

DUTIES OF CHAIR OF THE BOARD

I. OVERVIEW OF ROLE

The Chair of the Board (the “**Chair**”) is responsible for: creating shareholder value through the efficient governance of Open Text Corporation (the “**Company**”); leading the strategic process at the board of directors of the Company (the “**Board**”); acting as the interface between the Board and management; and acting as a corporate communicator to position the Company as the leader in the Enterprise Information Management (EIM) market sector.

II. FUNCTIONS AND RESPONSIBILITIES

The Chair shall have the functions and responsibilities set out below as well as any other functions that are specifically delegated to the Chair by the Board.

In addition to these functions and responsibilities, the Chair shall perform the duties required of a chair of a board of directors by the binding requirements of any exchange upon which securities of the Company are traded or any governmental or regulatory body exercising authority over the Company, as are in effect from time to time.

1. LEAD STRATEGIC AND PROCEDURAL MATTERS AT THE BOARD

- (a) Chair of Meetings – The Chair shall chair all Board meetings and meetings of the Company’s shareholders that he or she attends. The Chair may vote at a Board meeting on any matter requiring a vote.
- (b) Board Meetings – In consultation with the Chief Executive Officer, the Corporate Secretary and other members of the Board, the Chair shall set the agenda for each Board meeting. Each Board meeting agenda shall include appropriate strategic issues and any other matters requiring approval of, or consideration by, the Board. The Chair shall encourage open questions and discussion and promote a spirit of collegiality at Board meetings.
- (c) Board Process – The Chair shall manage the Board’s processes and provide leadership to foster a professional environment and productive process for the Board.
- (d) Board Committees – The Chair shall play a leading role in ensuring that the appropriate committee structure is in place and assist the Corporate Governance and Nominating Committee in making recommendations to such committees. The Chair shall be an ex officio member of the Committees and may attend such meetings as an observer, as applicable.
- (e) Composition of the Board – The Chair shall play a leading role in determining the size and composition of the Board and consulting with the Corporate Governance and Nominating Committee on candidates for nomination or appointment to the Board.
- (f) Access to Management and Outside Advisors – On an ongoing basis, the Chair shall assess whether the Board and its committees have appropriate administrative support, access to management and access to outside advisors for the purposes of the Board fulfilling its mandate.
- (g) Director Performance – In conjunction with the committees of the Board, on at least an annual basis, the Chair shall participate in the review and assessment of (i) the fulfillment by each committee of the Board of its responsibilities, (ii) the performance of each director, and (iii) director compensation.
- (h) Director Education – The Chair shall support the orientation of new directors, and the continued education of incumbent directors. The Chair shall provide advice, counsel and mentorship to individual directors to assist them to improve their performance.

- (i) Role as a Director – The Chair of the Board shall execute his or her responsibilities as a director of the Board in accordance with lawful and ethical standards.
- (j) Additional Services – The Chair of the Board shall provide additional services as required by the Board.

2. INTERFACE WITH MANAGEMENT

- (a) Management Liaison – The Chair shall serve as a liaison between the Board and management of the Company.
- (b) Relationship between Board and Management – The Chair shall ensure there is an effective relationship between the Board and management of the Company.
- (c) Management Oversight – The Chair shall ensure the Board exercises appropriate oversight of management and adopts appropriate practices in respect of corporate governance to ensure that management is acting through its strategies, decisions and actions in the long term interests of all of the shareholders of the Company.

3. ADVISORY MATTERS RELATING TO THE CHIEF EXECUTIVE OFFICER

- (a) Meeting with Chief Executive Officer – The Chair shall regularly meet with the Chief Executive Officer to discuss matters of strategic and/or business policy; to provide feedback and advice on behalf of the Board; and to receive advance information and/or presentations on matters to be placed before the Board. On an ongoing basis, the Chair of the Board shall communicate with the Chief Executive Officer, on behalf of the Board, regarding concerns or comments of the Board, shareholders or other stakeholders.
- (b) Input on Chief Executive Officer Matters – The Chair shall provide input to the Corporate Governance and Nominating Committee in respect of the evaluation of the Chief Executive Officer.

III. REPORTING TO THE BOARD

The Chair shall report to the Board on material matters arising in undertaking his or her functions and responsibilities under this position description and, if necessary, shall make recommendations to the Board for its approval on these matters.