

To: Micro Focus International plc (“**Micro Focus**” or the “**Company**”) share plan participants

20 September 2022

Dear Share Plan Participant,

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**”).

Electronic notification

Please accept this email as notification that a scheme circular, which contains the Scheme and an explanatory statement in compliance with section 897 of the Act (the “**Scheme Document**”), was published today in connection with the Acquisition. The Scheme Document is now readily available to view at, and can be downloaded from, the Company’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.

Please note that this email is not a summary of the information and proposals set out in the Scheme Document and should not be regarded as a substitute for reading the Scheme Document 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 or by telephone on + 44 (0)1635 565574. Any questions regarding the administration of Micro Focus’s share plans may also be addressed to Computershare, whose contact details are available online at https://microsites.computershare.com/Micro_Focus/Site/index.html.

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
Micro Focus International plc

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

If you are in any doubt as regards the contents of this email, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom. If you have sold or otherwise transferred all of your ordinary shares in Micro Focus International plc, please send this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or transferred only part of your holding of ordinary shares in Micro Focus International plc, you should retain this document and consult the bank, stockbroker or other agent through whom the sale was effected. However, this document should not be forwarded or transmitted, in whole or in part, into any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of that jurisdiction.

The release, publication or distribution of this email and any accompanying documents (in whole or in part) in or into or from jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this document comes should inform themselves about, and observe, any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. Further details in relation to overseas shareholders of Micro Focus International plc are set out in the Scheme Document (as defined below).

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, 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.