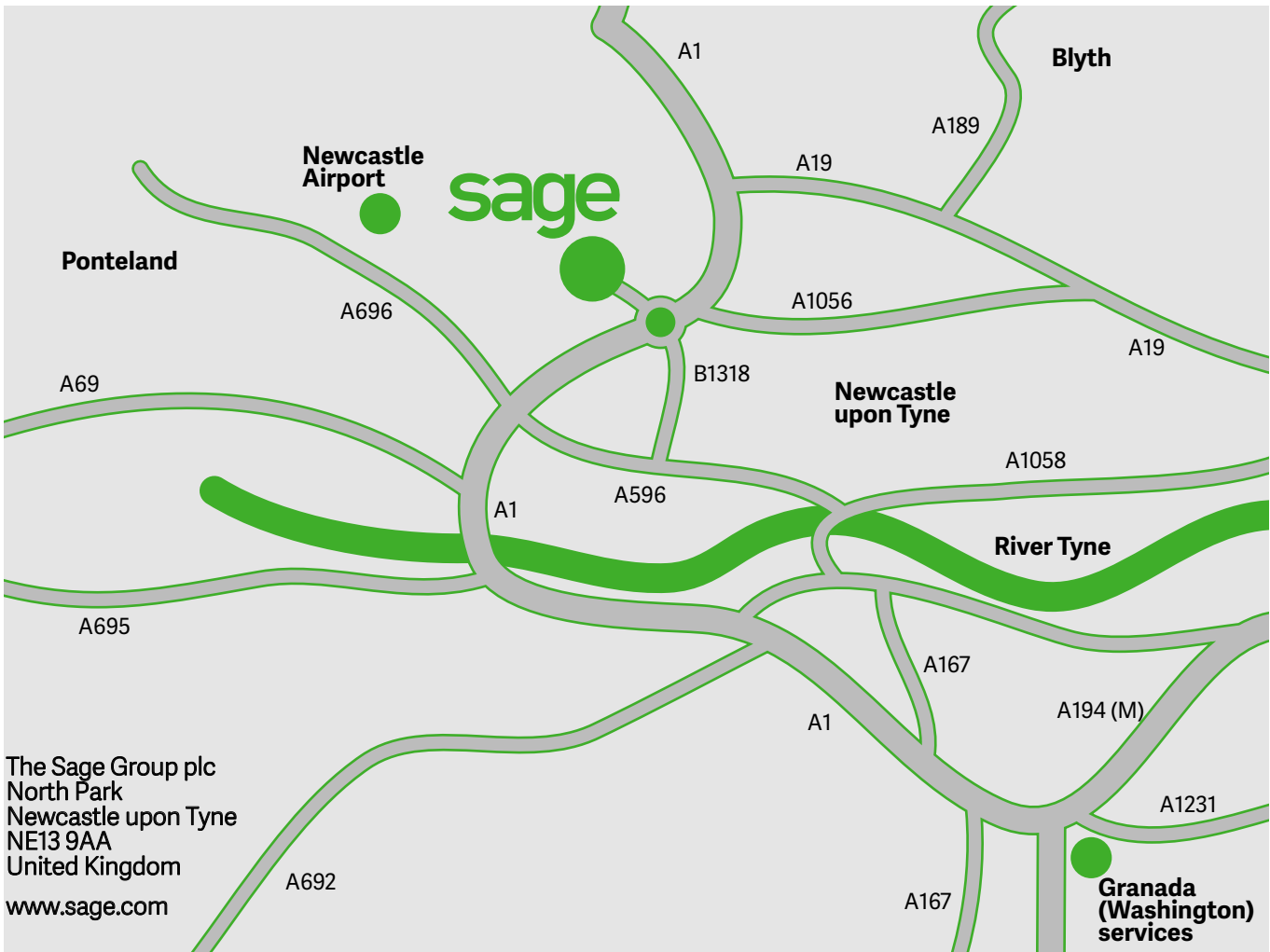


2017 Notice of Meeting

Formal notice of the twenty-ninth Annual General Meeting of The Sage Group plc to be held on Tuesday 28 February 2017 is set out in this document. A Form of Proxy is enclosed for members who wish to use one. It should be returned so as to be with the Company's Registrars no later than 10.00am on 26 February 2017. Shareholders may also register their voting instructions online for the forthcoming Annual General Meeting by going to www.sharevote.co.uk. They will be required to key in the three security numbers printed on the Form of Proxy to access the voting site. CREST members may appoint their proxy or proxies electronically via Equiniti (ID RA19).



This notice is important and requires your immediate attention. If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your ordinary shares, please send this document, together with the accompanying 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, for delivery to the purchaser or transferee.

Notice of Meeting

Notice is hereby given that the twenty-ninth Annual General Meeting of The Sage Group plc will be held at North Park, Newcastle upon Tyne NE13 9AA at 10.00am on 28 February 2017 for the following purposes:

To consider and, if thought fit, to pass the following resolutions, of which resolutions 1 to 12 (inclusive) will be proposed as ordinary resolutions and resolutions 13 to 15 (inclusive) will be proposed as special resolutions:

1. To receive and consider the Annual Report & Accounts for the financial year ended 30 September 2016.
2. To declare a final dividend recommended by the directors of 9.35 pence per ordinary share for the financial year ended 30 September 2016 to be paid on 3 March 2017 to members whose names appear on the register at the close of business on 10 February 2017.
3. To re-elect Mr D H Brydon as a director.
4. To re-elect Mr N Berkett as a director.
5. To re-elect Mr J W D Hall as a director.
6. To re-elect Mr S Hare as a director.
7. To re-elect Mr J Howell as a director.
8. To re-elect Mr S Kelly as a director.
9. To re-appoint Ernst & Young LLP as auditors to the Company.
10. To authorise the Audit and Risk Committee to determine the remuneration of the auditors to the Company.
11. To approve the Directors' remuneration report (excluding the Directors' remuneration policy set out on pages 86 to 88 of the Annual Report & Accounts 2016) for the financial year ended 30 September 2016, as set out on pages 82 to 100 of the Annual Report & Accounts 2016.
12. That:
 - (a) the directors be authorised to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:
 - (i) in accordance with article 7 of the Company's articles of association, up to a maximum nominal amount of £3,783,563 (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 £3,783,563), and
 - (ii) comprising equity securities (as defined in article 8 of the Company's articles of association) up to a maximum nominal amount of £ 7,567,125 (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 2018; 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).
13. 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;
 - (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 the allotment of equity securities having a nominal amount not exceeding in aggregate £568,103;
 - (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 2018; and
 - (d) all previous unutilised authorities under sections 570 and 573 of the Companies Act 2006 shall cease to have effect.
14. That in accordance with 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 108,009,614 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 per cent. 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 close of business on 31 March 2018 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.
15. That a general meeting (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.

By Order of the Board

V Bradin

Secretary

Registered office:

North Park, Newcastle upon Tyne NE13 9AA

Registered in England

Company number 2231246

5 January 2017

Explanatory notes

Resolution 1 is to receive and consider the Annual Report & Accounts for the financial year ended 30 September 2016. The directors are required to present to the meeting the annual accounts and reports which are contained in the Annual Report & Accounts 2016.

Resolution 2 recommends a final dividend of 9.35p per ordinary share be declared. The final dividend declared cannot exceed the amount recommended by the directors. An interim dividend of 4.80p per share was paid on 3 June 2016. The Board is proposing a final dividend of 9.35p per share, making a total dividend for the year of 14.15p per share.

Resolutions 3 to 8 relate to the re-election of directors to the Board. In accordance with the recommendations of the UK Corporate Governance Code, all directors retire at the Annual General Meeting and those wishing to serve again submit themselves for re-election by the shareholders. As announced on 30 November 2016, Ruth Markland and Inna Kuznetsova will be stepping down from the Board at the end of the Annual General Meeting and will therefore not be submitting themselves for re-election.

Mr D H Brydon has a contract for services with the Company for a fixed term of five years from 6 July 2012, terminable within that period by six months' notice from the Company or from him.

Mr N Berkett has a contract for services with the Company for a fixed term of three years from 1 July 2016, terminable within that period by six months' notice from the Company and one month's notice from him.

Mr J W D Hall has a contract for services with the Company for a fixed term of three years from 1 January 2017, terminable within that period by one month's notice from the Company and one month's notice from him.

Mr S Hare has a service contract with the Company, terminable on 12 months' notice from the Company or from him.

Mr J Howell has a contract for services with the Company for a fixed term of three years from 15 May 2016, terminable within that period by six months' notice from the Company and one month's notice from him.

Mr S Kelly has a service contract with the Company, terminable on 12 months' notice from the Company or from him.

Resolution 3 relates to the re-election of Mr D H Brydon. Mr Brydon joined the Board in July 2012 and became Chairman on 1 September 2012. Mr Brydon also chairs the Nomination Committee. On appointment Mr Brydon met the independence criteria set out in the UK Corporate Governance Code. He is Chairman of the London Stock Exchange plc and of the Medical Research Council. Mr Brydon had a 20-year career with Barclays Group, during which time he was Chairman and Chief Executive of BZW Investment Management and acting Chief Executive of BZW, followed by 15 years with the AXA Group, including holding the posts of Chairman and Chief Executive of AXA Investment Managers and Chairman of AXA Framlington. He has also recently been Chairman of Royal Mail plc, the London Metal Exchange, Amersham plc, Taylor Nelson Sofres plc, Smiths Group plc and the ifs School of Finance and a Director of Allied Domecq plc and Scottish Power plc. He is a past Chairman of EveryChild.

Resolution 4 relates to the re-election of Mr N Berkett. Mr Berkett joined the Board in July 2013 as a Non-executive Director. He is also Chairman of the Guardian Media Group and member of the Board of Trustees for the NSPCC. He has over 25 years' experience in a wide range of highly competitive consumer industries. Most recently, he was Chief Executive of Virgin Media Group from March 2008 to June 2013, having joined ntl, Virgin Media's predecessor, as Chief Operating Officer in September 2005. Before ntl he was Managing Director, Distribution, at Lloyds TSB plc (UK). His previous roles include Chief Operating Officer at Prudential Assurance Company Ltd UK, Head of Retail at St George Bank, Senior General Manager at the Australian division of Citibank Limited, Chief Executive at Eastwest Airlines Australia and Financial Controller at ICL Australia. He was also until recently a non-executive director of Bank of Queensland Ltd.

Resolution 5 relates to the re-election of Mr J W D Hall. Mr Hall joined the Board on 1 January 2014 as a Non-executive Director and became Chairman of the Remuneration Committee in December 2014. He was Chief Executive of Dairy Crest Group plc from 2002 to 2006, prior to which his career was spent with Procter and Gamble, Mars and PepsiCo. He was a Non-executive Director of Mitchells & Butlers plc from July 2004 to January 2010, and Chairman from June 2008 to November 2009. He is currently the Senior Independent Non-executive Director of WH Smith plc and of First Group plc. Mr Hall has been appointed by the Board to succeed Ms Markland as Senior Independent Director with effect from the end of the Annual General Meeting on 28 February 2017.

Resolution 6 relates to the re-election of Mr S Hare. Mr Hare joined Sage as Group Chief Financial Officer on 3 January 2014 and joined the Board on the same date. He has significant financial and operating experience as a CFO, most recently as Operating Partner at Apax Partners, where he was Co-Head of the Portfolio Support Group. Prior to joining Apax in 2009, he accumulated over 10 years' experience as CFO for three listed companies, most recently with Invensys, then a FTSE 100 company, from 2006 to 2009.

Resolution 7 relates to the re-election of Mr J Howell. Mr Howell joined the Board in May 2013 as a Non-executive Director and became Chairman of the Audit Committee in November 2013. He is also Group Finance Director of Close Brothers Group plc, joining in February 2008, and previously held the same position at the London Stock Exchange Group plc from 1999. Jonathan has also been a non-executive director of EMAP plc and Chairman of FTSE International. The early part of his career was at PricewaterhouseCoopers where he qualified as a chartered accountant.

Resolution 8 relates to the re-election of Mr S Kelly. Mr Kelly joined the Board on 5 November 2014 as Group Chief Executive Officer. He has served as Chief Executive Officer of two growth orientated public software companies, namely: NASDAQ listed Chordiant Software, Inc from 2001 to 2005; and then from 2006 to 2010, London Stock Exchange listed Micro Focus International plc. From 2010, Stephen was a founder investor and director in a number of successful SMEs. In 2012 he was appointed Chief Operating Officer for the UK Government responsible to the Minister for the Cabinet Office. In this role, Stephen was the most senior civil servant responsible for Efficiency & Reform, as well as promoting the government's positive SME agenda.

Further biographical details of all directors are set out on pages 66 and 67 of the Annual Report & Accounts 2016.

The Nomination Committee, which is the Committee of the Board which considers the balance of the Board and the mix of skills, knowledge and experience of its members, has considered and approved the proposed re-election of Messrs Brydon, Berkett, Hall, Hare, Howell and Kelly. All the proposed appointees have been subject to a formal evaluation procedure in the last 12 months. Following that procedure the Chairman confirms the continuing commitment and effective contribution of Messrs Berkett, Hall, Hare, Howell and Kelly to their roles and recommends their re-election. Ms Markland, in her role as Senior Independent Director, as at the date of this Notice, also confirms Mr Brydon's continuing commitment and effective contribution in his role as Chairman.

Resolutions 9 and 10 relate to the re-appointment of the auditors and determination of their remuneration. Resolution 9 is proposed to approve the re-appointment of Ernst & Young LLP, following the recommendation of the Audit and Risk Committee. Resolution 10 authorises the Audit and Risk Committee to determine the auditors' remuneration. Further details of the external audit are set out on page 80 of the Annual Report & Accounts 2016.

Resolution 11 is to approve the Directors' remuneration report (excluding the Directors' remuneration policy on pages 86 to 88 of the Annual Report & Accounts 2016) as set out on pages 82 to 100 of the Annual Report & Accounts 2016.

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 12 will be proposed to enable the directors to renew their existing 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 2018.

Paragraph (a)(i) of resolution 12 will allow the directors to allot ordinary shares up to an aggregate maximum nominal amount of £3,783,563 (representing approximately 33.3% of the nominal value of the Company's issued share capital, excluding shares held in treasury, on 20 December 2016, the latest practicable date prior to the publication of this document).

In accordance with the institutional guidelines issued by the Investment Association ("IA"), paragraph (a)(ii) of resolution 12 will allow directors to allot, including the ordinary shares referred to in paragraph (a)(i) of resolution 12, further of the Company's ordinary shares in connection with a pre-emptive offer by way of a rights issue to ordinary shareholders up to a maximum nominal amount of £7,567,125 (representing approximately 66.6% of the Company's existing issued share capital, excluding shares held in treasury, on 20 December 2016, the latest practicable date prior to the publication of this document). The directors have no present intention of exercising this authority. However, if they do exercise the authority, the directors intend to follow best practice as regards its use as recommended by the IA.

As at 20 December 2016, the latest practicable date prior to the publication of this document, the Company holds 39,522,431 shares in treasury, which represents approximately 3.53% of the total ordinary share capital in issue.

Resolution 13 will allow the directors 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 2018. If approved, the resolution will authorise the directors to issue shares in connection with a rights issue or other pre-emptive offer and otherwise to issue shares for cash up to an aggregate maximum nominal amount of £568,103 (representing approximately 5% of the issued ordinary share capital of the Company, excluding shares held in treasury, on 20 December 2016, the latest practicable date prior to the publication of this document), which includes the sale on a non-pre-emptive basis of any shares the Company holds in treasury for cash. The directors do not have any present intention of exercising this authority and do not intend to issue more than 7.5% of the issued share capital of the Company for cash on a non-pre-emptive basis in any rolling three-year period without prior consultation with the relevant investor groups.

The directors are aware of the Pre-Emption Group's Statement of Principles, as updated in March 2015, and the template resolutions published in May 2016, and may, if considered appropriate, seek authority by way of an additional resolution at future Annual General Meetings to issue shares for cash on a non pre-emptive basis up to an amount equal to a further 5% of the issued share capital of the Company, provided that such additional authority is used only in accordance with the Pre-Emption Group's Statement of Principles.

Resolution 14 will be proposed to continue to enable the Company to purchase its own shares 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 108,009,614 shares which is equivalent to approximately 10% of the Company's issued share capital, excluding shares held in treasury, as at 20 December 2016, 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 but will terminate on 31 March 2018 if the Annual General Meeting has not been held by that date.

The Company may agree before the authority terminates to purchase ordinary shares where the purchase will or may be executed after the authority terminates (either in whole or in part). The Company may complete such a purchase 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 give careful consideration to gearing levels of the Company and its general financial position. The purchase price would be paid out of distributable profits.

Explanatory notes continued

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 will be 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 resolution 14, the Company will have the option of holding those shares in treasury, rather than cancelling them. Your Board will 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.

In the 12 months ended 30 September 2016, the Company did not purchase any of its own shares. In the period from 1 October 2016 to 20 December 2016 (being the latest practicable date prior to the publication of this document), the Company did not purchase any of its own shares.

The total number of options to subscribe for ordinary shares and awards to be satisfied by newly issued ordinary shares under other long-term incentive plans of the Group that were outstanding at 20 December 2016 (being the latest practicable date prior to the publication of this document) was 14,241,356. The proportion of issued share capital, excluding shares held in treasury, that they represented at that time was 1.32% 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 1.65%.

Resolution 15 will be proposed to allow the Company to call general meetings (other than an Annual General Meeting) on 14 clear days' notice. A resolution in the same terms was passed at the Annual General Meeting in 2016. The notice period required by the Companies Act 2006 for general meetings of the Company is 21 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. 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 and noting also the recommendations of the UK Corporate Governance Code with which the Company would intend to comply. 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.

Recommendation

The directors believe that the proposals in resolutions 1 to 15 are in the best interests of shareholders as a whole and, accordingly, they unanimously recommend that you vote in favour of all the resolutions.

By Order of the Board

V Bradin
Secretary

5 January 2017

Notes

- (i) 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 his/her rights to attend and to speak and vote instead of him/her. 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. If you wish your proxy to speak on your behalf at the Annual General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- (ii) 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 Registrars, Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA no later than 10.00am on 26 February 2017. The completion and return of a Form of Proxy will not prevent a member who wishes to do so from attending and voting in person. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this notice. As an alternative to completing a hard copy Form of Proxy, a member can appoint a proxy electronically by visiting www.sharevote.co.uk. For security purposes, you will need to provide your voting ID, task ID and shareholder reference number (which are shown under your name on the Form of Proxy). Full instructions are given on the website. The proxy appointment and instructions should reach the Company's Registrars not later than 10.00am on 26 February 2017. CREST members may appoint a proxy through the CREST electronic proxy appointment service (please see note (xv) below). You must inform the Company's Registrars in writing of any termination of the authority of a proxy.
- (iii) 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 Registrars, Equiniti, on 0371 384 2859. Non-UK callers should dial +44(0) 121 415 7047. Lines are open 8.30am to 5.30pm, Monday to Friday.
- (iv) 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.
- (v) Copies of the service contracts and terms of appointment of the directors are available for inspection at North Park, Newcastle upon Tyne, NE13 9AA during normal business hours on any weekday (public holidays excepted) and will be available at the Annual General Meeting (for at least 15 minutes prior to and during the meeting).
- (vi) Only those members registered in the register of members of the Company as at 6.30pm on 26 February 2017 or, in the event that this meeting is adjourned, in the register of members as at 6.30pm on the day two 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 26 February 2017 or, in the event that this meeting is adjourned, in the register of members after 6.30pm on the day two 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.
- (vii) If you return paper and electronic proxy instructions, those received last by the Registrars before the latest time for receipt of proxies will take precedence. You are advised to read the website terms and conditions of use carefully. Electronic communication facilities are available to all shareholders and those who use them will not be disadvantaged.
- (viii) 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 him/her 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 Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she 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.
- (ix) The statement of the rights of shareholders in relation to the appointment of proxies in notes (i), (ii) and (iii) above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
- (x) As at 20 December 2016 (being the last practicable date prior to the publication of this document) the Company's issued share capital consists of 1,119,618,567 ordinary shares, carrying one vote each, of which 39,522,431 are held in treasury. Therefore, the total exercisable voting rights in the Company as at 20 December 2016 are 1,080,096,136.
- (xi) 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 auditors' report and the conduct of the audit) that are to be laid before the 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 auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the 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.

Notes continued

- (xii) A member attending the meeting has the right to ask questions relating to the business being dealt with at 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.
- (xiii) In accordance with section 311A of the Companies Act 2006, the contents of this notice, details of the total number of shares in respect of which members are entitled to exercise voting rights at the Annual General Meeting, the total voting rights members are entitled to exercise at the 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 at www.sage.com.
- (xiv) 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 (a) 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 (b) 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 (i) (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), (ii) it is defamatory of any person, or (iii) 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 16 January 2017, being the date six clear weeks before the meeting, and (in the case of a matter to be included on the business only) must be accompanied by a statement setting out the grounds for the request.
- (xv) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of that meeting by using the procedures described in the CREST Manual, which is available at www.euroclear.com. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in note (ii) 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 his/her 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.
- (xvi) Except as provided above, members who have general queries about the Annual General Meeting should use the following means of communication (no other methods of communication will be accepted): calling our shareholder helpline on 0371 384 2859, Non-UK callers should dial +44(0) 121 415 7047. Lines are open 8.30am to 5.30pm, Monday to Friday; or writing to the Company's Registrars, 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.
- (xvii) All resolutions will be put to vote on a poll. This will result in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised, including the votes of all shareholders who are unable to attend the meeting but who appoint a proxy for the meeting. On a poll, each shareholder has one vote for every share held.