

**Open Text Corporation
(the “Company”)**

CHARTER OF THE TALENT AND COMPENSATION COMMITTEE

As approved by the Board of Directors on August

21. At least annually, review policies in the area of management perquisites.
22. At least annually, submit a report to the Board on human resources matters.
23. 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.
24. Review and discuss the "Compensation Discussion and Analysis" section to be included in the Company's management proxy circular and Annual Report on Form 10-K and produce an annual report for inclusion in the Annual Report on Form 10-K and/or proxy circular stating it has reviewed and discussed the "Compensation Discussion and Analysis" with management and has recommended to the Board its inclusion in such document.
25. Review and discuss the progress of the Company's equity, diversity and inclusion efforts across its global talent.
26. Review and discuss human capital disclosures to be included in the Company's Annual Report on Form 10-K.
27. Form and delegate authority to subcommittees where appropriate.
28. 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. Before selecting or receiving advice from a consultant, the Committee must take into consideration all factors relevant to the consultant's independence from management.
29. Oversee the Company's compliance with any rules promulgated by any Regulatory Body prohibiting loans to officers and directors of the Company.
30. Perform such additional functions as shall be assigned to it by the Board, by resolution or otherwise, 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.
31. Review, consider and approve or, with respect to the CEO, recommend to the Board, all employment, severance or change in control agreements with, and any special or supplemental benefits provided to, any executive officers or directors of the Company, to the extent deemed advisable. The Committee will review the impact of any potential material transaction, such as a merger, acquisition, or spin-off, on the Company's compensation plans.

