

Company No: 5134647

**The Companies Acts 1985, 1989 and 2006**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

of

**MICRO FOCUS INTERNATIONAL PLC (the "Company")**

**PASSED ON 6 JANUARY 2012**

**NOTICE IS HEREBY GIVEN** that a General Meeting of Micro Focus International plc (the "Company") will be held at the Lawn, 22-30 Old Bath Road, Newbury, Berkshire RG14 1QN at 10:00am on 6 January 2012 for the purposes of considering and, if thought fit, passing the following resolution. The resolution will be proposed as a special resolution.

**SPECIAL RESOLUTION**

THAT, conditional upon the New Ordinary Shares (as defined below) being admitted to the Official List of the UK Listing Authority and to trading on the London Stock Exchange plc's main market for listed securities by 8.00 a.m. on 12 January 2012 (or such later time and/or date as the directors may in their absolute discretion determine) ("**Admission**"):

- (A) the draft articles of association produced to the meeting, marked "**A**" and signed by the Chairman of the meeting for identification purposes, (the "**New Articles of Association**") be and are hereby approved and adopted as the articles of association of the Company with effect from Admission in substitution for, and to the exclusion of, all existing articles of association of the Company;
- (B) the Directors of the Company be and are hereby generally and unconditionally authorised:
- (i) to capitalise a sum not exceeding \$114,092,000 standing to the credit of the Company's share premium account and to apply such sum in paying up in full up to the maximum number of redeemable shares of 45 pence each in the capital of the Company carrying the rights and restrictions set out in article 139 of the New Articles of Association (the "**B Shares**") that may be allotted pursuant to the authority given by sub-paragraph (B)(iii)(a) below;
  - (ii) to capitalise a sum not exceeding \$30.09 standing to the credit of the Company's share premium account and to apply such sum in paying up in full up to the maximum number of non-cumulative irredeemable shares of 0.0000001 pence each in the capital of the Company carrying the rights and restrictions set out in article 140 of the New Articles of Association (the "**C Shares**") that may be allotted pursuant to the authority given by subparagraph (B)(iii)(b) below; and
  - (iii) pursuant to section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot and issue credited as fully paid up (provided that the authority hereby confirmed shall expire at the conclusion of the next annual general meeting of the Company or the close of business on 1 November 2012, whichever is earlier):
    - (a) B Shares up to an aggregate nominal amount of £68,736,470; and
    - (b) C Shares up to an aggregate nominal amount of £19.26,

to the holders of the ordinary shares of 10 pence in the capital of the Company (the "**Existing Ordinary Shares**") on the basis of one B Share or one C Share for each Existing Ordinary Share held and recorded on the register of members of the Company at 6.00 p.m. on 11 January 2012 (or such other time and/or date as the directors may determine), in accordance with (l) the terms of the circular sent by the Company to its shareholders on

14 December 2011 (the “**Circular**”), (II) the Directors’ determination (as described in the Circular) as to the number of B Shares and C Shares to be allotted and issued, and (III) subject to the terms set out in the Circular and the aforementioned directors’ determination, valid elections made (or deemed to be made) by the holders of the Existing Ordinary Shares pursuant to the terms of the Circular as to whether to receive B Shares and/or C Shares;

- (C) each Existing Ordinary Share, as shown in the register of members of the Company at 6.00 p.m. on 11 January 2012 (or such other time and/or date as the directors may in their absolute discretion determine), be and is hereby sub-divided into 22 undesignated shares of 5/11 pence each in the capital of the Company (each an “**undesignated share**”) and forthwith upon such sub-division every 25 undesignated shares of 5/11 pence each be and are hereby consolidated into one new ordinary share of 114/11 pence each in the capital of the Company (each a “**New Ordinary Share**”), provided that, where such consolidation would result in any member being entitled to a fraction of a New Ordinary Share, such fraction shall, so far as possible, 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) to any person 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 (I) 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 (II) any due proportion of such proceeds of less than £5.00 (net of expenses) shall be retained by the directors for the benefit of the Company and the relevant member shall not be entitled thereto (and, for the purposes of implementing the provisions of this paragraph, any director of the Company (or any person appointed by the directors of the Company) 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
- (D) the directors of the Company be and are hereby authorised to do all such things as they consider necessary or expedient to transfer the Deferred Shares (if any) arising on reclassification of the C Shares in accordance with the New Articles of Association.