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**FOR IMMEDIATE RELEASE**

**26 September 2022**

**RECOMMENDED CASH ACQUISITION**

**of**

**MICRO FOCUS INTERNATIONAL PLC**

**by**

**OPEN TEXT CORPORATION**

**through its wholly-owned subsidiary, Open Text UK Holding Limited**

**Successful Debt Financing Commitment Allocations**

On 25 August 2022 the boards of Micro Focus International plc ("Micro Focus") and Open Text Corporation ("OpenText") announced that they had agreed the terms of a recommended cash acquisition by Open Text UK Holding Limited ("Bidco"), a wholly-owned subsidiary of OpenText, pursuant to which Bidco will acquire the entire issued and to be issued share capital of Micro Focus (the "Acquisition"), to be effected by means of a court-sanctioned scheme of arrangement under Part 26 of the Companies Act. On 20 September 2022 a scheme circular was published containing the full terms and conditions of the Acquisition (the "Scheme Document"). Capitalised terms in this announcement, unless otherwise defined, have the same meanings given to them in the Scheme Document.

On 23 September 2022, as part of a customary commitment syndication process, OpenText, Barclays Bank PLC ("Barclays"), BMO Capital Markets Corp. ("BMO"), RBC Capital Markets, LLC ("RBC"), and Citigroup Global Markets Inc. ("Citi", and together with Barclays, BMO, and RBC and certain of their respective affiliates, the "Original Parties") have entered into joinders to the Engagement Letter (the "Engagement Letter Joinder") and the Syndication Letter (the "Syndication Letter Joinder") with MUFG Securities Americas Inc. ("MUFG"), HSBC Securities (USA) Inc. ("HSBC"), PNC Capital Markets LLC ("PNC"), National Bank of Canada Financial Inc. ("NBC"), and CIBC World Markets Corp. ("CIBC", and together with MUFG, HSBC, PNC, and NBC, and certain of their respective affiliates, the "Additional Parties").

In connection with the Syndication Letter Joinder, a portion of the commitments under the Term Loan Facility and the Bridge Loan Facility (the "Facilities") was allocated from the Original Parties to the Additional Parties and, in addition to the Original Parties, the title of joint lead arrangers and joint bookrunners were conferred on the Additional Parties. The Engagement Letter Joinder provides that the Additional Parties are engaged to act as underwriters, initial purchasers and/or placement agents for OpenText (or its affiliates) in an offering of debt securities issued in connection with the Acquisition. The Additional Parties were also added as "Commitment Parties" and "Engagement Parties" under related ancillary documents.

The aggregate amount of the commitments under the Facilities and their underlying terms remain unchanged.

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**Further information**

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*Barclays Bank PLC, acting through its investment bank, ("Barclays"), which is authorised by the PRA and regulated in the United Kingdom by the FCA and the PRA, is acting exclusively for OpenText and Bidco and no one else in connection with the matters described in this announcement and will not be responsible to anyone other than OpenText and Bidco for providing advice in relation to the Acquisition or any other matter referred to in this announcement.*

*In accordance with the Code, normal United Kingdom market practice and Rule 14e-5(b) of the U.S. Securities Exchange Act of 1934, as amended (the "U.S. Exchange Act"), Barclays and its affiliates will continue to act as exempt principal trader in Micro Focus securities on the London Stock Exchange. These purchases and activities by exempt principal traders which are required to be made public in the United Kingdom pursuant to the Code will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com). This information will also be publicly disclosed in the United States to the extent that such information is made public in the United Kingdom.*

**Publication on a website**

*This announcement and the documents referred to herein will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on OpenText's website at <https://investors.opentext.com/> and on Micro Focus's website at <https://www.microfocus.com/en-us/investors> by no later than 12 noon (London time) on the Business Day following the publication of this announcement. Neither the content of any of the websites referred to in this Announcement nor the content*

of any website accessible from hyperlinks in this announcement is incorporated into, or forms part of, this announcement.

### **About OpenText**

OpenText, The Information Company™, enables organizations to gain insight through market leading information management solutions, powered by OpenText Cloud Editions. For more information about OpenText (NASDAQ: OTEX, TSX: OTEX) visit <https://www.OpenText.com>.

### **Cautionary Statement Regarding Forward-Looking Statements**

Certain statements in this announcement, including statements regarding OpenText's plans, objectives, expectations and intentions relating to the Acquisition, the Acquisition's expected contribution to OpenText's results, financing and closing of the Acquisition, as well as the expected timing and benefits of the Acquisition, impact on future financial performance including in respect of annual recurring revenues, cloud growth, adjusted EBITDA, cash flows and earnings, may contain words considered forward-looking statements or information under applicable securities laws. These statements are based on OpenText's current expectations, estimates, forecasts and projections about the operating environment, economies and markets in which OpenText operates, as well as the impact of the ongoing COVID-19 pandemic. These statements are subject to important assumptions, risks and uncertainties that are difficult to predict, and the actual outcome may be materially different. OpenText's assumptions, although considered reasonable by OpenText at the date of this announcement, may prove to be inaccurate and consequently its actual results could differ materially from the expectations set out herein. For additional information with respect to risks and other factors, which could occur, see OpenText's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and other securities filings with the SEC and other securities regulators. Unless otherwise required by applicable securities laws, OpenText disclaims any intention or obligations to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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