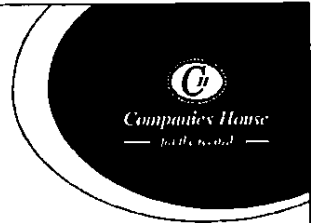


SH01

Return of allotment of shares



You can use the WebFiling service to file this form online
Please go to www.companieshouse.gov.uk

What this form is for
You may use this form to give
notice of shares allotted following
incorporation.

What this form is NOT for
You cannot use this form to
give notice of shares taken by sub
on formation of the compan
for an allotment of a new cl.
shares by an unlimited comp

WEDNESDAY



AQIJOER
A48 20/10/2010 18
COMPANIES HOUSE

1 Company details

Company number 0 2 0 9 6 5 2 0

Company name in full Sophos Public Limited Company

→ Filing in this form
Please complete in typescript or in
bold black capitals
All fields are mandatory unless
specified or indicated by *

2 Allotment dates ¹

From Date

d	0	d	8	m	1	m	0	y	2	y	0	y	1	y	0
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

To Date

d		d		m		m		y		y		y		y	
---	--	---	--	---	--	---	--	---	--	---	--	---	--	---	--

¹ Allotment date
If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes

3 Shares allotted

Please give details of the shares allotted, including bonus shares

² Currency
If currency details are not
completed we will assume currency
is in pound sterling

Class of shares (E.g. Ordinary/Preference etc)	Currency ²	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
B Preferred Ordinary	£	1,109,084	£0 0004	£443 64	

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted

Details of non-cash
consideration
If a PLC, please attach
valuation report (if
appropriate)

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Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7

Class of shares (E.g. Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary	£0 0004		144,389,684	£ 57,755 87
A Preferred Ordinary	£0 0004		35,055,801	£ 14,022.32
B Preferred Ordinary	£0 0004		12,569,099	£ 5,027 63
				£
Totals			192,014,584	£ 76,805 82

5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary / Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares 192,014,584

Total aggregate nominal value ④ £76,805 82

④ Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc

① Including both the nominal value and any share premium

② E.g. Number of shares issued multiplied by nominal value of each share

Continuation Pages
Please use a Statement of Capital continuation page if necessary

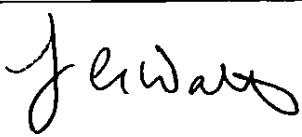
③ Total number of issued shares in this class

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Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 4 and Section 5		<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary</p>
Class of share	Ordinary	
Prescribed particulars 1	See continuation sheet	
Class of share	A Preferred Ordinary	
Prescribed particulars 1	See continuation sheet	
Class of share	B Preferred Ordinary	
Prescribed particulars 1	See continuation sheets	

8 Signature

I am signing this form on behalf of the company		<p>1 Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership</p> <p>2 Person authorised Under either section 270 or 274 of the Companies Act 2006</p>
Signature	<p>Signature</p> <p>X  X</p>	
This form may be signed by Director 2 , Secretary, Person authorised 2 , Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager		

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Return of allotment of shares

 **Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record

Contact name JONATHAN WALTHO

Company name SOPHOS LIMITED

Address THE PENTAGON
ABINGDON SCIENCE PARK

Post town ABINGDON

Country/Region OXFORDSHIRE

Postcode

O	X	1	4	3	Y	P
---	---	---	---	---	---	---

Country UK

DX

Telephone 01235 540 277

 **Checklist**

We may return the forms completed incorrectly or with information missing

Please make sure you have remembered the following.

- The company name and number match the information held on the public Register.
- You have shown the date(s) of allotment in section 2
- You have completed all appropriate share details in section 3
- You have completed the appropriate sections of the Statement of Capital
- You have signed the form

 **Important information**

Please note that all information on this form will appear on the public record.

 **Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland.
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland.
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

 **Further information**

For further information please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	Ordinary	
Prescribed particulars	<p>(a) Rank pari passu with A and B Preferred Ordinary Shares for dividends and voting rights</p> <p>(b) Rank pari passu with the A and B Preferred Ordinary Shares for any dividend declared by the Company</p> <p>(c) After the prior payment in full of the aggregate A Preferred Ordinary Share Preference Amount and the aggregate B Preferred Ordinary Share Preference Amount, the remaining assets and funds of the Company available for distribution will be paid to holders of Ordinary Shares</p> <p>(d) Non-redeemable</p>	

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Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A Preferred Ordinary
Prescribed particulars	<p>(a) Rank pari passu with B Preferred Ordinary Shares and Ordinary Shares for dividends and voting rights</p> <p>(b) Rank pari passu with the B Preferred Ordinary Shares and Ordinary Shares for any dividend declared by the Company</p> <p>(c) In the event of a winding up of the Company or other return of capital, holders of A Preferred Ordinary Shares will be paid at the same time as holders of B Preferred Ordinary Shares, and will be paid before any amount shall be distributed to holders of Ordinary Shares. Each holder of A Preferred Ordinary Shares will rank pari passu with one another.</p> <p>Holders of A Preferred Ordinary shares will be entitled to an amount equal to £1 184 per A Preferred Ordinary Share plus an amount equal to all declared but unpaid dividends or distributions on each such A Preferred Ordinary Share.</p> <p>If the amounts available for distribution by the Company to holders of A and B Preferred Ordinary Shares upon a Liquidation Event, are not sufficient to pay the aggregate A and B Preferred Ordinary Shares Amounts, they will be paid on a basis which is pro rata to the amount which each holder would have received had there been enough.</p> <p>A majority of the holders of the A Preferred Ordinary Shares may elect to have treated as a Liquidation Event any Extraordinary Transaction (defined as (i) a Sale, or (ii) any sale of all or substantially all of the assets of the Group, other than to a person controlled by members of the Company as at the date of adoption of the articles or persons connected with such members). If such an election is made, all consideration shall be payable in accordance with the priorities set out above.</p> <p>(d) The Company shall take such actions as are necessary to give effect to the provisions of article 6.2, including without limitation (1) in the case of a Sale causing the definitive agreement relating to such Sale to provide for the Preferred Ordinary Shares to be entitled to consideration which gives effect to the preferences and priorities set forth in article 6.1, or otherwise causing such Preferred Ordinary Shares held by the holders of the Preferred Ordinary Shares making such election, to be redeemed, or (2) in the case of an asset sale, redeeming the Preferred Ordinary Shares held by the holders of the Preferred Ordinary Shares making such election.</p>

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Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	B Preferred Ordinary	
Prescribed particulars	<p>(a) Rank pari passu with A Preferred Ordinary Shares and Ordinary Shares for dividends and voting rights</p> <p>(b) Rank pari passu with the A Preferred Ordinary Shares and Ordinary Shares for any dividend declared by the Company</p> <p>(c) In the event of a winding up of the Company or other return of capital, holders of B Preferred Ordinary Shares will be paid at the same time as holders of A Preferred Ordinary Shares, and will be paid before any amount shall be distributed to holders of Ordinary Shares. Each holder of B Preferred Ordinary Shares will rank pari passu with one another.</p> <p>Holders of B preferred Ordinary Shares will be entitled to an amount in cash being the greater of</p> <p>(a) an amount equal to US\$2 3008 per B Preferred Ordinary Share plus an amount equal to all declared but unpaid dividends or distributions on each such B Preferred Ordinary Share, or</p> <p>(b) the amount per B Preferred Ordinary Share which the holder would be entitled to receive in respect of such Liquidation Event if each B Preferred Ordinary Share had been converted into an Ordinary Share in accordance with article 7 immediately prior to such Liquidation Event</p> <p>If the amounts available for distribution by the Company to holders of A and B Preferred Ordinary Shares upon a Liquidation Event, are not sufficient to pay the aggregate A and B Preferred Ordinary Shares Amount, they will be paid on a basis which is pro rata to the amount which each holder would have received had there been enough</p> <p>A majority of the holders of the B Preferred Ordinary Shares may elect to have treated as a Liquidation Event any Extraordinary Transaction. If such an election is made, all consideration shall be payable in accordance with the priorities set out above</p> <p>(d) In the event of a proposed Listing on a recognised investment exchange whereby the B Preferred Ordinary Shares will have an aggregate Equity Value, in respect of such Listing, of less than US \$42 million, the Company shall give the holders of the B Preferred Ordinary Shares written notice of the intended Listing and the Proposed Listing Price ("Listing Notice"). Within 14 days of the date of the Listing Notice the holders of a majority of the B Preferred Ordinary Shares shall have the right, at their option, to give written notice to the Company (to the extent that the Company is legally able to do so) requiring the Company (continued on next page)</p>	

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Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	B Preferred Ordinary (continued)	
Prescribed particulars	<p data-bbox="333 450 483 479">(d) continued</p> <p data-bbox="333 517 1043 577">to redeem all the B Preferred Ordinary Shares for an aggregate amount of US\$42 million</p> <p data-bbox="333 616 1110 808">If the holders of a majority of the B Preferred Ordinary Shares do not serve a Redemption/Bonus Notice on the Company within 14 days of the date of the Listing Notice then the Company shall have the right at any time following such 14 day period, to the extent that the Company is legally able to do so, to redeem all the "B" Preferred Ordinary Shares for an aggregate amount of US\$42 million</p> <p data-bbox="333 846 1114 1167">The Company shall take such actions as are necessary to give effect to the provisions of article 6.2, including without limitation (1) in the case of Sale causing the definitive agreement relating to such Sale to provide for the Preferred Ordinary Shares to be entitled to consideration which gives effect to the preferences and priorities set forth in article 6.1, or otherwise causing such Preferred Ordinary Shares held by the holders of the Preferred Ordinary Shares making such election, to be redeemed, or (2) in the case of an asset sale, redeeming the Preferred Ordinary Shares held by the holders of the Preferred Ordinary Shares making such election</p>	