

## CONSENT OF GRANTOR

Dated: September 23, 2022

Reference is made to (i) the Pari Passu Intercreditor Agreement, dated as of January 16, 2014, among Barclays Bank PLC, as Intercreditor Agent, Barclays Bank PLC, as Authorized Representative under the 2011 Credit Agreement, and Barclays Bank PLC, as 2014 Administrative Agent (as the same may be amended, restated, supplemented, waived, or otherwise modified from time to time, the “Intercreditor Agreement”), and (ii) the Joinder Agreement to which this Consent of Grantor is attached (the “Joinder Agreement”). Capitalized terms used but not defined herein shall have the meanings assigned to such terms in the Intercreditor Agreement.

The Grantor party hereto has read the Intercreditor Agreement and the Joinder Agreement and consents to each such agreement. The Grantor party hereto confirms that the Intercreditor Agreement (as supplemented by the Joinder Agreement) is for the sole benefit of the First-Priority Secured Parties and their respective successors and assigns, and that the Grantor is not an intended beneficiary or third party beneficiary thereof except to the extent otherwise expressly provided therein.

The Grantor party hereto agrees to take such further action and to execute and deliver such additional documents and instruments (in recordable form, if requested) as the Intercreditor Agent may reasonably request to effectuate the terms of and the lien priorities contemplated by the Intercreditor Agreement (as supplemented by the Joinder Agreement). This Consent of Grantor shall be governed and construed in accordance with the laws of the Province of Ontario.


Notices delivered to the Grantor pursuant to this Consent of Grantor shall be delivered in accordance with the notice provisions set forth in the Intercreditor Agreement.

*[Signatures follow.]*

IN WITNESS WHEREOF, the party hereto has duly executed this Joinder Agreement to the Intercreditor Agreement as of the day and year first above written.

**OPEN TEXT UK HOLDING  
LIMITED,**  
as a Grantor

By: 

Name: 

Title: 