

Result of AGM

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Sophos Group Plc
14 September 2016**Sophos Group Plc (the 'Company')**

14 September 2016

Result of Annual General Meeting ('AGM')

At the Company's AGM held today at the Pentagon, Abingdon Science Park, Abingdon, OX14 3YP at 3.00pm, all resolutions were passed on a poll. The results of votes cast on each resolution are set out below:

	For (number of votes)	For (percentage of votes)	Against (number of votes)	Against (percentage of votes)	Withheld (number of votes)	Number of votes validly cast
Ordinary Resolutions						
1. Annual Report and Accounts.	377,947,499	96.66%	13,065,519	3.34%	1,398,651	391,013,018
2. Directors' Remuneration Policy.	279,603,831	72.15%	107,903,661	27.85%	4,904,177	387,507,492
3. Report on Directors' Remuneration.	286,286,507	72.96%	106,122,511	27.04%	2,650	392,409,018
4. Declaration of a final dividend.	392,409,297	100.00%	720	0.00%	1,652	392,410,017
5. Re-election of Sandra Bergeron.	392,370,406	99.99%	41,263	0.01%	0	392,411,669
6. Re-election of Nick Bray.	382,535,350	97.48%	9,876,319	2.52%	0	392,411,669
7. Re-election of Edwin Gillis.	392,190,406	99.94%	221,263	0.06%	0	392,411,669
8. Re-election of Peter Gyenes.	375,165,671	96.68%	12,889,145	3.32%	4,356,853	388,054,816
9. Re-election of Kris Hagerman.	382,534,630	97.48%	9,877,039	2.52%	0	392,411,669
10. Re-election of Roy Mackenzie.	379,865,488	97.07%	11,450,903	2.93%	1,095,278	391,316,391
11. Re-election of Steve Munford.	369,597,168	94.45%	21,719,223	5.55%	1,095,278	391,316,391
12. Re-election of Salim Nathoo.	379,898,522	97.08%	11,417,869	2.92%	1,095,278	391,316,391
13. Re-election of Paul Walker.	388,174,560	99.27%	2,850,049	0.73%	1,387,060	391,024,609
14. Re-appointment of KPMG LLP.	368,354,043	93.87%	24,057,626	6.13%	0	392,411,669
15. Authorisation to agree the auditors' remuneration.	379,428,250	96.69%	12,983,419	3.31%	0	392,411,669
16. Authorisation to make political donations.	391,317,376	99.72%	1,093,643	0.28%	650	392,411,019
17. Authorisation to amend the Sophos Group 2015 Employee Share Purchase Plan.	392,393,546	100.00%	18,123	0.00%	0	392,411,669
18. Authorisation to allot shares.	390,809,106	99.59%	1,602,063	0.41%	500	392,411,169
Special Resolutions						
19. Authorisation to disapply pre-emption rights.	392,160,067	99.94%	251,602	0.06%	0	392,411,669
20. Authorisation to disapply pre-emption rights in respect of a greater number of shares for the purpose of financing acquisitions or other capital investments.	385,287,422	98.18%	7,124,247	1.82%	0	392,411,669
21. Authorisation to purchase own shares.	390,766,224	99.58%	1,635,895	0.42%	9,550	392,402,119
22. General meetings may be						

called on not less than 14 clear days' notice.	380,278,827	96.91%	12,131,189	3.09%	1,652	392,410,016
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Further Information:

Issued Share Capital	455,495,118
Total votes cast, including votes withheld as a % of issued share capital	86.15%

NOTES:

1. Votes "For" includes proxy appointments which gave discretion to the Chairman of the AGM.
2. A "Vote withheld" is not a vote in law and is not counted in the calculation of the percentage of votes validly cast "For" or "Against" any resolution nor in the calculation of the "number of votes validly cast" for any resolution.
3. As at 6pm on 12 September 2016 the Company's issued share capital consisted of 455,495,118 ("Share Capital"), carrying one vote each. No shares were held by the Company in treasury. Therefore, the total voting rights in the Company as at 6pm 12 September 2016 was 455,495,118 votes.
4. The full text of the resolutions passed at the AGM can be found in the Notice of Annual General Meeting which is available on the Company's website.
5. A copy of resolutions 18 to 22 passed at the AGM will shortly be submitted to the National Storage Mechanism and will be available for inspection at www.morningstar.co.uk/uk/NSM.

D. Ari Buchler
Company Secretary

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