be required by any Regulatory Body.

Access to Management and Independent Advice.

22. The Committee shall have unrestricted access to Company officers and employees, documents and the resources necessary to carry out its responsibilities. 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 Chief Executive Officer 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 consultant or advisor to be used to assist in the evaluation of such matters 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.

APPENDIX "A" to the
Charter of the Corporate Governance and Nominating Committee
Charter Governing Director Nominations

The Board of Directors (the "Board") of Open Text Corporation (the "Company") has promulgated and adopted this Charter Governing Director Nominations in accordance with the rules adopted by the Securities and Exchange Commission ("SEC") and the corporate governance rules adopted by the NASDAQ Stock Market, Inc. ("NASDAQ"). The Company recognizes that its shareholders desire increased insight into the Company's director nominations process and the Company endeavours to apply this Charter Governing Director Nominations to that end.

A. IDENTIFYING AND EVALUATING DIRECTOR NOMINEES

1. Responsible Committee.

The Corporate Governance and Nominating Committee (the "Committee") is responsible for, among other duties specified in its charter, identifying individuals qualified to become members of the Board and its committees, and recommending that the Board select the director nominees for election at the next annual meeting of shareholders.

2. Process for Consideration of Nominees.

(a) Identification of Candidates. The Committee shall identify candidates for director nominees in consultation with management, through the use of search firms or other advisers, through recommendations submitted by shareholders pursuant to the procedures prescribed by applicable laws or through such other methods as the Committee deems to be helpful to identify candidates.

(b) Evaluation Process. Once candidates have been identified, the Committee shall confirm that the candidates meet all of the qualifications for director nominees set forth in applicable laws and this Charter. The Committee may gather information about the candidates through interviews, background checks, or any other means that the Committee deems to be helpful in the evaluation process. The Committee shall then meet as a group to discuss and evaluate the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess; the competencies and skills that the Board considers each existing director to possess; and the competencies and skills each new nominee will bring to the boardroom. There shall be no difference in the manner by which the Committee evaluates director candidates, whether proposed by a shareholder or by one of the other methods described above.

(c) Recommendation of Nominees to Board. Based on the results of the evaluation process, the Committee shall recommend for the Board's selection the nominees for election to the Board.

B. DIRECTOR QUALIFICATIONS AND SKILLS

The Company seeks directors who possess the qualifications and skills described in this Section B. Moreover, the Company evaluates each individual candidate in the context of the overall composition and needs of the Board, with the objective of recommending a group that can best fulfill the duties of the Board as set forth in applicable law and in the charters of the Board and its committees, in order to lead to the success of the Company's business and represent shareholder interests using its diversity of experience, competence and skill. The Committee will consider these and other qualifications, skills and attributes when recommending candidates for the Board's selection as nominees for the Board:

1. Board Qualifications.

(a) Independence. A majority of the members of the Board shall meet the independence requirements promulgated by applicable Canadian securities regulatory authority, the SEC, 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 collectively the "Regulatory Bodies"), as in effect from time to time. In any event, an independent director must be free from any relationship that, in the opinion of the Board, would interfere with, or have the appearance of interfering with, the exercise of his or her independent judgment as a member of the Board or of a Board committee, including any conflicts of interest stemming from his or her institutional or other affiliations.

(b) Minimum Qualification. In addition to the minimum qualifications prescribed by applicable law, the Company requires its directors to possess certain minimum qualifications, including a director must have substantial or significant business or professional experience or an understanding of technology, finance, marketing, financial reporting, international business or other disciplines relevant to the business of the Company.

(c) Other Qualities and Skills. The Company also considers the following qualities and skills in its selection of directors:

i. Economic, technical, scientific, academic, financial, accounting, legal, marketing, or other expertise applicable to the business of the Company;

ii. Leadership or substantial achievement in their particular fields;

iii. Demonstrated ability to exercise sound business judgment;

iv. Integrity, high moral and ethical character and business or professional standing that will add to the Board's reputation;

v. Potential to contribute to the diversity of viewpoint, backgrounds, or experiences of the Board as a whole and the Committees thereof;

vi. Capacity and desire to represent the balanced, best interests of the shareholders as a whole and not primarily a special interest group or constituency;

vii. Ability to work well with others;

viii. High degree of interest in the business of the Company;

ix. Dedication to the success of the Company;

x. Commitment to responsibilities of a director;

xi. International business or professional experience; and

xii. Such other criteria as the Committee shall determine to be relevant.

2. Committee Qualifications.

(a) Audit Committee. All members of the Audit Committee shall meet the independence and applicable requirements of the Regulatory Bodies, as in effect from time to time, as well as the requirements set forth in the Audit Committee Charter. All members shall be financially literate and at least one member of the Audit Committee shall qualify as being financially sophisticated and an Audit Committee financial expert as set forth in such committee's charter and the rules under the Securities Exchange Act of 1934, respectively.

(b) Compensation Committee. All members of the Compensation Committee shall meet the independence and applicable requirements of the Regulatory Bodies, as in effect from time to time, as well as the requirements set forth in the Compensation Committee Charter.

(c) Corporate Governance and Nominating Committee. All members of the Corporate Governance and Nominating Committee shall meet the independence and corporate governance and applicable requirements of the Regulatory Bodies, as in effect from time to time, as well as the requirements set forth in the Corporate Governance and Nominating Committee Charter.

(d) Other Committees. Members of other committees shall meet the applicable requirements of the Regulatory Bodies and the Board as the Board deems necessary.

3. Limits on Other Board Memberships and Commitments. The Company expects that a director's existing and future commitments will not materially interfere with such director's obligations to the Company. The Company recognizes that directors should limit the number of boards on which they serve so that they can give proper attention to each board responsibility. However, the philosophy of the Company is not to set an invariant limit on the number of boards on which a director may serve. In the event a director wishes to join the board of another company, it is expected that the director will notify the Executive Chair once he or she has determined to accept any invitation to serve on another corporate board or with any governmental advisory or charitable organization. The Corporate and Nominating Committee shall evaluate the continued appropriateness of Open Text board membership under the new circumstances and, if necessary, make a recommendation to the Board as to any action to be taken with respect to continued Board membership.

4. Incumbents. For candidates who are incumbent directors, the Company takes into consideration the following factors, among others, when considering such individuals as director nominees; such director's past attendance at meetings, participation in and contributions to the activities of the Board and any changes in professional roles and responsibilities. In the event an incumbent director retires, has any change in employer or has any other significant change in professional roles and responsibilities, he or she is expected to report that change to the Board, through the Executive Chairman or the Secretary. The Corporate Governance and Nominating Committee shall evaluate the continued appropriateness of Open Text board membership under the new circumstances and, if necessary, make a recommendation to the Board as to any action to be taken with respect to continued Board membership.

5. Amendments. The Committee shall review and assess the adequacy of this Charter Governing Director Nominations periodically, as well as in response to rules promulgated by the Regulatory Bodies. The Company will disclose any material changes to this Charter as required by the Regulatory Bodies in the Company's SEC filings.