
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 proxy form to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



23 August 2010

Dear Shareholder

To the holders of Ordinary Shares in Micro Focus International plc (the 'Company').

Notice of Annual General Meeting

The Annual General Meeting (the 'AGM') of the Company is to be held on 23 September 2010 at 3pm (UK time) at The Lawn, 22-30 Old Bath Road, Newbury, Berkshire RG14 1QN. As you will see from the formal Notice of Annual General Meeting 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.

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 21 September 2010. 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 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 all their shares (rather than, in the case of a show of hands, one vote per person). The result of the polls 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 Annual General Meeting 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 21 September 2010. Completion and return of the Form of Proxy shall not preclude you from attending and voting in person at the AGM should you subsequently decide to do so.

Recommendation

The board believes the Resolutions are in the best interests of the Company and its shareholders as a whole and recommends that shareholders vote in favour of each resolution as each director intends to do in respect of his own beneficial holding.

A handwritten signature in black ink, appearing to read "Kevin Loosemore". The signature is fluid and cursive, written over a light grey rectangular background.

Kevin Loosemore
Chairman

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Micro Focus International plc (the '**Company**') will be held at The Lawn, 22-30 Old Bath Road, Newbury, Berkshire RG14 1QN on 23 September 2010 at 3pm (UK time) for the purpose of considering and, if thought fit, passing the following resolutions, in the case of resolutions 1 to 11 inclusive as ordinary resolutions and in the case of resolutions 12 to 15 inclusive as special resolutions:

As Ordinary Business:

ORDINARY RESOLUTIONS

1. THAT the Company's annual accounts for the financial year ended 30 April 2010 together with the report of the directors of the Company (the '**Directors**') and the auditor's report on the annual accounts be received and adopted.
2. THAT a final dividend for the year ended 30 April 2010 of 16.2 cents per ordinary share be declared.
3. THAT the Directors' remuneration report for the year ended 30 April 2010 be approved.
4. THAT David Maloney, who retires voluntarily by rotation and offers himself for re-election in accordance with the Company's articles of association, be re-elected as a Director.
5. THAT Tom Skelton, who retires voluntarily by rotation and offers himself for re-election in accordance with the Company's articles of association, be re-elected as a Director.
6. THAT Paul Pester, who retires voluntarily by rotation and offers himself for re-election in accordance with the Company's articles of association, be re-elected as a Director.
7. THAT Nigel Clifford, 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.
8. THAT Karen Slatford, 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.
9. 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.
10. THAT the Directors be authorised to determine the remuneration of the Company's auditors.

As Special Business:

ORDINARY RESOLUTION

11. 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 Relevant Securities (as defined in the notes to this resolution):
 - (a) up to an aggregate nominal amount of £6,840,627; and
 - (b) comprising equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £13,681,255 (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 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 2011 or, if earlier, 1 November 2011, 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

12. THAT, subject to the passing of resolution 11 in the Notice of Annual General Meeting, 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 11 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:

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- (a) in connection with an offer of such securities (but in the case of the authority granted under sub-paragraph (b) of resolution 11, 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 12(a) above) up to an aggregate nominal amount of £1,026,094,

and such power shall expire on the date of the annual general meeting of the Company to be held in 2011 or, if earlier, 1 November 2011 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.

13. 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 20,521,883 Ordinary Shares;
- (b) the minimum price which shall be paid for the Ordinary Shares is 10 pence for each Ordinary Share, and the maximum price (exclusive of expenses) which may be paid for such Ordinary Shares is 5% above the average of the middle market quotations of such Ordinary Shares derived from the London Stock Exchange Daily Official List for the five business days before the day the purchase is made;
- (c) 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 2011 or 1 November 2011 (whichever is the earlier); and
- (d) 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.

14. 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 2011 or 1 November 2011 (whichever is the earlier).

15. THAT, with effect from the end of this Meeting:

- (a) the existing articles of association of the Company be amended by deleting all provisions of the Company's memorandum of association which, by virtue of section 28 of the Act, are to be treated as provisions of the Company's articles of association; and
- (b) the Company's articles of association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

By order of the board.



Jane Smithard
Company Secretary
23 August 2010

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

Registered in England Number: 5134647

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

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 Annual General Meeting ('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 6ZL, United Kingdom, and must be received by 3pm (UK time) on 21 September 2010, or if the AGM 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 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 from a BT landline, other providers' costs may vary) or +44 (0)121 415 7047 from outside the UK. Lines open 8.30am to 5.30pm (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 Companies Act 2006 (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.
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 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, specifies that only those shareholders on the Register of Members as at 6pm (UK time) on 21 September 2010 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 days before the day of the adjourned meeting). Changes to entries on the ordinary register after 6pm (UK time) on 21 September 2010 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 4 August 2010 (being the last practicable business day prior to the publication of this Notice) the Company's issued share capital consists of 205,218,834 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 4 August 2010 are 205,218,834.
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 3.00pm on 21 September 2010. 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.

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 sections 527 or 528 of the Act. 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 (being the location of the AGM) during usual business hours (Saturdays, Sundays and English public holidays excepted) from the date of this Notice until the conclusion of the AGM:
 - a) executive Directors' service contracts and non-executive Directors' letters of appointment with the Company;
 - b) the Company's Annual Report and Accounts;
 - c) the current memorandum of association and articles of association of the Company; and
 - d) the proposed new articles of association of the Company (referred to in Resolution 15) together with a copy of the existing articles of association marked to show the changes.

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 6ZL, 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 3pm (UK time) on 21 September 2010, or if the AGM is adjourned, 48 hours 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.

EXPLANATORY NOTES

The purpose of each of the resolutions proposed at the Annual General Meeting ('AGM') is as follows:

Resolution 1 – Financial statements

The first item of business is the requirement for shareholders to receive the financial statements for the financial year which ended on 30 April 2010, together with the reports of the Directors and the auditors.

Resolution 2 – Final dividend

This resolution seeks shareholder approval of the final ordinary dividend recommended by the Directors. The Directors are proposing a final dividend of 16.2 cents per Ordinary Share. An interim dividend of 5.6 cents per Ordinary Share was paid in January 2010, making a total dividend for the financial year of 21.8 cents per Ordinary Share. If approved, the dividend will be paid on 28 September 2010 to shareholders of Ordinary Shares as shown on the Company's Register of Members as of 3 September 2010. Dividends will be paid in sterling based on an exchange rate of US\$1.48/£1.00, equivalent to 10.95 pence per share, being the rate applicable on 23 June 2010, the date of recommendation of the dividend by the board of Directors.

Resolution 3 – Remuneration report

In accordance with the Directors' Remuneration Report Regulations 2002 (the '**Regulations**'), the board submits the remuneration report to a vote of shareholders. In accordance with these Regulations, the approval of the remuneration report is proposed as an ordinary resolution.

Resolutions 4 to 8 – 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 every three years following their election or re-election. Accordingly each of David Maloney, Tom Skelton and Paul Pester has resolved to retire voluntarily and submit himself for re-election by the shareholders. Additionally, Nigel Clifford was appointed to the board on 1 May 2010 and has resolved to retire voluntarily and submit himself for election by the shareholders and Karen Slatford was appointed to the board on 5 July 2010 and has resolved to retire voluntarily and submit herself for election by the shareholders. Biographical details of the Directors recommended for re-election and election are set out in the Company's annual report.

Resolutions 9 and 10 – 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 9, which is recommended by the audit committee, proposes the re-appointment of the Company's existing auditors, PricewaterhouseCoopers LLP. Resolution 10 follows best practice in corporate governance by separately seeking authority for the Directors to determine their remuneration.

Resolution 11 – Authority to allot shares

Under Section 551 of the Act, the Directors are, with certain exceptions, unable to allot Relevant Securities (as that term is defined below, and which includes the Company's Ordinary Shares) without the authority of the shareholders in general meeting.

In December 2008, the Association of British Insurers (the '**ABI**') revised its guidelines on Directors' general authority to allot shares. The ABI's guidelines previously stated that Directors' general authority to allot shares should be limited to an amount equal to one-third of a company's issued share capital. The new guidelines state that ABI 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. The guidelines provide that the extra routine authority (that is the authority to allot shares representing the additional one-third of a company's issued share capital) can only be used to allot shares pursuant to a fully pre-emptive rights issue.

Accordingly sub-paragraph (a) of resolution 11 authorises the Directors to allot Relevant Securities up to an aggregate nominal amount of £6,840,627. This authority represents approximately one-third of the Ordinary Share capital in issue (excluding treasury shares) as at the last practicable business day prior to the publication of this Notice. Sub-paragraph (b) of resolution 11 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 £13,681,255, as reduced by the nominal amount of any Relevant Securities issued under sub-paragraph (a) of resolution 11. This amount (before any reduction) represents approximately two-thirds of the Ordinary Share capital in issue (excluding treasury shares) as at the last practicable business day prior to the publication of this Notice.

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 2011 or 1 November 2011, 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. 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 last practicable business day 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, 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.

For the purposes of resolution 11 **'Relevant Securities'** means;

(a) shares in the Company other than shares allotted pursuant to:

- an employee share scheme (as defined by section 1166 of the Act);
- a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
- a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security; and

(b) 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 employee 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.

Resolution 12 – 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 11 will give the Directors authority to allot Ordinary Shares for cash without the need to comply with the statutory provisions in certain circumstances. Resolution 12 is conditional upon resolution 11 having been passed and will be proposed as a special resolution. In light of the new ABI guidelines described in resolution 11 above, the authority granted under sub-paragraph (a) of resolution 12 will permit the Directors to allot shares up to an aggregate nominal amount of £13,681,255 (representing approximately two-thirds of the Ordinary Share capital in issue as at the last practicable business day prior to the publication of this Notice) on an offer to existing shareholders on a pre-emptive basis. However, unless the shares are allotted pursuant to a rights issue (rather than an open offer), the Directors may only allot shares up to an aggregate nominal amount of £6,840,627 (representing approximately one-third of the Company's issued Ordinary Share capital as at the last practicable business day prior to the publication of this Notice), in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit. Consequently, sub-paragraph (b) of resolution 12 will authorise the Directors to allot Ordinary Shares for cash up to an aggregate nominal amount of £1,026,094 without first being required to offer them to existing shareholders. This authority shall include the sale by the Company of any Ordinary Shares held in treasury. The authority provided by sub-paragraph (b) of resolution 12 represents approximately 5% of the Ordinary Share capital in issue as at the last practicable business day prior to the publication of this Notice.

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 2011 or 1 November 2011, 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 13 – Approval of market purchases of Ordinary Shares

In certain circumstances, it may be advantageous for the Company to purchase its own shares. The Directors have no present intention of making such purchases but believe it is prudent to have this authority so as to be able to act at short notice if circumstances change. The authority would however only be exercised if 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 13, which will be proposed as a special resolution, approves the purchase of up to 20,521,883 Ordinary Shares at a price not exceeding 5% above the average middle market quotations for such shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such shares are contracted to be purchased. The resolution also specifies the minimum price at which such shares may be bought. When shares are purchased by the Company, they are held in treasury. No dividends are paid on, and no voting rights attach to, treasury shares. The number of shares that may be held in treasury in accordance with Section 725 of the Act is limited to 10% of the issued share capital of the Company. To the extent the number of shares purchased exceeds this limit, the shares over the limit will be cancelled. 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 6,059,883 representing 2.96% of the issued share capital and 3.29% of the issued share capital if the full authority to buy back shares (existing and being sought) is used. As at the last practicable date prior to the publication of this Notice, the Company does not hold any 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 2011 or 1 November 2011, whichever is the earlier.

Resolution 14 – Notice period for general meetings

Following the coming into force of the Companies (Shareholders' Rights) Regulations 2009 in August 2009, 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 shareholders' resolution, the minimum notice period under the regulations would be 21 clear days. Consequently resolution 14 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.

Resolution 15 – Adoption of new Articles of Association

Resolution 15 will be proposed to adopt new Articles of Association in order to take into account the coming into force of the Companies (Shareholders' Rights) Regulations 2009, the implementation of the final provisions of the Act and the UK Corporate Governance Code 2010. A summary of the proposed changes is set out in the Appendix to this Notice. The new articles of association showing all amendments to the existing articles of association are available for inspection, as noted on page 4 of this Notice.

APPENDIX

Explanatory notes of the principal changes to the Company's articles of association

1. The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and articles of association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to provide for a wide scope of activities.

The Companies Act 2006 (the 'Act') significantly reduces the constitutional significance of a company's memorandum. The Act provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the Company. Under the Act the objects clause and all other provisions which are contained in a Company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in the company's articles of association, with the ability for the Company to be able to remove these provisions by special resolution.

Further the Act states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Act, are treated as forming part of the Company's Articles of Association as of 1 October 2009. Resolution 15(a) confirms the removal of these provisions for the Company.

2. Limited liability

The Act provides that a company is a limited company if the liability of its members is limited by its constitution. In this context, 'constitution' essentially means the articles of association of the company. An additional article has therefore been included in the new articles of association which limits the liability of the members to any amount unpaid on their shares in the Company. This article effectively replaces the statement currently in the Company's memorandum of association regarding limited liability.

3. Authorised share capital and unissued shares

The Act abolishes the requirement for a company to have an authorised share capital and the new articles of association reflect this. Directors will still be limited as to the number of shares they can at any time allot as allotment authority continues to be required under the Act, save in respect of employee share schemes.

4. Redeemable shares

Under the Companies Act 1985, if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. The Act enables the Directors to determine such matters instead provided they are so authorised by the articles. The new articles of association contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the Directors would need shareholders' authority to issue new shares in the usual way.

5. Voting record date

Under the Act as amended by the Shareholders' Rights Regulations the Company must determine the right of members to vote at a general meeting by reference to the shareholder register not more than 48 hours before the time for the holding of the meeting, not taking account of days which are not working days. The relevant provisions of the articles of association have been amended to reflect this requirement.

6. Electronic meetings

Amendments made to the Act by the Shareholders' Rights Regulations specifically provide for the holding and conducting of electronic meetings. The articles of association have been amended to reflect more closely the relevant provisions.

7. Adjournments for lack of quorum

Under the Act as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The relevant provision of the articles of association have been amended to reflect this requirement.

8. Votes attaching to shares and voting by proxies on a show of hands

The Shareholders' Rights Regulations have amended the Act so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The new articles of association reflect these changes and contain provisions clarifying how the provision of the Act giving a proxy a second vote on a show of hands should apply to discretionary authorities.

9. Voting by corporate representatives

The Shareholders' Rights Regulations have amended the Act in order to enable multiple representatives appointed by the same corporate member to vote in different ways on a show of hands and a poll. The new articles of association contain provisions which reflect these amendments.

10. Annual re-election

Under the UK Corporate Governance Code published by the Financial Reporting Council in June 2010, from financial reporting years beginning on or after 1 May 2011, all Directors of the Company will be required to put themselves up for re-election annually at each AGM. The current articles of association have been amended accordingly.

11. Provision for employees

The Act provides that the powers of the directors of a company to make provision for a person employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary, may only be exercised by the directors if they are so authorised by the Company's articles of association or by the Company in general meeting. The new Articles of Association provide that the directors may exercise this power.

12. Distributions in specie

The current articles of association contain provisions dealing with the distribution of assets in kind in the event of the Company going into liquidation. These provisions have been removed in the new articles of association on the grounds that a provision about the powers of liquidators is a matter for insolvency law rather than the articles of association and that the Insolvency Act 1986 confers powers on the liquidator which would enable the liquidator to act in the manner envisaged by the current articles of association.

13. Suspension of registration of share transfers

The current articles permit the Directors to suspend the registration of transfers. Under the Act, share transfers must be registered as soon as practicable. The power in the current articles of association to suspend the registration of transfers is inconsistent with this requirement. Accordingly this power has been removed in the new articles of association.

MICRO FOCUS INTERNATIONAL PLC AGM 2010

Venue

The Lawn, 22-30 Old Bath Road, Newbury, Berkshire RG14 1QN

Timings

Date: 23 September 2010

2.30pm: Doors open, registration begins.

2.50pm: Please make your way to your seats.

3.00pm: Meeting commences.

4.00pm (approximately) AGM closes. The results of the poll will be released to the London Stock Exchange.

Admission

Please plan to arrive before 2.30pm to allow enough time for registration and security clearance, bringing your attendance card with you. This is either attached to your Proxy Form 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.

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