

**Form of proxy – Micro Focus International plc
General Meeting – 26 September 2012**



Please read the notes and instructions below and opposite before completing this form.
All references in this form of proxy are to London times.

VOTING ID TASK ID SHAREHOLDER REFERENCE NUMBER

I/We hereby appoint the Chairman of the meeting, or *please refer to Explanatory Note 3*

Name	No. of Shares
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as my/our proxy to exercise all or any of my/our rights to attend and to speak and vote in respect of my/our full voting entitlement* at the general meeting ('GM') of Micro Focus International plc (the 'Company') to be held at 1.30 p.m. (UK time) on 26 September 2012 and at any adjournment of it.

* For the appointment of more than one proxy, please refer to Explanatory Note 5.

Please tick here to indicate that this is one of multiple instructions being given.

Please indicate with an 'X' in the appropriate box how you wish the proxy to vote in respect of the following resolution.

Resolution number		Type of Resolution	For	Against	Vote withheld
1	To amend the articles of association of the Company and to approve the B/C Share Scheme	Special Resolution			
2	To authorise the directors to allot New Ordinary Shares	Ordinary Resolution			
3	To empower the directors to allot New Ordinary Shares for cash on a non pre-emptive basis	Special Resolution			
4	To authorise the Company to purchase its own shares	Special Resolution			

Signature	Date
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The proxy is to vote as instructed in respect of the resolutions specified above. In the absence of instructions the proxy may vote or abstain as he or she thinks fit on the resolution specified above and, unless instructed otherwise, on any other business (including amendments to the resolutions) which may come before the meeting.

Any alterations to this form of proxy should be initialled.

If you complete and return the form of proxy this will not prevent you from attending in person and voting at the meeting should you subsequently decide to do so. In such circumstances your proxy appointment will automatically be terminated.

Please return this form of proxy. When you have completed and signed this form, please detach and return it to the Company's Registrar, Equiniti, whose address is on the back.

To be valid, the proxy form must be received no later than 1.30 p.m. (UK time) on 24 September 2012.

Admission card

General Meeting ('GM') of Micro Focus International plc to be held at Micro Focus House, 2 East Bridge Street, Belfast, BT1 3NQ, Northern Ireland on 26 September 2012 at 1.30 p.m. (UK time).

If you attend the GM, please complete this admission card where indicated and hand it in at the registration desk. It will help you gain admission to the meeting.

Name(s) _____

Signature(s) _____

Date _____

Explanatory Notes:

- 1 If you intend to come to the GM please complete and return this admission card and bring it with you to the meeting.
- 2 Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend, speak and vote at the GM. A member so entitled may appoint (a) proxy(ies), who need not be (a) shareholder(s), to attend, speak and vote on his/her behalf.
- 3 If you wish to appoint someone other than the Chairman of the GM as your proxy, please insert his/her name in the space provided and delete 'the Chairman of the meeting, or'. A proxy need not be a shareholder of the Company.
- 4 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.
- 5 To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's Registrar, Equiniti on 0871 384 2873 (calls to this number cost 8p per minute from a BT landline, other providers' costs may vary) or +44 (0)121 415 0164 from outside the UK. Lines open 8.30am to 5.30pm (Monday to Friday) or you may copy this form. Please indicate in the box next to the proxy holder's name, the number of shares in relation to which he/she is authorised to act as your proxy. Please also indicate by ticking the additional box provided if the proxy instruction is one of multiple separate instructions being given. All forms must be signed and should be returned together.
- 6 The 'Vote withheld' option on the form of proxy is provided to enable you to abstain on the resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution.
- 7 If the form of proxy is signed by someone else on your behalf, the original or a certified copy of the document evidencing their authority to sign must be returned with the form of proxy. If the shareholder is a corporation, the form must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
- 8 In the case of a joint holding, any holder may sign. Where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- 9 To be entitled to attend or vote at the meeting (and for the purpose of determining the number of votes you may cast), you must be entered on the Company's Register of Members as at 6.00pm (UK time) on 24 September 2012 or, if the meeting is adjourned, you must be entered on the Company's Register of Members no later than 6.00pm (UK time) on the day being two days prior to the day of the adjourned meeting. Changes to entries on the ordinary register after 6.00pm (UK time) on 24 September 2012 shall be disregarded in determining the right of any person to attend or vote at the GM (unless the GM is adjourned in which case the previous provisions of this Note 9 apply).
- 10 To be valid, the form of proxy must reach the Company's Registrar, Equiniti, by no later than 1.30 p.m. (UK time) on 24 September 2012 or if the GM is adjourned, 48 hours before the time for holding the adjourned GM. Lodgement of a form of proxy does not prevent a member from attending and voting at the GM in person.
- 11 Electronic Proxy Appointment ('EPA') is available for this GM. To appoint a proxy electronically log on to the Company's Registrars' website at www.sharevote.co.uk. The Voting ID, Task ID and Shareholder Reference Number shown above will be required. 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. EPA will not be valid if received after 1.30 p.m. (UK time) on 24 September 2012, or if the GM is adjourned, 48 hours before the time for holding the adjourned GM, and will not be accepted if found to contain a computer virus.
- 12 The CREST electronic proxy appointment service is available for this GM. To use this service CREST members should transmit a CREST proxy instruction, using the procedures described in the CREST manual, so as to reach the Company's Registrar, Equiniti, (CREST participant ID RA19) by no later than 1.30 p.m. (UK time) on 24 September 2012, or if the GM is adjourned, 48 hours before the time for holding the adjourned GM.
- 13 Full details of the resolution to be proposed at the GM, with explanatory notes, are set out in the Notice of General Meeting enclosed with this card.
- 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 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 1.30 p.m. (UK time) on 24 September 2012, or if the GM is adjourned, 48 hours prior to the adjourned meeting.
- 15 If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 16 You may not use any electronic address provided in this form of proxy to communicate with the Company for any purposes other than those expressly stated.



GM of Micro Focus International plc to be held at Micro Focus House, 2 East Bridge Street, Belfast, BT1 3NQ, Northern Ireland on 26 September 2012 at 1.30 p.m. (UK time).

Directions to Micro Focus House:

By road

The Belfast office is situated in the heart of the city centre. The postcode for Sat Nav purposes is BT1 3NQ. There is limited on-street parking in the area. Car parks are located close to the office on Cromac Street, Lanyon Place and Stewart Street.

By air

George Best Belfast City Airport is approximately 4 miles from the Belfast Office.

Public Transport

The office is located close to Belfast Central train station and bus stations.

Telephone:

+44(0)28 9026 0000



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BUSINESS REPLY SERVICE
Licence No. SEA 10846

**Equiniti
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6ZL**