

Sopheon plc

(Registered in England No: 3217859)



NOTICE OF ANNUAL GENERAL MEETING

To the holders of Ordinary Shares

NOTICE is hereby given that the Annual General Meeting of the Company for 2002 will be held at the offices of Hammond Suddards Edge, 7 Devonshire Square, Cutlers Gardens, London EC2M 4YH on 29 May 2002 at 10:30am for the following purposes:

1. To receive and adopt the report of the directors and the audited accounts for the year ended 31 December 2001.
2. To re-appoint Andrew Davis as a director of the Company.
3. To re-appoint Stuart Silcock as a director of the Company.
4. To re-appoint Ernst & Young LLP as auditors and to authorise the directors to determine their remuneration. To consider and, if thought fit, pass the following resolutions, of which resolution 6 will be proposed as a Special Resolution, and resolutions 5 and 7 as Ordinary Resolutions:
5. That the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of that Section) in the capital of the Company up to in any event a maximum aggregate nominal amount of £2,132,003.15 but so that such authority (unless previously renewed, revoked or varied) is to expire at the conclusion of the Annual General Meeting of the Company to be held in 2003 or on 31 July 2003, whichever is earlier, but so that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if such authority had not expired.
6. That the Directors be empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (as defined in Section 94(2) of that Act) in the capital of the Company for cash pursuant to the authority conferred by resolution 5 above as if Section 89 (1) of that Act did not apply to any such allotment provided that such power is limited to:
 - (a) the allotment of equity securities in connection with an issue or offering by way of rights to ordinary shareholders where the number of equity securities respectively attributable to the interests of ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by or deemed to be held by them on the record date of such allotment, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any fractional entitlements or any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory authority or any stock exchange; and

(b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to a maximum aggregate nominal amount of £250,000.

provided that such authority (unless previously revoked or varied) is to expire at the conclusion of the Annual General Meeting of the Company to be held in 2003 or on 31 July 2003, whichever is the earlier, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if such authority had not expired.

7. That the aggregate maximum number of ordinary shares over which options may be granted to employees under all of the Company's ongoing employee share option schemes, currently the Sopheon Executive Share Option Scheme, the Sopheon Unapproved Share Option Scheme, the Sopheon plc 2000 (USA) Stock Option Plan and the Sopheon UK Unapproved Share Option Scheme (the "Schemes") shall be increased to 6,000,000 and that each of the relevant rules of the Schemes shall be amended accordingly (subject, where appropriate, to the approval of the Inland Revenue).

BY ORDER OF THE BOARD

A. Karimjee

Secretary

1 May 2002

Registered Office:

Stirling House

Surrey Research Park

Guildford

Surrey GU2 7RF

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his place. A proxy need not also be a member of the Company.
2. Pursuant to Regulation 34 of the Uncertificated Securities Regulations 1995, to be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the number of votes they may cast) members must be entered on the Company's register by 6pm on 27 May 2002.
3. Copies of the following documents will be available for inspection at the registered office during normal business hours on any weekday from the date of this notice until the conclusion of the Annual General Meeting:
 - (a) the directors' service agreements with the Company not expiring or determinable without payment within one year.
 - (b) the rules of the Sopheon employee share schemes.

Sopheon plc

FORM OF PROXY

I / We, _____
of _____
being a member/members of the above-named Company, hereby appoint the Chairman of the meeting or _____
of _____

my / our proxy in my / our name(s) and on my / our behalf at the Annual General Meeting of the Company to be held at the offices of Hammond Suddards Edge, 7 Devonshire Square, Cutlers Gardens, London EC2M 4YH on 29 May 2002 at 10.30 a.m. (including in respect of the question whether to adjourn such meeting) and at any adjournment of such meeting.

I / We direct my / our proxy to vote on the Resolutions set out in the notice dated 1 May 2002 convening the Annual General Meeting as follows:

Resolutions	For	Against
1 To receive and adopt the report of the directors and the audited accounts for the year ended 31 December 2001		
2 To re-appoint Andrew Davis as a director of the Company		
3 To re-appoint Stuart Silcock as a director of the Company		
4 To re-appoint Ernst & Young LLP as auditors and to authorize the directors to determine their remuneration		
5 To renew the directors' authority to allot shares pursuant to Section 80 of the Companies Act 1985		
6 To renew the directors' authority to allot equity securities for cash pursuant to Section 95 of the Companies Act 1985.		
7 To approve the increase in the maximum number of share options which may be granted under the Company's share option schemes.		

Please indicate with an "X" in the appropriate box above how the proxy should vote and then sign in the space provided below. If no specific direction as to voting is given, the proxy may vote or abstain at his discretion.

Signed this _____ day of _____ 2002

Signature _____

Name in Block Capitals _____

Initial and surnames of joint holders (if any) _____

Notes:

1. If it is desired to appoint any person other than the Chairman as proxy, delete the words "the Chairman of the meeting" and insert his or her name and address and initial the alteration. The person appointed to act as proxy need not be a member of the Company.
2. In the case of a corporation, this form of Proxy must be executed by the corporation and must be signed by a director and the secretary or by two directors or under the hand of a duly authorised officer or attorney.
3. In the case of joint holders, the vote of the senior holder tendering a vote will be accepted to the exclusion of the votes of the other joint holders. Seniority depends on the order in which the names stand in the register of members.
4. To be valid, this proxy and any power of attorney or other authority under which it is signed, or a notarially certified copy of such power or authority, must reach the Company's Solicitors, Hammond Suddards Edge, 7 Devonshire Square, Cutlers Gardens, London EC2M 4YH or the Company's registered office by no later than 6pm on 27 May 2002.
5. Completion of this form will not preclude you from attending and voting at the Meeting if you so wish.