

# VOTING CARD SOPHEON PLC

Please detach and bring this card with you if you attend the Court Meeting.



The Court Meeting will be held at the offices of Squire Patton Boggs (UK) LLP, 60 London Wall, London, EC2M 5TQ, on Thursday 8 February 2024.

The Court Meeting will commence promptly at 10.00 a.m. You are advised to arrive before the start of the meeting to allow time for registration.

If you require any assistance on the day, please speak to a steward on arrival at the Court Meeting.

Signature of person attending

Bar Code:



## COURT MEETING – FORM OF PROXY SOPHEON PLC (the “Company”)

CR-2023-005032  
IN THE HIGH COURT OF JUSTICE  
BUSINESS AND PROPERTY COURTS OF  
ENGLAND AND WALES  
COMPANIES COURT (ChD)  
IN THE MATTER OF SOPHEON PLC  
–AND–

IN THE MATTER OF PART 26 THE COMPANIES ACT 2006

Bar Code:

I/We the undersigned being (a) member(s) of the Company hereby appoint the Chairman of the Meeting or the following person:

Event Code:

Name of Proxy (see Note 2):

Number of shares proxy appointed over (see Note 3):

as my/our proxy or proxies to exercise all of my/our rights to attend, speak and vote for me/us and on my/our behalf at the Court Meeting to be held at the offices of Squire Patton Boggs (UK) LLP, 60 London Wall, EC2M 5TQ at 10.00 a.m. on Thursday 8 February 2024 and at any adjournment of that meeting.

Please tick here if this proxy appointment is one of multiple proxies being made (and refer to Note 3 below).

**PLEASE SIGN IN THE APPROPRIATE BOX TO INDICATE HOW YOU WISH YOUR VOTE TO BE CAST. ONLY INSERT YOUR SIGNATURE IN ONE BOX. IF YOU SIGN IN BOTH BOXES, OR IF YOU DO NOT SIGN IN EITHER, YOUR PROXY APPOINTMENT WILL BE INVALID.**

### RESOLUTION

FOR the Scheme:

AGAINST the Scheme

**This form of proxy must be signed and dated before it is posted to Link Group (see Note 6)**

Please return this Form of Proxy to the Company's registrars, Link Group, at PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, not later than 10.00 a.m. on Tuesday 6 February 2024. However if this form is not returned in this way, it may be handed by you or on your behalf to Link Group on behalf of the Chairman at the Court Meeting or if the Court Meeting is adjourned, 48 hours (excluding any day that is not a Business Day) before the time fixed for the holding of the adjourned meeting, or to the Chairman of the Court Meeting before the taking of the poll at the Court Meeting or, if the Court Meeting is adjourned, before the taking of the poll at that adjourned meeting, and it will still be valid.

To assist with arrangements, if you intend attending the meeting in person please place an 'X' in the box opposite:

Date

## Notes

- All eligible members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy.
- A holder of Scheme Shares who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and vote in his stead. If you wish to appoint a third party proxy other than the Chairman, please write their name in the box provided, and initial the insertion. If you wish to appoint the Chairman as proxy, please leave this box blank. A proxy need not be a member of the Company but must attend the meeting in person.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If you are appointing more than one proxy, you must complete a separate proxy form in respect of each appointment.

You can obtain (an) additional proxy form(s) from the Company's registrars, Link Group, by calling 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. You may also photocopy this form. The helpline is open between 9.00 a.m. (London time) to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. On each form, you must indicate the number of shares in respect of which you are making the relevant appointment in the box provided.

Please return all the forms together and tick the box to indicate each form is one of multiple instructions being given. Please take care when completing the number of shares: failure to specify the number of shares to which each proxy appointment relates or specifying a number which, when taken together with the number of shares set out in the other proxy appointment(s), exceeds the total held by the member may result in some or all of your proxy appointments being invalid.
- In the case of a corporation this form of proxy must be executed by a duly authorised person or under its common seal or in any other manner authorised by its constitution. In the case of an individual, this form of proxy must be signed by the individual or a person.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- To be effective, this form of proxy, duly executed together with the power of attorney or other authority (if any) under which it is signed (or a duly certified copy thereof) must be lodged at the Company's registrars, Link Group, at PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, not less than 48 hours (excluding any day which is not a Business Day) before the time appointed for the holding of the meeting (in other words by 10.00 a.m. on Tuesday 6 February 2024), or adjourned meeting. However if this form is not returned in this way, it may be handed by you or on your behalf to the Link Group (on behalf of the Chairman at the Court Meeting), or to the Chairman of the Court Meeting before the taking of the poll at the Court Meeting or, if the Court Meeting is adjourned, before the taking of the poll at that adjourned meeting, and it will still be valid. You can also submit your proxy electronically with the Link Group online shareholder portal, Signal Shares at, [www.signalshares.com](http://www.signalshares.com), so as to be received by no later than 48 hours (excluding any day that is not a Business Day) before the Court Meeting.
- Any alterations made in this form of proxy should be initialled.
- Appointment of a proxy will not preclude a member from attending and voting in person should he subsequently decide to do so. However, if a member has appointed a proxy and attends the meeting in person, the relevant proxy appointment will automatically be terminated.
- Members must be entered on the Company's share register at 6.00 p.m. on Tuesday 6 February 2024 in order to be entitled to attend and vote at the meeting. Such members may only cast votes in respect of shares held at such time. If the meeting is adjourned, the time by which a person must be entered on the register in order to have the right to attend or vote at the adjourned meeting is 6.00 p.m. on the second Business Day before the date fixed for the adjourned meeting. Changes to entries on the register of members after the relevant time will be disregarded in determining the rights of any person to attend or vote at the relevant meeting.
- If two or more valid forms of proxy are delivered in respect of the same share, the one which is valid will be the one which was delivered last (regardless of its date or the date of its execution).
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at 6.00 p.m. on the second Business Day before the day of the meeting. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf. Please refer to the notes to the Notice of Court Meeting. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number RA10) not later than 48 hours (excluding any day which is not a Business Day) before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- Terms defined in the Scheme Document dated Tuesday 16 January 2024 (the "**Scheme Document**") shall have the respective same meanings when used in this form of proxy unless the context otherwise requires.

PLEASE USE REPLY-PAID ENVELOPE PROVIDED

# VOTING CARD SOPHEON PLC

Please detach and bring this card with you if you attend the General Meeting (the “General Meeting”).

The General Meeting will be held at the offices of Squire Patton Boggs (UK) LLP at 60 London Wall, London, EC2M 5TQ on Thursday 8 February 2024.

The General Meeting will commence promptly at 10.15 a.m. (or as soon thereafter as the meeting of the Scheme Shareholders convened for 10.00 a.m. on the same day, at the same place by an order of the High Court of Justice in England & Wales, shall be concluded or adjourned). You are advised to arrive before the start of the meeting to allow time for registration.

If you require any assistance on the day, please speak to a steward on arrival at the General Meeting.

Signature of person attending

Bar Code:

## GENERAL MEETING – FORM OF PROXY SOPHEON PLC (the “Company”)

Bar Code:

I/We the undersigned being (a) member(s) of the Company hereby appoint the Chairman of the Meeting OR the following person:

Event Code:

Name of Proxy (see Note 2):

Number of shares proxy appointed over (see Note 3):

as my/our proxy or proxies to exercise all of my/our rights to attend, speak and vote for me/us and on my/our behalf at the General Meeting to be held at the offices of Squire Patton Boggs (UK) LLP, 60 London Wall, London, EC2M 5TQ at 10.15 a.m. on Thursday 8 February 2024 (or as soon thereafter as the meeting of the Scheme Shareholders, convened for 10.00 a.m. on the same day, at the same place, by an order of the High Court of Justice in England & Wales, shall be concluded or adjourned) and at any adjournment of that meeting. If this form is returned without any indication as to how the proxy should vote, the proxy will be free to vote on any particular matter as he or she thinks fit, or to abstain from voting.

Please tick here if this proxy appointment is one of multiple proxies being made (and refer to Note 3 below).

Please mark “x” to indicate how you wish to vote.

### SPECIAL RESOLUTION

To authorise the directors of the Company to take all actions as they may consider necessary or appropriate for carrying the Scheme into effect, and alter the Company’s articles of association as necessary to implement the Scheme.\*

For	Against	Vote Withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

\*The full text of the Special Resolution is contained in the accompanying Notice of General Meeting.

Please return this Form of Proxy to the Company’s registrars Link Group, at PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL not later than 10.15 a.m. on Tuesday 6 February 2024 or if the General Meeting is adjourned, 48 hours (excluding any day that is not a Business Day) before the time fixed for the holding of the adjourned meeting.

To assist with arrangements, if you intend attending the meeting in person please place an ‘X’ in the box opposite:

Signature

Date

## Notes

1. All members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy.
2. A holder of shares in the Company who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and vote in his stead. If you wish to appoint a third party proxy other than the Chairman, please write their name in the box provided, and initial the insertion. If you wish to appoint the Chairman as proxy, please leave this box blank. A proxy need not be a member of the Company but must attend the meeting in person.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If you are appointing more than one proxy, you must complete a separate proxy form in respect of each appointment.

You can obtain (an) additional proxy form(s) from the Company's registrars, Link Group, by calling 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. You may also photocopy this form. The helpline is open between 9.00 a.m. (London time) to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. On each form, you must indicate the number of shares in respect of which you are making the relevant appointment in the box provided.

Please return all the forms together and tick the box to indicate each form is one of multiple instructions being given. Please take care when completing the number of shares: failure to specify the number of shares to which each proxy appointment relates or specifying a number which, when taken together with the number of shares set out in the other proxy appointment(s), exceeds the total held by the member may result in some or all of your proxy appointments being invalid.
4. In the case of a corporation this form of proxy must be executed by a duly authorised person or under its common seal or in any other manner authorised by its constitution. In the case of an individual, this form of proxy must be signed by the individual or a person.
5. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
6. If this form of proxy is returned duly signed but without any indication as to how the person(s) appointed proxy shall vote, he will exercise his discretion as to how he votes and whether or not he abstains from voting.
7. To be effective, this form of proxy, duly executed together with the power of attorney or other authority (if any) under which it is signed (or a duly certified copy thereof) must be lodged at the Company's registrars, Link Group, at PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL not less than 48 hours (excluding any day which is not a Business Day) before the time appointed for the holding of the meeting (in other words by 10.15 a.m. on Tuesday 6 February 2024) or adjourned meeting. You can also submit your proxy electronically with Link Group's online shareholder portal, Signal Shares at [www.signalshares.com](http://www.signalshares.com), so as to be received by no later than 48 hours (excluding any day that is not a Business Day), before the General Meeting.
8. Any alterations made in this form of proxy should be initialled.
9. Appointment of a proxy will not preclude a member from attending and voting in person should he subsequently decide to do so. However, if a member has appointed a proxy and attends the meeting in person, the relevant proxy appointment will automatically be terminated.
10. Members must be entered on the Company's share register at 6.00 p.m. on Tuesday 6 February 2024 in order to be entitled to attend and vote at the meeting. Such members may only cast votes in respect of shares held at such time. If the meeting is adjourned, the time by which a person must be entered on the register in order to have the right to attend or vote at the adjourned meeting is 6.00 p.m. on the second Business Day before the date fixed for the adjourned meeting. Changes to entries on the register of members after the relevant time will be disregarded in determining the rights of any person to attend or vote at the meeting.
11. If two or more valid forms of proxy are delivered in respect of the same share, the one which is valid will be the one which was delivered last (regardless of its date or the date of its execution).
12. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at 6.00 p.m. on the second Business Day before the day of the meeting. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf. Please refer to the notes to the Notice of General Meeting. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number RA10) not later than 48 hours (excluding any day that is not a Business Day) before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
14. Terms defined in the Scheme Document dated Tuesday 16 January 2024 (the "**Scheme Document**") shall have the respective same meanings when used in this form of proxy unless the context otherwise requires.

PLEASE USE REPLY-PAID ENVELOPE PROVIDED