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20 November 2014

Micro Focus International plc

Completion of the Merger with The Attachmate Group, Inc.

Return of Value to Shareholders: Results of B/C Share Scheme Elections

Completion of the Merger

Micro Focus International plc ("Micro Focus" or the "Company") is pleased to announce that, subject to Admission occurring at 8.00 a.m. today, it has completed its merger with The Attachmate Group, Inc. in accordance with the terms of the Merger Agreement. Accordingly, on Admission, 86,595,711 Consideration Shares will be issued to Wizard.

Return of Value

The Company also announces that on Admission, B Shares and C Shares will be issued to Shareholders under the Return of Value and the Share Capital Consolidation will take effect. As at the Election Deadline of 4.30 p.m. on 19 November 2014, Shareholders' elections or, as the case may be, deemed elections, for the Election Alternatives under the Return of Value were as follows:

	Number of Existing Ordinary Shares	%
Capital Option	50,568,360	36.15
Income Option	89,328,151	63.85
TOTAL	139,896,511	100.0

For the Options set out above, 50,568,360 B shares of 60 pence each and 89,328,151 C Shares of 0.0000001 pence will be issued at Admission, split between the Options as follows:

	Number of B Shares or C Shares
Capital Option	50,568,360 B Shares
Income Option	89,328,151 C Shares

No application has been, or will be, made for the B Shares or the C Shares to be admitted to listing on the Official List or admitted to trading on the London Stock Exchange's main market for listed securities, nor will the B Shares or the C Shares be listed or admitted to trading on any other recognised investment exchange.

Board Composition

As described in the Prospectus, Stephen Murdoch will step down from the Board. Stephen will remain as Chief Operating Officer. Accordingly, the Board of Directors of the Company will from Admission comprise:

Executive Directors: Kevin Loosemore (Executive Chairman) and Mike Phillips (Chief Financial Officer).

Non-Executive Directors: Karen Slatford (Senior Independent Director); Tom Skelton; Tom Virden; Richard Atkins; Prescott Ashe*; and David Golob*.

* No further information is required pursuant to Listing Rule 9.6.13 in respect of each of these appointments other than as already set out in the Prospectus.

Settlement

Following Admission, there will be a total of 228,440,741 New Ordinary Shares in issue (including the Consideration Shares), of which 11,951,119 New Ordinary Shares will be held in treasury. Therefore, the resulting total number of voting rights in Micro Focus will be 216,489,622.¹ In addition, the Company has applied for a block listing for a total of 1,264,324 New Ordinary Shares.

It is expected that later today the Company will make a further announcement concerning the redemption of B Shares issued pursuant to the Capital Option, the C Share Dividend in respect of C Shares issued under the Income Option and the repurchase of the Deferred Shares and the Deferred D Shares.

It is expected that Shareholders that have elected for either the Income Option or Capital Option will receive their proceeds from the Return of Value by 1 December 2014.

With effect from Admission, share certificates in respect of Existing Ordinary Shares will cease to be valid. It is expected that by 1 December 2014, the Company will despatch share certificates in respect of the New Ordinary Shares arising on the Share Capital Consolidation together with cheques in respect of fractional entitlements where these exceed £5.00 to those Shareholders who held their Existing Ordinary Shares in certificated form and until such time Shareholders should retain any share certificate(s) they currently hold in respect of Existing Ordinary Shares. Shareholders who held their Existing Ordinary Shares in CREST will have the New Ordinary Shares to which they are entitled automatically credited to their CREST accounts at approximately 8.00 a.m. today.

Related Party Transaction

As described in the Prospectus, the Additional Responsibility Allowance is conditional upon Admission. Up to £1m (in aggregate) is payable under the Additional Responsibility Allowance per annum, over a period of at least six months but not exceeding three years from Completion, to Kevin Loosemore, Mike Phillips, Stephen Murdoch and Paul Rodgers (Human Resources and Business Operations Director) and up to eight other senior managers. As such, the Additional Responsibility Allowance constitutes a smaller related party transaction for the purposes of Listing Rule 11.1.10R.

Capitalised terms in this announcement have the same meaning as the defined terms in the prospectus sent to Shareholders on 8 October 2014 (the "Prospectus").

Commenting on today's announcement, Kevin Loosemore, Executive Chairman of Micro Focus, said:

"The completion of our agreement to merge Micro Focus and the Attachmate Group is a transformational event, creating a leading infrastructure software company that enables Micro Focus to meet further the needs and demands of our customers and global partner network with greater scale, a broader portfolio and the global reach their businesses require. The merger provides us with a platform from which I am confident we can deliver significant and sustainable returns"

For further information, please contact:

¹ This figure of 216,489,622 should, from Admission, be used by Shareholders as the denominator for the calculations by which they will determine their interest in, or a change to their interest in, the Ordinary Shares, in the event they are required to make a disclosure under the FCA's Disclosure and Transparency Rules.

Micro Focus

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