



**Private and confidential**

The Directors  
NetIQ Limited  
The Lawn  
22-30 Old Bath Road  
Newbury  
Berkshire  
RG14 1QN

13 September 2017

Dear Sirs,

**Notice of resignation as auditors**

In accordance with Section 516 of the Companies Act 2006 (the Act), we give notice that we are resigning as auditors of NetIQ Limited, registered no: 03498397 with effect from 13 September 2017, which is before the end of our term of office.

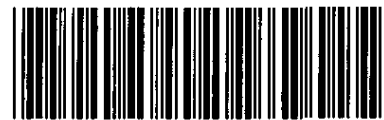
We enclose our statement of reasons in accordance with Section 519 of the Act.

Yours faithfully,

PricewaterhouseCoopers

[Enclosure]

FRIDAY



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22/09/2017

#478

COMPANIES HOUSE

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T: +353 (0) 1 792 6000, F: +353 (0) 1 792 6200, www.pwc.ie*

Feargal O'Rourke (Managing Partner - PricewaterhouseCoopers Ireland)

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Fiona de Búrca John Dillon Ronan Doyle John Dunne FCCA Kevin Egan Martin Freyne Alisa Hayden FCCA Olivia Hayden Paul Hennessy Gareth Hynes Ken Johnson  
Patricia Johnston Paraic Joyce Andrea Kelly Joanne P. Kelly John Loughlin Gillian Lowth Vincent MacMahon Declan Maunsell Enda McDonagh John McDonnell  
Deirdre McGrath Ivan McLoughlin Declan Murphy Brian Neilan Damian Neylin Andy O'Callaghan Jonathan O'Connell Denis O'Connor Marie O'Connor FCCA  
Paul O'Connor Irene O'Keeffe Ger O'Mahoney Padraig Osborne Ken Owens Anthony Reidy Mary Ruane Emma Scott Mike Sullivan Billy Sweetman Paul Tuite

Located at Dublin, Cork, Galway, Kilkenny, Limerick, Waterford and Wexford

Chartered Accountants

PricewaterhouseCoopers is authorised by the Institute of Chartered Accountants in Ireland to carry on investment business.



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RG14 1QN

13 September 2017

Dear Sirs,

**Statement of Reasons connected with ceasing to hold office as Auditors**

In accordance with Section 519 of the Companies Act 2006 (the "Act"), we set out below the reasons connected with PricewaterhouseCoopers, registered auditor number A1223671, ceasing to hold office as auditors of NetIQ Limited, registered no: 03498397 (the "Company") effective from 13 September 2017.

The reason we are ceasing to hold office is that the ultimate parent undertaking of the Company, Micro Focus International plc, has recently undertaken a competitive tender process for the position of statutory auditor and wishes to appoint a new auditor. Prior to this tender process, we had mutually agreed with Micro Focus International plc that we would not participate in the tender given the existence of a joint business relationship between certain PricewaterhouseCoopers member firms and Hewlett Packard Enterprise, whose software division Micro Focus International plc had agreed to acquire. Accordingly, we are also ceasing to hold office as auditors of the Company.

There are no reasons or other matters connected with our ceasing to hold office as auditors of the Company that we consider need to be brought to the attention of the Company's members or creditors.

Yours faithfully,

PricewaterhouseCoopers



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