

FINAL TERMS

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (EEA). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (UK). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA (**UK MiFIR**). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

UK MiFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, as defined in the UK Financial Conduct Authority Handbook Conduct of Business Sourcebook, and professional clients, as defined in UK MiFIR, only; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturer/s' target market assessment; however, a distributor subject to the UK Financial Conduct Authority Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

3 March 2025

The Sage Group plc

Legal Entity Identifier (LEI): 2138005RN5XYLTF8G138

**Issue of £300,000,000 5.625 per cent. Notes due 5 March 2037
unconditionally and irrevocably guaranteed by Sage Treasury Company Limited
under the £1,500,000,000
Euro Medium Term Note Programme**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 5 February 2025 which constitutes a base prospectus for the purposes of the UK Prospectus Regulation (the **Base Prospectus**). This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus has been published on the website of the Issuer at www.sage.com.

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| 1. | (a) | Issuer: | The Sage Group plc |
| | (b) | Guarantor: | Sage Treasury Company Limited |
| 2. | (a) | Series Number: | 2 |
| | (b) | Tranche Number: | 1 |
| | (c) | Date on which the Notes will be consolidated and form a single Series: | Not Applicable |
| 3. | | Specified Currency or Currencies: | Pounds Sterling (£) |
| 4. | | Aggregate Nominal Amount: | |
| | (a) | Series: | £300,000,000 |
| | (b) | Tranche: | £300,000,000 |
| 5. | | Issue Price: | 99.676 per cent. of the Aggregate Nominal Amount |
| 6. | (a) | Specified Denominations: | £100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No Notes in definitive form will be issued with a denomination above £199,000. |
| | (b) | Calculation Amount (in relation to calculation of interest on Notes in global form see Conditions): | £1,000 |
| 7. | (a) | Issue Date: | 5 March 2025 |

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| | (b) | Interest Commencement Date: | Issue Date |
| 8. | | Maturity Date: | 5 March 2037 |
| 9. | | Interest Basis: | 5.625 per cent. Fixed Rate
(see paragraph 14 below) |
| 10. | | Redemption Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount |
| 11. | | Change of Interest Basis: | Not Applicable |
| 12. | | Put/Call Options: | Issuer Call
Issuer Par Call
Change of Control Put
Clean-Up Call
(see paragraphs 18, 19, 21 and 22 below) |
| 13. | (a) | Status of the Notes: | Senior |
| | (b) | Status of the Guarantee: | Senior |
| | (c) | Date Board approval for issuance of Notes and Guarantee obtained: | 6 February 2025 and 19 February 2025 (with respect to the issuance of the Notes) and 20 February 2025 (with respect to the Guarantee) |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. | | Fixed Rate Note Provisions | Applicable |
| | (a) | Rate(s) of Interest: | 5.625 per cent. per annum payable in arrear on each Interest Payment Date |
| | (b) | Interest Payment Date(s): | 5 March in each year from and including 5 March 2026 up to and including the Maturity Date |
| | (c) | Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions): | £56.25 per Calculation Amount |
| | (d) | Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions): | Not Applicable |
| | (e) | Day Count Fraction: | Actual/Actual (ICMA) |
| | (f) | Determination Date(s): | 5 March in each year |

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| 15. | Floating Rate Note Provisions | Not Applicable |
| 16. | Zero Coupon Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 17. | Notice periods for Condition 6.2: | Minimum period: 30 days

Maximum period: 60 days |
| 18. | Issuer Call: | Applicable |
| | (a) Optional Redemption Date(s): | Any date during the period from and including the Issue Date to but excluding the Par Call Period Commencement Date (as defined below) |
| | (b) Optional Redemption Amount: | Spens Amount |
| | (i) Reference Bond: | UKT 1.750 per cent. due 7 September 2037 (ISIN: GB00BZB26Y51) |
| | (ii) Redemption Margin: | 0.150 per cent. |
| | (iii) Quotation Time: | 2.00 p.m. (London time) |
| | (c) If redeemable in part: | Applicable |
| | (i) Minimum Redemption Amount: | £100,000 |
| | (ii) Maximum Redemption Amount: | Not Applicable |
| | (d) Notice periods: | Minimum period: 15 days

Maximum period: 30 days |
| 19. | Issuer Par Call: | Applicable |
| | (a) Par Call Period: | From and including 5 December 2036 (the Par Call Period Commencement Date) to but excluding the Maturity Date |
| | (b) Notice Periods: | Minimum period: 15 days

Maximum period: 30 days |
| 20. | Investor Put: | Not Applicable |
| 21. | Change of Control Put: | Applicable |

- (a) Optional Redemption Amount: £1,000 per Calculation Amount
- 22. Clean-Up Call: Applicable
 - (a) Optional Redemption Amount: £1,000 per Calculation Amount
 - (b) Notice periods:
 - Minimum period: 15 days
 - Maximum period: 30 days
- 23. Final Redemption Amount: £1,000 per Calculation Amount
- 24. Early Redemption Amount payable on redemption for taxation reasons or on event of default: £1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 25. Form of Notes:
 - (a) Form: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes upon an Exchange Event
 - (b) New Global Note: Yes
- 26. Additional Financial Centre(s): Not Applicable
- 27. Talons for future Coupons to be attached to Definitive Notes: No

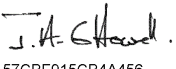
THIRD PARTY INFORMATION

The description of the ratings of the Notes set out in paragraph 2 of Part B below has been extracted from the website of S&P Global Ratings UK Limited (**S&P**). Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by S&P, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of The Sage Group plc:

By:


Duly authorised

Signed by:

57CBF915CB4A456...
Jonathan Howell

Signed on behalf of Sage Treasury Company Limited:

By:

Duly authorised

DocuSigned by:

A5B9A5E29C2E442...
James Thomas

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

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| (i) | Listing and Admission to trading | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's main market and to be listed on the Official List of the Financial Conduct Authority with effect from the Issue Date. |
| (ii) | Estimate of total expenses related to admission to trading: | £6,200 |

2. RATINGS

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| Ratings: | The Notes to be issued have been rated:

S&P: BBB+

S&P has in its December 2024 article titled "S&P Global Ratings Definitions" described a rating of "BBB" in the following terms: <i>"An obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation."</i>

Ratings from "AA" to "CCC" may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the rating categories. |
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3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for the fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their respective affiliates in the ordinary course of business.

4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

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| (i) | Reasons for the offer: | General corporate purposes |
| (ii) | Estimated net proceeds: | £297,978,000 |

5. YIELD

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| Indication of yield: | 5.663 per cent. per annum |
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The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

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| (i) | ISIN: | XS3015668919 |
| (ii) | Common Code: | 301566891 |
| (iii) | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | Not Applicable |
| (iv) | Delivery: | Delivery against payment |
| (v) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (vi) | Intended to be held in a manner which would allow Eurosystem eligibility: | Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |

7. DISTRIBUTION

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| (i) | Method of distribution: | Syndicated |
| (ii) | If syndicated, names of Managers: | <i>Joint Lead Managers</i>
HSBC Bank plc
J.P. Morgan Securities plc
Merrill Lynch International
NatWest Markets Plc |
| (iii) | Stabilisation Manager(s) (if any): | Not Applicable |
| (iv) | If non-syndicated, name of relevant Dealer: | Not Applicable |
| (v) | U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D |
| (vi) | Prohibition of Sales to EEA Retail Investors: | Applicable |

- (vii) Prohibition of Sales to UK Retail Investors: Applicable
- (viii) Singapore Sales to Institutional Investors and Accredited Investors only: Applicable