

# NOTICE OF GENERAL MEETING

## MICRO FOCUS INTERNATIONAL PLC

*(Registered in England and Wales under No. 5134647)*

**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 3.00 p.m. on 27 October 2014 for the purposes of considering and, if thought fit, passing the following resolutions, of which Resolutions 1 to 4 (inclusive) and 6 shall be proposed as ordinary resolutions and Resolutions 5, 7 and 8 (inclusive) shall be proposed as special resolutions. Resolution 2 will be taken on a poll on which only shareholders who are considered independent for the purposes of Rule 9 of the City Code on Takeovers and Mergers are entitled to vote. Resolution 4 will be taken on a poll on which no executive director or any other person proposed to receive the employee benefits referred to therein will be entitled to vote.

### ORDINARY RESOLUTIONS

1. **THAT**, subject to and conditional upon the passing of Resolutions 2 to 4 (inclusive):
  - (A) the proposed acquisition of all of the issued and outstanding shares of common stock of The Attachmate Group, Inc. as described in the combined circular and prospectus to shareholders of the Company dated 8 October 2014 of which this Notice of General Meeting forms part, a copy of which has been produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification only (the “**Combined Circular and Prospectus**”), on the terms and subject to the conditions of the Merger Agreement (as defined in the Combined Circular and Prospectus), be and is hereby approved, and the directors of the Company (the “**Directors**”) (or a duly authorised committee thereof) be and are hereby authorised to take all such steps as may be necessary, expedient or appropriate in relation thereto and to carry the same into effect with such modifications, variations, revisions, waivers or amendments (providing such modifications, variations, revisions, waivers or amendments are not in the opinion of the Directors, or any such committee, of a material nature) to such agreements or any documents relating thereto as they shall deem necessary, expedient or appropriate; and
  - (B) subject to and conditional upon Completion (as defined in the Combined Circular and Prospectus) the borrowing limit of US\$600 million set out in Article 102.2 of the Company’s articles of association be increased to US\$2,500 million.
2. **THAT**, subject to and conditional upon the passing of Resolutions 1, 3 and 4, the waiver by the Panel on Takeovers and Mergers of any requirement under Rule 9 of the City Code on Takeovers and Mergers for Wizard Parent LLC (“**Wizard**”) to make a general offer to shareholders of the Company as a result of obtaining the ordinary shares in the capital of the Company issued as consideration pursuant to the Merger Agreement as described in the Combined Circular and Prospectus (subject to Wizard holding up to an aggregate maximum of 40 per cent. of the issued ordinary shares in the capital of the Company (the “**Ordinary Shares**”) (excluding for this purpose any Ordinary Shares held as treasury shares)) be and is hereby approved.
3. **THAT**, subject to and conditional upon the passing of Resolutions 1, 2 and 4 and in addition and without prejudice to all existing authorities for the purposes of section 551 of the Companies Act 2006 (the “**Act**”), the Directors be and are hereby generally and unconditionally authorised to allot, as is contemplated in sub-sections 551(1)(a) and 551(1)(b) of the Act respectively, Ordinary Shares:
  - (A) up to a nominal amount of £11,726,503 if the Share Capital Consolidation (as defined in the Combined Circular and Prospectus) does not take effect on or prior to Completion; and
  - (B) up to a nominal amount of £8,659,572 if the Share Capital Consolidation does take effect on or prior to Completion,

in each case as the Consideration Shares to be issued pursuant to the Merger Agreement (as each such term is defined in the Combined Circular and Prospectus), such authority to expire on 12 February 2015.

4. **THAT**, subject to and conditional upon Completion, for the purposes of the Act, the Listing Rules of the UK Listing Authority and Rule 16.2 of the City Code on Takeovers and Mergers:
- (a) the Additional Share Grants set out in paragraph 7.2 of Part XIII (Additional Information) of the Combined Circular and Prospectus be and are hereby adopted, and further that the Company be and hereby is authorised to grant options and make conditional share awards over up to 5,412,240 Ordinary Shares under, and otherwise operate, the Additional Share Grants in accordance with their terms; and
  - (b) the Remuneration Policy of the Company (as defined in the Combined Circular and Prospectus) be amended by the inclusion of the additional terms set out in paragraph 7.3 of Part XIII (Additional Information) of the Combined Circular and Prospectus with effect from Completion.

#### **SPECIAL RESOLUTION**

5. **THAT**, conditional upon the New Ordinary Shares (as defined below) being admitted to the Official List of the UK Listing Authority (the “**Official List**”) and to trading on London Stock Exchange plc’s main market for listed securities by 8.00 a.m. on 12 February 2015 (or such later time and/or date as the Directors may in their absolute discretion determine) (“**Admission**”):
- (A) pursuant to section 21(1) of the Act, the articles of association of the Company be altered by:
    - (i) deleting the current article 122 and substituting therefor a new article 122, as set out in full in section F of Part XI (The Return of Value) of the Combined Circular and Prospectus; and
    - (ii) deleting the current articles 139 and 140 and substituting therefor new articles 139, 140, 141A and 141B, as set out in full in section G of Part XI (The Return of Value) of the Combined Circular and Prospectus;
  - (B) the Directors of the Company be and are hereby generally and unconditionally authorised, upon satisfaction of the Merger Return Condition (as such term is defined in the Combined Circular and Prospectus):
    - (i) to capitalise a sum not exceeding US\$160,000,000, standing to the credit of the Company’s merger reserve arising on Completion, and to apply such sum in paying up in full up to the maximum number of redeemable shares of 60 pence each in the capital of the Company carrying the rights and restrictions set out in article 139 of the articles of association of the Company as amended by this Resolution (the “**B Shares**”) that may be allotted pursuant to the authority given by sub-paragraph (B)(iii)(a) below;
    - (ii) to capitalise a sum not exceeding US\$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 articles of association of the Company as amended by this Resolution (the “**C Shares**”) that may be allotted pursuant to the authority given by sub-paragraph (B)(iii)(b) below; and
    - (iii) pursuant to section 551 of the Act to exercise all powers of the Company to allot and issue credited as fully paid up (provided that the authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company in 2015 or the close of business on 27 October 2015, whichever is earlier):
      - (a) B Shares up to an aggregate nominal amount of £90,000,000; and
      - (b) C Shares up to an aggregate nominal amount of 50 pence,to the holders of the ordinary shares of 13 13/24 pence in the capital of the Company (the “**Existing Ordinary Shares**”) (other than in respect of Existing Ordinary Shares held in treasury) on the basis of one B Share or one C Share for each Existing Ordinary Share held and recorded on the register of members of the Company at 6.00 p.m. on

31 October 2014 (or such other time and/or date as the Directors may in their absolute discretion determine) (the “**Record Date**”), in accordance with (I) the terms of the Combined Circular and Prospectus, (II) the Directors’ determination (as described in the Combined Circular and Prospectus) as to the number of B Shares and C Shares to be allotted and issued, and (III) subject to the terms set out in the Combined Circular and Prospectus 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 Combined Circular and Prospectus as to whether to receive B Shares and/or C Shares;

(C) the Directors of the Company be and are hereby generally and unconditionally authorised, if the Merger Return Condition (as such term is defined in the Combined Circular and Prospectus) is not satisfied or becomes incapable of being satisfied:

- (i) to capitalise a sum not exceeding US\$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 C Shares that may be allotted pursuant to the authority given by sub-paragraph (C)(ii) below; and
- (ii) pursuant to section 551 of the Act to exercise all powers of the Company to allot and issue credited as fully paid up (provided that the authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company in 2015 or the close of business on 27 October 2015, whichever is earlier) C Shares up to an aggregate nominal amount of 50 pence, to the holders of the Existing Ordinary Shares on the basis of one C Share for each Existing Ordinary Share held and recorded on the register of members of the Company at 6.00 p.m. on the Record Date, in accordance with (I) the terms of the Combined Circular and Prospectus, (II) the Directors’ determination (as described in the Combined Circular and Prospectus) as to the number of C Shares to be allotted and issued, and (III) subject to the terms set out in the Combined Circular and Prospectus 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 Combined Circular and Prospectus;

(D) all of the Existing Ordinary Shares, as shown in the register of members of the Company at 6.00 p.m. on the Record Date, be consolidated into one share of a nominal value equal to the aggregate nominal value of all of the Existing Ordinary Shares in issue as shown in the register of members of the Company as at 6.00 p.m. on the Record Date (the “**Interim Share**”), which shall be allocated to the holders of the Existing Ordinary Shares in proportion to their holdings of Existing Ordinary Shares prior to the consolidation set out in this sub-paragraph (D) and, immediately thereafter, the Interim Share be subdivided and redesignated into:

- (i) such number of new ordinary shares of 10 pence each in the capital of the Company (each, a “**New Ordinary Share**”) as is equal to the total number of Existing Ordinary Shares as shown in the register of members of the Company at 6.00 p.m. on the Record Date multiplied by 0.9285, rounded down to the nearest whole New Ordinary Share, which shall be allocated to the holders of the Existing Ordinary Shares in proportion to their holdings of Existing Ordinary Shares prior to the consolidation set out in this sub-paragraph (D), provided that, where such allocation would result in any member being entitled to a fraction of a New Ordinary Share, such fraction shall 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) 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 (or any person appointed by the Directors) 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

- (ii) such number of deferred shares of 1/24 penny each in the capital of the Company (each a “**Deferred D Share**”) having the rights set out in the articles of association of the Company as proposed to be amended by this Resolution as, in aggregate, shall have a nominal value equal to the aggregate nominal value of all of the Existing Ordinary Shares as shown in the register of members of the Company as at 6.00 p.m. on the Record Date less the aggregate nominal value of all of the New Ordinary Shares arising pursuant to sub-paragraph D(i) above, which shall be allocated to the holders of the Existing Ordinary Shares in proportion to their holdings of Existing Ordinary Shares prior to the consolidation set out in this sub-paragraph (D) above provided that, where such consolidation would result in any member of the Company being entitled to a fraction of a Deferred D Share, such fraction shall, so far as possible, be aggregated with the fractions of a Deferred D Share (if any) to which other members of the Company would be similarly so entitled and the Directors be and are hereby authorised to transfer all the Deferred D Shares representing such fractions to a nominee, identified by the Directors, who shall hold such Deferred D Shares on behalf of the members of the Company entitled to such fractions of a Deferred D Share; and
- (E) the Directors be and are hereby authorised to do all such things as they consider necessary or expedient to:
- (i) transfer the deferred shares of 0.0000001 pence in the capital of the Company (if any) arising on reclassification of the C Shares in accordance with the articles of association of the Company as amended by this Resolution; and
  - (ii) transfer the Deferred D Shares arising as a result of the subdivision and redesignation provided for in sub-paragraph (D) above in accordance with the articles of association of the Company as amended by this Resolution.

## **ORDINARY RESOLUTION**

### **6. THAT:**

6.1 subject to the passing of Resolution 5 and conditional upon Admission occurring by 8.00 a.m. on 12 February 2015 (or such later time and/or date as the Directors may in their absolute discretion determine), 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 £4,329,797 (such amount to be reduced by the nominal amount allotted or granted under sub-paragraph 6.1(B) below in excess of such sum);
- (B) comprising equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £8,659,594 (after deducting from such limit the aggregate nominal amount of any Relevant Securities allotted under sub-paragraph 6.1(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; and

- (C) such authority shall expire on the date of the earliest to occur of (a) the annual general meeting of the Company to be held in 2015 or (b) admission of the Consideration Shares (as such term is defined in the Combined Circular and Prospectus) to (i) the Official List and (ii) trading on London Stock Exchange plc's main market for listed securities becoming effective ("**Merger Admission**") and (c) 27 October 2015, 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.

With effect from the authorities granted under this paragraph 6.1 becoming effective this authority shall be in substitution for any previous authorities granted in this regard by the Company (other than the authority granted under Resolution 3 above), 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;

- 6.2 subject to the passing of Resolution 5 and conditional upon Admission and Merger Admission occurring by 8.00 a.m. on 12 February 2015 (or such later time and/or date as the Directors may in their absolute discretion determine), 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 £7,216,320 (such amount to be reduced by the nominal amount allotted or granted under (i) sub-paragraph 6.1(A) above, (ii) sub-paragraph 6.1(B) above in excess of £4,329,797, and (iii) sub-paragraph 6.2(B) below in excess of £7,216,320);
- (B) comprising equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £14,432,640 (after deducting from such limit the aggregate nominal amount of any Relevant Securities allotted under sub-paragraph 6.1 above and sub-paragraph 6.2(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; and
- (C) such authority shall expire on the date of the annual general meeting of the Company to be held in 2015 or, if earlier, 27 October 2015, 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.

With effect from the authorities granted under this paragraph 6.2 becoming effective this authority shall be in substitution for any previous authorities granted in this regard by the Company (including the authorities granted under paragraph 6.1 above and paragraph 6.3 below), 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; and

- 6.3 subject to Resolution 5 above not being passed and conditional upon Merger Admission occurring by 8.00 a.m. on 12 February 2015 (or such later time and/or date as the Directors may in their absolute discretion determine), 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 £10,223,607 (such amount to be reduced by the nominal amount allotted or granted under sub-paragraph 6.3(B) below in excess of such sum);
- (B) comprising equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £20,447,214 (after deducting from such limit the aggregate nominal amount of any Relevant Securities allotted under sub-paragraph 6.3(A) above in connection with an offer by way of rights issue to holders of 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

- (C) such authority shall expire on the date of the annual general meeting of the Company to be held in 2015 or, if earlier, 27 October 2015, 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.

With effect from the authorities granted under this paragraph 6.3 becoming effective 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

7. **THAT:**

7.1 subject to the passing of Resolution 6 and conditional upon Admission occurring by 8.00 a.m. on 12 February 2015 (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 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 6 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-paragraphs 6.1(B) and 6.2(B) of Resolution 6, 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 7.1(A) above) up to an aggregate nominal amount of:
- a. £709,225; and
  - b. conditional also upon Merger Admission, £1,142,203, less an amount equal to the amount of equity securities allotted pursuant to the authority granted under paragraph 7.1(B)a above; and

7.2 subject to the passing of Resolution 6 and to Resolution 5 not being passed and conditional upon Merger Admission occurring by 8.00 a.m. on 12 February 2015 (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 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 6 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 6.3(B) of Resolution 6, 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 7.2(A) above) up to an aggregate nominal amount of £1,620,691.

All power conferred by this Resolution 7 shall expire on the date of the annual general meeting of the Company to be held in 2015 or, if earlier, 27 October 2015 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.

8. **THAT**, pursuant to section 21(1) of the Act, the articles of association of the Company be altered by inserting the following new article 122A at the end of current article 122:

**“122A. Capitalisation of profits and reserves in connection with employee share plans**

122A.1 This Article applies where:

- (a) a person is granted pursuant to an employee share plan a right to subscribe for shares in the capital of the Company in cash (or for nil consideration) at a subscription price which is less than the nominal value of the relevant shares;
- (b) as a result of a share consolidation or other variation of capital, the nominal value of shares in the capital of the Company is increased such that the subscription price (if any) at which any person is entitled to subscribe for shares in the capital of the Company pursuant to an employee share plan is less than the nominal value of the relevant shares; or
- (c) pursuant to an employee share plan, the terms on which any person is entitled to subscribe for shares in the capital of the Company are adjusted as a result of a capitalisation issue, rights issue or other variation of capital so that the subscription price is less than the nominal value of the relevant shares.

122A.2 In any such case the Board:

- (a) may transfer to a reserve account a sum equal to the deficiency between the subscription price if any and the nominal value of the shares (the “**Cash Deficiency**”) from the profits or reserves of the Company specified in Article 122A.5; and
- (b) subject to Article 122A.4, shall not apply that reserve account for any purpose other than paying up the Cash Deficiency on the allotment of those shares.

122A.3 Whenever the Company is required to allot shares pursuant to such a right to subscribe, the Board may, subject to the provisions of the Act:

- (a) appropriate to capital out of the reserve account an amount equal to the Cash Deficiency applicable to those shares;
- (b) apply that amount in paying up the deficiency on the nominal value of those shares; and

- (c) allot those shares credited as fully paid to the person entitled to them.
- 122A.4 If any person previously entitled to subscribe for shares as described in Article 122A.1 ceases to be so entitled, the restrictions on the reserve account shall cease to apply in relation to such part of the account as is equal to the amount of the Cash Deficiency applicable to those shares.
- 122A.5 The profits or reserves of the Company to which Articles 122A.1 to 122A.4 (inclusive) apply shall be:
- (a) any profits of the Company, including, without limitation any profits arising from appreciation in capital assets (whether realised by sale of ascertained by valuation); and
  - (b) any amounts for the time being standing to any reserve or reserves, to the capital redemption reserve, to the share premium account, to the share based payment reserve, or to any other special account.

***Explanatory Notes***

For the purposes of Resolution 6 “**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*

8 October 2014

*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 3.00 p.m. (UK time) on 23 October 2014, or if the General Meeting is adjourned, 48 hours (excluding non-business days) 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](http://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](http://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 23 October 2014 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 business days before the day of the adjourned meeting). Changes to entries on the ordinary register after 6.00 p.m. (UK time) on 23 October 2014 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 7 October 2014 (being the last practicable business day prior to the publication of the Combined Circular and Prospectus) the Company's issued share capital consisted of 152,767,938 Ordinary Shares, carrying one vote each, of which 12,871,427 were held in treasury, representing 9.20 per cent. of the total ordinary share capital in issue (excluding treasury shares). The total number of voting rights in the Company as at 7 October 2014 were 139,896,511.
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](http://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 Company's agent (ID RA19) by 3.00 p.m. on 23 October 2014. 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 Company'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 (but not any personalised Form of Proxy or Form of Election) 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 the Combined Circular and Prospectus including the Notice of General Meeting can be found on the Company's website, [www.microfocus.com](http://www.microfocus.com), free of charge.
11. Copies of the Combined Circular and Prospectus, the Articles as amended by the Resolutions and the pro forma deed relating to the Additional Share Grant 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.
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 the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
14. 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 3.00 p.m. (UK time) on 23 October 2014, or if the General Meeting is adjourned, 48 hours prior (excluding non-business days) to the adjourned meeting.
15. 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.
16. 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](http://www.microfocus.com).
17. Unless the context otherwise requires, the definitions used in the Combined Circular and Prospectus shall apply in this Notice.