

To: Micro Focus International plc (“**Micro Focus**” or the “**Company**”) employees and employee representatives

20 September 2022

Dear Colleague,

**Notification of publication of important documentation in relation to the recommended offer for Micro Focus by Open Text Corporation (“OpenText”) through its wholly-owned subsidiary, Open Text UK Holding Limited (“Bidco”)**

On 25 August 2022, the boards of directors of Micro Focus and OpenText announced that they had reached agreement on the terms of a recommended cash acquisition to be made by OpenText, through its wholly-owned subsidiary Bidco, for the entire issued, and to be issued, ordinary share capital of Micro Focus (the “**Acquisition**”), to be effected by means of a scheme of arrangement (the “**Scheme**”) under Part 26 of the Companies Act 2006 (the “**Act**”).

As required by Rule 24.1(b)(i) and Rule 25.1(b) of the Takeover Code, a copy of the scheme circular published today in connection with the Acquisition (the “**Scheme Document**”) and the related announcement thereto (the “**Publication Announcement**”) are attached to this email so that they are readily available to you. A copy of the Scheme Document and the Publication Announcement are also now available to view at, and can be downloaded from, Micro Focus’s website at <https://www.microfocus.com/en-us/investors>. For the avoidance of doubt, the content of the Company’s website is not incorporated into, and does not form part of, this email. Unless otherwise defined, all capitalised terms in this email shall have the meaning given to them in the Scheme Document.

Employee representatives of the Company will have a right under Rule 25.9 of the Takeover Code to have published, at the Company’s cost, a separate opinion on the effects of the offer on employment. Any such opinion, if received after the publication of the Scheme Document, will be published on the Company’s website and such publication announced by the Company in accordance with the requirements of Rule 25.9 of the Takeover Code. The Company will be responsible for the costs reasonably incurred by employee representatives in obtaining advice required for the verification of the information contained in that opinion.

Please note that this email is not a summary of the information and proposals set out in the Scheme Document or the Publication Announcement and should not be regarded as a substitute for reading the Scheme Document or the Publication Announcement in full.

Certain other documents, announcements and information published in relation to the Acquisition are also available to view at the Company’s website.

**Questions you may have**

Should you wish to contact Micro Focus regarding administrative matters in view of the Scheme Document, please contact Ben Donnelly, Head of Investor Relations by email at [Investors@microfocus.com](mailto:Investors@microfocus.com) or by telephone on + 44 (0)1635 565574.

## **Addresses may be provided to OpenText and Bidco**

Please be aware that addresses, electronic addresses and certain other information provided by you for the receipt of communications from Micro Focus may be provided to OpenText and Bidco during the offer period as required under Section 4 of Appendix 4 of the Takeover Code.

Yours faithfully

**Susan Ferguson**  
**Chief Human Resources Officer**  
**For and on behalf of Micro Focus International plc**

Enc.

---

***We are required by the City Code on Takeovers and Mergers (the “Takeover Code”) to make certain of the documents attached to this email readily available to you.***

### ***Directors’ responsibility statement***

*The directors of Micro Focus (the “Directors”) accept responsibility for the information contained in this communication relating to Micro Focus. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this communication (including any expressions of opinion) is in accordance with the facts and does not omit anything likely to affect the import of such information.*

### ***Right to request hard copies***

*You may request a hard copy of the Scheme Document or any information incorporated into the Scheme Document by reference to another source, free of charge, by contacting the Company’s Registrars, Equiniti, either in writing to Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom, or by calling +44 (0)371 384 2050 stating your name, and the address to which the hard copy should be sent. A hard copy of any such information will not be sent to you unless you so request it. You may also request that all future documents, announcements and information sent to you in relation to the Acquisition should be in hard copy form.*

### ***Disclosure requirements of the Takeover Code***

*Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person’s interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time)*

*on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.*

*Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.*

*If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.*

*Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).*

*Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.*