

## **Section 430(2B) Companies Act 2006 Statement**

The following information is provided in accordance with section 430(2B) of the Companies Act 2006.

On 4 February 2020, Micro Focus International plc (the "**Company**") announced that Kevin Loosemore would step down from the board on 14 February 2020. Mr Loosemore's employment with the Company will terminate on 13 August 2020 (the "**Termination Date**") and in the period to the Termination Date, Mr Loosemore will continue working for the Company and will assist with an orderly handover of his duties to his successor. Mr Loosemore will be treated as a good leaver under the remuneration policy for share incentive plan purposes.

### **Salary, pension and benefits**

Mr Loosemore's salary, pension and contractual benefits will continue to be paid as usual until the end of his employment on the Termination Date.

### **Bonus**

Mr Loosemore will continue to be eligible to be paid a bonus under the Corporate Bonus Plan for the financial year ending 31 October 2020, pro-rated to the Termination Date. Any payment under that scheme will be determined by the Remuneration Committee in the ordinary course and will be based on the achievement of relevant Company financial measures as described in the 2019 Annual Remuneration Report and, if payable, will be paid in cash following the announcement of the Company's annual results in early 2021.

### **Share Incentives**

Mr Loosemore's unvested share-based awards are subject to the following treatment. The nil cost options over (i) 67,965 shares and (ii) 89,285 shares, in each case granted under the Company's Long Term Incentive Plan ("LTIP"), will vest on the normal vesting dates subject to the satisfaction of the applicable performance conditions and, to the extent that vesting is after the Termination Date, the number of shares in respect of which the awards which vest will reflect pro-rata the number of calendar months that Mr Loosemore was employed during the respective performance periods.

Mr Loosemore surrendered his nil cost option over 1,100,000 shares granted under the Company's Additional Share Grant Programme with effect from 3 February 2020.

Mr Loosemore will not be granted any further share-based grants, under the LTIP or otherwise, in FY20.

### **Shareholding requirements**

Mr Loosemore has voluntarily agreed to maintain a minimum shareholding of 200% of his salary, subject to a maximum of 200,000 shares, until 12 months after he steps down from the board.