

DEED OF AMENDMENT OF IRREVOCABLE UNDERTAKING

To:

IOps Buyer Inc.
1209 Orange Street
Wilmington
New Castle
DE 19801
United States

22 December 2023

Dear Sirs,

Acquisition of Sopheon plc (the “Company”)

1 Background

- 1.1 We refer to the irrevocable undertaking executed by us on 12 October 2023 (the “**Irrevocable Undertaking**”) in connection with IOps Buyer Inc.’s intention to acquire the entire issued and to be issued share capital of the Company by way of a scheme of arrangement (pursuant to Part 26 of the Companies Act 2006).
- 1.2 Words and expressions defined in the Irrevocable Undertaking shall, unless the context otherwise requires, have the same meanings in this letter. Headings are included for ease of reference only and shall not affect the construction of this deed.
- 1.3 We agree that with effect from the date hereof, the Irrevocable Undertaking shall be deemed to be varied, amended and restated, as follows:
- 1.3.1 paragraph 4.1.2 shall be amended by:
- (a) the deletion of “25 October 2023” and the insertion in its place of “the second Business Day following the date of this deed”; and
- 1.3.2 paragraph 4.1.7 shall be amended by the deletion of “Friday 23 February 2024” and the insertion in its place of “Monday 4 March 2024”.
- 1.4 We hereby confirm that the Irrevocable Undertaking shall, as amended by paragraph 1.3, continue in full force and effect and we shall be bound by its terms in all respects.

2 Miscellaneous

- 2.1 This deed shall be governed by and construed in accordance with English law. Any matter, claim or dispute, whether contractual or non-contractual, arising out of or in connection with this deed is to be governed by and determined in accordance with English law and shall be subject to the exclusive jurisdiction of the English courts.

We intend this document to be a deed and execute and deliver it as a deed on the date first set out above.

Yours faithfully

Executed as a Deed on behalf of **RIVOMORE LIMITED**, by its authorised signatory, who, in accordance with the laws of the territory in which it is organised, is acting under authority of **RIVOMORE LIMITED**

