

**THIS LETTER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

Date: 16 January 2024

To: Sopheon plc employees

**Recommended Cash Acquisition by IOps Buyer Inc. (“Bidco”) for Sopheon plc (“Sopheon”)**

On 22 December 2023, Sopheon and Bidco jointly announced agreement on the terms and conditions of a recommended cash acquisition by Bidco of the entire issued, and to be issued, ordinary share capital of Sopheon at a price of £10.00 for each ordinary share (the “**Acquisition**”). The Acquisition is to be implemented by means of a scheme of arrangement under Part 26 of the Companies Act 2006. The Acquisition is proceeding with the unanimous recommendation of the Sopheon board of directors.

The scheme document in respect of the Acquisition (the “**Scheme Document**”) was sent, or made available, to Sopheon Shareholders today.

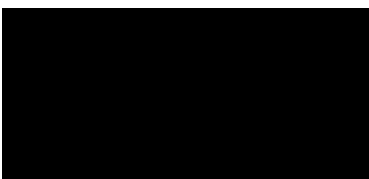
The Scheme Document sets out, amongst other things, a letter from the Chair of Sopheon, the full terms and conditions of the Scheme, an explanatory statement, notices of the required Meetings, an expected timetable of principal events and details of the action to be taken by Sopheon Shareholders.

In accordance with Rule 24.1(b)(i) of the UK City Code on Takeovers and Mergers, an electronic version of the Scheme Document is available to download from Sopheon’s website at <https://www.sopheon.com/investors>.

Terms defined in the Scheme Document shall have the same meaning when used in this letter unless otherwise stated.

Should you wish to contact anyone within Sopheon in relation to the Scheme Document, please contact Sopheon’s company secretary during business hours on + 44 (0)1276 919 560 or by submitting a request in writing to Sopheon plc, Dorna House One, Guildford Road, West End, Woking, Surrey, GU24 9PW.

Yours faithfully,



Andy Michuda  
Executive Chairman