

A man and a woman in business attire are standing on a balcony of a modern building, engaged in a conversation. The man is seen from the back, wearing a dark suit. The woman is facing him, smiling, wearing a dark blazer over a white shirt and dark pants, and holding a black folder. The background shows the building's glass facade and structural elements.

sage

**Our Code of Conduct**

**Protection for speaking out**

"I promise my personal protection for anyone that speaks out about something that goes against our Code of Conduct. Sage will provide you with the maximum support and protection if you take it upon yourself to stand up for what is right."

The Code of Conduct sets out the business standards expected by Sage and provides a clear set of rules for all colleagues. Sage is building a great business the right way and every colleague should demonstrate the highest ethics.

Sage is building a sustainable and successful business for our customers, colleagues, partners and investors. It is imperative that our success is delivered in the right way, doing the right things. The highest standards of integrity are required at Sage and this Code provides total clarity on what these standards are. The Code of Conduct is the DNA of Sage business, professional and personal conduct. This Code of Conduct clearly sets out clear standards of behavior for everyone in our organization.

The Code demonstrates that Sage will operate responsibly and in accordance with all relevant laws and regulations.

**Specifically Sage will:**

- Promote ethical business practice and trade ethically; complying with all relevant laws and regulations
- Behave fairly with colleagues, customers and partners
- Provide a safe route for colleagues to highlight non-compliance or concerns

This is not a tick box exercise but a vital part of the way Sage must operate in order to build a high quality, high integrity business for the long term.

**Stephen Kelly**

Chief Executive Officer  
The Sage Group Plc



## What does the Code of Conduct mean for me?

The Code of Conduct exists alongside and complements the global policies which all colleagues must comply with, including HR, Data Protection, Health and Safety and Corporate Responsibility.

The Code of Conduct provides important rules on specific areas of ethical behavior. The consequences of not complying with the Code of Conduct include disciplinary action and even dismissal.



## Gifts & Hospitality

Gifts of money, goods, services or other favours must not be asked for or accepted. Small tokens and reasonable hospitality may be accepted provided they do not place you under any obligation and will not be misconstrued. Any gift or hospitality of more than a token value must be reported to your line manager and logged on the central register by emailing details to [globalgiftregister@sage.com](mailto:globalgiftregister@sage.com)

In the course of doing business we will develop many relationships with third parties such as business partners who, at times, may be seen as representing Sage. Through our relationship with these third parties, we should encourage them to reflect Sage ethical practices.

### Example

**A supplier that I know is tendering for a contract with us has invited me and my family to attend a football match. Is it OK for me to go?**

No, you should decline. It is not appropriate to accept any gifts or hospitality from a supplier during a tendering process. If in doubt you must always contact your line manager or local HR representative.



## Insider trading

Insider trading or insider dealing means personally buying or selling the shares of any company while in possession of 'inside information' about the company. Inside information is non-publicly disclosed information that could affect the share price of that company.

Insider trading is illegal, as is disclosing inside information to a friend, relative or colleague to enable that person to buy or sell shares on the basis of the information.

You must not recommend or suggest the purchase or sale of Sage shares or the stock of any other company that you have inside information about. As a guiding principle, but not as a cover all, do not disclose any information marked 'confidential'. If in doubt, always ask your manager or check with the person who has issued the information.

Those identified by Sage as potential 'insiders' have been issued with a separate policy in relation to their dealing in Sage shares. All colleagues however should think about whether their own knowledge of Sage affairs may make them subject to these restrictions.

### Examples of inside information include, but are not limited to:

- A pending merger or acquisition
- A major lawsuit or claim
- An earnings Announcement
- A significant product development

## Compliance with laws

All our dealings must be in compliance with relevant global and local regulations at all times. Sage cannot accept circumstances where any Sage colleague allows a situation to arise where we may not be in full compliance with all applicable laws.

### If you're not sure what to do, ask yourself:

- Is my approach consistent with the Code?
- Is it legal?
- Would I be happy for my colleagues, friends and family to know about it?
- Would I be comfortable if it was published in a newspaper?
- Would it stand the test of time?





## Bribery, corruption and fraud

### Bribery and corruption

We are committed to acting professionally, fairly and with integrity in all our business dealings, wherever we operate.

Bribery involves one person offering a financial or other advantage to another in return for some improper favor or advantage; fraud involves criminal deception by someone designed to gain a financial advantage and corruption refers to a wide

range of different corrupt activities, such as extortion, dishonesty and abuse of office. Corruption may include activities which would also amount to fraud or bribery.

Sage has a Bribery and Corruption policy setting out appropriate standards of behaviour for our business and procedures to help prevent bribery and corruption. You should refer to that separate policy and ensure you comply with its requirements.

### Fraud

It is of fundamental importance that Sage does not enter into, or condone, any action that is contrary to legislation or its stated policies or practices. A strong internal controls environment is identified as the key factor in identifying and preventing fraud and has been established throughout Sage.

Where fraud is identified, the Fraud, Bribery and Incident Investigation and Reporting policy will apply.

### Example

**A Sage colleague has arranged for the business to pay an additional payment to a foreign official in Morocco to speed up the clearance of goods through customs. Is this OK?**

No, making an offer in this way is bribing a foreign public official. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence. You must raise the matter using the process outlined in this Code of Conduct.

## Money laundering

People who are involved in criminal activity such as bribery, fraud or trafficking narcotics may attempt to launder money through apparently legitimate businesses in order to use the funds from their criminal activity and reduce suspicion. Sage will not accept or process money gained through criminal activity; we will only deal with reputable

customers who are involved in legitimate business activities and whose funds are derived from legitimate sources.

If you become suspicious, you should raise your concern immediately to our legal department and document all steps that are taken in relation to the payment or customer.

**Examples of unusual payment practices that might indicate money laundering include but are not limited to:**

- Multiple money orders or travelers cheques
- Large amounts of cash
- A money order or cheque on behalf of a customer from an unknown third party; and
- A reluctance to provide complete information or provision of suspicious information







## Competition

Sage is committed to free and open competition and we will never attempt to fix prices, limit suppliers or act dishonestly in any other way. We will compete vigorously but honestly whilst complying with all relevant competition and anti-trust laws wherever we do business.

We must not do or try to do anything which could result in the prevention, restriction or distortion of competition which may affect trade – this would be anti-competitive behavior and in many places, illegal. If anything like this was ever discussed, all communications on the matter would need to be disclosed.

### Example

**Some of Sage resellers have complained to me about another reseller discounting our products to the extent that it risks putting them out of business. Can I do anything about it?**

No you must not get involved in trying to influence the price of our products in the market. This is anticompetitive practice and in many places illegal!

## Conflict of interest

You may undertake legitimate financial and business activities in your own time, as long as these do not cause a conflict of interest with or damage the reputation of Sage.

### Examples of conflicts of interest include, but are not limited to:

- Selling business software or services
- Using the Sage brand for personal interests
- Directing company business to a friend or family member without going through a proper purchasing process

- Preferential recruitment or promotion of a partner, relative or close personal friend
- Situations where a member of the family, the spouse or partner of an individual also reports directly or indirectly to an individual

# What if something is wrong and I need to tell someone?

Drawing attention to possible wrongdoing is important; it can be difficult or even intimidating to speak up when your colleagues do not appear to be concerned. However, if you have done, been asked to do or witnessed something that goes against the Code, then covering it up or ignoring it will make things worse.

**Call the Safecall number – it's free and confidential!**

## Europe

### France

00 800 72332255

### UK

0800 9151571

### Ireland

1 800 812740

### Portugal

00 800 72332255

### Belgium

00 800 72332255

### Switzerland

00 800 72332255

### Germany

kanzlei@arbeits-mietrecht.de  
compliance@betz-scharpenack.de

### Austria

00 800 72332255

### Netherlands

00 800 72332255

### Spain

00 800 72332255

### Italy

00 800 72332255

### Poland

00 800 72332255

## North America & Canada

### Canada

1877 5998073

### USA

1866 9013295

## International

### South Africa

00 800 72332255

### Australia

0011 800 72332255

### Namibia

0044 191 516 7764

### Botswana

0044 191 516 7764

### Brazil

0800 8921750

### Morocco

0044 191 516 7764

### UAE

8000 4413376

### Saudi Arabia

800 8442067

### Kenya

0044 191 516 7764

### Singapore

001 800 72332255 (Singtel)  
002 800 72332255 (M1)  
008 800 72332255 (Starhub)

### Malaysia

1800 220054

### Thailand

001 800 72332255

### India

000800 4401256

### Nigeria

0044 191 516 7764

## The process is as follows:

**1 You can talk to your manager**

**2 You can talk to your HR manager**

**3 You can call the Safecall number**

## If you still have concerns, you can contact the:

**4 Chief People Officer Sandra Campopiano at [sandra.campopiano@sage.com](mailto:sandra.campopiano@sage.com) | 0044 203 810 7205**

**5 General Counsel and Company Secretary Vicki Bradin at [vicki.bradin@sage.com](mailto:vicki.bradin@sage.com) | 0044 203 8107272**

**6 CFO Steve Hare at [steve.hare@sage.com](mailto:steve.hare@sage.com) | 0044 191 294 3055**

**7 CEO Stephen Kelly at [stephen.kelly@sage.com](mailto:stephen.kelly@sage.com) | 0044 191 294 3054**

**8 Chair of the Audit Committee Jonathan Howell at [jonathan.howell@closebrothers.com](mailto:jonathan.howell@closebrothers.com) | 0044 207 655 3787**