

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 9.00 a.m. on 29 April 2019 at the offices of Numis Securities Limited, 10 Paternoster Square, London EC4M 7LT for the purpose of considering and, if thought fit, passing the following resolution (the “**Resolution**”), as a special resolution:

SPECIAL RESOLUTION

THAT:

- (A) pursuant to section 21(1) of the Act, the articles of association of the Company be altered by:
- (i) deleting the current article 122 and substituting therefor a new article 122, as set out in full in section C of Part III of the Circular; and
 - (ii) deleting the current articles 139 and 140 and substituting therefor new articles 139 and 140 as set out in full in section D of Part III of the Circular;
- (B) the Directors of the Company be and are hereby generally and unconditionally authorised:
- (i) to capitalise a sum not exceeding US\$2.1 billion, standing to the credit of the Company’s merger reserve, and to apply such sum in paying up in full up to the maximum number of redeemable shares in the capital of the Company, with such nominal value in pounds sterling as the Directors may determine, carrying the rights and restrictions set out in article 139 of the articles of association of the Company as amended by this Resolution (the “**B Shares**”) that may be allotted pursuant to the authority given by sub-paragraph (B)(ii) below; and
 - (ii) in addition and without prejudice to all existing authorities for the purposes of section 551 of the Act, pursuant to section 551 of the Act to exercise all powers of the Company to allot and issue credited as fully paid up (provided that the authority hereby conferred shall expire at the close of business on 31 July 2019) B Shares up to an aggregate nominal amount of £1.7 billion to the holders of the Ordinary Shares (including any Ordinary Shares underlying the ADSs) in the capital of the Company as shown in the register of members of the Company at 6.00 p.m. (London time) on the date falling the Business Day prior to the expected date of Admission (as defined below) (the “**Existing Ordinary Shares**”) (other than in respect of Existing Ordinary Shares held in treasury) on the basis of one B Share for each Existing Ordinary Share held and recorded on the register of members of the Company at 6.00 p.m. (London time) on that date (or such other time and/or date as the Directors may in their absolute discretion determine) (the “**B Share Scheme Record Time**”), (but excluding any such shares which were issued on terms that they are not entitled to such allotment), in accordance with the terms of the Circular;
- (C) subject to the New Ordinary Shares (as defined below) being admitted to the Official List of the UK Listing Authority (the “**Official List**”) and to trading on London Stock Exchange plc’s main market for listed securities by 8.00 a.m. on 30 April 2019 (or such other time and/or date as the Directors may in their absolute discretion determine) (“**Admission**”), all of the issued Existing Ordinary Shares be consolidated into one share of a nominal value equal to the aggregate nominal value of all of such Existing Ordinary Shares (the “**Interim Share**”), which shall be allocated to the holders of the Existing Ordinary Shares in proportion to their holdings of Existing Ordinary Shares prior to the consolidation set out in this sub-paragraph (C) and, immediately thereafter, the Interim Share be subdivided and redesignated into:

- (i) such number of new ordinary shares of 10 pence each in the capital of the Company as shall equal the number of Existing Ordinary Shares in issue at the B Share Scheme Record Time multiplied by 0.8296, rounded down to the nearest Ordinary Share (the “**New Ordinary Shares**” and each being a “**New Ordinary Share**”) which shall be allocated to the holders of the Existing Ordinary Shares in proportion to their holdings of Existing Ordinary Shares prior to the consolidation set out in this subparagraph (C), provided that, where such allocation would result in any member being entitled to a fraction of a New Ordinary Share, such fraction shall be aggregated with the fractions of a New Ordinary Share (if any) to which other members of the Company would be similarly so entitled and the Directors of the Company be and are hereby authorised to sell (or appoint any other person to sell) all the New Ordinary Shares representing such fractions at the best price reasonably obtainable to any person(s), and to distribute the proceeds of sale (net of expenses) in due proportion among the relevant members who would otherwise be entitled to the fractions so sold, save that any fraction of a penny which would otherwise be payable shall be rounded up or down in accordance with the usual practice of the registrar of the Company (and, for the purposes of implementing the provisions of this paragraph, any Director (or any person appointed by the Directors) shall be and is hereby authorised to execute one or more instrument(s) of transfer in respect of such New Ordinary Shares on behalf of the relevant member(s) and to do all acts and things the Directors consider necessary or desirable to effect the transfer of such New Ordinary Shares to, or in accordance with the directions of, any buyer of such New Ordinary Shares); and
- (ii) such number of deferred shares of 10 pence each in the capital of the Company as shall equal the number of Existing Ordinary Shares in issue at the B Share Scheme Record Time minus the number of New Ordinary Shares arising pursuant to subparagraph (C)(i) (each a “**Deferred Share**”) having the rights set out in the articles of association of the Company as proposed to be amended by this Resolution, which shall be allocated to the holders of the Existing Ordinary Shares in proportion to their holdings of Existing Ordinary Shares prior to the consolidation set out in this subparagraph (C) provided that, where such consolidation would result in any member of the Company being entitled to a fraction of a Deferred Share, such fraction shall, so far as possible, be aggregated with the fractions of a Deferred Share (if any) to which other members of the Company would be similarly so entitled and the Directors be and are hereby authorised to issue all the Deferred Shares representing such fractions to a nominee, identified by the Directors, who shall hold such Deferred Shares on behalf of the members of the Company entitled to such fractions of a Deferred Share; and
- (D) the Directors be and are hereby authorised to do all such things as they consider necessary or expedient to transfer the Deferred Shares arising as a result of the subdivision and redesignation provided for in sub-paragraph (C) above in accordance with the articles of association of the Company as amended by this Resolution.

By order of the Board
Jane Smithard
Company Secretary
1 April 2019

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 9.00 a.m. (UK time) on 25 April 2019, 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 0333 207 6394 from inside the UK and +44 121 415 0968 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 a Regulatory Information Service 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 25 April 2019 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 29 March 2019 (being the last practicable Business Day prior to the publication of the Circular) the Company's issued share capital consisted of 437,328,733 Ordinary Shares (of which 26,942,137 were held in treasury), carrying one vote each. The total number of voting rights in the Company as at 29 March 2019 was 410,386,596.
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 9.00 a.m. (UK time) on 25 April 2019. 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 Depository Shares (ADSs): If you hold Micro Focus ADSs as at 5.00 p.m. (New York City time) on 25 March 2019, you will be entitled to instruct Deutsche Bank Trust Company Americas (the Depository) to vote the shares represented by your ADS at the General Meeting on your behalf as your proxy. If you hold your ADSs directly on the register of ADS holders maintained by the Depository, simply complete and return the relevant ADS proxy card provided to the Depository to arrive by the voting deadline, 10 a.m. (New York City time) on 19 April 2019 (or 11:59 p.m. (New York City time) on 18 April 2019 if providing instructions electronically). If you hold your ADSs 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 Depository to vote the shares represented by your ADSs 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 9.00 a.m. (UK time) on 25 April 2019, 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.