

The 2021 Annual General Meeting of The Sage Group plc. is to be held at our Solicitors' office at Allen & Overy LLP, One Bishops Square, Spitalfields, London E1 6AD on Thursday, 4 February 2021 at 12 noon. At the time of writing, compulsory Government measures are in force in relation to the pandemic. As explained in the Chairman's letter included with the Notice of Annual General Meeting, the Board have therefore decided that shareholders must not attend the Annual General Meeting in person this year, as permitted by current legislation. Shareholders must submit their proxy vote in advance of the Meeting by appointing the Chairman of the Meeting as proxy, with voting instructions. In view of this year's attendance arrangements, shareholders should not appoint any other proxy.

If you would like to listen to the Meeting online, please follow the instructions set out on pages 12 and 13 of the Notice of Meeting. You will require the following details:

**Meeting ID:** 144-280-766

**Username:** Shareholder Reference Number (SRN)

**PIN:** First and last two digits of your SRN

#### NOTICE OF AVAILABILITY

The Annual Report and Accounts of The Sage Group plc. for the year ended 30 September 2020 and the Notice of 2021 Annual General Meeting are now available on the Company's website and can be accessed via [www.sage.com/investors/](http://www.sage.com/investors/) (The place, date and time of the Annual General Meeting are set out above). Please refer to the Chairman's letter for information on the Meeting arrangements this year.

If you wish to receive future notifications by e-mail rather than by letter you can do so by registering your preference at [www.shareview.co.uk](http://www.shareview.co.uk).

Alternatively, if you wish to receive the documents referred to above or future shareholder documentation by post, please write to Equiniti Ltd, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, quoting your Shareholder Reference Number.

## Form of Proxy The Sage Group plc.

+

+

**Form of Proxy for use at the thirty-third Annual General Meeting of The Sage Group plc. to be held on Thursday, 4 February 2021 at 12 noon.**

Voting ID

Task ID

Shareholder Reference No.

**Please read the Notice of Annual General Meeting, the notes included in it and the accompanying Explanatory Notes for this Proxy Form carefully before completing this Proxy Form. If you wish, you can submit your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the above numbers.**

**This Form of Proxy should be returned in the envelope provided by 12 noon on Tuesday, 2 February 2021.**

I/We, being (a) member/member(s) of the above-named Company, hereby appoint the Chairman of the Meeting or (see note 1)

regarding  shares

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote for me/us on my/our behalf at the thirty-third Annual General Meeting of the Company to be held on Thursday, 4 February 2021 at 12 noon and at any adjournment thereof.

**Resolutions** (numbers 1 to 17 (inclusive) will be proposed as Ordinary Resolutions and numbers 18 to 22 (inclusive) will be proposed as Special Resolutions).

Please indicate your vote by marking the appropriate boxes in black ink like this: ☒

If you wish your proxy to abstain from voting on a resolution you should mark the relevant 'vote withheld' box.

This is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution.

Please tick here if this proxy appointment is one of multiple appointments being made: ☐ (see note 2).

	For	Against	Vote withheld
1. To receive the Annual Report and Accounts for the year ended 30 September 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend of 11.32 pence per ordinary share for the financial year ended 30 September 2020*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Sangeeta Anand as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Irana Wasti as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Sir Donald Brydon as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Dr John Bates as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Jonathan Bewes as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Annette Court as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Drummond Hall as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Steve Hare as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect Jonathan Howell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To re-appoint Ernst & Young LLP as Auditors to the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the Audit and Risk Committee to determine and agree the remuneration of the Auditors to the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To authorise Political Donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To approve amendments to the Discretionary Share Plans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To authorise the Directors to allot new shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To disapply statutory pre-emption rights on up to 5% of the issued share capital of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To disapply statutory pre-emption rights on an additional 5% of the issued share capital of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. To grant authority to the Company to make market purchases of its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. To allow general meetings (other than Annual General Meetings) to be called on not less than 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22. To approve the adoption of new Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* This dividend will be paid on 11 February 2021 to members whose names appear on the register of members at the close of business on 15 January 2021.

Date

Signature



2371-145-S

+

+

## Notes in relation to Form of Proxy

**These notes are subject to the arrangements for attending and voting at the Annual General Meeting, as explained in the Notice of Meeting. Shareholder must submit their proxy vote in advance of the Meeting by appointing the Chairman of the Meeting as proxy, with voting instructions. In view of this year's attendance arrangements, shareholders should not appoint any other proxy.**

1. In view of the attendance arrangements for this year's Annual General Meeting, all our shareholders must submit a proxy vote in advance of the Meeting by appointing the Chairman of the Meeting as proxy, with voting instructions, to ensure your vote is counted. Other named proxies will not be allowed to attend the Meeting this year.
  - i. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy.
  - ii. 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).  
You must inform the Company's Registrars in writing of any termination of the authority of a proxy.
2. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attaching to different shares. As explained in the Chairman's letter, all our shareholders must submit their proxy vote in advance of the Meeting by appointing the Chairman of the Meeting as their proxy for this year's Annual General Meeting. Other named proxies will not be allowed to attend the Meeting this year.
3. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the Annual General Meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at 6.30 pm on the day which is two days before the day of the Annual General Meeting or adjourned Annual General Meeting (excluding non-working days). Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.
4. To be valid, this form and the evidence of the power of attorney or other authority (if any) under which it is signed, or a duly certified copy of such authority, must reach the Company's Registrars at the address overleaf not later than 12 noon on Tuesday, 2 February 2021.
5. If you wish to submit your proxy appointment electronically, please visit [www.sharevote.co.uk](http://www.sharevote.co.uk). You will need your unique voting ID, task ID and shareholder reference number (SRN), which are printed on this form in order to log in. Full instructions on how to complete the voting process are provided on the website. Electronic proxies must be lodged on the website no later than 12 noon on Tuesday, 2 February 2021.
6. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
7. CREST members may appoint a proxy or proxies electronically via Equiniti (ID RA19). Messages transmitted through CREST must be lodged no later than 12 noon on Tuesday, 2 February 2021. Further details can be found in the notes appended to the Notice of Annual General Meeting.
8. Where the appointer is a corporation this Form of Proxy must be executed by the corporation under its common seal, or executed under the hand of an agent or officer, duly authorised in writing. Please however note the arrangements for attendance and voting at this year's Annual General Meeting, as explained in the Notice of Annual General Meeting.
9. In the absence of any instruction, the proxy will exercise their discretion as to whether, and if so how, they vote. On any other business arising at the Annual General Meeting (including any motion to amend a resolution or adjourn the Annual General Meeting) the proxy will act at their discretion.
10. In the case of joint holders any one of them may sign, but if more than one holder votes, the vote of the one whose name appears first on the register of the members shall be accepted to the exclusion of the votes of the other joint holders. Names of all joint holders should be stated.
11. Any alterations made in the form should be initialled.
12. You may not use any electronic address provided in this form of proxy to communicate with the Company for any purposes other than those expressly stated.
13. The address above is how your address appears on the register of members. If this information is incorrect, please ring the Registrars' helpline on 0371 384 2859 to request a change of address form. Non-UK callers should dial +44 (0)121 415 7047. Lines are open from 8.30am to 5.30pm Monday to Friday (excluding public holidays in England and Wales).