



Paris, May 7, 2018

### **Information pursuant to Article L.225-42-1 of the French Commercial Code**

At its meeting of April 19, 2018, the Board of Directors of Axway Software (the "**Company**"), after taking into account the recommendations of the Remuneration Committee, took the following steps with respect to the conditions of departure of Jean-Marc Lazzari, subject to the signature of a settlement agreement:

- updated the performance conditions for the 2017 financial year applicable to Jean-Marc Lazzari's severance pay in the amount of USD500,000 and, as and where necessary, the overall conditions of his departure using the Company's revenue and ROA targets published in July 2017 as the performance condition objectives;
- acknowledged achievement of the performance conditions for the financial year closed on December 31, 2017, i.e. (i) ROA up by more than 13% of revenue and (ii) revenue equivalent to that of 2016 financial year;
- authorized the severance payment and, as and where necessary, all amounts covered in the settlement agreement.

A settlement agreement was signed by Jean-Marc Lazzari and the Company on May 3rd, 2018 implementing the decisions of the Board of Directors of April 19th.

In addition to the severance payment above by the Company to Jean-Marc Lazzari, the agreement also includes:

- a non-compete clause of 24 months incumbent on Jean-Marc Lazzari in exchange for overall gross compensation of USD435,000;
- the signature of a temporary assistance and transition employment contract of three months to facilitate the change in the Company's Chief Executive Officer in exchange for compensation in the total gross amount of USD130,000.