

SOPHOS

Sophos Intermediate I Limited Tax Policy

This document sets out our group tax policy and how we manage our tax affairs in line with this policy.

Tax Policy

Introduction

Sophos is a global leader and innovator of advanced security solutions for defeating cyberattacks, including Managed Detection and Response (MDR) and incident response services and a broad portfolio of endpoint, network, email, and cloud security technologies. As one of the largest pure-play cybersecurity providers, Sophos defends more than 600,000 organizations and more than 100 million users worldwide from active adversaries, ransomware, phishing, malware, and more. Sophos' services and products connect through the Sophos Central management console and are powered by Sophos X-Ops, the company's cross-domain threat intelligence unit. Sophos X-Ops intelligence optimizes the entire Sophos Adaptive Cybersecurity Ecosystem, which includes a centralized data lake that leverages a rich set of open APIs available to customers, partners, developers, and other cybersecurity and information technology vendors. Sophos provides cybersecurity-as-a-service to organizations needing fully managed security solutions. Customers can also manage their cybersecurity directly with Sophos' security operations platform or use a hybrid approach by supplementing their in-house teams with Sophos' services, including threat hunting and remediation. Sophos sells through reseller partners and managed service providers (MSPs) worldwide. Sophos is headquartered in Oxford, U.K. More information is available at www.sophos.com.

We require every Sophos business to operate lawfully and responsibly. In line with our Code of Conduct, every employee has a responsibility to act at all times with honesty and integrity in all business dealings. Our strategy is to manage our tax affairs in accordance with our tax policy. This is aligned with the Group's wider values and operating model.

Our Tax Policy

The three overriding objectives of this policy are:

- To comply fully with all applicable laws, rules and regulations, in line with our values and stakeholders' expectations;
- For our tax affairs to be sustainable, well-governed and transparent; and,
- To manage our tax affairs so as to protect value for the company, in line with our broad fiduciary duties.

The Group Tax Function

The Group employs suitably qualified tax specialists with the expertise and experience necessary to identify and manage potential tax risks. Training is provided to employees to ensure that they keep up-to-date with current developments in taxation, and that compliance is carried out with the appropriate level of expertise.

The Group tax function is measured against the following performance objectives:

- To comply with all tax-related legal obligations
- To manage the Group's tax risk and reputation
- To partner with commercial operations as trusted advisors
- To forecast, report and manage the tax charge and cash tax for the Group

Our Approach to Tax

1. Governance

The Vice President Tax reports into the Chief Financial Officer. The Sophos Group Board receives regular updates from the Chief Financial Officer on tax operations in the business, material tax issues, tax disputes, effective tax rates and cash tax payments.

2. Compliance with tax laws

Our policy is to comply with all relevant tax laws, regulations and tax reporting requirements in all jurisdictions in which we operate, including utilizing available tax allowances and incentives. We aim to file returns on time and pay tax in accordance with relevant legislation. We maintain all documentation required by law to support our tax filing position. We aim to invest in new technology tools and systems, in order to provide better control and to improve compliance.

Sophos will not participate in or facilitate the criminal evasion of any tax in any jurisdiction whether carried out by an employee or an associated business partner acting on our behalf. We will not transact with anyone engaging in such behaviors in any jurisdiction. Sophos has completed a risk assessment in relation to Corporate Criminal Offence and has proportionate prevention procedures in place to mitigate all identified risks.

3. Relationships with governments and tax authorities

Sophos actively engages with policy makers, tax administrations and industry bodies, including participating in consultations with the U.K. government and the Organisation for Economic Co-operation and Development (OECD). We pursue open working relationships with tax authorities. We work collaboratively with HMRC including through annual review meetings. We will discuss and consult on our interpretation of the law with relevant tax authorities as required and we will seek to resolve potential areas of contention or uncertainty. Where appropriate, we will seek tax clearances and rulings prior to undertaking transactions. We are open and transparent about our tax affairs.

4. Risk management

We actively manage tax risks impacting our business with the aim of managing financial uncertainty and any wider business impact. The key factors which could affect our tax risk originate both externally and within our Group. Our ability to control these factors varies from no control over external factors to a high degree of control over internal matters.

Changes to tax legislation and the interpretation of tax legislation is a significant risk. These changes may result in additional tax cost or complexity in complying with new regulations. We actively monitor changes in legislation and engage with tax authorities to interpret these changes and assess the impact on the Group. We ensure that internal processes and systems are updated at the earliest feasible point to comply with these changes.

We evaluate risks strategically, including financial, commercial, and other risks, against the potential outcome of any tax arrangement or filing position. We seek to minimize uncertainty over any position, and obtain external advice and engage with tax authorities, as necessary based on the level of uncertainty, materiality, and internal expertise in relation to the issue at hand. We document, monitor, review and report tax risks regularly, with oversight from our internal audit function. Within the Group's risk management system, we monitor the operation of mitigating actions and controls, and progress is reported to Chief Financial Officer, who in turn reports to the Sophos Group Board. We have a low tolerance of tax risk for error, compliance failure, late filing of returns, and late payments.

5. Transparency

We comply with all current tax reporting requirements and aim to provide meaningful information for stakeholders by publishing information in addition to the minimum requirements of accounting standards.

6. Transfer pricing

We align all of our activities to the commercial drivers of the business and do not artificially transfer profits from one business location to another to reduce taxation. We pay tax where value is created by normal commercial activity.

7. Business structuring and tax planning

In making commercial decisions, we treat tax in the same manner as any other business cost. We seek to optimize our tax position and undertake appropriate planning that we believe will be of overall benefit to the Group and its stakeholders, provided that it is compliant with local laws. We seek to be efficient with our tax affairs and utilize reliefs and incentives made available by relevant governments. We do not request in any given country or region any specific tax advantages that are not generally available or properly legislated for.

We will only enter into planning arrangements that are reasonable and defensible, and that support a commercial purpose.

Note: In accordance with paragraph 19(2), Part (2), Schedule 19, UK Finance Act 2016 Sophos regards the publication of this Tax Policy as complying with the duty to publish a company tax strategy in the financial year ending 31 March 2025.

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