

## Seattle Spinco / Micro Focus Merger Tax Documentation

### U.S. Federal Income Tax Information Relating to Micro Focus International plc's Merger with Seattle Spinco, Inc.

On September 1, 2017, Hewlett Packard Enterprise Company ("HPE") distributed 100% of the Class A common stock of Seattle SpinCo, Inc. ("Seattle") to shareholders of HPE common stock on a one-for-one basis (the "Distribution"). Immediately after the Distribution, a wholly owned subsidiary of Micro Focus International plc ("Micro Focus") merged with and into Seattle with Seattle surviving as an indirect, wholly owned subsidiary of Micro Focus (the "Merger") (Micro Focus together with Seattle, the "Company"). In the Merger, each share of Class A Seattle common stock was exchanged for 0.13732611 American Depositary Shares of Micro Focus ("Micro Focus ADSs").

Under United States federal income tax regulations, the Company is required to provide stock basis information to the Internal Revenue Service ("IRS"), as well as to certain shareholders, in connection with the Merger. The Company's reporting obligations are satisfied by posting Form 8937 (Report of Organizational Actions Affecting Basis of Securities) on its website

<https://investors.microfocus.com/media/1438/micro-focus-form-8937-10317.pdf>

The Micro Focus Form 8937 is intended to provide key tax information regarding the Merger and assist you and your tax advisor in determining the tax basis in the Micro Focus ADSs that you received in the Merger. The tax basis in your Micro Focus ADSs, however, derives, in part, from the historic tax basis of your HPE common stock and also from the Distribution, which resulted in the allocation of a portion of such historic tax basis to the shares of Class A Seattle common stock received by you in the Distribution, which, in turn, were exchanged in the Merger for Micro Focus ADSs. The basis consequences relating to the HPE common stock and arising from the Distribution may be found on a separate Form 8937 prepared by HPE (<http://investors.hpe.com/~media/Files/H/HP-Enterprise-IR/documents/seattle-6045b-statement-26092017.pdf>)

No further action is required by you regarding the Micro Focus Form 8937, nor is the form required to be attached to the income tax return you file with the IRS. Nevertheless, we encourage you to consult with your tax advisor for questions regarding your specific tax treatment (including, but not limited to, the computation of gain and tax basis).

**The information set forth above and in the Micro Focus Form 8937 is for general information purposes only and does not constitute tax advice. It does not purport to address all aspects of U.S. federal taxation that may be relevant to particular shareholders, and it does not address tax consequences that may vary with your individual circumstances. This information addresses only the specific tax matters and tax consequences discussed herein and therein and no other U.S. federal, state or local or foreign tax matters of any kind. This information may not be applicable to shareholders who are not citizens or residents of the United States. You are urged to consult your tax advisor to determine the application of the information set forth above and in the Micro Focus Form 8937 to your individual**

circumstances and the particular U.S. federal, state, and local and foreign tax consequences of the Distribution and the Merger to you.