



The Sage Group plc.

Notice of the 2024 Annual General Meeting
to be held on Thursday, 1 February 2024

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the action you should take, you should immediately seek your own advice from your stockbroker, solicitor, accountant, or other independent professional advisor duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your ordinary shares in The Sage Group plc., you should pass this Notice of Meeting and accompanying documents (except any personalised form of proxy), as soon as possible, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, so they can pass these documents to the person who now holds the shares.

Chair's letter

7 December 2023

The Sage Group plc.
C23—5 & 6 Cobalt Park Way
Cobalt Park
Newcastle Upon Tyne
NE28 9EJ
United Kingdom
www.sage.com

Dear shareholder

I am pleased to invite you to the Annual General Meeting of The Sage Group plc. (the “Company”) (the “2024 Annual General Meeting”, or the “Meeting”), which will be held at our registered office at C23—5 & 6, Cobalt Park Way, Cobalt Park, Newcastle Upon Tyne, NE28 9EJ on Thursday, 1 February 2024 at 12 noon. Enclosed with this letter is our Annual Report and Accounts for the year ended 30 September 2023 (the “FY23 Annual Report and Accounts”), the Notice of Meeting and Form of Proxy.

The Notice of Meeting is set out on pages 1 to 3 together with explanatory notes on pages 4 to 10. The FY23 Annual Report and Accounts and the Notice of Meeting are also available on our website at www.sage.com/investors/.

Attending the AGM

The 2024 Annual General Meeting will be an in person meeting at our registered office, and we look forward to welcoming you there. If you are planning to attend the Meeting, we request that you please register your intention with Equiniti, our Registrar, by ticking the box on either the Form of Proxy (which you should return to Equiniti) or on www.sharevote.co.uk. This will help us plan appropriately.

For the 2024 Annual General Meeting, we are not providing a digitally enabled meeting platform, following limited shareholder uptake at prior annual general meetings. We are, however, as always, keen to engage with all our shareholders, and so, if you are unable to join us in person on the day, we strongly encourage you to register your vote in advance and invite you to contact us with any questions you have on the business of the Meeting (as described under “Voting arrangements” and “Shareholder questions” below).

Our corporate website, www.sage.com/investors/ is the principal means which we use to communicate with our shareholders, and we encourage you to monitor this site for any updates about the 2024 Annual General Meeting.

Voting arrangements

Your vote is important to us. Shareholders who are unable to attend the Meeting or who would prefer to vote in advance are strongly encouraged to appoint a proxy, with voting instructions. Voting at the Meeting will be conducted on a poll and will reflect all proxy voting instructions duly received. Information on how to appoint a proxy (whether you choose the Chair of the Meeting or your own named proxy to attend on your behalf) is on pages 11 and 12. **Please note that the deadline for receipt by our Registrar of all proxy appointments is 12 noon on Tuesday, 30 January 2024.**

Submitting a proxy appointment will not prevent you from also attending the AGM and voting in person. If you attend the 2024 Annual General Meeting in person, you will be provided with a poll card at the venue.

The results of the poll will be announced to the London Stock Exchange and will be published on our website at www.sage.com/investors/ as soon as reasonably practicable after the Meeting.

Shareholder questions

The Annual General Meeting provides a valuable opportunity for shareholders attending the Meeting to communicate directly with the Board and to ask questions. In addition, and similarly to last year, our external auditor (Ernst & Young LLP) will be available to answer any questions from shareholders at the Meeting.

If you would like to ask a question related to the business of the Meeting, in advance of the 2024 Annual General Meeting, please contact us via email at agm2024@sage.com, by no later than close of business on 22 January 2024. We will aim to provide a response to all pre-submitted questions relating to the business of the Meeting, before the deadline for proxy appointments, so that you can make a fully informed voting decision. Please include your full name and SRN in your email.

A full transcript of the questions asked on the business of the Meeting, and the answers, will be made available on the Company's website in due course following the conclusion of the Meeting.

Chair's letter continued

Business of the Meeting

I would like to draw your attention to the appointment of Roisin Donnelly who joined the Board on 3 February 2023, after the 2023 Annual General Meeting, and who is therefore standing for election by shareholders for the first time this year. Roisin's strong background in digital transformation and data, and significant knowledge and experience of developing ESG strategies, along with extensive customer, marketing and branding experience, bring value to our Board discussions.

Drummond Hall is due to retire from the Board at the end of December 2023 and so is not standing for re-election at the Meeting. I would like to take the opportunity to thank Drummond for his wisdom and valuable contribution to Sage. As previously announced, the Board has unanimously approved the appointment of Annette Court to succeed Drummond in the role of Senior Independent Director with effect from 1 January 2024. I am pleased to confirm that, from this date, the Board is on track to meet all three diversity targets set by the FCA's Listing Rules. Further information is on page 115 of the FY23 Annual Report and Accounts. Biographical details for each of the Directors standing for election or re-election, together with a description of the importance of their contribution to the success of the Company, can be found on pages 4 to 7.

Sage announced in September 2023, that KPMG will be appointed as the Group's new external auditor for the financial year ending 30 September 2025, and will stand for appointment for the first time at Sage's 2025 annual general meeting.

Shareholders will note that we have taken the opportunity to update our standard authorities to allot shares and to disapply pre-emption rights this year, in line with common practice, to take account of updates to guidelines issued by the Investment Association and the Pre-emption Group. Further information can be found on pages 8 and 9. The Board has no current plans to use these authorities. Our standard authority to purchase our own shares is in the same form as previous years, in line with market practice. Shareholders will be aware that we announced a share buyback programme of up to £350m on 22 November 2023, reflecting the Board's confidence in the future prospects of the Group, together with Sage's strong cash generation and robust financial position.

Final dividend

Subject to approval at the 2024 Annual General Meeting, the final dividend for the financial year ended 30 September 2023 of 12.75 pence per ordinary share will be paid on 9 February 2024 to those members whose names appear on the register at the close of business on 12 January 2024.

Recommendation

The Directors are of the opinion that all resolutions to be proposed at the 2024 Annual General Meeting are in the best interests of shareholders as a whole. Accordingly, the Board unanimously recommends that you vote in favour of all the proposed resolutions.

Yours sincerely



Andrew Duff
Chair

The Sage Group plc.

Notice of 2024 Annual General Meeting

Notice is hereby given that the Annual General Meeting of The Sage Group plc. (the “Company”) (the “2024 Annual General Meeting”, the “Meeting”) will be held at C23—5 & 6, Cobalt Park Way, Cobalt Park, Newcastle Upon Tyne, NE28 9EJ at 12 noon on Thursday, 1 February 2024, to transact the following business:

To consider and, if thought fit, to pass resolutions 1 to 17 (inclusive), which will be proposed as Ordinary Resolutions, and resolutions 18 to 21 (inclusive), which will be proposed as Special Resolutions.

Ordinary Resolutions

Annual Report and Accounts

1. To receive the Annual Report and Accounts of the Company together with the reports of the Directors and of the Company’s auditor for the financial year ended 30 September 2023 (the “FY23 Annual Report and Accounts”).

Approval of the Directors’ Remuneration Report

2. To approve the Directors’ Remuneration Report for the financial year ended 30 September 2023, set out on pages 129 to 163 of the FY23 Annual Report and Accounts (excluding the part summarising the Directors’ Remuneration Policy, which is on pages 139 to 143).

Final dividend

3. To declare a final dividend recommended by the Directors of 12.75 pence per ordinary share for the financial year ended 30 September 2023 to be paid on 9 February 2024 to members whose names appear on the register of members at the close of business on 12 January 2024.

Election and Re-election of Directors

4. That Roisin Donnelly be elected as a Director of the Company.
5. That Andrew Duff be re-elected as a Director of the Company.
6. That Sangeeta Anand be re-elected as a Director of the Company.
7. That Dr John Bates be re-elected as a Director of the Company.
8. That Jonathan Bewes be re-elected as a Director of the Company.
9. That Maggie Chan Jones be re-elected as a Director of the Company.

10. That Annette Court be re-elected as a Director of the Company.
11. That Derek Harding be re-elected as a Director of the Company.
12. That Steve Hare be re-elected as a Director of the Company.
13. That Jonathan Howell be re-elected as a Director of the Company.

Reappointment and remuneration of the auditor

14. To reappoint Ernst & Young LLP as auditor to the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
15. That the Audit and Risk Committee of the Board be authorised to determine and agree the remuneration of the auditor to the Company.

Political donations

16. That, in accordance with section 366 of the Companies Act 2006, the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect are authorised to:
 - (a) make political donations to political parties or independent election candidates not exceeding £100,000 in total;
 - (b) make political donations to political organisations other than political parties not exceeding £100,000 in total; and
 - (c) incur political expenditure not exceeding £100,000 in total,

provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000 in total, during the period beginning with the date of the passing of this resolution and ending at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 31 March 2025.

For the purpose of this resolution the terms “political donations”, “political parties”, “independent election candidates”, “political organisations” and “political expenditure” have the meanings set out in sections 363 to 365 of the Companies Act 2006.

The Sage Group plc.

Notice of 2024 Annual General Meeting continued

Authority to allot new shares

17. That:

- (a) the Directors be and are hereby generally and unconditionally authorised in accordance with article 7 of the Company's articles of association and section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:
 - (i) up to a maximum nominal amount of £3,594,319.07 (such amount to be reduced by the nominal amount of any equity securities (as defined in article 8 of the Company's articles of association) allotted under paragraph (ii) below in excess of £3,594,319.07); and
 - (ii) comprising equity securities (as defined in article 8 of the Company's articles of association) up to a maximum nominal amount of £7,188,638.14 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue (as defined in article 8 of the Company's articles of association);
- (b) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, or, if earlier, at the close of business on 31 March 2025; and
- (c) all previous unutilised authorities under section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

Special Resolutions

Authorities to disapply pre-emption rights

General disapplication of pre-emption rights

18. That:

- (a) in accordance with article 8 of the Company's articles of association, the Directors be given power to allot equity securities for cash as if section 561 of the Companies Act 2006 did not apply;
- (b) the power under paragraph (a) above (other than in connection with a rights issue, as defined in article 8 of the Company's articles of association) shall be limited to:
 - (i) the allotment of equity securities having a nominal amount not exceeding in aggregate £1,079,375.10; and
 - (ii) the allotment of equity securities (otherwise than under paragraph (i) above) up to an aggregate amount equal to 20% of any allotment of equity securities from time to time under paragraph (i) above such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice;
- (c) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 31 March 2025.

Additional disapplication of pre-emption rights

19. That:

- (a) in addition to any authority granted under resolution 18 the Directors be authorised:
 - (i) subject to the passing of resolution 17, to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred on them by that resolution under section 551 of that Act; and

(ii) to allot equity securities as defined in section 560(3) of that Act (sale of treasury shares) for cash, in either case as if section 561 of that Act did not apply to the allotment or sale, but this power shall be limited to:

- A. the allotment of equity securities up to a maximum nominal amount of £1,079,375.10, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice; and
- B. the allotment of equity securities (otherwise than under paragraph (A) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities from time to time under paragraph (A) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice;

(b) this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 31 March 2025; and

(c) the Company may, before this power expires, make an offer or enter into an agreement, which would or might require equity securities to be allotted after it expires, and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

Authority to purchase own shares on market

20. That in accordance with section 701 of the Companies Act 2006, the Company be and is hereby granted general and unconditional authority to make one or more market purchases (within the meaning of section 693 of the Companies Act 2006) of ordinary shares in the capital of the Company on such terms and in such manner as the Directors shall determine provided that:

- (a) the maximum number of ordinary shares which may be acquired pursuant to this authority is 102,607,262 ordinary shares in the capital of the Company;

(b) the minimum price which may be paid for each such ordinary share (exclusive of all expenses) is its nominal value;

(c) the maximum price which may be paid for each such ordinary share (exclusive of all expenses) shall not be more than the higher of:

- (i) an amount equal to 105% of the average of the middle market prices shown in the quotations for the ordinary shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased; and

- (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;

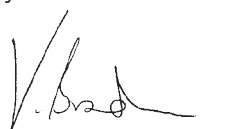
(d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, or, if earlier, at the close of business on 31 March 2025 unless renewed before that time; and

(e) the Company may make a contract or contracts to purchase ordinary shares under this authority before its expiry which will be or may be executed wholly or partly after expiry of this authority and may make a purchase of ordinary shares in pursuance of such contract.

Notice period for general meetings

21. That a general meeting (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.

By Order of the Board



Vicki Bradin

Company Secretary

Registered office:

C23—5&6, Cobalt Park Way, Cobalt Park,
Newcastle Upon Tyne, NE28 9EJ, United Kingdom

Registered in England and Wales,
Company number 02231246

7 December 2023

Explanatory notes to the Resolutions

Resolutions 1 to 17 (inclusive) are Ordinary Resolutions which require a simple majority of more than 50% of votes to be cast in favour to be passed. Resolutions 18 to 21 (inclusive) are Special Resolutions which require a 75% majority of the votes to be cast in favour to be passed.

Ordinary resolutions

Resolution 1—Annual Report and Accounts

This resolution is to receive and consider the FY23 Annual Report and Accounts. The Directors are required to present the FY23 Annual Report and Accounts, including the independent auditor's report.

Resolution 2—Approval of the Directors' Remuneration Report

This resolution is to approve the Directors' Remuneration Report as set out on pages 129 to 163 of the FY23 Annual Report and Accounts (excluding the part summarising the Directors' Remuneration Policy, which is on pages 139 to 143).

Section 439 of the Companies Act 2006 requires that the Directors' Remuneration Report for the financial year be put to a vote of shareholders at the Annual General Meeting. This vote is advisory and the Directors' entitlement to receive remuneration is not conditional on it.

Resolution 3—Final dividend

This resolution seeks shareholder approval for the proposed final dividend of 12.75 pence per ordinary share. The final dividend declared cannot exceed the amount recommended by the Directors. An interim dividend of 6.55 pence per ordinary share was paid on 23 June 2023. The Board is proposing a final dividend of 12.75 pence per ordinary share, making a total dividend for the year of 19.3 pence per ordinary share. If approved, the final dividend will be paid on 9 February 2024 to members whose names appear on the register of members at the close of business on 12 January 2024. This final dividend reflects the Group's strong business performance and cash generation during FY23 and is in line with the Company's progressive dividend policy, while considering the future capital requirements of the Group. Dividends will not be paid to any sanctioned person or to any person who cannot confirm that they have not been sanctioned if requested to do so.

Further information is set out on page 252 of the FY23 Annual Report and Accounts.

Resolutions 4 to 13—Election and re-election of Directors

In accordance with the provisions of the 2018 UK Corporate Governance Code (the "Code") and the Company's articles of association, the Directors are subject to election or annual re-election by shareholders.

Resolution 4 relates to the election by shareholders of Roisin Donnelly, who was appointed to the Board as an independent Non-executive Director on 3 February 2023.

Resolutions 5 to 13 relate to the re-election of the other Directors who wish to continue to serve, Andrew Duff, Sangeeta Anand, Dr John Bates, Jonathan Bewes, Maggie Chan Jones, Annette Court, and Derek Harding as Non-executive Directors and Steve Hare and Jonathan Howell as Executive Directors.

Drummond Hall is retiring from the Board at the end of December 2023 and so is not seeking re-election.

The Board has considered the key strengths and experience of each Director and the contribution that each Director brings to the Board and its Committees. Following the outcome of the internal Board evaluation process in FY23, the Board concluded that each Director proposed for election or re-election continues to demonstrate commitment to their role and to make a valuable contribution to the Board and to the Committees on which they sit. Details of the internal Board evaluation process can be found on pages 108 and 109 of the FY23 Annual Report and Accounts.

The interests and external time commitments of the Non-executive Directors have been considered and the Board has concluded that they are free from any relationships or circumstances that could affect their judgement and are accordingly considered independent. Andrew Duff was independent on his appointment to the Board, and as Chair.

It is the Board's view that the Directors' biographies below illustrate why the contribution of each Director standing for election/re-election is, and continues to be, important to the long-term sustainable success of the Company.

Resolution 4—Election of Roisin Donnelly as a Director

Role: Independent Non-executive Director

Appointment date: 3 February 2023

Committees: Member of the Remuneration Committee

Board contribution:

- The Board benefits from her significant experience in customer, marketing and branding
- Digital transformation and data background
- ESG strategy development at board level

Key strengths and experience: Extensive customer, marketing and branding experience, gained during her executive career at Procter & Gamble. Roisin has previously served as non-executive director of Just Eat plc, HomeServe Limited, Holland & Barrett Limited and Bourne Leisure Limited.

Upon recommendation of the Nomination Committee, the Board approved the appointment of Roisin Donnelly to the Remuneration Committee with effect from 1 March 2023 given her wide experience on remuneration committees in other non-executive roles.

Key external commitments: Non-executive director of NatWest Group plc and non-executive director of Premier Foods plc

Resolution 5—Re-election of Andrew Duff as a Director

Role: Chair

Appointment date: Independent Non-executive Director on 1 May 2021 and as Non-executive Chair on 1 October 2021

Committees: Chair of the Nomination Committee

Board contribution:

- Extensive experience as a non-executive director and chair
- Strong track record of transforming high-profile international businesses
- Effective leader with strategic insights and international experience

Key strengths and experience: Strong track record as a non-executive chair with focus on culture, purpose, customer centricity, and delivering value for all stakeholders. Andrew has previously served as a non-executive chair of Elementis plc and Severn Trent plc, non-executive director of Wolseley plc and chief executive officer of npower.

Key external commitments: Non-executive director of UK Government Investments Ltd

Resolution 6—Re-election of Sangeeta Anand as a Director

Role: Independent Non-executive Director

Appointment date: 1 May 2020

Committees: Member of the Audit and Risk Committee

Board contribution:

- The Board benefits from her deep operating experience in transforming complex product portfolios and go-to-market, to capture the cloud opportunity
- Technology and business experience includes cybersecurity, cloud, enterprise software, SaaS and application services

Key strengths and experience: Silicon Valley-based senior technology leader with extensive experience in leading P&L and growth across a range of public, PE-owned and startup companies including having served as chief marketing officer of Alkira Inc (disruptive SaaS networking startup), senior vice president of F5 Networks Inc (Listed on NASDAQ), general manager and corporate vice president of SafeNet (part of Thales Group) and vice president of Cisco Systems.

Key external commitments: Independent board member of Direktiv.IO

Resolution 7—Re-election of Dr John Bates as a Director

Role: Independent Non-executive Director

Appointment date: 31 May 2019

Committees: Member of the Nomination Committee and the Remuneration Committee

Board contribution:

- John brings his deep knowledge in the field of technology innovation including the use of Artificial Intelligence and Machine Learning functionality to improve the customer experience
- Wealth of experience in creating brand identity, go-to-market strategy, customer experience, sales and support across diverse cultural regions
- Has led the evolution of platforms for digital business

Key strengths and experience: Valuable technology skills having served as co-founder, president and chief technology officer of Apama (now part of Software AG), head of industry solutions and chief marketing officer at Software AG, chief executive officer of Terracotta, Inc. (a subsidiary of Software AG), executive vice president of corporate strategy and chief technology officer at Progress Software, and chief executive officer at Plat.One (now part of SAP). John has also recently served as chief executive officer of the Eggplant Group, part of Keysight Technologies Inc.

Explanatory notes to the Resolutions continued

Key external commitments: Chief executive officer of SER Group Holding GmbH and director and president of SER Group Inc.

Resolution 8—Re-election of Jonathan Bewes as a Director

Role: Independent Non-executive Director

Appointment date: 1 April 2019

Committees: Chair of the Audit and Risk Committee

Board contribution:

- Wealth of accounting and financial experience
- Strong investment banking experience gained over a 25-year career in the sector, including experience of serving as chairman on an audit committee, makes him well suited to the role of independent Non-executive Director and Chair of the Audit and Risk Committee
- Advisor to boards of UK and overseas companies on a wide range of financial and strategic issues, including financing, corporate strategy and governance

Key strengths and experience: Jonathan is a seasoned investment banker, having worked at Robert Fleming, UBS and Bank of America Merrill Lynch and was previously vice-chair, corporate and institutional banking at Standard Chartered Bank plc.

Key external commitments: Senior independent director and chair of the audit committee of Next plc and non-executive director and chair of the audit and risk committee of the Court of the Bank of England

Resolution 9—Re-election of Maggie Chan Jones as a Director

Role: Independent Non-executive Director

Appointment date: 1 December 2022

Committees: None

Board contribution:

- Deep international marketing and brand experience gained from her time spent at some of the world's largest technology companies
- Recognised industry thought leader in marketing and technology, with experience in brand, cloud transformation and global advertising
- A passion and commitment to fostering diversity and inclusion for women in leadership roles

Key strengths and experience: Named as one of the world's most influential chief marketing officers by Forbes. She was SAP's first woman chief marketing officer, responsible for driving the software provider's global marketing effort across more than 180 countries, and has previously served as a Non-executive Director on the Board of Avast plc.

Maggie has a personal passion for driving inclusivity, gender diversity and wider ESG matters which led to her appointment as the ESG Non-executive Director in March 2023. While the role of the ESG Non-executive Director is not a formal Board role, it was introduced in financial year 2022 to enhance the Board's visibility of driving Sage's ESG agenda.

Key external commitments: CEO of Tenshey, Inc., non-executive board advisor to Ontinue, non-executive director and member of the nomination and responsible business committees of BT Group plc and director at large and member of the audit and strategic investment committees of the US Tennis Association

Resolution 10—Re-election of Annette Court as a Director

Role: Independent Non-executive Director

Appointment date: 1 April 2019

Committees: Chair of the Remuneration Committee and member of the Audit and Risk Committee and the Nomination Committee

Board contribution:

- The Board benefits from Annette's experience of both executive and non-executive director roles at the highest levels including as chair of a FTSE 100 company, and prior experience of serving as chair of a remuneration committee. This also means that Annette is appropriately placed to chair Sage's Remuneration Committee
- Strong technology background with a record of using e-commerce to drive commercial success
- Expertise in mentoring leaders to achieve greater clarity of purpose and provide a practical approach to problem-solving

Key strengths and experience: Annette's prior roles include senior independent director of Jardine Lloyd Thompson Group, chief executive officer of Europe General Insurance for Zurich Financial Services, chief executive officer of the Direct Line Group, director of the board of the Association of British Insurers and non-executive director of Foytons Group plc. She was also previously chair of Admiral Group plc.

Annette was appointed as a member of the Nomination Committee in March 2023 noting her considerable understanding of the Sage business, culture and the workforce. Annette will assume the role of the Senior Independent Director from 1 January 2024, which is testament to the Board's confidence in her expertise, personal attributes and her ability to commit sufficient time to the role.

Key external commitments: Chair of WH Smith Plc and Director of Admiral Europe Compañía de Seguros

Resolution 11—Re-election of Derek Harding as a Director

Role: Independent Non-executive Director

Appointment date: 2 March 2021

Committees: Member of the Audit and Risk Committee

Board contribution:

- Significant financial experience, including leading business transformations
- Broad experience across a range of commercially focused financial and operational roles including strategy, investor relations, mergers and acquisitions

Key strengths and experience: Sharp financial acumen gained as chief financial officer at Senior plc, group finance director at Shop Direct and finance director of Wolseley UK.

Key external commitments: Chief financial officer at Spectris plc

Resolution 12—Re-election of Steve Hare as a Director

Role: Chief Executive Officer

Appointment date: 3 January 2014 as Chief Financial Officer, 31 August 2018 as Chief Operating Officer, and as Chief Executive Officer on 2 November 2018

Committees: None

Board contribution:

- Significant financial, operational and transformation experience which includes driving change programmes in a number of his previous roles
- Deep knowledge of Sage, having joined the Board in January 2014 as Chief Financial Officer
- Extensive understanding of the drivers and priorities needed to continue accelerating Sage's growth in all regions and across all cloud solutions
- Continues to drive strategic acquisitions, adding valuable new technologies, capability and talent to the Group

Key strengths and experience: Steve joined Sage in January 2014, having previously been operating partner and co-head of the Portfolio Support Group at the private equity firm Apax Partners. Prior to this, he held leading roles in the finance function for listed companies including chief financial officer for Invensys plc, Spectris plc and Marconi plc.

Key external commitments: None

Resolution 13—Re-election of Jonathan Howell as a Director

Role: Chief Financial Officer

Appointment date: 15 May 2013 as Non-executive Director and as Chief Financial Officer on 10 December 2018

Committees: None

Board contribution:

- Highly experienced group finance director as well as experience as a chair and non-executive director
- Significant financial and accounting experience gained across a number of sectors which allows him to provide substantial insight into the Group's financial reporting and risk management processes
- Excellent working knowledge of Sage, having joined the Board in May 2013 as an independent Non-executive Director and acted as the chair of the Audit and Risk Committee

Key strengths and experience: Prior to his appointment as Chief Financial Officer, Jonathan was group finance director of Close Brothers Group plc and the London Stock Exchange Group plc. He has also been a non-executive director of EMAP plc and the chair of FTSE International.

Key external commitments: Independent non-executive director of Experian plc

Resolutions 14 and 15—Reappointment and remuneration of the auditor

On the recommendation of the Audit and Risk Committee, the Board proposes the reappointment of Ernst & Young LLP as the auditor for the financial year ending 30 September 2024.

Resolution 15 authorises the Audit and Risk Committee, on behalf of the Board, to determine and agree the auditor's remuneration. Further details of the current auditor are set out on pages 126 and 127 of the FY23 Annual Report and Accounts.

Following a competitive tender process led by the Audit and Risk Committee, the Company announced (in September 2023) that the Board will recommend the appointment of KPMG LLP to serve as the Company's auditor for the financial year ending 30 September 2025. A resolution will be put forward at Sage's 2025 Annual General Meeting to seek shareholder approval for this (subject to KPMG receiving an updated independence assessment at the appropriate time). For further information on the audit tender process and the Board's decision, please refer to pages 127 and 128 and page 59 of the FY23 Annual Report and Accounts.

Explanatory notes to the Resolutions continued

Resolution 16—Political donations

Part 14 of the Companies Act 2006, amongst other things, prohibits the Company and its subsidiaries from making UK political donations or from incurring political expenditure in respect of a political party or other political organisation or an independent election candidate unless authorised by the Company's shareholders. Aggregate donations made by the Group of £5,000 or less in any 12-month period will not be caught.

Neither the Company nor any of its subsidiaries has any intention of making any political donations or incurring any political expenditure. However, the Companies Act 2006 defines "political party", "political organisation", "political donation" and "political expenditure" widely. For example, bodies, such as those concerned with policy review and law reform or with the representation of the business community or sections of it, which the Company and/or its subsidiaries may see benefit in supporting, may be caught.

Accordingly, and in line with common practice, the Company wishes to ensure that neither it nor its subsidiaries inadvertently commits any breaches of the Companies Act 2006 through the undertaking of routine activities, which would not normally be considered to result in the making of political donations or in political expenditure being incurred.

As permitted under the Companies Act 2006, the resolution covers the Company and extends to all companies which are subsidiaries of the Company at any time the authority is in place. The proposed authority will expire at the next Annual General Meeting of the Company or, if earlier, at the close of business on 31 March 2025.

Resolution 17—Authority to allot new shares

This resolution will be proposed to enable the Directors to renew, in line with updated institutional guidelines issued by the Investment Association ("IA") in February 2023, their powers to allot ordinary shares in the capital of the Company without the prior consent of shareholders, for a period expiring at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 31 March 2025.

Paragraph (a)(i) of resolution 17 will allow the Directors to allot ordinary shares up to an aggregate maximum nominal amount of £3,594,319.07 (representing approximately 33.3% of the nominal value of the Company's issued share capital, excluding shares held in treasury, on 30 November 2023, the latest practicable date prior to the publication of this document).

Paragraph (a)(ii) of resolution 17 will allow Directors to allot, including the ordinary shares referred to in paragraph (a)(i) of resolution 17, further of the Company's ordinary shares in connection with a rights issue or other pre-emptive offer to ordinary shareholders up to a maximum nominal amount of £7,188,638.14 (representing approximately 66.6% of the Company's existing issued share capital, excluding shares held in treasury, on 30 November 2023, the latest practicable date prior to the publication of this document).

The Directors have no present intention of exercising this authority. However, if they do exercise the authority, the Directors intend to follow best practice as regards its use as recommended by the IA.

As at 30 November 2023, the latest practicable date prior to the publication of this document, the Company holds 73,798,850 shares in treasury, which represents approximately 7.19% of the total ordinary share capital (excluding shares held in treasury) in issue.

Special resolutions

Authorities to disapply pre-emption rights Resolution 18—General disapplication of pre-emption rights

Under section 561 of the Companies Act 2006, if the Directors wish to allot any equity securities for cash (other than in connection with any employee share scheme) they must offer them to existing shareholders in the first instance in proportion to their holdings. This is called pre-emption rights. This resolution will, in line with the latest institutional shareholder guidelines, including the revised Statement of Principles published by the Pre-Emption Group in November 2022 (the "2022 Statement of Principles"), give the Directors the authority to allot equity securities for cash without first being required to offer such shares to existing shareholders for a period expiring at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 31 March 2025.

If approved, the resolution, which follows the Pre-Emption Group's template resolution, will empower the Directors, in accordance with the Company's articles of association and the 2022 Statement of Principles, to issue shares in connection with a rights issue or other pre-emptive offer and otherwise to issue shares and/or sell treasury shares for cash:

- (A) (A) for general corporate purposes (under paragraph (b)(i) of the resolution), up to a maximum nominal amount of £1,079,375.10 (representing approximately 10% of the issued share capital of the Company (excluding shares held in treasury) as at 30 November 2023 (being the latest practicable date prior to publication of this document)); and

(B) (B) for the purposes of making a follow-on offer to existing shareholders (under paragraph (b)(ii) of the resolution and as described in the 2022 Statement of Principles), up to an additional aggregate amount equal to 20% of any allotment under paragraph (b)(i) of the resolution. The maximum additional nominal amount that could be issued under paragraph (b)(ii) of the resolution (based on the authority under paragraph (b)(i) being used in full) is £215,875.02 (representing approximately 2% of the issued share capital of the Company (excluding shares held in treasury) as at 30 November 2023).

The total maximum nominal amount of equity securities to which Resolution 18 relates is £1,295,250.12 (representing approximately 12% of the issued share capital of the Company (excluding shares held in treasury) as at 30 November 2023).

The Directors have no present intention of exercising this authority. However, if they do exercise this authority, they intend to follow best practice as regards its use, including: (i) following the shareholder protections in Part 2B of the 2022 Statement of Principles; and (ii) in respect of any follow-on offer, following the expected features set out in paragraph 3 of Part 2B of the 2022 Statement of Principles.

This resolution will be proposed as a special resolution.

Resolution 19—Additional disapplication of pre-emption rights

This resolution further requests shareholder approval, by way of a separate special resolution in line with the best practice guidance issued by the Pre-Emption Group, for the Directors to allot equity securities and/or sell treasury shares for cash without first being required to offer such securities to existing shareholders. The resolution follows the Pre-Emption Group's template resolution and reflects the 2022 Statement of Principles.

The authority granted by this resolution, if passed, will be limited to the allotment of equity securities and the sale of treasury shares for cash:

(A) under paragraph (A) of the resolution, up to an aggregate nominal value of £1,079,375.10 (representing approximately 10% of the issued share capital of the Company (excluding shares held in treasury) as at 30 November 2023 (being the latest practicable date prior to publication of this document)), to be used only in connection with an acquisition or other capital investment of a kind contemplated by the 2022 Statement of Principles, and which is announced contemporaneously with the allotment, or has taken place in the preceding 12-month period and is disclosed in the announcement of the allotment; and

(B) (B) under paragraph (B) of the resolution, up to an additional aggregate amount equal to 20% of any allotment under paragraph (A) of the resolution, for the purposes of making a follow-on offer to existing shareholders as described in the 2022 Statement of Principles. The maximum additional nominal amount that could be issued under paragraph (B) of the resolution (based on the authority under paragraph (A) being used in full) is £215,875.02 (representing approximately 2% of the issued share capital of the Company (excluding shares held in treasury) as at 30 November 2023).

The total maximum nominal amount of equity securities to which resolution 19 relates is £1,295,250.12 (representing approximately 12% of the issued share capital of the Company (excluding shares held in treasury) as at 30 November 2023).

The authority granted by this resolution would be in addition to the general disapplication of pre-emption rights under resolution 18.

The Directors have no present intention of exercising this authority. However, if they do exercise this authority, they intend to follow best practice as regards its use, including:

(i) following the shareholder protections in Part 2B of the 2022 Statement of Principles; and (ii) in respect of any follow-on offer, following the expected features set out in paragraph 3 of Part 2B of the 2022 Statement of Principles.

The proposed authority will expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 31 March 2025.

This resolution will be proposed as a special resolution.

Resolution 20—Authority to purchase own shares on market

This resolution gives the Company authority to purchase its own ordinary shares in the market in accordance with the Companies Act 2006 on such terms and in such manner as the Directors determine, subject to the following:

- the price which may be paid for each ordinary share will not be less than the nominal value of the share and will not exceed the higher of 5% above the average of the middle market quotations for prices of the ordinary shares of the Company (as derived from the London Stock Exchange Daily Official List) for the five business days before the purchase is made and an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out, in each case exclusive of any expenses payable by the Company;

Explanatory notes to the Resolutions continued

- the maximum aggregate number of shares that may be purchased pursuant to this authority shall be limited to 102,607,262 shares which is equivalent to approximately 10% of the Company's issued share capital, excluding shares held in treasury, as at 30 November 2023, the latest practicable date prior to publication of this document; and
- the authority will remain in force until the conclusion of the next Annual General Meeting of the Company or, if earlier, the close of business on 31 March 2025.

The Company may agree before the authority terminates to purchase ordinary shares where the purchase(s) will or may be executed after the authority terminates (either in whole or in part). The Company may complete such purchase(s) even though the authority has ended.

The power given by the resolution will only be exercised if the Directors are satisfied that any purchase will increase the earnings per share of the ordinary share capital in issue after the purchase and, accordingly, that the purchase is in the interests of shareholders. The Directors will also consider gearing levels of the Company and its general financial position. The purchase price would be paid out of distributable profits.

A listed company may hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares by the company in accordance with the Companies Act 2006. Shares held in treasury in this manner are available for resale by the Company or may be transferred for the purpose of or pursuant to an employees' share scheme. Accordingly, if the Directors exercise the authority conferred by this resolution, the Company has the option of holding those shares in treasury, rather than cancelling them. The Board would have regard to any guidelines published by any of the investor groups in force at the time of any such purchase, holding or resale of treasury shares.

The total number of options to subscribe for ordinary shares and awards to be satisfied by newly issued ordinary shares under other employee share schemes of the Group that were outstanding at 30 November 2023 (being the latest practicable date prior to the publication of this document) was 26,468,653. The proportion of issued share capital, excluding shares held in treasury, that they represented at that time was 2.58% and the proportion of issued share capital that they will represent if the full authority to purchase shares, existing and being sought, is used is 3.21%.

Sage obtained shareholder authority at the AGM held on 2 February 2023 to buy back in the market up to 102,351,092 ordinary shares (the "2023 Buyback Authority"). No shares were purchased under the 2023 Buyback Authority in the financial year ending 30 September 2023. However, on 22 November 2023,

the Company announced a share buyback programme of up to £350 million, running from 22 November 2023 and expected to end no later than 23 April 2024 (the "2023/2024 Buyback Programme"). The Company has, as at 30 November 2023, used the 2023 Buyback Authority to purchase 1,805,799 shares in the market as part of the 2023/2024 Buyback Programme. The 2023 Buyback Authority will expire at the 2024 Annual General Meeting but will, subject to shareholder approval at the Meeting, be replaced with a similar authority as set out in resolution 20. Shares purchased under the 2023/2024 Buyback Programme will be cancelled. Further information on the 2023/2024 Buyback Programme can be found in our announcement of 22 November 2023. Information on transactions in own shares is also publicly available via the regulatory information service and on Sage's website at www.sage.com/investors/.

This resolution will be proposed as a special resolution.

Resolution 21—Notice period for general meetings

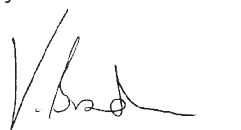
The notice period required by the Companies Act 2006 for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. Annual General Meetings must always be held on at least 21 clear days' notice.

This resolution will be proposed to allow the Company to call general meetings (other than an Annual General Meeting) on 14 clear days' notice. A resolution on the same terms was passed at the Annual General Meeting on 2 February 2023.

It is intended that the flexibility offered by this resolution will only be used for time-sensitive, non-routine business and where merited in the interests of shareholders as a whole. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

This resolution will be proposed as a special resolution.

By Order of the Board



Vicki Bradin
Company Secretary
7 December 2023

Notes

Eligibility to attend and vote

1. The arrangements for the 2024 Annual General Meeting are explained in the Chair's letter. Any changes to these arrangements will be communicated to shareholders through the Company's website at www.sage.com/investors/. The 2024 Annual General Meeting will be held as an in person (physical) general meeting. If you are planning to attend the Meeting, we ask you please to register your intention to do so with Equiniti, our Registrar, by ticking the tick box on either the Form of Proxy (which you should return to Equiniti) or on www.sharevote.co.uk, so that we can make appropriate arrangements. You will be provided with a poll card at the venue. Shareholders who may be unable to attend the Meeting or who would prefer to vote in advance are strongly encouraged to appoint a proxy, with voting instructions.
2. Only those members registered in the register of members of the Company as at 6.30pm on 30 January 2024 or, in the event that this Meeting is adjourned, in the register of members as at 6.30pm on the day two days (excluding any non-working days) before the time of any adjourned meeting shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time.

Changes to entries in the register of members after 6.30pm on 30 January 2024 or, in the event that this Meeting is adjourned, in the register of members after 6.30pm on the day two days (excluding any non-working days) before the time of any adjourned meeting shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

Appointment of a proxy

3. A member entitled to attend and to speak and vote at the Meeting may appoint one or more proxies to exercise all or any of their rights to attend and to speak and vote instead of them. A proxy need not also be a member. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attaching to different shares.
4. To be valid, a **Form of Proxy** and any power of attorney or other authority (if any) under which it is signed (or a duly certified copy thereof) must be lodged with the Company's Registrar, Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA by **no later than 12 noon on 30 January 2024**. A Form of Proxy, which may be used to make such appointment and give proxy instructions, accompanies this document. The completion and return of a Form of Proxy, or the appointment of a proxy electronically, will not prevent a member who wishes to do so from attending and voting at the Meeting.

5. If you do not have a Form of Proxy and believe you should have one, or if you require additional forms, please contact the Company's Registrar, Equiniti, on +44 (0)371 384 2859. Lines are open 8.30 am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales).

Electronic appointment of a proxy

6. As an alternative to completing a hard copy Form of Proxy, a member can appoint a proxy electronically by visiting www.sharevote.co.uk. For security purposes, you will need to provide your Voting ID, Task ID and Shareholder Reference Number (SRN) (which are shown under your name on the Form of Proxy). Full instructions are given on the website. The **proxy appointment** and instructions if relevant should reach the Company's Registrar **no later than 12 noon on 30 January 2024**. CREST members may appoint a proxy through the CREST electronic proxy appointment service (please see note 8 below). You must inform the Company's Registrar in writing of any termination of the authority of a proxy.
7. If you return both paper and electronic proxy instructions, those received last by the Registrar before the latest time for receipt of proxies will take precedence. You are advised to read the website's terms and conditions of use carefully. Electronic communication facilities are available to all shareholders and those who use them will not be disadvantaged.

Electronic proxy appointment by CREST members

8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the 2024 Annual General Meeting and any adjournment(s) of that meeting, by using the procedures described in the CREST Manual, which is available at www.euroclear.com. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest

Notes continued

time(s) for receipt of proxy appointments specified in note (4) above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Electronic proxy appointment via Proxymity

9. 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. Your proxy must be lodged by **12 noon on 30 January 2024** 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.

Corporate representatives

10. Any corporation that is a member can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual member provided that they do not do so in relation to the same shares.

Indirect investors

11. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between them and the shareholder by whom he/she was nominated (the "Relevant Member"), have a right to be appointed (or to have someone else appointed) as a proxy for the 2024 Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the Relevant Member as to the exercise of voting rights. Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.
12. The statement of the rights of shareholders in relation to the appointment of proxies in notes 3 and 4 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

Total voting rights

13. As at 30 November 2023 (being the latest practicable date prior to the publication of this document) the Company's issued share capital consists of 1,099,871,473 ordinary shares, of which 73,798,850 are held in treasury and 4,419,478 are held in The Sage Group plc. Employee Benefit Trust. Therefore, the total exercisable voting rights in the Company as at 30 November 2023 are 1,026,072,623.

Poll voting

14. All resolutions will be put to vote on a poll. This will result in an accurate reflection of the views of shareholders by ensuring that every vote is recognised. On a poll, each shareholder has one vote for every share held.

Publication of statement in relation to the audit of the Company

15. It is possible that, pursuant to requests made by members of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on its website a statement setting out any matter relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the 2024 Annual General Meeting or relating to any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual reports and accounts were laid. The Company may not require the members requesting such website publication to pay its expenses in complying with section 527 or 528 of the Companies Act 2006 and it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the 2024 Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on its website.

Documents available for inspection

16. Copies of the Company's articles of association and the service contracts and terms of appointment of the Directors are available for inspection during normal business hours by appointment at C23—5&6, Cobalt Park Way, Cobalt Park, Newcastle Upon Tyne, NE28 9EJ (and for at least 15 minutes before and during the 2024 Annual General Meeting).

Website information

17. In accordance with section 311A of the Companies Act 2006, the contents of this document, details of the total number of shares in respect of which members are entitled to exercise voting rights at the 2024 Annual General Meeting, the total voting rights members are entitled to exercise at the 2024 Annual General Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice can be found on our website at www.sage.com/investors/.

Contacts for Sage's Registrar

18. Except as otherwise provided in this Notice above, members who have general queries about the 2024 Annual General Meeting should use the following means of communication (no other methods of communication will be accepted): calling our shareholder helpline on +44 (0)371 384 2859; lines are open 8.30 am to 5.30 pm, Monday to Friday (excluding public holidays)); or writing to the Company's Registrar, Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA. You may not use any electronic address provided either in this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

Questions at the 2024 Annual General Meeting

19. Any member attending the Meeting has the right to ask questions relating to the business of the Meeting in accordance with section 319A of the Companies Act 2006. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered. Shareholders are reminded that unacceptable behaviour will not be tolerated at the Meeting and will be dealt with appropriately by the Chair.

If you would like to submit your questions about the business of the Meeting in advance, you can do so by emailing agm2024@sage.com no later than close of business on 22 January 2024. We will aim to provide a response to all pre-submitted questions relating to the business of the Meeting, before the deadline for proxy appointments, so that you can make a fully informed voting decision. Please include your full name and SRN in your email.

Notes continued

Members' resolutions

20. Under section 338 and section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company:

- (i) to give, to members of the Company entitled to receive notice of the Meeting, notice of a resolution which may properly be moved and is intended to be moved at the Meeting; and/or
- (ii) to include in the business to be dealt with at the Meeting any matter (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must be received by the Company not later than 20 December 2023, being the date six clear weeks before the Meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Shareholder helpline

21. If you have any questions relating to the enclosed documents, please call the Company's Registrar, Equiniti, on +44 (0)371 384 2859. Lines are open 8.30 am to 5.30 pm, Monday to Friday (excluding public holidays in England and Wales). The helpline cannot give any financial, legal or tax advice.

Financial calendar

Dividend payments*

FY23 Final payable: 9 February 2024
H1 FY24 Interim payable: 28 June 2024

Results announcements

Q1 FY24 Trading update: 18 January 2024
H1 FY24 Interim results: 16 May 2024
Q3 FY24 Trading update: 30 July 2024
FY24 Full-Year results: 20 November 2024

* Subject to Board and, in the case of the final dividend, shareholders' approval, as appropriate.

Please note that these dates are provisional and subject to change. Please access our financial calendar at www.sage.com/investors/, which is updated regularly.

