

The Court Meeting of Micro Focus International plc

is to be held at

The Lawn, 22-30 Old Bath Road, Newbury, Berkshire RG14 1QN
on 18 October 2022 at 2.00 p.m. (UK time).



Admission card

Court Meeting 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 18 October 2022 at 2.00 p.m. (UK time).

Notice of Availability

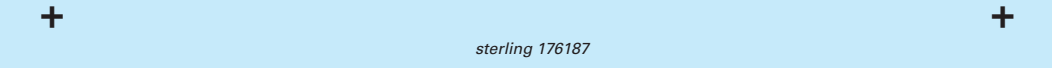
Please note that the Scheme Document (containing the Notice of Court Meeting at Part X (Notice of Court Meeting)), this Form of Proxy and certain other documentation relating to the Scheme are also now available to view on the Company's website at <https://www.microfocus.com/en-us/investors>. If you attend the Court Meeting in person, please complete this admission card where indicated and hand it in at the registration desk. It will help you gain admission to the meeting. You are advised to arrive at least 15 minutes prior to the start of the Court Meeting to allow time for registration.

Name(s)

Signature(s)

Date

+



sterling 176187

+

MICRO FOCUS Micro Focus International plc

COURT MEETING
on 18 October 2022 at 2.00 p.m. (UK time)

FORM OF PROXY

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

VOTING ID

TASK ID

SHAREHOLDER REFERENCE NUMBER

Vote online at www.sharevote.co.uk using the above numbers.

I/We hereby appoint the Chair of the meeting, or (please refer to Explanatory Notes 4 and 5):

Name

Number of Shares

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* at the Court Meeting of Micro Focus International plc (the "Company") to be held at 2.00 p.m. on 18 October 2022 and at any adjournment thereof.

* For the appointment of more than one proxy, please refer to Explanatory Note 5.

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

The Court Meeting has been convened to consider and, if thought fit, approve (with or without modification) the Scheme (being the scheme of arrangement dated 20 September 2022 proposed to be made pursuant to Part 26 of the Companies Act 2006 between the Company and the Scheme Shareholders). Please note that the Board of Directors of the Company unanimously recommends that you vote in favour of the resolution to approve the Scheme.

If you wish to vote for the Scheme, sign in the box marked 'FOR', or if you wish to vote against the Scheme, sign in the box marked 'AGAINST'. Please also fill in the 'Date' box.

PLEASE SIGN IN ONLY ONE OF THE BOXES BELOW (see Explanatory Note 8). THIS FORM MUST BE SIGNED IN ORDER TO BE VALID. HOWEVER, IF YOU SIGN MORE THAN ONE BOX THIS FORM OF PROXY WILL BE INVALID.

Signature FOR the Scheme

Signature AGAINST the Scheme

Date:

The proxy is to vote as instructed in respect of the resolution specified above. In the absence of instructions, the proxy may exercise his or her discretion as to any business other than the resolution to approve the Scheme (including amendments to the Scheme and any procedural business, including any resolution to adjourn) which may come before the Court 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 Registrars, Equiniti, whose address is on the back of this Form of Proxy. Postage has been paid. Alternatively, you may appoint a proxy electronically via Equiniti's online facility and following the instructions therein (see Explanatory Note 10). Alternatively, if you hold your shares in uncertificated form, you may appoint a proxy using the CREST electronic proxy appointment service (see Explanatory Note 11).

To be valid, the proxy form must be received no later than 2.00 p.m. on 14 October 2022 (or, in the case of any adjournment, not later than 48 hours before the time fixed for the adjourned Court Meeting) (see Explanatory Note 9).

The Court Meeting of Micro Focus International plc is to be held at The Lawn, 22-30 Old Bath Road, Newbury, Berkshire RG14 1QN on 18 October 2022 at 2.00 p.m. (UK time).

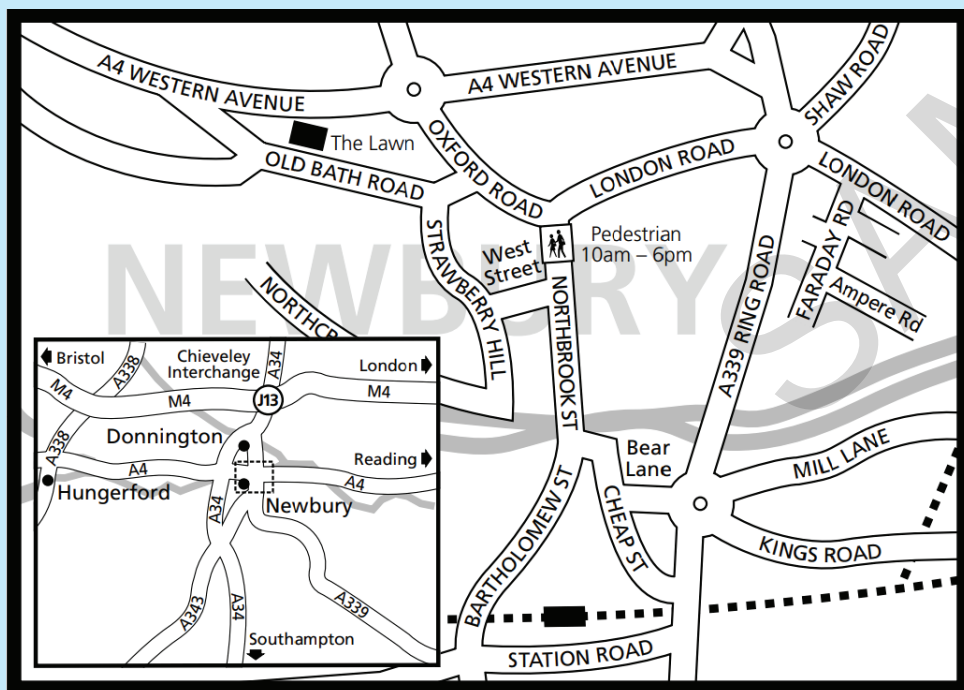
By an order dated 16 September 2022 made in the matter of the Company, the Court (as defined in the scheme document of the Company dated 20 September 2022 (the “**Scheme Document**”) has granted permission to a meeting of the Scheme Shareholders (as defined in the Scheme Document) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the “**Scheme**”) between the Company and the Scheme Shareholders (the “**Court Meeting**”).

Directions to Micro Focus: Directions to Micro Focus: From the M4 junction 13, follow the A34 (Newbury bypass) to the Bath Road Junction for Hungerford and Speen – Follow signs for Newbury A4 – Turn right just past the Starting Gate Pub (on left) into Old Bath Road – Micro Focus is located on the left-hand side, approximately ¼ mile along. Please note: Northbrook Street is pedestrianised from 10am till 6pm weekdays.

From South: As inset A4 exit A34.

Public transport: A short taxi ride from rail and bus stations.

Telephone: +44 (0)1635 565200



Explanatory Notes to the Form of Proxy

1. Terms defined in the Scheme Document shall apply equally in this Form of Proxy, unless the context otherwise requires. Full details of the resolution to be proposed at the Court Meeting, together with explanatory notes, are set out in the Notice of Court Meeting at Part X (*Notice of Court Meeting*) of the Scheme Document. Before completing this Form of Proxy, please also read the section entitled “Action to be Taken” set out in the Scheme Document (immediately after the contents page). You can access the Scheme Document at <https://www.microfocus.com/en-us/investors>.
2. The Court has appointed Greg Lock or, failing him, Stephen Murdoch or, failing him, any other Micro Focus Director to act as Chair of the Court Meeting and has directed the Chair to report the result thereof to the Court.
3. Every Scheme Shareholder is entitled to appoint another person or persons of their choice (who need not be a shareholder) as their proxy to exercise all or any of their rights to attend the Court Meeting and to vote and speak on their behalf. Scheme Shareholders are strongly encouraged to submit proxy appointments and instructions for the Court Meeting as soon as possible, using any of the methods (by post, online or electronically through CREST) set out below, appointing the “Chair of the Court Meeting” as your proxy, even if you plan to attend the Court Meeting in person. Doing so will not prevent you from attending, voting or speaking in person at the Court Meeting in person, but will ensure that your vote is counted if you are unable to attend the Court Meeting for any reason.
4. Scheme Shareholders who wish to appoint a proxy other than the Chair of the Court Meeting should insert that proxy’s name in the box provided on the left (see overleaf), delete the words “the Chair of the Court Meeting or” and initial the alteration. A proxy need not be a member of the Company.
5. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided on the right (next to the proxy holder’s name) (see overleaf) the number of shares in relation to which they are 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. If the box provided on the right (next to the proxy holder’s name, if any) is left blank, your proxy will be deemed to be authorised in respect of all your Scheme Shares. To appoint more than one proxy, one or more additional proxy forms may be obtained by contacting the Shareholder Helpline using the details set out in Explanatory Note 20 below or you may photocopy this Form of Proxy. All forms must be signed and should be returned together in the same envelope.
6. Unless otherwise instructed, a person appointed as proxy will exercise his or her discretion as to any business other than the resolution to approve the Scheme (including amendments to the Scheme and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
7. Any alterations made to this Form of Proxy should be initialled.
8. The Form of Proxy: (i) in the case of an individual, must either be signed by the appointor or his/her attorney; and (ii) in the case of a corporation, must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the Micro Focus Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
9. It is requested that this Form 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 returned to the Company’s Registrars, Equiniti, by post to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, so as to be received as soon as possible and ideally not later than 2.00 p.m. on 14 October 2022 (or, in the case of an adjournment of the Court Meeting, 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned meeting). However, if not so lodged, this Form of Proxy may be: (i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com; or (ii) presented in person to the Equiniti representative who will be present at the Court Meeting, at any time prior to the commencement of the Court Meeting (or any adjournment thereof).
10. As an alternative to completing and returning this Form of Proxy, proxies may be appointed electronically via Equiniti’s online facility by logging on to the following website: www.sharevote.co.uk and following the instructions therein. For an electronic proxy appointment to be valid, the appointment must be received by Equiniti not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the Court Meeting (as set out in Explanatory Note 9 above) or any adjournment thereof. If the electronic proxy appointment is not received by this time, this Form of Proxy may be: (i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com; or (ii) presented in person to the Equiniti representative who will be present at the Court Meeting, at any time prior to the commencement of the Court Meeting (or any adjournment thereof).
11. Scheme Shareholders who hold their shares in uncertificated form through CREST who wish to appoint a proxy or proxies for the Court Meeting (or any adjournment thereof) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed any voting 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. In order 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 the specifications of Euroclear and must contain the information required for such instructions as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Equiniti (ID: RA19) not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the Court Meeting, (as set out in Explanatory Note 9 above) or any adjournment thereof. 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 Applications Host) from which Equiniti are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. If the CREST proxy appointment or instruction is not received by this time, the BLUE Form of Proxy may be: (i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com; or (ii) presented in person to the Equiniti representative who will be present at the Court Meeting, at any time prior to the commencement of the Court Meeting (or any adjournment thereof). CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. 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 any voting service provider(s), to procure that his/her 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. For further information on the logistics of submitting messages in CREST, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in the CREST Regulations.
12. The completion and return of this form (or transmission of a proxy appointment or voting instruction electronically, through CREST or by any other procedure described in the Scheme Document) will not prevent you from attending, asking questions and/or raising any objections and voting at the Court Meeting if you are entitled to and wish to do so.
13. Subject to Explanatory Note 14 below, if the Registrar receives more than one valid proxy appointment in respect of the same Scheme Shares, the appointment received last before the latest time for the receipt of proxies will take precedence. The Registrar cannot accept proxy forms returned by fax.
14. In the case of joint holders of Scheme Shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
15. As an alternative to appointing a proxy, any holder of Scheme Shares which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its powers as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.
16. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act to enjoy information rights (a “**Nominated Person**”) does not, in that capacity, have a right to appoint a proxy, such right only being exercisable by shareholders of the Company. However, Nominated Persons 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 Court Meeting. 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.
17. Entitlement to attend and vote (in each case, in person or by proxy) at the Court Meeting or any adjournment thereof and the number of votes which may be cast at the Court Meeting will be determined by reference to the register of members of the Company at 6.30 p.m. (UK time) on 14 October 2022 or, if the Court Meeting is adjourned, 6.30 p.m. (UK time) on the date which is two Business Days before the date fixed for the adjourned meeting. Changes to the register of members after the relevant time shall be disregarded in determining the rights of any person to attend and vote (in each case, in person or by proxy) at the Court Meeting.
18. The address printed overleaf is how your address appears on the Company’s register of members. If this information is incorrect please contact the Registrar using the details set out in Explanatory Note 20 below.
19. You may not use any electronic address provided either in the notice of Court Meeting or any related documents (including this Form of Proxy) to communicate with the Company for any reason other than those expressly stated.
20. If you have any questions about this Form of Proxy, the Scheme Document or the Court Meeting, or are in any doubt as to how to complete this Form of Proxy or to submit your proxies electronically, 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.

The General Meeting of Micro Focus International plc

is to be held at

The Lawn, 22-30 Old Bath Road, Newbury, Berkshire RG14 1QN
on 18 October 2022 at 2.15 p.m. (UK time) (or as soon thereafter as the
Court Meeting concludes or is adjourned).



Admission card

General Meeting 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 18 October 2022 at 2.15 p.m. (UK time) (or as soon thereafter as the Court Meeting concludes or is adjourned).

Notice of Availability

Please note that the Scheme Document (containing the Notice of General Meeting at Part XI (Notice of General Meeting)), this Form of Proxy and certain other documentation relating to the Special Resolution and the Scheme are also now available to view on the Company's website at <https://www.microfocus.com/en-us/investors>.

If you attend the General Meeting in person, please complete this admission card where indicated and hand it in at the registration desk. It will help you gain admission to the meeting. You are advised to arrive at least 15 minutes prior to the start of the General Meeting to allow time for registration.

Name(s)

Signature(s)

Date

+

Signature

Date

The proxy is to vote as instructed in respect of the Special Resolution specified above. In the absence of instructions the proxy may vote or abstain as he or she thinks fit on the resolution specified above and, unless instructed otherwise, on any other business (including any procedural business, including any resolution to adjourn) which may come before the General 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 Registrars, Equiniti, whose address is on the back of this Form of Proxy. Postage has been paid. Alternatively, you may appoint a proxy electronically via Equiniti's online facility and following the instructions therein (see Explanatory Note 10). Alternatively, if you hold your shares in uncertificated form, you may appoint a proxy using the CREST electronic proxy appointment service (see Explanatory Note 11).

To be valid, the proxy form must be received no later than 2.15 p.m. (UK time) on 14 October 2022 (or, in the case of any adjournment, not later than 48 hours before the time fixed for the adjourned General Meeting) (see Explanatory Note 9).

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MICRO FOCUS Micro Focus International plc

GENERAL MEETING
on 18 October 2022 at 2.15 p.m. (UK time)
(or as soon thereafter as the Court Meeting concludes or is adjourned)

FORM OF PROXY

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

VOTING ID

TASK ID

SHAREHOLDER REFERENCE NUMBER

Vote online at www.sharevote.co.uk using the above numbers.

I/We hereby appoint the Chair of the meeting, or (please refer to Explanatory Notes 3 and 4):

Name

Number of Shares

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* at the General Meeting of Micro Focus International plc (the "Company") to be held at 2.15 p.m. (UK time) on 18 October 2022 (or as soon thereafter as the Court Meeting concludes or is adjourned) and at any adjournment thereof.

* For the appointment of more than one proxy, please refer to Explanatory Note 4.

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

The General Meeting has been convened to consider and, if thought fit, approve the Special Resolution to give effect to the Scheme (as set out in full in Part XI (Notice of General Meeting)) of scheme document of the Company dated 20 September 2022 (the "Scheme Document"). Please note that the Board of Directors of the Company unanimously recommends that you vote in favour of the Special Resolution.

Please indicate how you wish your vote to be cast on the Special Resolution by placing an 'X' in black ink in the appropriate box below (see Explanatory Note 6). Please also fill in the 'Date' box.

PLEASE SELECT ONLY ONE OF THE BOXES BELOW (see Explanatory Note 8). THIS FORM MUST BE SIGNED IN ORDER TO BE VALID. PLEASE NOTE THAT IF YOU MARK MORE THAN ONE BOX WITH AN 'X', THIS FORM OF PROXY WILL BE INVALID.

Special Resolution

For

Against

Withheld
(see Explanatory
Note 6)

To give effect to the Scheme by means of authorising the Directors to take all such action as may be considered necessary or appropriate and by amending the Company's articles of association, each as set out in the Notice of General Meeting.

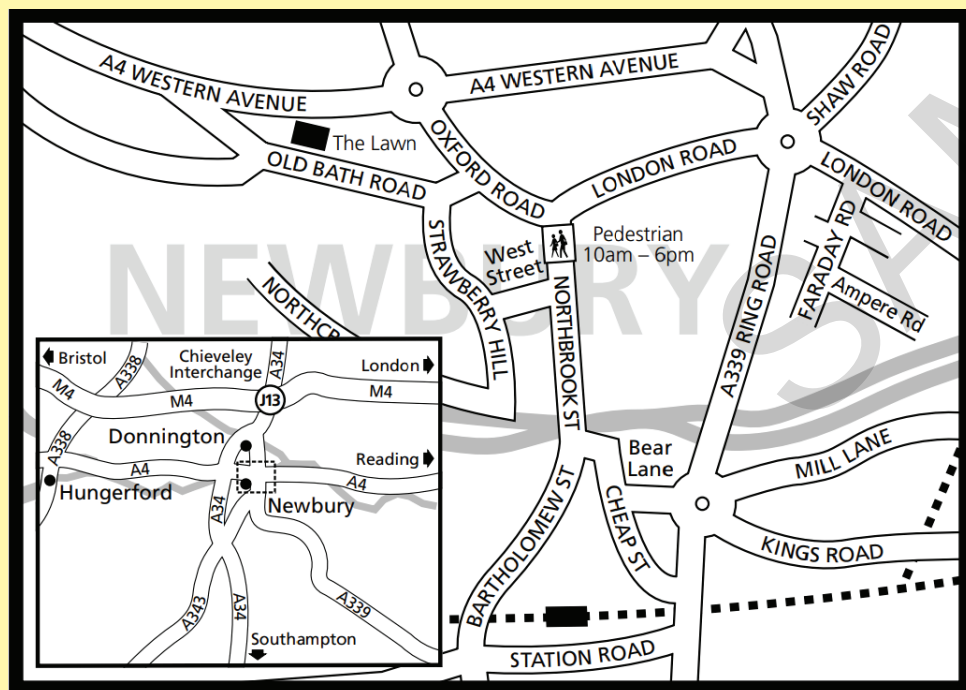
The General Meeting of Micro Focus International plc is to be held at The Lawn, 22-30 Old Bath Road, Newbury, Berkshire RG14 1QN on 18 October 2022 at 2.15 p.m. (UK time) (or as soon thereafter as the Court Meeting concludes or is adjourned).

Directions to Micro Focus: Directions to Micro Focus: From the M4 junction 13, follow the A34 (Newbury bypass) to the Bath Road Junction for Hungerford and Speen – Follow signs for Newbury A4 – Turn right just past the Starting Gate Pub (on left) into Old Bath Road – Micro Focus is located on the left-hand side, approximately ¼ mile along. Please note: Northbrook Street is pedestrianised from 10am till 6pm weekdays.

From South: As inset A4 exit A34.

Public transport: A short taxi ride from rail and bus stations.

Telephone: +44 (0)1635 565200



Explanatory Notes to the Form of Proxy

- Terms defined in the Scheme Document shall apply equally in this Form of Proxy, unless the context otherwise requires. Full details of the resolution to be proposed at the General Meeting, together with explanatory notes, are set out in the Notice of General Meeting at Part XI (*Notice of General Meeting*) of the Scheme Document. Before completing this Form of Proxy, please also read the section entitled "Action to be Taken" set out in the Scheme Document (immediately after the contents page). You can access the Scheme Document at <https://www.microfocus.com/en-us/investors>.
- Every Micro Focus Shareholder is entitled to appoint another person or persons of their choice (who need not be a shareholder) as their proxy to exercise all or any of their rights to attend the General Meeting and to vote and speak on their behalf. Micro Focus Shareholders are strongly encouraged to submit proxy appointments and instructions for the General Meeting as soon as possible, using any of the methods (by post, online or electronically through CREST) set out below, appointing the "Chair of the General Meeting" as your proxy, even if you plan to attend the General Meeting in person. Doing so will not prevent you from attending, voting or speaking in person at the General Meeting in person, but will ensure that your vote is counted if you are unable to attend the General Meeting for any reason.
- Micro Focus Shareholders who wish to appoint a proxy other than the Chair of the General Meeting should insert that proxy's name in the box provided on the left (see overleaf), delete the words "the Chair of the General Meeting or" and initial the alteration. A proxy need not be a member of the Company.
- If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided on the right (next to the proxy holder's name) (see overleaf) the number of shares in relation to which they are 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. If the box provided on the right (next to the proxy holder's name, if any) is left blank, your proxy will be deemed to be authorised in respect of all your Micro Focus Shares. To appoint more than one proxy, one or more additional proxy forms may be obtained by contacting the Shareholder Helpline using the details set out in Explanatory Note 20 below or you may photocopy this Form of Proxy. All forms must be signed and should be returned together in the same envelope.
- Unless otherwise instructed, a person appointed as proxy will exercise his or her discretion as to any business (including and any procedural business, including any resolution to adjourn) which may come before the General Meeting. If no box is marked with a voting indication in relation to the Special Resolution, the proxy may exercise their discretion (to vote for, against or abstain from voting) in relation to the Special Resolution.
- The 'Vote Withheld' option is provided overleaf (and may be available on the CREST system) to enable you to abstain from voting. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Any alterations made to this Form of Proxy should be initialed.
- The Form of Proxy: (i) in the case of an individual, must either be signed by the appointor or his/her attorney; and (ii) in the case of a corporation, must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the Micro Focus Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
- It is requested that this Form 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 returned to the Company's Registrars, Equiniti, by post to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, so as to be received as soon as possible and ideally not later than 2.15 p.m. on 14 October 2022 (or, in the case of an adjournment of the General Meeting, 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 this Form of Proxy is not lodged by the relevant time, it will be invalid.
- As an alternative to completing and returning this Form of Proxy, proxies may be appointed electronically via Equiniti's online facility by logging on to the following website: www.sharevote.co.uk and following the instructions therein. For an electronic proxy appointment to be valid, the appointment must be received by Equiniti not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the General Meeting (as set out in Explanatory Note 9 above) or any adjournment thereof. If this Form of Proxy is not lodged by the relevant time, it will be invalid.
- Micro Focus Shareholders who hold their shares in uncertificated form through CREST who wish to appoint a proxy or proxies for the General Meeting (or any adjournment thereof) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed any voting 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. In order 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 the specifications of Euroclear and must contain the information required for such instructions as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Equiniti (ID: RA19) not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the General Meeting, (as set out in Explanatory Note 9 above) or any adjournment thereof. 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 Applications Host) from which Equiniti are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. If this Form of Proxy is not lodged by the relevant time, it will be invalid. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. 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 any voting service provider(s), to procure that his/her 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. For further information on the logistics of submitting messages in CREST, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in the CREST Regulations.
- The completion and return of this form (or transmission of a proxy appointment or voting instruction electronically, through CREST or by any other procedure described in the Scheme Document) will not prevent you from attending, and asking questions and/or voting at the General Meeting if you are entitled to and wish to do so.
- Subject to Explanatory Note 14 below, if the Registrar receives more than one valid proxy appointment in respect of the same Micro Focus Shares, the appointment received last before the latest time for the receipt of proxies will take precedence. The Registrar cannot accept proxy forms returned by fax.
- In the case of joint holders of Micro Focus Shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- As an alternative to appointing a proxy, any holder of Micro Focus Shares which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its powers as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.
- Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act to enjoy information rights (a "Nominated Person") does not, in that capacity, have a right to appoint a proxy, such right only being exercisable by shareholders of the Company. However, Nominated Persons 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 General Meeting. 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.
- Entitlement to attend and vote (in each case, in person or by proxy) at the General Meeting or any adjournment thereof and the number of votes which may be cast at the General Meeting will be determined by reference to the register of members of the Company at 6.30 p.m. (UK time) on 14 October 2022 or, if the General Meeting is adjourned, 6.30 p.m. (UK time) on the date which is two Business Days before the date fixed for the adjourned meeting. Changes to the register of members after the relevant time shall be disregarded in determining the rights of any person to attend and vote (in each case, in person or by proxy) at the General Meeting.
- The address printed overleaf is how your address appears on the Company's register of members. If this information is incorrect please contact the Registrar using the details set out in Explanatory Note 20 below.
- You may not use any electronic address provided either in the notice of General Meeting or any related documents (including this Form of Proxy) to communicate with the Company for any reason other than those expressly stated.
- If you have any questions about this Form of Proxy, the Scheme Document or the General Meeting, or are in any doubt as to how to complete this Form of Proxy or to submit your proxies electronically, 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.