

Executive Committee

Terms of Reference (ToR)

Version No. 2.0

Owner: Vicki Bradin

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Executive Committee – Terms of Reference

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1.0 Administration

1.1 Change Control:

Version	Author of Change	Date	Details of Change
2	Salman Syed	26/Aug	Direct reports of CEO

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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.

3.0 Authority:

Whilst the Committee does not have specific authority to approve any matters, 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, President of North America and the General Counsel & Company Secretary.

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 will chair the Committee.

6.0 Frequency of meetings and quorum:

The Committee shall meet fortnightly.

The quorum necessary for the transaction of business shall be five 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 Secretary of the Committee (the General Counsel & Company Secretary) 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, 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 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.

The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

Minutes of Committee meetings shall be circulated promptly to all members of the Committee.

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.