Notice of 2020 Annual General Meeting

The Lawn, 22-30 Old Bath Road, Newbury, Berkshire RG14 1QN
25 March 2020 at 3pm (UK time)

This document is important and requires your immediate attention. Shareholders who are in any doubt as to what action to take should consult their stockbroker, bank manager, solicitor, accountant or other professional advisor authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your ordinary shares of 10 pence each in Micro Focus International plc (the "ordinary shares"), please pass this document and the accompanying Form of Proxy to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the ordinary shares. If you have sold or transferred only part of your holding of ordinary shares you should consult with the person who arranged the sale or the transfer.

Micro Focus International plc
(Incorporated and registered in England and Wales with company number 5134647)

Registered office:
The Lawn
22-30 Old Bath Road
Newbury
Berkshire
RG14 1QN

18 February 2020

To the holders of ordinary shares in Micro Focus International plc (the "**Company**").

Dear fellow shareholder

Notice of Annual General Meeting
The Annual General Meeting (the "**AGM**") of the Company is to be held at 3pm (UK time) on 25 March 2020 at the Company's offices at The Lawn, 22-30 Old Bath Road, Newbury, Berkshire RG14 1QN. As you will see from the formal Notice of AGM which follows this letter, there are a number of items of business to be considered (the "**Resolutions**") and the purpose of each Resolution to be proposed at the AGM is set out in the "**Explanatory Notes**" section of this letter.

Board changes
On 4 February 2020, the Company announced my appointment as non-executive Chairman of the Company. I am pleased to have been chosen to succeed Kevin Loosemore as Chairman and I would like to take this opportunity to thank Kevin for his 15 years of service to Micro Focus. As the board appointed me with effect from 14 February 2020, I will retire at this year's AGM and be proposed for election.

Darren Roos and Silke Scheiber have resigned since the last AGM and will therefore not be standing for re-election. Darren and Silke were nominated as directors by HPE as part of the HPE transaction. As the duration of that right to nominate has now expired and in light of Darren and Silke's other commitments, both have chosen to step down.

Voting at the AGM
A Form of Proxy for the AGM is enclosed and, to be valid, should be completed, signed and returned so as to reach Equiniti, the Company's Registrar, by no later than 3pm (UK time) on 23 March 2020. Completion and return of the Form of Proxy will not prevent you from attending and voting at the AGM in person, should you so wish.

Electronic Proxy Appointment is available for this AGM. This facility enables shareholders to lodge their proxy appointment by electronic means on a website provided by our Registrar, Equiniti, via www.sharevote.co.uk or, for those who hold their shares in CREST, through the CREST electronic proxy appointment service. Further details are set out in the notes to the Notice of AGM and the Form of Proxy.

At the AGM itself, the votes will be taken by poll rather than on a show of hands. The final result is more democratic as this enables one vote per share held (rather than one vote per person in the case of a show of hands) which is then added to the proxy results. The result of the poll will be announced to the London Stock Exchange and will appear on the Company's website www.microfocus.com.

Action required
Following this letter is a Notice of AGM together with a Form of Proxy. You are requested to complete, sign and return the Form of Proxy whether or not you intend to be present at the AGM as soon as possible and, in any event, to reach Equiniti, the Company's Registrar, by 3pm (UK time) on 23 March 2020.

Recommendation
The board believes that the Resolutions are in the best interests of the Company and are most likely to promote the success of the Company for the benefit of its shareholders as a whole. Accordingly, the board recommends that shareholders vote in favour of each Resolution, as each director of the Company intends to do in respect of his or her own beneficial holding, currently amounting to 0.15 per cent of the issued share capital of the Company (excluding treasury shares).

Greg Lock
Chairman

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Micro Focus International plc (the "**Company**") will be held at the Company's offices at The Lawn, 22-30 Old Bath Road, Newbury, Berkshire RG14 1QN on 25 March 2020 at 3pm (UK time) (the "**Annual General Meeting**").

Resolutions 1 to 14 (inclusive) will be proposed as Ordinary Resolutions and Resolutions 15 to 18 (inclusive) will be proposed as Special Resolutions. There will be a poll vote on all Resolutions.

ORDINARY RESOLUTIONS

1. To receive the Company's accounts, together with the reports of the directors of the Company (the "**Directors**") and the auditor (the "**Annual Report**") for the year ended 31 October 2019.

2. To declare a final dividend of 58.33 cents per ordinary share for the year ended 31 October 2019.

3. To approve the Directors' Remuneration report (the "**Remuneration Report**") for the year ended 31 October 2019 set out on pages 88 to 115 of the Annual Report, excluding the section setting out the Directors' Remuneration Policy (the "**Remuneration Policy**") set out on pages 91 to 100 of the Remuneration Report.

4. To approve the Remuneration Policy as set out on pages 91 to 100 of the Remuneration Report (such policy to be effective from the conclusion of the Annual General Meeting).

5. To elect Greg Lock as a Director.

6. To re-elect Stephen Murdoch as a Director.

7. To re-elect Brian McArthur-Muscroft as a Director.

8. To re-elect Karen Slatford as a Director.

9. To re-elect Richard Atkins as a Director.

10. To re-elect Amanda Brown as a Director.

11. To re-elect Lawton Fitt as a Director.

12. To re-appoint KPMG LLP as auditors of the Company until the end of the next Annual General Meeting at which accounts are laid before the Company.

13. To authorise the Directors to determine the remuneration of the auditors of the Company.

14. In addition and without prejudice to all existing authorities for the purposes of section 551 of the Companies Act 2006 (the "**Act**") to generally and unconditionally authorise the Directors to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

    (a) up to an aggregate nominal amount of £11,129,461; and

    (b) up to an aggregate nominal amount of £11,129,461, in connection with an offer by way of rights issue to holders of ordinary shares of 10 pence each in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings and to holders of other equity securities as required by the rights of those securities or, as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange,

    and such authority shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at 6pm on 25 June 2021, but so that the Company may, in each case, before such expiry make an offer or agreement which would or might require share allotments and grants of rights to subscribe for or convert any security into shares in the Company after such expiry and the Directors may make such allotments and grants in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

SPECIAL RESOLUTIONS

15. Subject to the passing of Resolution 14 above, to authorise the Directors in accordance with section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the power conferred on the Directors by Resolution 14 and/or to sell ordinary shares held by the Company as treasury shares, as if section 561(1) and sub-sections (1) – (6) of section 562 of the Act did not apply to any such allotment or sale, provided that the power conferred by this Resolution shall be limited to:

    (a) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities made to (but in the case of the power granted under Resolution 14(b) by way of a rights issue only):

        (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

        (ii) holders of other equity securities, as required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

        subject only to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems in or under the laws of any territory or requirements of any regulatory body or stock exchange; and

(b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) above) up to a nominal amount of £1,669,419,

and such power shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at 6pm on 25 June 2021, but so that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

16. Subject to the passing of Resolution 14 above, to authorise the Directors, in addition to any power granted under Resolution 15, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the power conferred on the Directors by Resolution 14 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) and sub-sections (1) – (6) of section 562 of the Act did not apply to any such allotment or sale, such power to be:

    (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,669,419; and

    (b) used only for the purposes of financing (or refinancing, if the power is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

    and such power shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at 6pm on 25 June 2021, but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

17. To generally and unconditionally authorise, in accordance with the Company's articles of association and for the purposes of section 701 of the Act, the Company to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares provided that:

    (a) the maximum aggregate number of ordinary shares authorised to be purchased is 50,049,189 ordinary shares;

    (b) the minimum price which shall be paid for each ordinary share is 10 pence;

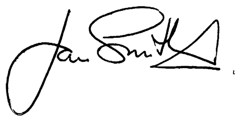
    (c) the maximum price which may be paid for each ordinary share is an amount equal to the higher of (i) 105 per cent of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Company agrees to buy the shares concerned; and (ii) the higher of the price of the last independent trade of any ordinary share and the highest current bid for an ordinary share as stipulated by the Regulatory Technical Standards adopted by the European Commission pursuant to Article 5(6) of the Market Abuse Regulation (EU) No.596/2014;

    (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or at 6pm on 25 June 2021 (whichever is the earlier); and

    (e) the Company may, before such expiry, make a contract to purchase ordinary shares under the authority hereby conferred which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares in pursuance of such a contract.

18. To authorise the Company to call general meetings (other than Annual General Meetings) on a minimum of 14 clear days' notice.

By order of the board.



Jane Smithard
Company Secretary

18 February 2020

Registered office
Micro Focus International plc
The Lawn
22-30 Old Bath Road
Newbury
Berkshire
RG14 1QN
United Kingdom

Registered in England with company number 5134647

The purpose of each of the Resolutions proposed at the Annual General Meeting is as follows:

Resolution 1 – Financial statements
Shareholders are required to receive the Company's accounts for the financial year which ended on 31 October 2019. These include the audited financial statements together with the reports of the Directors and the auditor. These are all contained in the Annual Report.

Resolution 2 – Final dividend
This Resolution seeks shareholder approval for the final dividend recommended by the Directors. The Directors are recommending a final dividend of 58.33 cents per ordinary share. An interim dividend of 58.33 cents per ordinary share was paid on 30 September 2019, making a total dividend for the year of 116.66 cents per ordinary share. If approved, the final dividend will be paid on 7 May 2020 to holders of ordinary shares on the Company's Register of Members at the close of business on 14 April 2020. Dividends will be paid in Sterling to holders on the UK register of members based on an exchange rate of US$1.31/£1, being the rate applicable on 3 February 2020, the date on which the dividend was recommended by the Directors, equivalent to 44.53 pence per ordinary share.

Resolution 3 – Remuneration Report
In compliance with the Companies Act 2006, shareholders are invited to approve the Directors' Remuneration report (the "**Remuneration Report**") (excluding the section relating to the Directors' Remuneration Policy (the "**Remuneration Policy**")). The shareholder vote on the Remuneration Report is advisory and the Directors' entitlement to receive remuneration is not conditional on it. The Remuneration Report gives details of the Directors' remuneration for the year ended 31 October 2019. The Remuneration Report is available to view in the Annual Report (on pages 88 to 115) and at https://investors.microfocus.com/investors-media/results-reports/annual-reports/.

Resolution 4 – Remuneration Policy
The current remuneration policy was approved by shareholders at the AGM in 2017 and the Company committed to put a new remuneration policy to shareholders (by means of a separate resolution at this year's Annual General Meeting). The proposed new Remuneration Policy is set out on pages 91 to 100 of the Annual Report. It sets out the Company's proposed policy on remuneration and potential payments to Directors going forward.

Since last year's Annual General Meeting, the board and the Remuneration Committee have spent considerable time understanding the views of shareholders, engaging with them and reviewing the current remuneration arrangements in order to design a new remuneration policy that addresses shareholder concerns and incorporates current corporate governance best practice for a UK-listed business. The key changes proposed to the policy are:

– There will be no future Additional Share Grants ("ASGs"). As the maximum bonus opportunity for Directors will remain at the current level of 150 per cent of base salary and the maximum LTIP grant level will stay at 200 per cent of base salary, this represents a significant reduction in the maximum incentive opportunity for the Company's executive Directors under the new policy compared with the current one. In addition, the current executive Directors agreed to surrender their outstanding HPE Software ASG awards and therefore these lapsed with effect from 3 February 2020.

– A two-year post-vesting holding period will apply to LTIP awards granted under the new policy. Executive Directors will also be required to hold their full shareholding requirement (200 per cent of salary) for two years after leaving the Company.

– The current maximum defined contribution pension level (or cash in lieu) for new executive Directors will be reduced from 15 per cent of base salary to the same level which is provided to employees generally in the same location as the executive Director (the current level of employer contribution for UK employees is 5 per cent). Subject to approval of the new policy, the Company contributions for all current executive Directors will reduce to the general employee level for the UK by the end of 2022 in one step.

– Corporate failure will be added as an additional trigger event for malus and clawback and the clawback period for annual bonus and deferred bonus shares is extended from one to two years.

– At least two financial performance measures, which are appropriately linked to the Company's strategy, will be used for both the bonus and the LTIP.

– The 2020 bonus will have 60 per cent subject to adjusted EBITDA performance, 20 per cent based on revenue performance and 20 per cent based on non-financial or strategic individual key performance objectives (KPOs), in order to incorporate other business critical objectives aligned to the business plan. There will be no payout under the KPO element if there is no payout under any of the financial measures.

– It is intended that the performance measures for the 2020 LTIP grants will comprise free cash flow and TSR, however, in light of the recently concluded strategic and operational review and the appointment of a new non-executive Chairman with effect from 14 February 2020, the Remuneration Committee has decided that a thorough shareholder consultation is required before confirming the financial measures and targets for the 2020 LTIP grants. The 2020 LTIP grants will therefore be delayed until after the AGM and, before making the grants, a full shareholder consultation will take place. The final measures, weightings, targets and grant levels for the 2020 LTIP will be published on the Company website in advance of granting the awards. When setting the 2020 LTIP grant levels for the executive Directors, the committee will take account of shareholder experience following the August 2019 trading update and subsequent share price decline.

A complete list of all of the proposed policy changes, together with the rationale for the changes, is set out on page 97 of the Annual Report.

The shareholder vote on the Remuneration Policy is binding in nature in that the Company may not make a remuneration payment or payment for loss of office to a person who is, is to be, or has been a Director of the Company unless that payment is consistent with the approved Remuneration Policy. If Resolution 4 is passed, the Remuneration Policy will take effect from the conclusion of the AGM. A remuneration policy will be put to shareholders again no later than the 2023 Annual General Meeting.

Resolutions 5 to 11 – Retirement, election and re-election of Directors
Under the Company's articles of association, all Directors are required to retire and submit themselves for election at the first Annual General Meeting following their appointment and for re-election on an annual basis thereafter. All the retiring Directors are offering themselves for re-election by shareholders. This practice complies with the recommendations of the UK Corporate Governance Code.

Greg Lock was appointed to the board as Chairman since the last Annual General Meeting and will offer himself for election by shareholders for the first time.

Biographical details of the Directors (other than Greg Lock) are set out on pages 66 to 67 of the Company's Annual Report. All the proposed appointees (other than Greg Lock, who joined the board on 14 February 2020) have been subject to an evaluation procedure in the last 12 months. Following that procedure the board confirms the continuing commitment and effective contribution of the Directors and recommends their re-election.

Biographical details for Greg Lock are set out below:

Greg Lock
Non-executive Chairman

Greg was appointed to the board as the non-executive Chairman on 14 February 2020.

Greg has more than 45 years' experience in the software and computer services industry, including 11 years as Chairman of Computacenter plc, seven years as Chairman of Kofax plc and four years as Chairman of SurfControl plc. In the last five years he has also been a Director of Informa plc and UBM plc. From 1998 to 2000, he was General Manager of IBM's Global Industrial sector. Greg also served as a member of IBM's Worldwide Management Council and as a governor of the IBM Academy of Technology.

The skills and experience of each Director, as summarised in their biographies, demonstrate why their contribution is important and how the contribution they make will continues to be important to the Company's long-term sustainable success.

Resolutions 12 and 13 – Auditors
Resolution 12 proposes the re-appointment of KPMG LLP as auditor of the Company until the conclusion of the Company's Annual General Meeting in 2021. The Company is required to appoint auditors at each AGM at which accounts are presented to shareholders. The current appointment of KPMG LLP as auditor will end at the conclusion of the AGM and it has advised of its willingness to stand for re-appointment.

Resolution 13 follows best practice in corporate governance by separately seeking authority for the Directors to determine the auditors' remuneration.

Resolution 14 – Authority to allot shares
The Directors are, with certain exceptions, unable to allot shares and to grant rights to subscribe for or convert any security into shares without the authority of the shareholders in a general meeting.

The Investment Association's Share Capital Management Guidelines state that Investment Association members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two-thirds of a company's issued share capital, provided that any amount in excess of one-third of a company's issued share capital is applied to fully pre-emptive rights issues only.

Accordingly, the Directors are seeking authority to be able to:

(a) allot shares or grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £11,129,461, in accordance with Resolution 14(a). This represents approximately one-third of the issued share capital (excluding treasury shares) as at 13 February 2020, being the latest practicable date prior to the publication of this Notice (the "**Latest Practicable Date**"); and

(b) allot equity securities in connection with an offer by way of a rights issue to holders of equity securities up to an aggregate nominal amount of £11,129,461, in accordance with Resolution 14(b). This represents approximately one-third of the issued share capital (excluding treasury shares) as at the Latest Practicable Date.

If approved, the authorities granted under Resolutions 14(a) and (b) will expire either at the conclusion of the Company's next AGM or at 6pm on 25 June 2021, whichever is the earlier. The Directors have no present intention of exercising such authorities. However, the Directors consider it important to have the maximum ability and flexibility commensurate with good corporate governance guidelines to raise finance to enable the Company to respond to market developments and conditions.

As at the Latest Practicable Date, the Company held 30,012,430 treasury shares, representing 8.99 per cent of the issued share capital excluding treasury shares as at the Latest Practicable Date.

Resolutions 15 and 16 – Disapplication of pre-emption (Special Resolutions)
The Pre-Emption Group's Statement of Principles 2015 ("**PEG Principles**"), supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash representing no more than 5 per cent of issued ordinary share capital (excluding treasury shares), without restriction as to the use of proceeds of those allotments.

Accordingly, Resolution 15 allows the Directors to allot shares and sell treasury shares for cash, without first having to offer them to existing shareholders in proportion to their holdings in connection with a pre-emptive offer or pre-emptive rights issue or otherwise, up to a nominal value of £1,669,419. This amount is equivalent to 5 per cent of the issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date.

The PEG Principles also support the annual disapplication of pre-emption rights in respect of allotments of shares and sales of treasury shares for cash representing no more than an additional 5 per cent of issued ordinary share capital (excluding treasury shares), to be used only in connection with an acquisition or specified capital investment. The PEG Principles define "specified capital investment" as meaning one or more specific capital investment related uses for the proceeds of an issue of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, Resolution 16 authorises the Directors to allot new shares pursuant to the allotment authority given by Resolution 14, or sell treasury shares, for cash up to a further nominal amount of £1,669,419. This amount is equivalent to an additional 5 per cent of the entire issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date. This authority can only be used in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment. If the authority given in Resolution 16 is used, the Company will publish details of the allotment in its next Annual Report.

If approved, the authorities granted under Resolutions 15 and 16 will expire either at the conclusion of the Company's next AGM or at 6pm on 25 June 2021, whichever is the earlier. The Directors have no immediate plans to make use of these authorities, other than to fulfil the Company's obligations under its employee share plans.

Resolution 17 – Approval of market purchases of ordinary shares (Special Resolution)
In certain circumstances, it may be advantageous for the Company to purchase its own shares. The Directors consider it desirable that the possibility of making such purchases, under appropriate circumstances, is available.

Resolution 17 approves the purchase of up to 50,049,189 ordinary shares (equivalent to approximately 14.99 per cent of its issued share capital (excluding treasury shares) as at the Latest Practicable Date) at, or between, the minimum and maximum prices specified in the Resolution.

When shares are purchased by the Company, they may be immediately cancelled or held in treasury. No dividends are paid on, and no voting rights attach to, treasury shares.

The Directors believe that it is desirable for the Company to have this choice as holding the purchased shares as treasury shares would give the Company the ability to re-sell or transfer them in the future and so provide the Company with additional flexibility in the management of its capital base.

As at the Latest Practicable Date, the total number of options and awards to subscribe for shares that were outstanding was 12,069,926, representing 3.62 per cent of the issued share capital (excluding treasury shares) and 5.16 per cent of the issued share capital (excluding treasury shares) if the full authority to buy back shares is used. No warrants have been granted by the Company. This Resolution will expire either at the conclusion of the Company's next AGM or at 6pm on 25 June 2021, whichever is the earlier.

Resolution 18 – Notice period for general meetings (Special Resolution)
The Company would like to be able to call general meetings (other than AGMs) on 14 clear days' notice (rather than the 21 clear days' under UK company law). The Company intends to seek this authority each year. The shorter notice period of 14 clear days will not be routinely used for general meetings, but will only be used where the business of the meeting merits that flexibility, the proposals are time sensitive and the Directors believe it to be beneficial to shareholders as a whole. The Company meets the requirements for electronic voting under the relevant regulations.

1. A shareholder may appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy for the AGM as long as each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy does not need to be a shareholder of the Company. A Form of Proxy for the meeting is enclosed. To be valid any Form of Proxy or other instrument appointing a proxy must be returned by post, by courier or by hand to the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, and must be received by 3pm (UK time) on 23 March 2020, or if the AGM is adjourned, 48 hours (excluding non-working days) prior to the adjourned meeting. A proxy may also be appointed electronically and further details are set out at Note 2 and Note 6 below. Shareholders who have lodged a proxy may still attend the AGM and vote themselves. 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 0371 384 2734 or +44 (0)121 415 0804 from outside the UK (calls to this number from outside the UK will be charged at applicable international rates). Lines open 8.30am to 5.30pm (UK time) (Monday to Friday).

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, printed on the face of the accompanying Form of Proxy. Full details of the procedures are given on the website. Alternatively, if you have already registered with the Registrars' online portfolio service, Shareview, you can submit your proxy by logging on to your portfolio at www.shareview.co.uk and clicking on the link to vote. 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 6.

3. Any person who has been nominated under Section 146 of the Companies Act 2006 (the "**Companies 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 AGM. 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. The rights relating to proxy appointments in Notes 1, 2 and 6 do not apply to Nominated Persons, and such rights can only be exercised by shareholders themselves.

4. A shareholder has a right to put to the Directors any questions relating to the business to be dealt with at the AGM. The Company must give an answer to any such question relating to the business being dealt with at the AGM, 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.

5. The Company, pursuant to the Uncertificated Securities Regulations 2001 (as amended), will determine which shareholders are entitled to attend and vote at the AGM, and the number of votes which may be cast, by reference to the Company's shareholder register at 6.30pm (UK time) on 23 March 2020, or if the meeting is adjourned, no later than 6.30pm (UK time) on the day being two business days prior to the day of the adjourned meeting. In each case, changes to the shareholder register after that time will not be taken into account.

   As at the Latest Practicable Date, the Company's issued share capital consists of 363,896,281 ordinary shares. 30,012,430 ordinary shares were held in treasury. Therefore, the total number of voting rights in the Company as at the Latest Practicable Date is 333,883,851.

6. 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.

   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. 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, to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 3pm (UK time) on 23 March 2020. 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 issuer'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.

   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 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.

7. 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 (as amended).

8. Under section 527 of the Companies Act members meeting the threshold requirements set out in that section have the right to require the Company to publish on its website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with such requests. Where the Company is required to place a statement on a website under section 527 of the Companies Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act to publish on its website.

9. If all shares have been sold or transferred by the addressee, this Notice and any other relevant documents should be passed to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

10. A copy of this circular including the Notice of Annual General Meeting can be found on the Company's website, www.microfocus.com, free of charge.

11. Copies of the following documents will be available for inspection at the registered office of the Company during usual business hours (Saturdays, Sundays and English public holidays excepted) from the date of this Notice until the conclusion of the AGM:

    (a) non-executive Directors' letters of appointment with the Company; and

    (b) the Company's Annual Report and Accounts.

12. 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 they do not do so in relation to the same shares.

13. 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 corporation, the revocation notice must be executed under its common seal or signed on its behalf by a duly authorised officer of the corporation or an attorney for the corporation. 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 not less than one hour before the commencement of the AGM, or if the AGM is adjourned, not less than one hour prior to the adjourned meeting.

14. You may not use any electronic address provided in either this Notice of Annual General Meeting or any related document (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.

15. In accordance with section 311A of the Companies 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 AGM 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.

Venue
The Company's offices at:

The Lawn
22-30 Old Bath Road
Newbury
Berkshire
RG14 1QN

Timings
Date: 25 March 2020

2.30pm:	Doors open, registration begins.
2.50pm:	Please make your way to your seats.
3.00pm:	Meeting commences.
3.15pm:	Anticipated time when the AGM closes.

The results of the poll will be released to the London Stock Exchange.

Admission
Please plan to arrive before 2.50pm to allow enough time for registration and security clearance, bringing your attendance card with you. This is either attached to your Form of Proxy or, for those registered for electronic communications, it is attached to the email you received. This will help us to register you more swiftly.

Shareholders with special needs
The Lawn is fully accessible for wheelchair users. Any shareholders with special needs should report to reception and suitable arrangements will be made to accommodate any special needs.

Security
Standard security measures will be in place to ensure your safety.

MICRO FOCUS INTERNATIONAL PLC

The Lawn
22-30 Old Bath Road
Newbury
Berkshire
RG14 1QN
United Kingdom

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Registered No. 5134647