

How to participate and vote in the General Meeting

Owners of registered shares must have their shares registered on the accounts kept by the Company before the second business day prior to the General Meeting at 00.00 (midnight), Paris time, i.e. Monday, 4 June 2018.

Owners of bearer shares must within the same time period prove their identity and the ownership of their shares by submitting to CIC, 6 avenue de Provence 75452 PARIS Cedex 09, a registered certificate issued by their bank, an investment firm or an authorised institution, certifying that the shares have been registered before the second business day prior to the General Meeting at 00.00 (midnight), Paris time, i.e. Monday, 4 June 2018.

If you meet the above-mentioned criteria you can choose one of three ways of participating in the Meeting as detailed below. You must express your choice USING THE VOTING FORM ATTACHED TO THIS NOTICE OF MEETING or VIA THE ONLINE SERVICE VOTACCESS.

❶ **You wish to participate this General Meeting**

All shareholders who wish to attend the General Meeting must tick box A (located at the top of the postal voting form/proxy form), sign and date the form and return it as follows:

- Either, **If the shares are registered shares**, directly to CIC, Service Assemblées, 6, avenue de Provence 75452 Paris Cedex 09, using the enclosed postage-paid envelope; or via the secure platform VOTACCESS accessible via the Axway Software Investors Website <http://www.investors.axway.com/en/investors-shareholders/shareholders-meeting>, which will redirect you on the VOTACCESS website <https://www.actionnaire.cmcicms.com/en/>. Every registered shareholders of Axway can connect in the platform of online vote by means of login and code which will be sent to him by mail before the General Meeting. The admission card will then be sent to the shareholders, according to their choice, by email or by mail.
- **If the shares are bearer shares**, to the institution that manages the shares.

An entry card will be issued to all holders of registered or bearer shares who wish to attend the Meeting.

❷ **You wish to be represented, grant the Chairman a proxy or vote by post**

1 - To be represented: Any shareholder who wishes to be represented by his/her spouse or partner in a French domestic partnership (PACS), another shareholder or any individual or legal entity of his/her choice must complete the box "Je donne pouvoir" ("I hereby appoint"), sign and date the form and return it to the address given in ❶.

2 - To grant the Chairman a proxy: Any shareholder wishing to give the Chairman a proxy must sign and date the form and return it to the address given in ❶.

3 - To vote by post or via the online service VOTACCESS:

- **Any shareholder who wishes to vote by post** must complete the box "Je vote par correspondance" ("I am voting by post").
 - To vote "AGAINST" a resolution or to abstain, by blackening the box that corresponds to the relevant resolution.
 - To vote "IN FAVOUR" of a resolution, by leaving the corresponding box empty.

Having completed the form, it should be signed and dated and returned as instructed in ❶.

Postal voting forms or proxy forms will be taken into account only if they are received by CIC, before the second business day prior to the General Meeting at 00.00 (midnight), Paris time, regardless of the method used, together with a registration certificate in the case of holders of bearer shares.

- **Any shareholder who wishes to vote online (registered shareholders)** for the General Meeting can go on the platform VOTACCESS accessible via the Axway Software Investors Website <http://www.investors.axway.com/en/investors-shareholders/shareholders-meeting>, which will redirect you on the VOTACCESS website <https://www.actionnaire.cmcicms.com/en/>. Every registered shareholders of Axway can connect in the platform of online vote by means of login and code which will be sent to him by mail before the General Meeting.

Article R. 225-85 of the French Commercial Code: A shareholder who has returned his/her postal voting form or requested an entry card may transfer all or some of his/her shares until the date of the General Meeting.

However, if the transfer takes place before the third business day prior to the General Meeting at 00.00 (midnight), Paris time, the Company or its agent will, in consequence thereof, invalidate or modify, as applicable, the vote by post, the proxy form or the entry card. No transfer or other transaction carried out after the second business day at 00.00 (midnight), Paris time, regardless of the method used, will be notified or taken into account, notwithstanding any agreement to the contrary.

Prior notice of the Combined General Meeting was published in the "Bulletin des Annonces Légales Obligatoires" dated the 30 April 2018.

The notice of meeting was published in the "Bulletin des Annonces Légales Obligatoires" and in "Eco des Pays de Savoie" on the 18 May 2018.

In accordance with applicable statutory and regulatory provisions, all documents that must be made available to shareholders prior to General Meetings will be available at the Company's registered office, PAE Les Glaisins, 3 rue du Pré-Faucon, 74940 Annecy-le-Vieux, within the statutory time periods and, in the case of the documents specified in Article R.225-73-1 of the French Commercial Code, on the Company's website at the following address:

<http://www.investors.axway.com/en/investors-shareholders/shareholders-meeting>

The Board of Directors



NB: Joint owners of undivided joint shares will be represented at General Meetings by a single representative. Only beneficial owners are given notice of Ordinary General meetings. However, only legal owners are entitled to attend or be represented at Extraordinary General Meetings.

