

This Letter is important and explains the impact of the Acquisition on your Sharesave Options and what you need to do. Please read this Letter carefully as it requires your immediate attention.

If you are in any doubt as to the contents of this Letter or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial 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 taking advice in a territory outside the United Kingdom.

3 October 2022



Dear Participant

**Micro Focus Sharesave Plan 2006 ("Sharesave") and the recommended cash offer for
Micro Focus International plc by Open Text Corporation through its wholly-owned
subsidiary, Open Text UK Holding Limited**

The boards of Micro Focus International plc ("**Micro Focus**") and Open Text Corporation ("**OpenText**") announced on 25 August 2022 that they had reached agreement on the terms of the recommended cash acquisition by OpenText, through its wholly-owned subsidiary, Open Text UK Holding Limited ("**Bidco**") of the entire issued and to be issued ordinary share capital of Micro Focus (the "**Acquisition**").

TAKE ACTION: You will need to take action to realise any profit from your Sharesave Options. This will NOT happen automatically.

It is recommended that you complete an online exercise instruction on the Computershare share portal to either exercise your Sharesave Options conditional on Court Sanction (Choice A as explained in this letter) or exercise your Sharesave Options 6 months following Court Sanction (Choice B as explained in this letter) as soon as possible, and by no later than 5:00pm (UK time) on 18 November 2022 (or any earlier deadline notified to you once the date of Court Sanction (explained further below) is known).

This recommendation does not apply to Sharesave Options which have an Option Price greater than £5.32, as this is higher than the Offer Price you would receive for a Micro Focus Share through the Acquisition.

IF YOU DO NOTHING YOUR SHARESARE OPTIONS WILL LAPSE.

Why are we writing to you?

We are writing to explain how the Acquisition will affect your Sharesave Options and the decisions you need to make. **Please read everything in this letter and everything sent with it carefully (the "Letter"). The contents are important.**

Your Choices

Please note: The summary below applies only to Sharesave Options which have an Option Price which is less than £5.32. It is not recommended that you select either Choice A or Choice B to exercise any Sharesave Options which have an Option Price greater than £5.32, as this is higher than the Offer Price you would receive for a Micro Focus Share through the Acquisition.

Choice A: Apply now to exercise your Sharesave Options conditional on Court Sanction

- You can continue to save until Court Sanction (which is expected be in the first quarter of 2023). The date of your last salary deduction will be confirmed to you once the date of Court Sanction is known.
- Your savings will then be used to buy Micro Focus Shares at a discounted price (the “Option Price”).
- The Micro Focus Shares bought with your savings will be purchased automatically in the Acquisition. You will receive £5.32 for each Micro Focus Share, which is higher than the Option Price so you will make a profit.

If you want to select Choice A, you must complete an online exercise instruction on the Computershare share portal by 5:00pm (UK time) on 18 November 2022 (or any earlier deadline notified to you once the date of Court Sanction is known).

Choice B: Exercise your Sharesave Options six months following Court Sanction

- You can continue to save for up to six months following Court Sanction.
- You can use your accumulated savings to buy Micro Focus Shares at the Option Price. The Micro Focus Shares will then be purchased automatically for £5.32 for each Micro Focus Share and so you will make a profit.
- With **Choice B** you may be able to buy more Micro Focus Shares than with **Choice A** because the amount of your accumulated savings may be higher. However, you will receive the cash for your Micro Focus Shares later.

If you want to select Choice B, you must complete an online exercise instruction on the Computershare share portal by 5:00pm (UK time) on 18 November 2022 (or any earlier deadline notified to you once the date of Court Sanction is known).

Please note that if you do not exercise your Sharesave Options within six months following Court Sanction, they will lapse. Your savings account will be closed and your savings will be returned to you.

Please note: these Choices apply to the Sharesave Options which become exercisable on Court Sanction. If you hold any Sharesave Options which are already exercisable or become exercisable before Court Sanction, you must follow the instructions in the maturity letter sent to you if you want to use your savings to buy Micro Focus Shares at the Option Price.

This Letter only applies to Sharesave Options granted in 2019, 2020, 2021 or March 2022. If you hold Sharesave Options granted in July 2022, or if you hold any other options or awards, you will receive separate letters about the effect of the Acquisition on your other options or awards. Please also read those letters carefully.

In this Letter:

- Part A describes the effect of the Acquisition on your Sharesave Options, the Choices available to you and what action you will need to take;
- Part B sets out worked examples demonstrating the effect of Choice A and Choice B; and
- Part C explains the key words and phrases used in this Letter.

Part A

1. The Acquisition

The Acquisition will take place through what is called a “scheme of arrangement” (the “**Scheme**”). This is a procedure which must be approved by Micro Focus Shareholders and the Court on a date referred to in this Letter as “**Court Sanction**”. The Acquisition is currently due to complete a few days after Court Sanction (referred to as “**Completion**”).

Full details about the Scheme are set out in the Scheme Document dated 20 September 2022. You can find a copy of the Scheme Document on the Micro Focus website at <https://www.microfocus.com/en-us/investors> and the OpenText website at <https://investors.opentext.com/>. This Letter should be read with the Scheme Document.

2. What are the terms of the Acquisition?

Micro Focus Shareholders will be entitled to receive £5.32 in cash for each Micro Focus Share they own.

3. When is Completion likely to take place?

Completion is currently expected to take place in the first quarter of 2023.

You will be updated when the timing is confirmed. The expected timeline of key events is available in the Scheme Document.

4. How does the Acquisition affect my Sharesave Options?

Normally, you would continue saving until the end of your three-year savings contract and then you would decide if you want to use your savings to exercise your Sharesave Options and buy Micro Focus Shares at the Option Price or let your Sharesave Options lapse and have your savings returned to you. However, if Court Sanction takes place your Sharesave Options for which the savings period will not have ended will become exercisable early to the extent of your savings at the date of exercise. Your Sharesave Options will be exercisable for up to six months from Court Sanction.

5. What are my choices?

For unmatured Sharesave Options which become exercisable on Court Sanction, you have the following choices. (If you leave employment with the Micro Focus Group before Court Sanction and before you exercise your Sharesave Options, different rules may apply – these are explained under *'What happens if I leave employment with the Micro Focus Group?'* below.)

If Micro Focus and Bidco agree to increase the Offer Price between the date of this Letter and Completion, any Choice you make in relation to your Sharesave Options will continue to apply.

Choice A: apply now to exercise your Sharesave Options conditional on Court Sanction

You can elect in advance to exercise your Sharesave Options conditional on Court Sanction and buy Micro Focus Shares using all of your savings at the date of exercise. If you do this, you will receive the Offer Price of £5.32 for each Micro Focus Share that you buy on exercise of your Sharesave Options.

If you want to select Choice A, you must complete the online exercise instruction which you can find by logging on to your Computershare account at www.equateplus.com as soon as possible and by no later than 5:00 pm (UK time) on 18 November 2022 (or any earlier deadline notified to you once the expected date of Court Sanction is known).

Choice B: exercise your Sharesave Options six months following Court Sanction

If the Acquisition goes ahead, you could exercise your Sharesave Options to buy Micro Focus Shares using your savings to the date of exercise following Court Sanction for up to six months following Court Sanction (or, if earlier, within six months of the maturity of your Sharesave Options).

If you exercise your Sharesave Options in this way, the Micro Focus Shares which would be issued to you will be purchased automatically by Bidco and you will receive the Offer Price of £5.32 for each Micro Focus Share that you receive on exercise of your Sharesave Options.

If you decide to exercise your Sharesave Options under **Choice B**, you may be able to buy more Micro Focus Shares as you will be able to make further monthly savings payments within the six months following Court Sanction, meaning that your accumulated savings would be higher. However, you will receive the cash for your Micro Focus Shares later.

If you want to select Choice B, you must complete the online exercise instruction which you can find by logging on to your Computershare account at www.equateplus.com as soon as possible and by no later than 5:00 pm (UK time) on 18 November 2022 (or any earlier deadline notified to you once the expected date of Court Sanction is known).

Worked examples of **Choice A** and **Choice B** are set out in Part B of this Letter.

If you want to exercise your Sharesave Options at any other time in the six-month period following Court Sanction, please contact Computershare using the HelpChat function via www.equateplus.com or by calling +44 (0)370 707 1045.

6. Can I continue to make monthly savings contributions?

Whether you select **Choice A** or **Choice B**, you can continue to make monthly savings contributions until the date you exercise your Sharesave Options or, if earlier, the date your

Sharesave Options mature (which is the date you make your last scheduled monthly contribution under your savings contract). Your unmatured Sharesave Options will only be exercisable to the extent of your savings on the date of exercise. The residual amount of your savings after exercise (if any) will be returned to you.

7. Do I have to make a Choice?

If you have Sharesave Options with an Option Price which is less than the Offer Price of £5.32, it is important that you make a Choice. If you do not take any action, your Sharesave Options will lapse automatically and your savings will be returned to you.

8. When will I receive the money?

The cash you receive under **Choice A** will be paid to you by Micro Focus as soon as reasonably practical after Completion once it has received the funds from Bidco – this is expected to be within 14 days of Completion. If you select **Choice B**, the cash will be paid to you by Micro Focus as soon as reasonably practicable after six months following Court Sanction.

9. How does the Acquisition affect my Sharesave Options that mature before Court Sanction?

If you hold Sharesave Options which have already become exercisable, or which will become exercisable before Court Sanction, these will remain exercisable until the earlier of six months after Court Sanction and their normal lapse date (different rules may apply if you leave employment in certain circumstances before Completion – these are explained under '*What happens if I leave employment with the Micro Focus Group?*' below).

You will need to take action in the normal way through the Computershare share portal to buy Micro Focus Shares at the Option Price. You will receive (or may have already received) separate maturity communications about this.

Please note that you will not be able to exercise your matured Sharesave Options in the normal way or sell any Micro Focus Shares you hold through the Computershare share portal in the five day period leading up to (and including) Completion. If you want to exercise your matured Sharesave Options before Completion, please make sure you do so before this period.

If you exercise your matured Sharesave Options before Court Sanction, and if you still hold the Micro Focus Shares acquired on exercise at that time, then those Micro Focus Shares will fall within the Scheme, in the same way as Micro Focus Shares held by all other shareholders, as set out in the Scheme Document.

Remember: if you do nothing your Sharesave Options will lapse and your savings will be returned to you.

10. What if the Acquisition does not complete?

If Court Sanction does not happen for any reason, your Sharesave Options will continue as normal under the Sharesave rules.

11. What happens if I leave employment with the Micro Focus Group?

The leaver provisions under rule 10 of the Sharesave will apply in the normal way if you leave the Micro Focus Group before you exercise your Sharesave Options. This means that:

- If you qualify as a “good leaver” under the rules of the Sharesave (for example, if you leave because of injury, disability, redundancy or retirement), or if you leave more than three years after the grant of your Sharesave Options for any reason other than dismissal for misconduct, your Sharesave Options will be exercisable until the earliest of: (i) six months from the date on which you leave employment; (ii) six months from the maturity date of your Sharesave Options; and (iii) six months after the date of Court Sanction, to the extent of the savings which you have accumulated on the date of exercise. Special rules apply in the event of death.
- If you do not qualify as a “good leaver” under the rules of the Sharesave (for example, if you resign), your unexercised Sharesave Options will lapse on the date your employment ceases and your savings will be returned to you.

Please note that if you leave the Micro Focus Group before Court Sanction, there is a risk that your Sharesave Options could lapse before Court Sanction (depending on when it occurs). If that happens, any **Choice A** or **Choice B** instruction you have given using the Computershare portal will not take effect. In this case, you should contact Computershare using the HelpChat function via www.equateplus.com or by calling +44 (0)370 707 1045 if you wish to exercise your Sharesave Options on an earlier date.

12. What if I am a PDMR or an insider?

If you are a Person Discharging Managerial Responsibilities (“**PDMR**”) or a restricted person under the Micro Focus Share Dealing Code (the “**Dealing Code**”), or you have otherwise been told that the Dealing Code applies to you, you must obtain permission to exercise your Sharesave Options under the Dealing Code before you submit an instruction and your instruction must be submitted as soon as possible and in any event within two business days of permission being granted. You can ask for permission to deal by following the process set out in Section 3 of the Dealing Code. However, unless exceptional circumstances exist it is unlikely that you will be granted permission to deal whilst you are an insider or, if you are a PDMR or closely associated person of a PDMR, during a closed period. It is recommended that, if you wish to elect **Choice A** or **Choice B**, and you are a PDMR or a restricted person under the Dealing Code (or you will potentially become one), you take action as soon as possible.

13. What are the tax implications?

No income tax or employee’s National Insurance Contributions (NICs) will be due on exercise of any Sharesave Options which were granted prior to July 2022 under either **Choice A** or **Choice B**.

The sale of your Micro Focus Shares to Bidco will be treated for capital gains tax (“**CGT**”) purposes as a disposal of all the Micro Focus Shares you buy on exercise of your Sharesave Options. In simple cases your capital gain is the amount by which your sale proceeds exceed the total Option

Price you paid to exercise your Sharesave Options. Your sale proceeds will be the Offer Price multiplied by the number of Micro Focus shares you sell to Bidco. CGT is chargeable on your total capital gains (less allowable losses) in a tax year to the extent they exceed your CGT annual exemption (or other available reliefs) in the relevant tax year. For the tax year ending 5 April 2023, the annual exemption is £12,300 but it may change for the tax year beginning 6 April 2023. The transfer of Micro Focus Shares to your spouse / civil partner is generally tax free and your spouse / civil partner may be able to use their CGT annual exemption to reduce any CGT payable on the disposal of Micro Focus Shares. Any CGT on the sale of Micro Focus Shares is payable by you to HMRC under self-assessment. If your total capital gains are likely to exceed your CGT annual exemption, you are strongly recommended to seek your own independent tax advice.

This information is intended as a general guide only and applies only to participants treated as resident for tax purposes in the UK throughout the time between the date your Sharesave Options were granted and the time they are exercised. It does not constitute tax advice to any individual participant. Tax law can and does change and you should not necessarily assume that the current tax position will continue. Please note that neither Micro Focus, Bidco nor Computershare can provide you with personal tax advice. **If you are in any doubt as to the effect the Acquisition will have on your personal tax position, you are strongly recommended to seek your own independent financial and/or tax advice.**

14. What if I participate in other Micro Focus share plans?

If you participate in other Micro Focus share plans you will receive a separate letter about your other awards. Please read those letters carefully as the treatment of any options or awards under those plans will be different from the treatment of your Sharesave Options.

15. What if I have questions?

If you have any questions that relate to your Sharesave Options, how to access your Computershare account, what your choices are or how to complete your online exercise instruction on the Computershare share portal, please contact Computershare using the HelpChat function via www.equateplus.com or by calling +44 (0)370 707 1045. Lines are open full-time, seven days a week.

Please note that no legal, tax or financial advice on the merits of the Acquisition or its effect on your Sharesave Options can be provided. If you are in any doubt about what you should do you should seek your own independent financial and/or tax advice about the effect of the Acquisition on your Sharesave Options.

None of Micro Focus, OpenText, Bidco nor Computershare can give you investment advice. If you are in any doubt about the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent legal or financial adviser, who (where relevant) is authorised and appropriately regulated under the Financial Services and Markets Act 2000, or an appropriately authorised financial adviser if you are in a territory outside the UK.

16. Proposal: Recommendation

The Micro Focus Directors recommend that you take action and select either **Choice A** or **Choice B**. You should, however, consider your own personal circumstances, including your tax position, when deciding your preferred timing for exercising your Sharesave Options.

The Micro Focus Directors, who have been so advised by Goldman Sachs International and Numis Securities Limited as to the financial terms of the proposals (i.e. **Choice A** or **Choice B**), consider the terms of the proposals set out in this Letter to be fair and reasonable in the context of the Acquisition. In providing its advice to the Micro Focus Directors, Goldman Sachs International and Numis Securities Limited have taken into account the commercial assessments of the Micro Focus Directors. Goldman Sachs International and Numis Securities Limited are providing independent financial advice to the Micro Focus Directors for the purposes of Rule 15.2 of the Takeover Code.

The recommendation does not apply to Sharesave Options which have an Option Price greater than £5.32. These Sharesave Options have an Option Price which is higher than the Offer Price you would receive for a Micro Focus Share through the Acquisition.

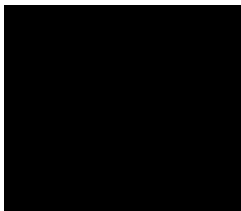
17. Important notes

Nothing in this Letter constitutes financial advice to any holder of shares, share awards or share options in Micro Focus, OpenText or Bidco.

If you have received this Letter electronically, you can ask for a hard copy of this Letter, free of charge, by contacting Computershare on +44 (0)370 707 1045 or writing to: Computershare, Plans Corporate Actions, The Pavilions, Bridgwater Road, Bristol, BS13 8AE stating your name, participant ID, and the address to which the hard copy should be sent. You can also ask that any other documents, announcements and information to be sent to you in relation to the Acquisition should be in hard copy form.

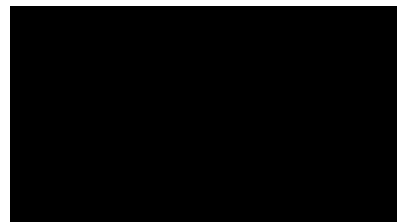
If there are any differences between the information in this Letter and the rules of the Sharesave or any relevant legislation, the rules and the legislation will prevail.

Yours faithfully



For and on behalf of
Micro Focus International plc

Yours faithfully



For and on behalf of
Open Text UK Holding Limited

Part B

Worked Examples

Choice A

- Anna participates in the 2021 three-year Sharesave cycle. She selects **Choice A** by completing the online exercise instruction on the Computershare share portal.
- At Court Sanction, Anna has saved £100 per month for 24 months ($£100 \times 24 = £2,400$).
- She can buy £2,400 worth of Micro Focus Shares at the Option Price for the 2021 Sharesave cycle (which is £3.732 per Micro Focus Share).
- This means that she can buy 643 Micro Focus Shares at a cost of £3.732 per Micro Focus Share ($£2,400 / £3.732 = 643$ Micro Focus Shares), plus residual savings of £0.32.
- She can sell these for the Offer Price of £5.32, a total of $643 \times £5.32 = £3,420.76$.
- She makes a profit of **£1,021.08** ($£3,420.76 - £2,399.68 = £1,021.08$).

Choice B

- Anna participates in the 2021 three-year Sharesave cycle. She selects **Choice B** by completing the online exercise instruction on the Computershare share portal.
- Anna continues to save £100 per month until six months after Court Sanction, by which time she has been saving for 30 months ($£100 \times 30 = £3,000$).
- She can buy £3,000 worth of Micro Focus Shares at the Option Price for the 2021 Sharesave cycle (which is £3.732 per Micro Focus Share).
- This means that she can buy 803 Micro Focus Shares at a cost of £3.732 per Micro Focus Share ($£3,000 / £3.732 = 803$ Micro Focus Shares), plus residual savings of £3.20.
- She can sell these for the Offer Price of £5.32, a total of $803 \times £5.32 = £4,271.96$.
- She makes a profit of **£1,275.16** ($£4,271.96 - £2,996.80 = £1,275.16$).

Notes:

1. The above worked examples do not include the tax treatment of Sharesave Options.
2. The above worked examples assume that Anna has saved for 24 months before Court Sanction (Choice A) or 30 months in total (Choice B) – as the date of Court Sanction is not known at the date of this letter, this period may be longer or shorter in practice than the periods given in these examples. The calculations are set out here by way of example only and are not definitive.
3. The Option Price for Sharesave Options depends on the year in which the savings contract started, so calculations will vary (e.g. July 2022: £2.2264; April 2021: £3.732).
4. If Anna selects **Choice A**, her Sharesave participation ends on the date of Court Sanction.
5. Alternatively, if Anna selects **Choice B**, she will be able to continue to save in the Sharesave for six months from the date of Court Sanction – in this case, she would then have more savings she could use to buy Micro Focus Shares.
6. If Anna leaves employment with the Micro Focus Group before Court Sanction, the usual Sharesave leaver rules apply. Further information can be found under 'What happens if I leave employment with the Micro Focus Group?' above.

Part C

Glossary

Words and phrases used in this Letter and what they mean

“Acquisition” means the proposed acquisition of the entire issued, and to be issued, share capital of Micro Focus by OpenText (other than Micro Focus Shares already held by or on behalf of OpenText, if any) to be implemented by way of the Scheme, or should OpenText so elect (with the consent of the Panel and subject to the terms of the Cooperation Agreement), by way of a Takeover Offer, and, where the context admits, any subsequent revision, variation, extension or renewal thereof;

“Bidco” means Open Text UK Holding Limited, a company incorporated in England and Wales with registered number 14311122;

“Bidco Directors” means the directors of Bidco as at the date of this Letter;

“Completion” means the date on which the Scheme takes effect;

“Court” means the High Court of Justice in England and Wales;

“Court Sanction” means the date on which the Court sanctions the Scheme under section 899 of the Companies Act 2006;

“HMRC” means His Majesty’s Revenue and Customs or its successor from time to time;

“Micro Focus” means Micro Focus International plc, a company incorporated in England and Wales with registered number 05134637 and with its registered office address at The Law, Old Bath Road, Newbury, Berkshire, RG14 1QN;

“Micro Focus Directors” means the directors of Micro Focus as at the date of this Letter;

“Micro Focus Group” means Micro Focus and its subsidiary undertakings from time to time;

“Micro Focus Shareholders” means registered holders of Micro Focus Shares from time to time;

“Micro Focus Shares” means ordinary shares of £0.10 each in the capital of Micro Focus;

“Offer Price” means £5.32 (or such higher amount as may be agreed between Micro Focus and Bidco) per Micro Focus Share to be paid by Bidco for each Micro Focus Share under the Acquisition;

“OpenText” means Open Text Corporation, a corporation incorporated pursuant to the federal laws of Canada, with corporation number 1083064-4;

“OpenText Directors” means the directors of OpenText as at the date of this Letter;

“OpenText Group” means OpenText and its subsidiary undertakings from time to time;

“Option Price” means the discounted price per Micro Focus Share at which a participant can buy Micro Focus Shares;

“Scheme” means the proposed scheme of arrangement under Part 26 of the Companies Act between Micro Focus and holders of Scheme Shares, as set out in Part IV (*The Scheme of Arrangement*) of the Scheme Document, with or subject to any modification, addition or condition approved or imposed by the Court and agreed by Micro Focus and OpenText;

“Scheme Document” means the document setting out the terms of the Scheme dated 20 September 2022 sent to Micro Focus Shareholders;

“Sharesave” means the Micro Focus Sharesave Plan 2006, as amended from time to time;

“Sharesave Options” means an option or options over Micro Focus Shares granted under the Sharesave; and

“Takeover Code” means the City Code on Takeovers and Mergers, as amended from time to time.

Important Notes

The release, publication or distribution of this Letter in or into or from jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of such jurisdiction.

Goldman Sachs International, which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting exclusively for Micro Focus and no one else in connection with the Acquisition and will not be responsible to anyone other than Micro Focus for providing the protections afforded to clients of Goldman Sachs International or for providing advice in connection with the matters referred to in this Letter. No representation or warranty, express or implied, is made by Goldman Sachs International as to the contents of this Letter. Goldman Sachs International has given and not withdrawn its written consent to the issue of this Letter with the inclusion of references to its name in the form and context in which they are included.

Numis Securities Limited, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Micro Focus and no one else in connection with the Acquisition and the contents of this Letter and will not be responsible to anyone other than Micro Focus for providing the protections afforded to clients of Numis Securities Limited nor for providing advice in relation to the Acquisition, the contents of this Letter, or any matters referred to herein. Neither Numis Securities Limited nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Numis Securities Limited in connection with this Letter, any statement contained herein or otherwise. Numis Securities Limited has given and not withdrawn its written consent to the issue of this Letter with the inclusion of references to its name in the form and context in which they are included.

This Letter does not constitute, and may not be used for the purposes of, an offer to sell or an invitation or the solicitation of an offer to subscribe for or buy, any securities by any person in any jurisdiction: (a) in which such offer or invitation is not authorised; (b) in which the person making such offer or invitation is not qualified to do so; or (c) in which, or to any person to whom, it is unlawful to make such offer, solicitation or invitation or where the making of such offer, solicitation or invitation would impose any unfulfilled registration, qualification, publication or approval requirements on Micro Focus, Bidco or any of their respective directors, officers, agents, affiliates and advisers. No action has been taken nor will be taken in any jurisdiction by any such person that would permit a public offering of any securities in any jurisdiction where action for that purpose is required, nor has any such action been taken with respect to the possession or distribution of this Letter other than in any jurisdiction where action for that purpose is required. Neither Micro Focus nor Bidco nor their respective directors, officers, agents, affiliates or advisers accept any responsibility for any violation of any of these restrictions by any other person.

The Micro Focus Directors, whose names are set out in paragraph 2.1 of Part VIII of the Scheme Document, accept responsibility for the information contained in this Letter (including expressions of opinion), other than information for which responsibility is taken by the Bidco Directors and the

OpenText Directors as set out below. To the best of the knowledge and belief of the Micro Focus Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Letter for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Bidco Directors, whose names are set out in paragraph 2.2 of Part VIII of the Scheme Document, accept responsibility for the information contained in this Letter (including any expressions of opinion) relating to Bidco, the Bidco Directors and their respective immediate families and the related trusts of and persons connected with the Bidco Directors, and persons acting in concert with Bidco (as such term is defined in the Takeover Code). To the best of the knowledge and belief of the Bidco Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Letter for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The OpenText Directors, whose names are set out in paragraph 2.3 of Part VIII of the Scheme Document, accept responsibility for the information contained in this Letter (including any expressions of opinion) relating to OpenText, the OpenText Group, the OpenText Directors and their respective close relatives, related trusts of and persons connected with the OpenText Directors, and persons acting in concert with OpenText (as such term is defined in the Takeover Code). To the best of the knowledge and belief of the OpenText Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Letter for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.