

Micro Focus International plc
VOTING RESULTS of the ANNUAL GENERAL MEETING

At the Company's Annual General Meeting held at 3pm on Thursday 22 September 2016, all motions and resolutions proposed at the meeting were taken on a poll and were duly passed. Details of the votes in respect of the motions and resolutions are set out below:

Company Name:	Micro Focus International plc					
Meeting Date:	22 September 2016					
Issued share capital at meeting date:	229,197,697 (excluding shares held in treasury)					
Number of votes per share:	1					
Meeting type AGM/GM:	AGM					
Motion	Shares For	% Shares For	Shares Against	% Shares Against	Shares Marked As Votes Withheld / Abstentions	Poll Yes/No
1. To amend Resolution 5 as detailed in the Company's announcement on 12 September 2016	178,363,735	100.00%	0	0.00%	0	Yes
2. To adjourn Resolution 20 <i>sine die</i>	178,363,736	100.00%	0	0.00%	0	Yes
Resolution (No. as noted on proxy form)	Shares For	% Shares For	Shares Against	% Shares Against	Shares Marked As Votes Withheld / Abstentions	Poll Yes/No
1. To receive the audited financial statements and the reports of the directors and auditors for the year ended 30 April 2016	176,622,132	99.06%	1,677,661	0.94%	63,943	Yes
2. To approve a final dividend of 49.74 cents per ordinary share	178,354,006	100.00%	0	0.00%	9,730	Yes
3. To approve the remuneration report of the directors for the year ended 30 April 2016	152,751,869	85.65%	25,598,599	14.35%	13,268	Yes
4. To adopt and authorise the deferred bonus awards and the amendments to the Remuneration Policy	156,930,064	88.48%	20,424,776	11.52%	1,008,895	Yes
5. To adopt and authorise the Additional Share Grants and the amendments to the Remuneration Policy (as amended)	138,437,933	77.78%	39,552,185	22.22%	373,617	Yes
6. To re-elect Kevin Loosemore as a director	168,231,979	96.55%	6,005,547	3.45%	4,126,209	Yes
7. To re-elect Mike Phillips as a director	173,997,340	97.64%	4,210,732	2.36%	155,663	Yes
8. To elect Stephen Murdoch as a director	174,682,473	97.94%	3,671,253	2.06%	10,009	Yes
9. To elect Nils Brauckmann as a director	174,651,413	97.94%	3,671,253	2.06%	41,069	Yes

10. To re-elect Karen Slatford as a director	175,864,913	98.63%	2,447,924	1.37%	50,899	Yes
11. To re-elect Tom Virden as a director	175,995,510	98.69%	2,327,157	1.31%	41,069	Yes
12. To re-elect Richard Atkins as a director	175,499,761	98.42%	2,822,906	1.58%	41,069	Yes
13. To elect Steve Schuckenbrock as a director	178,152,541	99.90%	170,126	0.10%	41,069	Yes
14. To elect Amanda Brown as a director	178,320,156	99.99%	2,511	0.01%	41,069	Yes
15. To approve the re-appointment of PricewaterhouseCoopers LLP as auditors	173,413,505	97.25%	4,903,771	2.75%	46,460	Yes
16. To authorise the directors to determine the remuneration of the auditors	176,872,427	99.17%	1,481,300	0.83%	10,009	Yes
17. To authorise the directors to allot ordinary shares	169,505,923	95.04%	8,845,766	4.96%	12,047	Yes
18. To empower the directors to allot ordinary shares for cash on a non-pre-emptive basis	174,440,321	99.97%	44,257	0.03%	3,879,158	Yes
19. To empower the directors to allot ordinary shares for cash on a non-pre-emptive basis for purposes of acquisitions or capital investments of up to 5% of the issued share capital of the Company	163,010,199	94.87%	8,818,384	5.13%	6,535,153	Yes
20. To empower the directors to allot ordinary shares for cash on a non-pre-emptive basis for purposes of acquisitions or capital investments of up to a further 10% of the issued share capital of the Company	Withdrawn					
21. To authorise the Company to purchase its own shares	173,884,464	97.51%	4,443,836	2.49%	35,436	Yes
22. To authorise the Company to hold general meetings on 14 clear days' notice	168,665,651	94.57%	9,688,354	5.43%	9,730	Yes

1. Votes were tendered in respect of 178,363,736 ordinary shares representing 77.82% of the issued share capital.
2. Any proxy appointments which gave discretion to the Chairman have been included in the "Shares For" total.
3. A "vote withheld" is not a vote in law and is not counted in the calculation of the proportion of the "Shares For" and "Shares Against" a resolution.

The full text of the resolutions is shown in the Notice of Annual General Meeting which is available on our website at www.microfocus.com and a copy of all resolutions passed, other than ordinary business, have been submitted to the National Storage Mechanism and will shortly be available for inspection at: www.morningstar.co.uk/uk/NSM