

16. Following the publication of FRS 100, 'Application of financial reporting requirements', by the Financial Reporting Council, the Company is required to change its accounting framework for its entity financial statements, which is currently UK GAAP, for its financial year commencing 1 May 2015. The board is currently undertaking an assessment of the impact of changing to either FRS 101 'Reduced disclosure framework' or FRS 102 'The Financial Reporting Standard Applicable in the UK and Republic of Ireland'. Whether FRS 101 or FRS 102 is adopted, it is the Directors' intention to apply the reduced disclosures available under these standards. No disclosures in the current UK GAAP financial statements would be omitted on adoption of FRS 101 or FRS 102. A shareholder or shareholders holding in aggregate 5% or more of the total allotted shares in the Company can serve objections to the use of the disclosure exemptions on the Company, in writing, to its registered office not later than 31 October 2015.

Venue

The Company's offices at The Lawn, 22-30 Old Bath Road, Newbury, Berkshire RG14 1QN

Timings

Date: 24 September 2015

2.30pm: Doors open, registration begins.

2.50pm: Please make your way to your seats.

3pm: Meeting commences.

3.15pm (approximately) AGM closes.

The results of the poll will be released to the London Stock Exchange.

Admission

Please plan to arrive before 2.50pm to allow enough time for registration and security clearance, bringing your attendance card with you. This is either attached to your Form of Proxy 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

The Lawn 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 565200
Fax: +44 (0) 1635 33966
www.microfocus.com

Registered No. 5134647

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 10 pence each in Micro Focus International plc (the 'ordinary shares'), please pass this document and the accompanying Form of Proxy to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares. If you have sold or transferred only part of your shares you should consult with the person who arranged the sale or the transfer.



7 July 2015

To the holders of ordinary shares in Micro Focus International plc (the 'Company').

Dear Shareholder

Notice of Annual General Meeting

The Annual General Meeting (the 'AGM') of the Company is to be held on 24 September 2015 at 3pm (UK time) at the Company's offices at The Lawn, 22-30 Old Bath Road, Newbury, Berkshire RG14 1QN. As you will see from the formal Notice of AGM 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.

Tom Skelton will retire from the board at the AGM having served for nearly nine years and therefore he will not be standing for re-election. The board would like to thank Mr Skelton for the outstanding service he has given to the Company since his appointment in October 2006.

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 3pm (UK time) on 22 September 2015. 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 their shares (rather than, in the case of a show of hands, one vote per person). The result of the poll 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 AGM 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 3pm (UK time) on 22 September 2015.

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. Accordingly, 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 read "Kevin Loosemore".

Kevin Loosemore
Executive Chairman

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the 'AGM') of Micro Focus International plc (the 'Company') will be held at the Company's offices at The Lawn, 22-30 Old Bath Road, Newbury, Berkshire, RG14 1QN on 24 September 2015 at 3pm (UK time) for the purpose of considering and, if thought fit, passing the following Resolutions, in the case of Resolutions 1 to 16 inclusive as ordinary resolutions and in the case of Resolutions 17 to 19 inclusive as special resolutions:

ORDINARY RESOLUTIONS

1. THAT the Company's audited financial statements for the financial year ended 30 April 2015 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 2015 of 33.0 cents per ordinary share be declared.
3. THAT the Directors' remuneration report (excluding the Directors' remuneration policy set out on pages 50 to 59 of the report) for the year ended 30 April 2015 be approved.
4. THAT Kevin Loosemore, who retires voluntarily 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 and offers himself for re-election in accordance with the Company's articles of association, be re-elected as a Director.
6. THAT Karen Slatford, who retires voluntarily and offers herself for re-election in accordance with the Company's articles of association, be re-elected as a Director.
7. THAT Tom Virden, who retires voluntarily and offers himself for re-election in accordance with the Company's articles of association, be re-elected as a Director.
8. THAT Richard Atkins, who retires voluntarily and offers himself for re-election in accordance with the Company's articles of association, be re-elected as a Director.
9. THAT Prescott Ashe, 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 David Golob, 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.
11. THAT Karen Geary, who has been appointed since the last annual general meeting, retires voluntarily and offers herself for election in accordance with the Company's articles of association, be elected as a Director.
12. 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.
13. THAT the Directors be authorised to determine the remuneration of the Company's auditors.
14. To amend the rules of the Company's Sharesave Plan 2006 (the 'Sharesave Plan') by extending the term of the Sharesave Plan and the period up to which Awards (as defined within the Sharesave Plan) may be granted until 24 July 2026.
15. To amend the rules of the Company's Employee Stock Purchase Plan 2006 (the 'Plan') by extending the term of the Plan and the period up to which Awards (as defined within the Plan) may be granted until 24 July 2026.
16. 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 shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:
 - (a) up to an aggregate nominal amount of £7,248,786; and
 - (b) comprising equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £14,497,573 (after deducting from such limit the aggregate nominal amount of any allotments or grants under sub-paragraph (a) above) in connection with an offer by way of rights issue to holders of ordinary shares of 10 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 2016 or, if earlier, 1 November 2016, but so that the Company may, in each case, before such expiry make an offer or agreement which would or might require share allotments and grants of rights to subscribe for or convert any security into shares in the Company after such expiry and the Directors may make such allotments and grants 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 allotments or grant of rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

17. THAT, subject to the passing of Resolution 16, 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 16 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 16, 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 17(a) above) up to an aggregate nominal amount of £2,174,636, and such power shall expire on the date of the annual general meeting of the Company to be held in 2016 or, if earlier, 1 November 2016 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.
18. 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 32,597,794 ordinary shares;
 - (b) the minimum price which shall be paid for each ordinary share is 10 pence;
 - (c) the maximum price which may be paid for each ordinary share is an amount equal to the higher of (i) 105% 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 2016 or 1 November 2016 (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.
19. 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 2016 or 1 November 2016 (whichever is the earlier).

By order of the board.



Jane Smithard
Company Secretary

7 July 2015

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

Registered in England Number: 5134647

The purpose of each of the Resolutions proposed at the 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 2015, together with the reports of the Directors and the auditors.

Resolution 2 – Final dividend

This Resolution is to declare a final dividend as recommended by the Directors. The Directors are proposing a final dividend of 33.0 cents per ordinary share. An interim dividend of 15.4 cents per ordinary share was paid in January 2015, making a total dividend for the financial year of 48.4 cents per ordinary share. If approved, the dividend will be paid on 2 October 2015 to shareholders of ordinary shares as shown on the Company's Register of Members as of 4 September 2015. Dividends will be paid in sterling based on an exchange rate of US\$1.56/£1.00, equivalent to 21.2 pence per ordinary share, being the rate applicable on 7 July 2015, the date of recommendation of the dividend by the board of Directors.

Resolution 3 – Remuneration report

Companies quoted on the London Stock Exchange are required to put an ordinary resolution to shareholders at the AGM seeking approval of the annual report on remuneration. The Directors' remuneration report is set out in full on pages 48 to 69 of the Annual Report. The vote is advisory only, however, and the Directors' entitlement to remuneration is not conditional on the Resolution being passed. The Directors' remuneration policy was approved at the last annual general meeting on 25 September 2014 and re-approved with amendments at the general meeting on 27 October 2014. The Directors' remuneration policy is required by the Act to be put forward for shareholder approval every three years and will therefore not be put forward for approval at the AGM.

Resolutions 4 to 11 – 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 for re-election on an annual basis thereafter. Accordingly the Directors have each resolved to retire voluntarily and submit themselves for re-election by the shareholders (other than Prescott Ashe, David Golob and Karen Geary who were appointed since the last annual general meeting and Tom Skelton who will retire from the board at the AGM). Prescott Ashe and David Golob were appointed to the board on 20 November 2014 and Karen Geary was appointed to the board on 8 January 2015 and have resolved to retire voluntarily and submit themselves for election by the shareholders. Biographical details of the Directors are set out in the Company's Annual Report. All the proposed appointees (other than Prescott Ashe, David Golob and Karen Geary) have been subject to a formal evaluation procedure in the last 12 months. Following that procedure the Executive Chairman confirms the continuing commitment and effective contribution of the Directors and recommends their re-election. In addition, the Directors confirm the continuing commitment and effective contribution of the Executive Chairman and recommend his re-election.

The Company is required to comply with new provisions of the Listing Rules introduced on 16 May 2014 relating to controlling shareholders and the re-election of the independent non-executive Directors of the Company. A '**controlling shareholder**' is defined by the Financial Conduct Authority (the '**FCA**') as 'any person who exercises or controls, on their own or together with any person with whom they are acting in concert, 30% or more of the votes able to be cast on all or substantially all matters at general meetings of the Company'. Under these new rules, the election or re-election by the shareholders of an independent non-executive Director must be approved by an ordinary resolution of the shareholders and separately approved by those shareholders who are not controlling shareholders (the '**Independent Shareholders**'). If the ordinary resolution to approve the election or re-election of an existing independent non-executive Director is passed, but separate approval by the Independent Shareholders is not given, the Listing Rules permit an existing independent non-executive Director to remain in office pending a further ordinary resolution of all the shareholders to approve the election or re-election of that Director. Such a resolution may only be voted on within the period of between 90 days and 120 days following the date of the original vote.

The Company will seek the additional separate approval of its Independent Shareholders for each of Resolutions 6, 7, 8 and 11 proposing the election or re-election of an independent non-executive Director. Such additional separate approval will be sought following the vote on each of those Resolutions by all shareholders by excluding from those eligible to vote on each such Resolution those shareholders who are identified as controlling shareholders of the Company as at 6pm on 10 August 2015 (being the latest practicable date prior to the publication of this Notice).

As at 10 August 2015 (being the latest practicable date prior to the publication of this Notice) Wizard Parent LLC held 66,595,711 ordinary shares, representing 30.7% of the Company's issued share capital.

Additional separate approval will be given by the Independent Shareholders if it is given by Independent Shareholders representing a simple majority of the total voting rights of Independent Shareholders who vote. The Company will, on announcing the result of the AGM, announce, in respect of Resolutions 6, 7, 8 and 11, the result of both the vote of the shareholders and the vote of the Independent Shareholders.

If separate Independent Shareholder approval is not given for any relevant Resolution, the Company intends that the relevant Director appointment will continue for up to 120 days from the date of the original vote, unless a further ordinary resolution of all shareholders for election or re-election is passed. If a further ordinary resolution of all shareholders to approve the election or re-election of the relevant Director is defeated, his or her appointment will cease on that resolution being defeated.

The Company is also required to provide certain information in relation to the proposed re-election and election of the independent non-executive Directors. This includes details of any existing or previous relationship, transaction or arrangement the independent non-executive Director has with the Company, its Directors, any controlling shareholder or an associate of a controlling shareholder, together with a description of why the Company considers the independent Directors will be effective, how it has determined their independence and the process followed for their selection.

The Company:

- (i) is satisfied, having received confirmation from each of the independent non-executive Directors who are seeking election or re-election, that those independent non-executive Directors do not, and have not previously had, any relationship, transaction or arrangement with the Company, its Directors, any controlling shareholder or any associate of a controlling shareholder;
- (ii) believes that these appointments have strengthened its knowledge base, broadened its experience and they each continue to add value to board discussions. Each independent non-executive Director's biography is set out in the Company's Annual Report, which outlines their relevant experience;
- (iii) determined that each of the proposed Directors is independent as defined by the UK Corporate Governance Code's guidance; and
- (iv) at the time of the selection process, reviewed suitable candidates identified through external contacts, which were followed up by an interview process that included meetings with the executive Directors, the Senior Independent Director and other independent Directors.

Resolutions 12 and 13 – 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 12, which is recommended by the audit committee, proposes the re-appointment of the Company's existing auditors, PricewaterhouseCoopers LLP. Resolution 13 follows best practice in corporate governance by separately seeking authority for the Directors to determine the auditors' remuneration.

Resolutions 14 and 15 – Sharesave Plan 2006 and Employee Stock Purchase Plan 2006

The Company proposes to amend the rules of the Company Sharesave Plan 2006 and the Company Employee Stock Purchase Plan 2006 (the '**Plans**'). The Plans currently expire on 24 July 2016 and accordingly no Awards (as defined in each Plan) may be granted after that date. The Company is seeking shareholder approval to extend each Plan until 24 July 2026, the consequence being that Awards can be granted at any time prior to and including 24 July 2026 subject to the terms of the Plan. Copies of each amended Plan 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.

Resolution 16 – Authority to allot shares

Under section 551 of the Act, the Directors are, with certain exceptions, unable to allot shares and to grant rights to subscribe for or convert any security into shares without the authority of the shareholders in general meeting.

The Investment Association's Share Capital Management Guidelines state that Investment Association 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, provided that any amount in excess of one-third of a company's issued share capital is applied to fully pre-emptive rights issues only.

Accordingly, sub-paragraph (a) of Resolution 16 authorises the Directors to allot shares or grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £7,248,786. This authority represents approximately one-third of the ordinary share capital in issue (excluding treasury shares) as at the latest practicable date prior to the publication of this Notice. Sub-paragraph (b) of Resolution 16 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 £14,497,573, as reduced by the nominal amount of any allotments or grants issued under sub-paragraph (a) of Resolution 16. This amount (before any reduction) represents approximately two-thirds of the ordinary share capital in issue (excluding treasury shares) as at the latest practicable date prior to the publication of this Notice. As at the latest practicable date prior to the publication of this Notice, the Company held 11,146,036 treasury shares, representing 5.13% of the total issued share capital (excluding treasury shares).

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 2016 or 1 November 2016, whichever is the earlier. The Directors have no immediate plans to make use of this authority. 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 latest practicable date 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.

Resolution 17 – 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 17 will give the Directors authority to allot ordinary shares for cash without the need to comply with the statutory provisions in certain circumstances. Resolution 17 is conditional upon Resolution 16 having been passed and will be proposed as a special resolution.

The authority granted under sub-paragraph (a) of Resolution 17 will be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other securities if required by the rights of those shares or as the Directors otherwise consider necessary. Sub-paragraph (b) of Resolution 17 allows the Directors to allot shares and sell treasury shares equivalent to 10% of the total issued ordinary share capital of the Company as at 10 August 2015, without first having to offer them to existing shareholders in proportion to their holdings. This authority to issue up to 10% of the Company's issued ordinary share capital (excluding treasury shares) follows guidance from the Pre-Emption Group's revised Statement of Principles, published on 12 March 2015 (the '**PEG Principles**'). The PEG Principles provide the Company with greater flexibility to undertake non-pre-emptive issuances in connection with acquisitions and specified capital investments. The board confirms that it will only allot shares representing more than 5% of its issued ordinary share capital (excluding treasury shares) for cash pursuant to the authority referred to in sub-paragraph (b) where that allotment is in connection with an acquisition or specified capital investment (as described in the PEG Principles) which is announced at the same time as the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of that allotment.

In addition, the board does not intend to allot shares for cash on a non-pre-emptive basis above 7.5% of the total issued ordinary share capital of the Company over a rolling three-year period without consulting shareholders first, except in connection with an acquisition or specified capital investment subject to the overall authority of 10% referred to above. This complies with the PEG Principles.

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 2016 or 1 November 2016, 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 18 – 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 a waiver of Rule 9 of the City Code on Takeovers and Mergers (the 'Takeover Code') has been granted by the Panel (see below), market conditions make it advantageous to do so, and 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 18, which will be proposed as a special resolution, approves the purchase of up to 32,597,794 ordinary shares (equivalent to approximately 14.99% of its issued share capital (excluding treasury shares) as at 10 August 2015 being the latest practicable date prior to the publication of this Notice) at, or between, the minimum and maximum prices specified in the Resolution. 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. 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 9,314,324 representing 4.28% of the issued share capital and 5.04% 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 11,146,036 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 2016 or 1 November 2016, whichever is the earlier.

The Directors have no present intention of exercising the authority to purchase the Company's own shares. If the Directors intend to exercise the authority, the Company will apply to the Panel for a waiver of Rule 9 of the Takeover Code in order to permit the Company to make market purchases as proposed under this Resolution 18 (if such authority is approved by shareholders) without triggering an obligation on the part of Wizard to make a general offer for the Company to shareholders.

Resolution 19 – Notice period for general meetings

By law, 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 shareholder's resolution, the minimum notice period would be 21 clear days. Consequently Resolution 19 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.

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 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 6DA, United Kingdom, and must be received by 3pm (UK time) on 22 September 2015, or if the AGM is adjourned, 48 hours (excluding non-working days) prior to the adjourned meeting. A proxy may also be appointed electronically and further details are set out at Notes 2 and 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 plus network extras) 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 the link to vote. 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.
3. Any person to whom this Notice is sent who is a person nominated under section 146 of 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. The statements of the rights of shareholders in relation to the appointment of proxies in Notes 1 and 2 above do 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 (as amended), specifies that only those shareholders on the register of members as at 6pm (UK time) on 22 September 2015 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 business days before the day of the adjourned meeting). Changes to entries on the register of members after 6pm (UK time) on 22 September 2015 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 10 August 2015 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consists of 228,609,639 ordinary shares, carrying one vote each. As at 10 August 2015 the Company holds 11,146,036 ordinary shares in treasury. Therefore, after excluding treasury shares, the total number of voting rights in the Company as at 10 August 2015 are 217,463,603.
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). 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 3pm (UK time) on 22 September 2015. 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 (as amended).

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 such requests. 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:
 - (a) non-executive Directors' letters of appointment with the Company;
 - (b) the Company's Annual Report and Accounts;
 - (c) the Company's Sharesave Plan 2006;
 - (d) the Company's Employee Stock Purchase Plan 2006; and
 - (e) the 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 6DA, United Kingdom. In the case of a member which is a corporation, the revocation notice must be executed under its common seal or signed on its behalf by a duly authorised officer of the corporation or an attorney for the corporation. 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 not less than one hour before the commencement of the AGM, or if the AGM is adjourned, not less than one hour 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.