

**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 2019

The 2019 Annual General Meeting (the **2019 AGM**) of Sophos Group plc (the **Company**) will be held at The Pentagon, Abingdon Science Park, Abingdon, OX14 3YP at 3.00 pm on Wednesday, 25 September 2019.

Voting on the Resolutions will be by way of a poll. Notes explaining the Resolutions and your rights to attend and vote at this meeting are provided on pages 8 to 14.

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) 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am and 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.

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

14 June 2019

Dear Shareholder,

NOTICE OF 2019 AGM

The 2019 AGM of the Company will take place at 3.00 pm on Wednesday, 25 September 2019 at The Pentagon, Abingdon Science Park, Abingdon, OX14 3YP. The formal notice of the 2019 AGM is set out in Part 2 on pages 4 to 7 of this circular and explanatory notes in respect of each of the resolutions to be considered (the **Resolutions**) appear in Part 3 on pages 8 to 11.

VOTING AND RESOLUTIONS

Each of the Resolutions that will be considered at the 2019 AGM will be voted on by way of a poll. If you would like to vote on the Resolutions but cannot attend the 2019 AGM, please register your proxy vote at **www.signalshares.com**, as soon as possible and in any event **no later than** 3.00 pm on Monday, 23 September 2019. Further details to register your proxy vote online is set out on in Part 4 on pages 12 to 14. The results of the polls will be provided by way of a London Stock Exchange announcement and published on the Company's website as soon as reasonably practicable following the conclusion of the 2019 AGM.

DIRECTORS' RECOMMENDATION

The directors of the Company (the **Directors**) consider that all of the Resolutions to be put to the 2019 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 each of the Resolutions in respect of their own beneficial holdings.

SHAREHOLDER DATA PRIVACY NOTICE

The Company collects and processes certain personal data provided by or on behalf of its registered Shareholders, and which relates to them as an individual shareholder. The Company processes such information in its capacity as a data controller for the purposes of the General Data Protection Regulation, and determines how and why their personal data will be processed.

A Shareholder data privacy notice is set out in Part 5 on page 15 of this circular and is available on our website at: **www.investors.sophos.com**. The purpose of this notice is to provide our registered shareholders with more information in relation to the processing of their personal data, and their rights in connection with that personal data.

DOCUMENTS ENCLOSED

The Annual Report and Accounts for the year ended 31 March 2019 are enclosed with this notice, and these are now available to view and to download at: **www.investors.sophos.com**.

Sophos Group plc is committed to reducing paper and improving efficiency in its shareholder communication. From 2019 we are no longer sending paper proxy cards to shareholders. Please vote online by registering at **www.signalshares.com**. You will need your investor code which can be found on your share certificate. By registering on the Signal shares portal you can manage your shareholding, including:

- Cast your vote
- Change your dividend payment instruction
- Update your address
- Select your communication preference

If you would like to receive a hard copy Form of Proxy, please contact our Registrars, Link Asset Services, details of which are set out in the final section of this letter below.

ACTION TO BE TAKEN

Whether or not you plan to attend the 2019 AGM, please register your proxy vote electronically via **www.signalshares.com** by **no later than** 3.00 pm on Monday, 23 September 2019, in accordance with the instructions set out in Part 4 of this circular, in order to vote on the Resolutions which will be put to the meeting.

If you hold your shares in CREST, please vote 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 Monday, 23 September 2019. Please also refer to Part 4 of this circular, which explains your general rights as a shareholder in respect of the 2019 AGM.

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 contact the Registrar by one of the methods below.

Email:

enquiries@linkgroup.co.uk

By post:

Link Asset Services
The Registry
34 Beckenham Road
Beckenham
Kent, BR3 4TU

By telephone to the shareholder helpline:

(from the UK) 0871 664 0300

(from outside the UK) +44 (0)371 664 0300

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; lines are open 9.00am to 5.30pm (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

14 June 2019

2. NOTICE OF 2019 AGM

This year's annual general meeting will be held at 3.00 p.m. on Wednesday, 25 September 2019 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 in the notice of the meeting (the **Notice**), the subject matter of which constitutes the business of the meeting. Resolutions 1 to 16 (inclusive) will be proposed as ordinary resolutions and resolutions 17 to 20 (inclusive) will be proposed as special resolutions.

ORDINARY RESOLUTIONS

RESOLUTION 1

To receive the Company's annual accounts, the strategic report, the director's report and the auditors' report for the year ended 31 March 2019 (**FY2019**, and the **Annual Report and Accounts**).

RESOLUTION 2

To approve the Directors' remuneration policy set out on pages 82 to 90 of the 2019 Annual Report and Accounts, such Directors' remuneration policy to take effect from the date of this resolution.

RESOLUTION 3

To approve the Annual Report on Remuneration (the **ARR**) as set out on pages 91 to 101 of the 2019 Annual Report and Accounts.

RESOLUTION 4

To declare a final dividend of USD 3.7 cents to holders of ordinary shares of 3 pence each in the Company (**ordinary shares**) for FY2019 as recommended by the Directors, such dividend to be paid in pounds sterling on 11 October 2019 to shareholders on the register of members of the Company at 7.00 pm on 20 September 2019.

RESOLUTION 5

To re-elect Sandra Bergeron as a Director of the Company with effect from the end of the meeting.

RESOLUTION 6

To re-elect Nick Bray as a Director of the Company with effect from the end of the meeting.

RESOLUTION 7

To re-elect Peter Gyenes as a Director of the Company with effect from the end of the meeting.

RESOLUTION 8

To re-elect Kris Hagerman as a Director of the Company with effect from the end of the meeting.

RESOLUTION 9

To re-elect Roy Mackenzie as a Director of the Company with effect from the end of the meeting.

RESOLUTION 10

To re-elect Rick Medlock as a Director of the Company with effect from the end of the meeting.

RESOLUTION 11

To re-elect Vin Murria as a Director of the Company with effect from the end of the meeting.

RESOLUTION 12

To re-elect Paul Walker as a Director of the Company with effect from the end of the meeting.

RESOLUTION 13

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

RESOLUTION 14

To authorise the Audit and Risk Committee, for and on behalf of the Board, to agree the auditors' remuneration.

RESOLUTION 15

That the Company and any company which is a subsidiary of the Company at the time this Resolution is passed or becomes a subsidiary of the Company at any time during the period for which this Resolution has effect be generally authorised to:

- (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,

provided that in relation to each of (a), (b) and (c) above any such donations or expenditure made by the Company or a subsidiary of the Company 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 not exceed £100,000. This authority shall expire at the close of the annual general meeting of the Company held next year or 18 months from the date of this Resolution (whichever is earlier). Words and expressions used in this Resolution that are defined for the purpose of Part 14 of the Companies Act 2006 (the **Act**) shall have the same meaning for the purpose of this Resolution.

RESOLUTION 16

That, the Directors be generally and unconditionally authorised pursuant to section 551 of the Act to allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of £4,841,295; (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of £4,841,295); and
- (b) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £9,682,589 (including within such limit any shares issued or rights granted under paragraph (a) above) in connection with an offer by way of a rights issue:
 - (I) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (II) to people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;

and so that in both cases the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this Resolution is passed (or, if earlier), at the close of business on 24 December 2020, provided that no Director may make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into 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.

2. NOTICE OF 2019 AGM CONTINUED

SPECIAL RESOLUTIONS

RESOLUTION 17

That, subject to the passing of Resolution 16 set out above, the Directors be generally empowered pursuant to section 570 and 573 of the Act to allot equity securities (as defined in the Act), or sell ordinary shares held by the Company as treasury shares, for cash, pursuant to the authority conferred by Resolution 16 as if section 561(1) of the Act did not apply to the allotment or sale.

This power:

- (a) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this Resolution is passed (or, if earlier, at the close of business on 24 December 2020), but the Company may make an offer or agreement which would or might require equity securities to be allotted (and/or treasury shares sold) after expiry of this power and the Directors may allot equity securities (and sell treasury shares) in pursuance of that offer or agreement as if this power had not expired; and
- (b) shall be limited to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under Resolution 16(b), by way of a rights issue only):
 - (i) to the ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to people who hold other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,
 and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- (c) in the case of the authority granted under Resolution 16(a) (and/or in the case of the sale of treasury shares) shall be limited to the allotment of equity securities, or sale of treasury shares, for cash otherwise than pursuant to paragraph (b) of this resolution up to an aggregate nominal amount of £726,201.

RESOLUTION 18

That, subject to the passing of Resolution 16 set out above and in addition to any power given to it pursuant to Resolution 17 set out above, the Directors be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (as defined in the Act) for cash, pursuant to the authority conferred by Resolution 16), or sell ordinary shares held by the Company as treasury shares for cash, as if section 561(1) of the Act did not apply to the allotment.

This power:

- (a) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 24 December 2020), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired;
- (b) shall be limited to the allotment of equity securities, or sale of treasury shares, for cash up to an aggregate nominal amount of £726,201 and only used for the purposes of financing (or refinancing, if the power is used within six months of the original transaction) a transaction which the Directors determine 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 the Notice.

RESOLUTION 19

That, the Company be generally and unconditionally authorised for the purpose of section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of its ordinary shares, subject to the following conditions:

- (a) the maximum number of ordinary shares authorised to be purchased is £48,413,429;
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share shall not be less than the nominal value of an ordinary share at the time of purchase;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of: (i) an amount equal to 105 per cent of the average of the middle market quotations of an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and (ii) an amount 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 on the trading venue where the purchase is carried out;
- (d) this authority shall expire at the close of the annual general meeting held next year or 18 months from the date of this Resolution (whichever is earlier); and
- (e) a contract to purchase shares under this authority may be made before the expiry of this authority, and concluded in whole or in part after the expiry of this authority.

RESOLUTION 20

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

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

By order of the Board

Paul Waters

Group Company Secretary

14 June 2019

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 2019 AGM

The notes on the following pages explain the proposed Resolutions. Resolutions 1 to 16 are proposed as ordinary resolutions, which means for each of these resolutions to be passed more than 50 per cent of the votes cast must be in favour. Resolutions 17 to 20 are proposed as special resolutions, which means for each of these Resolutions to be passed at least 75 per cent of the votes cast must be in favour.

RESOLUTION 1: ADOPTION OF ANNUAL REPORT AND ACCOUNTS

The Directors must present the Company's annual accounts, the strategic report, directors' report and auditors' report to shareholders at the 2019 AGM (collectively referred to as the Annual Report and Accounts in this Notice).

RESOLUTION 2: APPROVAL OF DIRECTORS' REMUNERATION POLICY

The Act requires the Company to obtain shareholder approval of its Directors' Remuneration Policy annually unless the policy as approved by shareholders remains unchanged, in which case the Company need only propose a similar resolution at least every three years.

The Policy was last approved by shareholders at the annual general meeting of the Company held on 14 September 2016 (the '2016 AGM'), and the Company is therefore seeking shareholder approval of a new policy at the 2019 AGM. The proposed Directors' Remuneration Policy can be found on pages 82 to 90 of the 2019 Annual Report and Accounts. It sets out the Company's future policy on Directors' remuneration. If this resolution is approved, the Directors' Remuneration Policy will be effective from the conclusion of the Annual General Meeting. Resolution 2 is a binding vote and therefore, once the Directors' Remuneration Policy is approved, the Company will not be able to make a remuneration payment to a current or future Director, or a payment for loss of office to a current or past Director, unless that payment is consistent with the revised policy or has been separately approved by a resolution of the shareholders. If Resolution 2 is not passed, the Remuneration Policy approved at the 2016 AGM will continue in effect.

A Directors' remuneration policy will be put to shareholders again no later than the annual general meeting at which the accounts of the Company for the year ended 31 March 2020 are laid.

RESOLUTION 3: APPROVAL OF THE ANNUAL REPORT ON REMUNERATION

The Directors seek approval for the Annual Report on Remuneration which may be found on pages 91 to 101 of the 2019 Annual Report and Accounts, and which provides details of the Directors' remuneration (including share awards) paid in FY2019 proposed. The approval of the Annual Report on Remuneration is an advisory vote only and the Directors' entitlement to remuneration is not conditional upon it being approved; the resolution and vote are a means of providing shareholder feedback to the Board.

RESOLUTION 4: DECLARATION OF FINAL DIVIDEND

A final dividend can only be paid after the shareholders at a general meeting have approved it.

The Directors recommend a final dividend for FY2019 of USD 3.7 cents per ordinary share. If approved, the final dividend will be paid on 11 October 2019 in pounds sterling to ordinary shareholders on the register of members of the Company at 7.00 pm on 20 September 2019. The rate of exchange used to determine the pound sterling amount equivalent will be the subject of future announcement by the Company.

RESOLUTIONS 5 TO 12: RE-ELECTION OF DIRECTORS

The Board unanimously recommends the re-election of each of the Directors. In accordance with the Company's articles of association and in line with the UK Corporate Governance Code (the **Code**), each of the existing Directors of the Company are standing for re-election at the 2019 AGM. Biographical details and other information required by the Code for the Directors of the Company who are proposed to be re-elected are set out on pages 54 and 55 of the Annual Report and Accounts.

Following the Board's performance evaluation process conducted during the year, the Board considers that each of the Directors proposed for 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 pages 63 and 64 of the 2019 Annual Report and Accounts.

In support of the Code requirement for the Board to set out the reasons why it believes that the Non-Executive Directors standing for re-election should be re-elected, a summary biography for each Non-Executive Director is set out below.

Sandra Bergeron sits on the boards of F5 Networks, Inc. and Qualys, Inc., suppliers of application delivery networking and cloud security and compliance management solutions, respectively, and earlier in her career spent 10 years at McAfee, Inc. Sandra brings invaluable security, operations and Board advisory expertise spanning more than 20 years. Notwithstanding that Sandra will have served on the Board more than nine years during FY20, the Board continues to consider Sandra independent and making a valuable contribution to the Company.

Nick Bray has more than 20 years' experience in the technology sector, extensive international operational skills and significant public company experience on both the London Stock Exchange and Nasdaq. Before joining Sophos, Nick was most recently CFO at Micro Focus International plc, and holds one non-executive directorship at De La Rue plc.

Peter Gyenes has four decades of experience in technical, sales, marketing and general management positions within the computer systems and software industry globally, and was most recently the Chairman and CEO of Ascential Software Corporation. Peter was independent on his appointment to the Board, and continues to maintain and contribute an independent view. Peter brings valued leadership to the Board and unwavering commitment to supporting the Company to achieve its long-term strategic objectives.

Kris Hagerman has been with Sophos since 2012. Before joining Sophos, Kris was most recently CEO of Corell Corporation, and prior to that group president, data centre management at Symantec, where he led a business of more than \$1.5 billion that represented nearly 30 per cent of Symantec's global revenue. Prior to Symantec, Kris was EVP and GM, storage and server management at Veritas Software where, during his tenure, the company's revenue more than doubled, before its acquisition by Symantec. Kris does not hold any external appointments.

Roy Mackenzie is a partner at Apax Partners, LP, an advisor to the Apax Funds, through which Apax hold their interest in Sophos. He is a partner of Apax Partners' technology and telecoms team, and has been involved in a variety of technology focused investments including Epicor Software Corporation, NXP Semiconductors, and King Digital Entertainment plc. For the purposes of the Code, the Board do not consider Roy to be independent.

Rick Medlock is CFO of Synamedia Holdings Limited. He has 30 years of experience in the financial management of large international technology companies. Most recently Rick was CFO at Worldpay until the completion of its merger with Vantiv in February 2018 prior to which, Rick has held the role of CFO at both Misys and Inmarsat plc, and CFO and company secretary of NDS Group plc. He was also a non-executive director and chairman of the audit committee of Edwards Vacuum (Edwards Group Ltd). Rick also brings recent and relevant financial experience to the Audit and Risk Committee in his role as chairman.

Vin Murria is a non-executive director of Softcat plc and DFW Group plc and a non-executive director at finnCap Group plc, a Senior Advisor at Rothschild Global Advisory team, and a partner at Elderstreet Investments. She was founder and CEO at Advanced Computer Software and CEO of Computer Software Group. Vin received an OBE for services to the Digital Economy and the Empowerment of Women in Software and Technology in the 2018 New Year's Honours list. Previously, Vin was also named Cisco's Woman of the Year and Tech Entrepreneur of the Year in 2012 and in addition, Advanced Computer Software was named Tech Company of the Year in 2014.

Paul Walker is non-executive chairman of Halma plc and Ashtead Group plc, and currently serves as a non-executive director on the Board of Experian plc. He brings more than 30 years' technology and senior leadership experience, including 16 years as CEO of Sage Group plc, and is a valued and committed Senior Independent Director to the Board and Chairman of the Remuneration Committee.

RESOLUTIONS 13 AND 14: RE-APPOINTMENT OF AUDITORS AND AUDITORS' REMUNERATION

The auditors of a company must be re-appointed at each general meeting at which accounts are laid.

The Audit and Risk Committee has recommended to the Board that KMPG LLP be re-appointed as auditors of the Company and the Board has endorsed this recommendation. Resolution 13 proposes the re-appointment of KPMG LLP until the conclusion of the next general meeting of the Company at which accounts are laid.

Resolution 14 gives authority to the Audit and Risk Committee, for and on behalf of the Board, to determine the auditors' remuneration.

3. EXPLANATORY NOTES TO THE NOTICE OF 2019 AGM CONTINUED

RESOLUTION 15: 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 annual general meeting held next year 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. Any expenditure which may be incurred under authority of this Resolution will be disclosed in next year's annual report.

RESOLUTION 16: AUTHORITY TO ALLOT SHARES

Under section 551 of the Act, the Directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by shareholders. The section 551 authority conferred on the Directors at last year's AGM expires on the date of the 2019 AGM. Resolution 16 gives the Directors a new section 551 authority. The Resolution will be proposed as an ordinary resolution. If the Resolution is passed, the authority will expire at the conclusion of the AGM in 2020 or, if earlier, the close of business on 24 December 2020.

Paragraph (a) of the Resolution authorises the Directors to allot shares, and grant rights to subscribe for, or convert any security into, shares, up to a maximum nominal amount of £4,841,295. This amount represents 33.3 per cent of the issued ordinary share capital (excluding treasury shares) of the Company as at 6 June 2019 (the latest practicable date before publication of this Notice).

Paragraph (b) of the Resolution authorises the Directors to allot shares, and grant rights to subscribe for, or convert any security into, shares, up to an aggregate nominal amount of £9,682,589 in connection with a pre-emptive offer to existing shareholders by way of a rights issue, as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution (with the ability for the Directors to impose limits or exclusions to deal with fractional entitlements to shares, overseas shareholders to whom the rights issue cannot be made due to legal and practical problems). This amount represents 66.6 per cent of the Company's issued ordinary share capital (excluding treasury shares) as at that date.

The Directors have no present intention of exercising this authority, but consider it prudent to maintain the flexibility that this authority provides. The Company does not hold any shares in treasury as at the date of this circular.

RESOLUTIONS 17 AND 18: DISAPPLICATION OF PRE-EMPTION RIGHTS

If the Directors wish to allot shares, or grant rights to subscribe for, or convert securities into, shares, or sell treasury shares for cash (other than pursuant to an employee share scheme), they must first offer them to existing shareholders in proportion to their holdings. There may be occasions when the Directors need the flexibility to finance business opportunities by allotting shares without a pre-emptive offer to existing shareholders, and this can be done if the shareholders have first given a limited waiver of their pre-emption rights.

Resolution 17 and Resolution 18 ask shareholders to grant this limited waiver. These Resolutions will be proposed as special resolutions.

Resolution 17 contains a two-part waiver. The first is limited to the allotment of shares for cash up to an aggregate nominal value of £726,201 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents approximately 5 per cent of the issued ordinary share capital as at 6 June 2019 (the latest practicable date before the publication of this Notice). The second is limited to the allotment of shares for cash in connection with a rights issue to allow the Directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders.

The waiver granted by Resolution 18 is in addition to the waiver granted by Resolution 17. It is limited to the allotment of shares for cash up to an aggregate nominal value of £726,201 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents a further 5 per cent (approximately) of the issued ordinary share capital as at 6 June 2019 (the latest practicable date before the publication of this Notice). This further waiver may only be used for an allotment of shares, or sale of treasury shares, for cash for the purposes of financing (or refinancing, if the waiver is used within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Pre-emption Group's March 2015 Statement of Principles.

If these Resolutions are passed, the waivers will expire at the conclusion of the AGM in 2020 or, if earlier, the close of business on 24 December 2020.

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.

The Directors also confirm their intention that, in line with the guidance issued by the Pre-Emption Group, no more than 7.5 per cent of the issued ordinary share capital of the Company (excluding treasury shares) will be issued for cash on a non pre-emptive basis during any rolling three-year period, other than to existing shareholders, save as permitted in connection with an acquisition or specified capital investment as described previously, without prior consultation with shareholders. Adherence to the guidance would not preclude issuances under the authority sought under resolution 18.

The Directors are seeking this authority to ensure that the Company has maximum flexibility permitted by corporate governance guidelines in managing the Company's resources.

RESOLUTION 19: 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 48,413,429, representing 10 per cent of the issued share capital of the Company as at 6 June 2019, the latest practicable date before publication of this Notice, 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 6 June 2019, there were options over 28,295,506 ordinary shares which represent 5.84% 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 7.28% of the Company's issued ordinary share capital (excluding treasury shares).

This authority will expire at the conclusion of the next AGM in 2020, or if earlier, 18 months from the date of the Resolution.

RESOLUTION 20: NOTICE OF GENERAL MEETINGS

The Directors seek to renew the approval given at the 2018 AGM and this approval (once given) will be effective until the annual general meeting held next year, 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 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.

4. IMPORTANT NOTES

The following notes explain your general rights as a shareholder and your right to attend and vote at the 2019 AGM or to appoint someone else to vote on your behalf.

1. ATTENDING THE 2019 AGM IN PERSON

If you wish to attend the 2019 AGM in person, you should arrive at the venue for the 2019 AGM in good time to allow your attendance to be registered. Please bring 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 2019 AGM.

2. ENTITLEMENT TO ATTEND AND VOTE

Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (as amended), the Company has specified that only those members registered on the register of members of the Company at close of business on 23 September 2019 (the Specified Time) (or, if the meeting is adjourned to a time more than 48 hours after the Specified Time, by close of business on the day which is two days prior to the time of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. If the meeting is adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

3. APPOINTMENT OF PROXIES

A member entitled to attend and vote at the meeting may appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company but must attend the meeting for the member's vote to be counted. If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. If a member wishes to appoint more than one proxy they may do so at www.signalshares.com.

4. APPOINTMENT OF A PROXY USING A FORM OF PROXY

To be effective, the proxy vote must be submitted at www.signalshares.com so as to have been received by the Company's registrars, not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. By registering on the Signal shares portal at www.signalshares.com, you can manage your shareholding, including:

- cast your vote
- change your dividend payment instruction
- update your address
- select your communication preference.

Any power of attorney or other authority under which the proxy is submitted must be returned to the Company's Registrars, Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF. If a paper form of proxy is requested from the registrar, it should be completed and returned to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF to be received not less than 48 hours before the time of the meeting.

5. APPOINTMENT OF A PROXY THROUGH CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members 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 via www.euroclear.com/CREST). 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 Company's registrars (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in Note 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his 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 members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings (www.euroclear.com/CREST).

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).

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Any electronic address provided either in this Notice or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.

If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Asset Services by email at enquiries@linkgroup.co.uk, or you may call Link on 0871 664 0391 if calling from the UK, or +44 (0) 371 664 0391 if calling from outside of the UK. We are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Submission of a Proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.

6. 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.

7. 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.

8. VOTES TO BE TAKEN BY A POLL AND RESULTS

At the 2019 AGM voting on Resolutions will be by poll. Poll cards will be issued on registration to those attending the 2019 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 2019 AGM.

9. 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 2019 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.

10. WEBSITE PROVIDING INFORMATION REGARDING THE 2019 AGM

Information regarding the 2019 AGM, including information required by section 311A of the Act, and a copy of this Notice may be found on our website: www.investors.sophos.com

11. 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 2019 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 2019 AGM includes any statement that the Company has been required to publish on its website.

12. ISSUED SHARE CAPITAL AND TOTAL VOTING RIGHTS

As at 6 June 2019 (being the latest practicable date prior to the publication of this notice) the Company's issued share capital consisted of 484,134,293 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 6 June 2019 were 484,134,293 votes.

13. FURTHER QUESTIONS AND COMMUNICATION

Under section 319(a) of the Act, any shareholder attending the 2019 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 2019 AGM but no such answer need be given if: to do so would interfere unduly with the preparation for the 2019 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 2019 AGM that the question be answered.

Shareholders who have any queries about the 2019 AGM should contact the Registrar by email at: enquiries@linkgroup.vo.uk by telephone*:

United Kingdom: 0871 664 0300**

Outside the United Kingdom: +44 (0) 371 664 0300***

Shareholders may not use any electronic address or fax number provided in this Notice or in any related documents 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.

* Lines are open between 9.00 am and 5.30 pm (UK time), 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.

4. IMPORTANT NOTES CONTINUED

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 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 Slaughter and May, 1 Bunhill Row, London, EC1Y 8YY from the date of this Notice until the conclusion of the 2019 AGM and will also be available for inspection at the 2019 AGM venue from at least 15 minutes before the 2019 AGM until it ends.

16. SECURITY

Security measures will be in place to ensure your safety at the 2019 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 2019 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 2019 AGM, notice of a resolution to be moved at the 2019 AGM and/or (ii) to include in the business to be dealt with at the 2019 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 14 August 2019, 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.

5. SHAREHOLDER DATA PRIVACY NOTICE

REGISTERED SHAREHOLDERS

The Company (**Sophos**) collects and processes certain personal data provided by you or on your behalf, and which relates to you as an individual shareholder of Sophos. Sophos processes such information in its capacity as a data controller for the purposes of the General Data Protection Regulation (**GDPR**), and determines how and why your personal data will be processed.

The purpose of this notice is to provide you with more information in relation to the processing of your personal data, and your rights in connection with that personal data.

PERSONAL DATA

Sophos collects certain personal data about its registered shareholders, which may include the following types of data:

- Contact information such as your name, home address, email address, and telephone number(s); and
- Shareholder information such as a unique shareholder reference number and details of your shareholdings.

USE OF PERSONAL DATA

We may collect, use, retain, share, or otherwise process your personal data for the purpose of communicating with you, such as to notify you of press releases, financial results, and other shareholder communications. We may also process your personal data to administer our obligations as a UK listed company. These activities are carried out to comply with our legal obligations, and to further our legitimate interest in managing our investor relations. The data you provide will, to the extent required by law, be included in the company's register of members which will be available for inspection by the public on request.

DATA SHARING

Sophos may engage third parties who may process your personal data on Sophos' behalf. Currently, the third parties who provide services relating to Sophos' shareholders are our Registrar, Link Asset Services (a UK division of the Link Group, which is headquartered in Australia). It may also be necessary to share your personal data with other Sophos group companies.

DATA TRANSFERS

In some circumstances Sophos may transfer your personal data to third parties or group companies in a country other than the country in which the data was collected. When we export your personal data to a different country, we will take steps to ensure that such data exports comply with applicable laws. For example, if we transfer information from the European Economic Area (EEA) to a country outside it, such as the United States, we will implement an appropriate data export solution such as entering into EU Standard Contractual Clauses with the data importer, or taking other measures to provide an adequate level of protection under EU law.

DATA RETENTION

We retain your data only for as long as we need it in order to maintain the investor relationship with you, and to meet any applicable legal obligations.

YOUR RIGHTS

You may exercise the rights available to you under applicable data protection laws as follows:

- (a) If you wish to access, update, correct or request deletion of your personal information you can do so at any time using the contact details provided below.
- (b) If you are a resident of the EU, you can object to processing of your personal data, ask us to restrict processing of your personal data or request portability of your personal data using the contact details below.
- (c) If we have collected and processed your personal data on the basis of consent, then you can withdraw consent at any time. Withdrawing consent will not affect the lawfulness of processing conducted prior to your withdrawal, processing conducted in reliance on lawful processing grounds other than consent.

Sophos will respond to all requests received from individuals wishing to exercise data protection rights in accordance with applicable data protection laws.

COMPLAINTS

You have the right to complain to a data protection authority about our collection and use of your personal data. For more information, please contact your local data protection authority.

CONTACT

Should you have any questions around the processing of your personal data, or anything else in this notice, please contact: **dataprotection@sophos.com**, or write to the Data Protection Officer, Sophos Group plc, The Pentagon, Barton Lane, Abingdon, Oxford, OX14 3YP, United Kingdom.

SOPHOS

SOPHOS GROUP PLC

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

The Pentagon
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