

Executive Committee

Terms of Reference (ToR)

Version No. 2.2

Owner: Vicki Bradin

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Executive Committee – Terms of Reference

Table of Contents

Contents

1.1 Change Control:	3
2.0 Purpose and Objective:	4
3.0 Authority:	4
4.0 Membership:	4
5.0 Roles and Responsibilities:	5
6.0 Frequency of meetings and quorum:	5
7.0 Meeting Operations:	5
8.0 Committee evaluation and ToR review:	5
9.0 Reporting requirements:	5

Executive Committee– Terms of Reference

1.0 Administration

1.1 Change Control:

Version	Author of Change	Date	Details of Change
2	Salman Syed	26/Aug	Direct reports of CEO
2.1	Miranda Craig	2 October	New observer role
2.2	Craig Webb	18 January 2019	Update: Attendees and Content

Executive Committee – Terms of Reference

2.0 Purpose and Objective:

A Committee to assist the Chief Executive Officer in the performance of his duties, including:

- The development and implementation of strategy, operational plans, policies, procedures and budgets;
- The monitoring of operating and financial performance;
- The assessment and control of risk;
- The prioritisation and allocation of resources;
- Monitoring competitive forces in each area of operation.

The Committee is also responsible for the consideration of all other matters not specifically reserved for consideration by the Board and approved by the Chief Executive Officer.

The Committee shall review and approve the members of the Executive Team from time to time.

3.0 Authority:

Whilst the Committee does not have specific authority to approve any matters (other than where specifically stated in these Terms of Reference), it has a duty to make recommendations to each of its members and the other Committees of Sage for action.

4.0 Membership:

The Committee shall be made up of the Chief Executive Officer, Chief Financial Officer, President, Chief People Officer, Chief Technology Officer, Chief Product Delivery Officer, Chief Marketing Officer, General Counsel & Company Secretary and the Managing Director - Sage Intacct.

The following individuals shall attend the Committee as Observers:

- EVP – Strategy

Observers shall be entitled to attend all Committee meetings and receive all relevant papers which may be circulated prior to each meeting. They shall be entitled to participate in discussions but for the purposes of decision-making they shall not form part of the quorum.

Others may be invited by the Chief Executive Officer to attend all or part of any meeting.

5.0 Roles and Responsibilities:

The Chief Executive Officer will act as Chairman of the Committee. In his absence, the Chief Financial Officer or General Counsel & Company Secretary will chair the Committee.

6.0 Frequency of meetings and quorum:

The Committee shall connect:

- Weekly for a 60 minute call.
- Every other week for a 90 – 120 minute call.
- Full day face to face monthly.

The quorum necessary for the transaction of business shall be four members of whom at least one must be the Chief Executive Officer or, in his absence, the Chief Financial Officer. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all of any of the authorities, powers and discretions vested in, or exercisable, by the Committee.

7.0 Meeting Operations:

Meetings of the Committee, other than those regularly scheduled as above, shall be summoned by the EA to the CEO at the request of the Chief Executive Officer.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers where required, shall be forwarded to each member of the Committee and any other person required to attend, no later than two working days before the date of the meeting, except where exceptional circumstances requires shorter notice.

Except as outlined above, meetings of the Committee shall be conducted in accordance with the provisions of the Company's Articles of Association governing the proceedings of directors.

Actions and Decisions of the Committee meetings shall be captured by the Director to the CEO office and circulated promptly to all members of the Committee. Minutes are not recorded.

8.0 Committee evaluation and ToR review:

These terms of reference were adopted at a meeting referred to on this cover and will be reviewed once in each calendar year thereafter.

9.0 Reporting requirements:

The Chief Executive Officer will regularly report to the Board of Directors on the discussions of the Committee.