

**PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER**  
**Rules 8.1 and 8.2 of the Takeover Code (the "Code")**

**1. KEY INFORMATION**

<b>(a) Full name of discloser:</b>	Sopheon plc
<b>(b) Owner or controller of interests and short positions disclosed, if different from 1(a):</b> <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	N/A
<b>(c) Name of offeror/offeree in relation to whose relevant securities this form relates:</b> <i>Use a separate form for each offeror/offeree</i>	Sopheon plc
<b>(d) Is the discloser the offeror or the offeree?</b>	OFFEREE
<b>(e) Date position held:</b> <i>The latest practicable date prior to the disclosure</i>	07 November 2023
<b>(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer?</b> <i>If it is a cash offer or possible cash offer, state "N/A"</i>	N/A

**2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE**

*If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.*

**(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates**

Class of relevant security:	20p Ordinary			
	Interests		Short positions	
	Number	%	Number	%
<b>(1) Relevant securities owned and/or controlled:</b>	Nil	0.00	Nil	0.00
<b>(2) Cash-settled derivatives:</b>	Nil	0.00	Nil	0.00
<b>(3) Stock-settled derivatives (including options) and agreements to purchase/sell:</b>	Nil	0.00	Nil	0.00
<b>TOTAL:</b>	Nil	0.00	Nil	0.00

*All interests and all short positions should be disclosed.*

*Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

## (b) Rights to subscribe for new securities

Class of relevant security in relation to which subscription right exists:	None
Details, including nature of the rights concerned and relevant percentages:	N/A

## 3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE

Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:

A) Holdings of ordinary shares by directors of Sopheon plc and their close relatives:

Name	No. Ordinary Shares Held	% of total issued share capital carrying voting rights
Barry Mence*	1,899,458	17.84%
Arif Karimjee**	73,500	0.69%
Daniel Metzger	5,000	0.05%
Andrew Michuda	67,620	0.64%
Stuart Silcock***	282,990	2.66%
Greg Coticchia	8,600	0.08%
Barnaby Kent	3,500	0.03%

\*includes 265,825 ordinary shares held by his wife, Maria Mence

\*\* includes 26,600 ordinary shares held by his wife, Fiona Karimjee

\*\*\* includes 16,625 ordinary shares held by his wife, Christine Silcock

B) The directors of the Company have the following rights to subscribe for the following relevant Sopheon plc securities under the share options plans:

Name	Date of Grant	Vesting period	Latest Exercisable Date	Exercise price (£)	No. of options outstanding
Arif Karimjee	15 February 2017	15 February 2017 to 14 February 2020	15 February 2027	4.68	11,650
Arif Karimjee	11 February 2018	11 February 2018 to 10 February 2021	11 February 2028	5.65	15,000
Arif Karimjee	4 July 2018	4 July 2018 to 3 July 2021	3 July 2028	9.00	15,000
Arif Karimjee	10 July 2020	10 July 2020 to 9 July 2023	10 July 2030	7.75	8,000
Arif Karimjee	14 May 2021	14 May 2021 to 13 May 2024	14 May 2031	9.00	43,350
Andrew	15 February	15	15 February	4.68	25,000

Michuda	2017	February 2017 to 14 February 2020	2027		
Andrew Michuda	11 February 2018	11 February 2018 to 10 February 2021	11 February 2028	5.65	50,000
Andrew Michuda	4 July 2018	4 July 2018 to 3 July 2021	3 July 2028	9.00	50,000
Andrew Michuda	10 July 2020	10 July 2020 to 9 July 2023	10 July 2030	7.75	30,000
Andrew Michuda	14 May 2021	14 May 2021 to 13 May 2024	14 May 2031	9.00	165,000
Greg Coticchia	19 October 2020	19 October 2020 to 18 October 2023	19 October 2030	7.85	20,000
Greg Coticchia	14 May 2021	14 May 2021 to 13 May 2024	14 May 2031	8.45	80,000

*Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

#### 4. OTHER INFORMATION

##### (a) Indemnity and other dealing arrangements

**Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it:**

*Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"*

None

##### (b) Agreements, arrangements or understandings relating to options or derivatives

**Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to:**

- (i) the voting rights of any relevant securities under any option; or
- (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:

*If there are no such agreements, arrangements or understandings, state "none"*

None

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**(c) Attachments**

**Are any Supplemental Forms attached?**

<b>Supplemental Form 8 (Open Positions)</b>	NO
<b>Supplemental Form 8 (SBL)</b>	NO

<b>Date of disclosure:</b>	08 November 2023
<b>Contact name:</b>	<b>Arif Karimjee, Chief Financial Officer</b>
<b>Telephone number:</b>	<b>+44 1276 919 560</b>

*Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.*

*The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.*

*The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).*