

EXHIBIT A

Exchange Notice

Dated: _____

E2open Holdings, LLC
9600 Great Hills Trail, Suite 300E
Austin, TX 78759
Attention: Michael Farlekas

copy to:
E2open Parent Holdings, Inc.
9600 Great Hills Trail, Suite 300E
Austin, TX 78759
Attention: Michael Farlekas

Reference is hereby made to the Third Amended and Restated Limited Liability Company Agreement of E2open Holdings, LLC, dated as of February 4, 2021 (as amended from time to time in accordance with its terms, the “LLC Agreement”) of E2open Holdings, LLC (f/k/a Eagle Parent Holdings, LLC), a Delaware limited liability company (the “Company”), by and among E2open Parent Holdings, Inc., a Delaware corporation (“PubCo”), the other Members set forth on Exhibit A to the LLC Agreement (the “Continuing Members”) and each other Person who is or at any time becomes a Member in accordance with the terms of this LLC Agreement and the Act (such Persons, together with PubCo and the Continuing Members, the “Unitholders”). Capitalized terms used but not defined herein shall have the meanings given to them in the LLC Agreement.

Effective as of the Exchange Date as determined in accordance with the LLC Agreement, the undersigned Unitholder hereby transfers and surrenders to the Company the number of Common Units set forth below and an equal number of shares of Class V Common Stock held by such Unitholder in Exchange for the issuance to the undersigned Unitholder of that number of shares of Class A Common Stock equal to the number of Common Units so exchanged (to be issued in its name as set forth below), or, at the election of PubCo, for a Cash Exchange Payment to the account set forth below, in each case in accordance with the LLC Agreement. The undersigned hereby acknowledges that the Exchange of Common Units shall include the cancellation of an equal number of outstanding shares of Class V Common Stock held by the undersigned that have been surrendered in such Exchange.

Legal Name of Unitholder: _____

Address: _____

Number of Common Units to be Exchanged: _____

Cash Exchange Payment instructions: _____

If the Unitholder desires the shares of Class A Common Stock be settled through the facilities of The Depository Trust Company (“DTC”), please indicate the account of the DTC participant below.

In the event PubCo elects to certificate the shares of Class A Common Stock issued to the Unitholder, please indicate the following:

Legal Name for Certificate Delivery: _____

Address for Certificate Delivery: _____

The undersigned hereby represents and warrants that the undersigned is the owner of the number of Common Units the undersigned is electing to Exchange pursuant to this Exchange Notice, and that such Common Units are not subject to any liens or restrictions on transfer (other than restrictions imposed by the LLC Agreement, the charter and governing documents of PubCo and applicable Law).

The undersigned hereby irrevocably constitutes and appoints any officer of PubCo, as applicable, as the attorney of the undersigned, with full power of substitution and resubstitution in the premises, solely to do any and all things and to take any and all actions necessary to effect the Exchange elected hereby.

[Signatures on Next Page]

IN WITNESS WHEREOF the undersigned has caused this Exchange Notice to be executed and delivered as of the date first set forth above.

[Unitholder]

By: _____

Name:

Title: