



Notice of 2017 Annual General Meeting

The Lawn, 22-30 Old Bath Road, Newbury, Berkshire RG14 1QN
4 September 2017 at 9am (UK time)

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 advisor authorised under the Financial Services and Markets Act 2000.

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

Executive Chairman's letter

Micro Focus International plc

(Incorporated and registered in England and Wales with number 5134647)

Registered office:
The Lawn
22-30 Old Bath Road
Newbury
Berkshire
RG14 1QN

3 August 2017

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

Dear Shareholder

Notice of Annual General Meeting

The Annual General Meeting (the "**AGM**") of the Company is to be held on 4 September 2017 at 9am (UK time) at the Company's offices at The Lawn, 22-30 Old Bath Road, Newbury, Berkshire RG14 1QN. As you will see from the formal Notice of AGM which follows this letter, there are a number of items of business to be considered and the purpose of each resolution to be proposed at the AGM is set out in the "**Explanatory Notes**" section of this letter.

Proposed Merger with Seattle SpinCo, Inc.

On 26 May 2017, shareholders of the Company voted to approve the proposed transaction whereby the Company has agreed to combine with Hewlett Packard Enterprise's software business segment by way of merger (the "**Merger**"), the proposed issue of ordinary shares in connection with the Merger and the proposed return of value of the sterling equivalent of US\$500 million to the Company's shareholders ("**Return of Value**"). The numbers set out in Resolutions 17, 18, 19 and 20 are based on an estimate of the number of ordinary shares to be issued in connection with the Merger and do not assume any share capital consolidation in connection with the proposed Return of Value. If such share capital consolidation occurs and/or less ordinary shares than currently estimated are issued in connection with the Merger, the Directors undertake not to exercise the authorities referred to in Resolutions 17, 18, 19 and 20 so as to exceed the institutional investor guidelines issued by the Investment Association.

Dividend

As announced on 12 July 2017, the Company intends to pay a second interim dividend prior to completion of the Merger in lieu of its final dividend for the financial year ending 30 April 2017. The interim dividend will be paid on 25 August 2017 to shareholders on the register on 4 August 2017.

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 9am (UK time) on 31 August 2017. Completion and return of the Form of Proxy will not prevent you from attending and voting at the AGM in person, should you so wish.

Electronic Proxy Appointment is available for this AGM. This facility enables shareholders to lodge their proxy appointment by electronic means on a website provided by our Registrar, Equiniti, via www.sharevote.co.uk or, for those who hold their shares in CREST, through the CREST electronic proxy appointment service. Further details are set out in the notes to the Notice of AGM and the Form of Proxy.

At the AGM itself, the votes will be taken by poll rather than on a show of hands. The final result is more democratic as this enables one vote per share held (rather than one vote per person in the case of a show of hands) which is then added to the proxy results. The result of the poll will be announced to the London Stock Exchange and will appear on the Company's website www.microfocus.com.

Action required

Following this letter is a Notice of AGM including resolutions relating to the matters discussed above (the "**Resolutions**") together with a Form of Proxy. You are requested to complete, sign and return the Form of Proxy whether or not you intend to be present at the AGM as soon as possible and in any event, so as to reach Equiniti, the Company's Registrar, by 9am (UK time) on 31 August 2017.

Recommendation

The board believes the Resolutions are in the best interests of the Company and are most likely to promote the success of the Company for the benefit of its shareholders as a whole. Accordingly, the board recommends that shareholders vote in favour of each Resolution, as each director of the Company intends to do in respect of his or her own beneficial holding.



Kevin Loosemore
Executive Chairman

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of Micro Focus International plc (the "**Company**") will be held at the Company's offices at The Lawn, 22-30 Old Bath Road, Newbury, Berkshire RG14 1QN on 4 September 2017 at 9am (UK time).

Resolutions 1 to 17 (inclusive) will be proposed as Ordinary Resolutions and Resolutions 18 to 21 (inclusive) will be proposed as Special Resolutions. There will be a poll vote on all Resolutions.

ORDINARY RESOLUTIONS

1. To receive the Company's accounts, together with the reports of the directors of the Company (the "**Directors**") and the auditor for the year ended 30 April 2017.
2. To approve the Directors' remuneration report (the "**Remuneration Report**") for the year ended 30 April 2017 (excluding the part relating to the Directors' remuneration policy (the "**Remuneration Policy**"), as set out on pages 73 to 82 of the Remuneration Report).
3. To approve the Remuneration Policy for the year ended 30 April 2017 as set out on pages 73 to 82 of the Remuneration Report.
4. To re-elect Kevin Loosemore as a Director.
5. To re-elect Mike Phillips as a Director.
6. To re-elect Stephen Murdoch as a Director.
7. Conditional upon completion of the Company's acquisition of Seattle SpinCo, Inc. by way of the merger of Seattle MergerSub Inc. with and into Seattle SpinCo, Inc. (the "**Merger**") prior to the date of this Meeting, to elect Chris Hsu as a Director.
8. To re-elect Nils Brauckmann as a Director.
9. To re-elect Karen Slatford as a Director.
10. To re-elect Richard Atkins as a Director.
11. To re-elect Amanda Brown as a Director.
12. To elect Silke Scheiber as a Director.
13. To elect Darren Roos as a Director.
14. Conditional upon completion of the Merger prior to the date of this Meeting, to elect John Schultz as a Director.
15. To appoint KPMG LLP as auditors of the Company until the end of the next annual general meeting at which accounts are laid before the Company.
16. To authorise the Directors to determine the remuneration of the auditors of the Company.
17. In addition and without prejudice to all existing authorities for the purposes of section 551 of the Companies Act 2006 (the "**Act**") to generally and unconditionally authorise the Directors to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:
 - (a) up to an aggregate nominal amount of £7,658,063, or if completion of the Merger occurs, up to an aggregate nominal amount of £15,632,421; and

- (b) up to an aggregate nominal amount of £7,658,063, or if completion of the Merger occurs, up to an aggregate nominal amount of £15,632,421, 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 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 next annual general meeting of the Company or, if earlier, 30 April 2019, but so that the Company may, in each case, before such expiry make an offer or agreement which would or might require share allotments and grants of rights to subscribe for or convert any security into shares in the Company after such expiry and the Directors may make such allotments and grants in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

SPECIAL RESOLUTIONS

18. Subject to the passing of Resolution 17 above, to authorise the Directors in accordance with section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the power conferred on the Directors by Resolution 17 and/or to sell ordinary shares held by the Company as treasury shares, as if section 561(1) and sub-sections (1) – (6) of section 562 of the Act did not apply to any such allotment or sale, provided that the power conferred by this Resolution shall be limited to:
 - (a) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities made to (but in the case of the power granted under Resolution 17(b) by way of a rights issue only):
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities, as required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, subject only 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 requirements of any regulatory body or stock exchange; and
 - (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph 18(a) above) up to a nominal amount of £1,148,709, or if completion of the Merger occurs, up to a nominal amount of £2,344,863,

and such power shall expire on the date of the next annual general meeting of the Company or, if earlier, 30 April 2019, 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 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.

Notice of Annual General Meeting continued

19. Subject to the passing of Resolution 17 above, to authorise the Directors, in addition to any power granted under Resolution 18, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the power conferred on the Directors by Resolution 17 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) and sub-sections (1) – (6) of section 562 of the Act did not apply to any such allotment or sale, such power to be:
- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,148,709, or if completion of the Merger occurs, up to a nominal amount of £2,344,863; and
 - (b) used only for the purposes of financing (or refinancing, if the power is to be used within six months after the original transaction) a transaction which the board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,
- and such power shall expire on the date of the next annual general meeting of the Company or, if earlier, 30 April 2019, but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power expires and the board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.
20. To generally and unconditionally authorise, in accordance with the Company's articles of association and for the purposes of section 701 of the Act, the Company to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares provided that:
- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 34,438,308 ordinary shares, or if completion of the Merger occurs, 70,298,999 ordinary shares;
 - (b) the minimum price which shall be paid for each ordinary share is 10 pence;
 - (c) the maximum price which may be paid for each ordinary share is an amount equal to the higher of (i) 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Company agrees to buy the shares concerned; and (ii) the higher of the price of the last independent trade of any ordinary share and the highest current bid for an ordinary share as stipulated by Article 5(6) of Regulation (EU) No.596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse;
 - (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or 30 April 2019 (whichever is the earlier); and
 - (e) the Company may, before such expiry, make a contract to purchase ordinary shares under the authority hereby conferred which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares in pursuance of such a contract.
21. To authorise the Company to call general meetings (other than annual general meetings) on a minimum of 14 clear days' notice.

By order of the board.



Jane Smithard
Company Secretary

3 August 2017

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

Registered in England Number: 5134647

Explanatory notes

The purpose of each of the Resolutions proposed at the Annual General Meeting is as follows:

Resolution 1 – Financial statements

Shareholders are required to receive the Company's accounts for the financial year which ended on 30 April 2017. These include the audited financial statements together with the reports of the Directors and the auditor. These are all contained in the Annual Report.

Resolution 2 – Remuneration Report

The board must put the Remuneration Report (excluding the part relating to the Remuneration Policy) to a shareholder vote under company law. As in previous years, this shareholder vote is advisory and the Directors' entitlement to receive remuneration is not conditional on it. The Remuneration Report is available to view in the Annual Report (on pages 70 to 91, but excluding pages 73 to 82) and at <http://investors.microfocus.com/key-financial-data/reports-and-accounts>.

Resolution 3 – Remuneration Policy

The Remuneration Policy is set out on pages 73 to 82 of the Annual Report. It sets out the Company's policy on remuneration and potential payments to directors going forward. The Remuneration Policy must be approved by shareholders (by means of a separate resolution) at least once every three years. The current Remuneration Policy was approved by shareholders at the AGM in 2014 (with subsequent amendments at the 2014 General Meeting and the 2016 Annual General Meeting) and is due for renewal.

Once the Remuneration Policy is approved, the Company will not be able to make a remuneration payment to a current or prospective director or a payment for loss of office to a current or past director unless that payment is consistent with the Remuneration Policy or has been approved by a resolution of the members of the Company.

Resolutions 4 to 14 – Retirement, re-election and election of Directors

Under the Company's articles of association, all Directors are required to retire and submit themselves for election at the first annual general meeting following their appointment and for re-election on an annual basis thereafter. All the retiring Directors are offering themselves for re-election by shareholders. This practice complies with the recommendations of the UK Corporate Governance Code. If the Merger has completed by the date of the AGM, the resolution in respect of Stephen Murdoch will be withdrawn with the consent of the meeting since Stephen Murdoch has agreed to step down as a Director with effect from completion of the Merger.

Silke Scheiber and Darren Roos were appointed to the board during the year and will offer themselves for election by shareholders for the first time. Conditional upon completion of the Merger, Chris Hsu and John Schultz will be appointed to the board. If the Merger has completed prior to the date of the AGM, Chris Hsu and John Schultz will offer themselves for election by shareholders for the first time. If the Merger has not completed by the date of the AGM, the resolutions in respect of the election of Chris Hsu and John Schultz will be withdrawn with the consent of the meeting.

Biographical details of the Directors (other than Chris Hsu and John Schultz) are set out in the Company's Annual Report. All the proposed appointees (other than Silke Scheiber and Darren Roos who joined the board on 15 May 2017 and Chris Hsu and John Schultz who have not yet joined the board) have been subject to a formal evaluation procedure in the last 12 months. Following that procedure the Executive Chairman confirms the continuing commitment and effective contribution of the Directors and recommends their re-election. In addition, the Directors confirm the continuing commitment and effective contribution of the Executive Chairman and recommend his re-election.

Biographical details for Chris Hsu and John Schultz are set out below:

Chris Hsu

Chris has served as Executive Vice President and Chief Operating Officer for Hewlett Packard Enterprise Company ("HPE") since November 2015 and General Manager, HPE Software since September 2016. Prior to that, he served as Senior Vice President, Organisational Performance and Hewlett Packard Enterprise Separation Leader at Hewlett-Packard Company from May 2014 to November 2015. Before joining Hewlett-Packard Company, Chris served as Managing Director at Kohlberg Kravis Roberts ("KKR"), an investment firm, from December 2013 to May 2014 and as Director of KKR Capstone, a consulting firm, from November 2008 to December 2013.

John Schultz

John Schultz has served as Executive President, General Counsel and Secretary of HPE since November 2015. Prior to that, John performed a similar role at Hewlett-Packard Company from April 2012 to November 2015. Previously, John served as Deputy General Counsel for Litigation, Investigations and Global Functions at Hewlett-Packard Company from September 2008 to April 2012. From March 2005 to September 2008, John was a partner in the litigation practice of Morgan, Lewis & Bockius LLP, a law firm, where, among other clients, he supported Hewlett-Packard Company as external counsel on a variety of litigation and regulatory matters. John is a current director of Umpqua Holdings Corporation, Portland, Oregon.

Resolutions 15 and 16 – 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. During the year, the Audit Committee oversaw a formal tender process for the external auditor appointment. Following the conclusion of the tender process, the Directors announced in April 2017 that they intended to recommend the appointment of KPMG LLP, to succeed PricewaterhouseCoopers LLP ("PwC"), as the Company's auditors for the next financial year. Full details of the tender process are provided in the Audit Committee Report set out on pages 64 and 65 of the Annual Report. As outgoing auditors PwC have provided the Company with a Statement of Reasons, as required by company law, which is set out in the Appendix to this Notice.

Resolution 16 follows best practice in corporate governance by separately seeking authority for the Directors to determine the auditors' remuneration.

Resolution 17 – Authority to allot shares

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

The Investment Association's Share Capital Management Guidelines state that Investment Association members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two-thirds of a company's issued share capital, provided that any amount in excess of one-third of a company's issued share capital is applied to fully pre-emptive rights issues only.

Explanatory notes continued

Accordingly, the Directors are seeking authority to be able to:

- (a) allot shares or grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £7,658,063, or if completion of the Merger occurs, up to an aggregate nominal amount of £15,632,421, in accordance with Resolution 17(a). The first amount represents approximately one-third of the ordinary share capital in issue as at the latest practicable date prior to the publication of this Notice and the second amount represents an approximation of one-third of the expected ordinary share capital in issue following completion of the Merger; and
- (b) 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 £7,658,063, or if completion of the Merger occurs, up to an aggregate nominal amount of £15,632,421, in accordance with Resolution 17(b). The first amount represents approximately one-third of the ordinary share capital in issue as at the latest practicable date prior to the publication of this Notice and the second amount represents an approximation of one-third of the expected ordinary share capital in issue following completion of the Merger.

At the latest practicable date prior to the publication of this Notice, it is not known what effect the proposed share capital consolidation relating to the Return of Value will have on the total number of shares in issue or exactly how many ordinary shares will be issued on completion of the Merger. For this reason, an approximation of one-third of the expected ordinary share capital following completion of the Merger has been used and no account has yet been taken of the proposed share capital consolidation relating to the Return of Value. The Directors therefore undertake in respect of each of Resolution 17(a) and Resolution 17(b):

- (i) if the Return of Value does not occur and the Merger does not complete, not to allot more than one-third of the actual ordinary share capital in issue as at the latest practicable date prior to publication of this Notice;
- (ii) if the Return of Value occurs but the Merger does not complete, not to allot more than one-third of the actual ordinary share capital in issue immediately following completion of the Return of Value; or
- (iii) if the Return of Value occurs and the Merger completes, not to allot more than one-third of the actual ordinary share capital in issue immediately following completion of the Merger.

If approved, the authorities granted under Resolutions 17(a) and (b) will expire either on the date of the Company's next AGM or 30 April 2019, whichever is the earlier. This longstop date reflects the 18 month financial period ending on 31 October 2018 which the Company will initially report on following completion of the Merger. The Directors have no present intention of exercising such authorities. However, the Directors consider it important to have the maximum ability and flexibility commensurate with good corporate governance guidelines to raise finance to enable the Company to respond to market developments and conditions. If the Directors were to use the additional authority in Resolution 17(b), then all of the Directors would submit themselves for re-election at the following AGM (as they do each year in any event in the interests of good corporate governance).

Resolutions 18 and 19 – Disapplication of pre-emption (Special Resolutions)

The Pre-Emption Group's Statement of Principles, as updated in March 2015, supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash representing no more than 5% of issued ordinary share capital (excluding treasury shares), without restriction as to the use of proceeds of those allotments.

Accordingly, Resolution 18 allows the Directors to allot shares and sell treasury shares for cash, without first having to offer them to existing shareholders in proportion to their holdings (i) in connection with a pre-emptive offer or pre-emptive rights issue and/or (ii) otherwise up to a nominal value of £1,148,709, or if completion of the Merger occurs, up to a nominal value of £2,344,863. The first amount is equivalent to 5% of the total issued ordinary share capital of the Company as at 1 August 2017, being the latest practicable date prior to the date of publication of this Notice and the second amount represents an approximation of 5% of the expected ordinary share capital in issue following completion of the Merger.

The Pre-Emption Group's Statement of Principles also supports the annual disapplication of pre-emption rights in respect of allotments of shares and sales of treasury shares for cash representing no more than an additional 5% of issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment. The Pre-Emption Group's Statement of Principles defines "specified capital investment" as meaning one or more specific capital investment related uses for the proceeds of an issue of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return. Accordingly, Resolution 19 authorises the Directors to allot new shares pursuant to the allotment authority given by Resolution 17, or sell treasury shares, for cash up to a further nominal amount of £1,148,709, or if completion of the Merger occurs, up to a further nominal amount of £2,344,863. The first amount is equivalent to an additional 5% of the entire issued share capital of the Company as at 1 August 2017, being the latest practicable date prior to the publication of this Notice and the second amount represents an approximation of an additional 5% of the expected ordinary share capital in issue following completion of the Merger. This authority can only be used in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment. If the authority given in Resolution 19 is used, the Company will publish details of the allotment in its next annual report.

At the latest practicable date prior to the publication of this Notice, it is not known what effect the proposed share capital consolidation relating to the Return of Value will have on the total number of shares in issue or exactly how many ordinary shares will be issued on completion of the Merger. For this reason, an approximation of 5% of the expected ordinary share capital following completion of the Merger has been used for the purposes of Resolutions 18 and 19 and no account has yet been taken of the proposed share capital consolidation relating to the Return of Value. The Directors therefore undertake in respect of each of Resolution 18 and Resolution 19:

- (i) if the Return of Value does not occur and the Merger does not complete, not to allot more than 5% of the actual ordinary share capital in issue as at the latest practicable date prior to publication of this Notice;
- (ii) if the Return of Value occurs but the Merger does not complete, not to allot more than 5% of the actual ordinary share capital in issue immediately following completion of the Return of Value; or
- (iii) if the Return of Value occurs and the Merger completes, not to allot more than 5% of the actual ordinary share capital in issue immediately following completion of the Merger.

If approved, the authorities granted under Resolutions 18 and 19 will expire either on the date of the Company's next AGM or on 30 April 2019, whichever is the earlier. This longstop date reflects the 18 month financial period ending on 31 October 2018 which the Company will initially report on following completion of the Merger. The Directors have no immediate plans to make use of these authorities, other than to fulfil the Company's obligations under its employee share plans.

Resolution 20 – Approval of market purchases of ordinary shares (Special Resolution)

In certain circumstances, it may be advantageous for the Company to purchase its own shares. The Directors consider it desirable that the possibility of making such purchases, under appropriate circumstances, is available.

Resolution 20 approves the purchase of up to 34,438,308 ordinary shares (equivalent to approximately 14.99% of its issued share capital as at 1 August 2017 being the latest practicable date prior to the publication of this Notice) or if completion of the Merger occurs, up to 70,298,999 ordinary shares (which represents an approximation of 14.99% of the expected issued share capital following completion of the Merger) at, or between, the minimum and maximum prices specified in the Resolution. When shares are purchased by the Company, they may be immediately cancelled or held in treasury. No dividends are paid on, and no voting rights attach to, treasury shares.

At the latest practicable date prior to the publication of this Notice, it is not known what effect the proposed share capital consolidation relating to the Return of Value will have on the total number of shares in issue or exactly how many ordinary shares will be issued on completion of the Merger. For this reason, an approximation of 14.99% of the expected ordinary share capital following completion of the Merger has been used and no account has yet been taken of the proposed share capital consolidation relating to the Return of Value. The Directors therefore undertake:

- (i) if the Return of Value does not occur and the Merger does not complete, not to buy-back more than 14.99% of the actual ordinary share capital in issue as at the latest practicable date prior to publication of this Notice;
- (ii) if the Return of Value occurs but the Merger does not complete, not to buy back more than 14.99% of the actual ordinary share capital in issue immediately following completion of the Return of Value; or
- (iii) if the Return of Value occurs and the Merger completes, not to buy-back more than 14.99% of the actual ordinary share capital in issue immediately following completion of the Merger.

At the latest practicable date prior to the publication of this Notice the total number of options to subscribe for shares that were outstanding was 8,533,869 representing 3.71% of the issued share capital as at 1 August 2017 and 4.37% of issued share capital as at 1 August 2017 if the full authority to buy back shares is used. If completion of the Merger occurs, the total number of options as at 1 August 2017 represents 1.82% of the expected issued share capital following completion of the Merger and 2.14% of the expected issued share capital if the full authority to buy back shares is used. No warrants have been granted by the Company. This Resolution will expire either on the date of the Company's next AGM or 30 April 2019, whichever is the earlier. This longstop date reflects the 18 month financial period ending on 31 October 2018 which the Company will initially report on following completion of the Merger.

Resolution 21 – Notice period for general meetings (Special Resolution)

The Company would like to be able to call general meetings (other than AGMs) on 14 clear days' notice (rather than the 21 days under UK company law). The Company intends to seek this authority each year. The shorter notice period of 14 clear days will not be routinely used for general meetings, but will only be used where the business of the meeting merits that flexibility and the Directors believe it to be beneficial to shareholders as a whole. The Company meets the requirements for electronic voting under the relevant regulations.

Notes to the Notice of Annual General Meeting

1. A shareholder may appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy for the AGM as long as each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy does not need to be a shareholder of the Company. A Form of Proxy for the meeting is enclosed. To be valid any proxy form or other instrument appointing a proxy must be returned by post, by courier or by hand to the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, and must be received by 9am (UK time) on 31 August 2017, or if the AGM is adjourned, 48 hours (excluding non-working days) prior to the adjourned meeting. A proxy may also be appointed electronically and further details are set out at Note 2 and Note 7 below. Shareholders who have lodged a proxy may still attend the AGM and vote themselves. 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 0371 384 2734 or +44 (0)121 415 7047 from outside the UK (calls to this number from outside the UK will be charged at applicable international rates). Lines open 8.30am to 5.30pm (UK time) (Monday to Friday).
2. To appoint a proxy electronically log on to the Company's Registrars' website at www.sharevote.co.uk. Shareholders will need their Voting ID, Task ID and Shareholder Reference Number, printed on the face of the accompanying Form of Proxy. Full details of the procedures are given on the website. Alternatively, if you have already registered with the Registrars' online portfolio service, Shareview, you can submit your proxy by logging on to your portfolio at www.shareview.co.uk and clicking on the link to vote. Instructions are given on the website. If you are a member of CREST, you may use the CREST electronic appointment service, details of which are set out at Note 7.
3. Any person who has been nominated under Section 146 of the Companies Act 2006 (the "**Companies Act**") to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The rights relating to proxy appointments in Notes 1 and 2 do not apply to Nominated Persons, and such rights can only be exercised by shareholders themselves.
4. A shareholder has a right to put to the Directors any questions relating to the business to be dealt with at the AGM. The Company must give an answer to any such question relating to the business being dealt with at the AGM, except if:
 - (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - (b) the answer has already been given on a website in the form of an answer to a question; or
 - (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
5. The Company, pursuant to the Uncertificated Securities Regulations 2001 (as amended), will determine which shareholders are entitled to attend and vote at the AGM, and the number of votes which may be cast, by reference to the Company's shareholder register at 6.30pm (UK time) on 31 August 2017, or if the meeting is adjourned, no later than 6.30pm (UK time) on the day being two business days prior to the day of the adjourned meeting. In each case, changes to the shareholder register after that time will not be taken into account.
6. As at 1 August 2017 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consists of 229,741,879 ordinary shares, carrying one vote each. No shares are held in treasury, therefore the total number of voting rights in the Company as at 1 August 2017 are 229,741,879.
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 (available via www.euroclear.com). 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.

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. 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, to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 9am (UK time) on 31 August 2017. 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.

8. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).
9. Under section 527 of the Companies 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 Companies Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with such requests. Where the Company is required to place a statement on a website under section 527 of the Companies 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 Companies Act to publish on its website.
10. 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.
11. 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.
12. Copies of the following documents will be available for inspection at the registered office of the Company during usual business hours (Saturdays, Sundays and English public holidays excepted) from the date of this Notice until the conclusion of the AGM:
 - (a) non-executive Directors' letters of appointment with the Company; and
 - (b) the Company's Annual Report and Accounts.
13. 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 they do not do so in relation to the same shares.
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, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom. In the case of a member which is a corporation, the revocation notice must be executed under its common seal or signed on its behalf by a duly authorised officer of the corporation or an attorney for the corporation. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Equiniti not less than one hour before the commencement of the AGM, or if the AGM is adjourned, not less than one hour prior to the adjourned meeting.
15. You may not use any electronic address provided in either this Notice of Annual 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 Companies 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.

Appendix: PwC Statement of Reasons



The Directors
Micro Focus International plc
The Lawn
22-30 Old Bath Road
Newbury, Berkshire
RG14 1QN

2 August 2017

Dear Sirs,

Statement of Reasons connected with ceasing to hold office as Auditors

In accordance with Section 519 of the Companies Act 2006 (the "Act"), we set out below the reasons connected with PricewaterhouseCoopers LLP, registered auditor number CO01004062, ceasing to hold office as auditors of Micro Focus International plc, registered no: 5134647 (the "Company") effective from the earlier of 4th September 2017 immediately prior to the Annual General Meeting of the Company on that date, or Deal Completion, being the date of Completion of the Company's acquisition of Seattle SpinCo, Inc. by way of the merger of Seattle MergerSub Inc. with and into Seattle SpinCo, Inc,

The reason we are ceasing to hold office is that the Company has recently undertaken a competitive tender process for the position of statutory auditor and wishes to appoint a new auditor. Prior to this tender process, we had mutually agreed with the Company that we would not participate in the tender given the existence of a joint business relationship between certain PricewaterhouseCoopers member firms and Hewlett Packard Enterprise, whose software division the Company had agreed to acquire.

There are no reasons for and no other matters connected with our ceasing to hold office as auditors of the Company that we consider need to be brought to the attention of the Company's members or creditors.

Yours faithfully,

A handwritten signature in blue ink that reads 'PricewaterhouseCoopers LLP'.

PricewaterhouseCoopers LLP

*PricewaterhouseCoopers LLP, 3 Forbury Place, 23 Forbury Road, Reading, Berkshire, RG1 3JH
T: +44 (0) 118 597 111, F: +44 (0) 1189 383 020, www.pwc.co.uk*

PricewaterhouseCoopers LLP is a limited liability partnership registered in England with registered number OC303525. The registered office of PricewaterhouseCoopers LLP is 1 Embankment Place, London WC2N 6RH. PricewaterhouseCoopers LLP is authorised and regulated by the Financial Conduct Authority for designated investment business.

Additional information

Venue

The Company's offices at:

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

Timings

Date: 4 September 2017

8.30am: Doors open, registration begins.
8.50am: Please make your way to your seats.
9.00am: Meeting commences.
9.15am (approximately): AGM closes.

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

Admission

Please plan to arrive before 8.50am to allow enough time for registration and security clearance, bringing your attendance card with you. This is either attached to your Form of Proxy or, for those registered for electronic communications, it is attached to the email you received. This will help us to register you more swiftly.

Shareholders with special needs

The Lawn is fully accessible for wheelchair users. Any shareholders with special needs should report to reception and suitable arrangements will be made to accommodate any special needs.

Security

Standard security measures will be in place to ensure your safety.

Micro Focus International plc

The Lawn
22-30 Old Bath Road
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United Kingdom

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