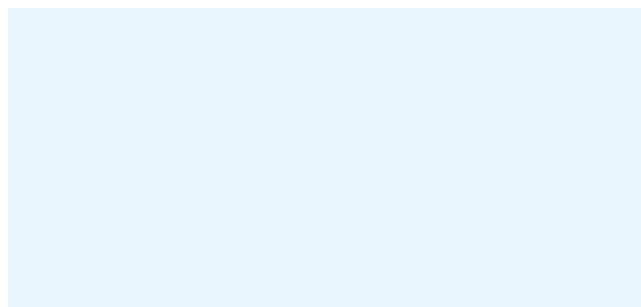


ATTENDANCE CARD
SOPHOS GROUP PLC (THE "COMPANY") –
2018 ANNUAL GENERAL MEETING

The Chairman of the Company invites you to attend the 2018 Annual General Meeting of the Company to be held at 3.00 pm on Thursday, 30 August 2018 at The Pentagon, Abingdon Science Park, Abingdon, OX14 3YP.



If you wish to attend this meeting in your capacity as a holder of ordinary shares, please sign this card and on arrival show it to the Company's registrars, Link Asset Services. This will facilitate entry to the meeting and identify you as a shareholder.

IMPORTANT – PLEASE READ CAREFULLY
NOTICE OF AVAILABILITY

For the Annual Report and Accounts for the year ended 31 March 2018 (the **Accounts**) and the Notice of Annual General Meeting for 2018 (the **Notice of 2018 AGM**).

You can now access the Accounts and the Notice of 2018 AGM by visiting the Investors section of the Company's website at <https://investors.sophos.com>

To request a paper copy of the Annual Report and Accounts, please contact:

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

Please note, a shareholder data privacy notice is now also available at: <https://investors.sophos.com>

Signature of person attending

Bar Code:

Investor Code:

FORM OF PROXY

Please detach before posting to Link Asset Services (see note 11).

You may submit your proxy electronically using the Link share portal at www.signalshares.com. If you have not already registered for the share portal, you will need your Investor Code below.

SOPHOS GROUP PLC (the "Company") – 2018 ANNUAL GENERAL MEETING

Bar Code:

I/We being a member of the Company appoint the Chairman of the Meeting (see note 1) or

Investor Code:

Name of proxy

Number of shares proxy appointed over

Event Code:

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at **3.00 pm on Thursday 30 August 2018 at The Pentagon, Abingdon Science Park, Abingdon, OX14 3YP** and at any adjournment thereof.

Please indicate, by ticking this box, if this is one of more than one appointment of a proxy in respect of your holding (see note 2).

RESOLUTIONS

Please mark 'X' to indicate how you wish your votes to be cast. If you wish to withhold your vote on a resolution, please indicate this with an 'X' in the vote withheld box opposite the resolution (see note 6).

Ordinary Resolutions	For	Against	Withheld
1 To receive the Annual Report and Accounts.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2 To receive and approve the Annual Report on Remuneration set out on pages 63 to 64, and 72 to 81 of the Annual Report and Accounts.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3 To declare a final dividend recommended by the Directors of 3.5 US cents per ordinary share for the financial year ended 31 March 2018.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4 To re-elect Sandra Bergeron as Director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5 To re-elect Nick Bray as Director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
6 To re-elect Peter Gyenes as Director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
7 To re-elect Kris Hagerman as Director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
8 To re-elect Roy Mackenzie as Director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
9 To re-elect Rick Medlock as Director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
10 To re-elect Steve Munford as Director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
11 To re-elect Vin Murria as Director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

	For	Against	Withheld
12 To re-elect Paul Walker as Director of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
13 To re-appoint KPMG LLP as the Company's auditors.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
14 To authorise the Audit and Risk Committee of the Company to agree the auditors' remuneration.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
15 To authorise the Company to make political donations.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
16 To authorise the Company to allot shares.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Special Resolutions			
17 To authorise the Company to disapply pre-emption rights.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
18 To authorise the Company to disapply pre-emption rights in respect of a greater number of shares for the purpose of financing acquisitions or other capital investments.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
19 To authorise the Company to purchase its own shares.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
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.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

I/We would like my/our proxy to vote on each of the resolutions proposed at the meeting as indicated above. Unless otherwise instructed the proxy may vote as they see fit or withhold from voting in relation to any business of the meeting.

Signature(s)
/ Common seal

Date

(see notes 3 and 4)

ATTENDANCE CARD

SOPHOS GROUP PLC (THE "COMPANY") – 2018 ANNUAL GENERAL MEETING

to be held on Thursday 30 August 2018

1. Every member has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting on a show of hands or on a poll. The Chairman of the meeting is willing to be your proxy. If you wish to appoint the Chairman as your proxy, you need not change this part of the Form of Proxy. If you wish to appoint a person other than the Chairman as your proxy, please insert the name of your chosen proxy in the space provided (see overleaf). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of total shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given by ticking the box provided (see overleaf). All forms must be signed and should be returned together in the same envelope. No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise.
3. This form must be signed and dated by the shareholder or his or her attorney duly authorised in writing. In the case of a corporation, this proxy must be given under its common seal or signed on its behalf by a duly authorised officer stating his or her capacity (e.g. Director, secretary) or an attorney.
4. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior holder who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. Voting at the Annual General Meeting will be by way of a poll, using a poll card. To direct your proxy how to vote, mark the appropriate box with an 'X' on the Form of Proxy.
6. The 'Vote Withheld' option is provided to enable you to withhold from voting on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
7. In the absence of instructions, your proxy may vote or refrain from voting as he or she thinks fit on the resolution and, unless instructed otherwise, your proxy may also vote or refrain from voting as he or she thinks fit on any other business (including amendments to any resolution) which may properly come before the meeting.
8. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
9. Entitlement to attend and vote at the meeting and the number of votes which may be cast at the meeting will be determined by reference to the register of members of the Company at close of business, on Tuesday 28 August 2018, or in the event that the meeting is adjourned, in the register of members at close of business on the day being two business days before the date of the adjourned meeting. Changes to entries to the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
10. **CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST manual (available via www.euroclear.com/CREST). To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or amends a previous instruction, must be transmitted so as to be received by the issuers' agent, Link Asset Services (ID RA10), by 3:00p.m. on Tuesday 28 August 2018 (as determined by the time stamp applied to the message by the CREST Applications Host). The Company may treat a proxy appointment sent through CREST as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.**
11. **To be effective, the Form of Proxy must be lodged, duly completed, with Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF accompanied by (if applicable) any power of attorney under which it is executed or other authority under which it is signed or a notarially certified copy of such power or authority no later than 3:00p.m. on Tuesday 28 August 2018, in hard copy by post, courier or by hand, or via www.signalshares.com.**
12. **If you prefer, you may return the Form of Proxy to the Registrar in an envelope addressed to FREEPOST LINK PXS to be received no later than 3:00p.m. on Tuesday 28 August 2018. No other detail is required on the envelope.**
13. The right to appoint a proxy does not apply to any person who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person'). A Nominated Person may, under an agreement between him or her and the registered shareholder by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the 2018 Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
14. This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Link Asset Service accept no liability for any instruction that does not comply with these conditions.

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PXS 1
34 Beckenham Road
BECKENHAM
BR3 4ZF