

**Form of proxy – Micro Focus International plc
Annual General Meeting – 25 March 2021**



Please note that this is a closed meeting due to COVID-19. Shareholders are not permitted to attend the meeting and so submitting a completed form of proxy appointing the Chairman of the meeting as your proxy is the only way to ensure your vote will be counted at the Annual General Meeting.

Please read the notes and instructions below and opposite before completing this form.

VOTING ID TASK ID SHAREHOLDER REFERENCE NUMBER

I/We hereby appoint the Chairman of the meeting, or (please refer to Explanatory Note 2).

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as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* at the Annual General Meeting (“AGM”) of Micro Focus International plc (the “Company”) to be held at 3pm (UK time) on 25 March 2021 and at any adjournment thereof.

* For the appointment of more than one proxy, please refer to Explanatory Note 3.

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

Please indicate with an “X” in the appropriate boxes how you wish the proxy to vote in respect of each of the following resolutions.

Ordinary resolutions	For	Against	Vote withheld
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 2020			
2 To declare a final dividend of 15.5 cents per ordinary share for the year ended 31 October 2020			
3 To approve the Directors’ remuneration report for the year ended 31 October 2020 (the “Remuneration Report”)			
4 To re-elect Greg Lock as a Director			
5 To re-elect Stephen Murdoch as a Director			
6 To re-elect Brian McArthur-Muscroft as a Director			
7 To re-elect Karen Slatford as a Director			
8 To re-elect Richard Atkins as a Director			
9 To re-elect Amanda Brown as a Director			
10 To re-elect Lawton Fitt as a Director			
11 To elect Robert Youngjohns as a Director			
12 To elect Sander van ’t Noordende as a Director			
13 To approve the re-appointment of KPMG LLP as auditor of the Company			
14 To authorise the Directors to determine the remuneration of the auditor of the Company			
15 To authorise the Directors to allot ordinary shares in the Company			
Special resolutions			
16 To empower the Directors to allot ordinary shares for cash on a non pre-emptive basis			
17 To empower the Directors to allot ordinary shares for cash on a non pre-emptive basis for purposes of acquisitions or specified capital investments			
18 To authorise the Company to purchase its own shares			
19 To authorise the Company to hold general meetings on 14 clear days’ notice			

Signature

Date

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 resolutions specified above and, unless instructed otherwise, on any other business (including amendments to resolutions) which may come before the meeting.

Any alterations to this form of proxy should be initialled.

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. Alternatively, if you hold your shares in uncertificated form, you may appoint a proxy using the CREST electronic proxy appointment service, details of which are set out in Note 7 to the Notice of AGM.

Postage has been paid.

To be valid, the proxy form must be received no later than 3pm (UK time) on 23 March 2021 (or if the AGM is adjourned, 48 hours (excluding non-business days) before the time for holding the adjourned AGM).

Due to COVID-19 restrictions, submitting a completed form of proxy appointing the Chairman of the meeting as your proxy is the only way to ensure your vote will be counted at the AGM.

Admission card

Annual General Meeting (“AGM”) of Micro Focus International plc to be held at the Company’s offices at The Lawn, 22-30 Old Bath Road, Newbury, Berkshire RG14 1QN on 25 March 2021 at 3pm (UK time).



SHAREHOLDER COMMUNICATION

The purpose of this form is to ask you to consider how you would like to receive shareholder communications in the future. If you currently receive shareholder communications by post, you can choose to increase the speed with which you access shareholder documents and also help reduce the impact on the environment by not only reading our Annual Report and Accounts online but also by choosing to receive your form of proxy voting instructions via email and voting electronically. Please choose one of the following options below:

 Option 1 (written notification)	To receive written notifications by post when shareholder documents are available on our website at https://investors.microfocus.com/ → No action required.
 Option 2 (email notification)	To receive email notifications when shareholder documents are available on our website at https://investors.microfocus.com/ → Register at www.shareview.co.uk
 Option 3 (paper)	To continue to receive paper shareholder documents through the post, tick the box and return this form to our registrars, Equiniti. This card does not require an envelope or a stamp. → <input type="checkbox"/>

SHAREHOLDER REFERENCE NUMBER

Notes:

- You only need to return this form if you choose Option 3.
- If we do not hear from you by 5pm (UK time) on 23 March 2021, you will be deemed to have elected Option 1.
- Shareview is the online portfolio service offered by Equiniti. If you require assistance whilst setting up this service please contact them on 0371 384 2734 from within the UK or +44 (0)121 415 0804 from outside the UK.
- Notwithstanding any option selected Micro Focus may, at its sole and absolute discretion, send any notification or information to Shareholders in hard copy form.

Notice of Availability
Please note that the Notice of Annual General Meeting and the Annual Report and Financial Statements 2020 are also now available to view on the Micro Focus International plc website at <https://investors.microfocus.com/>



**The Annual General Meeting of Micro Focus International plc
is to be held at The Lawn, 22-30 Old Bath Road, Newbury, Berkshire RG14 1QN on 25 March 2021 at 3pm (UK time).**

- 1 Completion and return of a form of proxy does not ordinarily prevent a member from attending and voting at an annual general meeting. However, in light of the COVID-19 pandemic and the UK Government's current guidance regarding social distancing and the prohibition of public gatherings, the AGM will be held as a closed meeting and, as advised in the Notice of Meeting, you are currently prohibited from attending, and will be refused entry to, the meeting. Proxies (other than the Chairman of the meeting) will not be entitled to attend the meeting and the Directors strongly encourage shareholders to vote by appointing the Chairman of the meeting as their proxy. If the current legal restrictions are relaxed, we will advise you of any changes to the arrangements for the meeting (including any change to the date or location of the meeting) on our website.
- 2 If you wish to appoint someone other than the Chairman of the AGM as your proxy, please insert his/her name in the space provided and delete 'the Chairman of the meeting, however the Directors strongly encourage you to appoint the Chairman of the meeting as your proxy to ensure that your votes are counted.
- 3 To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's Registrar, Equiniti on 0371 384 2734 from within the UK 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 9.00am to 5.00pm (UK time) (Monday to Friday). Alternatively, 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.
- 4 The 'Vote withheld' option on the form of proxy is provided to enable you to abstain on any particular 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.
- 5 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.
- 6 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).
- 7 To be valid, the form of proxy must reach the Company's Registrar, Equiniti, or, if you wish to vote via the internet (www.sharevote.co.uk) or CREST, your EPA or CREST proxy instruction, respectively, must be received, by no later than 3pm (UK time) on 23 March 2021 or if the AGM is adjourned, 48 hours (excluding non-working days) before the time for holding the adjourned AGM. Due to COVID-19 restrictions, submitting a completed form of proxy appointing the Chairman of the meeting as your proxy is the only way to ensure your vote will be counted at the AGM.
- 8 Full details of the resolutions to be proposed at the AGM, with further explanatory notes, are set out in the Notice of Annual General Meeting enclosed with this card.
- 9 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.



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