

## 2023 Annual General Meeting Arrangements

The 2023 Annual General Meeting of The Sage Group plc. (the "Company") is to be held at, and broadcast from, our registered office at C23–5 & 6, Cobalt Park Way, Cobalt Park, Newcastle Upon Tyne, NE28 9EJ, on Thursday, 2 February 2023 at 12 noon, with facilities to attend electronically.



The 2023 Annual General Meeting will be held as a combined physical and electronic general meeting. If you would like to attend and vote at the Meeting electronically, please follow the instructions set out on pages 15 and 16 of the Notice of the Meeting. You will require the following details:

**Meeting ID:** 114-474-741

**Shareholder Reference Number (SRN):**

**PIN:** First two 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 2022 and the Notice of 2023 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 Notice of the Meeting for information on the Meeting arrangements.

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 Equintt Ltd, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, quoting your Shareholder Reference Number.



Form of Proxy for use at the 2023 Annual General Meeting of The Sage Group plc. (the “Company”) to be held on Thursday, 2 February 2023 at 12 noon.

Voting ID

Task ID

Shareholder Reference Number (SRN)

**Please read the Notice of the 2023 Annual General Meeting, the notes included in it, and the accompanying 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, 31 January 2023.**

I/We, being (a) member/member(s) of the above-named Company, hereby appoint the Chair of the Meeting or (see notes 1 and 2)

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 2023 Annual General Meeting of the Company to be held on Thursday, 2 February 2023 at 12 noon and at any adjournment thereof.

Intention to Attend: Please indicate if you wish to attend the AGM at the physical venue, by ticking this box: ☐  
Resolutions (numbers 1 to 20 (inclusive) will be proposed as Ordinary Resolutions and numbers 21 to 24 (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 '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 3)

	For	Against	Withheld		For	Against	Withheld
1. To receive the Annual Report and Accounts for the year ended 30 September 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To authorise the Audit and Risk Committee to determine and agree the remuneration of the auditor to the Company	<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"/>	16. To authorise Political Donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend of 12.10 pence per ordinary share for the financial year ended 30 September 2022*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise that the maximum aggregate fees payable to Non-executive Directors be increased to £1,750,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Maggie Chan Jones as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To approve the amendment of the existing rules of The Sage Group plc. 2019 Restricted Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Andrew Duff as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To approve the rules of The Sage Group plc. 2023 Colleague Share Purchase Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Sangeeta Anand as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. To authorise the Directors to allot new shares	<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"/>	21. 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"/>
8. To re-elect Jonathan Bewes as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	22. 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"/>
9. To re-elect Annette Court as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	23. To grant authority to the Company to make market purchases of its own shares	<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"/>	24. 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"/>
11. To re-elect Derek Harding as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
12. To re-elect Steve Hare as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
13. To re-elect Jonathan Howell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
14. To re-appoint Ernst & Young LLP as auditor to the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

\* This dividend will be paid on 10 February 2023 to members whose names appear on the register of members at the close of business on 13 January 2023.

DateSignature



**These notes are subject to the arrangements for participating at the 2023 Annual General Meeting, as explained in the Notice of the Meeting.**

1. You are entitled to appoint one or more persons of your choice, each a “proxy”, to attend, speak and vote on your behalf at the AGM.
  - i. You can choose a proxy other than the Chair of the Meeting by deleting the words “the Chair of the Meeting” and writing in block capitals another proxy’s name in the box provided. Such proxy need not be a member of the Company.
  - ii. 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.
  - iii. 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 Registrar in writing of any termination of the authority of a proxy.
2. If you are unable to attend the Meeting but wish to vote on the resolutions you are strongly encouraged to appoint a proxy, with voting instructions, to ensure your vote is counted.
3. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attaching to different shares. To appoint more than one proxy (an) additional proxy form(s) may be obtained by contacting the Company’s Registrar, Equiniti on 0371 384 2859 (non-UK callers should dial +44 (0) 121 415 7047, lines are open from 8.30 am to 5.30 pm Monday to Friday) or you may photocopy this form. Please indicate 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. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope.
4. If you appoint a proxy (other than the Chair of the Meeting) with the intention that the proxy will attend the Meeting electronically, please contact the Company’s Registrar before 12 noon on 1 February 2023 on 0371 384 2859 or +44 121 415 7047, or by emailing [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com), to arrange a unique username and password.
5. 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 Meeting.
6. 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 Registrar not later than 12 noon on Tuesday, 31 January 2023.
7. 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, 31 January 2023.
8. Completion and return of the form of Proxy, or appointing your proxy electronically, will not preclude you from attending and voting at the Meeting instead of your proxy, if you wish.
9. 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.
10. CREST members may appoint a proxy or proxies electronically. In order to be valid, proxy appointments transmitted through CREST must be lodged with the issuer’s agent (RA19) no later than 12 noon on Tuesday, 31 January 2023. Further details can be found in the notes appended to the Notice of the Meeting.
11. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 12 noon on Tuesday, 31 January 2023 in order to be considered valid. Before you can appoint a proxy via this process you must have agreed to Proxymity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
12. 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.
13. 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 Meeting (including any motion to amend a resolution or adjourn the Meeting) the proxy will act at their discretion.
14. 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.
15. Any alterations made in the form should be initialled.
16. 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.
17. The address above is how your address appears on the register of members. If this information is incorrect, please ring the Registrar’s 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 8.30 am to 5.30 pm Monday to Friday (excluding public holidays in England and Wales).

