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20 September 2022

To: Micro Focus International plc (“**Micro Focus**” or the “**Company**”) shareholders and, for information purposes only, persons with information rights

***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.***

Dear Shareholder (or, for information purposes only, holder of information rights),

**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**”). The next step in the process is for Micro Focus Shareholders and Scheme Shareholders (each as defined in the Scheme Document) to vote on the Acquisition.

### **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.

Micro Focus Shareholders (but not persons with information rights) will also receive a hard copy letter enclosing the following important documents in relation to the Acquisition:

1. a BLUE Form of Proxy for use in respect of the Court Meeting to be held on 18 October 2022;
2. a YELLOW Form of Proxy for use in respect of the General Meeting to be held on 18 October 2022; and
3. a pre-paid envelope, for use in the UK only for the return of the BLUE Form of Proxy and the YELLOW Form of Proxy.

Persons with information rights can view the above-mentioned important documents in relation to the Acquisition at the Company's website at <https://www.microfocus.com/en-us/investors>. Certain other documents, announcements and information published in relation to the Acquisition are also available to view at the Company's website.

We note that you have elected to receive documents from Micro Focus in electronic form, but the Takeover Code requires that we send you hard copy Forms of Proxy. Accordingly, we are sending you both an email in accordance with your preferences and a hard copy letter enclosing the hard copy Forms of Proxy, as required by the Takeover Code.

Please read the Scheme Document and the documents sent to you by hard copy carefully.

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. You should read the Scheme Document in full before making any decisions.

### **Micro Focus Meetings**

In order to become effective, the Scheme requires the approval of Micro Focus Shareholders at two meetings – the Court Meeting and the General Meeting (together, the “**Meetings**”) – both of which will be held at The Lawn, Old Bath Road, Newbury, Berkshire, RG14 1QN, England on 18 October 2022. The Court Meeting will start at 2:00 p.m. (London time) and the General Meeting at 2:15 p.m. (London time) (or as soon thereafter as the Court Meeting concludes or is adjourned).

### **Scheme Document**

The Scheme Document contains further details of the Acquisition as well as the notices of the Meetings. The notice of the Court Meeting is set out in Part X of the Scheme Document. The notice of the General Meeting is set out in Part XI of the Scheme Document.

### **Appointment of a proxy – please appoint a proxy as soon as possible**

**These Forms of Proxy are important and require your attention.** The BLUE Form of Proxy is for use at the Court Meeting and the YELLOW Form of Proxy is for use at the General Meeting.

**It is important that, for the Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of opinion of Scheme**

**Shareholders.** Whether or not you intend to attend and/or vote at the Meeting, you are strongly encouraged to submit proxy appointments and instructions for the Court Meeting and the General Meeting as soon as possible, using any of the methods (by post, online or electronically through CREST) set out below and as described in more detail in the Scheme Document.

In order to appoint a proxy, it is requested that: (i) the enclosed Forms of Proxy (together with any power of attorney or other authority, if any, under which it is signed, or a duly certified copy thereof) be lodged by returning them to the Company's Registrars, Equiniti, by post to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA; (ii) the appointment be lodged electronically via Equiniti's online facility by logging on to the following website: [www.sharevote.co.uk](http://www.sharevote.co.uk) and following the instructions therein; or (iii) the appointment be lodged using the CREST electronic proxy appointment service, in each case so as to be received as soon as possible and in any event not later than the relevant times set out below:

BLUE Forms of Proxy for the Court Meeting	2:00 p.m. on 14 October 2022
YELLOW Forms of Proxy for the General Meeting	2:15 p.m. on 14 October 2022

or, if in either case the Meeting is adjourned, the relevant Form of Proxy should be received not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned Meeting.

If the BLUE Form of Proxy for the Court Meeting is not lodged by the relevant time, it may be: (i) scanned and emailed to Equiniti at the following email address: [proxyvotes@equiniti.com](mailto:proxyvotes@equiniti.com); or (ii) presented in person to the Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment thereof). However, if the YELLOW Form of Proxy for the General Meeting is not lodged the relevant time, it will be invalid.

The completion and return of the Forms of Proxy by post (or transmission of a proxy appointment or voting instruction online, through CREST or via Equiniti's online facility) will not prevent you from attending, asking questions and voting (and/or, in the case of the Court Meeting, raising any objections) at the Court Meeting or the General Meeting, if you are entitled to and wish to do so.

Please refer to the Scheme Document for more detailed information about how to appoint proxies.

### **Questions you may have**

If Micro Focus Shareholders have any questions about this email, the Scheme Document, the Court Meeting or the General Meeting, or are in any doubt as to how to complete the Forms of Proxy or to submit your proxies electronically or online, please contact the Company's Registrars, Equiniti, by calling the Shareholder Helpline on +44 (0)371 384 2050. Lines are open between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays in England and Wales). Please use the country code when calling from outside the UK. Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Equiniti cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice.

### **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.

Thank you for taking the time to read through this email and the Scheme Document, and thank you in advance for voting at the Meetings.

Yours faithfully

**Suzanne Chase**  
**Company Secretary**  
**Micro Focus International plc**

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### **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.*