

SIDE LETTER TO DIRECTORS' IRREVOCABLE UNDERTAKING

From: **Micro Focus International plc**

The Lawn
Old Bath Road
Newbury
Berkshire
RG14 1QN

To: **Open Text UK Holding Limited**

420 Thames Valley Park Drive
Thames Valley Park
Berkshire
RG6 1PT

25 August 2022

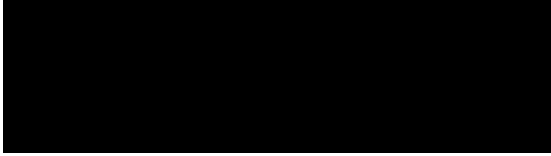
Proposed offer for Micro Focus International plc (the "Company")

Dear Sirs / Madam

- 1.1 We refer to the directors' irrevocable undertakings executed by five of the Company's directors, namely Matthew Ashley, Richard Atkins, Amanda Brown, Gregory Lock and Stephen Murdoch on 25 August 2022 (the "**Director Irrevocable Undertakings**").
- 1.2 This letter constitutes the agreement between the Offeror and the Company that:
 - (A) For the purposes of paragraph 2 of each Director Irrevocable Undertaking, each Director Irrevocable Undertaking is conditional on the Rule 2.7 Announcement being released on or before 11.59 p.m. (London time) on the Business Day after the date of each Director Irrevocable Undertaking; and
 - (B) For the purposes of paragraph 8.1(a) of each Director Irrevocable Undertaking, all undertakings under each Director Irrevocable Undertaking will lapse immediately if the Rule 2.7 Announcement is not released on or before 11.59 p.m. (London time) on the Business Day after the date of each Director Irrevocable Undertaking.

- 1.3 All capitalised terms used but not otherwise defined in this letter shall have the meaning given to them in each Director Irrevocable Undertaking.
- 1.4 This letter may be executed in any number of counterparts, and by the parties to it on separate counterparts, but shall not be effective until each party has executed at least one counterpart.
- 1.5 Each counterpart shall constitute an original of this letter, but all the counterparts shall together constitute but one and the same instrument.
- 1.6 This letter and any dispute or claim arising out of or in connection with it or its subject matter or formation (including non-contractual disputes or claims) shall be governed by and construed in accordance with English law.

Yours sincerely



For and on behalf of
Micro Focus International Plc

Name: Matt Ashley

Authorised Signatory

Acknowledged and accepted by



For and on behalf of
Open Text UK Holding Limited

Name: Michael Acedo

Authorised Signatory