

MICRO FOCUS INTERNATIONAL PLC

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Micro Focus International plc (the “**Company**”) will be held at 11 a.m. on 21 August 2018 at Numis Securities Limited, The London Stock Exchange Building, 10 Paternoster Square, London, EC4M 7LT for the purpose of considering and, if thought fit, passing the following resolution (the “**Resolution**”), as an ordinary resolution:

ORDINARY RESOLUTION

1. THAT:

- (A) the proposed disposal by the Company of the SUSE business segment of the Company’s group (the “**Transaction**”) substantially on the terms and subject to the conditions of the Transaction Agreement dated 1 July 2018 between the Company, Marcel Holdings LLC, Novell Cayman Software Unlimited Company, Micro Focus Software Inc., Marcel BidCo GmbH and SUSE Lux IV Sarl (the “**Transaction Agreement**”) and all other agreements and ancillary documents contemplated by the Transaction Agreement, be and are approved with any changes as are permitted in accordance with resolution (B) below; and
- (B) the directors of the Company (the “**Directors**”) (or any duly authorised committee of the Directors) be and are authorised:
- (i) to do or procure to be done all such acts and things on behalf of the Company and any of its subsidiaries as the Directors (or any duly authorised committee of the Directors) consider necessary, expedient or desirable in connection with, and to implement, the Transaction; and
 - (ii) to agree such modifications, variations, revisions, waivers, extensions, additions or amendments (not being modifications, variations, revisions, waivers, extensions, additions or amendments of a material nature) as the Directors (or any duly authorised committee of the Directors) may in their absolute discretion deem necessary, expedient or desirable in connection with the Transaction.

By order of the Board

Jane Smithard
Company Secretary
31 July 2018

Registered office

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

Notes:

1. A Shareholder is entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the General Meeting. A Shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a Shareholder of the Company but they must be registered in advance and attend the General Meeting to represent you. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice of General Meeting. In order to be valid an appointment of proxy must be returned by post, by courier or (during normal business hours only) by hand to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, and must be received by Equiniti Limited by 11 a.m. (UK time) on 17 August 2018, or if the General Meeting is adjourned, 48 hours (excluding non-Business Days) prior to the adjourned meeting. A proxy may also be appointed electronically and further details are set out at Note 2 and Note 9 below. Appointment of a proxy does not preclude a Shareholder from attending the General Meeting and voting and speaking in person if they are so entitled and wish to do so. 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 +44 121 415 7047 from outside the UK (calls to this number from outside the UK will be charged at applicable international rates). Lines are open from 8.30 a.m. to 5.30 p.m. (UK time) (Monday to Friday except public holidays in England and Wales).
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, each of which is printed on the face of the Form of Proxy. Full details of the procedures are given on the website. Alternatively, if you have already registered with the Company's 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 9.
3. Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
4. 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.
5. Voting on the Resolution set out in the notice of General Meeting will be on a poll. The Chairman will invite each Shareholder, corporate representative and proxy present at the General Meeting to complete a poll card indicating how they wish to cast their votes in respect of the Resolution. In addition, the Chairman will cast the votes for which he has been appointed as proxy. Poll cards will be collected at the end of the General Meeting. Once the results have been verified by the Company's Registrars, Equiniti, they will be notified to the FCA, announced through an RIS and will be available to view on the Company's website (www.microfocus.com).
6. A Shareholder has a right to put to the Directors any questions relating to the business to be dealt with at the General Meeting. The Company must give an answer to any such question relating to the business being dealt with at the General Meeting, 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.
7. The Company, pursuant to the Uncertificated Securities Regulations 2001 (as amended) and section 360B(2) of the Act, specifies that only those Shareholders on the register of members as at 6.30 p.m. (UK time) on 17 August 2018 shall be entitled to attend or vote at the General Meeting in respect of the number of shares registered in their names at that time (or, in the event of any adjournment, at 6.30 p.m. (UK time) on the day which is two Business Days before the day of the adjourned meeting). Changes to entries on the register of members after such time shall be disregarded in determining the right of any person to attend or vote at the General Meeting.
8. As at 30 July 2018 (being the last practicable Business Day prior to the publication of the Circular) the Company's issued share capital consisted of 436,474,494 Ordinary Shares (of which none were held in treasury), carrying one vote each. The total number of voting rights in the Company as at 30 July 2018 was 436,474,494.
9. 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. 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). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a

previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID RA19) by 11 a.m. on 17 August 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

10. 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/her 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.
11. If all Ordinary Shares have been sold or transferred by the addressee, this Notice and any other relevant documents (but not any personalised Form of Proxy) should be passed to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of Ordinary Shares you should retain these documents and contact the person through whom the sale or transfer was effected. However, the distribution of this Notice and any other relevant documents into jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this Notice comes should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of such jurisdictions.
12. American Depositary Receipts (ADRs): If you hold Micro Focus ADRs as at 5 p.m. (United States Eastern Standard Time (EST)) on 20 July 2018, you will be entitled to instruct Deutsche Bank Trust Company Americas (the ADR Depository) to vote the shares represented by your ADR at the General Meeting on your behalf as your proxy. If you hold your ADR directly on the register of ADR holders maintained by the ADR Depository, simply complete and return the relevant ADR proxy card provided to the ADR Depository to arrive by the voting deadline, 10 a.m. (EST) on 13 August 2018 (or 11:59 p.m. (EST) on 12 August 2018 if providing instructions electronically). If you hold your ADR indirectly through a bank, broker or nominee, you will receive the relevant materials pursuant to which you will be able to exercise your right to instruct the ADR Depository to vote the shares represented by your ADR on your behalf as your proxy.
13. Copies of the Circular will be available for inspection at the offices of Travers Smith LLP, 10 Snow Hill, London EC1A 2AL during usual business hours (Saturdays, Sundays and English public holidays excepted) from the date of this Notice until the conclusion of the General Meeting and at the General Meeting itself for at least 15 minutes prior to and during the General Meeting.
14. 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.
15. In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
16. 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 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 11 a.m. (UK time) on 17 August 2018, or if the General Meeting is adjourned, 48 hours prior (excluding non-Business Days) to the adjourned meeting.
17. You may not use any electronic address (within the meaning of section 333(4) of the Act) provided in either this Notice of General Meeting or any related document (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.
18. In accordance with section 311A of the Act, the contents of this Notice, details of the total number of shares in respect of which members are entitled to exercise voting rights at the General Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice will be available on the Company's website www.microfocus.com.
19. Unless the context otherwise requires, the definitions used in the Circular shall apply in this Notice.