

**THIS DOCUMENT IS IMPORTANT AND REQUIRES
YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

SOPHOS

SOPHOS GROUP PLC

(incorporated and registered in England and Wales under company number 09608658)

NOTICE OF ANNUAL GENERAL MEETING 2017

The 2017 Annual General Meeting (the **2017 AGM**) of Sophos Group plc (the **Company**) will be held at The Pentagon, Abingdon Science Park, Abingdon, OX14 3YP on Thursday, 7 September 2017 at 3.00 pm.

Voting on the Resolutions will be by way of a poll. Please complete and submit a Proxy/Voting Form in accordance with the instructions printed on the form, whether or not you propose to attend the 2017 AGM. The Proxy/Voting Form must be received by 3.00 pm on Tuesday, 5 September 2017. Notes explaining the Resolutions and your rights to attend and vote at this meeting are provided on pages 8 to 15.

SHAREHOLDER HELPLINE

If you have any questions relating to this circular and the accompanying documents, please call the Registrar on the Company's shareholder helpline, 0871 664 0300 (calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 (0) 208 639 3399. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales). The shareholder helpline cannot give any financial, legal or tax advice.

1. Chair's Letter

SOPHOS GROUP PLC

[incorporated and registered in England and Wales under number 09608658]

The Pentagon
Abingdon Science Park
Abingdon
OX14 3YP

5 June 2017

Dear Shareholder,

NOTICE OF AGM

I am pleased to be writing to you with details of our 2017 AGM, together with the annual report and accounts of the Company for the financial year ended 31 March 2017 [the **Annual Report and Accounts**]. We are holding the 2017 AGM at 3.00 pm on Thursday, 7 September 2017 at The Pentagon, Abingdon Science Park, Abingdon, OX14 3YP.

RESOLUTIONS

The formal notice of the 2017 AGM is set out in Part 2 on pages 4 to 7 of this circular and detailed explanatory notes in respect of the resolutions to be considered at the 2017 AGM appear in Part 3 on pages 8 to 12. Among other things, shareholders will be asked to approve a final dividend of USD 3.3 cents per ordinary share of 3 pence each in the Company (**Ordinary share**) for the financial year ended 31 March 2017 (**FY2017**). If you approve the recommended final dividend, this will be paid in pounds sterling on 13 October 2017 to shareholders on the register of members of the Company at 7.00 pm on 15 September 2017.

POLL VOTE

Each of the resolutions that will be considered at the AGM will be voted on by way of a poll. This ensures that shareholders who are not able to attend the AGM and who have appointed a proxy, can have their votes fully taken into account. The results of the polls will be announced by way of RNS and published on the Company's website as soon as reasonably practicable following the conclusion of the 2017 AGM.

DIRECTORS' RECOMMENDATION

The directors of the Company (the **Directors**) consider that all of the resolutions to be put to the 2017 AGM are in the best interests of the Company and its shareholders as a whole and recommend shareholders vote in favour of each of the resolutions. The Directors intend to vote in favour of resolutions 1 to 21 and 23 in respect of their own beneficial holdings. As noted later in this circular, under section 239 of the Companies Act 2006 (the **Act**) the votes of the Directors and of any members connected with them will be disregarded in determining whether resolution 22 is passed so the Directors will not vote on this resolution.

DOCUMENTS ENCLOSED

The following documents are enclosed with this letter: a form of proxy (and prepaid envelope); a shareholder admission document (please bring this with you to the 2017 AGM to ensure admission); and the Annual Report and Accounts which are now available to view and to download electronically from <https://investors.sophos.com>

ACTION TO BE TAKEN

Whether or not you propose to attend the 2017 AGM, please complete and return the enclosed form of proxy (voting form) in accordance with the instructions printed on the form and set out in Part 4 of this circular, in order to vote on the resolutions which will be put to the meeting.

Forms of proxy should be received by the Company's registrar, Capita Asset Services (the Registrar), at PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF **by no later than** 3.00 pm on Tuesday, 5 September 2017. Alternatively, you may appoint a proxy electronically via www.capitashareportal.com by following the instructions on that website or, if you hold your shares in CREST, via the CREST system. Please note that all such electronic proxy appointments should also reach the Registrar **by no later than** 3.00 pm on Tuesday, 5 September 2017. Please also refer to Part 4 of this document, which explains your general rights as a shareholder in respect of the 2017 AGM and your right to attend and vote at it, or to appoint someone else to vote on your behalf.

If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for giving voting instructions.

SHAREHOLDER HELPLINE

If you have any questions relating to this document and the enclosed documents, please call the Registrar on the Company's shareholder helpline, 0871 664 0300 (calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 (0) 208 639 3399. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am – 5.30 pm UK time, Monday to Friday excluding public holidays in England and Wales). The shareholder helpline cannot give any financial, legal or tax advice.

Yours faithfully,

PETER GYENES
Chairman

5 June 2017

2. NOTICE OF 2017 AGM

This year's annual general meeting will be held at 3.00 p.m. on Thursday, 7 September 2017 at The Pentagon, Abingdon Science Park, Abingdon, OX14 3YP. You will be asked to consider and, if thought fit, pass the resolutions set out below the subject matter of which constitutes the business of the meeting. Resolutions 1 to 17 (inclusive) will be proposed as ordinary resolutions and resolutions 18 to 23 will be proposed as special resolutions (the **Resolutions**).

ORDINARY RESOLUTIONS

RESOLUTION 1

To receive the Annual Report and Accounts.

RESOLUTION 2

To receive and approve the Annual Report on Remuneration (the **ARR**) as set out on pages 77 to 87 of the Annual Report and Accounts.

RESOLUTION 3

To declare a final dividend of USD 3.3 cents to holders of Ordinary shares for FY2017 as recommended by the Directors, such dividend to be paid in pounds sterling on 13 October 2017 to shareholders on the register of members of the Company at 7.00 pm on 15 September 2017.

RESOLUTION 4

To elect Rick Medlock as a Director of the Company.

RESOLUTION 5

To elect Vin Murria as a Director of the Company.

RESOLUTION 6

To re-elect Sandra Bergeron as a Director of the Company.

RESOLUTION 7

To re-elect Nick Bray as a Director of the Company.

RESOLUTION 8

To re-elect Peter Gyenes as a Director of the Company.

RESOLUTION 9

To re-elect Kris Hagerman as a Director of the Company.

RESOLUTION 10

To re-elect Roy Mackenzie as a Director of the Company.

RESOLUTION 11

To re-elect Steve Munford as a Director of the Company.

RESOLUTION 12

To re-elect Salim Nathoo as a Director of the Company.

RESOLUTION 13

To re-elect Paul Walker as a Director of the Company.

RESOLUTION 14

To re-appoint KPMG LLP as the Company's auditor until the conclusion of the next general meeting of the Company at which annual accounts are laid.

RESOLUTION 15

To authorise the Audit and Risk Committee of the Board to agree the remuneration of the auditor.

RESOLUTION 16

That, in accordance with Part 14 of the Act, the Company and any company which is, or becomes, a subsidiary of the Company at any time during the period to which this resolution relates, be and are hereby generally authorised to each:

- (a) make donations to political parties and independent election candidates;
- (b) make donations to political organisations other than political parties; and
- (c) incur political expenditure,

during the period beginning with the date of the passing of this Resolution and ending at the conclusion of the next annual general meeting of the Company (the 2018 AGM), provided that, in each case such donations or expenditure shall not exceed £100,000 per company, and that the total amount of all such donations and expenditure made by all companies to which this authority relates shall also not exceed in aggregate £100,000. Any terms used in this resolution which are defined in Part 14 of the Act shall bear the same meaning for the purposes of this resolution.

RESOLUTION 17

That, the Directors be generally and unconditionally authorised pursuant to section 551 of the Act to:

- (a) allot Ordinary shares in the Company, and to grant rights to subscribe for or to convert any security into Ordinary shares in the Company:
 - (i) up to an aggregate nominal amount of £4,608,734; and
 - (ii) comprising equity securities (as defined in the Act) up to a further aggregate nominal amount of £9,217,468 (including within such limit any Ordinary shares issued or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue, for a period expiring (unless previously unconditionally renewed, varied or revoked by the Company pursuant to a resolution approved in general meeting) at the end of the 2018 AGM; and
 - (iii) make an offer or agreement which would or might require Ordinary shares to be allotted, or rights to subscribe for or convert any security into Ordinary shares to be granted, after expiry of this authority and the Directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired;
- (b) that, subject to paragraph (c), all existing authorities given to the Directors pursuant to section 551 of the Act be revoked by this resolution; and
- (c) that, paragraph (b) shall be without prejudice to the continuing authority of the Directors to allot Ordinary shares, or grant rights to subscribe for or convert any security into Ordinary shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

For the purposes of this resolution (and resolution 18):

"rights issue" means an offer of equity securities to:

- (i) holders of Ordinary shares on the register on a record date fixed by the Directors in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates or legal, regulatory or practical issues arising under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory.

2. NOTICE OF 2017 AGM CONTINUED

SPECIAL RESOLUTIONS

RESOLUTION 18

That, subject to the passing of Resolution 17 set out above, the Board be authorised to allot equity securities (as defined by section 560 of the Act) for cash under the authority given by that resolution and/or to sell Ordinary shares held as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority be limited, to:

- (a) the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 17 (a)(ii) above, by way of a rights issue only (as defined above),
- (b) the allotment of equity securities or the sale of treasury shares (otherwise than under paragraph 18(a) above) up to an aggregate nominal amount of £691,310 (being equivalent to 5 percent of the nominal value of the issued share capital of the Company),

and shall expire at the end of 2018 AGM (or, if earlier, at the close of business on the date being fifteen months after the date of the 2017 AGM), but in each case prior to its expiry, the Company may make offers and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

RESOLUTION 19

That, subject to the passing of Resolution 17 set out above, the Board be authorised in addition to any authority granted under resolution 18 to allot equity securities (as defined in the Act) for cash pursuant to the authority given by that resolution 18 and/or sell Ordinary shares held as treasury shares for cash, as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £691,310 (being equivalent to a further 5 percent of the nominal value of the issued share capital of the Company); and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the 2018 AGM (or, if earlier, at the close of business on the date being fifteen months after the date of the 2017 AGM), but in each case, prior to its expiry, the Board may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

RESOLUTION 20

That, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of its own Ordinary shares, provided that:

- (a) the maximum number of Ordinary shares authorised to be purchased is 46,087,344, representing less than 10 percent of the shares in the capital of the Company as at 30 May 2017, the latest practicable date before publication of this document;
- (b) the minimum price which may be paid for an Ordinary share shall not be less than the nominal value of the Ordinary shares at the time of purchase (which amount shall be exclusive of expenses);
- (c) the maximum price which may be paid for an Ordinary share is, in respect of an Ordinary share contracted to be purchased on any day, the higher of:
 - (i) an amount (exclusive of expenses) equal to 105 percent of the average of the mid-market quotations for an Ordinary share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the Ordinary share is contracted to be purchased; and
 - (ii) an amount (exclusive of expenses) equal to the higher of the price of the last independent trade of an Ordinary share and the highest current independent bid for an Ordinary share as derived from the London Stock Exchange Trading System (SETS);

- (d) such authority to expire at the end of the 2018 AGM (or, if earlier, at the close of business on the date being eighteen months after the date of the 2017 AGM), unless such authority is unconditionally renewed pursuant to a resolution taking effect prior to such time; and
- (e) the Company may conclude a contract to purchase Ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after such expiry, and may make a purchase of Ordinary shares in pursuance of any such contract as if the authority hereby conferred had not expired.

RESOLUTION 21

That, a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

RESOLUTION 22

That, notwithstanding that the aggregate amounts of ordinary remuneration paid to non-executive directors of the Company in the financial years ended 31 March 2016 and 31 March 2017 (as set out in the Annual Reports and Accounts for each respective year) and for the current financial year up to the date of the 2017 AGM may have been paid in breach of the limit in Article 142 of the Company's existing Articles of Association (the **Articles**):

- (a) the decisions of the Directors of the Company at the relevant times to pay such ordinary remuneration to the non-executive directors of the Company be and are hereby approved, adopted and ratified; and
- (b) each such Director be and is hereby released from any liability to the Company in respect of any such matters having been done or allowed to subsist in breach of Article 142 of the Articles and the associated duties of each such Director.

RESOLUTION 23

That, with effect from the end of the 2017 AGM, the new articles of association (the **New Articles**) produced to the meeting and initialled for the purpose of identification by the Chair of the meeting be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing Articles.

In this document, references to the Act are to the Companies Act 2006.

By order of the Board

E LACEY

Company Secretary

5 June 2017

Registered Office:

Sophos Group plc
The Pentagon
Abingdon Science Park
Abingdon
OX14 3YP

Registered in England and Wales, under number 09608658

3. EXPLANATORY NOTES TO THE NOTICE OF 2017 AGM

The notes on the following pages explain the proposed resolutions. **Resolutions 1 to 17 are proposed as ordinary resolutions**, which means for each of these resolutions to be passed more than 50 percent of the votes cast must be in favour. **Resolutions 18 to 23 are proposed as special resolutions**, which means for each of these resolutions to be passed at least 75 percent of the votes cast must be in favour.

RESOLUTION 1: ADOPTION OF ANNUAL REPORT AND ACCOUNTS

The Directors must present, and ask that shareholders receive, the Annual Report and Accounts at the 2017 AGM. The report of the Directors, the accounts, and the auditor's report on the Company's accounts, Directors' report and on those parts of the Annual DRR that are capable of being audited are contained within the Annual Report and Accounts.

RESOLUTION 2: APPROVAL OF ANNUAL REPORT ON REMUNERATION

The Directors seek approval for the ARR, which may be found on pages 77 to 87 of the Annual Report and Accounts, as well as providing details of Directors' remuneration (including share awards) paid in FY2017 and how the Remuneration Policy (the **Policy**) will be implemented in the forthcoming year. The Company's auditor, KPMG LLP, has audited those parts of the ARR capable of being audited and their report may be found on pages 96 to 99 of the Annual Report and Accounts.

The Policy was approved by shareholders at the annual general meeting of the Company held on 14 September 2016 (the **2016 AGM**). A copy of the full Policy is available on pages 67 to 76 of the Annual Report and Accounts. In compliance with the Act, and in line with best practice recommended by the Investment Association (**IA**), the Directors intend to seek shareholder approval of the Policy every three years, except in the event of a proposed Policy change or the advisory vote on the ARR is not passed in any year subsequent to the approval of the Policy. Therefore as it currently stands the Policy should not require renewal until the annual general meeting of the Company to be held in 2019.

RESOLUTION 3: DECLARATION OF FINAL DIVIDEND

The Directors recommend a final dividend for FY2017 of USD 3.3 cents per Ordinary share. The final dividend will be paid on 13 October 2017 in Pounds Sterling to ordinary shareholders on the register of members of the Company at 7.00 pm on 15 September 2017. The rate of exchange used to determine the Pound Sterling amount equivalent will be the subject of future announcement.

RESOLUTIONS 4 TO 13: ELECTION AND RE-ELECTION OF DIRECTORS

The Board unanimously recommends the election and re-election of each of the Directors. In accordance with the Articles and in line with Provision B.7.1 of the UK Corporate Governance Code (the **Code**), all new Directors are subject to election by shareholders at the first annual general meeting after their appointment and to re-election annually thereafter. All Directors currently in office will therefore retire and seek re-election at the 2017 AGM. Rick Medlock and Vin Murria, who were appointed as Directors by the Board since the date of the 2016 AGM, will retire and offer themselves for election by the shareholders for the first time. The election or re-election of Directors will take effect at the conclusion of the 2017 AGM. A separate resolution is proposed for each Director. Biographical details are set out in the Schedule to this circular and also on pages 42 to 45 of the Annual Report and Accounts. The Directors believe this information is sufficient to enable shareholders to make an informed decision on each of the Director's election/re-election.

Following the Board's performance evaluation process conducted during the year, the Board considers that each of the Directors proposed for election or re-election is fully competent to carry out their responsibilities as a Director and that each continues to make an effective and valuable contribution, demonstrating commitment to the role. The Board is content that each independent non-executive director is independent in character and there are no relationships or circumstances likely to affect his or her character or judgment. Details of how the Board has determined the independent non-executive directors to be effective and independent are set out on page 50 of the Annual Report and Accounts, together with details of the selection process followed during the year for new Board appointments which are set out on page 55 of the Annual Report and Accounts.

RESOLUTIONS 14 AND 15: RE-APPOINTMENT OF AUDITORS AND AUDITORS' REMUNERATION

The Audit and Risk Committee has recommended to the Board that KPMG LLP be re-appointed as auditor of the Company and the Board has endorsed this recommendation. **Resolution 14** proposes the re-appointment of KPMG LLP until the conclusion of the next general meeting of the Company at which accounts are laid. **Resolution 15** seeks authority for the Audit and Risk Committee of the Board to determine the auditor's remuneration.

RESOLUTION 16: AUTHORITY TO MAKE POLITICAL DONATIONS

Whilst it is not the Company's policy to make political donations, it is possible that certain routine activities undertaken by the Company and its subsidiaries might unintentionally fall within the wide definition of matters constituting political donations and expenditure in the Act. Any expenditure regulated under the Act must first be approved by shareholders and disclosed in the next year's annual report and accounts. The Directors seek shareholder approval to authorise the Directors until the 2018 AGM to make donations and incur expenditure which might otherwise be caught by the terms of the Act, up to an aggregate amount of £100,000 for the Company and for subsidiary companies.

Without the necessary authorisation from its shareholders, the Company's ability to communicate its views effectively to political audiences and to relevant interest groups could be inhibited. Such activities may include briefings at receptions or conferences, when the Company seeks to communicate its views on issues vital to its business interests, including, for example, conferences of special interest groups. For this reason, the Company believes that the authority contained in this resolution is necessary to allow it and its subsidiaries to fund activities which it is in the interests of shareholders that the Company should support.

RESOLUTION 17: AUTHORITY TO ALLOT SHARES

The Directors may only allot Ordinary shares (or grant rights over Ordinary shares) if authorised to do so by shareholders. Through this Resolution, the Directors seek shareholder approval to:

- (a) allot Ordinary shares or grant rights to subscribe for, or convert any security into, Ordinary shares up to a nominal amount of £4,608,734, which is equivalent to approximately 33.33 percent of the total issued ordinary share capital, as at 30 May 2017, being the latest practicable date prior to publication of this Notice, and excludes treasury shares; and
- (b) allot relevant Ordinary shares in connection with a rights issue up to a further approximately 33.3 percent of the issued ordinary share capital of the Company, being an aggregate nominal amount of £9,217,468 and excludes treasury shares.

In total, the resolution will allow the Directors to allot a maximum aggregate of two-thirds of the issued share capital of the Company and is considered routine by the IA.

This authority will expire (unless previously unconditionally renewed, varied or revoked) on the conclusion of the 2018 AGM. The Board has no current intention to exercise this authority, however it is considered prudent to maintain the flexibility that this authority provides. The Directors intend to renew this authority annually. As at 30 May 2017, the latest practicable date prior to the publication of this Notice, the Company did not hold any shares in treasury.

3. EXPLANATORY NOTES TO THE NOTICE OF 2017 AGM CONTINUED

RESOLUTIONS 18 AND 19: DISAPPLICATION OF PRE-EMPTION RIGHTS

Further to the authority sought under Resolution 17 above, the Directors seek further approval to allot Ordinary shares for cash (within the meaning of Section 560 of the Act), and/or to sell treasury shares, in certain circumstances without having to offer such Ordinary shares to existing shareholders in proportion to their holdings. The Directors consider the authority in this Resolution appropriate to allow the Company the maximum flexibility permitted by corporate governance guidelines to finance business opportunities by the issue of Ordinary shares for cash other than on a pre-emptive basis.

The purpose of **Resolution 18** is to authorise the Directors to allot new Ordinary shares pursuant to the authority given therein, or sell treasury shares, for cash (a) in connection with a pre-emptive offer or rights issue or (b) otherwise up to a nominal value of £691,310, being equivalent to five percent of the nominal value of the issued share capital of the Company as at 30 May 2017, in each case without the Ordinary shares first being offered to existing shareholders on a pre-emptive basis.

The purpose of **Resolution 19** is to further authorise the Directors to allot new Ordinary shares pursuant to the authority given therein, or sell treasury shares, for cash up to a nominal value of £691,310, being equivalent to five percent of the nominal value of the issued share capital of the Company as at 30 May 2017, without the shares first being offered to existing shareholders on a pre-emptive basis, in connection with the financing (or refinancing, if the authority is to be used within six months after the original transaction) of an acquisition or specified capital investment, as defined by the Statement of Principles.

These resolutions seek a disapplication of the pre-emption rights on a rights issue so as to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas shareholders. This authority will expire at the conclusion of the 2018 AGM.

The Directors have no present intention of exercising this authority but consider that the authority is appropriate in order to allow the Company flexibility. The Company's Directors intend to renew these authorities annually.

RESOLUTION 20: AUTHORITY TO PURCHASE OWN SHARES

No shares were bought back under the current authority and the Directors have no present intention to exercise the authority to purchase Ordinary shares. The Directors would only exercise this authority if adjudged that the impact would increase the earnings per share and would be of benefit to shareholders as a whole.

The resolution seeks authority from shareholders, for the Company to make market purchases of its own Ordinary shares as permitted by the Act, up to a maximum of 46,087,344, representing less than 10 percent of the issued share capital of the Company as at 30 May 2017, the latest practicable date before publication of this document and sets minimum and maximum prices. Any purchases of Ordinary shares would be by means of market purchases through the London Stock Exchange. Any shares purchased under this authority may either be cancelled or held as treasury shares. Treasury shares may subsequently be cancelled, sold for cash or used to satisfy options issued to employees pursuant to the Company's employee share schemes.

As at 30 May 2017, there were options over 37,207,410 Ordinary shares which represent 8.07 percent of the Company's issued ordinary share capital (excluding treasury shares) at that date. If the authority to purchase Ordinary shares was exercised in full, these options would represent 10.07 percent of the Company's issued ordinary share capital (excluding treasury shares).

This authority will expire at the conclusion of the 2018 AGM.

RESOLUTION 21: NOTICE OF GENERAL MEETINGS

Directors seek to renew the approval given at the 2016 AGM and this approval will be effective until the 2018 AGM, when it is intended that a similar resolution will be proposed. The notice period required by the Act for general meetings (other than annual general meetings) is 21 days unless the Company: (a) has gained shareholder approval for the holding of general meetings on 14 days' clear notice by passing a special resolution at the most recent annual general meeting; and (b) offers the facility for all shareholders to vote by electronic means.

The shorter notice period would not be used as a matter of routine but only where the Company considers the flexibility is merited by the business of the meeting and is thought to be in the best interests of shareholders as a whole.

The Company undertakes to meet the requirements for electronic voting in the Act before calling a general meeting on 14 clear days' notice. The Company is also required to meet any applicable requirements for electronic voting under the Companies (Shareholders' Rights) Regulations 2009 before it can call a general meeting on 14 clear days' notice.

RESOLUTION 22: RATIFICATION OF PAYMENTS TO NON-EXECUTIVE DIRECTORS

Under the Articles, and in line with guidance issued by the IA, the Company is not permitted to pay ordinary remuneration to non-executive directors in excess of the amount per annum permitted by the Articles (the **Annual Limit**) other than with the approval of shareholders by ordinary resolution. The Annual Limit is currently stated in Article 142 as £310,000 per annum (the **Existing Limit**).

The Policy approved by shareholders in 2016 and the related disclosed amounts of ordinary remuneration in the Annual Report and Accounts for FY2016 and FY2017 reflect an aggregate amount of ordinary remuneration paid to non-executive directors that exceeds the limit currently stated in the Articles (as set out in the table below). The Company will additionally exceed the Existing Limit in the period between 1 April 2017 and the date of the 2017 AGM, (FY2016, FY2017 and the period to the date of the 2017 AGM, together the **Relevant Period**).

Financial period	US Dollar	Pound Sterling
FY2016	\$746,000	£495,451
FY2017	\$887,000	£671,970
1 April – 31 August 2017	\$479,167	£363,005

FY2016: calculated using the average Sterling to US Dollar exchange rate for FY2016 of GBP1.00:US\$1.5057 (see page 118 of the 2016 Annual Report and Accounts).

FY2017: calculated using the average Sterling to US Dollar exchange rate for FY2017 of GBP1.00:US\$1.3200 (see page 151 of the Annual Report and Accounts).

1 April 2017 to 31 August 2017: calculated using the average Sterling to US Dollar exchange rate for FY2017 of GBP1.00:US\$1.3200 (see page 151 of the Annual Report and Accounts).

Further information is set out in the ARR, which may be found on pages 77 to 87 of the Annual Report and Accounts.

The purpose of Resolution 22 is to address this inconsistency and any related breach of duty that may have occurred and the Board is accordingly asking shareholders to pass a resolution:

- (a) ratifying, adopting and approving the decisions of the Directors to make such payments to the non-executive directors in excess of the Existing Limit; and
- (b) releasing each of the Directors from any liability to the Company in respect of any such matters having been done or allowed to subsist in breach of Article 142 of the Articles and in breach of relevant director duties.

Shareholders should also note that one of the changes being proposed in the New Articles is to increase the annual limit on ordinary remuneration of non-executive directors stated in Article 142 from the current figure of £310,000 to US\$2,000,000. This reflects the fact that the aggregate ordinary remuneration payable to non-executive directors for the financial year ending 31 March 2018 (**FY2018**) has been set at US\$1,062,500 and will allow the Company some headroom to accommodate any future increases in the aggregate amount of such ordinary remuneration whether due to further appointments of non-executive directors or otherwise. The change in the currency that the Annual Limit is stated in reflects that non-executive directors' remuneration is stated and paid, for the most part, in US Dollars and is to ensure no inadvertent breach to the Annual Limit in the future solely due to fluctuations in the Sterling to US Dollar exchange rate.

In accordance with section 239 of the Act, the votes of the Directors, and of any members having a relevant connection with them, in favour of this Resolution will be disregarded in determining whether this resolution is passed.

3. EXPLANATORY NOTES TO THE NOTICE OF 2017 AGM CONTINUED

RESOLUTIONS 23: ADOPT NEW ARTICLES OF ASSOCIATION

The Directors seek approval to adopt the New Articles to include the following substantive changes, intended to reflect developments in practice, and to provide clarification and additional flexibility to the Company. In particular, these relate to:

(a) Share warrants to bearer (also known as bearer shares): the removal of the share warrants to bearer provisions following the enactment of The Small Business, Enterprise and Employment Act 2015. As a result, companies are no longer permitted to issue share warrants to bearer and accordingly, such provisions are now obsolete. No share warrants to bearer were ever issued by the Company.

(b) Power to allot shares and authority to dis-apply pre-emption rights: amendments to the provisions concerning shareholder approval for the dis-application of pre-emption rights, following the publication of the Statement of Principles on 1 August 2016 to include five percent of issued ordinary share capital to be issued on an unrestricted basis and an additional five percent of issued ordinary share capital to be used for 'an acquisition or specified capital investment'. The template resolutions contemplated by the Statement of Principles and recommended for inclusion by listed companies in the notice of annual general meeting (the **Template Resolutions**), provide that separate resolutions should be put to shareholders to seek approval to dis-apply pre-emption rights. As drafted, the Articles are inconsistent with the Template Resolutions and the New Articles empower shareholders to give the authorisation and dis-application power by stand-alone resolutions. Separate resolutions that tracked the Template Resolutions were approved by shareholders at the 2016 AGM.

(c) Ability to hold general meetings electronically as well as physically: provisions to allow for general meetings to be held electronically as well as physically, in accordance with provisions of the Companies (Shareholders' Rights) Regulations 2009 and the Act. It is proposed, therefore, to amend the Articles to include provisions which would permit general meetings of the Company to be held and conducted in such a way that persons who are not physically present at the same place may attend at, speak and vote at the meeting by electronic means. Nothing in the New Articles will preclude physical general meetings being held.

(d) Ordinary remuneration of the Non-Executive Directors: amendment to increase the stated limit on the aggregate annual ordinary remuneration that may be paid to non-executive directors from the current £310,000 to US\$2,000,000.

The New Articles to be produced to the meeting and initialled for the purpose of identification by the Chair of the meeting showing all of the changes to the Articles are available for inspection, as noted on page 15 of this document.

4. IMPORTANT NOTES

The following notes explain your general rights as a shareholder and your right to attend and vote at the 2017 AGM or to appoint someone else to vote on your behalf.

1. ATTENDING THE 2017 AGM IN PERSON

If you wish to attend the 2017 AGM in person, you should arrive at the venue for the 2017 AGM in good time to allow your attendance to be registered. Please bring your Admission Card or some other form of identification with you as you may be asked to provide evidence of your identity to the Registrar prior to being admitted to the 2017 AGM.

2. ENTITLEMENT TO ATTEND AND VOTE

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B of the Act, only shareholders registered in the Company's register of members at close of business (UK time) on Tuesday, 5 September 2017 (or, if the 2017 AGM is adjourned, at a time less than two days (excluding non-working days) prior to the adjourned meeting) shall be entitled to attend and vote at the 2017 AGM, in respect of the number of shares registered in their name, at that date and time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote.

3. APPOINTMENT OF PROXIES

Shareholders are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote on their behalf at the 2017 AGM. A proxy need not be a shareholder of the Company but must attend the 2017 AGM to represent a shareholder. To be validly appointed, a proxy must be appointed using the procedures set out in these notes and in the notes to the accompanying form of proxy. If shareholders wish their proxy to speak on their behalf at the 2017 AGM, shareholders will need to appoint their own choice of proxy (not the chair of the 2017 AGM) and give their instructions directly to them.

Shareholders can only appoint more than one proxy where each proxy is appointed to exercise rights attached to different shares. Shareholders cannot appoint more than one proxy to exercise the rights attached to the same share(s). If a shareholder wishes to appoint more than one proxy, they should contact the Registrar by telephone*, or by logging on to www.capitashareportal.com

United Kingdom: 0871 664 0300**

Outside the United Kingdom: +44 (0) 208 639 3399***

* Lines are open between 9.00 am–5.30 pm, Monday to Friday (excluding public holidays in England and Wales)

** Calls cost 12p per minute plus your phone company's access charge.

*** Calls outside the United Kingdom will be charged at the applicable international rate.

The appointment of a proxy will not prevent a shareholder from attending the 2017 AGM and voting in person instead of the proxy. You must inform the Registrar in writing of any termination of the authority of a proxy.

A person who is not a shareholder of the Company but who has been nominated by a shareholder to enjoy information rights does not have a right to appoint any proxies under the procedures set out in these notes and should read note 10 below.

4. APPOINTMENT OF A PROXY USING A FORM OF PROXY

A form of proxy for use in connection with the 2017 AGM is enclosed. To be valid, a form of proxy or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be **received by post or (during normal business hours only) by hand by the Registrar at PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF no later than 3.00 pm on Tuesday, 5 September 2017 or 48 hours (excluding non-working days) before any adjournment of the 2017 AGM.**

If you do not have a form of proxy and believe that you should have one, or you require additional forms of proxy, please contact the Registrar.

5. APPOINTMENT OF A PROXY ONLINE

Shareholders can appoint a proxy online at: www.capitashareportal.com. In order to appoint a proxy using this website, shareholders will need their Investor Code. This information is printed on the form of proxy. If for any reason a shareholder does not have this information, they will need to contact the Registrar by telephone*:

United Kingdom: 0871 664 0300**

Outside the United Kingdom: +44 (0) 208 639 3399***

* Lines are open between 9.00 am–5.30 pm, Monday to Friday (excluding public holidays in England and Wales)

** Calls cost 12p per minute plus your phone company's access charge.

*** Calls outside the United Kingdom will be charged at the applicable international rate.

To be valid, such appointment must be made no later than 3.00 pm on Tuesday, 5 September 2017 or 48 hours (excluding non-working days) before any adjournment of the 2017 AGM.

6. APPOINTMENT OF A PROXY THROUGH CREST

CREST shareholders who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to the following website: www.euroclear.com/CREST. CREST personal shareholders or other CREST sponsored shareholders, and those CREST shareholders who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available by logging in at www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Registrar (ID RA10) no later than 3.00 pm on Tuesday, 5 September 2017 (excluding non-working days) or 48 hours before any adjournment of the 2017 AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

4. IMPORTANT NOTES CONTINUED

CREST shareholders and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instruction.

It is the responsibility of the CREST shareholder concerned to take (or, if the CREST shareholder is a CREST personal shareholder, or sponsored shareholder, or has appointed (a) voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST shareholders and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

7. APPOINTMENT OF PROXY BY JOINT HOLDERS

In the case of joint holders, where more than one of the joint holders purports to appoint one or more proxies, only the purported appointment submitted by the most senior holder will be accepted. Seniority shall be determined by the order in which the names of the joint holders stand in the Company's register of members in respect of the joint holding.

8. CORPORATE REPRESENTATIVES

Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers, provided that if two or more representatives purport to vote in respect of the same shares: if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and in other cases, the power is treated as not exercised.

9. VOTES TO BE TAKEN BY A POLL AND RESULTS

At the 2017 AGM voting on Resolutions will be by poll. Poll cards will be issued on registration to those attending the 2017 AGM. The results of the polls will be announced by way of RNS and published on the Company's website as soon as reasonably practicable following the conclusion of the 2017 AGM.

10. NOMINATED PERSONS

Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a **Nominated Person**) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the 2017 AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 3 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company.

11. WEBSITE GIVING INFORMATION REGARDING THE 2017 AGM

Information regarding the 2017 AGM, including information required by section 311A of the Act, and a copy of this Notice may be found on our website: <https://investors.sophos.com>

12. AUDIT CONCERNS

Shareholders meeting the thresholds set out in section 527 of the Act have the right to require the Company to publish a statement on a website setting out any matter relating to: the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the 2017 AGM; or any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business that may be dealt with at the 2017 AGM includes any statement that the Company has been required to publish on its website.

13. ISSUED SHARE CAPITAL AND TOTAL VOTING RIGHTS

As at 30 May 2017 (being the latest practicable date prior to the publication of this notice) the Company's issued share capital consisted of 460,873,450 ordinary shares of 3 pence each, carrying one vote each. No shares are held by the Company in treasury. Therefore, the total voting rights in the Company as at 30 May 2017 were 460,873,450 votes.

14. FURTHER QUESTIONS AND COMMUNICATION

Under section 319(a) of the Act, any shareholder attending the 2017 AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the 2017 AGM but no such answer need be given if: to do so would interfere unduly with the preparation for the 2017 AGM or involve the disclosure of confidential information; the answer has already been given on a website in the form of an answer to a question; or it is undesirable in the interests of the Company or the good order of the 2017 AGM that the question be answered.

Shareholders who have any queries about the 2017 AGM should contact the Registrar by email at shareholder.services@capitaregistrars.com or by telephone*:

United Kingdom: 0871 664 0300**

Outside the United Kingdom: +44 (0) 208 639 3399***

* Lines are open between 9.00 am–5.30 pm, Monday to Friday (excluding public holidays in England and Wales)

** Calls cost 12p per minute plus your phone company's access charge.

*** Calls outside the United Kingdom will be charged at the applicable international rate.

Shareholders may not use any electronic address or fax number provided in this Notice or in any related documents (including the form of proxy) to communicate with the Company for any purpose other than those expressly stated. Any electronic communications, including the lodgement of any electronic proxy form, received by the Company, or its agents, that is found to contain any virus will not be accepted.

15. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the relevant service contracts, letters of appointment, deeds of indemnity of the Directors of the Company, together with the New Articles and the Annual Report and Accounts are available for inspection during usual business hours on any weekday (English public holidays excepted) at the registered office of the Company and at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS from the date of this Notice until the conclusion of the 2017 AGM and will also be available for inspection at the 2017 AGM venue from at least 15 minutes before the 2017 AGM until it ends.

16. SECURITY

Security measures will be in place to ensure your safety at the 2017 AGM. Please do not bring suitcases, large bags or rucksacks. If you do we may ask you to leave the item in the cloakroom. Recording equipment, cameras and other items that might interfere with the good order of the meeting will not be permitted. Mobile phones must be turned off or on silent during the meeting. Please also note that those attending the 2017 AGM will not be permitted to hand out leaflets in the venue.

17. MEMBERS' RESOLUTIONS AND MATTERS UNDER SECTIONS 338 AND 338A OF THE COMPANIES ACT 2006

Under sections 338 and 338A of the Act, members meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to members of the Company entitled to receive notice of the 2017 AGM, notice of a resolution to be moved at the 2017 AGM and/or (ii) to include in the business to be dealt with at the 2017 AGM any matter (other than a proposed resolution) which may be properly included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective, (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 3:00 pm on 26 July 2017, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

SCHEDULE: BIOGRAPHIES OF THE DIRECTORS

DIRECTORS SEEKING ELECTION (RESOLUTIONS 4 AND 5):

RESOLUTION 4	RESOLUTION 5
RICK MEDLOCK	VIN MURRIA
Independent Non-Executive	Independent Non-Executive
A N R	N R
<p>Experience and qualifications: With 30 years' of experience in the financial management of large international technology companies. Currently the CFO at Worldpay, Rick has held a variety of roles as CFO of a number of UK and Nasdaq listed companies, as well as private equity backed technology companies in the UK and the US. Rick has an MA in Economics from the University of Cambridge and is a qualified Chartered Accountant. He will assume the role of Chair of the Audit and Risk Committee at the conclusion of the 2017 AGM.</p>	<p>Experience and qualifications: More than 25 years' experience of working with private and publically listed technology companies principally in the software sector. Vin has a Bsc(Hons), an MBA and a Doctorate Business Administration (Honorary) from Edinburgh Napier University. She was named Cisco's Woman of the Year and Tech Entrepreneur of the Year in 2012. Prior to joining Sophos Vin was most recently founder and CEO at Advanced Computer Software prior to its acquisition by Vista Private Equity.</p>
<p>Other appointments: CFO at Worldpay Group plc.</p>	<p>Other appointments: Non-executive director at Softcat plc and Zoopla Property Group plc, Senior Advisor – Rothschild Global Advisory Team, and is a partner at Elderstreet Investments.</p>
<p>Tenure: Joined the Sophos Board in April 2017</p>	<p>Tenure: Joined the Sophos Board in January 2017</p>

DIRECTORS SEEKING RE-ELECTION (RESOLUTIONS 6 TO 13):

RESOLUTION 6	RESOLUTION 7
SANDRA BERGERON	NICK BRAY
Independent Non-Executive	Chief Financial Officer and Executive Director
A N R	D
<p>Experience and qualifications: More than 20 years' security, operations and board advisory expertise gained largely through her esteemed and long career at McAfee Inc. during which she held a number of key executive positions and more recently, through her directorships of companies such as, Trace Security Inc., Tipping Point, Netegrity, Nuance Communications, TriCipher Inc. and ArcSight. Sandra holds an MBA from Xavier University, Cincinnati, Ohio and a BA in Business Administration (Cum Laude) from Georgia State University.</p>	<p>Experience and qualifications: More than 20 years' experience in the technology sector. Nick has extensive international operational skills combined with significant public company experience, having previously been the CFO of companies on both the London Stock Exchange and Nasdaq. He has successfully accelerated organic growth both at Sophos and prior organisations through acquisition, having now acquired and integrated in excess of ten companies, funding for these transactions being raised in both the UK and US debt markets. Nick has a first class BA in Civil Engineering from Aston University, UK and is a qualified Chartered Accountant. Before joining Sophos, Nick was Group CFO at Micro Focus International plc.</p>
<p>Other appointments: Director of F5 Networks, Inc. and Qualys Inc.</p>	<p>Other appointments: Non-executive director of De La Rue plc.</p>
<p>Tenure: Joined the Sophos Board in 2010</p>	<p>Tenure: Joined the Sophos Board in 2010</p>

Committees

- A** Audit and Risk
N Nomination
R Remuneration
D Disclosure
- A** Chairman
N Chairman
R Chairman
D Chairman

DIRECTORS SEEKING RE-ELECTION (RESOLUTIONS 6 TO 13): CONTINUED

<p>RESOLUTION 8</p> <p>PETER GYENES</p> <p>Non-Executive Chair</p> <p>N R</p> <p>Experience and qualifications: Wealth of experience delivering corporate growth and value creation, through four decades in technical, sales, marketing and general management positions within the computer systems and software industry globally. Peter has a BA in Mathematics and an MBA from Columbia University, New York. Prior to joining Sophos Peter was most recently Chair and CEO of Ascential Software Corporation, until its acquisition by IBM.</p> <p>Other appointments: Director of Carbonite Inc., Pegasystems, Inc., RealPage, Inc. and is trustee emeritus of the Massachusetts Technology Leadership Council.</p> <p>Tenure: Joined the Sophos Board in 2006</p>	<p>RESOLUTION 9</p> <p>KRIS HAGERMAN</p> <p>Chief Executive Officer and Executive Director</p> <p>D</p> <p>Experience and qualifications: Significant experience leading large organisations in the global technology market, and building revenue growth. Prior to Sophos, Kris was CEO of Corel Corporation and before that, group president, data centre management at Symantec, where he led a business of more than \$1.5 billion that represented nearly 30 percent of Symantec's global revenue. Earlier in his career, Kris was EVP and GM, storage and server management at Veritas Software where during his tenure, the company's revenue more than doubled. Kris has a BA in Russian and Economics from Dartmouth College, an M.Phil. in International Relations from Cambridge University, and an MBA from Stanford Graduate School of Business.</p> <p>Other appointments: None</p> <p>Tenure: Joined the Sophos Board in 2012</p>
<p>RESOLUTION 10</p> <p>ROY MACKENZIE</p> <p>Non-Executive Director</p> <p>N</p> <p>Experience and qualifications: Roy is a shareholder appointed Director, appointed by Apax where he is a partner in the technology and telecoms team. While at Apax, Roy has worked on a number of investments including Epicor Software Corporation, NXP Semiconductors and King Digital Entertainment. Prior to joining Apax, Roy worked at McKinsey & Company, Inc. where he focused on the high technology sector and also held product management positions at Psion Computers. He holds an MBA from Stanford Graduate School of Business and an MA in Engineering from Imperial College, London.</p> <p>Other appointments: Director of Duck Creek Software, Inc and Exact Holdings NV.</p> <p>Tenure: Joined the Sophos Board in 2010</p>	<p>RESOLUTION 11</p> <p>STEVE MUNFORD</p> <p>Non-Executive Director</p> <p>Experience and qualifications: Extensive experience of the technology industry and served as Sophos' CEO from 2006 to 2012. He led the company through a period of dramatic growth, more than tripling billings. Prior to his role as CEO, Steve was President of Sophos for North America and then became COO. Previously, he was President of ActiveState before its acquisition by Sophos. Steve has a BA in Economics from the University of Western Ontario and an MBA from Queen's University, Ontario.</p> <p>Other appointments: Chairman of Carbonite, Inc. and Elastic Path Software, Inc., and also serves on the boards of Actenum Corporation, Alert Logic, Inc., Apica, Inc., NetMotion, Inc, QuickMobile Inc. and Teradici Corporation.</p> <p>Tenure: Joined the Sophos Board in 2006</p>

Committees

- A** Audit and Risk
N Nomination
R Remuneration
D Disclosure
- A** Chairman
N Chairman
R Chairman
D Chairman

SCHEDULE: BIOGRAPHIES OF THE DIRECTORS CONTINUED

DIRECTORS SEEKING RE-ELECTION (RESOLUTIONS 6 TO 13):

RESOLUTION 12
SALIM NATHOO
Non-Executive Director
<p>Experience and qualifications: Salim is a shareholder appointed Director, appointed by Apax where he is a partner and co-head of Apax Partners' technology and telecoms team. While at Apax, he has worked on a number of investments including Evry ASA, Global Logic, Orange Switzerland, iGATE, Weather Investments, Tim Hellas and SMART Technologies. Before he joined Apax, Salim worked at McKinsey & Company, Inc. where he focused on telecommunications. He has an MA in Mathematics from St. John's College, Cambridge and an MBA from INSEAD.</p>
<p>Other appointments: Non-executive chairman of Evry ASA and a director of Global Logic.</p>
<p>Tenure: Joined the Sophos Board in 2010</p>

RESOLUTION 13
PAUL WALKER
Senior Independent Director
A N R
<p>Experience and qualifications: More than 30 years' of technology and senior leadership experience, together with significant public company experience in the UK and US. Prior to joining Sophos, Paul was CEO of Sage Group plc, and has also served on the boards of WANdisco plc, Diageo plc, My Travel Group plc and Ernst & Young LLP. Paul has a BA in Economics from York University and is a qualified Chartered Accountant.</p>
<p>Other appointments: Non-Executive chairman of Halma plc and Perform Group Ltd, and a non-executive director of Experian plc.</p>
<p>Tenure: Joined the Sophos Board in 2015</p>

Committees

- A** Audit and Risk
N Nomination
R Remuneration
D Disclosure
- A** Chairman
N Chairman
R Chairman
D Chairman

SOPHOS

SOPHOS GROUP PLC

(incorporated and registered in
England and Wales under number 09608658)

The Pentagon
Abingdon Science Park
Abingdon
OX14 3YP