

SOPHEON PLC
 (“Sopheon”, the “Company” or the “Group”)

**INFORMATION DOCUMENT IN CONNECTION WITH DIRECT ADMISSION TO
ALTERNEXT MARKET AMSTERDAM**

In connection with its application for direct admission to NYSE Euronext’s Alternext Market Amsterdam, Sopheon presents its Information Document in compliance with Rule 3.4.3 of the NYSE Euronext Alternext Markets Rule Book.

1. Reasons for application

The application for admission to the NYSE Alternext market (“Alternext”) is made in conjunction with a request to delist from the NYSE Euronext market (“Euronext”). This change would enable the Company to benefit from certain tax exemptions which the Board believes will make it more attractive to specialist investment funds. It will also reduce the regulatory burden associated with a fully regulated market like Euronext which the Board and its advisers consider to be disproportionate to a company of Sopheon’s size and resources. Alternext is a well-recognized market with over 180 companies listed, representing a combined market capitalization of €5.9 billion. The proposed change was put to Sopheon shareholders in the annual general meeting held on June 13, 2012 and was approved. Since Alternext uses the same trading platform as Euronext, no change is expected to the mechanisms by which shareholders can buy and sell Sopheon shares.

2. Financial Statements

- Sopheon’s audited financial statements covering the years ended December 31, 2011 and December 31, 2010 were issued on March 22, 2012. The financial statements were prepared in accordance with International Financial Reporting Standards as adopted by the European Union.
- Sopheon’s unaudited condensed financial statements covering the six months ended June 30, 2012 were issued on August 23, 2012. The financial statements were prepared in accordance with IAS34 “Interim Financial Reporting”, as adopted by the European Union.

The above financial statements are incorporated herein by reference and copies are available for download on Sopheon’s website at www.sopheon.com/INVESTORS/FinancialReports.aspx.

3. Cash Position Statement

At June 30, 2012	£'000
Cash and cash equivalents	<u>2,615</u>
Borrowings	
<i>Due within one year</i>	1,426
<i>Due in more than one year</i>	<u>1,333</u>
	<u>2,759</u>
Net debt	<u><u>144</u></u>

The foregoing information is extracted from the unaudited condensed financial statements issued on August 23, 2012.

Included in amounts due in more than one year is convertible loan stock with a carrying value of £836,000 that is not due for repayment until January 31, 2015.

4. Recent Share Price Performance Data

Share price performance is presented for the 12 months preceding the date of this Information Document, obtained from NYSE Euronext.



5. Statement of Market Disclosures

All market disclosures made during the 12 months preceding the date of this Information Document are incorporated herein by reference and copies may be obtained from Sopheon's website at <http://www.sopheon.com/INVESTORS/FinancialReleases.aspx>

6. Future Disclosure Obligations

The transfer from NYSE Euronext to NYSE Alternext has certain implications for Sopheon's disclosure obligations, which are further described below.

Financial Reporting. While listed on Euronext, Sopheon was required to publish Interim Management Statements ("IMS") three months and nine months into its financial year, in addition to annual and half-year reports. Following its delisting from Euronext, IMS reports will no longer be mandatory. It is however Sopheon's intention to produce IMS reports at least for the remainder of 2012, and intends to continue for the foreseeable future, while reserving the right to reduce this level of disclosure in subsequent years in the event it is deemed onerous or commercially detrimental. Full year and half year reports will continue to be published within four and three months of period end respectively.

Ownership Movements. Alternext rules only require notification of major holdings that reach, exceed or fall below 50% or 95% of capital or voting rights. However, Sopheon remains subject to AIM rules which require notification of holdings that reach, exceed or fall below 3% and further if such holdings move through any single percentage. Sopheon will also remain subject to the rules of the United Kingdom's Panel on Takeovers and Mergers ("the Panel") which regulates takeovers and other matters to which its code applies. The Panel's central objective is to ensure fair treatment for all shareholders in takeover bids.

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