

Micro Focus International plc

This document is important and requires your immediate attention. Shareholders who are in any doubt as to what action to take should consult their stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your ordinary shares of 11 $\frac{1}{4}$ pence each in Micro Focus International plc (the 'Ordinary Shares'), please pass this document and the accompanying proxy form to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



12 July 2012

Dear Shareholder

To the holders of Ordinary Shares in Micro Focus International plc (the 'Company').

Notice of Annual General Meeting

The Annual General Meeting (the 'AGM') of the Company is to be held on 26 September 2012 at 1.15pm (UK time) at the Company's offices at Micro Focus House, 2 East Bridge Street, Belfast, BT1 3NQ. As you will see from the formal Notice of Annual General Meeting which follows this letter, there are a number of items of business to be considered and the purpose of each resolution to be proposed at the AGM is set out in the 'Explanatory Notes' section of this letter.

Voting at the AGM

A Form of Proxy for the AGM is enclosed and, to be valid, should be completed, signed and returned so as to reach Equiniti, the Company's Registrar, by no later than 1.15pm (UK time) on 24 September 2012. Completion and return of the Form of Proxy will not prevent you from attending and voting at the AGM in person, should you so wish.

Electronic Proxy Appointment is available for this AGM. This facility enables shareholders to lodge their proxy appointment by electronic means on a website provided by our Registrar, Equiniti, via www.sharevote.co.uk or, for those who hold their shares in CREST, through the CREST electronic proxy appointment service. Further details are set out in the notes to the Notice of AGM and the Form of Proxy.

At the AGM itself, the votes will be taken by poll rather than on a show of hands. The final result is more democratic as the proxy results are added to the votes of shareholders present who vote all their shares (rather than, in the case of a show of hands, one vote per person). The result of the polls will be announced to the London Stock Exchange and will appear on the Company's website www.microfocus.com.

Action required

Following this letter is a Notice of Annual General Meeting including resolutions relating to the matters discussed above (the 'Resolutions') together with a Form of Proxy. You are requested to complete, sign and return the Form of Proxy whether or not you intend to be present at the AGM as soon as possible and in any event, so as to reach Equiniti, the Company's Registrar by 1.15pm (UK time) on 24 September 2012. Completion and return of the Form of Proxy shall not preclude you from attending and voting in person at the AGM should you subsequently decide to do so.

Recommendation

The board believes the Resolutions are in the best interests of the Company and are most likely to promote the success of the Company for the benefit of its shareholders as a whole. The board recommends that shareholders vote in favour of each resolution as each director intends to do in respect of his or her own beneficial holding.

Yours faithfully

A handwritten signature in black ink, appearing to be "Kevin Loosemore". The signature is fluid and cursive, written over a white background.

Kevin Loosemore
Executive Chairman

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Micro Focus International plc (the '**Company**') will be held at the Company's offices at Micro Focus House, 2 East Bridge Street, Belfast, BT1 3NQ on 26 September 2012 at 1.15pm (UK time) for the purpose of considering and, if thought fit, passing the following resolutions, in the case of resolutions 1 to 12 inclusive as ordinary resolutions and in the case of resolutions 13 to 15 inclusive as special resolutions:

As Ordinary Business:

ORDINARY RESOLUTIONS

1. THAT the Company's audited financial statements for the financial year ended 30 April 2012 together with the report of the directors of the Company (the '**Directors**') and the auditor's report be received and adopted.
2. THAT a final dividend for the year ended 30 April 2012 of 23.4 cents per ordinary share be declared.
3. THAT the Directors' remuneration report for the year ended 30 April 2012 be approved.
4. THAT Kevin Loosemore, who retires voluntarily by rotation and offers himself for re-election in accordance with the Company's articles of association, be re-elected as a Director.
5. THAT Mike Phillips, who retires voluntarily by rotation and offers himself for re-election in accordance with the Company's articles of association, be re-elected as a Director.
6. THAT David Maloney, who retires voluntarily by rotation and offers himself for re-election in accordance with the Company's articles of association, be re-elected as a Director.
7. THAT Tom Skelton, who retires voluntarily by rotation and offers himself for re-election in accordance with the Company's articles of association, be re-elected as a Director.
8. THAT Karen Slatford, who retires voluntarily by rotation and offers herself for re-election in accordance with the Company's articles of association, be re-elected as a Director.
9. THAT Tom Virden, who has been appointed since the last annual general meeting, retires voluntarily and offers himself for election in accordance with the Company's articles of association, be elected as a Director.
10. THAT PricewaterhouseCoopers LLP be re-appointed as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company before which audited financial statements of the Company are laid.
11. THAT the Directors be authorised to determine the remuneration of the Company's auditors.

As Special Business:

ORDINARY RESOLUTION

12. THAT the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the '**Act**') to allot Relevant Securities (as defined in the notes to this resolution):
 - (a) up to an aggregate nominal amount of £6,204,211; and
 - (b) comprising equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £12,408,422 (after deducting from such limit the aggregate nominal amount of any Relevant Securities allotted under sub-paragraph (a) above) in connection with an offer by way of rights issue to holders of Ordinary Shares of 11½ pence each in the capital of the Company ('**Ordinary Shares**') in proportion (as nearly as may be practicable) to their existing holdings and to holders of other equity securities as required by the rights of those securities or, as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange,

and such authority shall expire on the date of the annual general meeting of the Company to be held in 2013 or, if earlier, 1 November 2013, but so that the Company may, in each case, before such expiry make an offer or agreement which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired. This authority shall be in substitution for any previous authorities granted in this regard by the Company, but without prejudice to any allotment of Relevant Securities or grant of rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

13. THAT, subject to the passing of resolution 12 in the Notice of Annual General Meeting, the Directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) of the Company for cash pursuant to the general authority conferred by resolution 12 above as if section 561(1) of the Act did not apply to any such allotment

and to sell equity securities (within the meaning of section 560 of that Act) if, immediately before the sale, such shares are held by the Company as treasury shares for cash as if section 561(1) of that Act did not apply to such sale, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares:

- (a) in connection with an offer of such securities (but in the case of the authority granted under sub-paragraph (b) of resolution 12, by way of a rights issue only) to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings of such shares and to holders of other equity securities, as required by the rights of those securities or, as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems in or under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
- (b) (other than pursuant to sub-paragraph 13(a) above) up to an aggregate nominal amount of £930,631;

and such power shall expire on the date of the annual general meeting of the Company to be held in 2013 or, if earlier, 1 November 2013 but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold (as the case may be) after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired. This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

14. THAT, subject to, and in accordance with the Company's articles of association, the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (as defined by section 693(4) of the Act) of Ordinary Shares provided that:
- (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 24,552,297 Ordinary Shares;
 - (b) the minimum price which shall be paid for each Ordinary Share is 11¼ pence;
 - (c) the maximum price which may be paid for each Ordinary Share is an amount equal to the higher of (i) 105 per cent of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Company agrees to buy the shares concerned; and (ii) the higher of the price of the last independent trade of any Ordinary Share and the highest current bid for an Ordinary Share as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buyback programmes and stabilisation of financial instruments (2273/2003);
 - (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2013 or 1 November 2013 (whichever is the earlier); and
 - (e) the Company may, before such expiry, make a contract to purchase Ordinary Shares under the authority hereby conferred which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of Ordinary Shares in pursuance of such a contract.
15. THAT the Company be and is hereby generally and unconditionally authorised to hold general meetings (other than annual general meetings) on 14 clear days' notice from the date of the passing of this resolution and expiring at the conclusion of the annual general meeting of the Company to be held in 2013 or 1 November 2013 (whichever is the earlier).

By order of the board.



Jane Smithard
Company Secretary

12 July 2012

Registered office

Micro Focus International plc
The Lawn
22-30 Old Bath Road
Newbury
Berkshire RG14 1QN
United Kingdom

Registered in England Number: 5134647

Notes to the Notice of Annual General Meeting

1. A shareholder is entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the Annual General Meeting (**'AGM'**). A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice of AGM. In order to be valid an appointment of proxy must be returned by post, by courier or by hand to the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL, United Kingdom, and must be received by 1.15pm (UK time) on 24 September 2012, or if the AGM is adjourned, 48 hours prior to the adjourned meeting. A proxy may also be appointed electronically and further details are set out at Note 2 and Note 7 below. Appointment of a proxy does not preclude a shareholder from attending the AGM and voting in person. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company's Registrars, Equiniti on 0871 384 2734 (calls to this number cost 8p per minute from a BT landline, other providers' costs may vary) or +44 (0)121 415 7047 from outside the UK. Lines open 8.30am to 5.30pm (UK time) (Monday to Friday).
2. To appoint a proxy electronically log on to the Company's Registrars' website at www.sharevote.co.uk. Shareholders will need their Voting ID, Task ID and Shareholder Reference Number, printed on the face of the accompanying Form of Proxy. Full details of the procedures are given on the website. Alternatively, if you have already registered with the Registrars' online portfolio service, Shareview, you can submit your proxy by logging on to your portfolio at www.shareview.co.uk and clicking on 'Company Meetings'. Instructions are given on the website. If you are a member of CREST, you may use the CREST electronic appointment service, details of which are set out at Note 7. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the **'Act'**) to enjoy information rights (a **'Nominated Person'**) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
3. The statement of the rights of shareholders in relation to the appointment of proxies in Note 1 above does not apply to Nominated Persons. Such rights can only be exercised by shareholders of the Company.
4. A shareholder has a right to put to the Directors any questions relating to the business to be dealt with at the AGM and subject to the exemptions under section 319A of the Act the Company must answer any such questions.
5. The Company, pursuant to the Uncertificated Securities Regulations 2001, specifies that only those shareholders on the Register of Members as at 6pm (UK time) on 24 September 2012 shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their names at that time (or, in the event of any adjournment, at 6pm (UK time) on the day which is two days before the day of the adjourned meeting). Changes to entries on the ordinary register after 6pm (UK time) on 24 September 2012 shall be disregarded in determining the right of any person to attend or vote at the AGM (unless the AGM is adjourned in which case the previous provisions of this Note 5 apply).
6. As at 5 July 2012 (being the last practicable business day prior to the publication of this Notice) the Company's issued share capital consists of 181,588,057 Ordinary Shares, carrying one vote each. As at 5 July 2012 the Company holds 17,796,879 Ordinary Shares in treasury. Therefore, after excluding treasury shares, the total number of voting rights in the Company as at 5 July 2012 are 163,791,178.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 1.15pm (UK time) on 24 September 2012. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

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8. Under section 527 of the Act members meeting the threshold requirements set out in that section have the right to require the Company to publish on its website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on its website.
 9. If all shares have been sold or transferred by the addressee, this Notice and any other relevant documents should be passed to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.
 10. A copy of this circular including the Notice of Annual General Meeting can be found on the Company's website, www.microfocus.com, free of charge.
 11. Copies of the following documents will be available for inspection at the registered office of the Company during usual business hours (Saturdays, Sundays and English public holidays excepted) from the date of this Notice until the conclusion of the AGM and will also be available for inspection at the Company's offices at Micro Focus House, 2 East Bridge Street, Belfast, BT1 3NQ from 12.15pm on 26 September 2012 until the conclusion of the AGM:
 - a) non-executive Directors' letters of appointment with the Company;
 - b) the Company's Annual Report and Accounts; and
 - c) the memorandum of association and articles of association of the Company.
 12. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
 13. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL, United Kingdom. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Equiniti by 1.15pm (UK time) on 24 September 2012, or if the AGM is adjourned, 48 hours prior to the adjourned meeting.
 14. You may not use any electronic address provided in either this Notice of AGM or any related document (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.
 15. In accordance with section 311A of the Act, the contents of this Notice, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice will be available on the Company's website www.microfocus.com.
 16. Under section 338 and section 338A of the Act, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the AGM and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company at The Lawn, 22-30 Old Bath Road, Newbury, Berkshire RG14 1QN marked for the attention of the Company Secretary or sent by email to company.secretary@microfocus.com not later than 15 August 2012, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Explanatory notes

The purpose of each of the resolutions proposed at the Annual General Meeting ('AGM') is as follows:

Resolution 1 – Financial statements

The first item of business is the requirement for shareholders to receive the audited financial statements for the financial year which ended on 30 April 2012, together with the reports of the Directors and the auditors.

Resolution 2 – Final dividend

This resolution seeks shareholder approval of the final ordinary dividend recommended by the Directors. The Directors are proposing a final dividend of 23.4 cents per Ordinary Share. An interim dividend of 8.2 cents per Ordinary Share was paid in January 2012, making a total dividend for the financial year of 31.6 cents per Ordinary Share. If approved, the dividend will be paid on 2 October 2012 to shareholders of Ordinary Shares as shown on the Company's Register of Members as of 31 August 2012. Dividends will be paid in sterling based on an exchange rate of US\$1.57/£1.00, equivalent to 14.90 pence per Ordinary Share, being the rate applicable on 20 June 2012, the date of recommendation of the dividend by the board of Directors.

Resolution 3 – Remuneration report

In accordance with section 439 of the Act, the board submits the remuneration report to a vote of shareholders. In accordance with the Act, the approval of the remuneration report is proposed as an ordinary resolution.

Resolutions 4 to 9 – Retirement, re-election and election of Directors

Under the articles of association of the Company, all Directors are required to retire and submit themselves for election at the first AGM following their appointment and on an annual basis thereafter. Accordingly each of the Directors (other than Tom Virden) has resolved to retire voluntarily and submit himself for re-election by the shareholders. Additionally, Tom Virden was appointed to the board on 5 January 2012 and has resolved to retire voluntarily and submit himself for election by the shareholders. Biographical details of the Directors are set out in the Company's annual report.

Resolutions 10 and 11 – Auditors

The Company is required to appoint auditors at each AGM at which accounts are presented, to hold office until the conclusion of the next AGM. Resolution 10, which is recommended by the audit committee, proposes the re-appointment of the Company's existing auditors, PricewaterhouseCoopers LLP. Resolution 11 follows best practice in corporate governance by separately seeking authority for the Directors to determine their remuneration.

Resolution 12 – Authority to allot shares

Under Section 551 of the Act, the Directors are, with certain exceptions, unable to allot Relevant Securities (as that term is defined below, and which includes the Company's Ordinary Shares) without the authority of the shareholders in general meeting.

In December 2008, the Association of British Insurers (the 'ABI') revised its guidelines on Directors' general authority to allot shares. The ABI's guidelines previously stated that Directors' general authority to allot shares should be limited to an amount equal to one-third of a company's issued share capital. The new guidelines state that ABI members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two-thirds of a company's issued share capital. The guidelines provide that the extra routine authority (that is the authority to allot shares representing the additional one-third of a company's issued share capital) can only be used to allot shares pursuant to a fully pre-emptive rights issue.

Accordingly sub-paragraph (a) of resolution 12 authorises the Directors to allot Relevant Securities up to an aggregate nominal amount of £6,204,211. This authority represents approximately one-third of the Ordinary Share capital in issue (excluding treasury shares) as at the last practicable business day prior to the publication of this Notice. Sub-paragraph (b) of resolution 12 authorises the Directors to allot equity securities in connection with an offer by way of a rights issue to holders of equity securities up to an aggregate nominal amount of £12,408,422, as reduced by the nominal amount of any Relevant Securities issued under sub-paragraph (a) of resolution 12. This amount (before any reduction) represents approximately two-thirds of the Ordinary Share capital in issue (excluding treasury shares) as at the last practicable business day prior to the publication of this Notice.

If approved, the authorities granted under sub-paragraphs (a) and (b) of this resolution will expire either on the date of the Company's AGM in 2013 or 1 November 2013, whichever is the earlier. The Directors have no immediate plans to make use of this authority, other than to fulfil the Company's obligations under its employees' share plans. Where the aggregate usage by the Company of the authority granted by this resolution exceeds one third of the nominal value of the Company's issued Ordinary Shares (excluding treasury shares) as at the last practicable business day prior to the publication of this Notice and also, in the case of issuance being in whole or part by way of a fully pre-emptive rights issue, monetary proceeds exceed one third (or such lesser relevant proportion) of the pre-issue market capitalisation of the Company, in accordance with the articles of association, all Directors wishing to remain in office will stand for re-election at the next AGM following the decision to make the issue in question.

For the purposes of resolution 12 '**Relevant Securities**' means;

- (a) shares in the Company other than shares allotted pursuant to:
 - an employees' share scheme (as defined by section 1166 of the Act);
 - a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
 - a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security; and
- (b) any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employees' share scheme (as defined by section 1166 of the Act). References to the allotment of Relevant Securities in the resolution include the grant of such rights.

Resolution 13 – Disapplication of pre-emption rights

Section 561 of the Act imposes restrictions on the issue of equity securities (as that term is defined in the Act and which includes the Company's Ordinary Shares) which are, or are to be, paid up wholly in cash and not first offered to existing shareholders. Resolution 12 will give the Directors authority to allot Ordinary Shares for cash without the need to comply with the statutory provisions in certain circumstances. Resolution 13 is conditional upon resolution 12 having been passed and will be proposed as a special resolution. In light of the ABI guidelines described in resolution 12 above, the authority granted under sub-paragraph (a) of resolution 13 will permit the Directors to allot shares up to an aggregate nominal amount of £12,408,422 (representing approximately two-thirds of the Ordinary Share capital in issue as at the last practicable business day prior to the publication of this Notice) on an offer to existing shareholders on a pre-emptive basis. However, unless the shares are allotted pursuant to a rights issue (rather than an open offer), the Directors may only allot shares up to an aggregate nominal amount of £6,204,211 (representing approximately one-third of the Company's issued Ordinary Share capital as at the last practicable business day prior to the publication of this Notice), in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit. Consequently, sub-paragraph (b) of resolution 13 will authorise the Directors to allot Ordinary Shares for cash up to an aggregate nominal amount of £930,631 without first being required to offer them to existing shareholders. This authority shall include the sale by the Company of any Ordinary Shares held in treasury. The authority provided by sub-paragraph (b) of resolution 13 represents approximately 5% of the Ordinary Share capital in issue as at the last practicable business day prior to the publication of this Notice.

If approved, the authorities granted under sub-paragraphs (a) and (b) of this resolution will expire either on the date of the Company's AGM in 2013 or 1 November 2013, whichever is the earlier. The Directors have no immediate plans to make use of this authority, other than to fulfil the Company's obligations under its employee share plans.

Resolution 14 – Approval of market purchases of Ordinary Shares

In certain circumstances, it may be advantageous for the Company to purchase its own shares. The Directors consider it desirable that the possibility of making such purchases, under appropriate circumstances, is available. The authority, if granted, will only be exercised if market conditions make it advantageous to do so, the Directors believe that to do so would result in an increase in earnings per share and would be in the best interests of shareholders generally. Resolution 14, which will be proposed as a special resolution, approves the purchase of up to 24,552,297 Ordinary Shares (equivalent to approximately 14.99% of its issued share capital (excluding treasury shares) as at 5 July 2012 being the last practicable business day prior to the publication of this Notice) at, or between, the minimum and maximum prices specified in the resolution. The resolution also specifies the minimum price at which such shares may be bought. When shares are purchased by the Company, they may be immediately cancelled or held in treasury. No dividends are paid on, and no voting rights attach to, treasury shares. The number of shares that may be held in treasury in accordance with Section 725 of the Act is limited to 10 per cent. of the issued share capital of the Company. To the extent the number of shares purchased exceeds this limit, the shares over the limit will be cancelled. At the last practicable date prior to the publication of this Notice the total number of options to subscribe for shares that were outstanding were 6,764,327 representing 4.13% of the issued share capital and 4.86% of the issued share capital if the full authority to buy back shares is used (excluding treasury shares). As at the last practicable date prior to the publication of this Notice, the Company held 17,796,879 treasury shares and no warrants have been granted by the Company. This resolution will expire either on the date of the Company's AGM in 2013 or 1 November 2013, whichever is the earlier.

Resolution 15 – Notice period for general meetings

Following the coming into force of the Companies (Shareholders' Rights) Regulations 2009 in August 2009, the Company may hold general meetings (other than annual general meetings) on 14 clear days' notice subject to the passing of an annual shareholder resolution to authorise such notice period. Without the passing of such a shareholders' resolution, the minimum notice period under the regulations would be 21 clear days. Consequently resolution 15 will be proposed to approve the holding of general meetings, other than AGMs, on 14 clear days' notice.

The Company would like to preserve its ability to call such general meetings on less than 21 clear days' notice. The shorter notice period would not be used as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole.

Notice of Annual General Meeting

Venue

The Company's offices at Micro Focus House, 2 East Bridge Street, Belfast, BT1 3NQ

Timings

Date: 26 September 2012

12.45pm: Doors open, registration begins.

1.00pm: Please make your way to your seats.

1.15pm: Meeting commences.

2.15pm (approximately) AGM closes. The results of the poll will be released to the London Stock Exchange.

Admission

Please plan to arrive before 12.45pm to allow enough time for registration and security clearance, bringing your attendance card with you. This is either attached to your Proxy Form or, for those registered for electronic communications, it is attached to the email you received. This will help us to register you more swiftly.

Shareholders with special needs

Micro Focus House is fully accessible for wheelchair users. Any shareholders with special needs should report to reception and suitable arrangements will be made to accommodate any special needs.

Security

Standard security measures will be in place to ensure your safety.

Micro Focus International plc

The Lawn
22-30 Old Bath Road
Newbury
Berkshire RG14 1QN
United Kingdom

Tel: +44 (0) 1635 32646
Fax: +44 (0) 1635 33966
www.microfocus.com

Registered No. 5134647