

MICRO FOCUS INTERNATIONAL PLC
(Registered in England and Wales under no. 5134647)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Micro Focus International plc (the “**Company**”) will be held at The Lawn, 22-30 Old Bath Road, Newbury, Berkshire RG14 1QN at 3.15 p.m. on 26 September 2013 (or as soon thereafter as the Annual General Meeting has been concluded or adjourned) for the purposes of considering and, if thought fit, passing the following resolutions.

SPECIAL RESOLUTION

1. **THAT**, conditional upon the New Ordinary Shares (as defined below) being admitted to the Official List of the UK Listing Authority and to trading on the London Stock Exchange plc’s main market for listed securities by 8.00 a.m. on 25 October 2013 (or such later time and/or date as the Directors may in their absolute discretion determine) (“**Admission**”):

(A) the draft articles of association produced to the meeting, marked “A” and signed by the Chairman of the meeting for identification purposes, (the “**New Articles of Association**”) be and are hereby approved and adopted as the articles of association of the Company with effect from Admission in substitution for, and to the exclusion of, all existing articles of association of the Company;

(B) the Directors of the Company be and are hereby generally and unconditionally authorised:

(i) to capitalise a sum not exceeding \$1, standing to the credit of the Company’s share premium account, and to apply such sum in paying up in full up to the maximum number of non-cumulative irredeemable shares of 0.0000001 pence each in the capital of the Company carrying the rights and restrictions set out in article 140 of the New Articles of Association (the “**D Shares**”) that may be allotted pursuant to the authority given by sub-paragraph (B)(ii)(b) below; and

(ii) pursuant to section 551 of the Companies Act 2006 (the “**Act**”) to exercise all powers of the Company to allot and issue credited as fully paid up (provided that the authority hereby confirmed shall expire at the conclusion of the next annual general meeting of the Company or the close of business on 1 November 2014, whichever is earlier) D Shares up to an aggregate nominal amount of £1,

to the holders of the ordinary shares of 12.5 pence in the capital of the Company (the “**Existing Ordinary Shares**”) on the basis of one D Share for each Existing Ordinary Share held and recorded on the register of members of the Company at 6.00 p.m. on 24 October 2013 (or such other time and/or date as the Directors may determine), in accordance with (I) the terms of the circular sent by the Company to its shareholders on 4 September 2013 (the “**Circular**”), (II) the Directors’ determination (as described in the Circular) as to the number of D Shares to be allotted and issued, and (III) subject to the terms set out in the Circular and the aforementioned Directors’ determination, valid elections made (or deemed to be made) by the holders of the Existing Ordinary Shares pursuant to the terms of the Circular;

(C) each Existing Ordinary Share, as shown in the register of members of the Company at 6.00 p.m. on 24 October 2013 (or such other time and/or date as the Directors may in their absolute discretion determine), be and is hereby sub-divided into 12 undesignated shares of $1\frac{1}{24}$ pence each in the capital of the Company (each an “**undesignated share**”) and forthwith upon such sub-division every 13 undesignated shares of $1\frac{1}{24}$ pence each be and are hereby consolidated into one new ordinary share of $13\frac{13}{24}$ pence each in the capital of the Company (each a “**New Ordinary Share**”), provided that, where such consolidation would result in any member being entitled to a fraction of a New Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a New Ordinary Share (if any) to which other members of the Company would be similarly so entitled and the Directors of the Company be and are hereby authorised to sell (or appoint any other person to sell) to any person all the New Ordinary Shares representing such fractions at the best price reasonably obtainable to any person(s), and to distribute the proceeds of sale (net of expenses) in due proportion among the relevant members who would otherwise be entitled to the fractions so sold, save that (I) any fraction of a penny which would

otherwise be payable shall be rounded up or down in accordance with the usual practice of the registrar of the Company, and (II) any due proportion of such proceeds of less than £5.00 (net of expenses) shall be donated by the Company to a suitable charity and the relevant member shall not be entitled thereto (and, for the purposes of implementing the provisions of this paragraph, any Director of the Company (or any person appointed by the Directors of the Company) shall be and is hereby authorised to execute one or more instrument(s) of transfer in respect of such New Ordinary Shares on behalf of the relevant member(s) and to do all acts and things the Directors consider necessary or desirable to effect the transfer of such New Ordinary Shares to, or in accordance with the directions of, any buyer of such New Ordinary Shares); and

- (D) the Directors of the Company be and are hereby authorised to do all such things as they consider necessary or expedient to transfer the Deferred Shares (if any) arising on reclassification of the D Shares in accordance with the New Articles of Association.

ORDINARY RESOLUTION

2. **THAT** subject to the passing of resolutions 1 and 3 and also conditional upon Admission occurring by 8.00 a.m. on 25 October 2013 (or such later time and/or date as the Directors may in their absolute discretion determine), and in substitution for all existing authorities, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Act to allot Relevant Securities (as defined in the explanatory notes below):

- (A) up to an aggregate nominal amount of £6,239,276 (such amount to be reduced by the nominal amount allotted or granted under (B) below in excess of such sum); and
- (B) comprising equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £12,478,552 (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 New 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,
- (C) and such authority shall expire on the date of the annual general meeting of the Company to be held in 2014 or, if earlier, 1 November 2014, 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

3. **THAT**, subject to the passing of resolutions 1 and 2 and also conditional upon Admission occurring by 8.00 a.m. on 25 October 2013 (or such later date as the Directors may in their absolute discretion determine), and in substitution for all existing authorities, 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 2 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 2, by way of a rights issue only) to holders of New 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 3(A) above) up to an aggregate nominal amount of £935,891;

and such power shall expire on the date of the annual general meeting of the Company to be held in 2014 or, if earlier, 1 November 2014 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.

4. **THAT**, subject to the passing of resolution 1 and also conditional upon Admission occurring by 8.00 a.m. on 25 October 2013 (or such later time as the Directors may in their absolute discretion determine), and in substitution for all existing authorities, 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 New Ordinary Shares provided that:

- (A) the maximum aggregate number of New Ordinary Shares authorised to be purchased is 20,719,772 New Ordinary Shares;
- (B) the minimum price which shall be paid for each New Ordinary Share is 13 $\frac{13}{24}$ pence;
- (C) the maximum price which may be paid for each New Ordinary Share is an amount equal to the higher of (i) 105 per cent of the average of the middle market quotations for a New 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 New Ordinary Share and the highest current bid for a New 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 2014 or 1 November 2014 (whichever is the earlier); and
- (E) the Company may, before such expiry, make a contract to purchase New 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 New Ordinary Shares in pursuance of such a contract.

Explanatory Notes

For the purposes of resolution 2 "*Relevant Securities*" means;

1. shares in the Company other than shares allotted pursuant to:
- (A) an employees' share scheme (as defined by section 1166 of the Act);
- (B) a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
- (C) a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security; and

2. 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.

By Order of the Board.
Jane Smithard
Company Secretary
4 September 2013

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

Registered in England Number: 05134647

Notes:

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 General Meeting. A Shareholder may appoint more than one proxy in relation to the General Meeting 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 General Meeting. 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 Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, and must be received by 3.15p.m. (UK time) on 24 September 2013, or if the General Meeting 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 General Meeting 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 2873 (calls to this number cost 8 pence per minute, other providers' costs may vary) or +44 121 415 0164 from outside the UK. Lines are open from 8.30 a.m. to 5.30 p.m. (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 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 General Meeting. 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 General Meeting 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 6.00 p.m. (UK time) on 24 September 2013 shall be entitled to attend or vote at the General Meeting in respect of the number of shares registered in their names at that time (or, in the event of any adjournment, at 6.00 p.m. (UK

time) on the day which is two days before the day of the adjourned meeting). Changes to entries on the ordinary register after 6.00 p.m. (UK time) on 24 September 2013 shall be disregarded in determining the right of any person to attend or vote at the General Meeting (unless the General Meeting is adjourned in which case the previous provisions of this Note 5 apply).

6. As at 2 September 2013 (being the last practicable business day prior to the publication of this Notice) the Company's issued share capital consists of 165,105,850 Ordinary Shares, carrying one vote each. As at 2 September 2013 the Company holds 15,363,222 Existing Ordinary Shares in treasury. Therefore, after excluding treasury shares, the total number of voting rights in the Company as at 2 September 2013 are 149,742,628.
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 3.15 p.m. on 24 September 2013. 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.
8. 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.
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 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 (being the location of the General Meeting) during usual business hours (Saturdays, Sundays and English public holidays excepted) from the date of this Notice until the conclusion of the General Meeting and at the General Meeting itself for at least 15 minutes prior to the General Meeting:
 - (A) a copy of the Circular;
 - (B) a copy of the written consent referred to in paragraph 8 of Part X of the Circular; and
 - (C) a copy of the proposed new Articles of Association of the Company marked to show the changes being proposed, together with a copy of the existing 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 Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, 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 3.15p.m. UK time) on 24 September 2013, or if the General Meeting is adjourned, 48 hours prior to the adjourned meeting.
14. You may not use any electronic address provided in either this Notice of General Meeting 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 General Meeting 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.