



Micro Focus International plc

VOTING RESULTS of the ANNUAL GENERAL MEETING

At the Company's Annual General Meeting, held at 2.00pm on Wednesday 28th September 2005 in Newbury, all resolutions proposed at the meeting were duly passed.

Ordinary Resolutions	NUMBER OF PROXIES	TOTAL NUMBER OF VOTES CAST	% VOTES CAST FOR	% VOTES CAST AGAINST	NUMBER ABSTAINING
1. To receive the report of the directors and financial statements for the year ended 30 April 2005.	167,259,993	176,143,100	100	0	0
2. To approve the remuneration report of the directors for the year ended 30 April 2005.	165,456,977	174,340,084	100	0	1,803,016
3. That Kevin Loosemore, a director retiring voluntarily and offering himself for re-election, be and is hereby re-elected as a director of the Company.	167,259,993	176,143,100	100	0	0
4. That David Maloney, a director retiring voluntarily and offering himself for re-election, be and is hereby re-elected as a director of the Company.	167,259,993	176,143,100	100	0	0
5. That Dr Anthony Hill, a director retiring voluntarily and offering himself for re-election, be and is hereby re-elected as a director of the Company.	167,259,993	176,143,100	100	0	0
6. That Richard Lloyd, a director retiring voluntarily and offering himself for re-election, be and is hereby re-elected as a director of the Company.	167,259,993	176,143,100	100	0	0
7. That David Dominik, a director retiring voluntarily and offering himself for re-election, be and is hereby re-elected as a director of the Company.	167,259,993	176,143,100	100	0	0

8. That Prescott Ashe, a director retiring voluntarily and offering himself for re-election, be and is hereby re-elected as a director of the Company.	167,259,993	176,143,100	100	0	0
9. That John Browett, a director retiring voluntarily and offering himself for re-election, be and is hereby re-elected as a director of the Company.	167,259,993	176,143,100	100	0	0
10. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company until the next Annual General Meeting.	167,259,993	176,143,100	100	0	0
11. To authorise the audit committee to determine the remuneration of the auditors.	167,259,883	176,142,990	100	0	110
12. That the authority conferred on the directors by Article 9.2 of the Company's Articles of Association be renewed, and for this purpose: 12.1 the Section 80 Amount be £6,619,869; and 12.2 the prescribed period be the period ending on the date of the Annual General Meeting in 2006 or on 28 December 2006, whichever is earlier.	167,259,993	176,143,100	99.83	0.17	0
Special Resolution					
13. That, subject to the passing of resolution 12, the authority conferred on the directors by Article 9.3 of the Company's Articles of Association be renewed for the prescribed period specified in resolution 12.2 and for such period the Section 89 Amount be £992,980 with such amount including the sale of ordinary shares held in treasury.	167,259,993	176,143,100	99.995	0.005	0
14. That, subject to, and in accordance with, the Company's Articles of Association, the Company be generally and unconditionally authorised for the purposes of Section 166 of the Companies Act 1985 to make market purchases (as defined in Section 163(3) of that Act) of ordinary shares of 10 pence each in the capital of the Company provided that:	167,259,993	176,143,100	100	0	0

<p>14.1 the maximum aggregate number of ordinary shares hereby authorised to be acquired is 19,859,608;</p> <p>14.2 the minimum price which may be paid for an ordinary share is 10 pence;</p> <p>14.3 the maximum price (excluding expenses) which may be paid for any such ordinary share is an amount equal to 105% of the average of the middle market quotation as derived from the Official List of the Financial Services Authority for the five business days immediately preceding the day on which such share is contracted to be purchased</p> <p>14.4 the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company held in 2006, or if earlier, on the date which is 18 months from the date of this resolution;</p> <p>14.5 the Company may make any purchase of its ordinary shares pursuant to a contract concluded before the authority hereby conferred expires and which will or may be executed wholly or partly after the expiry of such authority; and</p> <p>14.6 all shares purchased pursuant to the said authority shall either: (i) be cancelled immediately on completion of the purchase; or (ii) held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Companies Act 1985.</p>					
<p>15. That the Company's Memorandum of Association be amended by adding the following wording after the word "liability" on the 14th line of object 4.19:</p> <p>"and (iii) to provide a director with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with any application under those provisions of the Companies Act 1985 referred to in Section 337A(2) of the Act, and to do anything to enable a director to avoid incurring such expenditure to the extent permitted by law."</p>	167,259,993	176,143,100	100	0	0



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