OPEN TEXT CORPORATION

Majority Voting Policy for Director Elections

In connection with all meetings of shareholders of the Company at which Directors are to be elected, the Company shall provide forms of proxy that provide shareholders with the option of voting for or against the election of each individual nominee of the Company to the Board of Directors.

In accordance with amendments to the Canada Business Corporations Act, and the regulations promulgated thereunder to come into effect on August 31, 2022 (such Act, regulations and amendments and any future amendments thereto collectively referred to as the "CBCA"), a nominee for election as a Director in an uncontested election that does not receive a greater number of votes for their election than votes against their election (a "Majority Against Vote") shall not be elected as a Director. In certain prescribed circumstances, the CBCA permits the Board of Directors to appoint a nominee as a Director notwithstanding a Majority Against Vote.

The CBCA further provides that an incumbent Director who was a nominee in an uncontested election that was not elected during the election as a result of a Majority Against Vote may continue in office until the earlier of (i) the 90th day after the day of the election, and (ii) the day on which their successor is appointed or elected. This policy shall apply to a Director that receives a Majority Against Vote and who continues as a Director in accordance with the foregoing provision of the CBCA. An "uncontested election" shall mean an election in which the number of nominees for Director shall be equal to the number of Directors to be elected. In a contested election, this policy shall not apply and nominees shall be elected by plurality voting.

In an uncontested election of Directors, any nominee for Director who receives a Majority Against Vote shall tender their resignation to the Chair of the Board of Directors immediately following the Company's annual meeting, such resignation to be effective upon acceptance by the Board of Directors. The Corporate Governance & Nominating Committee shall promptly consider such tendered resignation and recommend to the Board of Directors the action to be taken with respect to such tendered resignation. The recommendation of the Corporate Governance & Nominating Committee may be, among other things, to (i) accept the resignation; or (ii) defer acceptance of the resignation until the earlier of 90 days after date of the Majority Against Vote or the day on which a replacement Director with certain necessary qualifications held by the subject Director can be identified and appointed to the Board of Directors; provided that, in the absence of exceptional circumstances that would support the deferred acceptance of the resignation, the Corporate Governance & Nominating Committee shall recommend the acceptance of the resignation.

In considering the deferred acceptance of the resignation, the Corporate Governance & Nominating Committee is authorized to consider all factors it deems relevant to the best interests of the Company and in accordance with applicable law and stock exchange rules. If any Director who tenders their resignation pursuant to this policy is a member of the Corporate Governance & Nominating Committee, they shall not participate in any portion of a meeting of that Committee in which it considers the decision to recommend to the Board of Directors whether their resignation shall be accepted. However, such Director shall remain active and engaged in all other Corporate Governance & Nominating Committee activities, deliberations and decisions during this Corporate Governance & Nominating Committee process. If each member of the Corporate Governance & Nominating Committee process. If each member of the Corporate Governance & Nominating Committee members receives a Majority Against Vote in the same election, or if a sufficient number of Corporate Governance & Nominating Committee members receives a Majority Against Vote in the same election such that the Corporate Governance & Nominating Committee no longer has a quorum, then the independent directors of the Board of Directors shall establish a committee composed of the independent Directors who did not receive a Majority Against Vote to consider the resignation offers and recommend to the Board of Directors whether to accept them, provided that if fewer

than two independent Directors did not receive Majority Against Votes in the same election, the Board of Directors shall establish a committee composed of all independent Directors to consider the resignation offers and recommend to the Board of Directors whether to accept them. Any such committee established in accordance with this paragraph shall comply with the provisions in this policy that are otherwise applicable to the Corporate Governance & Nominating Committee, and any such committee together with the Corporate Governance & Nominating Committee shall be collectively referred to as the "Committee" in the policy.

If the Committee recommends that the Board of Directors immediately accept the tendered resignation, the Committee shall also recommend to the Board of Directors whether to fill the vacancy resulting from the resignation through an appointee of the Board or at the next annual meeting of shareholders or at a special meeting of shareholders, or to reduce the size of the Board of Directors.

The Board of Directors shall act on the Committee's recommendation in respect of a resignation tendered pursuant to this policy within 90 days following the date of the Majority Against Vote. In considering the Committee's recommendation, the Board of Directors will consider the factors considered by the Committee and such additional information and factors that the Board of Directors considers to be relevant. Any Director who tenders their resignation pursuant to this policy shall not participate in any portion of a meeting of the Board of Directors in which it considers whether their resignation shall be accepted but shall be eligible to be counted for the purpose of determining whether the Board has quorum. Following the Board of Directors' decision on the acceptance of the resignation, the Board of Directors shall promptly disclose, via press release, a copy of which shall be provided to the Toronto Stock Exchange and NASDAQ Stock Exchange, its decision whether to accept the Director's resignation. If a resignation is accepted, the Board of Directors may (i) leave the resultant vacancy in the Board of Directors unfilled until the next annual meeting of shareholders of the Company; (ii) fill the vacancy through the appointment of a Director whom the Board of Directors considers to merit the confidence of the shareholders of the Company; or (iii) call a special meeting of the shareholders of the Company to consider the election of a nominee recommended by the Board of Directors to fill the vacant position.

The Board of Directors may at any time in its sole discretion supplement or amend any provision of this policy in any respect, repeal the policy in whole or part or adopt a new policy relating to Director elections with such terms as the Board of Directors determines in its sole discretion to be appropriate, subject to applicable law or stock exchange rules. The Board of Directors will have the exclusive power and authority to administer this policy, including without limitation the right and power to interpret the provisions of this policy and make all determinations deemed necessary or advisable for the administration of this policy. All such actions, interpretations and determinations which are done or made by the Board of Directors in good faith will be final, conclusive and binding.