

The Sage Group plc.

Notice of the 2026 Annual General Meeting
to be held on Thursday, 5 February 2026

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.



Welcome

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Website information

Our Company website, www.sage.com/investors/, is the principal means we use to communicate with our shareholders. There is a wealth of useful information online including:

- The Sage Group plc. Annual Report and Accounts for the year ended 30 September 2025
- Our approach to corporate governance at Sage
- Our latest news, press releases and investor presentations.



Scan or click the QR code for access to our investor relations website.

Key information

Registering your voting instructions

We encourage all shareholders to vote online in advance of the Meeting, regardless of whether or not you plan to attend the meeting in person.

You can visit www.shareview.co.uk to register your vote online. Our Registrar, Equiniti must receive all proxy appointments and voting instructions by 12 noon on 3 February 2026.

Read more on pages 2, 14 to 16

Voting via CREST and Proxymity

The deadline to submit your voting instructions is by 12 noon on 3 February 2026.

You can visit either www.euroclear.com or www.proxymity.io for more information on how to vote.

Read more on pages 14 and 15

Submitting questions via email

Ask your questions in advance of the AGM by emailing agm2026@sage.com from now until close of business on Monday 26 January 2026. We will aim to provide a response to all pre-submitted questions relating to the business of the 2026 Annual General Meeting, before the deadline for proxy appointments, so that you can make a fully informed voting decision. Please include your full name and Shareholder Reference Number in your email.

Read more on pages 2 and 17

Attending the AGM

The meeting will be held at our registered office at C23—5 & 6, Cobalt Park Way, Cobalt Park, Newcastle Upon Tyne, NE28 9EJ on Thursday, 5 February 2026.

The Meeting will commence at 12 noon. Registration for those attending in person will commence at 11.00 a.m.

Read more on pages 2 and 14

Chair's letter

4 December 2025

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 "2026 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, 5 February 2026. The Meeting will commence at 12 noon. Enclosed with this letter is our Annual Report and Accounts for the year ended 30 September 2025 (the "FY25 Annual Report and Accounts"), the Notice of Meeting (the "Notice") and Form of Proxy.

The Notice, which is set out on pages 3 to 7 together with explanatory notes on pages 8 to 13 and additional notes on pages 14 to 17, describes the business that will be proposed at the Meeting and sets out the procedures for your participation and voting. The FY25 Annual Report and Accounts and the Notice are also available on our corporate website at www.sage.com/investors/.

Board Recommendation

The Directors consider that all resolutions proposed at the Meeting, as detailed in this Notice along with their explanatory notes, are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board unanimously recommends that you vote in favour of each resolution, as we intend to do ourselves, in our capacity as fellow shareholders.

Most of the resolutions pertain to routine matters typically addressed at each annual general meeting. However, I would like to highlight a few key matters for your attention:

Final dividend

Subject to approval at the 2026 Annual General Meeting, the final dividend for the financial year ended 30 September 2025 of 14.40 pence per ordinary share will be paid on 10 February 2026 to those members whose names appear on the register at the close of business on 9 January 2026.

Election and Re-election of Directors

In accordance with the Company's articles of association, all Directors will retire at the 2026 Annual General Meeting and seek election or re-election by shareholders.

As previously announced, Jacqui Cartin is joining the Board as Chief Financial Officer on 1 January 2026 and will be proposed for election by shareholders at the Meeting for the first time. I am pleased to welcome Jacqui to the Board. Her extensive knowledge of Sage, together with her strong technical expertise, uniquely positions her to contribute towards Sage's strategic objectives and shareholder value creation. Lori Mitchell-Keller is also standing for election for the first time at the Meeting, having been appointed to the Board after the 2025 annual general meeting. Lori brings significant experience in scaling, differentiating, and advancing businesses through technology transformation, which undoubtedly adds value to the Sage Board and its decision making.

Jonathan Howell will step down from the Board as Chief Financial Officer on 31 December 2025, as previously announced, and so will not stand for re-election at the 2026 Annual General Meeting. I am grateful to Jonathan for his outstanding contribution, commitment and dedication to the Board during his tenure as a Board member and he will leave with our best wishes as he moves on from executive life.

A summary of the biographical details, Board contribution, key strengths, and experience of Directors standing for election and re-election (as applicable) can be found in Appendix 1 on pages 18 to 20.

Non-executive Directors' fees

Resolution 17 seeks shareholder approval to increase the maximum aggregate fees that can be paid each year to Non-executive Directors under the Company's articles of association, from £1,750,000 to £2,250,000. The proposed increase is intended to ensure the Company continues to have sufficient headroom and flexibility in setting the level of Non-executive Directors' fees in the future and to continue to attract and retain qualified talent on the Board. Further information can be found in the explanatory notes on page 9.

Chair's letter continued

Company Share Plans

Approval is also sought for the adoption of the Company's new Share Incentive Plan (Resolution 18), the amendment of the Company's 2023 Colleague Share Purchase Plan (Resolution 19), and the renewal and amendment of the Company's Save and Share Plan (Resolution 20), to ensure the Company is positioned to compete with UK competitors and peers in a competitive market for talent. Further details are provided in the explanatory notes section on pages 9 and 10.

Attending the 2026 Annual General Meeting

We value the opportunity to meet our shareholders in person and I am therefore pleased that the 2026 Annual General Meeting will be an in person meeting at our registered office. 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.shareview.co.uk. This will help us make the necessary arrangements.

Our corporate website, www.sage.com/investors/ serves as the primary platform for communication with our shareholders.

We encourage you to monitor this site for the latest updates regarding the 2026 Annual General Meeting.

Voting

Your vote is important to us. We encourage all shareholders to vote online in advance of the Meeting, regardless of whether or not you plan to attend the Meeting in person.

Please note that our Registrar, Equiniti must receive all proxy appointments and voting instructions by 12 noon on 3 February 2026.

We encourage all shareholders to vote online in advance of the Meeting. Voting on all resolutions on the day of the Meeting will be by way of a poll. If you attend the 2026 Annual General Meeting in person, you will be provided with a poll card at the venue. For shareholders who are unable to attend the Meeting, we strongly encourage you to vote in advance by appointing the Chair of the Meeting or another person who can attend the Meeting as your proxy. Doing so will ensure that your shares are voted on your behalf at the Meeting and in accordance with your voting instructions. Submitting a proxy appointment will not prevent you from also attending the Meeting and voting in person. Further information on voting can be found on pages 14 to 16.

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.

Asking questions

The views of our shareholders are important to us and we look forward to your questions. If you would like to ask a question related to the business of the Meeting in advance of the Meeting, please contact us via email at agm2026@sage.com, by no later than close of business on 26 January 2026. Further information on submitting questions is detailed on page 17.

Yours sincerely



Andrew Duff
Chair

The Sage Group plc.

Notice of 2026 Annual General Meeting

Notice is hereby given that the Annual General Meeting of The Sage Group plc. (the “Company”) (the “2026 Annual General Meeting”, or the “Meeting”) will be held at C23-5 & 6, Cobalt Park Way, Cobalt Park, Newcastle Upon Tyne, NE28 9EJ at 12 noon on Thursday, 5 February 2026, to transact the following business:

To consider and, if thought fit, to pass resolutions 1 to 21 (inclusive), which will be proposed as Ordinary Resolutions, and resolutions 22 to 25 (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 2025 (the “FY25 Annual Report and Accounts”).

See explanatory notes on page 8

Approval of the Directors’ Remuneration Report

2. To approve the Directors’ Remuneration Report for the financial year ended 30 September 2025, set out on pages 117 to 151 of the FY25 Annual Report and Accounts (excluding the part summarising the Directors’ Remuneration Policy, which is on pages 127 to 131).

See explanatory notes on page 8

Final dividend

3. To declare a final dividend recommended by the Directors of 14.40 pence per ordinary share for the financial year ended 30 September 2025 to be paid on 10 February 2026 to members whose names appear on the register of members at the close of business on 9 January 2026.

See explanatory notes on page 8

Election and Re-election of Directors

4. That Jacqui Cartin be elected as a Director of the Company.
5. That Lori Mitchell-Keller be elected as a Director of the Company.
6. That Andrew Duff be re-elected as a Director of the Company.
7. That Steve Hare be re-elected as a Director of the Company.
8. That Dr John Bates be re-elected as a Director of the Company.
9. That Jonathan Bewes be re-elected as a Director of the Company.
10. That Maggie Chan Jones be re-elected as a Director of the Company.
11. That Annette Court be re-elected as a Director of the Company.
12. That Roisin Donnelly be re-elected as a Director of the Company.
13. That Derek Harding be re-elected as a Director of the Company.

See biographies of the Directors in Appendix I on pages 18 to 20 and explanatory notes on pages 8 and 9

Re-appointment of the auditor

14. To re-appoint KMPG LLP as auditor to the Company to hold office from the conclusion of this Meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

See explanatory notes on page 9

Remuneration of the auditor

15. That the Audit and Risk Committee of the Board be authorised to determine and agree the remuneration of the auditor on behalf of the Board.

See explanatory notes on page 9

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 2027.

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.

See explanatory notes on page 9

Non-executive Director fees

17. That the maximum aggregate fees payable to Non-executive Directors in accordance with article 63 of the Company’s articles of association be increased to £2,250,000 per annum.

See explanatory notes on page 9

Approval of The Sage Group plc. 2026 Share Incentive Plan

18. That the trust deed and rules of The Sage Group plc. 2026 Share Incentive Plan (the “SIP”), produced to this Meeting and a summary of the main provisions of which is set out in Appendix II to this Notice, be approved and the Directors be authorised to approve and adopt the SIP and do all such acts and things necessary to give effect to the SIP.

See explanatory notes on page 9 and the main provisions of the SIP as summarised in Appendix II on pages 21 to 23

Amendment to the rules of The Sage Group plc. 2023 Colleague Share Purchase Plan

19. That the amendment of the rules of The Sage Group plc. 2023 Colleague Share Purchase Plan (the “CSPP”) as set out in Appendix III to this Notice (the “CSPP Amendment”) be approved and the Directors be authorised to do all such acts and things as they may consider necessary or appropriate to give effect to the CSPP Amendment.

See explanatory notes on page 10 and the amendment to the CSPP as summarised in Appendix III on page 24

Renewal and Amendment of The Sage Group plc. Save and Share Plan

20. That the renewed and amended The Sage Group plc. Save and Share Plan (the “SAYE Plan”) produced to this Meeting and a summary of the main provisions of which is set out in Appendix IV to this Notice, be approved and the Board be authorised to

- (a) approve and adopt the renewed and amended SAYE Plan and to do all such other acts and things as they may consider appropriate to give effect to the renewed and amended SAYE Plan; and
- (b) establish such further schedules for the benefit of employees overseas, based on the SAYE Plan and modified, as may be necessary or desirable to take account of local securities laws, exchange control and tax legislation, provided that any shares of the Company made available under such plans are treated as counting against any limits on individual or overall participation in the SAYE Plan.

See explanatory notes on page 10 and the main provisions of the SAYE Plan as summarised in Appendix IV on pages 25 to 27

Authority to allot new shares

21. 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 £3,368,628.56 (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 £3,368,628.56); and
 - (ii) comprising equity securities (as defined in article 8 of the Company’s articles of association) up to a maximum nominal amount of £6,737,257.12 (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 2027; 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).

See explanatory notes on page 10

Special Resolutions

Authorities to disapply pre-emption rights

General disapplication of pre-emption rights

22. 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 £1,011,600.17; 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 2027.

See explanatory notes on page 11

Additional disapplication of pre-emption rights

23. That:

- (a) in addition to any authority granted under resolution 22 the Directors be authorised:
 - (i) subject to the passing of resolution 21, 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;
 - (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 £1,011,600.17, 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 2027; 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.

See explanatory notes on pages 11 and 12

Authority to purchase own shares on market

24. 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 96,164,460 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 2027 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.

See explanatory notes on pages 12 and 13

Notice period for general meetings

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

See explanatory notes on page 13

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

4 December 2025

Explanatory notes to the Resolutions

Resolutions 1 to 21 (inclusive) are Ordinary Resolutions which require a simple majority of more than 50% of votes to be cast in favour to be passed. Resolutions 22 to 25 (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 Annual Report and Accounts for the year ended 30 September 2025, including the independent auditor's report.

Please visit www.sage.com/investors/ to access the FY25 Annual Report and Accounts.

Resolution 2—Approval of the Directors' Remuneration Report

This resolution is to approve the Directors' Remuneration Report as set out on pages 117 to 151 of the FY25 Annual Report and Accounts excluding the part summarising the Directors' Remuneration Policy, which is on pages 127 to 131. The report includes a statement from the Remuneration Committee Chair and the details of the executive directors' remuneration in accordance with the Remuneration Policy that was approved by shareholders at the 2025 Annual General Meeting.

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 14.40 pence per ordinary share. The final dividend declared cannot exceed the amount recommended by the Directors. An interim dividend of 7.45 pence per ordinary share was paid on 27 June 2025.

The Company has a progressive dividend policy, intending to grow the dividend over time while considering the future capital requirements of the Company. The Board is proposing a final dividend of 14.40 pence per ordinary share, making a total dividend for the year of 21.85 pence per ordinary share, an increase by 7% compared to the prior year (FY24: 20.45 pence per ordinary share). If approved, the final dividend will be paid on 10 February 2026 to members whose names appear on the register of members at the close of business on 9 January 2026. 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 pages 89 and 242 of the FY25 Annual Report and Accounts.

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

In accordance with the provisions of the 2024 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.

Jacqui Cartin offers herself for election, for the first time, at the 2026 Annual General Meeting as an Executive Director, following her appointment to the Board which is effective on 1 January 2026. Lori Mitchell-Keller will also stand for election for the first time at the 2026 Annual General Meeting as a Non-executive Director following her appointment to the Board on 7 February 2025. These elections are set out in Resolutions 4 and 5.

Resolutions 6 to 13 relate to the re-election of the other Directors who wish to continue to serve — Andrew Duff, Steve Hare, Dr John Bates, Jonathan Bewes, Maggie Chan Jones, Annette Court, Roisin Donnelly and Derek Harding.

Jonathan Howell will step down from the Board on 31 December 2025, as previously announced to our shareholders.

Full biographical details in support of the Directors standing for election or re-election, together with their skills, experience and how their contribution continues to be important to the long-term sustainable success of the Company, can be found on pages 74 to 76 of the Annual Report and Accounts for the year ended 30 September 2025, and in Appendix I to this Notice on pages 18 to 20.

The Nomination Committee, in its recommendation to the Board on the election or re-election of Directors has assessed the composition of the Board, including the balance of skills, experience, diversity, external commitments, tenure, and the knowledge that each Director brings.

The Board has reviewed the independence of each Non-executive Director and determined that they are all independent in character and judgement and there are no relationships or circumstances which are likely to affect or interfere with their independent judgement. The Non-executive Chair was considered independent upon appointment.

The expected time commitment for Non-executive Directors is detailed in their letters of appointment. The Board maintains ongoing oversight of the numbers and nature of external directorships held by its members and remains satisfied that no Director is overboarded and that each Non-executive Director continues to perform their duties to the Sage Board effectively.

Any proposed additional external appointments or significant new commitments require prior approval of the Board.

In FY25, the externally facilitated annual performance review of the Board concluded that a particular strength of the Board lies in its composition of high-calibre individuals, whose complementary skills and diverse experience provide a broad spectrum of perspectives ensuring that the Sage Board operates to very high standards of leadership and governance. Further information on the Board performance review is set out on pages 100 and 101 of the FY25 Annual Report and Accounts.

The Board is therefore confident that each Director standing for election or re-election is dedicated to their role and will continue to contribute effectively to the Company's success.

Resolution 14—Re-appointment of the auditor

The Audit and Risk Committee has assessed the effectiveness, independence, objectivity, appropriate mindset and professional scepticism of the external auditor, KPMG LLP, and concluded that the external auditor was in all respects effective. On recommendation from the Audit and Risk Committee, the Board proposes the re-appointment of KPMG LLP as the auditor for the financial year ending 30 September 2026.

Resolution 15—Remuneration of the auditor

Resolution 15 authorises the Audit and Risk Committee, on behalf of the Board, to determine and agree the auditor's remuneration. Details of the remuneration paid to the auditor can be found on page 194 of the FY25 Annual Report and Accounts.

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 2027.

Resolution 17—Non-executive Director fees

Article 63 of the Company's articles of association limits the aggregate fees that can be paid each year to Non-executive Directors to £1,750,000, but provides that this limit may be increased by an ordinary resolution of the Company. Resolution 17 seeks approval for the maximum aggregate fees that can be paid to Non-executive Directors to be increased to £2,250,000 per annum. The proposed increase is intended to continue to provide sufficient headroom and flexibility to maintain Non-executive Directors' fees and to continue to recruit and retain suitable candidates in the future. Information on the current fees paid to Non-executive Directors is on page 147 of the FY25 Annual Report and Accounts. All fees are paid in line with the Directors' Remuneration Policy approved by shareholders at the 2025 annual general meeting.

Resolution 18—Approval of the SIP

The Company wishes to obtain shareholder approval for The Sage Group plc. 2026 Share Incentive Plan (the "SIP").

The SIP is a UK tax advantaged all-employee share ownership plan. The SIP has been designed to comply with the applicable UK tax legislation, so that UK employees of the Company and its participating subsidiaries may acquire ordinary shares in the capital of the Company in a tax-efficient manner. Adopting the SIP, to operate alongside the renewed and amended SAYE Plan, will ensure the Company is able to offer participation in UK all-employee tax advantaged equity incentive arrangements and therefore to compete with UK competitors and peers in a competitive market for talent. The main provisions of the SIP are summarised in Appendix II to this Notice and this Resolution 18 proposes the approval of this plan.

Explanatory notes to the Resolutions continued

Resolution 19—Approval of the amended CSPP

The Company has previously adopted the rules of The Sage Group plc. 2023 Colleague Share Purchase Plan (the “CSPP”). The UK Investment Association (“IA”) in its revised Principles of Remuneration (the “Principles”) stated that all-employee share plans do not need to be subject to a term requiring the grant of awards to only be made within the period of 42 days following the announcement of a company’s results. The Company therefore wishes to amend the CSPP to permit CSPP awards to be made at any time, in accordance with the IA Principles, subject to dealing restrictions.

To the extent discretionary or executive awards are made under the CSPP, these will be made in line with the group’s directors’ remuneration policy and the 42-day grant window (discussed above) will apply.

The CSPP Amendment is set out in Appendix III to this Notice and a summary of the full terms rules of the CSPP (prior to amendment) can be found in the Schedule to the 2023 AGM Notice, which is available at www.sage.com/investors/. Resolution 19 proposes the approval of the CSPP Amendment.

Resolution 20—Approval of the renewed and amended SAYE Plan

The Company has previously adopted the rules of The Sage Group plc. Save and Share Plan (the “SAYE Plan”) following the approval of the SAYE Plan by the Company’s shareholders on 1 March 2016. The SAYE Plan is due to expire on 28 February 2026. The Company wishes to renew the terms of the SAYE Plan to permit its continuing operation. The rules of the SAYE Plan have been revised and updated to comply with the applicable UK tax legislation and in line with the IA Principles and current market practice to improve their use and have been restated in a modern “plain English” format, which is aligned with the drafting of the Company’s other share plans.

The Company wishes to renew the SAYE Plan which is a popular and well-used arrangement and to operate the SAYE Plan alongside the SIP to ensure the Company is positioned to compete with UK competitors and peers in a competitive market for talent.

The IA in its revised Principles state that all-employee share plans do not need to be adopted with a fixed expiry date. The terms of the renewed SAYE Plan therefore:

- (i) do not include an expiry date (but the Board may terminate the SAYE Plan at any time); and
- (ii) permit the making of offers and the grant of options under the SAYE Plan at any time, subject to dealing restrictions.

The main provisions of the SAYE Plan are summarised in Appendix IV to this Notice and Resolution 20 proposes the approval of the renewal of the SAYE Plan.

Resolution 21—Authority to allot new shares

This resolution will be proposed to enable the Directors to renew 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 2027.

Paragraph (a)(i) of Resolution 21 will allow the Directors to allot ordinary shares up to an aggregate maximum nominal amount of £3,368,628.56 (representing approximately 33.3% of the nominal value of the Company’s issued share capital, excluding shares held in treasury, on 26 November 2025, the latest practicable date prior to the publication of this document).

Paragraph (a)(ii) of Resolution 21 will allow Directors to allot, including the ordinary shares referred to in paragraph (a)(i) of Resolution 21, 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 £6,737,257.12 (representing approximately 66.6% of the Company’s existing issued share capital, excluding shares held in treasury, on 26 November 2025, 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 Investment Association.

As at 26 November 2025, the latest practicable date prior to the publication of this document, the Company holds 59,781,111 shares in treasury, which represents approximately 6.22% of the total ordinary share capital (excluding shares held in treasury) in issue.

Special resolutions

Authorities to disapply pre-emption rights

Resolution 22—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. There may be occasions when the Directors require the flexibility to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. This resolution will, in line with the latest institutional shareholder guidelines, including the Statement of Principles published by the Pre-emption Group in 2022 (the “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 2027.

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 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) for general corporate purposes (under paragraph (b) (i) of the resolution), up to a maximum nominal amount of £1,011,600.17 (representing approximately 10% of the issued share capital of the Company (excluding shares held in treasury) as at 26 November 2025 (being the latest practicable date prior to publication of this document)); and
- (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 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 £202,320.03 (representing approximately 2% of the issued share capital of the Company (excluding shares held in treasury) as at 26 November 2025).

The total maximum nominal amount of equity securities to which Resolution 22 relates is £1,213,920.20 (representing approximately 12% of the issued share capital of the Company (excluding shares held in treasury) as at 26 November 2025).

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 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 Statement of Principles.

This resolution will be proposed as a special resolution.

Resolution 23—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 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 £1,011,600.17 (representing approximately 10% of the issued share capital of the Company (excluding shares held in treasury) as at 26 November 2025 (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 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) 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 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 £202,320.03 (representing approximately 2% of the issued share capital of the Company (excluding shares held in treasury) as at 26 November 2025).

Explanatory notes to the Resolutions continued

The total maximum nominal amount of equity securities to which Resolution 23 relates is £1,213,920.20 (representing approximately 12% of the issued share capital of the Company (excluding shares held in treasury) as at 26 November 2025).

The authority granted by this resolution would be in addition to the general disapplication of pre-emption rights under Resolution 22.

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 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 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 2027.

This resolution will be proposed as a special resolution.

Resolution 24—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;
- the maximum aggregate number of shares that may be purchased pursuant to this authority shall be limited to 96,164,460 shares which is equivalent to approximately 10% of the Company's issued share capital (excluding shares held in treasury) as at 26 November 2025, 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 2027.

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 26 November 2025 (being the latest practicable date prior to the publication of this document) was 20,766,569. The proportion of issued share capital, excluding shares held in treasury, that they represented at that time was 2.16% 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 2.58%.

Sage obtained shareholder authority at the AGM held on 6 February 2025 to buy back in the market up to 100,394,226 ordinary shares (the "2025 Buyback Authority"). The 2025 Buyback Authority was used between the date of the 2025 Annual General Meeting and 2 June 2025 to purchase 19,597,281 shares as part of the share buyback programme announced by Sage on 20 November 2024. The share buyback programme was extended as announced on 15 May 2025 (the "Extended Programme"). The Extended Programme commenced on 3 June 2025 and ended on 30 July 2025, with a total of 16,082,393 ordinary shares purchased using the 2025 Buyback Authority. Therefore, the total number of ordinary shares purchased under the 2025 Buyback Authority (including the Extended Programme) is 35,679,674 ordinary shares. All of the ordinary shares purchased were subsequently cancelled.

The 2025 Buyback Authority has also, as at 26 November 2025, been used to purchase 3,332,774 shares in connection with the new share buyback programme announced by Sage on 19 November 2025, which is expected to end no later than 19 March 2026 (the “2025/2026 Share Buyback Programme”).

The 2025 Buyback Authority will expire at the 2026 Annual General Meeting but will, subject to shareholder approval at the Meeting, be replaced with a similar authority as set out in Resolution 24, which it is anticipated will be used to complete the 2025/2026 Share Buyback Programme.

Shares purchased under the 2025/2026 Share Buyback Programme will be cancelled. Further information on the 2025/2026 Share Buyback Programme can be found in our announcement of 19 November 2025. 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 25—Notice period for general meetings

The notice period required by the Companies Act 2006 for general meetings (other than an annual general meeting) 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 6 February 2025.

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

4 December 2025

Notes

Eligibility to attend and vote

1. The arrangements for the 2026 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 2026 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.shareview.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 3 February 2026 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 3 February 2026 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 3 February 2026. 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 in person.

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.shareview.co.uk. You will need to create an online portfolio using your Shareholder Reference Number. If you have already created an online portfolio, you can log-in using your usual username and password and click on the link to vote. 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 3 February 2026. 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 2026 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 & International (“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 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 3 February 2026 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 2026 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 26 November 2025 (being the latest practicable date prior to the publication of this document) the Company's issued share capital consists of 1,021,425,715 ordinary shares, of which 59,781,111 are held in treasury and 8,064,848 are held in The Sage Group plc. Employee Benefit Trust. Therefore, the total exercisable voting rights in the Company as at 26 November 2025 are 961,644,604.

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.

Voting results

15. 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.

Publication of statement in relation to the audit of the Company

16. 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 2026 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 2026 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

17. Copies of (i) the Company's articles of association, (ii) the service contracts and terms of appointment of the Directors, (iii) the full terms of the SIP rules and the SIP trust deed (as referred to in Resolution 18), the full terms of the amended CSPP (as proposed under Resolution 19), and the full terms of the SAYE Plan (as proposed under Resolution 20) 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 2026 Annual General Meeting). The full terms of the SIP, amended CSPP and SAYE Plan are also available for inspection on the FCA's National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Website information

18. 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 2026 Annual General Meeting, the total voting rights members are entitled to exercise at the 2026 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

19. Except as otherwise provided in this Notice above, members who have general queries about the 2026 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 in England and Wales)); 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 2026 Annual General Meeting

20. 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 agm2026@sage.com no later than close of business on 26 January 2026. 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 Shareholder Reference Number in your email.

Members' resolutions

21. 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 24 December 2025, 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

22. 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 calendar¹

Annual General Meeting	5 February 2026
Dividend payments²	
FY25 final payable	10 February 2026
Interim payable	3 July 2026
Results announcements	
Q1 FY26 trading update	27 January 2026
H1 FY26 interim results	21 May 2026
Q3 FY26 trading update	29 July 2026
FY26 full-year results	19 November 2026

Note:

1. Please note that these dates are provisional and subject to change. Please access our financial calendar on www.sage.com/investors/, which is updated regularly.
2. All dividend payments are subject to Board and, in the case of the final dividend, shareholders' approval.

Appendix I—Director biographies

Jacqui Cartin

Role: Chief Financial Officer

Appointment date: 1 January 2026

Committees: None

Board contribution:

- Brings strong financial and accounting experience, with expertise including financial reporting and planning, capital management, treasury, tax, and investor relations.
- Deep working knowledge of Sage, its culture and the drivers of its performance, having worked closely with the Executive Leadership Team and the Board while developing a broad strategic remit.

Key strengths and experience: Since joining Sage in 2018 from KPMG, Jacqui has gained extensive financial and strategic experience through various senior finance leadership positions within the organisation, most recently serving as Group Financial Controller. Jacqui's proven leadership skills and strategic insight have made her an invaluable contributor to Sage's ongoing growth and drive for operational excellence.

Key external commitments: None.

Lori Mitchell-Keller

Role: Independent Non-executive Director

Appointment date: 7 February 2025

Committees: None

Board contribution:

- Lori is an accomplished global technology leader and strategic advisor with more than 30 years' experience of driving business growth and differentiation through technology transformation.

Key strengths and experience: A strong track record of spearheading industry focused product solutions and implementing effective growth strategies.

Previously vice president of Google Cloud, president of Industry Cloud at SAP, senior vice president of Product/Solution Management and Marketing at JDA Software, chief marketing officer of Manugistics Software, and director of Allegiance Healthcare.

Key external commitments: Board member of Mitrtech Holdings Inc, and non-executive director of OneStock.

Andrew Duff

Role: Chair

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

Committees:  

Board contribution:

- Andrew brings extensive experience as a non-executive director and chair with an impressive track record of leading the transformation of major international companies.
- Andrew is an effective leader with strategic insights and international experience.

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

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

Steve Hare

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:

- Brings significant financial, operational and transformation experience demonstrated by leading change initiatives across several previous roles.
- Broad knowledge of Sage, having joined the Board in January 2014 as Chief Financial Officer.
- Extensive understanding of the drivers and priorities needed for delivering Sage's commercial strategy and in creating a high-performance culture.

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 and Marconi plc, and group finance director of Spectris plc.

Key external commitments: Non-executive director of J Sainsbury plc.

Key



Board Chair



Committee Chair



Audit and Risk Committee



Nomination Committee



Remuneration Committee

Dr. John Bates**Role:** Independent Non-executive Director**Appointment date:** 31 May 2019**Committees:** ● ●**Board contribution:**

- Visionary technologist and highly accomplished business leader in the fields of technology innovation and business transformation.
- Proven track record of applying cutting edge techniques, including Artificial Intelligence and Machine Learning, to revolutionise business areas including algorithmic trading, smart environments, software test automation and document process automation.

Key strengths and experience: Visionary technology leadership and a strong track record in leveraging advanced innovations. Co-founder, president, and chief technology officer of Apama (pioneer in Streaming Analytics), head of industry solutions and chief marketing officer of Software AG, chief executive officer of Terracota, Inc. (a subsidiary of Software AG), executive vice president of corporate strategy and chief technology officer at Progress Software, chief executive officer at Plat.One (now part of SAP), chief executive officer of the Eggplant Group, part of Keysight Technologies Inc.

Key external commitments: Chief executive officer of SER Group Holding GmbH.

Maggie Chan Jones**Role:** Independent Non-executive Director**Appointment date:** 1 December 2022**Committees:** ●**Board contribution**

- Deep international marketing and brand expertise gained from her experience at the world's largest global technology companies.
- As SAP's first woman chief marketing officer, she led worldwide marketing efforts spanning over 180 countries
- Recognised as an industry thought leader in both the marketing and technology sectors.

Key strengths and experience: Previously named as one of the "Most Influential CMO" in the world by Forbes. Non-executive director of Avast plc, chief marketing officer of SAP, founder and former chief executive of Tenshey, Inc.

Key external commitments: Non-executive board advisor to Ontinue, non-executive director and designated non-executive director for workforce engagement of BT Group plc, vice president and chair of the compensation committee of the United States Tennis Association.

Jonathan Bewes**Role:** Independent Non-executive Director**Appointment date:** 1 April 2019**Committees:** ● ●**Board contribution:**

- Brings extensive accounting and financial expertise, complemented by significant experience as an audit committee chair and a robust background in investment banking acquired over a 25-year career in the sector.
- Advised 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: Investment Banking experience with Robert Fleming, UBS and Bank of America Merrill Lynch, chartered accountant with KPMG, 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., non-executive director and chair of the audit and risk committee of the Court of the Bank of England, and chair of MONY Group plc.

Annette Court**Role:** Senior Independent Director

Appointment date: Independent Non-executive Director on 1 April 2019, and Senior Independent Director on 1 January 2024

Committees: ● ● ●**Board contribution:**

- Experience of serving as chair of a remuneration committee, alongside executive and non-executive directorships at the highest levels, including as chair of FTSE 100 companies.
- Strong technology background coupled with a proven track record in leveraging ecommerce to achieve commercial success.

Key strengths and experience: Expertise in mentoring leaders to achieve greater clarity of purpose and provide a practical approach to problem-solving. Previously 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, member of the board of association of British Insurers (ABI), non-executive director of Foxtons Group plc, and chair of Admiral Group plc.

Key external commitments: Chair of WH Smith PLC and director of Admiral Europe Compañía de Seguros SAU (AECS).

Appendix I—Director biographies continued

Roisin Donnelly

Role: Independent Non-executive Director

Appointment date: 3 February 2023

Committees:  C

Board contribution:

- Significant expertise and knowledge in the development of environmental, social and governance (ESG) strategies at board level complemented by a strong background in digital transformation and data management.
- Brings practical board and committee experience, including remuneration, having served on several listed company boards.

Key strengths and experience: Extensive customer, marketing and branding experience brought to the Board, gained during executive career at Procter & Gamble. Non-executive director of Just Eat plc, non-executive director of HomeServe Limited, non-executive director of Holland & Barrett Limited, non-executive director of Bourne Leisure Limited.

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

Derek Harding

Role: Independent Non-executive Director

Appointment date: 2 March 2021

Committees: 

Board contribution:

- Significant financial experience, including leading business transformations.
- Comprehensive experience demonstrated through leadership of business transformations, encompassing strategy, investor relations, and mergers and acquisitions.

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

Key external commitments: President of Spectris Scientific and board member of Spectris plc.

Key



Board Chair



Committee Chair



Audit and Risk Committee



Nomination Committee



Remuneration Committee

Appendix II—The Sage Group plc. 2026 Share Incentive Plan (the “SIP”)

1. General

The SIP is intended to be a tax advantaged share incentive plan under UK tax legislation that allows eligible employees to acquire fully paid ordinary shares in the Company (“**Shares**”) on a tax-efficient basis; provided, the criteria under UK tax legislation are satisfied (including the holding periods for Shares issued under the SIP) no income tax or National Insurance contributions will be payable on the part of an employee’s salary that is used to buy Shares, on the acquisition of the Shares, or on the release of the Shares to the participant from the SIP Trust (as defined below).

The SIP will be administered by the Company’s board of directors (or a duly authorised committee) (the “**Board**”).

Decisions of the Board in connection with the SIP and any awards over Shares (the “**Awards**”) will be final and conclusive.

Benefits under the SIP are not pensionable.

2. Eligibility

All UK-resident tax-paying employees of participating companies must be offered the opportunity to participate on the same terms, and will be eligible if:

- they have satisfied such period of qualifying employment as the Board may determine (not exceeding the relevant statutory limits as apply from time to time);
- they are not participating at the same time in another UK tax-qualified share incentive plan established by the Company or a connected company (a “**Connected SIP**”);
- they have participated in a Connected SIP in that tax year, but have not exceeded any relevant statutory limit (which applies on an aggregated basis to the SIP and any such Connected SIP); and/or
- they have not received and/or given notice of termination of their employment where the notice period will be running on the intended award date.

Other employees who meet the eligibility criteria set out above but who are not UK-resident taxpayers may also be offered the opportunity to participate, at the discretion of the Board (but will not enjoy the same tax benefits described above).

3. Awards under the SIP

Awards will be granted in one or more of the following forms, at the discretion of the Board (together, the “**Plan Shares**”):

- Up to £3,600 worth of Shares per tax year, which are subject to restrictions and may be subject to forfeiture provisions (“**Free Shares**”).
- Up to the lower of £1,800 or 10% of salary worth of Shares per tax year, which are purchased on the participant’s behalf using pre-tax salary deductions (“**Partnership Shares**”).

- Shares which are subject to restrictions and may be subject to forfeiture provisions, and which may be awarded to a participant who purchases Partnership Shares (“**Matching Shares**”), at a ratio of not more than 2 Matching Shares per Partnership Share.
- Shares purchased by the trustee of the SIP Trust (as defined below), at the direction of the Board, on behalf of participants using cash dividends paid in respect of Plan Shares (“**Dividend Shares**”).

The limits set out above are the current limits under the UK legislation governing UK tax-qualified share incentive plans. Different limits may apply in the future, should the legislation change in this respect. The Company may apply lower limits than those set in statute.

Awards may be settled using newly issued Shares, treasury Shares, or Shares purchased in the market.

4. SIP Trust

Plan Shares are held in a UK-resident trust (the “**SIP Trust**”). The legal title to the Plan Shares is held by the trustee of the SIP Trust (which is a third-party professional trustee provider) on behalf of participants, who hold the beneficial title to the Plan Shares.

The SIP Trust deed sets out typical provisions, powers, and obligations for the operation of the SIP and is available for inspection with the SIP rules.

5. Dilution limit

Awards cannot be made if they would cause the “total plan shares” to exceed 10% of the ordinary share capital of the Company in issue immediately before the Awards are made.

The “total plan shares” figure looks at the total number of Shares that have been used to satisfy awards in the previous 10 years (or could still be used to satisfy awards) granted under the SIP or any other employee share plans operated by the Company.

For so long as required by institutional investor guidelines, treasury Shares count towards this limit. Where certain variations of capital occur, the number of Shares taken into account under this limit will be adjusted as the Board considers appropriate to take account of that variation.

6. Partnership Shares

The Board may allow eligible employees to use pre-tax salary deductions to buy Partnership Shares. Salary deductions will be a minimum of not more than £10 on each occasion (or such other amount set out in the UK legislation governing UK tax-qualified share incentive plans) up to the Partnership Share limit set out above (or a lower limit specified by the Board). The Board will decide whether Partnership Shares will be awarded at regular intervals, on a one-off basis or both.

Appendix II—The Sage Group plc. 2026 Share Incentive Plan continued

Salary deductions can be accumulated for a period of up to 12 months, after which they will be used to purchase the Partnership Shares within 30 days, or, alternatively, Partnership Shares can be purchased within a 30-day period after each salary deduction is made.

A participant may stop and restart deductions by giving notice to the Company, and may be permitted to vary deductions.

The Board may set a maximum aggregate number of Shares available for an award of Partnership Shares. If the Company receives applications in excess of this, the number of Partnership Shares will be proportionately reduced.

Once acquired, Partnership Shares may generally be withdrawn from the SIP Trust by the participant at any time; however, the participant will normally have to pay income tax and National Insurance contributions on their Partnership Shares if they are withdrawn less than five years from the date they are purchased.

Once acquired, Partnership Shares cannot be forfeited.

7. Matching Shares and Free Shares

The Board may offer Matching Shares to eligible employees, in accordance with a specified matching ratio to the number of Partnership Shares bought. The Board may also decide to offer Free Shares to eligible employees.

A holding period of between three and five years (or such other period as permitted under the UK legislation governing UK tax-qualified share incentive plans) will apply to Matching Shares and Free Shares, as determined by the Board.

The Board may also determine that a forfeiture period applies, during which participants may be required to forfeit their Matching Shares or Free Shares in certain prescribed circumstances or on the occurrence of specified events (as set out in the relevant award agreement).

The same forfeiture provisions will apply to all Matching Shares or Free Shares (as applicable) that are awarded in the same Award.

During the holding period and any forfeiture period, participants generally cannot withdraw the Matching Shares or Free Shares from the SIP Trust (or otherwise dispose of them), unless they cease relevant employment.

8. Dividend Shares

The Board may direct the trustee of the SIP Trust to reinvest the whole or part of any cash dividends paid in respect of Plan Shares held on a participant's behalf in the SIP Trust to purchase Dividend Shares on behalf of such participant. Any cash dividends that are not so reinvested will be paid to the participant in accordance with their holdings of Plan Shares.

Dividend Shares must generally be held in the SIP Trust for three years (or such other period as permitted under the UK legislation governing UK tax-qualified share incentive plans), unless the participant ceases relevant employment.

Dividend Shares cannot be forfeited.

9. Leavers

If a participant ceases to hold relevant employment:

- their Plan Shares held in the SIP Trust will cease to be subject to the SIP and will be dealt with in accordance with the participant's instructions (subject to any forfeiture provisions);
- they may be required to forfeit their Free Shares or Matching Shares (as described above); and
- any pre-tax salary deductions which have not been used to purchase Partnership Shares will be transferred to the participant as soon as practicable.

A participant will normally be considered to have ceased relevant employment when they no longer hold employment with the Company or any associated company, as defined in the relevant legislation governing UK tax-qualified share incentive plans.

10. Corporate events

In the event of a general offer being made to shareholders (or a similar takeover event taking place) during a holding period, participants may direct the trustee of the SIP Trust as to how to act in relation to their Plan Shares held in the SIP Trust.

11. Variation of capital

Shares acquired on a variation or reconstruction of share capital of the Company may be treated in the same way as the Plan Shares awarded under the SIP (in respect of which the rights are conferred) and as if they were awarded at the same time. In the event of a rights issue, participants will be able to direct the trustee of the SIP Trust as to how to act in respect of their Plan Shares held in the SIP Trust.

12. Tax

Any member of the Company's group or the trustee of the SIP Trust may make any withholding arrangements as they consider necessary or desirable to meet any liability of a participant for tax or National Insurance contributions, and to collect any applicable dealing and/or currency exchange costs, including making deductions from cash payments owed to the participant and/or selling the participant's Plan Shares on their behalf.

13. Rights attaching to Shares

Shares issued in connection with the SIP will rank equally with the Shares in issue on that date. The Company will apply for the listing of any Shares issued in connection with the SIP.

Participants will not be entitled to any dividend, voting or other rights in respect of Plan Shares until the Plan Shares are issued or transferred to them (as appropriate). The trustee of the SIP Trust will not normally exercise any voting rights in respect of any unallocated Shares held in the SIP Trust. The trustee will abstain from voting in relation to Plan Shares held on a participant's behalf if the trustee has not received that participant's written direction by the specified deadline.

14. Amendments and termination

The Board (with the agreement of the trustee of the SIP Trust) may amend the trust deed and/or rules of the SIP in any way at any time, but the Company will obtain prior approval of the shareholders of the Company for any change that is to the advantage of present or future participants and which relates to any of the following:

- a. the persons who may receive Shares under the SIP;
- b. the total number or amount of Shares that may be delivered under the SIP;
- c. the maximum entitlement for any participant;
- d. the basis for determining a participant's entitlement to, and the terms of, Shares provided under the SIP;
- e. the rights of a participant in the event of a capitalisation issue, rights issue, open offer, sub-division or consolidation of shares, reduction of capital or any other variation of capital of the Company; and
- f. the provision in the SIP rules requiring shareholder approval for changes.

There is an exception for amendments to ensure the SIP complies with the requirements of the legislation governing UK tax-qualified share incentive plans and for minor amendments to benefit the administration of the SIP, to comply with or take account of a change in legislation and/or to obtain or maintain favourable tax, exchange control or regulatory treatment of any member of the Company's group or any present or future participant.

If a proposed change would materially disadvantage the existing rights of a participant, that participant's prior written consent is required, unless the proposed change is as result of any of the exceptions outlined above.

Additionally, the Board is not required to obtain participant consent if such consent is obtained as would be required by the Company's articles of association if all of the affected participants' Plan Shares constituted a separate class of Shares.

Amendments that would infringe the rule against perpetuities and/or cause the SIP to cease to meet the requirements for a UK tax-qualified share incentive plan (at a time when the SIP is intended to so qualify), will not be effective.

The SIP will terminate on the date the Board decides, although the SIP Trust will end 125 years after the original date of the trust deed. Once the SIP has been terminated, no further Shares can be awarded and a process must be followed to remove all the Shares from the SIP Trust and ensure that any money held on a participant's behalf is paid to the participant.

Participation by executive directors of the Company or any member of its group will be in line with the remuneration policy in force from time to time.

This summary does not form part of the trust deed or the rules of the SIP and should not be taken as affecting the interpretation of their detailed terms and conditions. The Board reserves the right to amend or add to the trust deed and rules of the SIP up until the time of the annual general meeting, provided that such amendments or additions do not conflict in any material respect with this summary.

Appendix III—The Sage Group plc. 2023 Colleague Share Purchase Plan (the “CSPP”)

1. CSPP Amendment

Rule 2.2 of the CSPP (Timing of grant or invitation) will be amended as follows (with wording in ~~strikethrough~~ deleted and wording in *blue italics added*):

2.2 The Board may ~~only~~ issue invitations to apply for Discounted Share Awards or Purchased Share Awards ~~within 42 days starting on any of the following:~~

~~2.2.1 the day on which the Company’s shareholders approve the Plan;~~

~~2.2.2 the Business Day following the day on which the Company’s results are announced or, where not announced, are published for any period;~~

~~2.2.3 any day on which changes to the legislation or regulations affecting share plans are announced or take effect;~~

~~2.2.4 any day on which the Board resolves that exceptional circumstances exist which justify the grant of Awards and/or issue of invitations (as appropriate); and~~

~~2.2.5 the day Dealing Restrictions, which prevented the granting of Awards and/or issuing of invitations (as appropriate) during the periods specified above, are lifted~~ *at any time unless prevented by Dealing Restrictions.*

No Free Share Awards or Matching Share Awards may be granted, or invitations to apply for Discounted Share Awards or Purchased Share Awards issued, after the termination of the Plan.

Rule 4.2 of Schedule 2 to the CSPP (Time when invitations may be made) will be amended as follows (with wording in ~~strikethrough~~ deleted and wording in *blue italics added*):

4.2 The Board may ~~only~~ issue invitations to apply for Options *at any time unless prevented by Dealing Restrictions.* ~~within 42 days starting on any of the following:~~

~~the day on which the Company’s shareholders approve the Plan (including this Schedule 2);~~

~~the Business Day following the day on which the Company’s results are announced or, where not announced, are published for any period;~~

~~any day on which changes to the legislation or regulations affecting share plans are announced or take effect;~~

~~any day on which the Board resolves that exceptional circumstances exist which justify the grant of Options and/or issue of invitations (as appropriate); and~~

~~the day Dealing Restrictions, which prevented the granting of Options and/or issuing of invitations (as appropriate) during the periods specified above, are lifted.~~

No Options may be granted, or invitations to apply for Options issued, after the termination of the Plan.

2. Summary of the CSPP

A summary of the full terms of the CSPP (prior to amendment) can be found in the Schedule to the 2023 AGM Notice, which is available at <https://www.sage.com/investors/investor-centre/annual-general-meeting/>.

Appendix IV—The Sage Group plc. Save and Share Plan (the “SAYE Plan”)

1. General

The SAYE Plan is a global share option plan and is intended to facilitate tax beneficial treatment of options granted to participants in the UK, France and Ireland.

For employees in the UK, the SAYE Plan is intended to be a tax advantaged save-as-your earn (“**SAYE**”) option scheme under UK tax legislation pursuant to which eligible employees may be granted options over fully paid ordinary shares in the Company (“**Shares**”) on a tax-efficient basis; provided, the criteria under UK tax legislation are satisfied no income tax or National Insurance contributions will be payable on any bonus or interest or on the exercise of an option.

The SAYE Plan will be administered by the Company’s board of directors (or a duly authorised committee) (the “**Board**”).

Decisions of the Board will be final and conclusive. Benefits under the SAYE Plan are not pensionable.

The summary below reflects the terms of the UK schedule to the SAYE Plan. For employees in Ireland and France, the rules are broadly the same, but specific provisions have been included in the Ireland and France schedules to the SAYE Plan in order for the options granted thereunder to qualify for tax beneficial treatment in those countries.

2. Eligibility

Each time that the Board decides to operate the SAYE Plan, the Board must invite all eligible UK-tax resident persons to participate. A person is an eligible employee if:

- they are an employee of the Company or any subsidiaries designated by the Board as a “Participating Company” and have “general earnings” in respect of their employment for the purposes of UK tax legislation; or
- they are a director of the Company or any Participating Company, have “general earnings” in respect of their office for the purposes of UK tax legislation, and are required to work for the Company and/or any Participating Companies for more than 25 hours a week; and
- they satisfy any qualifying period of continuous service imposed by the Board (not exceeding a period of five years before grant). and
- in the case of directors, are required to work for the Company and/or any participating companies for more than 25 hours a week.

Other non-UK tax payers employees of Participating Companies may be invited by the Board to participate (but will not enjoy the same tax benefits described above).

3. Options

Options granted under the SAYE Plan will be granted at an exercise price per Share of not less than 80% of the market value of a Share on the date of invitation, as determined in accordance with the rules of the SAYE Plan.

It is a condition of participation in the SAYE Plan that anyone wishing to participate enters into a savings contract of either three or five years’ duration, as determined by the Board. Shares subject to an option may only be purchased with savings accrued (which may include any interest or bonus) under that savings contract.

4. Invitations

Invitations to apply for options may normally only be issued at any time, subject to any restrictions on dealings or transactions in securities.

5. Applications

Employees must indicate how much they wish to save under their savings contract as part of their application. The minimum and maximum amounts an employee may save are set out in the applicable legislation and the HMRC approved prospectus (currently £5 minimum and £500 maximum per month). The Board may determine that different minimum and maximum limits will apply, subject to the restrictions in the legislation and the relevant savings contract.

The Board may set a maximum aggregate number of Shares available for an invitation. If options would be granted in excess of this, the Board will scale down applications.

6. Grant

The Company must grant options within 30 days of the first date used in the calculation of the market value to set the exercise price (or within 42 days of this date if applications are scaled down).

At the grant date, the Board will specify the number of Shares subject to each option, the exercise price, and the details of any restrictions.

A participant is not required to pay for the grant of an option.

Options may not be transferred, except on death.

7. Exercise

Options will normally only be exercisable during the six month period following maturity of the savings contract (the “bonus date”) and lapse at the end of such period (subject to limited exceptions).

Options may only be exercised to the extent of the savings accrued under the savings contract. Options may be exercised in whole or part, but may only be exercised on one occasion. Where an option is exercised in part, the remainder of the option will immediately lapse.

8. Settlement

Options may be satisfied using newly issued Shares, treasury Shares, or Shares purchased in the market.

Shares issued in connection with the SAYE Plan will rank equally with the Shares in issue on that date. The Company will apply for the listing of any Shares issued in connection with the SAYE Plan.

9. Dilution limits

Options cannot be granted if they would cause the total number of Shares that have been used to satisfy awards in the previous 10 years (or could still be used to satisfy awards) granted under the SAYE Plan or any other employee share plans operated by the Company to exceed 10% of the ordinary share capital of the Company in issue.

For so long as required by institutional investor guidelines, treasury Shares count towards this limit. Where certain variations of capital occur, the number of Shares taken into account under this limit will be adjusted as the Board considers appropriate to take account of that variation.

10. Leavers

If a participant ceases to be an employee or director of the Company or its group, the participant’s option will normally lapse. However, if a participant leaves due to a “Good Leaver Reason” (e.g., retirement, injury, disability, redundancy, a TUPE transfer, the business or part of the business in which the participant works being transferred out of the Company’s group, or the participant’s employing company ceasing to be an associated company by reason of a change of control), the participant may exercise the option within six months of leaving (or six months of the bonus date, if earlier), after which it will lapse.

If a participant leaves by virtue of misconduct, the option will lapse immediately.

Otherwise, if a participant leaves more than three years after the date of grant of the option for any other reason, the participant may exercise the option within six months of leaving (or six months of the bonus date, if earlier), after which it will lapse.

Where a participant dies, the participant’s option may be exercised within 12 months following death (if death occurred before the bonus date), or within 12 months after the bonus date (if death occurred within six months after the bonus date).

11. Corporate events

On a takeover, scheme of arrangement, merger or certain other corporate reorganisations, options can generally be exercised using accumulated savings within six months of the corporate event, after which they will lapse, or, if the Board reasonably expects such corporate event to occur, during a period of 20 days ending with the date that the option would otherwise become exercisable in connection with the corporate event, after which they will lapse.

Alternatively, participants may be allowed to exchange their options for options over shares in the acquiring company.

12. Variation of share capital

In the event of a variation in the share capital of the Company, the Board may adjust the number and description of Shares subject to each option and/or the exercise price to the extent it considers necessary.

Any variation must ensure that the value of the Shares subject to the option and its aggregate exercise price are substantially the same immediately before and after the adjustment. Where the option will be satisfied using newly issued Shares, the exercise price must not be less than the nominal value of a share (subject to limited exceptions).

13. Tax

Any member of the Company's group may make any withholding arrangements as they consider necessary or desirable to meet any liability of a participant for tax or National Insurance contributions, including making deductions from cash payments owed to the participant and/or selling the Shares to which the participant is entitled under the SAYE Plan.

14. Amendments and termination

The Board may change the SAYE Plan in any way at any time but the prior approval of shareholders by ordinary resolution will be required for any proposed change that is to the advantage of present or future participants and which relates to:

- a. the persons who may participate in the SAYE Plan;
- b. the dilution and individual limits;
- c. the maximum entitlement for any participant;
- d. the basis for determining a participant's entitlement to, and the terms of, Shares under the SAYE Plan;
- e. the rights of a participant in the event of a capitalisation or rights issue, open offer, sub-division or consolidation of shares, reduction of capital or any other variation of capital of the Company; and
- f. the provision in the SAYE Plan requiring shareholder approval for amendments.

Shareholder approval is not needed for changes to ensure the SAYE Plan complies with the requirements of the legislation governing UK tax-qualified SAYE option schemes and for minor amendments to benefit the administration of the SAYE Plan, to comply with or take account of a change in legislation, and/or to obtain or maintain favourable tax, exchange control or regulatory treatment for any member of the Company's group or any present or future participant.

If a proposed change would materially disadvantage the existing rights of a participant, that participant's prior written consent is required, unless the proposed change is as result of any of the exceptions outlined above. Additionally, the Board is not required to obtain participant consent if such consent is obtained as would be required by the Company's articles of association if the Shares to be issued on exercise of existing options were already issued and constituted a separate class of Shares.

As described above, the current SAYE Plan rules include schedules for France and Ireland. Further plans or schedules based on the SAYE Plan may be established and modified to take account of local tax, exchange control or securities laws in other jurisdictions, provided any awards made under them count towards the individual and plan limits.

The SAYE Plan will not terminate unless the Board decides otherwise. Termination will not affect existing rights under the SAYE Plan.

Participation by executive directors of the Company will be in line with the remuneration policy in force from time to time.

This summary does not form part of the rules of the SAYE Plan and should not be taken as affecting the interpretation of their detailed terms and conditions. The Board reserves the right to amend or add to the rules of the SAYE Plan up until the time of the annual general meeting, provided that such amendments or additions do not conflict in any material respect with this summary.

Sage exists to knock down barriers so everyone can thrive, starting with the millions of small and mid-sized businesses (SMBs) served by us, our partners and accountants. Customers trust our finance, HR and payroll software to make work and money flow. By digitalising business processes and relationships with customers, suppliers, employees, banks and governments, our AI-powered platform connects SMBs, removing friction and delivering insights. Knocking down barriers also means we use our time, technology and experience to tackle digital inequality, economic inequality and the climate crisis.



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