Code of Business Conduct and Ethics

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Trust is one of our core values and to maintain our company’s position as a market leader, it is crucial for us to earn the trust of our customers, our employees, our investors, and the communities in which we operate. Gaining that trust starts with understanding the Code of Business Conduct and Ethics and then putting it into practice every day. Our company is known for conducting business with integrity. The Open Text Code of Business Conduct and Ethics explains our ethical standards, and you it is important for all of us, to become familiar with it and use it as a guideline as you conduct business on behalf of Open Text.

Open Text is committed to complying with all applicable laws and regulations. We are equally dedicated to establishing a workplace where every employee is afforded opportunities to succeed. As an employee of Open Text, we are expected to obey the letter and spirit of all applicable laws and regulations and we are expected to conduct ourselves with integrity and respect. We can only keep these commitments if we work together and the Code of Business Conduct and Ethics explains how we can do our part.

If you have questions or you suspect there has been a violation of our Code of Business Conduct and Ethics, you should contact the Compliance Officer or call our Compliance Hotline. You are encouraged to ask questions, and we are all obligated to report compliance violations. We will not tolerate retaliation against anyone who asks questions or reports violations in good faith.

The Code of Business Conduct and Ethics is intended to be a living document that will be updated from time to time to accommodate our ever-changing world. As an ambassador for Open Text, you are encouraged to review it often.

Thank you for joining Open Text in its unwavering commitment to conduct business ethically and honestly.

(signed) Mark Barrenechea
INTRODUCTION

Purpose and Scope:

Open Text is committed to conducting its business ethically and in compliance with the letter and spirit of all applicable laws. As an employee, officer or director of Open Text, each one of us is responsible for maintaining this standard of excellence by conducting ourselves with Courage, Integrity, Honesty and Respect. This Policy has been established not only to promote such behavior but also to empower you to raise good faith concerns on a confidential basis and free from retaliation.

This Policy is not intended to be a one-time read. This Policy and the other Open Text policies referenced herein are living documents that may be updated from time to time. As you conduct business on behalf of Open Text, you are encouraged to use this Policy as a guideline for doing the right thing. If you are ever unsure about how this Policy applies to you or your situation or if you have concerns or questions, you should seek clarification from your manager or the Compliance Officer as outlined herein.

This Policy applies to all employees, officers and directors of Open Text Corporation and its affiliates and subsidiaries around the world. Adherence to this Policy is a condition of employment, and failure to adhere to this Policy is considered a serious violation of the employment relationship and will lead to disciplinary action that may include dismissal.
We also expect all our vendors, contractors and partners to conduct themselves in a manner consistent with this Policy.

Important Notice: This Policy and the other policies and guidelines described herein are not contracts of employment. Open Text does not create any contractual rights by issuing this Policy.
COURAGE

We understand that speaking up might not always seem easy, but it is always the right thing to do. Open Text is proud of every employee who decides to speak up in good faith if they observe a violation of this Policy. Our reputation and high ethical standards are of the utmost importance. Therefore, we encourage all employees to report violations of this Policy. Retaliation against an employee who reports a violation of this Policy in good faith will not be tolerated.

Q: My colleague told me that her husband accompanied her on a business trip and she expensed all of their meals and activities to the company. She is good friends with our manager, and our manager approved all the expenses. When I asked my manager about it, he said he had the authority to approve the expenses and if I know what’s best, I won’t question his authority again. Can my manager get me fired or penalize me if I report the matter?

A: Your manager cannot get you fired or penalize you for reporting the matter. Open Text will not tolerate retaliation against you for speaking up.

Zero Tolerance for Retaliation:

If you retaliate against a person who has reported a violation in good faith, you will be subject to disciplinary action that may include dismissal. No one who raises a concern, asks for advice or submits a report under this Policy in good faith should suffer retaliation, harassment, or an adverse employment consequence because they raised a concern. Open Text takes all claims of retaliation very seriously. Allegations of retaliation will be thoroughly investigated and appropriate disciplinary action will be taken.

Asking Question and Reporting Violations:

If you have knowledge of a potential, suspected or actual violation of this Policy or any law, regulation or accounting practice, or know of any misconduct that may adversely impact our company, employees or stockholders, you have an obligation to promptly report relevant information to the Compliance Officer or the Chair of the Corporate Governance and Nominating Committee or to the Compliance Hotline. If you raise a concern with one of these contacts and the issue is not resolved, you should raise it with one of the other contacts.
Important Contact Information:

Chair of the Corporate Governance and Nominating Committee  corporategovernance@opentext.com
Compliance Officer  compliance@opentext.com
Compliance Hotline  1-800-361-8540

The Compliance Hotline is a 24-hour reporting hotline service. Your call will be answered by a third-party service that will submit your concern to the Compliance Officer or to the Chair of the Corporate Governance and Nominating Committee. Outside of North America, you can still access the toll free number by using AT&T USA Direct Access Numbers. A listing of these numbers by country can be found at AT&T USA Direct Access Numbers.

If you are contacted by Open Text personnel who are investigating a report, you must always provide truthful and accurate information. If you are contacted by an external investigator, you must notify the Law Department immediately. You must never alter or destroy documents or evidence in any investigation.

You may disclose your identity but you are not required to do so. Confidentiality of the reporting person will be maintained to the fullest extent possible consistent with applicable law and the need to conduct an adequate investigation.
INTEGRITY

Open Text is committed to conducting business with integrity and we expect each of our employees to hold themselves to an equally high ethical standard. This means you should avoid engaging in activities like insider trading or acts that result in a conflict of interest. You are expected to obey all applicable laws and protect Open Text’s, and in some cases a third party’s, assets, confidential information and intellectual property. It is a top priority to earn and keep the trust of those with whom we do business.

Conflicts of Interest:

Employees are expected to be loyal to Open Text and act in the best interest of the company. Conflicts of interest arise where your private interest interferes in any way, or even appears to interfere, with the best interests of the company. Conflicts can arise where you take action or have interests that may make it difficult to perform your duties to the company objectively and effectively, or where you or a member of your family receives improper personal benefits as a result of your position in the company.

You should avoid activities or relationships that may cause potential conflicts with your job or Open Text’s best interests or that may reflect negatively on Open Text’s image. Furthermore, you should avoid acquiring financial interests in an entity that is a competitor, customer of or a supplier to Open Text, or that is in a partnering alliance with Open Text, including those entities known to you to be considering any such relationship. This does not apply to investments in mutual funds or pension plans which themselves invest in any such entities as part of their portfolios.

Examples of Conflict of Interest:

• Employment by a competitor, regardless of the nature of the employment, while simultaneously being employed by Open Text.

• Giving Open Text business to another entity in which you or a close family member has a substantial ownership or management interest.

• Acting independently as a consultant to a known competitor, customer, or supplier.

• Using company assets, intellectual property, or other resources for personal gain.

• Accepting any cash, gift, or benefit that is intended to, or could be interpreted as, intended to influence the performance of your duties.

• Personal relationships in the workplace that present a conflict of interest or the appearance of impropriety.

• Accepting payments, gifts, or benefits in violation of Open Text’s Anti-Corruption Policy.
Examples of Conflict of Interest through Outside Activity:

• Serving as an officer/director for an organization where there is any potential interference with job performance at Open Text.

• Accepting a board position with a not-for-profit entity if there is, or may be, a business relationship between Open Text and the entity or an expectation of financial or other support from Open Text.

• Doing business for Open Text with a party with whom you or an immediate family member have an association.

• Creating an invention for personal gain (i) on company time, (ii) using company assets and/or (iii) which competes or reasonably could compete with Open Text.

Q: My best friend needed some money to start an office supply business. I lent him the cash, and I became a silent partner in the business and I’m not really involved in the operations of the business. I am in the Procurement Department, and my manager recently asked me to recommend a new office supply company. Can I recommend my best friend’s business?

A: You can recommend your friend’s business as long as you fully disclose your interests in the business and receive the proper approvals according to this Policy. You should also recommend other competitive office supply companies to your manager.

Open Text directors and executive officers must notify the Executive Chairman 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 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. Other possible outside involvement by members of the Board of Directors must be referred to the Executive Chairman and the Chair of the Corporate Governance and Nominating Committee.

Disclosing Conflicts of Interest:

You must disclose any matter that you believe may present a conflict of interest. This disclosure is made for the purpose of determining whether or not a conflict of interest exists and whether or not you can proceed with the proposed activity or conduct.

If you are not an officer or director, you should disclose any such situation to your Level D or E Manager who will refer the matter to the Compliance Officer or the Chair of the Corporate Governance and Nominating Committee of the Board of Directors, as appropriate. Prior written approval from the Level D Manager will be required before you can proceed.
Directors and officers should disclose any such situation that reasonably could be expected to give rise to a conflict of interest or the appearance of a conflict to the Chair of the Corporate Governance and Nominating Committee of the Board of Directors. Prior written approval from the Chair of the Corporate Governance and Nominating Committee will be required before the individual can proceed.

**Loans and Guarantees:**

Except where credit may be extended as part of the Company’s ordinary course of business, Open Text does not provide loans, advances or guarantees of personal obligations to any employees, officers, directors, or their family members. In all cases personal loans to executive officers and directors are prohibited.

**Anti-Corruption/Anti-Bribery:**

You must treat customers, suppliers, competitors, regulators and all other persons with complete impartiality and according to Open Text's best interests. No payments, gifts, kickbacks or benefits may be offered to any person in an attempt to gain an advantage in any situation or to influence improperly that person's performance of duties. In addition, you are strictly prohibited from offering money, merchandise, favor, or services (other than as accepted in general business practice and for which you have received approval in advance from the Level D Manager) to any agent or organization in a position to benefit Open Text.

**Q:** I am in Sales. I’ve been trying to win business with a strategic customer for months now. The customer’s procurement manager said she’s very close to making a decision whether to buy our solution, but another company offered a better discount on their products and also offered her a few hundred dollars in gift cards. She asked, “So what can you do for me?” What should I tell her?

**A:** Open Text offers competitive pricing and will consider discounts on a case-by-case basis. You should consult the Approvals and Authorities Policy for more information about discounts. You are not permitted to offer any personal incentives. Cash, gift cards and other gifts could be considered a bribe to win the business. Offering a bribe is illegal and a violation of this Policy.
You are not permitted to accept any cash, gift, kickback or benefit that is intended to or could be interpreted as intended to influence the performance of your duties. This prohibition extends to members of your immediate family. If you are offered any cash, gift, or benefit, notify your Level D Manager or the Compliance Officer. If it is more than a common business courtesy, return the gift or refuse the benefit immediately.

All commissions, rebates, discounts, credits, and allowances must be in the form of written instruments made out to the business entity involved. Courtesies to external sources are to be detailed on a Business Expense Report.

Please review Open Text’s [Anti-Corruption Policy](#) for more information on this important topic.

**Insider Trading:**

There are strict laws prohibiting the buying and selling of securities of a company while being aware of material corporate information relating to that company that has not been disclosed. Trading securities while in possession of material non-public information (i.e., “inside information”) is called "insider trading" and is prohibited by law. Severe penalties can be imposed on persons who violate insider trading laws. You must not disclose inside information to any other person and must not buy or sell Open Text shares or the securities of any other company when in possession of inside information concerning Open Text or such other company. Recommending or suggesting that

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**Q:** I got some information that Open Text is acquiring a company, but the information has not been publicly announced yet. Can I buy or sell stock, option or other securities of the company being acquired?

**A:** No. You would be purchasing or selling securities while in possession of material on non-public (or "inside") information you gained as a result your position at Open Text. It is illegal and a violation of this Policy to purchase or sell stock or other securities while in possession of inside information.
Q: Why do I have to ask my customers whether they plan to export the software they are licensing and where they plan to use it?

A: Trade laws prohibit the sale of software to certain countries and designated nationals, so it is important for us to verify that we will not be selling our products in violation of these laws.

anyone else buy or sell shares of Open Text when you are aware of inside information about Open Text (also known as “tipping”) is also prohibited by law, by Open Text’s Insider Trading Policy and by this Policy. Directors, officers, and certain employees are subject to strict trading restrictions to avoid any appearance of trading based on non-public inside information.

Please review Open Text’s Insider Trading Policy for more information on this important topic.

Compliance with Trade Laws:

Open Text is a global company and is required to comply with trade laws governing the import and export of goods, software and services. Trade laws may require our products to have special licenses, designations or identification numbers before they can be imported or exported. Trade laws prohibit the sale of our products or services into certain countries or to certain nationals identified by the government.

If your duties include providing services, selling products or fulfilling orders across international borders, you should contact the Law Department or Compliance Officer to ensure compliance with applicable trade regulations.

Compliance with Laws:

We are committed to compliance with all applicable laws, rules and regulations in the jurisdictions where we conduct business. We have specifically addressed some of those laws in this Policy, however, this Policy
Q: I am in Marketing. I’m working on a press release and I want to describe the success that one of our biggest customers has had using our solution. Is that OK?

A: It depends. Some of our contracts prohibit us from mentioning the other party in our publications. You should check with the Law Department so they can review the relevant contract. You will likely need to get written permission from the customer too.

Practical Measures You Can Take:

- Always lock your computer when you leave your workstation.
- Always double-check email recipients before sending emails, especially when using “reply all”.
- Never discuss confidential information on a conference bridge line while you are waiting for individuals outside the company to join or after you believe those individuals have dropped off.
- Always mark confidential documents “Open Text Confidential”.
- If you have questions about a particular customer, contact the Law Department to see if there are any specific contractual obligations.

You are required to maintain the confidentiality of non-public information obtained in the course of your duties. This information may belong to Open Text or its partners or customers. You cannot use the information for personal benefit or release it to inappropriate parties. Partners, customers or other third parties may have a non-disclosure agreement with Open Text which subjects their information to additional restrictions and procedures. Before disclosing any information to a third party, you are responsible for ensuring such disclosure is made in accordance with any such non-disclosure agreement and this Policy.

You occupy a position of trust within the Company. Never disclose confidential information in any form (for example records, reports, financial and sales information, or plans involving Open Text or its customers, suppliers, or competitors, such as customer names that have not been publicly announced, project details, acquisitions, etc.) to an outside party or to an employee who does not have authorized access. Use of confidential information for personal gain or to influence business transactions is not permitted.

Confidential information should only be discussed in a secure environment and only amongst employees with authorized access and on a “need to know”
Q: Can I work from home on my personal computer?

A: No. You must only work from a secure workstation. Contact your manager if you wish to work from home and Open Text IT can set you up with a secure home office workstation.

Care should be taken while having business discussions in public environments such as on airplanes, elevators, in restaurants and other public venues that are considered insecure.

If you receive an external request for confidential Open Text information, refer such requests to your Level E Manager. If a government agency has issued notice that by law it is required to release confidential Open Text information to a third party, you must escalate the matter by providing written notice to your Level D Manager, the Compliance Officer, and Open Text Legal Counsel prior to the release of the information.

You must safeguard confidential documents, laptop computers, and other Open Text property that is required to be taken outside the workplace for legitimate business reasons.

Regarding matters of litigation, or potential litigation, the details must be forwarded to the Law Department without delay.

Data Privacy:

Open Text regards the lawful and correct treatment of personal information as very important to the successful and efficient performance of its functions, and to maintain the confidence of its customers and partners. Many countries have laws protecting personally identifiable information (PII). PII can include an individual’s name, telephone numbers, social security number, email addresses or home address. Certain PII, including, but not limited to, information about an individual’s medical records, financial records,
A: No. Even if your friend’s intentions are genuine and seem harmless, the information she has requested is PII, and you are obligated to maintain the confidentiality of every employee’s PII.

Q: I am in Professional Services and I am on-site for a large customer in the health insurance industry. I don’t need any PII to perform my duties. Do I need to worry about data privacy rules in this Policy?

A: Yes. You should always consider how the guidelines in this Policy affect you. You should always limit your access to PII. Open Text may also have additional contractual obligations to the customer. You should consult with your manager and the Law Department according to this Policy.

All PII should be considered confidential information and should be treated as such according to this Policy. You are required to handle, store and dispose of PII in compliance with the relevant laws that apply to the information. To the extent possible, you should limit your exposure and access to PII. You should only access PII to the extent necessary to perform your job duties.

Please review Open Text’s Data Protection Policy for more information on this important topic. If you suspect PII is being used in violation of this Policy you should report it immediately to the Compliance Officer. If you have questions about how this section of the Policy applies to you, contact your Level D Manager immediately.

Safeguarding Intellectual Property:

Q: A new customer wants to see a demonstration of our software, but the Law Department says we need a Non-Disclosure Agreement (NDA) in place first. It’s just a demo, so why do we need an NDA?

A: During demonstrations, we often reveal intellectual property like technical product information, product roadmaps, pricing and other customer’s names. If we do not have a NDA in place with your customer, you will not be able to share this information, which would significantly impact the effectiveness of the demonstration.

You are responsible for protecting Open Text’s intellectual property (IP). Open Text’s IP may include, but is not limited to, patents, software code, technical product information, information regarding research and development, confidential market research, customer names, customer lists, pricing information, and trade secrets. A trade secret is information, including formula, pattern, compilation, program, method, technique, or process, that: (i) derives its value from not being known by others, especially competitors and (ii) is the subject of reasonable efforts to maintain its secrecy. Trade secrets by their nature derive their value from remaining secret. Therefore, when a trade secret is stolen, it immediately loses its value.
As a software company, Open Text’s entire business rests upon the value of its intellectual property and trade secrets. Therefore, you should use the utmost care in protecting Open Text’s IP and trade secrets, including treating such information as confidential according to this Policy. You must use Open Text IP for its intended purpose: supporting and conducting company business. Please review Open Text Information Security Policies for more information on this important topic.

Open Text’s IP also includes its logos, trademarks, and copyrights. Before using or allowing a third party to use any of Open Text’s logos, trademarks, or copyrights, you should check with the Law Department. More information about authorized use of Open Text’s logos, trademarks, and copyrights is available on Open Text’s website.

In addition to protecting Open Text’s IP, you must also respect the intellectual property rights of others. Open Text will not knowingly use the intellectual property of a third party without permission. This means you should not use software or other copyright-protected content without a proper license to do so. You may only use licensed materials in conformity with the terms and conditions of the applicable license agreement.

If you suspect the IP rights of Open Text or a third party have been violated, contact the Law Department immediately.
Company Assets:

Company assets include telephones, copy machines, leased premises, company credits cards and email accounts. You must reasonably protect company assets from misuse, damage or theft. You can only use Open Text assets and opportunities for the intended purpose of supporting and conducting company business.

Anti-Trust:

Many countries have adopted anti-trusts laws intended to protect fair competition by prohibiting activities that result in monopolies or price fixing or otherwise limit competition. Open Text is proud of its formidable position in the competitive marketplace and is committed to adhering to all applicable anti-trust laws.

Examples of agreements that could limit competition:

- Partner agreements not restricted to a certain territory.
- Agreement not to sell to, market to or divide certain customers, groups or territories.
- Agreements with competitors to establish prices.

Anti-trust laws are complicated, so you should always consult with the Law Department before entering into agreements or understanding, whether formal or informal, with customers, partners or competitors that could have the effect of limiting competition in the marketplace. Even the appearance of impropriety could raise concerns under anti-trust laws, so you cannot discuss company information like pricing, research and development, contract terms and conditions, prospective customer and partner opportunities, employment practices, marketing strategies with competitors unless you have received management approval and approval from the Law Department.
Dealing with Competitors:

You are forbidden from sharing information with competitors about matters such as our pricing and conditions of sale, costs, our products and service offerings, market conditions or other confidential information, from which competitors could gain benefit over Open Text or that would violate this Policy. In order to avoid violating this Policy or giving the appearance of impropriety, you should use extra caution when interacting with competitors. You must only accept, read, use or obtain information about competitors through lawful means.

Government as a Customer:

The procedures for contracting with foreign, federal, state and local governments, government-owned enterprises or through government resellers often differ from traditional commercial contracting processes, and may be subject to special requirements or restrictions specific to a particular governmental agency. You should discuss any opportunity to sell directly or indirectly to the government with the Law Department. It is illegal to offer a direct or indirect benefit to a public official or government employee for the purpose of obtaining, retaining, or directing business. You are responsible for complying with all such laws.
HONESTY

Open Text conducts business honestly and fairly. This means you are expected to do things like keep accurate and complete records and avoid activities like theft, fraud and money laundering.

Books and Records:

Open Text is committed to providing full, fair, accurate, timely, and understandable disclosure in all public communications including the reports and documents that it files with the United States Securities and Exchange Commission and other applicable regulatory bodies.

You should never modify records, omit important information or make statements that are intentionally misleading, including but not limited to creating or maintaining undisclosed or unrecorded funds of money or other assets. All Open Text employees are required to maintain accurate records and reports including, but not limited to, expense reports, sales quotes, invoices, customer information, product information and company financial records.

When transacting business on behalf of Open Text, you must strictly adhere to the Approvals and Authorities Policy, which is designed to ensure that all transactions meet internal approval requirements and are properly recorded and supported as required by law and good business practice.

Open Text maintains internal controls and procedures designed to provide reasonable assurance of achieving (i) efficiency of operations; (ii) safeguarding and proper management of company assets; (iii) reliability of financial reporting.

Q: Where can I find more information about acceptable expenses and travel?

A: You can find more information in Open Text’s Global Travel & Expense Policy posted to our intranet.
that is in compliance with generally accepted accounting principles; and (iv) compliance with applicable laws and regulations.

Compliance with these controls and procedures is of paramount importance. If you believe that Open Text’s books or records are not being properly maintained, or that information is not being properly disclosed in accordance with these controls and procedures, you should report the matter immediately.

**Legal Hold:**

There may be times when the Law Department will require you to retain documents longer than usual; this is referred to as a “legal hold”. Usually a legal hold is issued regarding legal matters such as litigation. If you receive notice of a legal hold, you will be required to safeguard any and all potentially relevant documentation and data as described in the legal hold notice. Once you receive notice of a legal hold, it will remain in effect until the Law Department issues an express written release of the legal hold.

**Preventing Theft and Fraud:**

We all understand that theft means taking something that doesn’t belong to you without permission. Theft can be perpetrated by taking someone else’s tangible property or money, or by committing fraud. Fraud is intentionally misleading someone in order to make them to do (or not do) something based on the misleading statements or actions you made and which results in that person
sustaining economic harm. Open Text does not tolerate theft or fraud. Individuals who commit theft or fraud will be disciplined and may face criminal prosecution or civil penalties.

**No Money Laundering or Terrorist Financing:**

Money Laundering is the process of concealing illegitimate funds by moving them through legitimate businesses, in other words, washing dirty money through clean companies. A related concern is the use of legitimate funds to finance or support terrorist groups or activities. Money laundering and terrorist financing are illegal. You must never knowingly participate directly or indirectly in money laundering or terrorist financing. Report suspicious activity, such as requests to transfer funds to or from countries or companies unrelated to your particular transaction, to the Compliance Officer immediately.

**Corporate Giving:**

Being a good corporate citizen and investing in the communities we serve is an important part of the way we do business at Open Text. In addition to granting donations to organizations, we encourage our employees to become active members in our communities through volunteering. You can find out more about corporate giving at Open Text on our [website](#).
Publicity:

Open Text has authorized only specific individuals to make statements on behalf of the company. Open Text must ensure that all public statements adhere to legal requirements and company objectives. If you are contacted by a member of the media, a securities analyst or investor, you should refer them to Open Text Public Relations at publicrelations@opentext.com.
RESPECT

Open Text is committed to maintaining a work environment that is grounded in respect for each individual and their personal dignity. This includes creating a work environment that is safe and a company culture that promotes success for all Open Text employees.

No Discrimination and No Harassment:

Each individual has the right to work in a professional atmosphere that promotes equal opportunities and prohibits discriminatory practices. Discrimination means placing someone at a disadvantage. You cannot discriminate against someone based on their race, ancestry, religion, place of origin, color, ethnic origin, citizenship, creed, gender, pregnancy, sexual orientation, age, marital status, family status, mental or physical disability, social conditions, political belief or any other factor unrelated to job requirements.

Harassment in the workplace is a form of discrimination. Harassment can take on many forms including jokes, slurs, unwelcome touching, assault, threats, unwelcome requests for sexual favors or dates, and derogatory comments, gestures, cartoons, photographs.

Harassment and discrimination are illegal and strictly prohibited. Any form of harassment or discrimination is unacceptable and will not be tolerated at Open Text. Violation of this policy could result in immediate termination.

Q: My co-workers and I recently finished a big project. We went out for a few drinks after work to celebrate. While we were hanging out, one of my co-workers asked me out on a date. I politely turned him down, but he seemed really angry. Ever since then he has been rude and condescending to me. He’s really become difficult to work with, even other people in the office have started to notice. Is this really something I should bother my manager about?

A: You should never feel like you will be bothering your manager by following company policies. You should report the matter to your manager and follow the instructions for reporting violations of this Policy as outlined herein. Remember, Open Text will not tolerate any form of harassment.

Q: I believe my manager is discriminating against a co-worker based on his sexual orientation. When I asked my co-worker about it he said he didn’t want to make things worse by reporting it. Even though my manager isn’t targeting me, should I report the matter?

A: If you believe in good faith that there is a violation of this Policy, you have an obligation to report it.
You are required to comply with all laws and company policies regarding discrimination and harassment. Employees are required to review Open Text’s [Workplace Harassment & Discrimination Policy](#).

**No Substance Abuse:**

Open Text is committed to providing a safe work environment and to fostering the well-being and health of its employees. Open Text seeks to foster a community where substance abuse is not condoned and where those with substance abuse problems are provided with assistance. Open Text’s primary approach to preventing substance abuse is to educate its employees regarding the medical and psychological hazards of substance abuse.

All U.S. employees are required to review Open Text’s [Substance Abuse Policy](#).

**Equal Opportunity Employer:**

The goal of Open Text is to provide a working environment that is inclusive of everyone regardless of race, ancestry, religion, place of origin, color, ethnic origin, citizenship, creed, gender, gender identification, veteran status, culture, national origin, pregnancy, sexual orientation, age, marital status, family status, mental or physical disability, social conditions, political belief or any other factor unrelated to job requirements or other basis protected by applicable laws.
Open Text believes that a diverse workforce has significant positive results in attracting and retaining talent. For more information about this important topic, please review Open Text’s Employment Equity & Diversity Policy which has been created to help employees understand, support, and comply with guidelines developed to promote diversity and inclusiveness at Open Text.

Health and Safety:

We provide employees with a safe and healthy working environment, and we recognize that an effective health and safety program is an integral part of every job activity in all of its operations. We have developed an Occupational Health and Safety Policy for you to review which outlines our commitment to providing a safe working environment.

Privacy:

Open Text respects the privacy of its employees and encourages a collaborative work environment. All employees should be aware that email, internet use, instant messaging, wikis and all forms of social computing are business tools and as such may be monitored and recorded by Open Text to ensure compliance with this policy. Open Text reserves the right to monitor its facilities and equipment in order to ensure safety, prevent illegal activity, investigate any reports of misconduct, comply with applicable laws, manage information systems, and for other reasonable business purposes.

Company access to individual employee systems will be managed in accordance with local legislation and Open Text will cooperate fully with local,
state/provincial and federal authorities in any investigation concerning or related to any illegal activities and activities not in compliance with Company policies conducted through the company network. Employees should be aware that data and other materials in files maintained on the network may be subject to review, disclosure or discovery. Please review the Email, Internet and Social Computing Policy for more information.
ADMINISTRATION AND RESOURCES

Open Text is committed to ensuring the success of this Policy. As such, we have established procedures for administering and enforcing this Policy, and we have made many resources available to help you understand and apply this Policy.

Investigations and Disciplinary Action:

The Corporate Governance and Nominating Committee of the Board of Directors of the company is responsible for administering this Policy. An Ethics Committee and a Compliance Officer have also been designated to assist in the administration of this Policy and the receipt of submissions made under this Policy.

All issues and concerns specifically related to accounting, internal financial controls, and/or auditing will be reviewed and forwarded to the Audit Committee.

If a suspected violation is reported concerning an employee who is neither a director nor an officer of the company, then the Chair of the Ethics Committee will promptly convene a meeting of the Ethics Committee to review the suspected violation. The Chair of the Ethics Committee will review all decisions of the Ethics Committee with the Chief Legal Officer and then the Ethics Committee will make recommendations to the President and Chief Executive Officer or the Board of Directors, as appropriate, for action.

If a suspected violation is reported concerning a director or officer, then the matter shall be referred directly to the Chair of the Corporate Governance and Nominating Committee who will promptly convene a meeting of the Corporate Governance and Nominating Committee to review the suspected violation. The
Corporate Governance and Nominating Committee will make recommendations to the Board regarding any violations of this Policy.

Deliberations of the Corporate Governance and Nominating Committee and of the Ethics Committee will be conducted with professionalism and decisions will be recorded. Findings may also be shared with the reporting employee as appropriate.

Disciplinary action for violation of this Policy will correspond to the gravity of the offense. If you violate this Policy appropriate corrective action will be taken, which may include loss of access to system accounts and/or other disciplinary action up to and including termination of employment.

**Compliance Officer and Ethics Committee:**

The Chief Legal Officer and Corporate Secretary shall operate as the Compliance Officer. The Compliance Officer shall chair the Ethics Committee, which is composed of at least three people. The Ethics Committee will have one representative from the Law Department, one representative for Human Resources, and one representative from a revenue-generating department. Members of the Ethics Committee may be rotated each fiscal year. The Ethics Committee is responsible for communicating this Policy and assisting the Corporate Governance and Nominating Committee in administering this Policy.

The Ethics Committee will meet at least annually and the Chair of the Ethics Committee will convene special meetings if required.
Waivers of this Policy:

Open Text does not expect that waivers of this Policy will be granted.

Only the Board of Directors or a Committee of the Board of Directors may grant a waiver of any provision of this Policy. Open Text officers and directors must submit a request for such a waiver to the Corporate Governance and Nominating Committee of the Board of Directors in writing. If you are not an officer or director, you must submit a request for a waiver to the Compliance Officer. Open Text will publicly disclose any substantive changes to this Policy that apply to certain executive officers, or any waivers of a provision of this Policy that apply, in the manner and to the extent required by law or applicable regulations.

Certificate of Compliance:

All directors, officers, and employees will be required to certify that they have read this Policy and will comply with it.

Related Company Policies:

Open Text maintains separate, detailed policies regarding such matters as securities trading, public disclosure, health and safety, sexual harassment, employee theft, internet and email usage, and employee substance abuse that can be obtained by employees on the corporate Intranet. These separate policies are consistent in all aspects with the spirit and the letter of this Policy.
Definitions:

“Business Unit” means one or more of the functional areas of the Company such as: Law Department, Finance, Research and Development, Human Resources, Global Services, IS&T, Marketing, and Sales.

“Compliance Officer” means the Chief Legal Officer and Corporate Secretary, who shall also be the Chairperson of the Ethics Committee (complianceofficer@opentext.com).

“Level D Manager” means a person who is a direct report to the President and Chief Executive Officer.

“Level E Manager” means a person who is a direct report to a Level D Manager.

Department Responsible for this Policy:

Office of the President

Questions or Concerns with this Policy:

All questions, requests for clarification or concerns regarding this Policy should be directed to the Compliance Officer at complianceofficer@opentext.com.